

**CYBERFUELS HOLDING COMPANY, INC.  
AND SUBSIDIARIES**

**CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)**

**September 30, 2024 and September 30, 2023**

**CYBERFUELS HOLDING COMPANY, INC.  
AND SUBSIDIARIES**

**September 30, 2024 and September 30, 2023**

**CONSOLIDATED FINANCIAL STATEMENTS**

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# PYBUS & COMPANY, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

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To Management

CyberFuels Holding Company, Inc. and Subsidiaries  
Palm Beach Gardens, FL

Management is responsible for the accompanying consolidated financial statements of CyberFuels Holding Company, Inc. and subsidiaries (a corporation), which comprise the consolidated balance sheets as of September 30, 2024 and June 30, 2024, and the related consolidated statements of operations and changes in stockholders' equity and cash flows for the three month periods ended September 30, 2024 and September 30, 2023, and the related notes to the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the consolidated financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. We do not express an opinion, a conclusion, nor provide any assurance on these consolidated financial statements.

We are not independent with respect to CyberFuels Holding Company, Inc. and Subsidiaries.

*Pybus & Company, P.A.*

Pybus & Company, P.A.

Stuart, FL

November 4, 2024

**CyberFuels Holding Company, Inc. and Subsidiaries**  
**Consolidated Balance Sheets**  
**(unaudited)**

<b>ASSETS</b>	<u>September 30, 2024</u>	<u>June 30, 2024</u>
<b>Current Assets</b>		
Cash	\$ 179,293	\$ 8,673
Accounts receivable, net	136,927	287,215
Prepaid expense	-	5,862
<b>Total Current Assets</b>	<u>316,220</u>	<u>301,750</u>
 <b>Land, Property and Equipment, net of depreciation</b>	 35,080,433	 35,081,058
 <b>Other Assets</b>		
Deposits	265	265
Investment in joint venture	595,900	595,900
Intangibles, net	815,287	834,108
<b>Total Other Assets</b>	<u>1,411,452</u>	<u>1,430,273</u>
 <b>TOTAL ASSETS</b>	 <u><u>\$ 36,808,105</u></u>	 <u><u>\$ 36,813,081</u></u>
 <b>LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued expenses	\$ 2,999,870	\$ 2,997,643
Deferred revenues	81,075	82,008
Common stock issued in excess of authorized shares	19,501	19,501
Mortgage note payable	18,000,000	18,000,000
Convertible note payable - related party	270,045	269,036
Note payable - related party	1,074,795	1,116,489
<b>Total Current Liabilities</b>	<u>22,445,287</u>	<u>22,484,677</u>
 Mortgage note payable, net of deferred loan costs	 8,763,984	 8,726,856
Accrued interest payable on mortgage note	1,507,500	1,005,000
<b>Total Long-Term Liabilities</b>	<u>10,271,484</u>	<u>9,731,856</u>
 <b>TOTAL LIABILITIES</b>	 32,716,771	 32,216,533
<b>COMMITMENTS &amp; CONTINGENCIES</b>	-	-
<b>Stockholders' Equity</b>		
Preferred stock, par value \$.001, 20,000,000 shares authorized, and 0 issued.	-	-
Common stock, par value \$.001, 230,000,000 shares authorized, 98,940,137 and 98,738,278, issued and outstanding at September 30, 2024 and June 30, 2024, respectively	79,439	79,237
Additional paid-in capital	47,212,121	47,023,455
Common stock to be issued	-	542
Accumulated deficit	(43,200,227)	(42,506,686)
<b>Total Stockholders' Equity</b>	<u>4,091,334</u>	<u>4,596,548</u>
 <b>TOTAL LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>	 <u><u>\$ 36,808,105</u></u>	 <u><u>\$ 36,813,081</u></u>

See accompanying notes and accountants' compilation report

**CyberFuels Holding Company, Inc. and Subsidiaries**  
**Consolidated Statements of Operations**  
**(unaudited)**

	For the Three Months Ended	
	September 30, 2024	September 30, 2023
<b>Revenues</b>		
Additive sales and service	\$ 49,941	\$ 74,446
Other revenues	300,121	64,989
<b>Total Revenues</b>	350,062	139,435
<b>Cost of goods sold</b>	58,338	48,284
<b>Gross Profit</b>	291,724	91,151
<b>Expenses</b>		
General and administrative	135,599	60,746
Payroll	181,982	96,005
Professional fees & consulting	117,144	147,083
<b>Total Expenses</b>	434,725	303,834
<b>(Loss) from Operations</b>	(143,001)	(212,683)
<b>Other Income (Expenses)</b>		
Other Interest expense	(23,085)	(26,726)
Interest expense on mortgage note	(539,628)	-
Rental income	12,173	-
<b>Total Other Income (Expense)</b>	(550,540)	(26,726)
<b>Net Profit (Loss) Before Provision for Income Taxes</b>	(693,541)	(239,409)
<b>Provision for income taxes</b>	-	-
<b>Net Profit (Loss)</b>	\$ (693,541)	\$ (239,409)
<b>Basic and Diluted Earnings (Loss) per Share</b>	\$ (0.01)	\$ (0.00)
Weighted average number of common shares - basic and diluted	98,843,088	88,021,467

See accompanying notes and accountants' compilation report

**CyberFuels Holding Company, Inc. and Subsidiaries**  
**Consolidated Statements of Changes in Stockholders' Equity (Deficit)**  
**For the Three Months Ended September 30, 2024 and September 30, 2023**  
**(unaudited)**

	Preferred stock		Common stock		Common stock to be issued	Additional paid-in capital	Accumulated deficit	Total stockholders' equity
	Shares	Amount	Shares	Amount	Amount			
<b>Balances at June 30, 2024</b>	-	\$ -	79,778,534	\$ 79,237	\$ 542	\$ 47,023,455	\$ (42,506,686)	\$ 4,596,548
Stock issued for cash			176,859	177		117,323		117,500
Stock issued for services-third party			25,000	25		17,475		17,500
Stock-based compensation						31,250		31,250
Reduction of common stock to be issued			(542,000)	-	(542)	542		-
Contributed capital on noninterest bearing notes						22,077		22,077
Net loss for the three months ended September 30, 2024							(693,541)	(693,541)
<b>Balances at September 30, 2024</b>	-	\$ -	79,438,393	\$ 79,439	\$ -	\$ 47,212,122	\$ (43,200,227)	\$ 4,091,334

79,438,393	
19,501,744	Add shares issued in excess of authorized (see Note 5)
<u>98,940,137</u>	Total common stock outstanding

	Preferred stock		Common stock		Common stock to be issued	Additional paid-in capital	Accumulated deficit	Total stockholders' deficit
	Shares	Amount	Shares	Amount	Amount			
<b>Balances at June 30, 2023</b>	-	\$ -	68,611,722	\$ 68,070	\$ 542	\$ 39,415,768	\$ (40,127,928)	\$ (643,548)
Stock issued for cash			450,000	450		204,610		205,060
Contributed capital on noninterest bearing notes						25,726		25,726
Net loss for the three months ended September 30, 2023							(239,409)	(239,409)
<b>Balances at September 30, 2023</b>	-	\$ -	69,061,722	\$ 68,520	\$ 542	\$ 39,646,104	\$ (40,367,337)	\$ (652,171)

69,061,722	
19,501,744	Add shares issued in excess of authorized (see Note 5)
(542,000)	Less common stock to be issued
<u>88,021,466</u>	Total common stock outstanding

See accompanying notes and accountants' compilation report.

**CyberFuels Holding Company, Inc. and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
**(unaudited)**

	For the Three Months Ended	
	September 30, 2024	September 30, 2023
<b>Cash Flows from Operating Activities</b>		
Net (loss)	\$ (693,541)	\$ (239,409)
<b>Adjustments to Reconcile Net Loss to Net Cash Provided by (Used in) Operating Activities</b>		
Depreciation and amortization	19,446	-
Amortization of deferred loan costs	37,128	-
Contributed capital for non interest bearing notes payable	22,077	25,726
Stock based compensation	48,750	-
Accrued interest convertible note payable - related party	1,009	940
<b>Changes in Operating Assets and Liabilities:</b>		
(Increase) decrease in accounts receivable	150,288	(8,386)
Decrease in prepaid expenses	5,862	-
Increase in accounts payable and accrued expenses	2,228	12,860
(Decrease) in deferred revenues	(933)	-
Increase in accrued interest on mortgage note	502,500	-
<b>Net Cash Provided by (Used in) Operating Activities</b>	94,814	(208,269)
<b>Cash Flows from Investing Activities:</b>		
Increase in investment in joint venture	-	(10,600)
<b>Net Cash Used in Investing Activities</b>	-	(10,600)
<b>Cash Flows from Financing Activities:</b>		
Payments on note payable - related party	(41,694)	(40,677)
Proceeds from shares issued for cash	117,500	225,320
<b>Net Cash Provided by Financing Activities</b>	75,806	184,643
<b>Net Increase (decrease) in cash</b>	170,620	(34,226)
<b>Cash - Beginning of Period</b>	8,673	65,280
<b>Cash - End of Period</b>	\$ 179,293	\$ 31,054
<b>Supplemental Disclosure of Cash Flow Information:</b>		
Cash paid for interest	\$ -	\$ -
Cash paid for taxes	\$ -	\$ -

See accompanying notes and accountants' compilation report

**CYBERFUELS HOLDING COMPANY, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**September 30, 2024 and June 30, 2024**

**Note 1. Organization and Significant Accounting Policies**

Organization and Line of Business

CyberFuels Holding Company, Inc. (“the Company”) is a Delaware corporation organized March 2000. In July 2012, a new subsidiary of the Company was formed and incorporated in the state of Delaware by the name of Cyber Fuels, Inc. This subsidiary entered the Company into the alternative fuels and fuel additive markets. Effective June 18, 2024, the Company amended its Articles of Incorporation with the State of Delaware which included changing its name from Encountercare Solutions, Inc. to CyberFuels Holding Company, Inc. and effective August 20, 2024, the Company changed its trading symbol to CBRF.

Effective December 29, 2023, the Company, through three indirect subsidiaries, Tampa Bay Canal, LLC (formed in Florida 2022), CyberFuels Gateway Terminal, LLC (formed in Florida 2020), and Tampa Bay Dredging, LLC (formed in Florida 2022), acquired approximately 72 acres of land, waterways, equipment and associated businesses located at Port Tampa, Florida.

The Company also operates a healthcare company that provides high-tech home care services exclusively for children, including home infusion, home medical equipment, and ancillary services which was formed in 2000.

Liquidity and Management’s Plan

The Company has incurred recurring losses from operations for the period ended September 30, 2024. In response to these results, management has implemented the following steps to ensure the ongoing liquidity and viability of the Company: (1) the Company is expected to enter into a terminal related financial arrangement with a third party which could include some form of cost reimbursement for due diligence and transition costs and cost sharing for ongoing costs; (2) Significant shareholders have continued to invest in the company by purchasing common stock to fund continuing operations; and (3) Developed various revenue generation opportunities including increasing its additive sales and service revenues as well as revenues acquired from its business acquisition in December 2023. Management believes that the successful implementation of these initiatives will provide them with the necessary liquidity to continue as a going concern.

Investment in Joint Venture

In August 2015 the company entered into a joint venture. The joint venture was established to explore opportunities in advancing the company's medical division. For the periods ended September 30, 2024 and June 30, 2024 the Company’s balance in investment in joint venture was \$595,900 and \$595,900 respectively.

Principles of Consolidation

The consolidated financial statements for the periods ended September 30, 2024 and June 30, 2024 include the accounts of CyberFuels Holding Company, Inc. and its wholly owned subsidiaries; Cyber Fuels Inc. and Building Block Pediatric Home Health Services, Inc. as well as its indirect wholly-owned subsidiaries Tampa Bay Canal, LLC, Cyberfuels Gateway Terminal, LLC, and Tampa Bay Dredging LLC. Significant intercompany accounts and transactions have been eliminated in consolidation.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America includes the use of estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, the actual results could differ from those estimates. Significant estimates include the valuation allowance on deferred tax assets, the valuation of stock issued for services and the accrual, included in accounts payable and accrued expenses, necessary to satisfy the liability assumed from Seller (see note 2). Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and cash in banks. For purposes of the consolidated statements of cash flows, the Company considers all unrestricted highly liquid investments with maturities of three months or less to be cash equivalents. The Company’s cash balances totaled \$179,293 as of September 30, 2024 and \$8,673 as of June 30, 2024 which were under the applicable FDIC insurance limits.



**CYBERFUELS HOLDING COMPANY, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**September 30, 2024 and June 30, 2024**

**Note 1. Organization and Significant Accounting Policies- Cont.**

Inventory

The Company's inventory is stated at the lower of cost or market using the FIFO costing method. There was no inventory on hand on September 30, 2024 and June 30, 2024. Inventory periodically exists of components and finished goods available and ready for sale in the CyberFuels, Inc. subsidiary.

Revenue Recognition

The Company recognizes revenue over the period the service is performed in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 605, Revenue Recognition in Financial Statements. In general, ASC Topic 605 requires that four basic criteria must be met before revenue can be recognized: (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or services rendered, (iii) the fee is fixed and determinable, and (iv) collectability is reasonably assured. The Company recognizes additive revenues when products are received by customers. Other revenues related to the terminal are recognized in the month the services are rendered while other revenues from healthcare services are recognized when insurance reimbursements or patient payments are received. The Company's compliance with these revenue recognition policies resulted in the Company's deferral of income totaling \$81,075 at September 30, 2024 and \$82,008 at June 30, 2024.

Customer Concentration

For the period ended September 30, 2024, the Company had two customers from its terminal acquisition that, in the aggregate, comprised \$190,301, or 54%, of the Company's total revenue for that period.

Property and Equipment

Property and equipment are stated at cost and depreciated on the straight-line method over the estimated useful life of the asset, which is 3 - 15 years.

Intangible Assets

In accordance with ASC Topic 350, Intangibles, Goodwill and Other, the Company requires that intangible assets with a finite life be amortized over their life and requires that goodwill and intangible assets be reviewed for impairment annually or more frequently if impairment indicators arise.

Included in the intangible assets of \$815,287 at September 30, 2024 are certain customer list intangible assets recorded in connection with the acquisition of certain businesses (see Note 2). The customer list intangible was calculated utilizing the discounted cash flows related to the canal water rights. The Company, utilizing the discounted income approach to determine fair value, allocated \$752,836 of the purchase price to the customer list intangible. The Company is amortizing the customer list intangible over its 10 year expected useful life. Amortization expense of \$18,821 has been recognized for the period ended September 30, 2024 with total accumulated amortization of \$56,463 as of September 30, 2024. Also, included in the intangible assets at September 30, 2024 and June 30, 2024 are \$118,914 of additive patents assigned to CyberFuels, Inc.

Shipping and Handling Costs

We expense all shipping and handling costs as incurred. We include these costs in general and administrative expenses or cost of goods sold, depending on whether such costs are related to customer transactions, in the accompanying financial statements.

Advertising

The costs incurred for producing and communicating advertising are charged to operations as incurred. Advertising expenses for the periods ended September 30, 2024 and September 30, 2023 were \$147 and \$0, respectively.

Research and Development

The Company is not currently engaged in research and development activities. Research and development costs, when incurred, are charged as operating expense of the Company. There were no research and development expenses recorded for the periods ended September 30, 2024 or September 30, 2023.

**CYBERFUELS HOLDING COMPANY, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

**September 30, 2024 and June 30, 2024**

**Note 1. Organization and Significant Accounting Policies- Cont.**

Lease Accounting

In February 2016, the Financial Accounting Standards Board (FASB) issued ASU No. 2016-02, Leases (Topic 842). This guidance requires lessees to recognize leases on the balance sheet and disclose key information about leasing arrangements. ASU 2016-02 establishes a right-of-use model (ROU) that requires a lessee to recognize an ROU asset and lease liability on the balance sheet for all leases with a term longer than 12 months. The Company adopted this standard effective July 1, 2022, as required. The Company elected the “package of practical expedients,” which permits the Company not to reassess, under ASU 2016-02, prior conclusions about lease identification, lease classification and initial direct costs. The new standard also provides practical expedients for an entity’s ongoing accounting. The Company elected to utilize the short-term lease recognition exemption for all leases that qualify. This means, for those short-term leases that qualify, the Company will not recognize ROU assets or lease liabilities. The Company elected to separate lease and non-lease components for facility leases.

Fair Value of Financial Instruments

The carrying amounts reported in the balance sheet for accounts receivable, accounts payable and accrued expenses, mortgage note payable, and related party notes payable is the approximate fair value based on the short-term maturity of these instruments.

Income Taxes

The Company accounts for income taxes under FASB Codification Topic 740-10-25 (“ASC 740-10-25”) Income Taxes. Under ASC 740-10-25, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under ASC 740-10-25, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Recent Accounting Pronouncements

In June 2016, the FASB issued ASU 2016-13, Financial Instruments—Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments. This standard update requires that certain financial assets be measured at amortized cost net of an allowance for estimated credit losses such that the net receivable represents the present value of expected cash collection. In addition, this standard update requires that certain financial assets be measured at amortized cost reflecting an allowance for estimated credit losses expected to occur over the life of the assets. The estimate of credit losses must be based on all relevant information including historical information, current conditions and reasonable and supportable forecasts that affect the collectability of the amounts. ASU 2016-13 is effective for fiscal years beginning after December 15, 2022. The Company estimates this guidance will have no impact on the Company. The Company implemented the guidance for the year ended June 30, 2024.

ASU 2023-09, Improvements to Income Tax Disclosures (Topic 740). In December 2023, the FASB issued a new accounting standard to enhance the transparency and decision usefulness of income tax disclosures. The new standard is effective for annual periods beginning after December 15, 2024, with retrospective application permitted. There will be no impact to our consolidated balance sheets or income statements; however, there will be changes to our consolidated financial statement disclosures, primarily related to the effective tax rate reconciliation and cash paid for income taxes.

All other recent accounting pronouncements issued by FASB (including the Emerging Issues Task Force) and the AICPA did not, or are not, believed by the Company’s management, to have a material impact on the Company’s present or future financial statements.

Basic and Diluted Net Loss per Common Share

Net Loss per Common Share is computed pursuant to ASC Topic 260, *Earnings per Share*. Basic net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Diluted net loss per share is computed by dividing net loss by the weighted average number of shares of common stock and potentially outstanding shares of common stock during each period.

**CYBERFUELS HOLDING COMPANY, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**September 30, 2024 and June 30, 2024**

**Note 2. Acquisition**

Effective December 29, 2023, the Company, through its indirect wholly owned subsidiaries, purchased 72 acres of land, waterways, equipment and existing businesses. The transaction was treated as an asset acquisition, and accordingly, assets were measured using the cost accumulation model with costs allocated to acquired assets on a relative fair value basis. In connection with the transaction, the Seller agreed to provide a mortgage, secured by the properties and the businesses, in the amount of \$26,800,000. The mortgage has a final maturity of December 29, 2025 with a partial payment of \$18,000,000 due on or before June 29, 2024. While the initial mortgage note payment is past due, the Seller has not called the note, nor has it begun foreclosure proceedings, as the Company is in the process of finalizing terms for its terminal joint venture with a third-party partner. In addition to the mortgage, the Company raised \$3.69 million in new equity from investors and issued 4,275,809 shares to the Seller with a fair value as of the effective date of \$2,775,000. In total, the Company acquired assets totaling \$35.83 million, including land and waterways with a cost of \$34.83 million, while also assuming \$2.5 million in liabilities of the Seller.

**Note 3. Property and equipment**

Property and equipment is summarized as follows at September 30, 2024 and June 30, 2024:

	September 30, 2024	June 30, 2024
Land	\$ 34,831,941	\$ 34,831,941
Equipment	242,450	242,450
Office and Medical Equipment	422,984	422,984
Furniture	37,461	37,461
Automobiles	28,052	28,052
Total	35,562,888	35,562,888
Depreciation	(482,455)	(481,830)
Net	\$ 35,080,433	\$ 35,081,058

Depreciation and amortization expense for the periods ended September 30, 2024 June 30, 2024 was \$625 and \$833, respectively. During the year ended June 30, 2024, the Company purchased a used vehicle for \$7,500 from one of its officers. The purchase price was determined based on independent pricing sources.

**Note 4. Convertible note payable, note payable and mortgage payable**

Convertible Note – Related Party

The company entered into a convertible note agreement dated July 1, 2012 with a related party for the sum of \$225,000. The note has a stated interest rate of 1.5% which is being accrued to the note. The note is convertible at any time determinable by the holder. The note has an outstanding balance at September 30, 2024 and June 30, 2024 of \$270,045 and \$269,036, respectively.

Note Payable – Related Party

A note payable with a related party was entered into by the Company with an officer of the Company for an amount of \$3,350,000, with no stated interest. An 8% interest rate was imputed. Interest expense of \$22,077 was contributed to additional paid in capital rather than accrued for the period ended September 30, 2024 and \$96,144 for the year ended June 30, 2024. The loan is renewed on an annual basis. During the periods ended September 30, 2024 and the year ended June 30, 2024 the loan repayments totaled \$41,694 and \$172,825, respectively.

	Balance		Balance
	06/30/2024	Repayments	09/30/2024
Total	\$1,116,489	(\$41,694)	\$1,074,795

**CYBERFUELS HOLDING COMPANY, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**September 30, 2024 and June 30, 2024**

	Balance 06/30/2023	Repayments	Balance 06/30/2024
Total	\$1,289,314	(\$172,825)	\$1,116,489

Mortgage payable

As part of the asset acquisition the Company entered into a mortgage note payable of \$26,800,000 with the Seller. The mortgage has a final maturity of December 29, 2025, with a required partial payment of \$18,000,000 due on or before June 29, 2024 (see Note 2).

**Note 5. Stockholders' equity**

The Board of Directors of the Company and a majority of shareholders entered into a joint written consent ("the consent") approving the Company's name change, increasing its authorized shares of common stock to 230,000,000 shares, and increasing the authorized shares of preferred stock to 20,000,000 shares. On June 18, 2024, the Company's Articles of Incorporation were amended with the State of Delaware to reflect all such changes. Each outstanding share of common stock is entitled to one vote on corporate matters requiring a vote. Certain corporate matters, such as normal business operations are conducted by the officers of the corporation acting under direction of the board of directors. There are no other material rights of common shareholders. There are no provisions in the Company's bylaws that would delay, defer or prevent a change in control of the Issuer.

As of September 30, 2024, the Consolidated Statements of Changes in Stockholders' Equity indicates total shares of common stock outstanding of 98,940,137. This is made up of two balances, 79,438,393 of issued common shares plus 19,501,744 common shares issued in excess of those authorized.

The excess shares issued of 19,501,744 are currently being classified under current liabilities as common stock issued in excess of authorized shares. Therefore, those equity transactions are not contained in the Consolidated Statements of Changes in Stockholders' Equity.

Shares Issued for Cash & Services

Shares were issued in exchange for cash. The total common shares issued in exchange for cash were 176,859 for the period ended September 30, 2024 and 450,000 shares were issued for the period ended September 30, 2023.

A total of 25,000 common shares were issued in exchange for services during the period ended September 30, 2024 with a fair market value of \$17,500. There were no shares issued for services for the period ended September 30, 2023.

Shares to be Issued

As of September 30, 2024 the Company has eliminated the 542,000 common shares which were expected to be issued subsequent to the balance sheet date for cash and services. At September 30, 2023 a total of 542,000 shares were to be issued for cash and services yet to be issued.

**Note 7. Commitments and contingencies**

Employment Agreements

The Company has an employment agreement with the president/Chief Executive Officer. No expenses or accruals have been recorded in the consolidated financial statements from this agreement.

Lease Agreements

The Company operates a month-to-month lease in Palm Beach Gardens, Florida for its executive offices as well as a corporate apartment in Tampa, Florida under a 12-month lease which expires in January, 2025. Total rent expense for the periods ended September 30, 2024 and 2023 was \$19,299 and \$9,942, respectively.

**CYBERFUELS HOLDING COMPANY, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**  
**September 30, 2024 and June 30, 2024**

**Note 8. Subsequent events**

In preparing the financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through November 4, 2024 the date the financial statements were available to be issued.

# CyberFuels Holding Company, Inc.

## A Delaware Corporation

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## Quarterly Report

For the period ended September 30, 2024 (the "Reporting Period")

### Outstanding Shares

The number of shares outstanding of our Common Stock was:

98,940,137 as of 09/30/2024 (Current Reporting Period Date or More Recent Date)

98,738,278 as of 06/30/2024 (Most Recent Completed Fiscal Year End)

### Shell Status

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

Yes:  No:

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

Yes:  No:

### Change in Control

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

Yes:  No:

---

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

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

CyberFuels Holding Company, Inc.  
Encounter Care Solutions, Inc. until August 19, 2024  
Ecare Solutions, Inc. until November 13, 2000  
Backgenesis, Inc. until March 21, 2000  
Minimally Invasive Surgery Corporation until November 19, 1999  
Galaxy Ventures, Inc. until June 23, 1998

Current State and Date of Incorporation or Registration: Delaware; December 12, 1996  
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:

2401 PGA BLVD., Suite 196  
Palm Beach Gardens, FL 33410

Address of the issuer's principal place of business:

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

\_\_\_\_\_

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

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

\_\_\_\_\_

## 2) Security Information

### **Transfer Agent**

Name: Pacific Stock Transfer  
Phone: 800-785-7782  
Email: malou@pacificstocktransfer.com  
Address: 6725 Via Austi Pkwy, Suite 300  
Las Vegas, Nevada  
89119

### **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:	CBRF
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>278744107</u>
Par or stated value:	<u>\$.001</u>
Total shares authorized:	230,000,000 <u>as of date: 9/30/2024.</u>
Total shares outstanding:	98,940,137 <u>as of date: 9/30/2024.</u>
Total number of shareholders of record:	583 <u>as of date: 9/30/2024.</u>

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

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

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	Preferred stock
Par or stated value:	\$.001
Total shares authorized:	<u>20,000,000</u> <u>as of date: 09/30/2024</u>
Total shares outstanding:	<u>0</u> <u>as of date: 09/30/2024</u>
Total number of shareholders of record:	<u>0</u> <u>as of date: 09/30/2024</u>

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



**Security Description:**

*The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:*

**1. For common equity, describe any dividend, voting, and preemption rights.**

Each outstanding share of common stock is entitled to one vote on corporate matters requiring a vote. Certain corporate matters, such as normal business operations are conducted by the officers of the corporation acting under the direction of the board of directors. There are no other material rights of common shareholders.

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

None Issued.

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

None.

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

None.

**3) Issuance History**

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

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

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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date: 07/1/2022 Common: 83,988,646 Preferred: 0			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or canceled)	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 individuals with voting/investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
07/12/2022	New Issuance	9,091	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144
07/12/2022	New Issuance	9,091	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
07/12/2022	New Issuance	97,030	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
07/12/2022	New Issuance	20,000	Common	.55	Yes	Trevor Bauer	Cash	Restricted	144
07/12/2022	New Issuance	20,000	Common	.55	Yes	Mark Oliver	Cash	Restricted	144
07/15/2022	New Issuance	4,546	Common	.55	Yes	Mike Minko	Cash	Restricted	144
07/15/2022	New Issuance	9,091	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
07/15/2022	New Issuance	30,682	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
07/15/2022	New Issuance	72,727	Common	.55	Yes	Jacob Koenig	Cash	Restricted	144
08/01/2022	New Issuance	18,182	Common	.55	Yes	Mike Minko	Cash	Restricted	144
08/01/2022	New Issuance	27,273	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
08/01/2022	New Issuance	19,000	Common	.55	Yes	Jacob Koenig	Cash	Restricted	144
08/01/2022	New Issuance	90,909	Common	.55	Yes	Nicholas E. Tamposi	Cash	Restricted	144
08/01/2022	New Issuance	5,000	Common	.55	Yes	Clover Bragg	Cash	Restricted	144

08/05/2022	New Issuance	22,222	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
08/05/2022	New Issuance	8,000	Common	.55	Yes	Robert Good	Cash	Restricted	144
08/19/2022	New Issuance	45,455	Common	.55	Yes	Robert Weiner	Cash	Restricted	144
08/19/2022	New Issuance	18,182	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
08/19/2022	New Issuance	18,182	Common	.55	Yes	David Brannon	Cash	Restricted	144
08/19/2022	New Issuance	18,000	Common	.55	Yes	David Barnhill	Cash	Restricted	144
08/25/2022	New Issuance	9,091	Common	.55	Yes	Mike Minko	Cash	Restricted	144
08/29/2022	New Issuance	9,091	Common	.55	Yes	Mike Minko	Cash	Restricted	144
09/08/2022	New Issuance	6,364	Common	.55	Yes	Mike Minko	Cash	Restricted	144
09/08/2022	New Issuance	10,000	Common	.55	Yes	Robert Weiner	Cash	Restricted	144
09/08/2022	New Issuance	10,000	Common	.55	Yes	Jacob Koenig	Cash	Restricted	144
09/08/2022	New Issuance	40,000	Common	.55	Yes	Mark E. Bernhard	Cash	Restricted	144
09/08/2022	New Issuance	5,455	Common	.55	Yes	Clover Bragg	Cash	Restricted	144
09/21/2022	New Issuance	18,182	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144
09/21/2022	New Issuance	18,181	Common	.55	Yes	Richard Baray	Cash	Restricted	144
09/23/2022	New Issuance	300,000	Common	.55	Yes	Brian Pybus	Services	Restricted	144
10/05/2022	New Issuance	18,181	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
10/05/2022	New Issuance	47,272	Common	.55	Yes	Robert Good	Cash	Restricted	144

10/05/2022	New Issuance	14,545	Common	.55	Yes	Douglas B. Clark	Cash	Restricted	144
10/18/2022	New Issuance	51,999	Common	.55	Yes	Robert Good	Cash	Restricted	144
11/01/2022	New Issuance	36,363	Common	.55	Yes	Thomas G. Hixon	Cash	Restricted	144
11/01/2022	New Issuance	15,081	Common	.55	Yes	Mike Minko	Cash	Restricted	144
11/01/2022	New Issuance	21,817	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
11/01/2022	New Issuance	8,181	Common	.55	Yes	Jacob Koenig	Cash	Restricted	144
11/01/2022	New Issuance	56,726	Common	.55	Yes	Jack Ackerman	Cash	Restricted	144
11/01/2022	New Issuance	25,000	Common	.55	Yes	Mark E. Bernhard	Cash	Restricted	144
11/08/2022	New Issuance	7,272	Common	.55	Yes	Robert Weiner	Cash	Restricted	144
11/08/2022	New Issuance	15,545	Common	.55	Yes	Robert Good	Cash	Restricted	144
11/08/2022	New Issuance	10,000	Common	.55	Yes	Douglas B. Clark	Cash	Restricted	144
11/08/2022	New Issuance	63,636	Common	.55	Yes	Steven Wilson	Cash	Restricted	144
11/08/2022	New Issuance	18,000	Common	.55	Yes	Nader Neshewat	Cash	Restricted	144
11/23/2022	New Issuance	14,545	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
11/23/2022	New Issuance	4,000	Common	.55	Yes	Jacob Koenig	Cash	Restricted	144
11/23/2022	New Issuance	19,999	Common	.55	Yes	Howard Good	Cash	Restricted	144
11/23/2022	New Issuance	18,181	Common	.55	Yes	Alice Axenfield Storm	Cash	Restricted	144
12/05/2022	New Issuance	9,090	Common	.55	Yes	Mike Minko	Cash	Restricted	144

12/05/2022	New Issuance	29,999	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
01/04/2023	New Issuance	28,999	Common	.55	Yes	Robert Good	Cash	Restricted	144
01/04/2023	New Issuance	10,000	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
01/09/2023	New Issuance	32,727	Common	.55	Yes	Brenda Patsy Smith	Cash	Restricted	144
01/09/2023	New Issuance	45,454	Common	.55	Yes	Alice Axenfield Storm	Cash	Restricted	144
01/09/2023	New Issuance	22,727	Common	.55	Yes	Hollye H. Eubanks	Cash	Restricted	144
01/17/2023	New Issuance	100,000	Common	.45	Yes	Rodney Timms	Cash	Restricted	144
01/17/2023	New Issuance	400,000	Common	.50	Yes	Rodney Timms	Cash	Restricted	144
02/17/2023	New Issuance	18,181	Common	.55	Yes	Robert Weiner	Cash	Restricted	144
02/17/2023	New Issuance	6,500	Common	.55	Yes	Robert Good	Services	Restricted	144
02/17/2023	New Issuance	10,909	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144
02/17/2023	New Issuance	65,000	Common	.55	Yes	Juan Carlos Guilbe	Cash	Restricted	144
02/17/2023	New Issuance	10,909	Common	.55	Yes	Stephen Zimmerman	Cash	Restricted	144
02/24/2023	New Issuance	27,272	Common	.55	Yes	Robert Weiner	Cash	Restricted	144
02/28/2023	New Issuance	25,000	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144
02/28/2023	New Issuance	12,000	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144
02/28/2023	New Issuance	10,000	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144

02/28/2023	New Issuance	19,355	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144
02/28/2023	New Issuance	55,455	Common	.55	Yes	Thomas Sansone	Cash	Restricted	144
03/09/2023	New Issuance	17,272	Common	.55	Yes	Mike Minko	Cash	Restricted	144
03/09/2023	New Issuance	23,636	Common	.55	Yes	Robert Weiner	Cash	Restricted	144
03/09/2023	New Issuance	312,072	Common	.55	Yes	William Edward Robertson	Cash	Restricted	144
03/09/2023	New Issuance	27,272	Common	.55	Yes	Jack Ackerman	Cash	Restricted	144
03/09/2023	New Issuance	27,272	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
03/09/2023	New Issuance	27,272	Common	.55	Yes	Michael Schwartz	Cash	Restricted	144
03/16/2023	New Issuance	63,636	Common	.55	Yes	Robert Good	Cash	Restricted	144
03/16/2023	New Issuance	18,182	Common	.55	Yes	Leanna C. Oliver	Cash	Restricted	144
03/16/2023	New Issuance	9,091	Common	.55	Yes	Davis Oliver	Cash	Restricted	144
03/16/2023	New Issuance	9,091	Common	.55	Yes	Drake Oliver	Cash	Restricted	144
03/30/2023	New Issuance	30,000	Common	.55	Yes	Mike Schwartz	Cash	Restricted	144
04/16/2023	New Issuance	9,090	Common	.55	Yes	Jack Ackerman	Cash	Restricted	144
04/19/2023	New Issuance	9,090	Common	.50	Yes	Joseph Baray	Cash	Restricted	144
04/19/2023	New Issuance	90,909	Common	.55	Yes	Paul Gram	Cash	Restricted	144
04/19/2023	New Issuance	157,809	Common	.55	Yes	Kenneth Klipper Trust	Services	Restricted	144
04/19/2023	New Issuance	17,272	Common	.55	Yes	Jacob Koenig	Cash	Restricted	144

04/19/2023	New Issuance	10,000	Common	.50	Yes	Mike Minko	Cash	Restricted	144
04/19/2023	New Issuance	18,181	Common	.55	Yes	Robert Weiner	Cash	Restricted	144
04/21/2023	New Issuance	72,727	Common	.55	Yes	Andrew J. Hedrick	Cash	Restricted	144
05/15/2023	New Issuance	20,000	Common	.50	Yes	Jack Ackerman	Cash	Restricted	144
06/01/2023	New Issuance	120,000	Common	.50	Yes	Steven Wilson	Cash	Restricted	144
06/26/2023	New Issuance	20,000	Common	.50	Yes	Abraham Colchado	Cash	Restricted	144
06/26/2023	New Issuance	8,000	Common	.50	Yes	Jack Ackerman	Cash	Restricted	144
06/26/2023	New Issuance	10,000	Common	.50	Yes	Mike Minko	Cash	Restricted	144
06/26/2023	New Issuance	20,000	Common	.50	Yes	Michael Schwartz	Cash	Restricted	144
06/26/2023	New Issuance	40,000	Common	.50	Yes	Steven Wilson	Cash	Restricted	144
07/19/2023	New Issuance	20,000	Common	.50	Yes	Abraham Colchado	Cash	Restricted	144
07/19/2023	New Issuance	40,000	Common	.50	Yes	Alice Axenfield Storm	Cash	Restricted	144
07/19/2023	New Issuance	60,000	Common	.50	Yes	Steven Wilson	Cash	Restricted	144
07/21/2023	New Issuance	20,000	Common	.50	Yes	Mike Minko	Cash	Restricted	144
07/21/2023	New Issuance	20,000	Common	.50	Yes	Jack Ackerman	Cash	Restricted	144
08/04/2023	New Issuance	10,000	Common	.50	Yes	Mike Minko	Cash	Restricted	144
8/25/2023	New Issuance	50,000	Common	.50	Yes	David Brannon	Cash	Restricted	144
08/31/2023	New Issuance	40,000	Common	.50	Yes	Stephen Zimmerman	Cash	Restricted	144

08/31/2023	New Issuance	20,000	Common	.50	Yes	Stephen Zimmerman	Cash	Restricted	144
08/31/2023	New Issuance	40,000	Common	.50	Yes	Michael Schwartz	Cash	Restricted	144
08/31/2023	New Issuance	20,000	Common	.50	Yes	Steven Wilson	Cash	Restricted	144
09/26/2023	New Issuance	10,000	Common	.50	Yes	Thomas Sansone	Cash	Restricted	144
09/28/2023	New Issuance	20,000	Common	.50	Yes	Jack Ackerman	Cash	Restricted	144
09/28/2023	New Issuance	20,000	Common	.50	Yes	Mike Minko	Cash	Restricted	144
09/28/2023	New Issuance	40,000	Common	.50	Yes	Thomas Sansone	Cash	Restricted	144
09/28/2023	New Issuance	20,000	Common	.50	Yes	Stephen Zimmerman	Cash	Restricted	144
10/20/2023	New Issuance	16,000	Common	.50	Yes	Mike Minko	Cash	Restricted	144
10/20/2023	New Issuance	40,000	Common	.50	Yes	Thomas Sansone	Cash	Restricted	144
10/20/2023	New Issuance	20,000	Common	.50	Yes	Thomas Sansone	Cash	Restricted	144
10/20/2023	New Issuance	16,000	Common	.50	Yes	Jack Ackerman	Cash	Restricted	144
11/08/2023	New Issuance	10,000	Common	.50	Yes	Mike Minko	Cash	Restricted	144
11/08/2023	New Issuance	40,000	Common	.50	Yes	Michael Schwartz	Cash	Restricted	144
11/08/2023	New Issuance	10,000	Common	.50	Yes	Jack Ackerman	Cash	Restricted	144
11/08/2023	New Issuance	20,000	Common	.50	Yes	Robert Weiner	Cash	Restricted	144
12/18/2023	New Issuance	8,000	Common	.50	Yes	Mike Minko	Cash	Restricted	144
12/18/2023	New Issuance	10,000	Common	.50	Yes	Stephen Zimmerman	Cash	Restricted	144



12/18/2023	New Issuance	8,000	Common	.50	Yes	Jack Ackerman	Cash	Restricted	144
12/18/2023	New Issuance	30,000	Common	.50	Yes	Abraham Colchado	Cash	Restricted	144
12/29/2023	New Issuance	20,000	Common	.50	Yes	Thomas Sansone	Cash	Restricted	144
12/29/2023	New Issuance	20,000	Common	.50	Yes	Michael Schwartz	Cash	Restricted	144
12/29/2023	New Issuance	40,000	Common	.50	Yes	Stephen Zimmerman	Cash	Restricted	144
12/29/2023	New Issuance	14,000	Common	.50	Yes	Robert Weiner	Cash	Restricted	144
12/29/2023	New Issuance	30,000	Common	.50	Yes	Michael Schwartz	Cash	Restricted	144
12/29/2023	New Issuance	16,667	Common	.50	Yes	David Brannon	Cash	Restricted	145
12/29/2023	New Issuance	4,275,809	Common	64.9	Yes	George Lorton	Cash	Restricted	144
12/29/2023	New Issuance	26,667	Common	.75	Yes	Howard Shapiro	Cash	Restricted	144
12/29/2023	New Issuance	4,666,667	Common	.75	Yes	Nick Tamposi	Cash	Restricted	144
12/29/2023	New Issuance	133,333	Common	.75	Yes	Ralf Schoenfelder	Cash	Restricted	144
12/29/2023	New Issuance	26,667	Common	.75	Yes	Lisa Lynn	Cash	Restricted	144
12/29/2023	New Issuance	20,000	Common	.75	Yes	Clover Bragg	Cash	Restricted	144
12/29/2023	New Issuance	34,533	Common	.75	Yes	Mark Bernhard	Cash	Restricted	144
12/29/2023	New Issuance	20,000	Common	.75	Yes	Kirk Dravidzius	Cash	Restricted	144
1/29/2024	New Issuance	28,571	Common	.70	Yes	Stephen Zimmerman	Cash	Restricted	144

2/21/2024	New Issuance	8,000	Common	.70	Yes	Thomas Sansone	Cash	Restricted	144
2/21/2024	New Issuance	66,666	Common	.75	Yes	Patricia Aldrich	Cash	Restricted	144
2/21/2024	New Issuance	36,666	Common	.55	Yes	Mike Schwartz	Cash	Restricted	144
2/22/2024	New Issuance	14,285	Common	.70	Yes	Steven Wilson	Cash	Restricted	144
2/22/2024	New Issuance	7,142	Common	.70	Yes	Stephen Zimmerman	Cash	Restricted	144
2/22/2024	New Issuance	60,000	Common	.45	Yes	Brenda Jonker	Cash	Restricted	144
3/20/2024	New Issuance	50,000	Common	.75	Yes	Robert Weiner	Cash	Restricted	144
3/21/2024	New Issuance	8,000	Common	.50	Yes	Jack Ackerman	Cash	Restricted	144
3/21/2024	New Issuance	8,000	Common	.50	Yes	Mike Minko	Cash	Restricted	144
3/21/2024	New Issuance	50,000	Common	.50	Yes	Mike Minko	Cash	Restricted	144
3/25/2024	New Issuance	26,666	Common	.75	Yes	Steven Wilson	Cash	Restricted	144
3/31/2024	New Issuance	250,000	Common	.50	Yes	Kenneth Klipper Trust	Services	Restricted	144
3/31/2024	New Issuance	300,000	Common	.50	Yes	Brian Pybus	Services	Restricted	144
4/18/2024	New Issuance	25,000	Common	.32	Yes	Mike Minko	Cash	Restricted	144
4/18/2024	New Issuance	26,666	Common	.75	Yes	Jack Ackerman	Cash	Restricted	144
4/18/2024	New Issuance	25,000	Common	.32	Yes	Brenda Jonker	Cash	Restricted	144
5/21/2024	New Issuance	13,333	Common	.75	Yes	Durham Barnes	Cash	Restricted	144
5/21/2024	New Issuance	13,333	Common	.75	Yes	Jack Ackerman	Cash	Restricted	144

6/12/2024	New Issuance	50,000	Common	.60	Yes	Michael Schwartz	Cash	Restricted	144
6/26/2024	New Issuance	35,714	Common	.70	Yes	Steven Wilson	Cash	Restricted	144
6/26/2024	New Issuance	7,142	Common	.70	Yes	Abraham Colchado	Cash	Restricted	144
6/26/2024	New Issuance	14,285	Common	.70	Yes	Stephen Zimmerman	Cash	Restricted	144
6/30/2024	New Issuance	9,333	Common	.75	Yes	Jack Ackerman	Cash	Restricted	144
6/30/2024	New Issuance	10,666	Common	.75	Yes	Jack Ackerman	Cash	Restricted	144
7/15/2024	New Issuance	21,429	Common	.70	Yes	Robert Weiner	Cash	Restricted	144
8/19/2024	New Issuance	50,000	Common	.60	Yes	Michael Schwartz	Cash	Restricted	144
8/19/2024	New Issuance	760	Common	.70	Yes	Jack Ackerman	Cash	Restricted	144
8/19/2024	New Issuance	7,692	Common	.65	Yes	Mike Minko	Cash	Restricted	144
8/19/2024	New Issuance	7,692	Common	.65	Yes	Jack Ackerman	Cash	Restricted	144
9/04/2024	New Issuance	50,000	Common	.70	Yes	Steven Wilson	Cash	Restricted	144
9/12/2024	New Issuance	14,286	Common	.70	Yes	Robert Weiner	Cash	Restricted	144
9/25/2024	New Issuance	18,571	Common	.70	Yes	Robert Weiner	Cash	Restricted	144
9/27/2024	New Issuance	6,429	Common	.70	Yes	Hrach Kouladjian	Cash	Restricted	144
9/30/2024	New Issuance	25,000	Common	.70	Yes	Craig Gruskowski	Services	Restricted	144
Shares Outstanding on: 9/30/2024:	Ending Balance: 98,940,137								

	Common: 98,940,137								
	Preferred: 0								

**Example:** A company with a fiscal year end of December 31, 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022, through December 31, 2023, pursuant to the tabular format above.

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

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

None.

### B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
07/01/2012	270,045	225,000	45,045	07/01/2012	On demand	Ronald W. Mills	Loan
06/30/2006	1,074,795	3,350,000	None	06/30/2025	None	Ronald W. Mills	Loan
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

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

The company entered into a convertible note agreement dated July 1, 2012, with a related party for the sum of \$225,000. The note has a stated interest rate of 1.5% which is being accrued to the note. The note is convertible at any time determinable by the holder. The note has an outstanding balance at September 30, 2024 of \$270,045.

A note payable with a related party was entered into by the Company with an Officer of the Company for an amount of \$3,350,000, with no stated interest. An 8% interest rate was imputed. Interest is contributed to additional paid in capital rather than accrued of \$22,077 for the period ended September 30, 2024. The loan is renewed on an annual basis. During the period ended September 30, 2024 the loan was repaid in the amount of \$41,694.

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

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

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

Our vision is to be the leading provider of sustainable energy solutions that bridge the gap from today's energy fuels to a better future. We are committed to offering our customers greener energy and sustainable eFuels that reduce their carbon footprint and promote environmental sustainability. We envision a future where our customers can rely on our products and services to power their homes, businesses, and communities without compromising on safety, reliability, or affordability. Our goal is to empower our customers to make responsible and informed choices that will benefit themselves, their communities, and the environment. Through innovation, collaboration, and a commitment to sustainability, we seek to create a brighter, cleaner, and more sustainable future for generations to come.

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

Parent Company CyberFuels Holding Company, Inc.

Direct Subsidiaries CyberFuels, Inc. and Building Blocks Pediatric Home Health

Wholly owned subsidiaries of CyberFuels, Inc.: CyberFuels Gateway Terminal, LLC, Tampa Bay Dredging, LLC, and Tampa Bay Canal, LLC.

**C. Describe the issuers' principal products or services.**

CyberFuels closed on the purchase of the **Tampa Green Energy Campus Terminal** effective December 29, 2023. Phase I of the new Green Energy Campus buildout includes building at least 5 new tanks to store Jet fuel and other traditional petroleum fuels as well as new sustainable eFuels.

**Product Line**

Currently, CyberFuels sells "All-In-One" fuel additives for gasoline, diesel, and marine fuels under the tradename, "**Dynamo™**" whose benefits include:

- Lowers exhaust emissions by over 20% (THC, CO, NOx, CO2, PM);
- Greatly improves fuel economy (over 25% calculated by independent third-party labs and field tests);
- Increases cetane and octane numbers;
- Improves thermal efficiency burn;
- Restores & Improves torque & power;
- Cleans and prevents all types of injectors' deposits and provides superior wear protection for pumps and injectors;
- Reduces cost of maintenance & downtime;
- Improves cold flow & cold weather starting and reduces engine noise for a smoother idle;
- Reduces carbon residue & sulfur content in diesel fuel, thereby reducing output of carbon, soot & ash, reducing DPF issues & regens, and thereby reducing DEF consumption;
- Provides thermal and oxidative stability, lubricity, corrosion protection and water dispersions; and
- Corrosion Inhibitors & Lubricity Improvers work on a molecular level with surface active chemistry & long-chain molecules, approved under military specifications.

**5) Issuer's Facilities**

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

Effective December 29, 2023, the Company, through various subsidiaries, acquired 10 pieces of property, totaling approximately 72 acres for the cost of \$35.83 million. The acquisition includes water rights on approximately 28 acres for three properties and land ownership of approximately 44 acres on a total of seven properties. The land parcels are currently considered “brownfield” and the Company will look to develop these properties as expeditiously as possible.

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

The Company operates a month-to-month lease in Palm Beach Gardens, Florida for \$1,145 per month and an apartment in Tampa, Florida under a 12-month lease expiring in January 2025 at a monthly lease cost of \$4,560.

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

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

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

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

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

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	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
Ronald W. Mills	Chief Executive Officer	Palm Beach Gardens, FL	1,424,068	Common	1.44	n/a
John Lawrence	President, CyberFuels, Inc.	Stuart, Florida	<u>0</u>	n/a	n/a	n/a
Kevin Plescha	Chief Operating Officer	Blue Bell, Pennsylvania	<u>0</u>	n/a	n/a	n/a
Spraymiser International	5%	Tampa, Florida	8,275,809	Common	8.37%	Kevin Krueger, President
Thomas Hixon	5%	Ridgeland, Mississippi	5,189,793	Common	5.25%	n/a

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

## 7) Legal/Disciplinary History

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

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

None.

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended, or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended, or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

None.

3. Been the subject of a finding, disciplinary order, or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None.

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

None.

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None.

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

None.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None.

## 8) Third Party Service Providers

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

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

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

Name: Bruce Rosetto  
Address 1: 5100 Town Center Circle Suite 400  
Address 2: Boca Raton, FL 33486  
Phone: 561-955-7600  
Email: rosettob@gtlaw.com

Name: Jessica Haggard, Esq.  
Address 1: 1700 Palm Beach Lakes Blvd., Suite 820  
Address 2: West Palm Beach, FL 33401  
Phone: 561-514-0936  
Email: jhaggard@anthonypllc.com

### Accountant or Auditor

Name: K, Brian Pybus  
Firm: Pybus & Company Pa, CPAs  
Address 1: 900 SE Federal Highway Suite 309  
Address 2: Stuart, FL 34994  
Phone: 561-282-1870  
Email: brian@pybuscpa.com

### Investor Relations

Name: Bill Robertson  
Firm:  
Address 1: 2401 PGA Blvd., Suite 196  
Address 2: Palm Beach Gardens, FL 33410  
Phone: 604-837-3835  
Email: billrobertson@encountercare.com

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

X (Twitter): \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ]: \_\_\_\_\_



Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

**9) Disclosure & Financial Information**

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

Name: Kenneth Klipper  
Title: Sole Proprietor  
Relationship to Issuer: Consultant

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: **K. Brian Pybus**  
Title: **Accountant**  
Relationship to Issuer: **Accountant**

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> **The compiled financial statements were prepared by a certified public accountant (Florida), see the compilation report issued with financials.**

Provide the following qualifying financial statements:

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

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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.

**Financial Statement Requirements:**

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

**10) Issuer Certification**

*Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Ronald W. Mills certify that:

1. I have reviewed this Disclosure Statement for CyberFuels Holding Company, 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.

11/4/2024 [Date]

/s/ Ronald W. Mills [CEO's Signature]

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

*Principal Financial Officer:*

I, [identify the certifying individual] certify that:

1. I have reviewed this Disclosure Statement for [identify issuer];
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.

\_\_\_\_\_ [Date]

\_\_\_\_\_ [CFO's Signature]

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