

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

R-THREE TECHNOLOGIES, INC.

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New York, NY 10020

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SIC CODE 7370

QUARTERLY REPORT

For the Period Ending: June 30, 2024 (The
“Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

291,001,552 as of June 30, 2024

290,968,552 as of December 31, 2023

The number of shares outstanding of our Preferred Stock was:

267,000 as of June 30, 2024

300,000 as of December 31, 2023

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 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 Control¹ of the company has occurred over this reporting period:

¹ “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;

Yes: No:

1) Name and addresses of the issuer and its predecessors (if any)

The Company was incorporated on April 30th, 2009, in the state of Nevada under the name "Vacation Home Swap Inc." The name was changed to the current R-Three Technologies in October, 2015. The Company is in "Good Standing" in the state of Nevada.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors: None.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: None.

Address of the issuer's principal executive office: R-Three Technologies,
Inc.
1724 Broadway Street
Boulder, CO 80302

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?

Yes: No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:
None.

2) Security Information

Transfer Agent:

Worldwide Stock Transfer, LLC
One University Plaza Suite 505
Hackensack NJ 07601
(201) 820-2008
Email: YKopstick@WWSTR.com

Is the Transfer Agent registered under the Exchange Act?¹ Yes: No:

¹ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Publicly Quoted or Traded Securities:

Trading symbol:	RRRT
Exact title and class of securities outstanding:	Common
CUSIP:	74979L 105
Par or stated value:	.001

(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.

Total shares authorized:	500,000,000 as of June 30, 2024
Total shares outstanding:	291,001,552 as of June 30, 2024
Number of shares in the Public Float ² :	27,581,843 as of June 30, 2024
Total number of shareholders of record:	55 as of June 30, 2024

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

Trading symbol: ___ Exact title and class of securities
outstanding: ___ CUSIP:
___ Par or stated value:

Total shares authorized: ___ as of date:
Total shares outstanding: ___ as of date:

Other classes of authorized or outstanding equity securities:

Trading symbol:	None
Exact title and class of securities outstanding:	Preferred
CUSIP (if applicable):	None
Par or stated value:	N/A
Total shares authorized:	300,000 as of June 30, 2024
Total shares outstanding:	267,000 as of June 30, 2024

Security Description:

1. For common equity, describe any dividend, voting or preemption rights. None
2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

On June 22, 2020, Certificate of Amendment to the Articles of Incorporation filed with the Nevada Secretary of State providing for a new class of stock as follows: Authorized 300,000 Preferred Series A. which convert at the rate of 1000:1 Common.

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.
Effective February 18, 2022, Certificate of Amendment filed with the Nevada Secretary of State: The Designation of Preferred was amended to provide that the shares are convertible into common at the rate of 1:1, with twice the voting power upon conversion.

3) Issuance History

A Within the past two fiscal years the company has issued an additional 202,482,180 shares of common stock and 155,440 shares of preferred stock.

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Quarter End:			*Right-click the rows below and select "Insert" to add rows as needed.						
<p style="text-align: center;"><u>Opening Balance</u></p> <p>Date Dec 31, 2022 Common: 290,968,552 Preferred: 33,000</p>									
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.
January 3, 2023	New Issuance Common	4,433,740	Common	.001	No	Stan Kolaric	Agreement	Restricted	N/A
January 3, 2023	New Issuance Common	80,486,834	Common	.001	No	Ying, Inc. Karla Ballard, controlling member	Issued per acquisition Agreement	Restricted	N/A
January 5, 2023	New Issuance Common	292,460,995	Common	.001	No	Ying, Inc. Karla Ballard, controlling member	Issued per acquisition Agreement	Restricted	N/A

March 14, 2023	Retirement Common	372,947,820	Common	.001	No	Ying, Inc. Karla Ballard, controlling member	Retired per rescinding of acquisition	Restricted	N/A
September 7, 2023	New Issuance Preferred	50,000	Preferred	N/A	N/A	Vry Groep LLC, Nicholas Greeff, controlling member	Delayed Compensation	Affiliate Restricted	N/A
September 7, 2023	New Issuance Preferred	25,000	Preferred	N/A	N/A	Stan Kolaric	Delayed Compensation	Affiliate Restricted	N/A
September 7, 2023	New Issuance Preferred	58,000	Preferred	N/A	N/A	Preston Shea	Delayed Compensation	Affiliate Restricted	N/A
September 7, 2023	New Issuance Preferred	22,440	Preferred	N/A	N/A	Eric Eden	Delayed Compensation	Affiliate Restricted	N/A
December 4, 2023	New Issuance Common	20,000,000	Common	N/A	N/A	Preston Shea	Compensation	Affiliate Restricted	N/A
December 4, 2023	New Issuance Common	10,000,000	Common	N/A	N/A	Eric Eden	Compensation	Affiliate Restricted	N/A
December 4, 2023	New Issuance Common	130,000,000	Common	N/A	N/A	Nicholas Greeff	Compensation	Affiliate Restricted	N/A
December 4, 2023	New Issuance Common	36,860,000	Common	N/A	N/A	Stan Kolaric	Agreement	Affiliate Restricted	N/A
December 4, 2023	New Issuance Common	1,000,000	Common	N/A	N/A	Preston Shea	Agreement	Affiliate Restricted	N/A
January 3, 2024	Preferred Converted to Common	33,0000	Common	N/A	N/A	Lance Davis	Conversion of preferred shares	Restricted	N/A
Shares Outstanding on Date of This Report:									
Date	Aug 12, 2024								
Common:	291,001,552								
Preferred:	267,000								

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

B. Debt Securities, Including Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory notes, 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)

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>09/31/16</u>	<u>14,840</u>	<u>14,000</u>	<u>840</u>	<u>08/31/17</u>	Actual Value	<u>1623662 Albert Inc.;</u> <u>Ross Ewaniuk,</u> <u>Dir.</u>	Loan
<u>01/20/17</u>	<u>10,600</u>	<u>10,000</u>	<u>600</u>	<u>01/20/18</u>	10% Discount to Market	<u>Copper Tiger</u> <u>Capital Ltd.;</u> <u>Ross</u> <u>Ewaniuk, Dir.</u>	Loan

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

4) Issuer's Business, Products and Services

Overview

R-Three Technologies, Inc. was incorporated on April 30, 2009 in the State of Nevada under the name "Vacation Home Swap Inc.", and has a fiscal year end of December 31. On or about October 22, 2015, the Company completed the acquisition of all the assets of R-Three Technologies, Inc., a Nevada corporation ("R3T"). The R3T Shares were exchanged for 49,900,000 fully paid non-assessable shares of the Company or 60% of the issued and outstanding shares of the Company. As part of the Agreement the Company changed its name and completed a 5001 reverse. Both were approved by the Financial Information Regulatory Association, Inc. ("FINRA") to process the name change and symbol change. Both our CUSIP number and our trading symbol for our common stock which trades on the OTC PK Tier of the OTC Markets, Inc., changed as a result of the name change contemplated by that Agreement.

R-Three Technologies, Inc. owns the exclusive rights and products of an energy drink company. As such, the Company is devoting its efforts to establishing and exploring the best ways to take advantage of and market a new line of healthy and nutritious beverages. R-Three Technologies, Inc. requires funding to set up a production facility and marketing team and is actively in the process of sourcing additional funds for that purpose. The Company expects to grow its management team over the next few months.

In addition, with new and energized management, with skills and experience not previously available to the Company, the Company is also reviewing several potential ventures in the tech arena which have been brought to the Board. These new opportunities, if consummated, would allow the Company to expand through additional acquisitions or partnerships with relentless founders seeking to transform industries with technology. The Company seeks to partner with capital-efficient companies, with scalable technologies, and success-driven teams that have a clear path to profitability and execution. Our objective is to pursue fundamental businesses that are proven to create long-term relationships and value.

As a development stage company with limited operations, the Company is highly dependent upon the success of raising additional funds through debt financing and failure thereof would result in risk of business. However, if such financing were available, it would likely have to pay additional costs associated with high-risk loans and be subject to an above

market interest rate. At such times as these funds are required, management would evaluate the terms of such debt financing and determine whether the business could sustain operations and growth and manage the debt load.

If we are unable to complete any phase of our business plan or marketing efforts because we don't have enough money, we will cease our development and/or marketing activities until we raise money. Attempting to raise capital after failing in any phase of our business plan would be difficult. As such, if we cannot secure additional funds, we will have to cease operations and investors will lose their entire investment.

Management does not plan to hire additional employees at this time.

5) Issuer's Facilities

The Company currently leases no facilities and is using nominal facilities made available by the President until such time as a more substantial facility is necessary.

6) Officers, Directors, and Control Persons

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

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

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

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Nicholas Greeff	CEO, President, Director	Denver, CO	130,500,000	Common	44.85%	
			50,000	Preferred	18.73%	
Stan Kolaric	Director	Wasaga Beach, Ontario	61,860	Preferred	23.17%	
			41,293,740	Common	14.19%	
Eric Eden	CRO, Director	Washington, DC	22,440	Preferred	8.4%	
			10,000,000	Common	3.43%	
Preston J. Shea	CLO, Director	Windsor, Ontario	59,000	Preferred	22.1%	
			21,000,000	Common	7.21%	

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

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

None

8) Third Party Providers

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

Securities Counsel

Kenneth R. Pinckard
3104 E. Camelback Rd, Ste. 245
Phoenix, AZ 85016
(480) 861-1183

Accountant

Nick Miseros, Chartered Professional Accountant
500 Danforth Avenue, #303
Toronto, ON M4K1P6
(416) 469-5557

Investor Relations Firm:

None.

Other Service Providers:

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

None.

9) Financial Statements

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

Name:	Nicholas Greeff
Title:	CEO
Relationship to Issuer:	Officer of the company

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

- U.S. GAAP
 IFRS

C. The financial statements for this reporting period were prepared by (name of individual)³:

Nick Miseros, Chartered Professional Accountant
500 Danforth Avenue, #303
Toronto, ON M4K1P6
(416) 469-5557

³ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Statements of Financial Position
- D. Statements of Loss and Comprehensive Loss;
- E. Statement of cash flows;
- F. Statement of Changes in Shareholders' Equity (Deficit)
- G. Financial notes; and
- H. Audit letter, if audited

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly report.

R-THREE TECHNOLOGY INC			
STATEMENTS OF FINANCIAL POSITION			
AS AT			
		June 30, 2024	December 31, 2023
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents		\$ -	\$ -
TOTAL CURRENT ASSETS		-	-
Fixed assets, net		-	-
TOTAL ASSETS		\$ -	\$ -
LIABILITIES AND STOCKHOLDERS' EQUITY / (DEFICIT)			
CURRENT LIABILITIES			
Accounts payables and other accrued expenses		\$ 3,400	\$ 3,400
Interest payables		2,689	2,689
Due to related parties		188,902	176,363
Loan payable		24,000	24,000
TOTAL CURRENT LIABILITIES		\$ 218,991	\$ 206,452
STOCKHOLDERS' EQUITY (DEFICIT)			
Common Stock, \$0.001 par value, 500,000,000 shares authorized, 291,001,552 and 290,968,552 issued and outstanding, as of June 30, 2024 and December 31, 2023 respectively		\$ 291,001	\$ 290,968
Preferred stock, \$1.00 par value, 300,000 shares authorized, 267,000 and 300,000 issued and outstanding, as of June 30, 2024 and December 31, 2023 respectively		267,000	300,000
Subscription receivable		(6,000)	(6,000)
Additional paid-in capital		2,435,962	2,402,995
Accumulated deficit		(3,206,954)	(3,194,415)
Accumulated other comprehensive income		-	-
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)		\$ (218,991)	\$ (206,452)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		\$ -	\$ -

R-THREE TECHNOLOGY INC			
STATEMENTS OF INCOME / (LOSS) AND COMPREHENSIVE INCOME / (LOSS)			
FOR THE SIX MONTH PERIOD ENDED			
		June 30, 2024	June 30, 2023
Net revenue		\$ -	\$ -
Operating expenses			
	Share-based compensation		576,386
	Management fees	2,225	-
	Professional fees	2,599	25,699
	Regulatory costs	7,518	9,003
	Office and general	197	19,862
	Total operating expenses	12,539	630,950
Loss from operations		\$ (12,539)	\$ (630,950)
Other expenses			
	Interest expenses	-	-
	Total other expenses	-	-
Operating income / (loss) before income		\$ (12,539)	\$ (630,950)
Provision for income taxes		-	-
Net income / (loss)		\$ (12,539)	\$ (630,950)
Other Comprehensive income / (loss)			
	Net loss	\$ (12,539)	\$ (630,950)
	Loan forgiveness & share forgiveness		
	Foreign currency translation adjustment	-	-
Total Comprehensive Income / (loss)		\$ (12,539)	\$ (630,950)
Net loss per share - basic and diluted		\$ (0.0000)	\$ (0.0068)
Weighted number of shares outstanding -			
	Basic and diluted	291,001,208	93,035,064

R-THREE TECHNOLOGY INC								
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)								
FOR THE PERIODS ENDED								
	Common Stock		Preferred Stock		Additional Paid-in Capital	Subscription Receivable	Accumulated Deficit	Shareholders' (Deficit)
	Shares	Par Value	Shares	Par Value				
Balance December 31, 2021	71,459,803	71,459	144,600	144,800	(91,637)	-	(183,734)	(59,112)
Shares issued for exercise of warrants	6,000,000	6,000	-	-	-	(6,000)	-	-
Shares issued for services	11,215,000	11,215	-	-	213,085	-	-	224,300
Net loss for the year	-	-	-	-	-	-	(279,010)	(279,010)
Balance December 31, 2022	88,674,803	\$ 88,674	144,600	\$ 144,800	\$ 121,448	\$ (6,000)	\$ (462,744)	\$ (113,822)
Shares issued for services	202,293,749	202,294	155,400	155,200.00	2,281,547	-	-	2,639,041
Net loss for the year							(2,731,671)	(2,731,671)
Balance December 31, 2023	290,968,552	290,968	300,000	300,000	2,402,995	(6,000)	(3,194,415)	(206,452)
Preferred stock conversion	33,000	33	(33,000)	(33,000)	32,967			-
Net loss for the period							(12,539)	(12,539)
Balance June 30, 2024	291,001,552	291,001	267,000	267,000	2,435,962	(6,000)	(3,206,954)	(218,991)

R-THREE TECHNOLOGY INC			
STATEMENTS OF CASH FLOWS			
FOR THE SIX MONTH PERIOD ENDED			
	June 30, 2024		June 30, 2023
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	\$ (12,539)		\$ (630,950)
Adjustment to reconcile net loss to cash used in operating activities:			
Stock based compensation	-		576,386
Changes in operating assets and liabilities:			
Accounts payables and other accrued expenses	-		1,300
Net cash used in operating activities	\$ (12,539)		\$ (53,264)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from related parties	\$ 12,539		\$ 51,746
Proceeds from loan payable	-		-
Proceeds from exercise of warrants, net	-		-
Net cash provided by financing activities	\$ 12,539		\$ 51,746
NET INCREASE IN CASH	\$ -		\$ (1,518)
CASH AND CASH EQUIVALENTS at beginning of year	-		1,518
CASH AND CASH EQUIVALENTS at end of year	\$ -		\$ -

R-THREE TECHNOLOGIES INC.

NOTES TO FINANCIAL STATEMENTS

Internally prepared by management

For the Period Ending June 30, 2024

NOTE 1 – NATURE OF OPERATIONS AND BASIS OF PRESENTATION

R-Three Technologies, Inc. (“R-Three Technologies, “we”, “the Company”) incorporated in the State of Nevada as a for-profit Company on April 30, 2009 and established a fiscal year end of December 31.

R Three Technologies is an early-stage development company with a success-driven Board which is focused on carefully pursuing several ventures it believes show promise. We are pursuing our options and contacts within the US beverage industry to formulate an industry respected product for large-scale distribution.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the presentation of the accompanying unaudited condensed consolidated financial statements follows:

General

The accompanying unaudited condensed financial statements of the Company have been prepared in accordance with the rules and regulations (S-X) of the Securities and Exchange Commission (the "SEC"). Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included.

Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Revenue Recognition

The Company will recognize revenue in accordance with Accounting Standards Codification subtopic 605-10, Revenue Recognition (“ASC 605-10”) which requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the selling price is fixed and determinable; and (4) collectability is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the selling prices of the products delivered and the collectability of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments will be provided for in the same period the related sales will be recorded.

ASC 605-10 incorporates Accounting Standards Codification subtopic 605-25, Multiple-Element Arrangements (“ASC 605-25”). ASC 605-25 addresses accounting for arrangements that may involve the delivery or performance of multiple products, services and/or rights to use assets. There was no effect on implementing ASC 605-25 on the Company’s financial position and results of operations, since the Company has not started generating revenue.

Cash

The Company considers cash to consist of cash on hand and temporary investments having an original maturity of 90 days or less that are readily convertible into cash.

Long-Lived Assets

The Company follows FASB ASC 360-10-15-3, "Impairment or Disposal of Long-lived Assets," which established a "primary asset" approach to determine the cash flow estimation period for a group of assets and liabilities that represents the unit of accounting for a long-lived asset to be held and used. Long-lived assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

Income Taxes the Company has adopted Accounting Standards Codification subtopic 740-10, Income Taxes ("ASC 740-10") which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes consist primarily of timing differences such as deferred officers' compensation and stock-based compensation accounting.

Net Loss per Common Share, basic and diluted The Company has adopted Accounting Standards Codification subtopic 260-10, Earnings Per Share ("ASC 260-10") specifying the computation, presentation and disclosure requirements of earnings per share information. Basic loss per share has been calculated based upon the weighted average number of common shares outstanding.

Stock based compensation

The Company follows Accounting Standards Codification subtopic 718-10, Compensation ("ASC 718-10") which requires that all share-based payments to both employees and non-employees be recognized in the income statement based on their fair values.

As of June 30, 2024, the Company has granted 85,000,000 stock options.

Concentrations of Credit Risk

Financial instruments and related items, which potentially subject the Company to concentrations of credit risk, consist primarily of cash, cash equivalents and trade receivables. The Company places its cash and temporary cash investments with high credit quality institutions. At times, such investments may be in excess of the FDIC insurance limit.

Reliance on Key Personnel and Consultants

The Company has 5 full-time employee and no part-time employees. Additionally, the Company has consultants performing various specialized services. The Company is heavily dependent on the continued active participation of these current executive officers, employees and key consultants. The loss of any of the senior management or key consultants could significantly and negatively impact the business until adequate replacements can be identified and put in place.

Fair Value Accounting Standards Codification subtopic 825-10, Financial Instruments ("ASC 825-10") requires disclosure of the fair value of certain financial instruments. The carrying amount reported in the consolidated balance sheet for accounts payable and accrued expenses, advances and notes payable approximates fair value because of the immediate or short-term maturity of these financial instruments.

Reclassification

Certain reclassifications have been made to prior periods' data to conform to the current period's presentation. These reclassifications had no effect on reported income or losses.

Recent Accounting Pronouncements

The Company continually assesses any new accounting pronouncements to determine their applicability to the Company. Where it is determined that a new accounting pronouncement affects the Company's financial reporting, the Company undertakes a study to determine the consequence of the change to its financial statements and assures that there are proper controls in place to ascertain that the Company's financials properly reflect the change.

NOTE 3 – GOING CONCERN MATTERS

The accompanying unaudited condensed financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the accompanying unaudited condensed consolidated financial statements. In addition, the Company is in a development stage, has yet commercialized its planned business and has not generated any revenues since inception. These factors among others may indicate that the Company will be unable to continue as a going concern for a reasonable period of time.

The Company's existence is dependent upon management's ability to develop profitable operations and or upon obtaining additional financing to carry out its planned business. Management is devoting substantially all of its efforts to the commercialization of its planned product and processes, as well as raising additional debt or equity financing in order to accelerate the development and commercialization of additional products. There can be no assurance that the Company's commercialization or financing efforts will result in profitable operations or the resolution of the Company's liquidity problems.

There can be no assurance that any additional financings will be available to the Company on satisfactory terms and conditions, if at all. In the event the Company is unable to continue as a going concern, it may elect or required to seek protection from its creditors by filing a voluntary petition in bankruptcy or may be subject to an involuntary petition in bankruptcy. To date, management has not considered this alternative, nor does management view it as a likely occurrence.

The accompanying unaudited condensed statements do not include any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 4 – LOAN

The loan consists of the following amounts as at June 30, 2024:

- \$14,000 due to 1623662 Albert Inc. The loan did bear interest at an annualized rate of 6%, matured on August 31, 2017 and was 10% discount to market. The company has accrued \$1,508 in interest payable for the loan
- \$10,000 due Copper Tiger Capital Ltd. \$10,600. The loan did bear interest at an annualized rate of 7%, matured on January 20, 2018, and has a conversion feature that is a 10% discount to market. The Company has accrued \$1,157 in interest payable for the loan.

NOTE 5 – STOCKHOLDERS' EQUITY

Preferred Stock

The Company is authorized to issue 300,000 shares as of June 30, 2024, As of June 30, 2024, there were 267,000 shares of the Company's preferred stock issued and outstanding.

Common stock

The Company is authorized to issue 500,000,000 shares of \$0.001 par value common stock as of June 30, 2024. As of June 30, 2024, there were 291,001,552 shares of the Company's common stock issued and outstanding.

NOTE 6 - STOCK OPTIONS

As of June 30, 2024, the Company has granted 85,000,000 stock options. The options shall have an exercise price of \$0.0097 and a five-year term, and shall otherwise include a provision for cashless exercise thereof. 25,000,000 stock options vested immediately and the other 60,000,000 stock options shall vest in equal quarterly increments over a five-year period (1/20th per quarter). Black-Scholes was used to calculate the fair value of these options with the following assumptions: (i) volatility of 302%, (ii) stock price \$0.0097, (iii) exercise price \$0.0097, and (iv) discount rate of 5%. The Black-Scholes calculated a value of \$242,343.

NOTE 7 - RELATED PARTY TRANSACTIONS

As of June 30, 2024, due to related parties consisted of \$143,627 due to a director of the Company.

NOTE 8 - LITIGATION

The Company is subject at times to other legal proceedings and claims, which arise in the ordinary course of its business. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters should not have a material adverse effect on its financial position, results of operations or liquidity. There was no outstanding litigation as of June 30, 2024.

NOTE 9 - PRINCIPAL NUMBERS

The numbers contained in this filing are exclusively the accounting numbers for R-THREE TECHNOLOGIES, Inc.

NOTE 10 – SUBSEQUENT EVENTS

Subsequent to the period end of this report, the Company completed the following noteworthy transactions: None

NOTE 11 – FORWARD LOOKING STATEMENTS

This Annual Report includes a number of forward-looking statements that reflect Management's current views with respect to future events and financial performance. You can identify these statements by forward-looking words such as "may," "will," "expect,"

"anticipate," "believe," "estimate" and "continue," or similar words. Those statements include statements regarding the intent, belief or current expectations of us and members of our management team as well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risk and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements.

Readers are urged to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the Securities and Exchange Commission and OTC Markets. Important factors currently known to Management could cause actual results to differ materially from those in forward-looking statements. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in the future operating results over time. We believe that our assumptions are based upon reasonable data derived from and known about our business and operations. No assurances are made that actual results of operations or the results of our future activities will not differ materially from our assumptions. Factors that could cause differences include, but are not limited to, expected market demand for our products, fluctuations in pricing for materials, and competition.

END OF NOTES TO FINANCIALS

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).

The certifications shall follow the format below:

I, Nicholas Greeff, certify that:

1. I have reviewed this Annual Disclosure Statement of R-Three Technologies, 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.

August 12, 2024

/S/ Nicholas Greeff, Dir., CEO, President

Principal Financial Officer:

I, Nicholas Greeff certify that:

1. I have reviewed this Quarterly Disclosure Statement of R-Three Technologies, 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.

August 12, 2024

/S/ Nicholas Greeff, Dir., CEO, President, Interim CFO