

# Empire Diversified Energy, Inc.

Delaware Corporation

1400 Main Street  
Follansbee, WV 26037  
Telephone: 304-935-5851  
Corporate Website: [www.empirediversifiedenergy.com](http://www.empirediversifiedenergy.com)  
Email: [khawley@empirede.com](mailto:khawley@empirede.com)

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## September 30, 2024 Third Quarter Report

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**For the period ending September 30, 2024.**  
(the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock is 527,382,839 as of September 30, 2024.

The number of shares outstanding of our Common Stock was 320,334,085 as of December 31, 2023, the Company's fiscal year end.

### **Shell Status**

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

Yes:  No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes:  No:

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

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<sup>4</sup> "Change in Control" shall mean any events resulting in:

Yes:  No:

**1) Name and address(es) of the issuer and its predecessors (if any)**

Empire Diversified Energy, Inc. December 22, 2014, a Delaware Corporation, Active and in Good Standing  
Electric Moto Corporation, Inc. November 13, 2007  
Panther Mountain Water Park March 31, 1986

Current State and Date of Incorporation or Registration: Delaware, 12/22/2014  
Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

None

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

None

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

None

Address of the issuer's principal executive office:

Empire Diversified Energy, Inc.  
1400 Main Street  
Follansbee, WV, 26037

Address of the issuer's principal place of business:

*X Check if principal executive office and principal place of business are the same address:*

Empire Diversified Energy, Inc.  
1400 Main Street  
Follansbee, WV, 26037

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

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- (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.

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

## 2) Security Information

### **Transfer Agent**

Name: Continental Stock Transfer and Trust Company  
Phone: 212-509-4000  
Email: [mwillani@continentalstock.com](mailto:mwillani@continentalstock.com)  
Address: One State Street, 30<sup>th</sup> Floor, New York, NY 10004-1561

### **Publicly Quoted or Traded Securities:**

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

Trading symbol:	MPIR
Exact title and class of securities outstanding:	Common
CUSIP:	191644 102
Par or stated value:	\$0.00001
Total shares authorized:	1,000,000,000 as of date: 09/30/24
Total shares outstanding:	527,382,839 of date: 09/30/24
Total number of shareholders of record:	535 as of date: 09/30/24

### ***All additional class(es) of publicly traded securities (if any): None***

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

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

Series A Preferred Stock:

Par or stated value of the Preferred Stock:	\$0.00001
Total shares authorized:	500,000,000 as of date: 09/30/24
Total shares outstanding:	4,600,000 as of date: 09/30/24
Total number of shareholders of record:	12 as of date: 09/30/24

### **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.**

Dividends- there has been no dividends declared for the common shares  
Voting rights- common shareholders are granted one vote per share  
Preemption rights - None

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

Series A Convertible Preferred Stock

During the year ended December 31, 2021, the Company issued a Private Placement Memorandum (PPM) for the offering of up to 60,000,000 shares of Series A Convertible Preferred Stock at a purchase price of \$0.25 per share and with an offering period from November 2021 through February 2022. Dividends on the shares are in preference to any dividends on common stock at a rate of 10% per annum (5% in cash and 5% in common stock), compounded and paid quarterly when and if declared by the Company's Board of Directors. Each share is initially convertible, at the holder's option, on a one-for-one basis into the Company's common stock. The shares are convertible at the Company's option upon meeting specified market conditions. The shares are also redeemable at the option of the Company at 120% of the original purchase price between years one and two, at 110% of the original purchase price between years two and three, or at 100% of the original purchase price after the third year. In all cases of redemption, accrued and unpaid dividends must also be paid. There are no sinking fund provisions.

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

None

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

None

**3) Issuance History**

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

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

**A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.**

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End:  <u>Balance</u>  Date <u>12/31/2021</u> Common:258,679,400  Preferred: <u>0</u>	*Right-click the rows below and select "Insert" to add rows as needed.
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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.
1/2/2024	<u>New</u>	800,000	Common	\$0.25	Yes	Alan Baker	For cash	Restricted	Rule 144
1/10/2024	<u>New</u>	605,000	Common	\$0.25	Yes	Michelle Horbatak	For cash	Restricted	Rule 144
3/31/2024	<u>New</u>	4,866,490	Common	\$0.10	Yes	Greg Gantzer	Debt conversion	Restricted	Rule 144
3/31/2024	<u>New</u>	25,000,000	Common	\$0.10	Yes	Carl Ewusiak	Debt conversion	Restricted	Rule 144
3/31/2024	<u>New</u>	1,822,490	Common	\$0.10	Yes	Joshua Contrguerro	Debt conversion	Restricted	Rule 144
3/31/2024	<u>New</u>	7,291,160	Common	\$0.10	Yes	Robert Contraguerro Jr	Debt conversion	Restricted	Rule 144

3/31/2024	<u>New</u>	3,341,270	Common	\$0.10	Yes	Robert Contraguerra Sr	Debt conversion	Restricted	Rule 144
3/31/2024	<u>New</u>	3,009,560	Common	\$0.10	Yes	Rodd Thoburn	Debt conversion	Restricted	Rule 144
3/31/2024	<u>New</u>	2,247,770	Common	\$0.10	Yes	Thomas Contraguerra	Debt conversion	Restricted	Rule 144
3/31/2024	<u>New</u>	3,009,390	Common	\$0.10	Yes	Todd Thoburn	Debt conversion	Restricted	Rule 144
3/31/2024	<u>New</u>	3,895,270	Common	\$0.10	Yes	George Bach	Debt conversion	Restricted	Rule 144
3/31/2024	<u>New</u>	5,715,115	Common	\$.045	Yes	John Billie	Debt conversion	Restricted	Rule 144
3/31/2024	<u>New</u>	833,333	Common	\$0.24	Yes	Carl Ewusiak	Accrued payroll conversion	Restricted	Rule 701
3/31/2024	<u>New</u>	1,785,146	Common	\$0.24	Yes	Frank Rosso	Accrued payroll conversion	Restricted	Rule 701
3/31/2024	<u>New</u>	208,333	Common	\$0.24	Yes	Micheal Kelly	Accrued payroll conversion	Restricted	Rule 701
4/16/2024	<u>New</u>	1,000,000	Common	\$0.10	Yes	Kenneth Schilling	For cash	Restricted	Rule 144
4/16/2024	<u>New</u>	1,000,000	Common	\$0.10	Yes	Benjamin Schilling	For cash	Restricted	Rule 144
4/16/2024	<u>New</u>	500,000	Common	\$0.10	Yes	Emily Schloss	For cash	Restricted	Rule 144
4/16/2024	<u>New</u>	250,000	Common	\$0.10	Yes	Sarah McElroy	For cash	Restricted	Rule 144
4/17/2024	<u>New</u>	150,000	Common	\$0.10	Yes	Timothy Bugin	For cash	Restricted	Rule 144
4/18/2024	<u>New</u>	292,400	Common	\$0.19	Yes	Larry Chimerine	Liability conversion	Restricted	Rule 701

4/18/2024	<u>New</u>	292,400	Common	\$0.19	Yes	Bob Lancelotti	Liability conversion	Restricted	Rule 701
4/18/2024	<u>New</u>	239,738	Common	\$0.19	Yes	Ed Oppel	Liability conversion	Restricted	Rule 701
4/18/2024	<u>New</u>	792,400	Common	\$0.19	Yes	Charlie Pearlmen	Liability conversion	Restricted	Rule 701
4/18/2024	<u>New</u>	1,134,516	Common	\$0.19	Yes	All Salazar	Liability conversions	Restricted	Rule 701
4/30/2024	<u>New</u>	800,000	Common	\$0.10	Yes	Martin Phillips	For cash	Restricted	Rule 144
5/1/2024	<u>New</u>	75,000	Common	\$0.10	Yes	Tina Taflan	For cash	Restricted	Rule 144
5/1/2024	<u>New</u>	75,000	Common	\$0.10	Yes	John Taflan	For cash	Restricted	Rule 144
5/3/2024	<u>New</u>	3,300,000	Common	\$.045	Yes	Matt Miller	For cash	Restricted	Rule 144
5/3/2024	<u>New</u>	3,300,000	Common	\$.045	Yes	Samuel Miller	For cash	Restricted	Rule 144
5/3/2024	<u>New</u>	3,300,000	Common	\$.045	Yes	Christopher Miller	For cash	Restricted	Rule 144
5/3/2024	<u>New</u>	50,000	Common	\$0.10	Yes	Mark Chappell	For cash	Restricted	Rule 144
5/7/2024	<u>New</u>	600,000	Common	\$0.10	Yes	Walter Rausch	For cash	Restricted	Rule 144
5/7/2024	<u>New</u>	200,000	Common	\$0.10	Yes	Ron Taflan	For cash	Restricted	Rule 144
5/7/2024	<u>New</u>	100,000	Common	\$0.10	Yes	Gregory Haynes	For cash	Restricted	Rule 144
5/7/2024	<u>New</u>	100,000	Common	\$0.10	Yes	Bright Horizon Properties, control	For cash	Restricted	Rule 144



						person Ronald Taflan			
5/13/2024	<u>New</u>	50,000	Common	\$0.10	Yes	Mark Mascio	For cash	Restricted	Rule 144
5/16/2024	<u>New</u>	200,000	Common	\$0.10	Yes	Mark Foster	For cash	Restricted	Rule 144
5/16/2024	<u>New</u>	200,000	Common	\$0.10	Yes	Amy Foster	For cash	Restricted	Rule 144
5/20/2024	<u>New</u>	2,233,333	Common	\$0.045	Yes	Todd Thoburn	For cash	Restricted	Rule 144
5/20/2024	<u>New</u>	50,000	Common	\$0.10	Yes	Christopher Bucon	For cash	Restricted	Rule 144
5/24/2024	<u>New</u>	100,000	Common	\$0.10	Yes	William Piko	For cash	Restricted	Rule 144
5/28/2024	<u>New</u>	2,222,222	Common	\$0.045	Yes	Jason Cuomo	For cash	Restricted	Rule 144
5/30/2024	<u>New</u>	500,000	Common	\$0.10	Yes	Thomas Seaman	For cash	Restricted	Rule 144
5/30/2024	<u>New</u>	100,000	Common	\$0.10	Yes	Michael Kasserman	For cash	Restricted	Rule 144
5/18/2024	<u>New</u>	166,667	Common	\$0.10	Yes	Brian Beatty	For cash	Restricted	Rule 144
5/31/2024	<u>New</u>	20,000	Common	\$0.10	Yes	Nick Martin	For cash	Restricted	Rule 144
6/4/2024	<u>New</u>	2,222,222	Common	\$0.045	Yes	Rodd Thoburn	For cash	Restricted	Rule 144
6/10/2024	<u>New</u>	100,000	Common	\$0.10	Yes	Tom Patee	For cash	Restricted	Rule 144
6/12/2024	<u>New</u>	25,000	Common	\$0.105	Yes	Michael Heikens	For cash	Restricted	Rule 144
6/13/2024	<u>New</u>	222,222	Common	\$0.045	Yes	Evan Cuomo	For cash	Restricted	Rule 144
6/13/2024	<u>New</u>	222,222	Common	\$0.045	Yes	Catlin Cuomo	For cash	Restricted	Rule 144
6/13/2024	<u>New</u>	800,000	Common	\$0.10	Yes	James Tomlinson	For cash	Restricted	Rule 144

6/13/2024	<u>New</u>	150,000	Common	\$0.10	Yes	Mark Siegel	For cash	Restricted	Rule 144
6/18/2024	<u>New</u>	333,333	Common	\$0.15	Yes	Eric Richards	For cash	Restricted	Rule 144
6/18/2024	<u>New</u>	166,667	Common	\$0.15	Yes	Brian Pierpoint	For cash	Restricted	Rule 144
6/21/2024	<u>New</u>	166,667	Common	\$0.15	Yes	Jordan Murray	For cash	Restricted	Rule 144
6/24/2024	<u>New</u>	166,667	Common	\$0.15	Yes	Aiste Magitman	For cash	Restricted	Rule 144
6/24/2024	<u>New</u>	166,667	Common	\$0.15	Yes	Mark Magitman	For cash	Restricted	Rule 144
6/25/2024	<u>New</u>	333,333	Common	\$0.079	Yes	Burt Stangerone	For cash	Restricted	Rule 144
6/26/2024	<u>New</u>	200,000	Common	\$0.10	Yes	Frank Purpura	For cash	Restricted	Rule 144
7/9/2024	<u>New</u>	2,777,778	Common	\$0.045	Yes	Robert Contraguero Jr	For cash	Restricted	Rule 144
7/9/2024	<u>New</u>	1,111,111	Common	\$0.045	Yes	Robert Contraguero Sr.	For cash	Restricted	Rule 144
7/9/2024	<u>New</u>	500,000	Common	\$0.15	Yes	Jon Ren	For cash	Restricted	Rule 144
7/9/2024	<u>New</u>	500,000	Common	\$0.15	Yes	Kathleen Ren	For cash	Restricted	Rule 144
7/15/2024	<u>New</u>	166,667	Common	\$0.15	Yes	Brian McMullen	For cash	Restricted	Rule 144
7/25/2024	<u>New</u>	25,000,000	Common	\$0.04	Yes	Greg Gantzer	For cash	Restricted	Rule 144
7/30/2024	<u>New</u>	200,000	Common	\$0.15	Yes	Stephen Grimm	For cash	Restricted	Rule 144
8/8/2024	<u>New</u>	250,000	Common	\$0.10	Yes	Jordan Douglas	Debt Conversion	Restricted	Rule 144

8/9/2024	<u>New</u>	300,000	Common	\$0.10	Yes	David Schloss	For cash	Restricted	Rule 144
8/9/2024	<u>New</u>	100,000	Common	\$0.10	Yes	Ava Schloss	For cash	Restricted	Rule 144
8/19/2024	<u>New</u>	1,466,677	Common	\$0.075	Yes	Martin Phillips	For cash	Restricted	Rule 144
8/23/2024	<u>New</u>	49,599,182	Common	\$.067 2	Yes	C 5 Corp.	Debt Conversion	Restricted	Rule 144
8/23/2024	<u>New</u>	4,220,263	Common	\$.067 2	Yes	Landbridge LLC	Debt Conversion	Restricted	Rule 144
8/23/2024	<u>New</u>	3,429,226	Common	\$.067 2	Yes	Landbridge LLC	Stock for services	Restricted	Rule 144
8/25/2024	<u>New</u>	14,880,952	Common	\$.067 2	Yes	C5 Corp.	For cash	Restricted	Rule 144
12/14/2023	<u>New</u>	480,000	Common	\$0.25	Yes	GAB Enterprises LLC	For cash	Restricted	Rule 144
12/14/2023	<u>New</u>	400,000	Common	\$0.25	Yes	Michelle Horbatak	For cash	Restricted	Rule 144
12/14/2023	<u>New</u>	1,000,000	Common	\$0.025	Yes	E-Starts Money Co.	Shares issued with promissory note	Restricted	Rule 144
10/30/2023	<u>New</u>	800,000	Common	\$0.025	Yes	David Payne	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	600,000	Common	\$0.25	Yes	Martin L. Phillips	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	68,000	Common	\$0.25	Yes	John Scott Fabian	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	2,000,000	Common	\$0.25	Yes	Gregory R. Gantzer	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	120,000	Common	\$0.25	Yes	William Wesley	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	24,000	Common	\$0.25	Yes	William Piko	For cash	Restricted	Rule 144

9/1/2023	<u>New</u>	1,800,000	Common	\$0.25	Yes	Charmelie Reinsurance Company, LTD. Control Matt Miller	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	100,000	Common	\$0.25	Yes	Rita S. Carroll	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	10,000	Common	\$0.25	Yes	Dean G. Makricostas	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	400,000	Common	\$0.25	Yes	Gregory K. Haynes	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	400,000	Common	\$0.25	Yes	Emmett Williams	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	100,000	Common	\$0.25	Yes	Steve Dawson	As per agreement	Restricted	Rule 144
9/1/2023	<u>New</u>	100,000	Common	\$0.25	Yes	Charles K. Haynes	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	200,000	Common	\$0.25	Yes	Lori Jo Roth	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	200,000	Common	\$0.25	Yes	William E. Ward	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	100,000	Common	\$0.25	Yes	Logan Fisher	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	100,000	Common	\$0.25	Yes	Seth Abraham	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	100,000	Common	\$0.25	Yes	Bright Horizons Properties, LLC. control person Ronald D. Taflan	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	500,000	Common	\$0.25	Yes	Phyllis J. Howard	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	200,000	Common	\$0.25	Yes	Sharon Ward	For cash	Restricted	Rule 144

9/1/2023	<u>New</u>	200,000	Common	\$0.25	Yes	Donald J. Ward	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	100,000	Common	\$0.25	Yes	Kurt Van Fossen	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	100,000	Common	\$0.25	Yes	John DiAlbert	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	140,000	Common	\$0.25	Yes	Kristopher Shane Roth	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	2,500,000	Common	\$0.25	Yes	Landbridge Materials, LLC. control person Andy Kaufman	Shares issued with promissory note	Restricted	Rule 144
9/1/2023	<u>New</u>	200,000	Common	\$0.25	Yes	Zbacor, LLC. Control: Craig Seachrist	For cash	restricted	Rule 144
9/1/2023	<u>New</u>	20,000	Common	\$0.25	Yes	Ted Williams	For cash	restricted	Rule 166
4/14/2023	<u>New</u>	100,000	common	\$0.25	yes	John Fenske	Employment equity compensation	restricted	Rule 701
4/14/2023	<u>New</u>	2,000,000	common	\$0.25	yes	Ed Moroz	As per agreement	restricted	Rule 144
4/6/2023	<u>New</u>	300,000	common	\$0.25	yes	William Piko	For Cash	restricted	Rule 144
4/6/2023	<u>New</u>	100,000	Common	\$0.25	Yes	Daniel Peroni	For Cash	Restricted	Rule 144
4/6/2023	<u>New</u>	400,000	Common	\$0.25	Yes	Rita Carroll	For Cash	Restricted	Rule 144
4/6/2023	<u>New</u>	1,800,000	Common	\$0.25	Yes	Charmelie Reinsurance Company LTD. Control Person Matt Miller	For Cash	Restricted	Rule 144

4/6/2023	<u>New</u>	400,000	Common	\$0.25	Yes	Christine Belcastro	For Cash	Restricted	Rule 144
4/6/2023	<u>New</u>	44,000	Common	\$0.25	Yes	Ronald L. Anderson	For Cash	Restricted	Rule 144
4/6/2023	<u>New</u>	310,800	Common	\$0.25	Yes	Daniel Peroni	Shares issued with promissory note	Restricted	Rule 144
4/6/2023	<u>New</u>	103,700	Common	\$0.25	Yes	Diana Billie	Shares issued with promissory note	Restricted	Rule 144
4/6/2023	<u>New</u>	1,411,932	Common	\$0.25	Yes	Gregory Haynes	Shares issued with promissory note	Restricted	Rule 144
4/6/2023	<u>New</u>	400,000	Common	\$0.25	Yes	Ted Williams	Shares issued with promissory note	Restricted	Rule 144
4/6/2023	<u>New</u>	1,200,000	Common	\$0.25	Yes	Robert Contraguero Jr.	Shares issued with promissory note	Restricted	Rule 144
4/6/2023	<u>New</u>	338,200	Common	\$0.25	Yes	Marvin T. Brown	Shares issued with promissory note	Restricted	Rule 144
4/6/2023	<u>New</u>	210,468	Common	\$0.25	Yes	Raze International Inc. control person M. Thomas Brown	Shares issued with promissory note	Restricted	Rule 144
2/17/2023	<u>New</u>	860,000	common	\$0.25	yes	Martin Phillips	For Cash	restricted	Rule 144

2/17/2023	<u>New</u>	657,536	common	\$0.25	yes	Martin Phillips	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	600,000	common	\$0.25	yes	John Billie	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	1,100,000	common	\$0.25	yes	Gregory R. Gantzer	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	240,000	common	\$0.25	yes	John Wayne Garrett	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	645,108	common	\$0.25	yes	Thomas Patee	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	316,400	common	\$0.25	yes	GAB Enterprises, LLC. control person James Joseph Tomlinson	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	300,000	common	\$0.25	yes	James Joseph Tomlinson	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	736,400	common	\$0.25	yes	James Joseph Tomlinson	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	424,528	common	\$0.25	yes	Michael T. Wayt	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	750,000	common	\$0.25	yes	Rodd Thoburn	Shares issued with	restricted	Rule 144

							promissory note		
2/17/2023	<u>New</u>	560,000	common	\$0.25	yes	Rodd Thoburn	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	225,000	common	\$0.25	yes	Jordan Douglas	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	313,878	common	\$0.25	yes	William Piko	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	750,000	common	\$0.25	yes	Todd Thoburn	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	103,674	common	\$0.25	yes	Betty Billie	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	104,000	common	\$0.25	yes	Chris Bucon	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	102,800	common	\$0.25	yes	Douglas Ross Wenger	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	206,255	common	\$0.25	yes	John Scott Fabian	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	300,000	common	\$0.25	yes	Joshua Contraguerro	Shares issued with promissory note	restricted	Rule 144



2/17/2023	<u>New</u>	104,832	common	\$0.25	yes	Matthew Drahos	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	550,000	common	\$0.25	yes	Robert Contraguerra Sr.	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	103,674	common	\$0.25	yes	Ronald L. Anderson	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	370,000	common	\$0.25	yes	Thomas Contraguerra	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Alignhr LLC control person Bernice Deem	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Bernice Deem	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	120,000	common	\$0.25	yes	Brian Linkesh	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	200,000	common	\$0.25	yes	Caitlin Cuomo	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Christopher Fogle	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	300,000	common	\$0.25	yes	Christopher Cipriani	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Dawn Schoolcraft	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	600,000	common	\$0.25	yes	Evan Cuomo	For Cash	restricted	Rule 144

2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Frank Purpura	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	1,400,000	common	\$0.25	yes	Jason Cuomo	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Johna Fogle	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Marl Linkesh	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	400,000	common	\$0.25	yes	Mark Siegal	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Mark Mascio	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	200,000	common	\$0.25	yes	Matthew Pederson	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	200,000	common	\$0.25	yes	Michael Brandon Kasserman	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	400,000	common	\$0.25	yes	Molly Ann Blomquist	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	260,000	common	\$0.25	yes	Nick Martin	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	400,000	common	\$0.25	yes	Okey Carl Hayes Jr	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Sharon Cappiccie	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Shawn Schoolcraft	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	260,000	common	\$0.25	yes	Timothy Bugin	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	300,000	common	\$0.25	yes	Walter Rausch	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	280,000	common	\$0.25	yes	William Edward Gorza	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Zachary Abraham	For Cash	restricted	Rule 144

12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Lewis Anderson	Employee Equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Roger Gabbert	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Franklin Hensley	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Lorne Anderson	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Charles Boyd	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Michael Johnston	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Roman McEndree	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Bradford Edwards	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	John Hager	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Frank Gardner III	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	yes	David Gaston	Employee equity compensation	restricted	Rule 701

12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Kevin Marsh	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Scott Danielson	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Thomas Miller	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	common	\$0.30	Yes	Jeremiah Stein	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Justin Haley	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Gerri Kopko	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Tammy Elliott	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Thomas R. Diserio	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Jonathon Graham	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Scott Skinner	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Steven Moore	Employee equity compensation	restricted	Rule 701

12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Raymond W. Nash	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Gregory Preston	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Pierce M. Trimmer	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Timothy Newman	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	common	\$0.30	Yes	Edward Keeler	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Curtis Henline	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Tyler Ewusiak	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Joseph Ewusiak	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Jade Georgetti	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	common	\$0.30	Yes	Tucker Yano	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Amy Frey	Employee equity compensation	restricted	Rule 701

12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	David Edwards	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Stephen Meade	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Oscar Martinez	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Diana Zapata	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	John Fenske	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Farley Wood	Employee equity compensation	restricted	Rule 701
10/3/2022	<u>New</u>	100,000	common	\$0.25	yes	Keith Carson	As per employment agreement	restricted	Rule 144
10/3/2022	<u>New</u>	10,000	common	\$0.25	yes	Pamela R. Wright	As per employment agreement	restricted	Rule 701
10/3/2022	<u>New</u>	25,000	common	\$0.25	yes	Chris Bucon	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	25,000	common	\$0.25	yes	Ronald L. Anderson	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	25,000	Common	\$0.25	yes	Diana Billie	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	25,000	Common	\$0.25	Yes	Betty Billie	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	25,000	Common	\$0.25	Yes	William A. Piko	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	500,000	Common	\$0.25	Yes	Gregory R. Gantzer	For cash	restricted	Rule 144

10/3/2022	<u>New</u>	75,000	Common	\$0.25	Yes	Daniel F. Peroni	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	25,000	Common	\$0.25	Yes	Matthew Drahos	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	1,200,000	Common	\$0.25	Yes	Robert Contraguero Jr.	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	550,000	Common	\$0.25	Yes	Robert Contraguero Sr.	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	370,000	Common	\$0.25	Yes	Thomas Contraguero	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	300,000	Common	\$0.25	Yes	Joshua Contraguero	For cash	restricted	Rule 144
10/3/22	<u>New</u>	85,000	Common	\$0.25	Yes	Diana L. Kennon	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	150,000	Common	\$0.25	Yes	John Scott Fabian	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	25,000	Common	\$0.25	Yes	Douglas Ross Wenger	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	25,000	Common	\$0.25	Yes	Ted Williams	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	500,000	Common	\$0.25	Yes	Gregory K. Haynes	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	550,000	Common	\$0.25	Yes	Todd Thoburn	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	50,000	Common	\$0.25	Yes	Rodd Thoburn	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	25,000	Common	\$0.25	Yes	Jordan Douglas	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	320,000	Common	\$0.25	Yes	Carl N. Frankovitch	As per loan agreement	restricted	Rule 144

10/3/2022	<u>New</u>	320,000	Common	\$0.25	Yes	Jaxon Pastore	As per loan agreement	restricted	Rule 144
10/3/2022	<u>New</u>	320,000	Common	\$0.25	Yes	Michael G. Simon	As per loan agreement	restricted	Rule 144
10/3/2022	<u>New</u>	320,000	Common	\$0.25	Yes	Frankovitch Enterprises, Inc. control person Eric Frankovitch	As per loan agreement	restricted	Rule 144
10/3/2022	<u>New</u>	320,000	Common	\$0.25	Yes	George Bach Revokable Trust, control person George Bach	As per loan agreement	restricted	Rule 144
10/3/2022	<u>New</u>	200,000	Common	\$0.25	Yes	Doug Clatterbuck	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	400,000	Common	\$0.25	Yes	Charles Foster	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	200,000	Common	\$0.25	Yes	Matthew K. Seachrist	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Craig K. Seachrist	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	200,000	common	\$0.25	yes	John Wright	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	300,000	Common	\$0.25	Yes	Taylor Alexander Wilson	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Krishen Aggarwal	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Richard A. Lucas	For cash	restricted	Rule 144
10/3/22	<u>New</u>	100,000	Common	\$0.25	Yes	Alison Maria Mueller	For cash	restricted	Rule 144



10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Stephanie Irene Temple	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Kristin Ward	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Seth Gantzer	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	John Wayne Garrett	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Art Bertol	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	700,000	Common	\$0.25	Yes	Jeremy Hays	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	120,000	Common	\$0.25	Yes	Richard Hardesty	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Nicoletta Villa-Sella	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Koury Jones	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Jonathon Haley	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Rodney Haley	For cash	restricted	Rule 144
10/3/2022	<u>new</u>	1,000,000	Common	\$0.25	Yes	Vince Byers	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	200,000	Common	\$0.25	Yes	Mark Foster	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	200,000	Common	\$0.25	Yes	Amy Foster	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	200,000	Common	\$0.25	Yes	Mark Chappell	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	400,000	Common	\$0.25	Yes	Stephen Dawson III	For cash	restricted	Rule 144
9/19/2022	<u>New</u>	2,000,000	common	\$0.25	yes	Technotherm , South Africa control person	As part of equipment purchase agreement	restricted	Rule 144

						Richard Bingham			
8/7/2022	<u>New</u>	300,000	common	\$0.25	yes	Ed Moroz	As per agreement	restricted	Rule 144
8/7/2022	<u>New</u>	400,000	common	\$0.25	yes	Derrick Concrete, control person Ed Moroz	As per agreement	restricted	Rule 144
8/7/2022	<u>New</u>	200,000	common	\$0.25	yes	Robert Mackinnon	As per agreement	restricted	Rule 144
8/7/2022	<u>New</u>	100,000	common	\$0.25	yes	Owen Vos	As per agreement	restricted	Rule 144
7/1/2022	<u>New</u>	10,000	common	\$0.25	yes	Jessica Gumm	As per employment agreement	restricted	Rule 144
7/1/2022	<u>New</u>	120,000	common	\$0.25	yes	Kimberly Hawley	As per employment agreement	restricted	Rule 144
7/1/2022	<u>New</u>	100,000	common	\$0.25	yes	Bernard Brown	As per employment agreement	restricted	Rule 144
7/1/2022	<u>New</u>	400,000	common	\$0.25	yes	Jay Carson	For cash	restricted	Rule 144
7/1/2022	<u>New</u>	40,000	common	\$0.25	yes	Jason Desmond	For cash	restricted	Rule 144
7/1/2022	<u>New</u>	40,000	common	\$0.25	yes	Ryan Carson	For cash	restricted	Rule 144
7/1/2022	<u>New</u>	100,000	common	\$0.25	yes	Gabriel Place	For cash	restricted	Rule 144
7/1/2022	<u>New</u>	40,000	common	\$0.25	yes	Katherine Reeves	For cash	restricted	Rule 144
7/1/2022	<u>New</u>	320,000	common	\$0.25	yes	Frankovitch Enterprises, Inc. control	Per loan agreement	restricted	Rule 144

						person Eric Frankovitch			
7/1/2022	<u>New</u>	320,000	common	\$0.25	yes	George Bach Revokable Trust control person George Bach	Per loan agreement	restricted	Rule 144
7/1/2022	<u>New</u>	320,000	common	\$0.25	yes	Michael G. Simon	Per loan agreement	restricted	Rule 144
7/1/2022	<u>New</u>	320,000	Common	\$0.25	yes	James Pastore	Per loan agreement	restricted	Rule 144
7/1/2022	<u>New</u>	320,000	common	\$0.25	yes	Carl N. Frankovitch	Per loan agreement	restricted	Rule 144
7/1/2022	<u>New</u>	175,000	common	\$0.25	yes	Thomas A. Paree	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	150,000	common	\$0.25	yes	Marvin T. Brown	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	100,000	common	\$0.25	yes	Dean Makricostas	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	75,000	Common	\$0.25	yes	GAB Enterprises, LLC control person James Tomlinson	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	150,000	common	\$0.25	yes	Gregory K. Haynes	Shares issued with promissory note	restricted	Rule 144

7/1/2022	<u>New</u>	175,000	common	\$0.25	yes	James Joseph Tomlinson	Shares issued with promissory note	restricted	Rule 144
7/1.2022	<u>New</u>	100,000	Common	\$0.25	yes	Michael T. Wayt	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	50,000	Common	\$0.25	yes	Raze International, Inc. control person M. Thomas Brown	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	200,000	Common	\$0.25	yes	Rodd F. Thoburn	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	200,000	Common	\$0.25	yes	Todd Thoburn	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	75,000	Common	\$0.25	yes	Ted Williams	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	50,000	Common	\$0.25	yes	Jordan Douglas	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	75,000	Common	\$0.25	yes	Steve Dawson	Shares issued with promissory note	restricted	Rule 144
7/1.2022	<u>New</u>	50,000	Common	\$0.25	yes	Martin Phillips	Shares issued with	restricted	Rule 144

							promissory note		
7/1/2022	<u>New</u>	50,000	Common	\$0.25	yes	William Piko	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	50,000	Common	\$0.25	yes	Thomas R. Fahey	Shares issued with promissory note	restricted	Rule 144
3/5/22	<u>New</u>	600,000	common	\$0.25	yes	Frankovitch Enterprises, Inc. control person Eric Frankovitch	Debt Conversion	restricted	Rule 144
3/5/22	<u>New</u>	600,000	<u>common</u>	\$0.25	yes	George Bach	Debt Conversion	restricted	Rule 144
3/5/22	<u>New</u>	750,000	<u>common</u>	\$0.25	yes	George Bach Revocable Trust control person George Bach	Debt Conversion	restricted	Rule 144
3/5/22	<u>New</u>	100,000	<u>common</u>	\$0.25	yes	Julianna Simon	Debt Conversion	restricted	Rule 144
3/5/22	<u>New</u>	100,000	<u>common</u>	\$0.25	yes	Jenna Simon	Debt Conversion	restricted	Rule 144
3/5/22	<u>New</u>	100,000	<u>common</u>	\$0.25	yes	Emma Simon	Debt Conversion	restricted	Rule 144
3/5/22	<u>New</u>	300,000	<u>common</u>	\$0.25	yes	Lisa Simon	Debt Conversion	restricted	Rule 144
3/5/22	<u>New</u>	600,000	<u>common</u>	\$0.25	yes	Kinsey Pastore	Debt Conversion	restricted	Rule 144
3/5/22	<u>New</u>	600,000	<u>common</u>	\$0.25	yes	Carl N. Frankovitch	Debt Conversion	restricted	Rule 144

Shares Outstanding on Date of This Report:							
<u>Ending Balance:</u>							
Date							
<u>06/30/2024</u>							
Common:							
413,683,288							
Preferred:							
4,600,000							

On April 18, 2024, the Company converted accrued liabilities held by former Board Member, Larry Chimerine for 292,400 shares of the Company’s stock. On April 18, 2024, the Company converted accrued liabilities held by former Board Member, Bob Lancelloti for 292,400 shares of the Company’s stock. On April 18, 2024, the Company converted accrued liabilities held by former Board Member, Ed Oppel for 239,738 shares of the Company’s stock. On April 18, 2024, the Company converted accrued liabilities held by former Board Member, Charlie Pearlman for 792,400 shares of the Company’s stock.

On April 18, 2024, the Company converted accrued liabilities held by current Board Member, Al Salazar for 1,134,516 shares of the Company’s stock.

On March 31, 2024, the Company converted accrued liabilities held by the President of the Company, Carl Ewusiak, to 833,333 shares of the Company’s common stock. On March 31, 2024, the Company converted accrued liabilities held by the CEO of the Company, Frank Rosso, to 1,785,146 shares of the Company’s common stock.

On March 31, 2024, the Company converted two notes held by the President of the Company, Carl Ewusiak, to 25,000,000 shares of the Company’s common stock.

On December 14, 2023, the Company issued 1,000,000 shares of common stock with a promissory note to E-Starts Money Co. E-Starts Money Co. is wholly owned by the Chairman of the Board of Directors of the Company, William Tuorto.

Shares listed but not yet issued of the Company’s common stock is 23,806,814, as of September 30, 2024.

Series A Convertible Preferred Stock

During the year ended December 31, 2021, the Company issued a Private Placement Memorandum (PPM) for the offering of up to 60,000,000 shares of Series A Convertible Preferred Stock at a purchase price of \$0.25 per share and with an offering period from November 2021 through February 2022. Dividends on the shares are in preference to any dividends

on common stock at a rate of 10% per annum (5% in cash and 5% in common stock), compounded and paid quarterly when and if declared by the Company’s Board of Directors. Each share is initially convertible, at the holder’s option, on a one-for-one basis into the Company’s common stock. The shares are convertible at the Company’s option upon meeting specified market conditions. The shares are also redeemable at the option of the Company at 120% of the original purchase price between years one and two, at 110% of the original purchase price between years two and three, or at 100% of the original purchase price after the third year. In all cases of redemption, accrued and unpaid dividends must also be paid.

Series A Convertible Preferred Shares Issued in Q1 2022

Stonex Financial, Inc.	1/27/2022	400,000	Control Person: Burt Stangarone
George Liss	1/28/2022	400,000	
Stonex Financial, Inc.	2/4/2022	400,000	Control Person: Diana Fernandez

**B. Promissory and Convertible Notes**

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

**4) Issuer’s Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer’s current operations. In answering this item, please include the following:

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

**Company Description**

Empire Diversified Energy, Inc. (“Empire” or the “Company”) was incorporated in the state of Delaware in 1986 as Panther Mountain Water Park. In December 2014, the Company changed its name to Empire Diversified Energy, Inc. Empire Diversified Energy Inc. is a diversified energy and logistics company.

## **Empire Diversified Energy, Inc Overview**

Empire Diversified Energy, Inc. (“The Company”, “EDE” or “Empire”) is a multi-faceted energy and logistics company, geographically situated in the heart of the energy and raw material nexus of WV/PA/OH/KY, with barge, rail and trucking capabilities on its properties on the Ohio River. EDE can provide a vast array of energy services and sources to energy buyers and sellers. Empire has continued the implementation of the vertically integrated plan to expand its operations by developing and investing in its existing relationships and business partnerships.

EDE is currently in the development stage and continues to execute its vision to use its rail and dock assets at the Port of West Virginia as the cornerstone for the buildout of a world-class Riverfront Industrial Park that houses environmentally sustainable businesses which are supported by Company-owned multi-model logistics services. To date, EDE has purchased property and terminal assets on the Ohio River to support the Company’s growth plan. EDE’s business model is geared to the deployment of commercially proven, green technologies to recycle and recover the resources in waste byproducts generated by the largest and most difficult-to-decarbonize sectors of the global energy system: the transportation fuel and industrial fuels sector (renewable hydrogen production via anaerobic digestion), waste management / environmental services (renewable gas production through the recycling of waste plastics), and the steel industry (the manufacture of pig iron by recovering the iron in steel waste). Each of these businesses are a subsidiary in EDE’s portfolio and, once constructed, will enjoy synergistic benefits that reduce operating costs and expand profit margins.

The EDE portfolio is diversified in products and services, which are allocated into seven (7) business segments: Empire Go-Green, LLC, Empire Green Generation, LLC, Empire Ironworks, LLC, Petro Empire Liquids and Storage, LLC, Empire Trimodal Terminal, LLC, Empire River Rail, LLC and Empire South Terminal of West Virginia, LLC. Each of the businesses are co-located on EDE owned property and within the eco-industrial park under development thus enjoy advantaged access to rail and dock infrastructure at the Port of West Virginia and a positive business climate for industrial businesses. EDE’s strategy is to bring together symbiotic businesses in the renewable and waste-to-energy sectors alongside the ESG megatrends shaping the economy and government initiatives geared to move towards a sustainable future.





## **Empire Go-Green, LLC**

### **Field Services / Feedstock Collection and Preprocessing**

In December 2020, Empire Go-Green Recycling, LLC (“Go Green”, “Empire Go-Green”), a wholly owned subsidiary of Empire purchased the business assets and certain liabilities of Go Green American Recycling LLC in exchange for 23,000,000 shares of Empire stock. The acquired business is engaged in the business of manufacturing, storing, handling, or recycling petrochemicals, fuels, or metals. To date, Empire Go-Green has been supported by short term loans that funded the purchase of land and established a recycling facility for steel byproducts, such as steel slag.

Empire Go-Green provides industrial waste services for the steel industry. The Company specializes in the collection and upgrade of steel byproducts from the production of steel, such as steel slag, for re-use in steel manufacturing. Since the Company’s inception in 2020, Go-Green has constructed a beneficiation facility that removes the non-ferrous material from steel byproducts disposed by steel mills. Through a series of screeners and mechanical processing steps, Go-Green’s operations are designed to concentrate and recover the iron contained in the byproducts for re-use as feedstock in steel manufacture.

Concurrent with the buildout of the eco-industrial park, the business model for Empire Go-Green will eventually pivot to include a field services and engineering support system for each of the EDE business segments.

## **Empire Trimodal Terminal, LLC**

### **Marine and Rail Terminal**

Empire Trimodal Terminal, LLC (“ETT”, “Trimodal Terminal”) is a wholly owned subsidiary of Empire Diversified Energy, LLC. In December 2020, ETT purchased property including land improvements and appurtenances, and personal property including government permits and approvals, tangible personal property and contractual rights collectively referred to as property from Trimodal Terminal, LP. for \$19,000,000. ETT was issued \$26 mm in tax-exempt municipal bonds through the West Virginia Economic Development Authority (WVEDA) to acquire additional property and renovate the rail and dock infrastructure at the Port of West Virginia (“the Port”) in Follansbee, WV. The bonds provided the capital needed to complete the renovation project. In February 2023, ETT was awarded \$4 mm in grant funding to further improve the logistics infrastructure and reposition the rail to Company owned property.

Located at the Port of West Virginia, Empire Trimodal Terminal oversees the rail and dock operations. The Company has recently completed a renovation of the terminal assets and plans to move the rail line onto property owned by the Company. The recently revitalized Trimodal Terminal assets are projected to drive increased EBITDA generation through its terminal services. This growth is expected to be compounded by the buildout of the eco-industrial park and the demand for logistics services.

## **Empire South Terminal of West Virginia, LLC**

### **Marine Terminal**

Empire South Terminal of West Virginia, LLC (“South Terminal”) is a wholly owned subsidiary of Empire Diversified Energy, Inc. To date, approximately \$15 mm has been invested in South Terminal to acquire property, assets, build two new warehouses for

storage of dry/bulk goods that can be received inbound, stored, and shipped outbound, and conduct the relevant engineering and environmental permitting work needed to expand The Port of West Virginia in Follansbee, Brooke County. The expansion will include the redevelopment of the existing tank farm at the former Koppers facility as well the redevelopment of the former Follansbee Steel site. These two project locations represent the current north and south boundaries of Empire's Riverfront Industrial Complex.

Future plans of the Company include construction of additional warehouses, including refrigerated warehouses, to accommodate customers of The Port of West Virginia.

## **Empire Green Generation, LLC**

### **Plastics Recycling**

Empire Green Generation, LLC is a wholly owned subsidiary of Empire Diversified, Energy, LLC. To date, the Company has obtained a bridge loan to fund the purchase and installation of an existing suite of recycling equipment, site work, and the purchase of a prefabricated building to house the equipment. The plant is designed to recycle 70 tons of plastic per day through a pyrolysis process that employs high heat in the absence of oxygen, an environmentally friendly process that is virtually emission free. The revenues for the project will be in the form of tipping fees and the sale of electricity, chemicals, and byproducts generated by the recycling operations. The Green Generation recycling operations will use commercially proven equipment. The operating experience of the technology suppliers allowed the construction of a reliable financial model and progression of the project financing.

## **Empire Green Generation, LLC**

### **Anaerobic Digestion and Hydrogen Production**

Green Generation is also focused on the production of clean, low-carbon and carbon-negative hydrogen from biogas generated by organic waste sources including, but not limited to, landfills, wastewater treatment plants, dairy farms, and food waste. Biogas is produced naturally from these sources when organic matter is broken down through anaerobic digestion and is a mixture of approximately 60% methane, 40% carbon dioxide plus traces of other contaminant gases. The hydrogen produced is suitable for either injection into the natural gas grid or for direct use as fuel.

Green Generation partnered with Heartland Water, LLC to develop, build, own, and operate an anaerobic digester and biogas conversion facility to manufacture renewable hydrogen. Heartland Water, LLC will contribute approximately \$19.5 mm to the joint venture for the construction of the anaerobic digestion and biogas upgrading system. Empire Green Generation, LLC will hold a majority share of the business. Heartland Water will identify prospective feedstock suppliers and customers through its established industry connections as well as exclusively supply to the joint venture the anaerobic digestion and biogas upgrading equipment at normal margins. Additionally, Heartland will provide long-term operation and maintenance of the equipment under contract. The equity contribution by Heartland will be paid back through a revenue share agreement, which is currently under negotiation.

Green Generation's waste-to-energy project is ESG-centric and caters to a growing market. The anaerobic digestion and biogas upgrading market is estimated to grow, driven by increasing demand for Hydrogen caused primarily by a universal desire to combat climate change by reducing greenhouse gas emissions supported by government regulations and incentives for use of Hydrogen as a transportation fuel and to supplement fossil natural gas in the pipeline distribution network. Through its

partnership with Heartland Water, a national leader in anaerobic digestion and biogas upgrading business, Green Generation expects to benefit from this trend.

B. Please list any subsidiaries, parents, or affiliated companies.

Empire Minerals, Inc  
1400 Main Street  
Follansbee, WV 26037  
Phone: 304-935-5851

Empire Minerals of Ohio Corporation  
44995 Dickerson Church Road. P.O. Box 305  
Cadiz, OH, 43907  
Phone:843-276-6208  
Fax:954-301-0106

Empire Trimodal Terminal, LLC.  
(DBA The Port of West Virginia)  
1400 Main Street  
Follansbee, WV 26037  
Phone: 304-935-5851

Empire Go-Green Recycling, LLC.  
1400 Main Street  
Follansbee, WV 26037  
Phone: 304-935-5851

Petro Empire Liquids and Storage, LLC  
1400 Main Street  
Follansbee, WV 26037  
Phone: 304-935-5851

Empire Green Generation, LLC  
1400 Main Street  
Follansbee, WV 26037  
Phone: 304-935-5851

Empire South Terminal of West Virginia, LLC  
1400 Main Street  
Follansbee, WV 26037  
Phone: 304-935-5851

Empire Iron Works, LLC  
1400 Main Street  
Follansbee, WV 26037  
Phone: 304-935-5851

Empire Infrastructure, LLC  
1400 Main Street  
Follansbee, WV 26037  
Phone: 304-935-5851

Empire River Rail  
1400 Main Street  
Follansbee, WV 26037  
Phone : 304-935-5851

C. Describe the issuers' principal products or services.

Empire Diversified Energy, Inc. and its wholly owned subsidiaries will provide:

Barge , Trucking and Rail Loading

Real Estate and Development Properties

Water Truck Loading Facility

Storage and Transportation Facilities

Plastic to Energy Recycling

Warehousing and Tank Storage

Please see ([www.empirediversifiedenergy.com](http://www.empirediversifiedenergy.com)) along with all the information in this report along with the audited financials posted to OTC Markets.

## **5) Issuer's Facilities**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

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

The Company entered into a 5-year lease agreement in June 2021 with Follansbee Investments, LLC ("Follansbee") for office space in Follansbee, West Virginia. The space is approximately 22,000 square feet at a monthly rate of \$10,900. The office space serves as the Complex's operational headquarters. Follansbee is owned by Carl Ewusiak, who is the President of the Company.

In addition, these items are described above— corporate information, overview, mission statement along with the Empire website and business plans.

## 6) Officers, Directors, and Control Persons of the Company

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

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

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Frank Rosso</u>	<u>CEO/Director</u>	<u>Pompano Beach, FL</u>	<u>17,291,436</u>	<u>common</u>	<u>3.27%</u>	<u>Beneficial owner of Empire Global Coal, Inc</u>
<u>William Tuorto</u>	<u>Executive Chairman/Director</u>	<u>Daniel Island, SC</u>	<u>25,085,500</u>	<u>common</u>	<u>4.7%</u>	<u>Beneficial Owner Blaze Logistics, LLC and E-Starts Money Co.</u>

<u>C. Scott Ewusiak</u>	<u>President/Director</u>	<u>Follansbee, WV</u>	<u>48,933,000</u>	<u>common</u>	<u>9.16%</u>	
<u>Al Salazar</u>	<u>Director</u>	<u>Beaumont, TX</u>	<u>1,134,516</u>	<u>common</u>	<u>0.02%</u>	
<u>Bernard Brown</u>	<u>Chief Operating Officer</u>	<u>Fair Oaks, CA</u>	<u>100,000</u>	<u>common</u>	<u>0.02%</u>	
<u>Kimberly Hawley</u>	<u>Chief Financial Officer</u>	<u>El Dorado Hills, CA</u>	<u>120,000</u>	<u>common</u>	<u>0.02%</u>	
<u>Stein Levorsen</u>	<u>5% Owner</u>	<u>Oslo, Norway</u>	<u>27,823,250</u>	<u>common</u>	<u>5.2%</u>	
<u>Robert Lancellotti</u>	<u>5% Owner</u>	<u>Congers, NY</u>	<u>23,573,100</u>	<u>common</u>	<u>4.4%</u>	<u>Beneficial owner of</u>

						Haveland Trading Corp.
C 5 Group LLC	5% Owner	Garden City, NY	64,480,134	Common	12.07%	
Gregory Gantzer	5% Owner	Triadelphia, WV	41,564,423	Common	7.78%	

**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

## 8) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name: Flora Perez  
Firm: Greenberg Traurig, LLC  
Address 1: 401 East Las Olas Blvd, 20<sup>th</sup> Floor  
Address 2: Fort Lauderdale, FL,33301  
Phone: 954-765-0500  
Email: gtlaw.com

### Accountant or Auditor

Name: Dennis L. Stuchell  
Firm: Urish Popeck and Co  
Address 1: Three Gateway Center, Suite 2400  
Address 2: Pittsburgh, PA, 15222  
Phone: 412-391-1994  
Email: Urishpopeck.com

### Investor Relations

Name: none  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### 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) or consultant(s) or provided assistance or services to the issuer during the reporting period.

## 9) Disclosure & Financial Information

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

Name: Kimberly Hawley  
Title: CFO  
Relationship to Issuer: CFO

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: Kimberly Hawley  
Title: CFO  
Relationship to Issuer: CFO

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> Ms. Hawley is a Certified Public Accountant with over twenty years' experience preparing financial statements according to GAAP.

Provide the following qualifying financial statements:

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

**Financial Statement Requirements:**

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

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<sup>5</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.



# **Consolidated Financial Statements**

**(Unaudited)**

**For the nine months ended September 30, 2024**

**EMPIRE DIVERSIFIED ENERGY, INC.**  
**Consolidated Financial Statements**  
**(Unaudited)**

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**EMPIRE DIVERSIFIED ENERGY, INC.**  
**Consolidated Financial Statements**  
**(Unaudited)**

**Consolidated Balance Sheets**

	September 30, 2024	December 31, 2023
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 52,367	\$ 303,956
Restricted cash	14,978,040	23,183,564
Accounts receivable, net of allowance for credit losses of \$30,491 and \$0 at September 30, 2024 and December 31, 2023, respectively	396,831	699,249
Inventory	929,844	946,671
Prepaid expenses	662,073	184,605
<b>Total Current Assets</b>	<b>17,019,155</b>	<b>25,318,045</b>
<b>Property, plant and equipment, net</b>	80,336,349	71,394,437
Deposits	144,545	144,765
Operating lease right-of-use assets	363,147	566,177
Intangible assets, net	501,166	524,416
Other assets	-	484,401
<b>Total other assets</b>	<b>1,008,858</b>	<b>1,719,759</b>
<b>Total assets</b>	<b>\$ 98,364,362</b>	<b>\$ 98,432,241</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 5,592,330	\$ 3,113,258
Accrued liabilities	155,577	625,629
Accrued payroll	1,002,018	1,374,574
Interest payable	6,010,760	4,727,974
Related party payable	61,749	8,528,109
Notes payable, current	21,553,243	27,486,914
Operating lease liability, current	283,721	279,153
Warrants	-	50,000
Other current liabilities, current	63,719	100,297
<b>Total current liabilities</b>	<b>34,723,117</b>	<b>46,285,908</b>
<b>Long term liabilities</b>		
Warrants	941,534	941,534
Operating lease liability, net of current portion	84,326	295,934
Notes payable, net of current portion	92,121,794	90,666,336
<b>Total long term liabilities</b>	<b>93,147,654</b>	<b>91,903,804</b>
<b>Total liabilities</b>	<b>127,870,771</b>	<b>138,189,712</b>
<b>Stockholders' equity (deficit)</b>		
Common stock, \$0.00001 par value, 1,000,000,000 authorized; 527,382,859 and 320,584,285, issued and outstanding at September 30, 2024 and December 31, 2023, respectively	5,276	3,208
Preferred Stock, \$0.00001 par value, 500,000,000 authorized of which 65,000,000 is authorized for Series A Convertible Preferred Stock; 4,600,000 and 3,400,000 issued and outstanding at September 30, 2024 and December 31, 2023, respectively	46	46
Additional paid in capital	62,610,816	38,540,467
Treasury stock, at cost, 2,000,000 shares	(200,000)	(200,000)
Accumulated deficit	(91,922,547)	(78,101,192)
<b>Total stockholders' equity (deficit)</b>	<b>(29,506,409)</b>	<b>(39,757,471)</b>
<b>Total liabilities and stockholders' equity (deficit)</b>	<b>\$ 98,364,362</b>	<b>\$ 98,432,241</b>

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

**EMPIRE DIVERSIFIED ENERGY, INC.**  
**Consolidated Financial Statements**  
**(Unaudited)**

**Consolidated Statements of Operations**

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
<b>Revenue</b>	\$ 424,692	\$ 766,142	\$ 1,550,060	\$ 1,697,280
<b>Cost of goods sold (benefit)</b>	(33,484)	221,917	190,904	655,584
<b>Gross profit</b>	<u>458,176</u>	<u>544,225</u>	<u>1,359,156</u>	<u>1,041,696</u>
<b>Operating expenses</b>				
Selling, general and administrative	2,392,046	2,783,192	7,090,283	8,794,752
Depreciation and amortization	468,284	461,511	1,404,797	1,384,652
<b>Total operating expenses</b>	<u>2,860,330</u>	<u>3,244,703</u>	<u>8,495,080</u>	<u>10,179,404</u>
<b>Loss from operations</b>	<u>(2,402,154)</u>	<u>(2,700,478)</u>	<u>(7,135,924)</u>	<u>(9,137,708)</u>
<b>Other income (expense)</b>				
Interest expense	(1,722,894)	(4,173,790)	(5,768,424)	(11,727,652)
Gain (loss) on extinguishment	(8,136,902)	-	(857,271)	61,000
Other income	36,636	7,611	25,326	7,947
<b>Total other income (expense)</b>	<u>(9,823,160)</u>	<u>(4,166,179)</u>	<u>(6,600,369)</u>	<u>(11,658,705)</u>
<b>Net loss before income taxes</b>	<u>(12,225,314)</u>	<u>(6,866,657)</u>	<u>(13,736,293)</u>	<u>(20,796,413)</u>
Income tax	-	-	-	-
<b>Net loss</b>	<u>\$ (12,225,314)</u>	<u>\$ (6,866,657)</u>	<u>\$ (13,736,293)</u>	<u>\$ (20,796,413)</u>
<b>Net loss per common share, basic and diluted</b>	<u>\$ (0.03)</u>	<u>\$ (0.02)</u>	<u>\$ (0.03)</u>	<u>\$ (0.07)</u>
<b>Weighted average shares outstanding, basic and diluted</b>	<u>472,951,066</u>	<u>313,702,915</u>	<u>399,962,813</u>	<u>307,919,610</u>

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

**EMPIRE DIVERSIFIED ENERGY, INC.**  
**Consolidated Financial Statements**  
**(Unaudited)**

**Consolidated Statement of Changes in Stockholders' Equity (Deficit)**

	Common Stock		Treasury Stock		Series A Preferred Stock		Additional Paid in Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount			
Shares issued for cash, net of warrants issued of \$475,000	10,688,932	107	-	-	-	-	2,372,626	-	2,372,733
Stock-based compensation	100,000	1	-	-	-	-	741,462	-	741,463
Shares issued for services	2,000,000	20	-	-	-	-	499,980	-	500,000
Shares issued with promissory notes	3,500,000	35	-	-	-	-	874,965	-	875,000
Dividends payable for preferred shares	-	-	-	-	-	-	-	(56,708)	(56,708)
Common stock as dividends for preferred shares	-	-	-	-	-	-	56,708	(56,708)	-
Net loss	-	-	-	-	-	-	-	(20,425,202)	(20,425,202)
Balance, December 31, 2023	<u>320,584,083</u>	<u>\$ 3,208</u>	<u>(2,000,000)</u>	<u>\$ (200,000)</u>	<u>4,600,000</u>	<u>\$ 46</u>	<u>\$ 38,540,467</u>	<u>\$ (78,101,192)</u>	<u>\$ (39,757,471)</u>
Shares issued for cash	74,575,169	746	-	-	-	-	4,626,130	-	4,626,876
Shares issued for conversion of notes payable and accrued interest	120,215,893	1,202	-	-	-	-	17,500,173	-	17,501,375
Shares issued for services	6,429,226	64	-	-	-	-	446,124	-	446,188
Shares issued for conversion of liabilities	5,578,266	56	-	-	-	-	924,358	-	924,414
Stock-based compensation	-	-	-	-	-	-	531,033	-	531,033
Dividends payable for preferred shares	-	-	-	-	-	-	-	(42,531)	(42,531)
Common stock as dividends for preferred shares	-	-	-	-	-	-	42,531	(42,531)	-
Net loss	-	-	-	-	-	-	-	(13,736,293)	(13,736,293)
Balance, March 31, 2024	<u>527,382,637</u>	<u>\$ 5,276</u>	<u>(2,000,000)</u>	<u>\$ (200,000)</u>	<u>4,600,000</u>	<u>\$ 46</u>	<u>\$ 62,610,816</u>	<u>\$ (91,922,547)</u>	<u>\$ (29,506,409)</u>

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

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	Nine months ended September 30,	
	2024	2023
<b>Cash flows from operating activities:</b>		
Net loss	\$ (13,736,293)	\$ (20,796,413)
<b>Adjustments to reconcile net loss to net cash used in operating activities:</b>		
Depreciation	1,381,547	1,361,402
Amortization	23,250	23,250
Interest expense from debt issuance costs and debt discount	1,703,153	4,059,802
Bad debt expense	30,491	5,711
Stock based compensation and stock issued for services	977,221	1,077,882
(Gain) on extinguishment of debt	857,271	(61,000)
Loss (income) from fair value adjustments of warrant liabilities	(50,000)	875,000
<b>Changes in operating assets and liabilities, net of acquisitions:</b>		
Inventory	16,827	27,971
Prepaid expenses	6,933	59,973
Accounts Receivable	271,927	118,953
Deposits and Other Assets	220	(105,430)
Accounts Payable	(43,278)	32,273
Accrued Liabilities and Other Current Liabilities	184,296	459,018
Interest Payable	4,627,872	1,039,694
<b>Net cash used in operating activities</b>	<b>(3,748,562)</b>	<b>(11,821,915)</b>
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment	(7,815,250)	(3,700,002)
<b>Net cash used in investing activities</b>	<b>(7,815,250)</b>	<b>(3,700,002)</b>
<b>Cash flows from financing activities</b>		
Repayments of related party loans	(970,000)	-
Repayments under finance leases	(3,809)	-
Payment of loan issuance costs	(251,600)	(2,264,614)
Proceeds from notes payable	-	43,750,000
Repayments of notes payable	(294,767)	(29,786,029)
Proceeds from common stock	4,626,876	2,452,233
<b>Net cash provided by financing activities</b>	<b>3,106,700</b>	<b>14,151,590</b>
Net change in cash	(251,589)	(2,130,819)
Net change in restricted cash	(8,205,524)	760,494
Net change in cash and restricted cash	<b>(8,457,113)</b>	<b>(1,370,325)</b>
Cash at beginning of period	303,956	2,418,694
Restricted cash at beginning of period	23,183,564	12,884,355
Cash and restricted cash at beginning of period	<b>23,487,520</b>	<b>15,303,049</b>
Cash at the end of period	52,367	287,875
Restricted cash at the end of period	14,978,040	13,644,849
<b>Cash and restricted cash at end of period</b>	<b>\$ 15,030,407</b>	<b>\$ 13,932,724</b>
<b>Supplemental disclosure of cash flow information</b>		
Cash paid for interest	\$ 459,256	\$ 6,628,156
<b>Supplemental disclosure of non-cash activities</b>		
Equipment and construction in progress included in accounts payable	\$ 3,446,456	\$ 445,215
Warrants issued with common stock	\$ -	\$ 475,000
Warrants issued for debt and debt extension	\$ -	\$ 350,000
Common stock issued for services accrued in the prior year	\$ -	\$ 500,000
Common stock issued for compensation and services	\$ 977,221	\$ 577,882
Common stock issued for conversion of other liabilities	\$ 924,414	\$ -
Common stock issued for conversion for notes payable and accrued interest	\$ 17,501,375	\$ -
Cash dividend on preferred shares declared not paid	\$ 42,531	\$ 42,531
Cash dividend on preferred shares declared not paid	\$ 42,531	\$ 42,531

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

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**Consolidated Statements of Cash Flows**  
**Notes to Consolidated Financial Statements**

**NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS**

Empire Diversified Energy, Inc. (“Empire” or the “Company”) was incorporated in the state of Delaware in 1986 as Panther Mountain Water Park. In December 2014, the Company changed its name to Empire Diversified Energy, Inc. Empire Diversified Energy Inc. is a diversified energy and logistics company.

In 2020, Empire Trimodal Terminal, LLC (“ETT”), a subsidiary of Empire Diversified Energy, Inc, purchased the real property including land improvements and appurtenances, and personal property including government permits and approvals, tangible personal property and contractual rights from Trimodal Terminal, LP.

The site includes a floating barge facility permitted by the U.S. Army Corps of Engineers. The expanded operation will increase the quantity and type of materials that can be handled and stored, which will appeal to a larger number of industrial customers. Additional dock and wharf capacity will allow the Company to expand its material loading and capabilities as well as provide a staging area for up to 108 barges along the property’s 8,000 feet of Ohio River frontage. The site is readily accessed by rail, which is serviced by Norfolk Southern Railway. The facilities currently offer rail spurs available for transloading as well as extensive locations for materials storage, separation and blending. The modernization and expansion of on-site oil storage infrastructure has begun. Additionally, the site includes a river-water pumping station capable of providing over five million gallons of non-potable water per day to high-volume applications such as gas well drilling & completion and other industrial uses.

In 2020, Empire Go-Green Recycling, LLC, a subsidiary of Empire Diversified Energy, Inc, purchased the business assets and certain liabilities of Go Green America Recycling, LLC (“EGG”). EGG is the operator and service provider at the terminal and provides service work to additional customers.

The operational headquarters of the Company are located in Follansbee, WV, geographically located in the heart of the energy and raw material nexus of WV/PA/OH/KY, with barge and rail capabilities on the Ohio River, and a vast array of sources for energy buyers and sellers, with other critical materials available as well. In addition, Empire has developed a wide range of “green energy” products & solutions to industry problems, offering strategic and cost-effective logistics to address (1) LNG and Petrochemical Storage Hubs (2) Petrochemical Loading Facilities (3) Scrap Iron and Mineral Sales, (Slag, HBI, Coal, Water).

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION**

Basis of Presentation and Principals of Consolidation

This summary of accounting policies for Empire Diversified Energy, Inc. is presented to assist in understanding the Company’s consolidated financial statements. The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America (“US GAAP”) which have been consistently applied in the preparation of the consolidated financial statements. The consolidated financial statements represent the results of the Company and its wholly owned subsidiaries: Empire Minerals, Inc., Empire Minerals of Ohio, Inc, DTE Dickerson, LLC (a subsidiary of Empire Minerals of Ohio, Inc.), Empire Diversified Generation, Inc., Empire Trimodal Terminal, LLC, Empire River Rail, LLC and Empire Go-Green Recycling, LLC. All significant intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates

Management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements. Actual results could differ from those estimates. Estimates are used when accounting for accounts receivable, inventory, deferred tax assets and related valuation allowances, potential impairment losses of inventory, stock-based compensation and fair value calculations related to warrants, common shares issued, and intangible assets. Estimates and assumptions are reviewed periodically, and the effects of the revisions are reflected in the period the change is determined.

Cash

For purposes of the statements of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes. The Company has deposits with financial institutions that maintain Federal Deposit Insurance Corporation “FDIC” deposit insurance up to \$250,000 per depositor.

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The portion of the deposits in excess of this limit represents a credit risk to the Company. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant risk.

Restricted Cash

The Company considers cash that is restricted legally or that is held as compensating balances for credit arrangements as restricted cash.

Customer Concentration

The Company has two major customers that accounted for \$124,174 or approximately 29% of sales for the three months ended September 30, 2024, and three major customers that accounted for \$503,749, or approximately 32%, of sales for the nine months ended September 30, 2024. The Company has two major customers that accounted for \$305,623, or approximately 40% of sales for the three months ended September 30, 2023, and \$632,192, or approximately 37%, of sales for the nine months ended September 30, 2023. These customers accounted for \$41,918, or 23% of the Company's accounts receivable as of September 30, 2023.

Revenue Recognition

The Company follows Accounting Standards Codification ("ASC") 606 for revenue recognition. The Company measures revenue based on a consideration specified in a contract with a customer and excludes any sales incentives and amounts collected on behalf of third parties. The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer.

The Company has three revenue streams, which include service work, rental charges, and sales of materials. Service work is recognized over time, as the performance obligation is met with the customer. Rental charges revenue is recognized over time, as the performance obligation is met with the customer. Sales of materials are recognized when the customer receives the materials.

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
Service	\$ 91,997	\$ 97,401	\$ 360,474	\$ 414,255
Rental	95,015	78,900	230,515	200,750
Material	237,680	589,841	959,071	1,082,275
<b>Total</b>	<b>\$ 424,692</b>	<b>\$ 766,142</b>	<b>\$1,550,060</b>	<b>\$1,697,280</b>

Accounts Receivable

Accounts receivable balances are established for amounts owed to the Company from its customers from the sales of services and products. The Company closely monitors the collectability of outstanding accounts receivable and provides an allowance for credit losses based on estimated collections of outstanding amounts. Receivables are generally uncollateralized customer obligations due under normal terms requiring payment generally within 30 days from the invoice date unless otherwise determined by specific contract terms. The Company's estimate of the allowance for credit losses for trade receivables is primarily determined based upon the length of time that the receivables are past due and management estimates of probable losses based upon an analysis of prior collection experience, specific account risks and economic conditions. The balance for allowance for credit losses were \$30,491 and \$0 as of September 30, 2024 and December 31, 2023, respectively.

Inventories

The Company's inventory consists of steel slag, and limestone and is carried at the lesser of cost or net realizable value. Total inventories were \$929,844 and \$946,671 as of September 30, 2024, and December 31, 2023, respectively.



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Mineral Rights

We have determined that our mining rights meet the definition of mineral rights, as defined by accounting standards, and are tangible assets. As a result, our direct costs to acquire or lease mineral rights are initially capitalized as a mineral property. Mineral rights include costs associated with acquiring mining rights.

For mineral rights in which proven and probable reserves have not yet been established, we assess the carrying values for impairment at the end of each reporting period and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If we establish proven and probable reserves for a mineral property and establish that the mineral property can be economically developed, mineral rights will be amortized over the estimated useful life of the property following the commencement of commercial production or expensed if it is determined that the mineral property has no future economic value or if the property is sold or abandoned.

The net carrying value of our mineral rights represents the cost at the time the mineral rights were acquired. Proven and probable reserves have not been established for mineral rights as of September 30, 2024, and December 31, 2023.

Property, Plant and Equipment

Property, plant, and equipment are stated at cost less accumulated depreciation and amortization. The Company provides for depreciation and amortization using the straight-line method over the estimated useful lives of the related assets. Maintenance and repair costs are expensed as they are incurred while renewals and improvements which extend the useful life of an asset are capitalized. At the time of retirement or disposal of property and equipment, the cost and related accumulated depreciation and amortization are removed from the accounts and any resulting gain or loss is reflected in the consolidated statements of operations.

The Company has varying types of equipment with a range of useful lives between 3 and 16 years, varying vehicles with a range of useful lives between 5 and 12 years, railroad track with a useful life of 15 years, and various improvements with a life of 15 years.

Intangible assets

Intangible assets acquired individually or with a group of other assets or in a business combination or developed internally are carried at cost less accumulated amortization and accumulated impairment loss based on their estimated useful lives. Intangible assets are amortized, using the straight-line method, over the estimated useful lives of the intangible assets. Trademarks/names are being amortized over an estimated useful life of 20 years.

Impairment

If facts and circumstances suggest that the carrying value of a long-lived asset or asset group may not be recoverable, the asset or asset group is reviewed for potential impairment. If this review indicates that the carrying amount of the asset will not be recoverable through projected undiscounted cash flows generated by the asset and its related asset group over its remaining life, then an impairment loss is recognized by reducing the carrying value of the asset to its fair value.

The Company reviews its long-lived assets, comprised of property, plant and equipment and amortized intangible assets (comprised of customer relationships and trademarks/names), for impairment whenever events or circumstances occur that indicate possible impairment. If events or changes in circumstances occur that indicate possible impairment, the impairment review is based on an undiscounted cash flow analysis at the lowest level at which cash flows of the long-lived assets are largely independent of other groups of assets and liabilities. If impairment is indicated, the estimated future cash flows are then discounted to determine the estimated fair value of the asset or asset group and an impairment charge is recorded for the difference between the carrying value and the estimated fair value. The Company recognized no impairment charges for long-lived assets during the three and nine months ended September 30, 2024.

Fair Value Measurements

The Company measures and reports fair value in accordance with ASC 820, "Fair Value Measurements and Disclosure" defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles and expands disclosures about fair value investments.

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Fair value, as defined in ASC 820, is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of an asset should reflect its highest and best use by market participants, principal (or most advantageous) markets, and an in-use or an in-exchange valuation premise. The fair value of a liability should reflect the risk of nonperformance, which includes, among other things, the Company's credit risk.

Valuation techniques are generally classified into three categories: the market approach; the income approach; and the cost approach. The selection and application of one or more of the techniques may require significant judgment and are primarily dependent upon the characteristics of the asset or liability, and the quality and availability of inputs. Valuation techniques used to measure fair value under ASC 820 must maximize the use of observable inputs and minimize the use of unobservable inputs. ASC 820 also provides fair value hierarchy for inputs and resulting measurement as follows:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2: Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities; and

Level 3: Unobservable inputs for the asset or liability that are supported by little or no market activity, and that are significant to the fair values.

Fair value measurements are required to be disclosed by the Level within the fair value hierarchy in which the fair value measurements in their entirety fall.

The warrant liability falls under the Level 2 hierarchy, as the Company determined the fair value using a Black – Scholes model. The Black – Scholes model variables include market prices of stock transactions, similar company stock pricing information, and volatility based on similar companies in the market, which are Level 2.

As disclosed in Note 7 the Company has warrant liabilities presented on the balance sheet at fair value in accordance with ASC 815 and has a recorded balance of \$941,534 and \$991,534 as of September 30, 2024, and December 31, 2023, respectively.

#### Derivative Financial Instruments

Fair value accounting requires bifurcation of embedded derivative instruments such as conversion features in convertible debt or equity instruments and measurement of their fair value for accounting purposes. In assessing the convertible debt instruments, management determines if the convertible debt host instrument is conventional convertible debt and further if there is a beneficial conversion feature requiring measurement. If the instrument is not considered conventional convertible debt under ASC 470, the Company will continue its evaluation process of these instruments as derivative financial instruments under ASC 815.

Once determined, derivative liabilities are adjusted to reflect fair value at each reporting period end, with any increase or decrease in the fair value being recorded in results of operations as an adjustment to fair value of derivatives.

#### Income Taxes

Income taxes are accounted for under the assets and liability method which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. Use of net operating loss carry forwards for income tax purposes may be limited by Internal Revenue Code section 382 if a change of ownership occurs.

The Company recognizes deferred tax assets to the extent that we believe these assets are more likely than not to be realized. In evaluating our ability to recover our deferred tax assets within the jurisdiction from which they arise, we consider all available positive and negative evidence, including projected future taxable income, scheduled reversals of our deferred tax liabilities, tax planning strategies, and results of recent operations. Our projections of future taxable income are subject to change due to economic, political,

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and other conditions, such as the COVID-19 pandemic, and significant judgment is required in determining our ability to use our deferred tax assets.

The Company records uncertain tax positions in accordance with ASC 740 on the basis of a two-step process whereby (1) we determine whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, we recognize the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority. We recognize interest and penalties related to unrecognized tax benefits within the income tax expense line in the accompanying consolidated income statements. Accrued interest and penalties are included within the related tax liability line in our consolidated balance sheets.

#### Net Loss Per Common Share

Net loss per common share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year.

#### Stock-Based Compensation

The Company accounts for stock-based compensation to employees and directors in accordance with ASC 718, *Compensation – Stock Compensation*. The Company recognizes compensation cost for all share-based awards granted. For awards with graded vesting, compensation cost is recognized on a straight-line basis over the related vesting period. Forfeitures are recognized as incurred. Stock-based compensation expense totaled \$171,100 and \$184,295 for the three months ended September 30, 2024, and 2023, respectively. Stock-based compensation expense totaled \$531,033 and \$577,882 for the nine months ended September 30, 2024, and 2023, respectively.

Pursuant to ASC 505, the guidelines for recording stock issued for services require the fair value of the shares granted be based on the fair value of the services received or the publicly traded share price of the Company's registered shares on the date the shares were granted (irrespective of the fact that the shares granted were unregistered), whichever is more readily determinable. This position has been further clarified by the issuance of ASC 820. ASC 820 defines fair value as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date". Accordingly, the Company elected the application of these guidelines. The Company has determined that the fair value of all common stock issued for goods or services is more readily determinable based on the last per share price for issuances for cash on the date of grant.

#### Related Parties

The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the related parties include (a) affiliates of the registrant; (b) entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825-10-15, to be accounted for by the equity method by the investing entity; (c) trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; (d) principal owners of the Company; (e) management of the Company; (f) other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and (g) Other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests

The financial statements include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of financial statements is not required in those statements. The disclosures shall include: (a) the nature of the relationship(s) involved; (b) description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; (c) the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and (d) amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

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Treasury stock

Treasury stock purchases are accounted for under the cost method whereby the entire cost of the acquired stock is recorded as treasury stock.

Reclassifications

Certain reclassifications have been made to the prior year financial statements to conform to the current year presentation.

Recently Issued Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which addresses income tax disclosure requirements, primarily around the disclosure of the rate reconciliation and income taxes paid. The ASU is effective for fiscal years beginning after December 15, 2024. The Company is currently evaluating the impact the adoption of the standard will have on the Company's consolidated financial statements.

**NOTE 3 – GOING CONCERN**

The Company's consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company had a net loss of \$12,225,314 for the three months ending September 30, 2024, and \$6,600,369 for the nine months ending September 30, 2024, and net cash used by operations of \$3,748,563 for the nine months ending September 30, 2024. The Company had a net loss of \$20,425,202 for the year ended December 31, 2023, and net cash used in operations of \$11,509,861 for the year then ended.

There can be no assurance the necessary debt or equity financing will be available or will be available on terms acceptable to the Company. Because these debt financing events are outside of the sole control of the Company, management believes that substantial doubt about the Company's ability to continue as a going concern exists. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

As further described in Note 13, on February 26, 2024, the Company entered into an agreement ("Merger Agreement") to be acquired by Vivakor, Inc. ("Vivakor") for shares of Vivakor common stock with an estimated value of \$67.2 million. Vivakor is a socially responsible operator, acquirer and developer of clean energy technologies and environmental solutions. The merger is expected to bring synergies and significant growth opportunities between the two companies, including integration of transportation and midstream assets into existing operations and the expected construction and deployment of a remediation processing center at the Port of West Virginia.

**NOTE 4 – NOTES PAYABLE**

The Company entered into a 20-year non-convertible note payable in December 2020 for \$26,000,000, maturing December 2040. The note is in conjunction with the bond issuance through the West Virginia Economic Development Authority Dock and Wharf Facilities Revenue Bonds, Series 2020 Empire Trimodal Terminal, LLC Project. The note accrues interest at 7.625% annually. Interest is paid semi-annually and principal payments are paid annually. Beginning December 2021, funds are set aside monthly with the trustee to provide for interest payments. At September 30, 2024 \$4,639 is included in restricted cash to cover future interest payments and \$2,681,616 is also included in restricted cash as a debt service reserve. The balance of the note payable was \$24,650,000 as of September 30, 2024, and December 31, 2023.

The Company entered into a 20-year non-convertible note payable in May 2023 for \$40,000,000, maturing May 2043. The note is in conjunction with the bond issuance through Solid Waste Disposal Facilities Revenue Bond Series 2023 with the West Virginia Economic Development Authority to be used to complete construction of the plastic waste recycling plant. Interest at 9.5% annually is paid semi-annually and principal payments annually. At September 30, 2024, \$4,133,138 is included in restricted cash as a debt service reserve. Debt issuance costs of \$1,595,702 were paid in 2023 and are being amortized over the term of the bond. The balance of the note payable was \$40,000,000 as of September 30, 2024, and December 31, 2023.

The Company issued a Facilities Bond in February 2021 to finance the Solid Waste Recycling Plant in Follansbee, WV and to purchase 690 acres of property in Brooke County, WV as part of that project. The total proceeds under the bond offering was \$20,000,000. The

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Bond matured in February 2022 and was extended to February 2024. The note bears interest at 12%, with an additional 5% extension fee. The balance of the note payable was \$20,000,000 as of September 30, 2024, and December 31, 2023.

The Company entered a 20-year non-convertible note payable in December 2023 for \$32,000,000, maturing December 2043. The note is in conjunction with the bond issuance through Dock and Wharf Facilities Revenue Bond with the West Virginia Economic Development Authority to finance the construction of warehouses and tank farm. Interest at 8.5% annually is paid semi-annually and principal payments annually. On September 30, 2024, \$4,228,823 is included in restricted cash to cover future interest payments and \$3,306,510 is included in restricted cash as debt service reserve. Debt issuance costs of \$1,271,871 were paid in 2023 and are being amortized over the term of the bond. The balance of the note payable was \$32,000,000 as of September 30, 2024 and December 31, 2023.

The Company entered a one-year non-convertible note payable on July 30, 2023, for \$3,000,000. The note bore interest at 20% annually with a maturity date of August 1, 2024. 2,500,000 shares of the Company's common stock and 2,500,000 three-year warrants were issued as inducement for the loan. The total value of the common stock and warrants totaling \$875,000 was recorded as debt issuance costs and amortized to interest expense through the maturity date of August 2024. In August 2024, the principal amount of the note and accrued interest of \$616,667 was converted to 53,819,445 shares of the Company's common stock and \$118,402 was recorded as loss on extinguishment of debt. The balance of the note was \$0 and \$3,000,000 on September 30, 2024, and December 31, 2023, respectively.

The Company obtained a short-term loan of \$1,000,000 on December 1, 2023. The bond originally matured in January 2024 but was extended to August 2024. The annual interest rate was 24% and 1,000,000 shares of common stock were issued to the holder of the note. The total value of the common stock of \$250,000 was reported as debt issuance and was amortized to interest expense over the life of the loan. On August 2, 2024 the remaining balance due of \$610,000 and accrued interest of \$240,000 was paid in full. The balance of the note payable was \$0 and \$970,000 as of September 30, 2024 and December 31, 2023, respectively. The note is owned by a company that is wholly owned by the Chairman of the Board of Directors of the Company.

The Company entered into a 2-year non-convertible note payable in February 2021 for \$7,996,360. The loan was in conjunction with the purchase of a 690-acre parcel of property in Brooke County, WV, and as part of the Solid Waste Recycling Plant project. The note bore interest at 10% annually. In May 2021, \$2,500,000 of principal was paid against this loan, bringing the balance to \$5,496,360 as of December 31, 2023. The note was extended to March 31, 2024, when the principal amount of \$5,496,360 and accrued interest of \$1,463,635 was converted to 20,000,000 shares of the Company's common stock with \$4,959,995 recorded to additional paid in capital. The note was owed to the President of the Company. The balance of the note was \$0 and \$5,496,360 on September 30, 2024, and December 31, 2023, respectively.

The Company entered into a 2-year non-convertible note payable in December 2020 for \$2,000,000 in conjunction with the acquisition of Trimodal Terminal, LP. The note bore interest at 10% annually. Principal on the note was due in December 2022. The note was extended to March 31, 2024, when the principal amount of \$2,000,000 and accrued interest of \$666,667 was converted to 5,000,000 shares of the Company's common stock and \$2,166,667 was recorded as an offset to Paid in Capital. The holder of the note was Trimodal Terminal, LP, a company that is wholly owned by the President of the Company. The balance of the note on September 30, 2024, and December 31, 2023, was \$0 and \$2,000,000, respectively.

The Company entered into multiple 1-year, non-convertible notes payable in October 2021 for a total of \$800,000 to be used as a component of the funding for the purchase of the formerly Follansbee Steel site in Brooke County. Principal and interest on the notes were originally due in October 2022 and the notes accrued interest at 12% annually. Approximately \$150,000 was repaid in October 2022 and \$650,000 was extended to October 2023 with 1,200,000 shares of common stock issued to the holders of the extended notes. The total value of \$300,000 was reported as debt issuance cost and was amortized to interest expense over the remaining lives of the loans. The notes were extended at maturity to February 2024 in exchange for an increased interest rate of 14% and 1,269,310 three-year warrants. The values of these warrants were \$101,545 at the date of issuance in October 2023. \$96,000 of these costs were recorded as loss on extinguishment of debt and expensed and the remaining \$5,545 was recorded as debt issuance costs and was amortized to interest expense. On March 31, 2024, the principal amount of \$650,000 and accrued interest of \$181,372 was converted to 13,656,341 shares of the Company's common stock and \$534,261 was recorded as a loss on extinguishment of debt. The balance of the note on September 30, 2024, and December 31, 2023, was \$0 and \$650,000, respectively.

The Company issued a Facility Bond in January 2022 to acquire land, capital assets and finance the construction of a waste recycle facility in Follansbee, WV. The total proceeds under the bond offering was \$25,000,000. The bond originally matured in January 2023 and was extended to May 2023. The note bore interest at 12% with an additional 5% extension fee. Debt issuance costs of \$805,125 were paid and were amortized over the term of the bond. The loan was repaid in May 2023. The balance of the note on September 30, 2024, and December 31, 2023, was \$0, respectively.

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As part of the waste recycle facility in January 2022, the Company assumed a \$2,832,000 note payable for the purchase and installation of related equipment. The note was non-interest bearing until the maturity date, after which time the unpaid balance bore interest at 18% annually. The balance of the loan at June 30, 2023, and December 31, 2023, was \$2,548,800. The note originally matured in January 2023 but was extended to June 2023. Effective January 12, 2023, the note became interest bearing at the rate of 18%. The loan was repaid in May 2023. The balance of the note on September 30, 2024, and December 31, 2023, was \$0, respectively.

The Company issued a Facilities Bond in November 2022 to acquire land, finance construction of new warehouses and recondition storage tanks in Follansbee, WV. The total proceeds under the bond offering were \$15,000,000. The Bond had an interest rate of 14% and it was repaid on its maturity date in November 2023. The balance of the note on September 30, 2024, and December 31, 2023, was \$0, respectively.

In 2022, the Company issued promissory notes various lenders totaling \$3,970,000. The notes bore interest at 12% annually with an original maturity date of October 27, 2022. In October 2022, \$1,550,000 of these notes along with accrued interest totaling \$78,547 were converted to 6,513,653 shares of the Company's common stock valued at \$1,628,413 and \$385,000 of the notes were paid. Notes with a balance of \$2,035,000 were extended to October 27, 2023, with an additional 3,445,000 shares of the Company's common stock issued. The value of this stock of \$861,250 was recorded as debt issuance costs and was amortized to interest expense through the extended maturity date of October 2023. In October 2023, the notes were extended to February 2024 in exchange for an increased interest rate of 14% and 2,337,089 three-year warrants. The values of these warrants was \$326,967 at the date of issuance in October 2023. \$252,000 of these costs were recorded as loss on extinguishment of debt and expensed and the remaining \$74,967 was recorded as debt issuance costs and was amortized to interest expense. On March 31, 2024, notes with a principal amount of \$1,960,000 and accrued interest of \$416,745 were converted to 27,490,107 shares of the Company's common stock. On August 8, 2024 the principal amount \$25,000 was converted to 250,000 shares of common stock. The remaining balance due of \$50,000 and accrued interest was paid in full. The balance of the notes on September 30, 2024, and December 31, 2023, was \$0 and \$2,035,000, respectively.

The maturity profile of the notes payable as of September 30, 2024, follows:

Year Ending	Amount
Remaining 2024	21,553,243
2025	1,714,992
2026	2,625,275
2027	2,847,754
2028	3,085,000
<u>Thereafter</u>	<u>85,705,000</u>
<b>Total</b>	<b>117,531,264</b>
Less: debt issuance costs	<u>(3,856,227)</u>
<b>Net</b>	<b><u>\$ 113,675,037</u></b>

**NOTE 5 – PLANT, PROPERTY, AND EQUIPMENT, NET**

In an effort to expand operations, the Company commenced construction of the waste recycling, port facilities and pig iron projects. Property, plant and equipment consisted of the following:

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	<u>September 30, 2024</u>	<u>December 31, 2023</u>
Land	\$ 24,558,539	\$ 24,558,539
Improvements	12,246,959	12,241,611
Railroad	3,590,977	3,578,752
Equipment	4,444,434	4,444,434
Equipment under finance lease	66,213	66,213
Mineral Properties	1,225,000	1,225,000
Vehicles	313,255	313,255
Construction in progress	40,795,289	30,489,403
	<u>87,240,666</u>	<u>76,917,207</u>
Accumulated Depreciation	<u>(6,904,317)</u>	<u>(5,522,770)</u>
Property, plant and equipment, net	<u>\$ 80,336,349</u>	<u>\$ 71,394,437</u>

The Company recorded depreciation of \$460,534 and \$453,761 for the three months ending September 30, 2024, and 2023, respectively. The Company recorded depreciation of \$1,381,547 and \$1,361,402 for the nine months ending September 30, 2024, and 2023, respectively. For the three months ending September 30, 2024, and 2023, respectively \$ 1,508,389 and \$1,501,665 of capitalized interest costs was included in construction in progress. For the nine months ending September 30, 2024, and 2023, respectively \$ 4,434,910 and 4,272,009 of capitalized interest costs was included in construction in progress.

**NOTE 6 – RELATED PARTY TRANSACTIONS**

The Company follows the provisions of ASC 850—*Related Party Transactions & Disclosures* relating to related parties.

Our financial statements include disclosures of material related party transactions, other than expense allowances, and other similar items in the ordinary course of business. The disclosures include: (a) the nature of the relationship(s) involved; (b) a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; (c) the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and (d) amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

Related Party Lease Agreement and Service Work

The Company entered into a 5-year lease agreement in June 2021 with Follansbee Investments, LLC (“Follansbee”) for office space near the complex. The space is approximately 22,000 square feet at a monthly rate of \$10,900. The office space serves as the Complex’s operational headquarters. Follansbee is owned by the President of the Company.

In addition, the Company performed service work for Follansbee Investments, LLC. For nine months ended September 30, 2024, the Company recorded \$3,250, respectively in service work. Outstanding receivables totaled \$3,478 and \$0 at September 30, 2024 and December 31, 2023, respectively. Follansbee Investments, LLC is owned by the President of the Company. The Company provided materials to Ewusiak Development for the nine months ended September 30, 2024 of \$42,992, Outstanding receivables totaled \$9,354 and \$0 at September 30, 2024 and December 31, 2023. Ewusiak Development is owned by the President of the Company.

Related Party Non-Convertible Note Payables

The Company paid off various note payable arrangements in 2024 with related parties, as disclosed in Note 4.

Related Party Other

During the year ended December 31, 2023, \$61,000 of other related party liabilities was extinguished resulting in a gain on extinguishment of \$61,000. The amounts due to related party other was \$0 as of September 30, 2024, and December 31, 2023, respectively.

**NOTE 7 –WARRANTS**

During the year ended December 31, 2022, the Company issued 1,200,000 in connection with the Series A Preferred Stock offering described in Note 9. The fair value of the warrants at issuance totaled \$144,000. The total number of warrants issued and outstanding

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related to the Series A Preferred Stock were 4,600,000 at September 30, 2024 and December 31, 2023, respectively. The fair value of the warrants totaled \$138,000 at September 30, 2024 and December 31, 2023, respectively.

The Company issued a warrant to a noteholder in October 2018 to purchase up to 2,000,000 shares of common stock at an exercise price of \$0.50 per share. The warrant expired in October 2023 resulting in an adjustment to the fair value of the warrant liability of \$60,000.

During the year ended December 31, 2022, the Company issued 6,440,000 one-year warrants as an inducement for the issuance of short-term notes. The value of the warrants at issuance was \$1,739,600 which was recorded as debt issuance costs and was amortized to interest expense through the maturity date of the notes in October 2023. In conjunction with an amendment to the underlying notes, the warrants were amended into three-year warrants during December 31, 2023. The fair value of the warrants was \$386,400 on September 30, 2024 and December 31, 2023, respectively.

During the year ended December 31, 2022, the Company issued 400,000 one-year warrants as an inducement for issuance of short-term notes. The fair value of the warrant was \$60,000 at December 31, 2022. The warrant expired in October 2023 resulting in an adjustment to the fair value of the warrant liability of \$60,000.

During the year ended December 31, 2022, the Company issued 925,000 three-year warrants as inducements for the issuance of notes payable and for purchases of the Company's common stock to other private investors. The value of the warrants at issuance was \$248,250 of which \$171,635 was recorded as a reduction of capital and \$76,615 was recorded as debt issuance costs and is amortized to interest expense through the maturity date in November 2025. The fair value of the warrants totaled \$27,750 on September 30, 2024 and December 31, 2023, respectively.

During the year ended December 31, 2023, the Company issued 1,900,000 three-year warrants as inducement to purchase the Company's common stock to private investors. The value of the warrants at issuance of \$299,500 was recorded as a reduction of capital. The fair value of the warrants was \$133,000 on September 30, 2024 and December 31, 2023, respectively.

During the year ended December 31, 2023, the Company issued 1,000,000 three-year warrants for services rendered. The value of the warrants at issuance was \$40,000 was recorded as service expense. The fair value of these warrants was \$40,000 on September 30, 2024 and December 31, 2023, respectively.

During the year ended December 31, 2023, the Company issued 3,606,399 three-year warrants for inducement to amend short term notes. The value of the warrants at issuance was \$428,511 of which \$348,000 was recorded to loss on extinguishment of debt and the remainder recorded as debt issuance costs and amortized to interest expense. The value of these warrants was \$216,384 on September 30, 2024 and December 31, 2023, respectively.

During the year ended December 31, 2023, the Company issued 2,500,000 one-year warrants as inducement for the issuance of notes payable. The value of the warrants at issuance was \$250,000 and was amortized to interest expense through the maturity date. In August 2024, the Company terminated the warrant agreement resulting in an adjustment to warrant liability of \$50,000. The adjusted value of these warrants was \$0 on September 30, 2024 and \$50,000 December 31, 2023, respectively

These warrants are recorded as warranty liabilities in the consolidated balancing sheets totaling \$941,534 and \$991,534 on September 30, 2024 and December 31, 2023, respectively. Fair value adjustments to the warrants resulted in income of \$1,968,728 for the year ended December 31, 2023.

#### **NOTE 8 – STOCKHOLDERS' EQUITY**

The Company has a total of 1,500,000,000 shares of all classes of capital stock authorized, consisting of 1,000,000,000 shares of \$0.00001 par value common stock and 500,000,000 shares of \$0.00001 par value Preferred Stock.

The Company has never declared or paid any cash dividends on our common stock. The Company intends to retain any earnings for future growth and does not anticipate paying any cash dividends on our common stock in the foreseeable future. Any future determination to pay any dividends on our common stock will be at the discretion of our Board of Directors and will depend on our results of operations, financial conditions, contractual and legal restrictions and other factors the Board of Directors deems relevant.

#### **Series A Convertible Preferred Stock**



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During the year ended December 31, 2021, the Company issued a Private Placement Memorandum (PPM) for the offering of up to 60,000,000 shares of Series A Convertible Preferred Stock at a purchase price of \$0.25 per share and with an offering period from November 2021 through February 2022. Dividends on the shares are in preference to any dividends on common stock at a rate of 10% per annum (5% in cash and 5% in common stock), compounded and paid quarterly when and if declared by the Company's Board of Directors. Each share is initially convertible, at the holder's option, on a one-for-one basis into the Company's common stock. The shares are convertible at the Company's option upon meeting specified market conditions. The shares are also redeemable at the option of the Company at 120% of the original purchase price between years one and two, at 110% of the original purchase price between years two and three, or at 100% of the original purchase price after the third year. In all cases of redemption, accrued and unpaid dividends must also be paid. As of September 30, 2024 and December 31, 2023, 4,600,000 Series A Convertible Preferred shares had been purchased in connection with the PPM for aggregate proceeds, net of offering costs and net of the value assigned to the warrants of \$478,000.

For each Series A Convertible Preferred share purchased, the subscriber also received a warrant for the Company's common stock exercisable at \$0.40 per share. The strike price of the warrants could be modified under certain situations requiring bifurcation of the warrant as a liability in accordance with ASC 815. As of September 30, 2024 and December 31, 2023, the Company had issued 4,600,000 warrants in connection with the PPM. The fair value of the warrants totaled \$138,000 at September 30, 2024 and December 31, 2023, respectively. See Note 7 for further discussion.

Equity Incentive Plan

The Company's 2021 Equity Incentive Plan ("Equity Incentive Plan") was approved by the Company's Board of Directors and stockholders during the year ended December 31, 2021. The Equity Incentive Plan permits the granting of stock options with an exercise price equal to or greater than fair value of the Company's common stock on the date of grant, and other awards including stock appreciation rights, restricted stock awards and other stock-based or performance-based awards. The maximum number of common shares that may be delivered as a result of the exercise of incentive stock options is 20,000,000 and no such awards may be granted after the tenth anniversary of the adoption of the Equity Incentive Plan.

During the year ended December 31, 2021, 1,366,000 nonqualified stock options were issued to employees and directors. The options vest over a three-year period and expire in ten years. The estimated fair value of the stock options granted was \$0.23 per option, using the Black-Scholes option-pricing model.

The fair value of stock options is recorded as compensation expense on a straight-line basis over the vesting periods of the options and forfeitures are accounted for when they occur. Total compensation expense recognized during the quarters ended September 30, 2024 and 2023 totaled \$4,433 and \$17,628, respectively. Total compensation expense recognized during the nine months ended September 30, 2024, and 2023 totaled \$31,033 and \$52,882, respectively.

Information related to stock options is shown below. No further adjustments have been made in the first nine months of 2024.

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at December 31, 2023	960,000	0.40	7.6 years	\$ -
Exercisable at December 31, 2023	640,000	0.40	7.6 years	\$ -
Granted	-	-		
Forfeitures	(301,000)	0.40		
Exercised	-	-		
Outstanding at September 30, 2024	659,000	0.40	6.5 years	\$ -
Exercisable at September 30, 2024	659,000	0.40	6.5 years	\$ -

Warrants Issued for Compensation

On December 22, 2022, the Company issued 10,000,000 three-year warrants to Carl Ewusiak and Frank Rosso based on specified performance objectives which were met during the year. The warrants vest as follows: 33.3% at December 31, 2022, 33.3% at December

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31, 2023 and 33.3% at December 31, 2024. Stock based compensation expense totaling \$666,666 was recognized in the year ended December 31, 2023. Unrecognized compensation expense of \$666,667 at December 31, 2023 is being accrued monthly over the remaining 1 year vesting period. For the three and nine months ended September 30, 2024, stock compensation expense of \$166,667 and \$531,033, respectively, was recognized.

Accrued Liabilities Converted for Common Stock

In April 2024, the Company converted various liabilities owed to former and current Board of Director's totaling \$427,782 to 2,751,484 shares of the Company's common stock and \$152,635 was recorded as a gain on extinguishment of debt. In addition, the Company converted \$678,435 of accrued compensation, including \$428,435 to the Company's CEO and \$200,000 to the Company's President, to 2,826,812 of the Company's common stock, including 1,785,146 to the Company's CEO and 833,333 to the Company's President. \$366,587 was recorded to additional paid in capital and \$29,167 was recorded as gain on extinguishment of debt.

**NOTE 9 – COMMITMENTS AND CONTINGENCIES**

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed. The Company had no accruals for contingent liabilities as of September 30, 2024, and December 31, 2023.

**NOTE 10 – LEASES**

The Company accounts for leases in accordance with ASC 842, Leases, which requires the Company to recognize a right-of-use (ROU) asset and a lease liability at the lease commencement date for leases with a term longer than twelve months. The ROU asset represents the right to use the leased asset for the term of the lease. The lease liability represents the present value of the lease payments. The Company does not recognize ROU assets or lease liabilities for renewal periods unless it is determined that lease renewal is reasonably certain at inception or when a triggering event occurs. The Company recognizes its minimum rental expense on a straight-line basis based on the fixed components of a lease arrangement. Variable lease costs represent amounts that are not fixed in nature and are not tied to an index or rate and are recognized as incurred. The Company's variable lease costs are not material. In determining our ROU assets and lease liabilities, we apply a discount rate to the minimum lease payments within each lease agreement. When we cannot readily determine the discount rate implicit in the lease agreement, we utilize our fully collateralized incremental borrowing rate. To estimate our specific incremental borrowing rates we consider, among other factors, interest rates on our existing credit facilities and the term of the leases.

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The following tables presents the maturities of lease liabilities as:

	Finance Lease	
	9/30/2024	12/31/2023
Remaining 2024	6,318	25,266
2025	25,267	25,266
2026	16,844	16,944
2027	-	-
Total future lease payments	\$ 48,429	\$ 67,476
Less: imputed interest	\$ (4,108)	\$ (7,781)
Present value of lease liabilities	\$ 44,321	\$ 59,695
Current portion of lease liabilities:	\$ 22,177	\$ 25,266
Long-term portion of lease liabilities:	\$ 22,144	\$ 42,210
	\$ 44,321	\$ 67,476
	Operating Lease	
	9/30/2024	12/31/2023
Remaining 2024	80,826	325,798
2025	259,136	259,136
2026	54,500	54,500
2027	-	-
Total future lease payments	\$ 394,462	\$ 639,434
Less: imputed interest	\$ (26,415)	\$ (64,347)
Present value of lease liabilities	\$ 368,047	\$ 575,087
Current portion of lease liabilities:	\$ 283,721	\$ 279,153
Long-term portion of lease liabilities:	\$ 84,326	\$ 295,934
	\$ 368,047	\$ 575,087

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Supplemental cash flow information related to leases is as follows:

	<u>9/30/2024</u>	<u>12/31/2023</u>
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating leases	\$ 242,478	\$ 378,852
Operating cash flows from finance leases	\$ 18,954	\$ 6,767
Financing cash flows from finance leases	\$ 23,155	\$ 8,424
Right of use assets obtained in exchange for lease obligations		
Operating leases	\$ -	\$ -
Finance leases	\$ -	\$ 66,214
Weighted average remaining lease term as of:		
Operating leases	1.3 Years	2.0 Years
Finance leases	2.1 Years	2.7 Years
Weighted-average discount rate as of:		
Operating leases	10.0%	10.0%
Finance leases	9.0%	9.0%

**NOTE 11 – INCOME TAXES**

The current and historical tax rate has been 0% due to the full valuation of the Company's deferred tax assets. In determining the need for a valuation allowance, the Company has considered both positive and negative evidence, the most significant of which is the Company's historical losses. This position is consistent with the December 31, 2023 annual financial statements.

**NOTE 12 – SUBSEQUENT EVENTS**

The Company evaluated events and transactions subsequent to September 30, 2024, through November 14, 2024, the date the consolidated financial statements were available to be issued.

During the period October 1 through November 14<sup>th</sup>, the Company received \$627,000 from the sale of the Company's common stock.

## 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, Frank Rosso certify that:

1. I have reviewed this Disclosure Statement for Empire Diversified Energy, 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.

11-13-2024



CEO

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

*Principal Financial Officer:*

I, Kimberly Hawley certify that:

1. I have reviewed this Disclosure Statement for Empire Diversified Energy, 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.

11/13/2024

*Kimberly Hawley*

CFO

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