

**THIRD BENCH, INC.**  
a Florida Corporation  
175 S. Main Street, Suite 1410  
Salt Lake City, UT 84111

[www.thirdbench.com](http://www.thirdbench.com)  
SIC Codes: 321210/238900  
Email: info@thirdbench.com

## Quarterly Report

For the period ending 5/31/24 (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

244,189,230 as of May 31, 2024,

26,727,236 as of August 31, 2023

### **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>1</sup> of the company has occurred over this reporting period:

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<sup>1</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 any names used by predecessor entities, along with the dates of the name changes.

9/25/2023- Present- Third Bench, Inc.  
09/15/2023- 09/25/2023- New America Energy Corp.  
11/29/2022- 09/15/2023 – Third Bench, Inc.  
04/08/2020- 11/29/2022 -New America Energy Corp

Current State and Date of Incorporation or Registration: Florida, April 8, 2020

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 current name of the issuer is THIRD BENCH, INC. We were originally incorporated in Nevada as Atheron Inc. on May 8, 2006 as a development stage company, initially developing a technology for ethanol-methanol gasoline. The Company did not progress the development of this technology.

On November 5, 2010, we underwent a change of control and the Company's newly appointed sole director and majority shareholder approved a name change to New America Energy Corp. and a twenty-five (25) new for one (1) old forward stock split of the Company's issued and outstanding shares of common stock.

On November 16, 2010, the Nevada Secretary of State accepted for filing the Certificate of Amendment to the Company's Articles of Incorporation to change our name from Atheron, Inc. to New America Energy Corp. The forward stock split and name change became effective with the Over-the-Counter Bulletin Board at the opening of trading on December 1, 2010.

On November 14, 2012, the Nevada Secretary of State accepted for filing an amendment to our articles of incorporation whereby we increased our authorized common shares from 75,000,000 to 800,000,000, pursuant to the approval of our board of directors and majority shareholders as of June 26, 2012.

In September 17, 2013, the Company purchased Title King LLC for 50,000,000 shares of common stock

During the quarter ended August 31, 2021, the authorized shares were increased from 7,000,000,000 to 12,000,000,000. On October 4, 2021, the Company increased the authorized number of shares from 12,000,000,000 to 50,000,000,000.

On April 8, 2020, the Company reincorporated in Florida and filed Articles of Incorporation with Florida Secretary of State.

On January 26, 2023, the Company filed an Articles of Merger with Florida Secretary of State merging New America Energy Corp. into Third Bench, Inc. whereby Third Bench, Inc. would become the surviving entity.

Effective October 2, 2023, the Company effectuated a 1:500 reverse split. The Company changed its stock market ticker symbol from NECA to TBHD in conjunction with the stock split. Concomitant with the reverse split, the number of authorized shares were reduced to 5,000,000,000.

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

None

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

On January 26, 2023, the Company filed an Articles of Merger with Florida Secretary of State merging New America Energy Corp. into Third Bench, Inc. whereby Third Bench, Inc. would become the surviving entity. Effective October 2, 2023, the Company effectuated a 1:500 reverse split. The Company changed its stock market ticker symbol from NECA to TBHD in conjunction with the stock split.

The address(es) of the issuer's principal executive office:  
175 S. Main Street, Suite 1410  
Salt Lake City, UT 84111

The address(es) 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: Empire Stock Transfer  
Phone: (702) 818-5898  
Email: [info@empirestock.com](mailto:info@empirestock.com)  
Address: 1859 Whitney Mesa Drive, Henderson NV 89014  
Is the Transfer Agent registered under the Exchange Act?<sup>2</sup> Yes:  No:

### Publicly Quoted or Traded Securities:

Trading symbol:	THBD
Exact title and class of securities outstanding:	Common Stock
CUSIP:	403775109
Par or stated value:	\$.00001

### All information as of May 31, 2024

Total shares authorized:	5,000,000,000
Total shares outstanding:	244,189,230
Number of shares in the Public Float <sup>3</sup> :	243,737,898
Total number of shareholders of record:	29

<sup>2</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

<sup>3</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

**Other classes of authorized or outstanding equity securities:**

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

Exact title and class of the security:	Series A Preferred stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.001
Total shares authorized:	51 as of date: 5.31.24
Total shares outstanding (if applicable):	51 as of date: 5.31.24
Total number of shareholders of record (if applicable):	1

Exact title and class of the security:	Series B Preferred stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.00001
Total shares authorized:	511,000 as of date: 5.31.24
Total shares outstanding (if applicable):	511,000 as of date: 5.31.24
Total number of shareholders of record (if applicable):	2

Exact title and class of the security:	Series C Preferred stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.00001
Total shares authorized:	360,000 as of date: 5.31.24
Total shares outstanding (if applicable):	207,782 as of date: 5.31.24
Total number of shareholders of record (if applicable):	4

Exact title and class of the security:	Series D Preferred stock
CUSIP (if applicable):	N/A
Par or stated value:	\$.00001
Total shares authorized:	45,500 as of date: 5.31.24
Total shares outstanding (if applicable):	35,399 as of date: 5.31.24
Total number of shareholders of record (if applicable):	2

**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.**

One for one voting rights on all common stock, entitled to dividends as determined by the board of directors. No Pre-emptive rights.

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

**Series A Preferred: Dividends** - Initially, there will be no dividends due or payable on the Series A Preferred. Any future terms with respect to dividends shall be determined by the Board consistent with the Corporation's Articles of Incorporation. **Liquidation Rights** - The holders of Series A Preferred Stock shall have no rights (whether in the form of distributions or otherwise) in respect of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, and shall be subordinate to all other classes of the Corporation's capital stock in respect thereto. **Voting Rights**- Each one (1) share of the Series A Preferred shall have voting rights equal to (x) 0.019607 *multiplied by* the total issued and outstanding shares of Common Stock eligible to vote at the time of the respective vote (the "**Numerator**"), *divided by* (y) 0.49, *minus* (z) the Numerator.

**Series B 2% Convertible Preferred Stock: Dividends** - Holders of Series B Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors out of funds legally available therefor, and the Company shall accrue, quarterly in arrears on March 31, June 30, September 30, and December 31 of each year, commencing on the Issuance Date, cumulative dividends on the Series B Preferred Stock at the rate per share (as a percentage of the Stated Value per share) equal to two percent (2%) per annum on the Stated Value., payable in additional shares of Series B Preferred Stock. **Voting Rights**- Each holder of the Series B Preferred Stock shall have the right to vote on any matter that may from time to time be submitted to the Company's shareholders for a vote, on an as-converted basis, either by written consent or by proxy. **Liquidation Rights**- Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary or a Sale (as defined below) (a "Liquidation"), the holders of the Series B Preferred Stock shall be entitled to receive out of the assets of the Company, whether such assets are capital or surplus, for each share of Series B Preferred Stock an amount equal to the Stated Value plus all accrued but unpaid dividends per share, whether declared or not, and all other amounts in respect thereof then due and payable prior to any distribution or payment shall be made to the holders of any Junior Securities, and if the assets of the Company shall be insufficient to pay in full such amounts, then the entire assets to be distributed to the holders of Series B Preferred Stock shall be distributed among the holders of Series B Preferred Stock ratably in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full. **Conversion Rights**- each of Series B Preferred Stock shall be convertible into Common Stock, (such that all authorized shares of Series B Preferred Stock, if issued and outstanding, would be convertible in the aggregate into 90% of the total issued and outstanding shares of the Company's Common Stock) (as determined at the earlier of (i) the date of Conversion of the Series B Preferred Stock; and (ii) twelve (12) months following July 15, 2021) ("Conversion Ratio"), at the option of a Holder, at any time and from time to time, from and after the issuance of the Series B Preferred Stock.

**Series C 2% Convertible Preferred Stock: Dividends**- Holders of Series C Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors out of funds legally available therefor, and the Company shall accrue, quarterly in arrears on March 31, June 30, September 30, and December 31 of each year, commencing on the Issuance Date, cumulative dividends on the Series C Preferred Stock at the rate per share (as a percentage of the Stated Value per share) equal to two percent (2%) per annum on the Stated Value, payable in additional shares of Series C Preferred Stock. **Voting Rights** - *each* holder of the Series C Preferred Stock shall have the right to vote on any matter that may from time to time be submitted to the Company's shareholders for a vote, on an as converted basis, either by written consent or by proxy. **Liquidation Rights** - Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary or a Sale (as defined below) (a "Liquidation"), the holders of the Series C Preferred Stock shall be

entitled to receive out of the assets of the Company, whether such assets are capital or surplus, for each share of Series C Preferred Stock an amount equal to the Stated Value plus all accrued but unpaid dividends per share, whether declared or not, and all other amounts in respect thereof then due and payable prior to any distribution or payment shall be made to the holders of any Junior Securities, and if the assets of the Company shall be insufficient to pay in full such amounts, then the entire assets to be distributed to the holders of Series C Preferred Stock shall be distributed among the holders of Series C Preferred Stock ratably in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full. **Conversion-** each share of Series C Preferred Stock shall be convertible into 16,000 shares of Common Stock ("Conversion Ratio"), at the option of a Holder, at any time and from time to time, from and after the issuance of the Series C Preferred Stock; provided that, for a period of twenty for (24) months from the Issuance Date, if the Company issues shares of common stock (or securities, including any derivative securities, containing the right to purchase, exercise or convert into shares of common stock) (the "Dilution Shares") such that the outstanding number of shares of common stock on a fully diluted basis shall be greater than 5,670,596,606 shares (inclusive of conversions of Series C Preferred Stock at the Conversion Ratio immediately above), then the Conversion Ratio for the Series C Preferred Stock then outstanding and unconverted as of the date the Dilution Shares are issued shall be adjusted to equal the Conversion Ratio multiplied by a fraction, the numerator of which shall be the number of shares outstanding on a fully diluted basis after the issuance of the Dilution Shares, and the denominator shall be 5,670,596,606.

**Series D 3% Convertible Preferred Stock: Dividends-** Holders of Series D Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors out of funds legally available therefor, and the Company shall accrue, quarterly in arrears on March 31, June 30, September 30, and December 31 of each year, commencing on the Issuance Date, cumulative dividends on the Series D Preferred Stock at the rate per share (as a percentage of the Stated Value per share) equal to three percent (3%) per annum on the Stated Value, payable in additional shares of Series D Preferred Stock. **Voting Rights-** each holder of the Series D Preferred Stock shall have the right to vote on any matter that may from time to time be submitted to the Company's shareholders for a vote, on an as converted basis, either by written consent or by proxy. **Liquidation Rights-** Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary or a Sale (as defined below) (a "Liquidation"), the holders of the Series D Preferred Stock shall be entitled to receive out of the assets of the Company, whether such assets are capital or surplus, for each share of Series D Preferred Stock an amount equal to the Stated Value plus all accrued but unpaid dividends per share, whether declared or not, and all other amounts in respect thereof then due and payable prior to any distribution or payment shall be made to the holders of any Junior Securities, and if the assets of the Company shall be insufficient to pay in full such amounts, then the entire assets to be distributed to the holders of Series D Preferred Stock shall be distributed among the holders of Series D Preferred Stock ratably in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full. **Conversion -** each share of Series D Preferred Stock shall be convertible into 10,000 shares of Common Stock ("Conversion Ratio"), at the option of a Holder, at any time and from time to time, from and after the issuance of the Series D Preferred Stock; provided that, for a period of twenty for (24) months from the Issuance Date, if the Company issues shares of common stock (or securities, including any derivative securities, containing the right to purchase, exercise or convert into shares of common stock) (the "Dilution Shares) such that the outstanding number of shares of common stock on a fully diluted basis shall be greater than 5,670,596,606 shares (inclusive of conversions of Series D Preferred Stock at the Conversion Ratio immediately above), then the Conversion Ratio for the Series D Preferred Stock then outstanding and unconverted as of the date the Dilution Shares are issued shall be adjusted to equal the Conversion Ratio multiplied by a fraction, the numerator of which

shall be the number of shares outstanding on a fully diluted basis after the issuance of the Dilution Shares, and the denominator shall be 5,670,596,606.

There are no Redemption and or sinking fund provisions for the preferred class of shares.

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

N/A

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

None

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <p style="text-align: center;"><u>Opening Balance</u></p> Date <u>8.31.21</u> Common: 15,877,084 Preferred: Series A: 51 Series B: 511,000 Series C: 390,000 Series D: 45,500			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

<u>9/1/2021</u>	<u>Cancellation</u>	<u>(81,360)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Jeffrey M. Canouse</u>	<u>Redemption for cash</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>9/20/21</u>	<u>Issuance</u>	<u>800,000</u>	<u>Common</u>	<u>\$.40</u>	<u>Yes</u>	<u>Jahoco LLC / James Canouse</u>	<u>Direct purchase of stock</u>	<u>Unrestricted</u>	<u>Regulation A</u>
<u>9/23/21</u>	<u>Issuance</u>	<u>1,143,450</u>	<u>Common</u>	<u>\$.5</u>	<u>Yes</u>	<u>J.P. Carey Limited Partners LP / Joseph Canouse</u>	<u>Direct purchase of stock</u>	<u>Unrestricted</u>	<u>Regulation A</u>
<u>11/3/21</u>	<u>Issuance</u>	<u>410,078</u>	<u>Common</u>	<u>\$.60</u>	<u>Yes</u>	<u>Carpathia LLC / Joseph Canouse</u>	<u>Common stock issued for dividends on preferred stock</u>	<u>Unrestricted</u>	<u>Regulation A</u>

<u>11/19/21</u>	<u>Issuance</u>	<u>284,040</u>	<u>Common</u>	<u>\$1.05</u>	<u>Yes</u>	<u>Oscleta Partners LLC / Stephen M Hicks</u>	<u>Common stock issued for dividends on preferred stock</u>	<u>Unrestricted</u>	<u>Section 4(a)(2)</u>
<u>12/30/21</u>	<u>Issuance</u>	<u>306,457</u>	<u>Common</u>	<u>\$.20</u>	<u>Yes</u>	<u>Jahoco LLC / JamesCanouse</u>	<u>Common stock issued for dividends on preferred stock</u>	<u>Unrestricted</u>	<u>Section 4(a)(2)</u>
<u>1/27/22</u>	<u>Issuance</u>	<u>1,152,076</u>	<u>Common</u>	<u>\$.275</u>	<u>Yes</u>	<u>Machiavelli Ltd, LLC / Joseph Canouse</u>	<u>Common stock issued for preferred stock and accrued dividends</u>	<u>Unrestricted</u>	<u>Section 4(a)(2)</u>
<u>1/27/22</u>	<u>Retirement</u>	<u>(21,851)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Machiavelli Ltd, LLC / Joseph Canouse</u>	<u>Retirement of preferred stock for common stock above</u>	<u>Unrestricted</u>	<u>Section 4(a)(2)</u>
<u>1/27/22</u>	<u>Retirement</u>	<u>(13,755)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Livingston Asset Management, LLC / Stephen M. Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>

<u>2/8/22</u>	<u>Retirement</u>	<u>(8,593)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Oscleta Partners, LLC / Stephen M. Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>2/8/22</u>	<u>Issuance</u>	<u>284,040</u>	<u>Common</u>	<u>\$.20</u>	<u>Yes</u>	<u>Oscleta Partners, LLC / Stephen M. Hicks</u>	<u>Common stock issued for retirement of preferred stock</u>	<u>Unrestricted</u>	<u>Section 4(a)(2)</u>



<u>2/9/22</u>	<u>Retirement</u>	<u>(20,827)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Jahoco LLC / James Canouse</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>2/9/22</u>	<u>Issuance</u>	<u>1,080,012</u>	<u>Common</u>	<u>\$.25</u>	<u>Yes</u>	<u>Jahoco LLC / James Canouse</u>	<u>Common stock issued for retirement of preferred stock</u>	<u>Unrestricted</u>	<u>Section 4(a)(2)</u>
<u>3/11/22</u>	<u>Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$.20</u>	<u>Yes</u>	<u>J.P. Carey Limited Partners LP / Joseph Canouse</u>	<u>Direct purchase of stock</u>	<u>Unrestricted</u>	<u>Regulation A</u>
<u>3/21/22</u>	<u>Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$.15</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Direct purchase of common stock</u>	<u>Unrestricted</u>	<u>Regulation A</u>
<u>9/29/22</u>	<u>Issuance</u>	<u>2,400,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Direct purchase of common stock</u>	<u>Unrestricted</u>	<u>Regulation A</u>
<u>10/2/23</u>	<u>Issuance</u>	<u>1,799</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Various</u>	<u>Fractional shares issued in reverse split</u>	<u>Unrestricted</u>	<u>Section 4(a)(2)</u>
<u>11/3/23</u>	<u>Issuance</u>	<u>2,625,000</u>	<u>Common</u>	<u>\$.0395</u>	<u>Yes</u>	<u>JP Carey Limited Partners/ Joseph Canouse</u>	<u>Extinguishment of convertible debt</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/3/23</u>	<u>Retirement</u>	<u>(35,832)</u>	<u>Series C Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>JP Carey Limited Partners/ Joseph Canouse</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/6/23</u>	<u>Issuance</u>	<u>1,999,950</u>	<u>Common</u>	<u>\$.0395</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>11/6/23</u>	<u>Retirement</u>	<u>(150)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>12/5/23</u>	<u>Issuance</u>	<u>1,300,000</u>	<u>Common</u>	<u>\$.0083</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>12/5/23</u>	<u>Issuance</u>	<u>6</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Dividend on Preferred stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>12/5/23</u>	<u>Retirement</u>	<u>(104)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>12/12/23</u>	<u>Retirement</u>	<u>(258)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>

<u>12/12/23</u>	<u>Issuance</u>	<u>3,225,000</u>	<u>Common</u>	<u>\$.004</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>12/20/23</u>	<u>Issuance</u>	<u>3,529,411</u>	<u>Common</u>	<u>\$.0043</u>	<u>Yes</u>	<u>JP Carey Limited Partners/ Joseph Canouse</u>	<u>Extinguishment of convertible debt</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>12/27/23</u>	<u>Issuance</u>	<u>3,550,000</u>	<u>Common</u>	<u>\$.0027</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>12/27/23</u>	<u>Retirement</u>	<u>(284)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>1/8/24</u>	<u>Issuance</u>	<u>4,250,000</u>	<u>Common</u>	<u>\$.0025</u>	<u>Yes</u>	<u>Anvil Capital Management/ Jeffrey M. Canouse</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>1/8/24</u>	<u>Retirement</u>	<u>(340)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>1/10/24</u>	<u>Issuance</u>	<u>4,662,500</u>	<u>Common</u>	<u>\$.003</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>1/10/24</u>	<u>Retirement</u>	<u>(373)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>1/19/24</u>	<u>Issuance</u>	<u>4,250,000</u>	<u>Common</u>	<u>\$.0027</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>1/29/24</u>	<u>Issuance</u>	<u>5,583,333</u>	<u>Common</u>	<u>\$.0023</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>1/30/24</u>	<u>Issuance</u>	<u>4,662,500</u>	<u>Common</u>	<u>\$.0023</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>1/30/24</u>	<u>Retirement</u>	<u>(373)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>2/2/24</u>	<u>Issuance</u>	<u>6,562,500</u>	<u>Common</u>	<u>\$.0021</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>

<u>2/2/24</u>	<u>Retirement</u>	<u>(525)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>2/13/24</u>	<u>Issuance</u>	<u>7,200,000</u>	<u>Common</u>	<u>\$.0014</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>2/15/24</u>	<u>Retirement</u>	<u>(634)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>2/16/24</u>	<u>Issuance</u>	<u>7,925,000</u>	<u>Common</u>	<u>\$.0013</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>2/23/24</u>	<u>Retirement</u>	<u>(697)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>2/23/24</u>	<u>Issuance</u>	<u>8,712,500</u>	<u>Common</u>	<u>\$.0012</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>2/23/24</u>	<u>Issuance</u>	<u>7,212,500</u>	<u>Common</u>	<u>\$.0035</u>	<u>N/A</u>	<u>JP Carey Limited Partners/ Joseph Canouse</u>	<u>Conversion of debt</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>2/27/24</u>	<u>Issuance</u>	<u>8,000,000</u>	<u>Common</u>	<u>\$.0004</u>	<u>Yes</u>	<u>JP Carey Limited Partners/ Joseph Canouse</u>	<u>Conversion of debt</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>3/5/24</u>	<u>Issuance</u>	<u>11,075,000</u>	<u>Common</u>	<u>\$.0009</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>3/5/24</u>	<u>Retirement</u>	<u>(886)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>3/21/24</u>	<u>Issuance</u>	<u>12,250,000</u>	<u>Common</u>	<u>\$.0011</u>	<u>Yes</u>	<u>JP Carey Limited Partners/ Joseph Canouse</u>	<u>Conversion of debt</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>3/26/24</u>	<u>Retirement</u>	<u>(1,071)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>3/26/24</u>	<u>Issuance</u>	<u>13,387,500</u>	<u>Common</u>	<u>\$.0018</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/3/24</u>	<u>Issuance</u>	<u>12,175,000</u>	<u>Common</u>	<u>\$.0008</u>	<u>Yes</u>	<u>JP Carey Limited Partners/ Joseph Canouse</u>	<u>Conversion of debt</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>

<u>4/3/24</u>	<u>Retirement</u>	<u>(657)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/3/24</u>	<u>Issuance</u>	<u>8,212,500</u>	<u>Common</u>	<u>\$.0018</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/10/24</u>	<u>Retirement</u>	<u>(325)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/10/24</u>	<u>Issuance</u>	<u>6,500,000</u>	<u>Common</u>	<u>\$.0006</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/11/24</u>	<u>Retirement</u>	<u>(511)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/11/24</u>	<u>Issuance</u>	<u>10,220,000</u>	<u>Common</u>	<u>\$.0006</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/22/24</u>	<u>Issuance</u>	<u>18,380,000</u>	<u>Common</u>	<u>\$.0005</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>4/22/24</u>	<u>Retirement</u>	<u>(919)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/10/24</u>	<u>Issuance</u>	<u>20,200,000</u>	<u>Common</u>	<u>\$.0004</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/10/24</u>	<u>Retirement</u>	<u>(1,010)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/23/24</u>	<u>Issuance</u>	<u>19,800,000</u>	<u>Common</u>	<u>\$.0005</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>5/23/24</u>	<u>Retirement</u>	<u>(990)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>6/10/24</u>	<u>Issuance</u>	<u>24,160,000</u>	<u>Common</u>	<u>\$.0003</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>6/10/24</u>	<u>Retirement</u>	<u>(1,208)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>

<u>6/24/24</u>	<u>Issuance</u>	<u>24,160,000</u>	<u>Common</u>	<u>\$.0003</u>	<u>Yes</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock for common stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>6/24/24</u>	<u>Retirement</u>	<u>(1,208)</u>	<u>Series D Preferred stock</u>	<u>N/A</u>	<u>N/A</u>	<u>Trillium Partners LP / Stephen M Hicks</u>	<u>Retirement of preferred stock</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
Shares Outstanding: Balance sheet date: Date <u>5.31.24</u> Common: <u>244,189,230</u> Series A: <u>51</u> Series B: <u>511,000</u> Series C: <u>207,782</u> Series D: <u>35,399</u>									

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

## 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)

<u>Date of Note Issuance</u>	<u>Outstanding Balance (\$)</u>	<u>Principal Amount at Issuance (\$)</u>	<u>Interest Accrued (\$)</u>	<u>Maturity Date</u>	<u>Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)</u>	<u>Name of Noteholder.</u> <small>*You must disclose the control person(s) for any entities listed.</small>	<u>Reason for Issuance (e.g., Loan, Services, etc.)</u>
<u>7/21/21</u>	<u>\$120,000</u>	<u>\$300,000</u>	<u>\$61,090</u>	<u>7/21/22</u>	<u>Fixed price of \$.0003, non-convertible as of April 18, 2023</u>	<u>Trillium Partners LP/ Stephen M. Hicks</u>	<u>Loan</u>
<u>7/21/21</u>	<u>418,500</u>	<u>300,000</u>	<u>134,807</u>	<u>7/21/22</u>	<u>Fixed price of \$.0003</u>	<u>J.P. Carey Limited Partners L.P./ Joseph Canouse</u>	<u>Loan</u>
<u>9/27/21</u>	<u>360,000</u>	<u>300,000</u>	<u>67,410</u>	<u>9/27/22</u>	<u>Fixed price of \$.0001, non-convertible as of April 18, 2023</u>	<u>Trillium Partners LP/ Stephen M. Hicks</u>	<u>Loan</u>
<u>9/27/21</u>	<u>450,000</u>	<u>300,000</u>	<u>132,723</u>	<u>9/27/22</u>	<u>Fixed price of \$.0001</u>	<u>J.P. Carey Limited Partners L.P./ Joseph Canouse</u>	<u>Loan</u>
<u>3/1/22</u>	<u>50,000</u>	<u>50,000</u>	<u>28,967</u>	<u>1/31/23</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>

<u>4/1/22</u>	10,000	<u>10,000</u>	<u>2,920</u>	<u>2/28/23</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>5/1/22</u>	10,000	<u>10,000</u>	<u>2,787</u>	<u>3/31/23</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>6/1/22</u>	10,000	<u>10,000</u>	<u>2,653</u>	<u>4/30/23</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>8/1/22</u>	35,000	<u>35,000</u>	<u>8,348</u>	<u>6/30/23</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>10/1/22</u>	50,000	<u>50,000</u>	<u>10,581</u>	<u>8/30/23</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>11/1/22</u>	25,000	<u>25,000</u>	<u>4,955</u>	<u>9/30/23</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>12/1/22</u>	25,000	<u>25,000</u>	<u>4,622</u>	<u>10/31/23</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>1/1/23</u>	25,000	<u>25,000</u>	<u>4,286</u>	<u>10/31/23</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>2/1/23</u>	25,000	<u>25,000</u>	<u>5,236</u>	<u>11/30/23</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>3/1/23</u>	25,000	<u>25,000</u>	<u>4,751</u>	<u>12/31/23</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>4/1/23</u>	25,000	<u>25,000</u>	<u>3,751</u>	<u>1/31/24</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>5/1/23</u>	25,000	<u>25,000</u>	<u>3,923</u>	<u>2/29/24</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>6/1/23</u>	25,000	<u>25,000</u>	<u>3,340</u>	<u>3/31/24</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>7/1/23</u>	25,000	<u>25,000</u>	<u>2,753</u>	<u>4/30/24</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>8/1/23</u>	25,000	<u>25,000</u>	<u>2,499</u>	<u>5/31/24</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>9/1/23</u>	25,000	<u>25,000</u>	<u>2,244</u>	<u>6/30/24</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>10/1/23</u>	25,000	<u>25,000</u>	<u>1,997</u>	<u>7/31/24</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>11/1/23</u>	25,000	<u>25,000</u>	<u>1,742</u>	<u>8/31/24</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>12/1/23</u>	25,000	<u>25,000</u>	<u>1,496</u>	<u>9/30/24</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>1/1/24</u>	25,000	<u>25,000</u>	<u>1,241</u>	<u>10/31/24</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>
<u>2/1/24</u>	25,000	<u>25,000</u>	<u>986</u>	<u>11/30/24</u>	<u>Non-convertible</u>	<u>Frondeur Partners, LLC- William Gonyer</u>	<u>Advisory services</u>

<u>7/12/24</u>	60,000	<u>60,000</u>	<u>N/A</u>	<u>7/12/25</u>	<u>Convertible at 50% of the lowest closing bid price prior to conversion</u>	<u>Matheau J. Stout</u>	<u>Legal services</u>
<u>7/23/24</u>	564,384	<u>564,384</u>	<u>N/A</u>	<u>7/23/25</u>	<u>Non-convertible</u>	<u>David Fair</u>	<u>Compensation</u>
<u>7/23/24</u>	53,402	<u>53,402</u>	<u>N/A</u>	<u>7/23/25</u>	<u>Non-convertible</u>	<u>David Fair</u>	<u>Deferred Compensation</u>
<u>7/23/24</u>	313,458	<u>313,458</u>	<u>N/A</u>	<u>7/23/25</u>	<u>Non-convertible</u>	<u>David Fair</u>	<u>Expenditures prepaid</u>
<u>7/23/24</u>	239,574	<u>239,574</u>	<u>N/A</u>	<u>7/23/25</u>	<u>Non-convertible</u>	<u>David Fair</u>	<u>Repatriation of capital contributions</u>

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

Accrued interest is only showed through May 31, 2024 and not the date of this report

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

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

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

The Company has two subsidiaries. Third Bench Holdings, LLC and Title King, Inc. Currently, only Third Bench Holdings, LLC is an operating entity.

Third Bench Holdings, LLC is a holding company for six subsidiary companies operating as an architectural millwork and dealers in the cabinetry, kitchen and bath areas. Third Bench, through its subsidiary companies offer products in categories: Residential Cabinets and countertops and commercial millwork throughout the Western U.S. for customers from California to Texas. Third Bench also provides installation services as a part of its vertical offering. The company provides its products and services through its architectural millwork and retail facilities, currently located in Albuquerque and Las Cruces, New Mexico and Tucson, Arizona.

Title King LCC provides for lending against the retail value of an outstanding automobile. This enterprise is currently non-operating. Management will continue to monitor the market for automobile lending and may restart operations if conditions warrant.

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

The subsidiaries operations are described in Part A. above.

C. Describe the issuers' principal products or services.

Our target markets in order of importance are

- a) Regional and national homebuilders;
- b) Home remodelers;
- c) General contractors

## 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.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

As of the filing date of this report, the Company's headquarters is located at 175 Main Street, Suite 1410, Salt Lake City, UT 84111.

Other facilities include;

- Santa Fe Flooring, LLC
  - 3711 Paseo del Norte NE, Albuquerque, NM 87113
- Las Cruces Cabinets LLC
  - 400 N 17<sup>th</sup> St., Las Cruces NM 88005
- LL industries Inc.
  - 5355 E Broadway Blvd, Tucson, AZ 85711
- Third Bench Stone
  - 911 W Amador Ave, Las Cruces, NM 88005
- M&K Industries / KMT Resources
  - 2200 Eubank Blvd NE, Albuquerque, NM 87112

All of these facilities are leased. See Note 17 (Commitments and Contingencies) to the financial statements (included as part of this Quarterly Report) for details of these leases

## 6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuer's securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

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

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.



Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
David Fair	<u>Officer / Director / &gt; 5%</u>	Albuquerque, NM	51	<u>Preferred Stock-Series A</u>	<u>100%</u>	_____
David Fair	<u>Officer Director 5% owner</u>	<u>Albuquerque, NM</u>	204,400	<u>Preferred Stock-Series B</u>	<u>40%</u>	_____
Okane Enterprises, LLC- Melissa Handley	<u>5% owner</u>	West Bountiful, UT	306,600	<u>Preferred Stock-Series B</u>	<u>60%</u>	
Joseph Canouse	<u>5% owner</u>	<u>Atlanta GA</u>	119,919	<u>Preferred Stock-Series C</u>	<u>40.5%</u>	
Jeffrey M. Canouse	<u>5% owner</u>	<u>Atlanta, GA</u>	114,614	<u>Preferred Stock-Series C</u>	<u>55.2%</u>	
Trillium Partners LP- Stephen M. Hicks	<u>5% owner</u>	<u>Ridgefield CT</u>	18,336	<u>Preferred Stock-Series D</u>	<u>51.8%</u>	
Jeffrey M. Canouse	<u>5% owner</u>	<u>Atlanta, Georgia</u>	17,063	<u>Preferred Stock-Series D</u>	<u>48.2%</u>	

## 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);

No

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;

No

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;

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 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.

There are no such matters to disclose that are not disclosed in Footnote 19 (Legal Proceedings) to the financial statements (included as part of this Quarterly Report), where all known legacy legal matters are discussed.

## 8) Third Party Service Providers

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

### Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jonathan D Leinwand, Esq  
Firm: Jonathan D Leinwand, P.A.  
Address 1: 18305 Biscayne Blvd., Suite 200  
Address 2: Aventura, FL 33160  
Phone: 954-903-7856  
Email: jleinwand@jdlpa.com

### Accountant or Auditor

Name: Laurence Ditkoff  
Firm: N/A  
Address 1: 1706 Pinnacle Way  
Address 2: Danbury CT 06811  
Phone: 203.431.8300  
Email: Larry\_Ditkoff@sbcglobal.net

#### Investor Relations

Name: N/A

*All other means of Investor Communication:*

Twitter: N/A  
Discord: N/A  
LinkedIn: N/A  
Facebook: N/A  
[Other ] N/A

#### 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: N/A

### **9) Financial Statements**

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

Name: Lawrence J Ditkoff  
Title: Consultant  
Relationship to Issuer: Contractor

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: Lawrence J Ditkoff  
Title: Consultant  
Relationship to Issuer: Contractor

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

The Preparer is a CPA in the State of New York (Status- Inactive)

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, David Fair certify that:

1. I have reviewed this Disclosure Statement for Third Bench, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

8/2/24 [Date]

/s/ David Fair [CEO's Signature]

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

*Principal Financial Officer:*

I, David Fair, certify that:

1. I have reviewed this Disclosure Statement for THIRD BENCH, INC.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

8/2/24 [Date]

/s/ David Fair [CFO's Signature]

**THIRD BENCH, INC.**  
**CONSOLIDATED FINANCIAL STATEMENTS**

**May 31, 2024**

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Third Bench, Inc.  
Consolidated Balance Sheet  
May 31, 2024 and August 31, 2023  
(Unaudited)

	May 31, 2024	August 31, 2023
<b>Assets</b>		
Cash	\$ 396,347	\$ 615,026
Accounts Receivable (Note 5)	1,923,773	1,865,230
Earnings retention credit receivable (Note 11)	918,983	918,983
Inventory (Note 6)	1,122,011	824,049
Deferred financing asset	-	423,119
Prepaid Expense & Other	531,596	1,000,729
Other Current Assets	64,733	85,836
<b>Total Current Assets</b>	4,957,443	5,732,971
Net Fixed Assets (Note 7)	861,165	1,308,339
Other Assets	300,792	262,966
Total Non- current assets	1,161,957	1,571,305
<b>Total Assets</b>	\$ 6,119,401	\$ 7,304,276
<b>Liabilities</b>		
Accounts Payable	\$ 1,879,127	\$ 1,841,489
Non-convertible notes	136,984	136,984
Convertible notes (Note 9)	1,506,083	914,593
Customer Deposits	1,022,096	802,356
Accrued Expenses	1,632,488	1,852,972
Other Liabilities	585,151	558,163
Dividends payable	20,212	-
Accrued interest	502,111	234,850
Notes payable-related party (Note 10)	1,170,818	-
Line of credit (Note 11)	1,105,419	1,168,020
Related Parties Liabilities	2,611	557
<b>Total Current Liabilities</b>	9,563,100	7,509,984
Long term indebtedness	8,282,365	8,933,368
<b>Total Liabilities</b>	17,845,465	16,443,351

Third Bench, Inc.  
Consolidated Balance Sheet  
May 31, 2024 and August 31, 2023  
(Unaudited)  
(Continued)

	May 31, 2024	August 31, 2023
Commitments and Contingencies (Note 17)		
<b>Stockholders Deficit</b>		
Preferred Stock- Series A -51 shares outstanding at May 31, 2024 and August 31, 2023, respectively	-	-
Preferred Stock- Series B -511,000 and 511,000 shares outstanding at May 31, 2024 and August 31, 2023, respectively	5	5
Preferred Stock- Series C -207,782 and 390,000 shares outstanding at May 31, 2024 and August 31, 2023, respectively	2	2
Preferred Stock- Series D-35,399 and 45,500 shares outstanding at May 31, 2024 and August 31, 2023, respectively	1	1
Preferred dividends paid	(1,400,674)	(1,379,657)
Common stock, Par value \$.00001, 50 billion authorized, - 244,189,230 and 26,727,236, shares outstanding at May 31, 2024 and August 31, 2023, respectively	2,442	267
Additional paid-in capital	18,190,900	17,856,666
Retained Earnings	(28,518,740)	(25,616,358)
Total Stockholders' Deficit	(11,726,064)	(9,139,074)
<b>Total Liabilities &amp; Stockholders' Deficit</b>	<b>\$ 6,119,401</b>	<b>\$ 7,304,276</b>

The accompanying notes are an integral part of these financial statements



Third Bench, Inc.  
Consolidated Statement of Operations  
Three months ended May 31, 2024 and 2023  
(Unaudited)

	May 31 2024	May 31 2023
<b>Revenues</b>		
Net Sales	\$ 3,333,954	\$ 3,856,374
Cost of goods sold	(1,889,897)	(6,533,980)
Gross Profit	1,444,057	(2,677,606)
<b>Operating Expenses</b>		
Labor	724,736	469,521
Other Operating	44,883	47,628
General and administrative	1,613,774	710,913
Depreciation and Amortization	20,417	71,849
<b>Total Operating Expenses</b>	2,403,811	1,299,911
Net operating profit (loss)	(959,754)	(3,977,517)
<b>Other Income (Expense)</b>		
Other income	(33,988)	(6,712)
Interest expense	(278,337)	(51,541)
Reconciliation of debt balances	-	(808,611)
Write-off of deferred financing asset	(423,119)	-
Total Other Income (Expense)	(735,444)	(866,865)
Net income before income taxes	(1,695,197)	(4,844,382)
Provision for Income Taxes	-	-
Net income/(loss)	\$ (1,695,197)	\$ (4,844,382)
Weighted average shares outstanding	56,455,568	26,737,236
Net income/(loss) per share - Basic	\$ (0.03)	\$ (0.18)

**The accompanying notes are an integral part of these financial statements**

Third Bench, Inc.  
Segment Statement of Operations  
Nine months ended May 31, 2024 and May 31, 2023

	May 31, 2024	May 31, 2023
<b>Revenues</b>		
Net Sales	\$ 11,051,487	\$ 12,923,712
Cost of goods sold	<u>(7,050,195)</u>	<u>(11,635,098)</u>
Gross Profit	4,001,292	1,288,614
<b>Operating Expenses</b>		
Labor	2,329,961	1,771,316
Other Operating	106,967	552,822
General and administrative	3,108,927	2,542,654
Depreciation and Amortization	<u>45,814</u>	<u>206,732</u>
<b>Total Operating Expenses</b>	<u>5,591,669</u>	<u>5,073,525</u>
Net operating profit (loss)	(1,590,377)	(3,784,911)
<b>Other Income (Expense)</b>		
Other income	(172,785)	331,586
Interest expense	(566,803)	(521,973)
Loss on sale of assets	310,702	-
Write-off of deferred financing asset	(423,119)	-
Default provision on convertible notes (See Note 13)	(460,000)	-
Earnings retention credit	-	2,458,808
Reconciliation of debt balances	<u>-</u>	<u>(808,611)</u>
Total Other Income (Expense)	(1,312,005)	1,459,810
Net income before income taxes	(2,902,381)	(2,325,101)
Provision for Income Taxes	<u>-</u>	<u>-</u>
Net income/(loss)	<u>\$ (2,902,381)</u>	<u>\$ (2,325,101)</u>
Weighted average shares outstanding	<u>42,281,621</u>	<u>25,102,071</u>
Net income/(loss) per share - Basic	<u>\$ (0.07)</u>	<u>\$ (0.09)</u>

**The accompanying notes are an integral part of these financial statements**

Third Bench, Inc.  
Statement of Stockholders' Deficit  
Period from August 31, 2022 to May 31, 2024  
(Unaudited)

	Series A Preferred stock		Series B Preferred stock		Series C Preferred stock		Series D Preferred stock	
	Shares	\$	Shares	\$	Shares	\$	Shares	\$
Balance at August 31, 2021	51	\$ -	511,000	\$ 5	390,000	\$ 4	45,500	\$ 1
Redemption of Series C Preferred stock for cash	-	-	-	-	(81,360)	(1)	-	-
Conversion of Series C Preferred stock for common stock	-	-	-	-	(65,026)	(1)	-	-
Interest expense incurred upon issuance of debt with a fixed conversion price	-	-	-	-	-	-	-	-
Return of capital to Management of Third Bench Holdings, LLC	-	-	-	-	-	-	-	-
Entry to appropriately account for Goodwill	-	-	-	-	-	-	-	-
Partner capital repatriated	-	-	-	-	-	-	-	-
Net investment eliminated at subsidiary level	-	-	-	-	-	-	-	-
Fair value of warrant issued, adjusted for mark to market	-	-	-	-	-	-	-	-
Repayment of debt which had been assigned to Additional Paid in capital	-	-	-	-	-	-	-	-
Preferred Dividends paid	-	-	-	-	-	-	-	-
Shares Issued under Regulation A Financing	-	-	-	-	-	-	-	-
Reverse split	-	-	-	-	-	-	-	-
Net loss, twelve months ended August 31, 2022	-	-	-	-	-	-	-	-
Balance at August 31, 2022	51	\$ -	511,000	\$ 5	243,614	\$ 2	45,500	\$ 1
Goodwill at subsidiary eliminated	-	-	-	-	-	-	-	-
Fair value of warrants issued	-	-	-	-	-	-	-	-
Issuance of common stock for funds previously received	-	-	-	-	-	-	-	-
Net loss, twelve months ended August 31, 2023	-	-	-	-	-	-	-	-
Balance at August 31, 2023	51	-	511,000	5	243,614	2	45,500	1
Fractional shares issued upon reverse split	-	-	-	-	-	-	-	-
Extinguishment of convertible debt	-	-	-	-	-	-	-	-
Fair value of outstanding warrants	-	-	-	-	-	-	-	-
Dividends paid	-	-	-	-	-	-	6	0
Extinguishment of preferred stock	-	-	-	-	(35,832)	(0)	(10,107)	(0)
Net loss, nine months ended May 31, 2024	-	-	-	-	-	-	-	-
Balance at May 31, 2024	51	\$ -	511,000	\$ 5	207,782	\$ 2	35,399	\$ 1

Third Bench, Inc.  
Statement of Stockholders' Deficit  
Period from August 31, 2022 to May 31, 2024  
(Unaudited)  
(Continued)

	Preferred Dividends Issued \$	Common stock Shares	\$	Additional Paid- In Capital \$	Accumulated deficit \$	Total
Balance at August 31, 2022	\$ (1,379,657)	24,337,236	\$ 243	\$ 17,881,223	\$ (22,975,708)	\$ (6,473,892)
Goodwill at subsidiary eliminated				262,500		262,500
Fair value of warrants issued	-	-	-	(527,033)	-	(527,033)
Issuance of common stock for funds previously received	-	2,400,000	24	239,976	-	240,000
Net loss, twelve months ended August 31, 2023	-	-	-	-	(2,640,650)	(8,865,288)
Balance at August 31, 2023	\$ (1,379,657)	26,737,236	\$ 267	\$ 17,856,666	(25,616,358)	(9,139,074)
Fractional shares issued upon reverse split	-	1,799	0	-	-	0
Extinguishment of convertible debt	-	27,050,000	271	40,270	-	40,540
Fair value of outstanding warrants	-	-	-	294,547	-	294,547
Dividends paid	(21,018)	-	-	-	-	(21,018)
Extinguishment of preferred stock	-	190,400,195	1,904	(582)	-	1,322
Net loss, nine months ended May 31, 2024	-	-	-	-	(2,902,381)	(2,902,381)
Balance at May 31, 2024	<u>\$ (1,400,674)</u>	<u>244,189,230</u>	<u>\$ 2,442</u>	<u>\$ 18,190,900</u>	<u>\$ (28,518,740)</u>	<u>\$ (11,726,064)</u>

The accompanying footnotes are an integral part of these financial statements

THIRD BENCH, INC  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
Nine months ended May 31, 2024 and May 31, 2023  
(Unaudited)

	May 31, 2024	May 31, 2023
OPERATING ACTIVITIES		
Net income/(loss)	\$ (2,902,381)	(2,325,101)
Adjustments to reconcile net (loss) to cash used in operations		-
Depreciation Expense	45,814	206,732
Default provision on convertible notes	460,000	
Correction of inventory charged to Cost of Goods sold	859,956	
Loss on sale of assets	(310,702)	
Earnings Retention credits	-	(989,073)
Gain on adjustment in debt balances	-	(295,000)
Write-off of deferred assets	423,119	
Issuance of non-cash fee and consulting notes	150,000	225,000
Put premium on stock settled debt	-	(45,000)
Changes in operating assets and liabilities:		
Accounts receivable	(58,542)	729,268
Inventory	(297,962)	2,835,695
Prepays and other current assets	506,960	(249,886)
Other Assets	21,103	(513,145)
Accounts payable	97,638	(298,731)
Other liabilities	26,988	1,329,391
Accrued liabilities	46,777	490,152
Customer deposits	219,740	(1,265,128)
Non-convertible notes payable	-	3,376
Line of Credits/Credit Cards	(62,602)	776,354
Notes payable-related party	1,170,818	-
Short-term advances	-	28,539
Related party payable	2,054	400
CASH FLOWS FROM OPERATING ACTIVITIES	398,779	643,842

THIRD BENCH, INC  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
Nine months ended May 31, 2024 and May 31, 2023  
(Unaudited)  
(Continued)

	May 31, 2024	May 31, 2023
<b>INVESTING ACTIVITIES</b>		
Investment in Property Plant and equipment	9,002	(331,573)
Sale of fixed assets	264,117	116,240
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>273,119</b>	<b>(215,333)</b>
<b>FINANCING ACTIVITIES</b>		
Note issued for repayment of capital contributions	(239,574)	
Issuance of common stock pursuant to Regulation A		240,000
Proceeds from non-convertible long-term indebtedness- net of repayments	(651,002)	(680,398)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>(890,576)</b>	<b>(440,398)</b>
Net increase in Cash and Cash Equivalents	(218,678)	(11,888)
Cash and Equivalents, Beginning of period	615,026	587,460
Cash and Equivalents, End of period	<b>\$ 396,347</b>	<b>\$ 575,573</b>
Cash paid during the period for:		
Interest	\$ -	\$ -
Taxes	\$ -	\$ -
Liability retired through issuance of common stock	\$ -	\$ 240,000
Convertible debt extinguished	\$ 40,540	\$ -
Convertible Preferred stock extinguished	\$ 76,160	\$ -

**The accompanying notes are an integral part of these financial statements**

**THIRD BENCH, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**MAY 31, 2024**

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

The accompanying consolidated financial statements include the accounts of THIRD BENCH, INC. and its subsidiaries (together with its subsidiaries, "THBD" or the "Company" and also referred to as "we," "us," and "our"), all of which are wholly-owned. All significant intercompany balances and transactions have been eliminated in consolidation. The accompanying financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and with the instructions to Form 10-K, Regulation S-X, and Regulation S-K. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company was incorporated in Nevada on May 8, 2006. The Company has two wholly owned subsidiaries: a) Third Bench Holdings LLC ("TBH") and b) Title King LLC ("TK"). TBH is a holding company of three subsidiary companies that provide operational millwork as well as providers of cabinetry, kitchen and bath areas. TBH provides its products and services through its architectural millwork from California to Texas. At May 31, 2024, the TBH had five subsidiaries as follows:

- Las Cruces Cabinets, LLC doing business as Sher-wood Cabinets
- LL Industries, Inc. doing business as Davis Kitchens of Tucson
- Santa Fe Flooring LLC doing business as OGB Architectural Millwork
- MK Industries LTD doing business as Davis Kitchens of Albuquerque
- KMT Resources d/b/a More Window and Door

Additionally, the Company split off the countertop operations of Santa Fe Flooring LLC and created a separate entity called Third Bench Stone, LLC.

TK operates in the alternative financial services industry, providing automobile title loans to consumers who own their vehicle free and clear and need convenient and simple access to funds. Currently TK is non-operating at this time.

These consolidated financial statements were prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The continuation of the Company as a going concern is dependent upon the Company obtaining necessary equity and debt financing until it can generate sustainable revenue. There is no guarantee the Company will be able to raise adequate equity or debt financing or generate profitable operations. For the nine months ended May 31, 2024 and May 31, 2023, the Company incurred net (loss) of (\$2,902,381) and (\$2,325,101), respectively, and had cash flows from operations of \$398,779 and \$643,842, respectively. Cash flows from operating activities were positive in the current period principally due to borrowings from short-term lines of credit and collections on Employee Retention Credit receipts. Management intends to raise additional funds, if necessary, through equity or debt financing and to generate cash from the sale of the Company's products.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Accounting Method

The Company's consolidated financial statements are prepared using the accrual method of accounting. The Company has elected a fiscal year ending of August 31.

### Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, TBH and TK, and have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"). All significant intercompany transactions and balances have been eliminated.

### Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. It is possible that accounting estimates and assumptions may be material to the Company due to the levels of subjectivity and judgment involved.

### Restatements

Where appropriate, financial data has been reclassified to more accurately reflect financial condition. There was no impact on net profitability due to these statements.

### Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and cash in time deposits, certificates of deposit and all highly liquid debt instruments with original maturities of three months or less.

### Accounts Receivable

Accounts receivable are reported at their outstanding principal balances. The Company grants credit to customers under credit terms that it believes are customary in the industry and requires collateral to support customer loan balances. Normal loan terms vary from 30-180 days. Collateral is repossessed for delinquent loans. The Company reviews its receivables quarterly and establishes a reserve when appropriate.

### Long-lived Assets

Our long-lived assets include equipment and improvements, intangible assets, right-of-use assets, and goodwill. The Company continues to review its long-lived assets for possible impairment or loss of value at least annually or more frequently upon the occurrence of an event or when circumstances indicate that a reporting unit's carrying amount is greater than its fair value.



Equipment and improvements are stated at cost. Depreciation and amortization are provided using the straight-line method over the estimated useful asset lives (3 to 10 years) and the shorter of the initial lease term or estimated useful life for leasehold improvements. Intangible assets (other than goodwill) are originally recorded at fair value and are amortized on a straight-line basis over their estimated useful lives of 10 years. Maintenance and repair costs are expensed as incurred.

Right-of-use assets are measured at the present value of future minimum lease payments, including all probable renewals, plus lease payments made to the lessor before or at lease commencement and indirect costs paid, less incentives received. Our right-of-use assets include long-term leases for facilities and equipment and are amortized over their respective lease terms.

#### Debt Discount and Debt Issuance Costs

Debt discounts and debt issuance costs incurred in connection with the issuance of debt are capitalized and amortized to interest expense based on the related debt agreements using the straight-line method. Unamortized discounts are disclosed on the face of the financial statements and are netted against convertible notes.

#### Fair Value of Financial Instruments

During the current fiscal year, the Company decided to adopt ASC 480- "Distinguishing Liabilities from Equity" when they enter into convertible notes, some of which contain, predominantly, fixed rate conversion features, whereby the outstanding principal and accrued interest may be converted by the holder, into common shares at a fixed discount to the market price of the common stock at the time of conversion. This results in a fair value of the convertible note being equal to a fixed monetary amount. The Company records the convertible note liability at its fixed monetary amount by measuring and recording a premium, as applicable, on the note date with a charge to interest expense.

Previously, The Company applied the provisions of ASC 820-10, "Fair Value Measurements and Disclosures." ASC 820-10 defines fair value, and establishes a three-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. The three levels of valuation hierarchy are defined as follows:

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

For certain financial instruments, the carrying amounts reported in the balance sheets for cash and current liabilities, including convertible notes payable, each qualify as financial instruments and are a reasonable estimate of their fair values because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest.

The Company uses Level 2 inputs for its valuation methodology for derivative liabilities as their fair values were determined by using the Black-Scholes-Merton pricing model based on various assumptions. The Company's derivative liabilities are adjusted to reflect fair value at each period end, with any increase or decrease in the fair value being recorded in results of operations as adjustments to fair value of derivatives.

The Company analyzes all financial instruments with features of both liabilities and equity under FASB ASC Topic 480, Distinguishing Liabilities from Equity, and FASB ASC Topic 815, Derivatives and Hedging.

#### Derivative Financial Instruments

The Company evaluates all of its agreements to determine if such instruments have derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. For stock-based derivative financial instruments, the Company uses a weighted average Black-Scholes-Merton option-pricing model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

#### Revenue Recognition

The Company recognizes revenue from interest income on consumer loans as the interest is earned. The Company's revenue recognition policies comply with FASB ASC Topic 605. Revenue is recorded when earned, which is generally over the period services are provided and no contingencies exist.

#### Income Taxes

The Company accounts for income taxes in accordance with ASC Topic 740, Income Taxes. ASC 740 requires a company to use the asset and liability method of accounting for income taxes, whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion, or all of, the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Under ASC 740, a tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded.

#### Basic and Diluted Earnings (Loss) Per Share

Earnings per share is calculated in accordance with ASC Topic 260, Earnings Per Share. Basic earnings per share ("EPS") is based on the weighted average number of common shares outstanding. Diluted EPS is based on the assumption that all dilutive convertible shares and stock warrants were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. The common shares have been adjusted for the 1:500 reverse split effective October 2, 2023.

#### Paycheck Protection Program Loan

The Company's policy is to account for forgivable loans received through the Small Business

Administration (SBA) under the Coronavirus Aid, Relief, and Economic Security Act (CARES Act) Paycheck Protection Program (PPP) as a contingent liability in accordance with Accounting Standards Codification (ASC) 450-30, Contingencies, and other related accounting pronouncements. The forgiveness of debt, in whole or in part, is recognized once the forgiveness is realized or realizable, which occurs when the Company believes all uncertainties regarding the final forgiveness of the loan are resolved. Any portion of debt forgiven, adjusted for accrued interest forgiven and unamortized debt issuance costs, is recorded as a gain on extinguishment of debt, and presented in the other income section of the statement of income. See Note 11 for forgiveness of these loans.

#### Presentation of Gross Receipts Tax

The State of New Mexico imposes gross receipts tax (GRT) to all non-exempt customers. The majority of the Company's customers are exempt from GRT under resale or out-of-state exemptions. When an event arises which requires the Company to collect the tax from the customer, the entire tax amounts are remitted to the state's taxation authority. The Company's policy is to exclude the tax collected for the state from revenue and cost of sales.

#### Leases

In February 2016, the FASB updated the accounting guidance related to leases. The most significant change in the updated accounting guidance requires lessees to recognize lease assets and liabilities on the balance sheet for all operating leases with the exception of short-term leases. The standard also expands the disclosures regarding the amount, timing, and uncertainty of cash flows arising from leases. For a lessee, the recognition, measurement, and presentation of expenses and cash flows arising from a lease did not significantly change from previous guidance. We adopted the updated guidance on December 1, 2020 on a prospective basis and as a result, prior period amounts were not adjusted to reflect the impacts of the updated guidance.

#### Segment Information

In accordance with the provisions of ASC 280-10, "Disclosures about Segments of an Enterprise and Related Information", the Company is required to report financial and descriptive information about its reportable operating segments. The Company at one time had two operating segments, Home Furnishings and car loans. The car loan portion of the business is now dormant. Segment reporting shows Home Furnishings and the parent company.

#### Restatements

All financial statements for prior periods have been restated to more accurately present Financial condition. There has been no profit and loss impact on any prior period statements. These financial statements include the impact of the common stock reverse split which became effective on October 2, 2023.

#### Recent Accounting Pronouncements

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" ("ASU 2018-13"). ASU 2018-13 removes, modifies and adds certain disclosure requirements in Topic 820 "Fair Value Measurement". ASU 2018-13 eliminates certain disclosures related to transfers and the valuations process, modifies disclosures for investments that are valued based on net asset value, clarifies the measurement uncertainty disclosure, and requires additional disclosures for Level 3 fair value measurements. ASU 2018-13 is effective for the Company for annual and interim reporting periods beginning January 1, 2020. The adoption of this standard did not have a material impact on the Company's consolidated financial statements and related disclosures. In December 2019, the FASB issued authoritative guidance intended to simplify the accounting for income taxes (ASU 2019-12, "Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes"). This guidance eliminates certain exceptions to the general approach to the income tax accounting model and adds new guidance to reduce the complexity in accounting for income taxes. This guidance is effective for fiscal years beginning after December 15, 2020, including interim periods within those annual periods. The Company is currently evaluating the potential impact of this guidance on its consolidated financial statements. In January 2020, the FASB issued

ASU 2020-01, Investments - Equity Securities (Topic 321), Investments - Equity Method and Joint Ventures (Topic 323), and Derivative and Hedging (Topic 815), which clarifies the interaction of rules for equity securities, the equity method of accounting, and forward contracts and purchase options on certain types of securities. The guidance clarifies how to account for the transition into and out of the equity method of accounting when considering observable transactions under the measurement alternative. The ASU is effective for annual reporting periods beginning after December 15, 2020, including interim reporting periods within those annual periods, with early adoption permitted. The Company is currently evaluating the impact of the new guidance on our consolidated financial statements.

In August 2020, the FASB issued ASU 2020-06, Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity’s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity. This ASU amends the guidance on convertible instruments and the derivatives scope exception for contracts in an entity’s own equity, and also improves and amends the related EPS guidance for both Subtopics. The ASU will be effective for annual reporting periods after December 15, 2021 and interim periods within those annual periods and early adoption is permitted. The Company is currently evaluating the impact of the new guidance on our consolidated financial statements. Management does not believe that any recently issued, but not yet effective accounting pronouncements, when adopted, will have a material effect on the accompanying consolidated financial statements.

In April 2020, the FASB issued a Staff Q&A, Topic 842 and 840: Accounting For Lease Concessions Related to the Effects of the COVID-19 Pandemic in order to provide clarity regarding the accounting treatment for lease concessions provided as a result of COVID-19. Under existing lease guidance, changes to certain lease terms not specified in the original lease agreement require modification accounting treatment. To provide relief, the FASB Staff Q&A permits alternatives to modification accounting under Topic 842. For concessions related to the effects of the COVID-19 pandemic that do not result in a substantial increase in the rights of the lessor or our obligations as the lessee, we are not required to analyze each contract to determine whether enforceable rights and obligations for concessions exist in the lease agreement and can elect to apply or not apply the lease modification guidance in Topic 842. In fiscal year 2020 and 2021, no financial concessions had been taken by the Company or any of its subsidiaries.

In August 2020, the FASB issued ASU 2020-06, which amends the measurement and disclosure of convertible instruments, contracts in an entity’s own equity, and EPS guidance. The guidance can be adopted using a modified retrospective method or a fully retrospective method. The amendments are effective for fiscal years beginning after December 15, 2021 for public entities, excluding those that are smaller reporting companies. For all other entities the amendments are effective for fiscal years beginning after December 15, 2023. The Company does not expect the update to have a material impact on its consolidated financial statements and related disclosures.

In June, 2020 the FASB issued ASU No. 2020-05, Revenue from Contracts with Customers (Topic 606). Topic 606 outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. The Company adopted Topic 606 in September 2019, and recognizes revenue when control of goods and services is transferred to customers. The Company recognizes revenue in accordance with ASC Topic 606. The Company recognizes revenue upon transfer of control of goods to customers.

In November, 2021, the Financial Accounting Standards Board (FASB) issued ASU 2021-10 Government Assistance (Topic 832) Disclosures by Business Entities about Government Assistance is effective for fiscal periods after December 15, 2021, for both public and private companies. The Company has not yet adopted this standard and has disclosed its financial assistance received in the form of Payroll Protection Program (PPP) and SBA Economic Injury Disaster (EIDL) Loans in accordance with Accounting Standards Codification (ASC) 470, Debt until the point of forgiveness and then as a government grant by analogy to International Accounting Standard (IAS) 20, Accounting for Government Grants and Disclosure of Government Assistance.

### **NOTE 3 – ACQUISITION OF TBH**

TBH acquired the following subsidiaries on the following dates:

Santa Fe Flooring LLC doing business as OGB Architectural Millwork- September 26, 2019

Las Cruces Cabinets, LLC doing business as Sher-wood Cabinets-September 18, 2020  
 LL Industries, Inc. doing business as Davis Kitchens of Tucson – March 12, 2021  
 MK Industries, Inc. doing business as Davis Kitchens of Albuquerque – October 1 2021  
 KMT Resources d/b/a More Window and Door- October 1, 2021

On July 12, 2021, the Company acquired TBH for the issuance of 511,000 shares of Series B Preferred stock. At the same time the Company reached agreements with its prior secured creditors and former Chief Executive officer 390,000 shares of Series C Preferred stock and 100,000 shares of Series D Preferred stock. With the issuances of these securities, the Company eliminated almost \$2,000,000 of liabilities in the form of convertible debt, accrued interest and accrued officer compensation. Please refer to the Stockholders' Deficit footnote, Note 17, below for more detail.

**NOTE 4 – CASH AND CASH EQUIVALENTS**

Cash and cash equivalents represent deposits at local banking institutions, petty cash and any risk-free assets held. As of May 31, 2024 and August 31, 2023, the balances were as follows:

Cash and cash equivalents on hand by operating subsidiary are as follows:

	<u>May 31, 2024</u>	<u>August 31, 2023</u>
TBH	\$ 395,808	\$ 614,819
TK	<u>539</u>	<u>207</u>
Total	<u>\$ 396,347</u>	<u>\$ 615,026</u>

**NOTE 5- ACCOUNTS RECEIVABLE**

Accounts receivable are predominately at the three operating subsidiaries of TBH. The Company grants unsecured credit to customers after performing credit checks through various reporting agencies. The risk of loss on the accounts receivable is the balance due at the time of default. Management reviews accounts receivable monthly and determines when receivables are past due or delinquent based on contractual terms and past experience of the customer base. The Company considers all receivables over 45 days to be past due. Management of the Company has not provided an allowance for doubtful accounts receivable at May 31, 2024 and August 31, 2023. Generally, the Company requires deposits against orders of up to 100% of the order value. Management considers all receivables collectable and are reflected at net realizable value. As of May 31, 2024 and August 31, 2023, the balances were as follows:

	<u>May 31, 2024</u>	<u>August 31, 2023</u>
TBH	\$ 1,923,773	\$ 1,865,230
TK	<u>-</u>	<u>-</u>
Total	<u>\$ 1,923,773</u>	<u>\$ 1,865,230</u>

**NOTE 6- INVENTORY**

Inventory is valued using the first-in, first-out periodic ("FIFO") method and is stated at historical cost. Costs included in finished goods are composed primarily of materials, labor, and allocations of factory overhead. Raw materials are valued at historical cost. As of May 31, 2024 and August 31, 2023, the balances were as follows:

	<u>May 31, 2024</u>	<u>August 31, 2023</u>
TBH	\$ 1,122,011	\$ 824,049
TK	-	-
Total	<u>\$ 1,122,011</u>	<u>\$ 824,049</u>

Inventory by location at May 31, 2024 and August 31, 2023 is as follows:

	<u>May 31, 2024</u>	<u>August 31, 2023</u>
Santa Fe Flooring	\$ 320,179	\$ 272,700
Las Cruces Cabinets	24,146	24,146
LL Industries	465,407	132,775
MK Industries	80,015	191,889
KMT Resources	232,263	202,540
Total	<u>\$ 1,122,011</u>	<u>\$ 824,049</u>

#### NOTE 7- NET FIXED ASSETS

Fixed Assets, Net of accumulated depreciation, consist of the following as of May 31, 2024 and August 31, 2023:

	<u>May 31, 2024</u>	<u>August 31, 2023</u>
Equipment	\$ 2,171,975	\$ 2,215,740
Vehicles and Trailers	396,923	591,659
Leasehold Improvements	175,424	154,500
Furniture & Fixtures	133,612	133,612
Fixed Assets Gross	<u>2,877,934</u>	<u>3,095,511</u>
Depre. and Amor.	(2,016,769)	(1,787,172)
Fixed Assets Net	<u>\$ 861,165</u>	<u>1,308,339</u>

During the nine months ending May 31, 2024, the Company sold fixed assets as follows:

Cost	\$	574,819
Proceeds		<u>264,117</u>
Net loss	\$	<u>310,702</u>

#### NOTE 8- ACCOUNTS PAYABLE

Accounts payable principally reside at the three operating subsidiaries of TBH. Payables are for expenses and costs such as salaries and inventory.

As of May 31, 2024 and August 31, 2023, the balances were as follows:

	<u>May 31, 2024</u>	<u>August, 2023</u>
TBH	\$ 1,695,127	\$ 1,717,489
TK	<u>184,000</u>	<u>124,000</u>
Total	<u>\$ 1,879,127</u>	<u>\$ 1,841,489</u>

Included in Accounts payable is a \$60,000 note made payable to Matheau Stout , which was memorialized on July 15, 2024

#### NOTE 9 – CONVERTIBLE NOTES

As of May 31, 2024 and August 31, 2023, the balances were as follows:

<u>Date Issued</u>	<u>Creditor</u>	<u>May 31, 2024</u>	<u>August 31, 2023</u>
7-21-21	Trillium Partners, LP	\$ 120,000	\$ 80,000
7-21-21	J.P. Carey Limited Partners, Inc	429,000	240,000
9-27-21	Trillium Partners, LP	360,000	300,000
9-27-21	J.P. Carey Limited Partners, Inc.	450,000	300,000
3-1-22	Frondeur Partners, LLC	50,000	50,000
4-1-22	Frondeur Partners, LLC	10,000	10,000
5-1-22	Frondeur Partners, LLC	10,000	10,000
6-1-22	Frondeur Partners, LLC	10,000	10,000
8-1-22	Frondeur Partners, LLC	35,000	35,000
10-1-22	Frondeur Partners, LLC	50,000	50,000
11-1-22	Frondeur Partners, LLC	25,000	25,000
12-1-22	Frondeur Partners, LLC	25,000	25,000
01-1-23	Frondeur Partners, LLC	25,000	25,000
02-1-23	Frondeur Partners, LLC	25,000	25,000
03-1-23	Frondeur Partners, LLC	25,000	25,000
04-1-23	Frondeur Partners, LLC	25,000	25,000
05-1-23	Frondeur Partners, LLC	25,000	25,000
06-1-23	Frondeur Partners, LLC	25,000	25,000
07-1-23	Frondeur Partners, LLC	25,000	25,000
08-1-23	Frondeur Partners, LLC	25,000	25,000
09-1-23	Frondeur Partners, LLC	25,000	-
10-1-23	Frondeur Partners, LLC	25,000	-

11-1-23	Frondeur Partners, LLC	25,000	-
12-1-23	Frondeur Partners, LLC	25,000	-
01-1-24	Frondeur Partners, LLC	25,000	-
02-1-24	Frondeur Partners, LLC	<u>25,000</u>	<u>-</u>
	Total convertible notes, gross	\$ 1,924,000	\$ 1,335,000
	Less; discount	<u>( 417,917)</u>	<u>( 420,407)</u>
	Total convertible notes, net	<u>\$ 1,506,083</u>	<u>\$ 914,593</u>

See Item 3B, Issuance History, for conversion features on these obligations.

#### NOTE 10- NOTES PAYABLE- RELATED PARTY

Effective May 14, 2024, David Fair, the Company's CEO and the Company signed an agreement to compensate Fair for work done and expenses incurred by Fair for which he had not been compensated.

The four notes were for the following:

Back compensation	\$ 564,000
Expenses paid for by Fair	313,458
Capital contributions to be returned	239,574
Deferred compensation	<u>53,402</u>
Total	<u>\$ 1,170,818</u>

The Notes were memorialized in an agreement effective May 14, 2024

#### NOTE 11- LINE OF CREDIT

The Company has various revolving lines of credit, each with maximum borrowing limit of \$250,000, including variable interest of 2% over the monthly LIBOR rate. The line matures on February 5<sup>th</sup>, 2023. The outstanding balances as of May 31, 2024 and August 31, 2023 were \$1,105,409 and \$1,168,020, respectively. The Company was in compliance with all loan covenants as of May 31, 2024 and August 31, 2023.

#### NOTE 12- PAYROLL PROTECTION PROGRAM AND EMPLOYEE RETENTION CREDITS

Due to the COVID pandemic, the United States Government allowed for credits to be issued for the following:  
Employee retention credits- Employee retention credits are credits for payroll taxes paid during the pandemic.

During the following years, the following credits were as follows:

	<u>May 31,</u> <u>2024</u>	<u>August 31,</u> <u>2023</u>
Employee retention credits (ERC)	<u>\$ 918,983</u>	<u>\$ 918,393</u>



## NOTE 13 – INTEREST EXPENSE

For the nine months ended May 31, 2024 and November 30, 2022, interest expense was as follows:

	<u>May 31, 2024</u>	<u>May 31, 2023</u>
Put premium*	\$ -	\$ (45,000)
Accrued interest on debt	<u>566,803</u>	<u>566,973</u>
Total	<u>\$ 566,803</u>	<u>\$ 521,973</u>

\*- During the nine months ended May 31, 2023, the Company's variable conversion price debt were converted into non-convertible debt. As such, the put premium associated with these notes were reversed.

## NOTE 14 – DEFAULT PROVISION ON CONVERTIBLE NOTES

The notes issued in July and September 2021 have step-up provisions which allow for the notes and accrued interest to be stepped up by 50% once these notes are in default. This occurred in the current period and as such, the face value of these notes and accrued interest was increased by approximately \$460,000 and \$100,000, respectively.

## NOTE 15 – WARRANTS

Adjusted for the split, the Company issued approximately 8 million warrants to investors. The Company does not consider the warrants to be material to their financial condition. A list of warrants with exercise prices and expiration dates follows below.

<u>Range of Exercise prices</u>	<u>Warrants outstanding</u>	<u>Remaining life (in years)</u>	<u>Valuation</u>
\$ 0.15	2,000,000	2.64	\$ 93,219
\$ 0.05	3,100,000	2.83-3.76	250,297
\$ 0.025	<u>2,750,000</u>	4.01-4.51	<u>74,401</u>
	<u>7,850,000</u>		<u>\$ 417,917</u>

## NOTE 16 – LONG TERM INDEBTEDNESS

Long term indebtedness is as follows at May 31, 2024 and August 31, 2023:

		<u>May 31, 2024</u>	<u>August 31, 2023</u>
Note 1	SBA Loan	\$ 1,214,206	\$ 1,438,988
Note 2	EIDL	136,111	142,690
Note 3	Seller Notes	275,000	523,805
Note 4	Long Term Debt	2,725,000	2,725,000
Note 5	Long Term Debt	1,500,000	1,500,000
Note 6	Seller Notes	740,863	848,620
Note 7	Equipment Loans	-	25,027
Note 8	Equipment Loans	10,735	11,942
Note 9	Equipment Loans	6,877	8,258
Note 10	Equipment Loans	2,390	5,025
Note 11	Equipment Loans	12,112	18,062
Note 12	Seller Notes	92,747	108,467
Note 13	EIDL	150,000	150,000
Note 14	EIDL	150,000	150,000
Note 15	Equipment Loans	66,325	77,484
Note 16	Short Term Loans	1,200,000	1,200,000
		<hr/>	<hr/>
	Total:	\$ 8,282,366	\$ 8,933,368

## NOTES

- 1) On September 26, 2019 the Company entered into an SBA guaranteed note agreement
- 2) On May 21, 2020 the Company entered into an Economic Injury Disaster Loan (EIDL) with the US Small Business Administration maturing May 21, 2050 in the original amount of \$150,000 at a fixed annual interest rate of 3.75% with the first payment due May 21, 2022 with anticipated monthly payments of approximately \$5,700 per month
- 3) On October 11, 2020 the Company entered into an unsecured Promissory Note with the seller of Sher-Wood Fine Wood Design maturing September 11, 2025 in the original amount of \$710,000 at an annual interest rate of 6% with monthly payments of \$13,726.
- 4) On December 3, 2020 the Company entered into a note agreement with a finance company, maturing December 3, 2023 in the original amount of \$2,000,000 at a fixed annual interest rate of 15% with monthly payments of \$25,000 interest only. The loan principal is due upon the maturity of the loan. The loan term provided for bi-weekly draws of \$500,000 to the maximum of \$2,000,000 with

the initial draw of \$550,000 taken on December 31 2020 and the remainder in the first quarter of 2021. The loan provides for a loan bonus earned at maturity or change in ownership control in the amount of \$400,000. Secured by Accounts Receivable and Fixed Assets of Santa Fe Flooring LLC. Secured by a Senior Subordination Agreement covering all accounts, inventory, equipment, intangibles and investment property of Third Bench Holdings LLC.

5) On April 30, 2021 the Company entered into a Mezzanine loan agreement with a finance company, maturing April 30, 2024 in the original amount of \$1,500,000 at a fixed annual interest rate of 15% with monthly interest only payments of \$18,750 per month. The loan provides for a loan bonus earned at maturity or change in ownership control in the amount of \$300,000. Secured by a Senior Subordination Agreement covering all accounts, inventory, equipment, intangibles and investment property of Third Bench Holdings LLC

6) On March 9, 2021 the Company entered into a Promissory Note with the sellers of Davis Kitchens – Tucson maturing March 9, 2031 in the original amount of \$965,023 at an interest rate of 3% with monthly payments of \$9,484. Secured by AR and Fixed Assets..

On September 23, 2020 as part of the acquisition of Sher-Wood Fine Wood Design the Company assumed the following notes of the Company :

7) Company assumed an auto loan with a bank maturing January 17, 2024 in the original amount of \$100,000 at a rate of 6% with monthly payments of principal and interest of \$2,341. Secured by a Company owned service trucks

8) Company assumed an auto loan with a bank maturing September 17, 2024 in the original amount of \$47,668 at a rate of 6% with monthly payments of principal and interest of \$1,189. Secured by Company owned vehicle

9) Company assumed an auto loan with a bank maturing December 24, 2024 in the original amount of \$23,605 at a rate of 12.5% with monthly payments of principal and interest of \$633. Secured by Company owned vehicle

10) Company assumed an (Equipment) loan with a bank maturing December 1, 2023 in the original amount of \$45,371 at a rate of 10.6% with monthly payments of principal and interest of \$926. Secured by Company owned vehicle

11) On June 30, 2021 The Company entered into a Promissory Note for the purchase of a Company Vehicle in the original amount of \$28,842 maturing 8/15/2026 at an interest rate of 8.59% secured by the vehicle purchased

12) On November 15, 2021 the Company entered into a Factoring Merchant Agreement with a finance company whereby \$366,000 of Accounts receivable were sold at a discounted rate of 22% repayable upon collection of the sold receivables. The loan is repayable at a rate of \$6,535.71 per week

13) On November 15, 2021 the Company entered into a Factoring Merchant Agreement with a finance company whereby \$366,000 of Accounts receivable were sold at a discounted rate of 22% repayable upon collection of the sold receivables. The loan is repayable at a rate of \$6,535.71 per week

- 14) On February 10, 2023 the company entered into a vehicle loan for a box truck with Premier Financing with an original amount of XXX at a fixed rate of 11.10% with a \$1,661 monthly payment.
- 15) On December 17, 2022 the company entered into a short-term note secured by future employee retention credits
- 16) On March 14, 2022, the Company entered into a Small Business Recover and Stimulus Program Loan with the New Mexico Finance Authority (NMFA). Small Business Administration maturing March 14, 2032 in the original amount of \$150,000 at a fixed annual interest rate of 1.625% with the first annual interest only payment due March 14 2024. Monthly principal and interest payments will be due beginning March 14, 2025.

**NOTE 17- COMMITMENTS AND CONTINGENCIES – LEASES**

On July 19, 2019, upon the acquisition of OGB Millwork by the Company’s subsidiary Santa Fe Flooring, LLC, Santa Fe Flooring entered into an operating lease for an operational facility located in Albuquerque, New Mexico from the seller. The agreement expires September 30, 2024 with a monthly rent of \$19,765.

On September 23, 2020, upon the acquisition of Sher-wood Fine Wood Design by the Company’s subsidiary Las Cruces Cabinets entered into a lease for an operational facility located at 911 West Amador, Las Cruces, New Mexico from the seller. The agreement expires in May 31, 2026, with an initial monthly rent of \$4000 and increasing each year.

On September 11, 2020, upon the acquisition of Sher-wood Fine Wood Design by the Company’s subsidiary Las Cruces Cabinets entered into a lease for an operational facility located at 400 N 17<sup>th</sup> St Las Cruces, NM, New Mexico from the seller. The agreement expires in September, 2025, with an initial monthly base rent of \$5000.

On March 15, 2021 upon acquisition of Davis Kitchens Tucson by the Company’s subsidiary LL Industries, Inc entered into a Sublease Agreement for a showroom and operational facility located in Tucson, Arizona. The agreement expires on May 31, 2027 with an initial base monthly rent of \$15,073 beginning on June 1, 2022. The Company is additionally obligated to pay Common Area Maintenance charges which are variable but are \$12,096 per month include property taxes and repair and maintenance costs prorated on a square footage basis and a ‘percentage rent’ beginning July 1, 2022 payable quarterly and calculated at 1% of Company’s quarterly revenue in excess of \$3 million.

Rent from May 15, 2021 through 05/31/2022 was deferred until May, 2021 as part of the overall sale agreement)

On October 1, 2021 upon acquisition of Davis Kitchens Albuquerque the Company assumed a lease Agreement for a showroom and operational facility located in Albuquerque, New Mexico. The agreement expires on December 31, 2024 with a base monthly rent of \$8,000 beginning on Jan 1, 2022 through expiration of the lease.

Minimum lease payments over their remaining terms are as follows:

2024	\$ 715,449
2025	\$ 424,680
2026	\$ 326,028
Thereafter	\$ 326,028
	<u>1,792,145</u>

## NOTE 18 – STOCKHOLDERS’ DEFICIT

### Common stock

#### **Reverse Split**

Effective October 2, 2023, the Company effectuated a reverse split of 1:500 common shares. The stock symbol was changed to THBD.

At May 31, 2024 and August 31, 2023, the Company had 244,189,230 and 26,727,236 shares of common stock respectively, issued and outstanding.

As of the balance sheet, if all convertible securities were converted into common stock, there would be approximately 11 billion shares outstanding as follows:

Common stock outstanding at May 31, 2024	244,189,230
<u>Preferred stock</u>	
Series A	51
Series B	493,081,226
Series C	2,931,250,000
Series D	7,079,800,000
Convertible debt	22,230,089
Warrants	<u>7,850,000</u>
Total shares assuming full conversion	<u>10,778,400,595</u>

### Preferred stock

On September 28, 2013, the Company issued 51 shares of No-par Series A Preferred stock to Jeffrey M. Canouse, our Chief Executive. Each share is convertible into one share of our existing common stock. However, for voting purposes, they are convertible into 51% of the outstanding common stock at any time. These shares were transferred to David Fair, our current CEO when he assumed that role.

On July 12, 2021 the Company issued 511,000 shares of Series B Preferred stock to the owners of TBH in consideration for the assets contributed. The Series B stock is convertible into 90% ownership of the Company on a fully diluted basis for a period of one year.

On July 12, 2021 the Company issued 390,000 shares of Series C Preferred stock to the creditors of the Company for extinguishment of their outstanding debt. Each share is convertible into 16,000 shares of common stock subject to anti-dilution provisions.

On September 1, 2021, the Company paid \$400,000 to retire 81,360 of Jeffrey M. Canouse’s Series C Preferred stock.

On July 12, 2021 the Company issued 45,500 shares of Series D Preferred stock for services provided. Each share was originally convertible into 10,000 shares of common stock subject to anti-dilution provisions. At the Balance Sheet date, no shares have been converted into common stock. During the quarter 150 shares of Series D preferred stock was converted into 2.6 million common shares.

## **NOTE 19 – LEGAL PROCEEDINGS**

As a commercial enterprise and employer, the Company is subject to various claims and legal actions in the ordinary course of business. These matters can include professional liability, employment-relations issues, workers' compensation, tax, payroll and employee-related matters, other commercial disputes arising in the course of its business, and inquiries and investigations by governmental agencies regarding our employment practices or other matters. The Company is not aware of any pending or threatened litigation that it believes is reasonably likely to have a material adverse effect on its results of operations, financial position or cash flows.

## **NOTE 20- SEGMENT REPORTING**

Due to inactivity in the car loan segment, there is no segment reporting required. However, the Company has decided to show a statement of assets and liabilities and three-month income statements broken down between the parent company and the operating subsidiary to more accurately reflect financial position. The statements follow below

Third Bench, Inc.  
Statement of Assets and Liabilities  
May 31, 2024

	PARENT COMPANY	THIRD BENCH HOLDINGS, LLC	ELIMINATIONS	TOTAL
<b>Assets</b>				
Cash	\$ 539	\$ 395,808	\$ -	\$ 396,347
Accounts Receivable (Note 5)		1,923,773	-	1,923,773
Earnings retention credit receivable (Note 11)		918,983		918,983
Intercompany receivable	2,032,500		(2,032,500)	-
Inventory (Note 6)		1,122,011	-	1,122,011
Deferred financing asset	48,219	374,900	(423,119)	-
Prepaid Expense & Other		531,596	-	531,596
Other Current Assets		64,733	-	64,733
<b>Total Current Assets</b>	<b>2,081,258</b>	<b>5,331,803</b>	<b>(2,455,619)</b>	<b>4,957,443</b>
Goodwill	-	\$ 262,500	(262,500)	-
Net Fixed Assets (Note 7)		861,165	-	861,165
Other Assets		300,792	-	300,792
Investments	5,422,391	262,965	(5,685,356)	-
Total Non- current assets	5,422,391	1,687,422	(5,947,856)	1,161,957
<b>Total Assets</b>	<b>\$ 7,503,649</b>	<b>\$ 7,019,225</b>	<b>\$ (8,403,475)</b>	<b>\$ 6,119,401</b>
<b>Liabilities</b>				
Accounts Payable	\$ 184,000	\$ 1,733,366	\$ (38,239)	\$ 1,879,127
Non-convertible notes	136,984	-	-	136,984
Convertible notes (Note 9)	1,506,083		-	1,506,083
Customer Deposits		1,022,096	-	1,022,096
Accrued Expenses	10,000	1,622,488	-	1,632,488
Other Liabilities		585,151		585,151
Dividends payable	20,212		-	20,212
Due to parent company		2,032,500	(2,032,500)	-
Accrued interest	502,111			502,111
Notes payable-related party (Note 10)	1,170,818			1,170,818
Line of credit (Note 11)		1,105,419	-	1,105,419
Related Parties Liabilities	2,611		-	2,611
<b>Total Current Liabilities</b>	<b>3,532,818</b>	<b>8,101,021</b>	<b>(2,070,739)</b>	<b>9,563,100</b>
Long term indebtedness	-	8,282,366	-	8,282,365
<b>Total Liabilities</b>	<b>3,532,818</b>	<b>16,383,386</b>	<b>(2,070,739)</b>	<b>17,845,465</b>

Third Bench, Inc.  
Segment Statement of Operations  
Three months ended May 31, 2024 and 2023

	PARENT COMPANY	THIRD BENCH	ELIMINATIONS	May 31 2024
<b>Revenues</b>				
Net Sales	\$ -	\$ 3,333,954	\$ -	\$ 3,333,954
Cost of goods sold	-	(1,889,897)	-	(1,889,897)
Gross Profit	-	1,444,057	-	1,444,057
<b>Operating Expenses</b>				
Labor	-	724,736	-	724,736
Other Operating	-	44,883	-	44,883
General and administrative	991,995	621,779	-	1,613,774
Depreciation and Amortization	-	20,417	-	20,417
<b>Total Operating Expenses</b>	<b>991,995</b>	<b>1,411,815</b>	<b>-</b>	<b>2,403,811</b>
Net operating profit (loss)	(991,995)	32,242	-	(959,754)
<b>Other Income (Expense)</b>				
Other income	-	(33,988)	-	(33,988)
Interest expense	(59,828)	(218,509)	-	(278,337)
Write-off of deferred financing asset	-	-	(423,119)	(423,119)
Total Other Income (Expense)	(59,828)	(252,497)	(423,119)	(735,444)
Net income before income taxes	(1,051,823)	(220,255)	(423,119)	(1,695,197)
Provision for Income Taxes	-	-	-	-
Net income/(loss)	<u>\$ (1,051,823)</u>	<u>\$ (220,255)</u>	<u>\$ (423,119)</u>	<u>\$ (1,695,197)</u>



Third Bench, Inc.  
Segment Statement of Operations  
Nine months ended May 31, 2024

	PARENT COMPANY	THIRD BENCH LLC	ELIMINATIONS	TOTAL
<b>Revenues</b>				
Net Sales	\$ -	\$ 11,051,487	\$ -	\$ 11,051,487
Cost of goods sold	-	(7,050,195)	-	(7,050,195)
Gross Profit	-	4,001,292	-	4,001,292
<b>Operating Expenses</b>				
Labor	-	2,329,961	-	2,329,961
Other Operating	-	106,967	-	106,967
General and administrative	1,142,965	1,965,962	-	3,108,927
Depreciation and Amortization	-	45,814	-	45,814
<b>Total Operating Expenses</b>	<b>1,142,965</b>	<b>4,448,703</b>	<b>-</b>	<b>5,591,669</b>
Net operating profit (loss)	(1,142,965)	(447,411)	-	(1,590,377)
<b>Other Income (Expense)</b>				
Other income	-	(172,785)	-	(172,785)
Interest expense	(267,261)	(299,542)	-	(566,803)
Loss on sale of assets	-	310,702	-	310,702
Write-off of deferred financing asset	-	-	(423,119)	(423,119)
Default provision on convertible notes (See Note 13)	(460,000)	-	-	(460,000)
Total Other Income (Expense)	(727,261)	(161,625)	(423,119)	(1,312,005)
Net income before income taxes	(1,870,226)	(609,036)	(423,119)	(2,902,381)
Provision for Income Taxes	-	-	-	-
Net income/(loss)	<u>\$ (1,870,226)</u>	<u>\$ (609,036)</u>	<u>\$ (423,119)</u>	<u>\$ (2,902,381)</u>

Third Bench, Inc.  
Segment Statement of Operations  
Six months ended February 29, 2004 and February 28, 2023

	PARENT COMPANY	THIRD BENCH LLC	ELIMINATIONS	February 29, 2024
<b>Revenues</b>				
Net Sales	\$ -	\$ 7,717,533	\$ -	\$ 7,717,533
Cost of goods sold	-	(5,160,298)	-	(5,160,298)
Gross Profit	-	2,557,235	-	2,557,235
<b>Operating Expenses</b>				
Labor	-	1,605,224	-	1,605,224
Other Operating	-	62,084	-	62,084
General and administrative	150,970	1,344,183	-	1,495,153
Depreciation and Amortization	-	25,397	-	25,397
<b>Total Operating Expenses</b>	<b>150,970</b>	<b>3,036,888</b>	<b>-</b>	<b>3,187,858</b>
Net operating profit (loss)	(150,970)	(479,653)	-	(630,623)
<b>Other Income (Expense)</b>				
Other income	-	(138,797)	-	(138,797)
Interest expense	(207,433)	(81,033)	-	(288,466)
Loss on sale of assets	-	310,702	-	310,702
Default provision on convertible notes (See Note 13)	(460,000)	-	-	(460,000)
Total Other Income (Expense)	(667,433)	90,872	-	(576,561)
Net income before income taxes	(818,403)	(388,781)	-	(1,207,184)
Provision for Income Taxes	-	-	-	-
Net income/(loss)	<u>\$ (818,403)</u>	<u>\$ (388,781)</u>	<u>\$ -</u>	<u>\$ (1,207,184)</u>

## NOTE 21- INTERCOMPANY TRANSACTIONS

The Subsidiary Companies have very little activity among one another. Each Subsidiary pays or accrues a management fee to Third Bench Holdings LLC and settles those obligations as working capital permits. The Seller loan from the acquisition of Sher-wood Fine Wood Design is recorded on the books of Las Cruces Cabinets and is reimbursed by Third Bench Holdings LLC. On occasion either Third Bench Holdings LLC or one of the Equity holders may advance the Subsidiaries monies for short-term working capital. Such amounts paid by members that are not included in the consolidated financial statements are reflected in the member notes in the Current Liabilities of the Consolidated Balance Sheet. All other related party activity between the Consolidated Entities has been eliminated from the financial statements in the Consolidating of the financial statements.

## NOTE 22 - COVID-19

The Company, like all enterprises, is currently dealing with the impact of COVID-19 on future prospects. Recent events such as the vaccinations mitigate, but do not eliminate, the possible adverse consequences to the domestic and international economies. However, several new variants have been identified and their impact has yet to be determined.

## NOTE 23 - IMPACT OF CLIMATE CHANGE

The Financial Stability Board created the Task Force on Climate-related Financial Disclosures (TCFD) to improve and increase reporting of climate-related financial information. The TCFD requires that the impact of climate change upon risk assessment, capital allocation and strategic planning be discussed. Recently, Exxon Mobil has stated that the worldwide climate targets established by the Intergovernmental Panel on Climate Change will not be met. At this time, the impact of the world not meeting its worldwide goals cannot be quantified.

## NOTE 23- SUBSEQUENT EVENTS

Pursuant to ASC 855-10, the Company has evaluated all events or transactions that occurred from June 1, 2023 to the date of this report. The Company believes that the following events meet the criterion and require disclosure.

### *Note to Attorney, Matheau J Stout*

The Company recorded an accrual for legal services to Matheau Stout for \$60,000. The note was memorialized on July 12, 2024 and had a one-year term. The note bears interest at 9% and is convertible at a 50% discount to the lowest closing bid price for the prior 30 days prior to conversion. If the Note goes into default, there is a 35% step-up in basis and the interest rate becomes 22%.

### *Note to David Fair*

The Company and David Fair, its Chief Executive, came to an agreement effective May 14, 2024 for the payment of previously unrecorded notes. The Notes were memorialized on or around July 23, 2024, with an effective date of May 14, 2024, and have been recorded as notes payable -related party as of the quarter ended May 31, 2024.

The notes were as follows:

Note 1: Accrued back compensation	\$	564,384
Note 2: Deferred compensation		53,402
Note 3: Reimbursement of expenses		313,458
Note 4: Repatriation of capital contributions		<u>239,574</u>
Total	\$	<u>1,170,818</u>

## Issuance of shares

The Company issued 49,320,000 shares of common stock for the extinguishment of 2,416 shares of preferred stock as follows shares of Common stock subsequent to the Balance sheet date as follows:

### *Extinguishment of Preferred stock*

Series D Stockholder	Date	Amount	Shares issued
Trillium Partners LP	6/10/24	1,208	24,160,000
Trillium Partners LP	6/20/24	<u>1,208</u>	<u>24,160,000</u>
Total		<u>2,416</u>	<u>49,320,000</u>