

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

LEAPCHARGER CORPORATION, a Nevada corporation

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

Quarterly Report

For the period ending May 31, 2024
(the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

26,933,606 as of **July 16, 2024**
26,933,606 as of **May 31, 2024**
53,275,906 as of **November 30, 2023**

Shell Status

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

Yes: No:

Indicate by check mark whether the company’s shell status has changed since the previous reporting

period: Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting

period: Yes: No:

⁴ “Change in Control” shall mean any events resulting in:

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

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

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

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

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

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

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

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

None.

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

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

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

Address of the issuer’s principal executive office:

UAE OFFICE:

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

USA OFFICE:

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

Address of the issuer's principal place of business:

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

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

five years? No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

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

Publicly Quoted or Traded Securities:

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

Trading symbol:	LCCN	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	39539Q209	
Par or stated value:	\$0.00001	
Total shares authorized:	875,000,000	as of date: 05.31.2024
Total shares outstanding:	26,933,606	as of date: 05.31.2024
Total number of shareholders of record:	76	as of date: 05.31.2024

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

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

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

Exact title and class of the security:	Series A Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	\$0.00001	
Total shares authorized:	10,000,000	as of date: 05.31.2024
Total shares outstanding (if applicable):	4,000,000	as of date: 05.31.2024
Total number of shareholders of record:	1	as of date: 05.31.2024

Exact title and class of the security:	Series B Preferred Stock		
CUSIP (if applicable):	N/A		
Par or stated value:	\$0.00001		
Total shares authorized:	10,000,000	as	of date:
05.31.2024 Total shares outstanding (if applicable):	0	as	of date:
05.31.2024 Total number of shareholders of record:	0	as of date: 05.31.2024	

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

None.

Security Description:

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

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

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

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

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

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

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

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

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

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

(i) The holders of the Series B Preferred Stock are entitled to receive, prior and in preference

to any distribution of any of the assets of the Company to the holders of any junior stock, including the Company?

common stock and pari passu to the Series A Preferred Stock;

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

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

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

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

None.

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

None.

3) Issuance History

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

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

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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years: No: Yes: (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: Date: November 30, 2021			*Right-click the rows below and select "Insert" to add rows as needed.									
		Opening Balance Common: 299,840 Preferred: 0	Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
			2.23.2023	New Issuance	148,000(1)	Common Stock	\$0.0000 1	No	Joseph C. Passalacqua	Services Rendered	Restricted	4(a)(2)
			3.2.2023	New Issuance	1,000,000	Common Stock	\$0.0000 1	No	Praveenkumar Vijayakumar	Asset Purchase Agreement	Restricted	4(a)(2)
			3.2.2023	New Issuance	2,000,000	Preferred Series A	\$0.0000 1	No	Praveenkumar Vijayakumar	Asset Purchase Agreement	Restricted	4(a)(2)
			5.26.2023	New Issuance	5	Common Stock	\$0.0000 1	No	Shareholders of Record	Round-Up Shares	Restricted	4(a)(2)
			5.31.2023	New Issuance	41,000,000	Common Stock	\$0.0000 1	No	Praveenkumar Vijayakumar	Employment Agreement	Restricted	4(a)(2)
			5.31.2023	New Issuance	1,000,000	Preferred Series A	\$0.0000 1	No	Praveenkumar Vijayakumar	Employment Agreement	Restricted	4(a)(2)

6.7.2023	New Issuance	2,661	Common Stock	\$0.0000 1	No	CEDE & CO.	Round-Up Shares	N/A	N/A
7.24.2023	New Issuance	2,008,000	Common Stock	\$0.0000 1	No	Zqkari Innovaciones, S.A. DE C.V. <u>Control Person:</u> Alberto Jonnathan Sanchez Barrera	Debt Settlement Agreement	Restricted	4(a)(2)
8.23.2023	New Issuance	2,008,000	Common Stock	\$0.0000 1	No	Tecnologia Y Software DE Crecimiento, S.A. DE C.V. <u>Control Person:</u> Francisco Belzay Shariar Montano Davila	Debt Settlement Agreement	Restricted	4(a)(2)
8.23.2023	New Issuance	2,009,400	Common Stock	\$0.0000 1	No	Mopic S.A. DE C.V. <u>Control Person:</u> Michael Mould Urias	Debt Settlement Agreement	Restricted	4(a)(2)
9.7.2023	New Issuance	2,300,000	Common Stock	\$0.0000 1	No	Krisper Eternity S.A. DE C.V. <u>Control Person:</u> Maria del Rosario Leyva Meneses	Debt Settlement Agreement	Restricted	4(a)(2)
10.12.2023	New Issuance	2,500,000	Common Stock	\$0.0000 1	No	Casa De Software S.A. DE C.V. <u>Control Person:</u> Andrea Ramirez Burgueno	Debt Settlement Agreement	Restricted	4(a)(2)
1.22.2024	Cancellation	(32,000,000)	Common Stock	\$0.0000 1	No	Praveenkumar Vijayakumar	Corporate Recapitalization	N/A	N/A
1.29.2024	New Issuance	1,000,000	Series A Preferred Stock	\$0.0000 1	No	Praveenkumar Vijayakumar	Corporate Recapitalization	Restricted	4(a)(2)
1.30.2024	New Issuance	2,828,850	Common Stock	\$0.0000 1	No	Distribucion Hergomex S.A. DE C.V. <u>Control Person:</u> Cesar Alan Jimenez Gonzalez	Debt Settlement Agreement	Restricted	4(a)(2)
1.30.2024	New Issuance	2,828,850	Common Stock	\$0.0000 1	No	Inmobiliaria Riseup S.A. De C.V. <u>Control Person:</u> Ramon Alberto Ramirez Arellano	Debt Settlement Agreement	Restricted	4(a)(2)
Shares Outstanding on the Date of This Report: Date: May 31, 2024			<u>Ending Balance:</u> Common: 26,933,606 Preferred: 4,000,000						

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

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

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

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

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
11.31.2021	\$988	\$9,115	\$198	On Demand	N/A	Joseph Passalacqua	Loan
11.31.2021	\$6,046	\$12,993	\$1,210	On Demand	N/A	Joseph Passalacqua	Loan
11.31.22	\$9,375	\$7,499	\$1,876	On Demand	N/A	Joseph Passalacqua	Loan
2.3.2023	\$14,437	\$12,750	\$1,687	On Demand	N/A	Mopic, S.A. de C.V. Beneficial Owner: Michael Mould Urias	Loan
2.3.2023	\$17,325	\$15,300	\$2,025	On Demand	N/A	Mopic, S.A. de C.V.	Loan
2.6.2023	\$22,664	\$20,030	\$2,634	On Demand	N/A	Mopic, S.A. de C.V.	Loan
2.28.2023	\$1,666	\$1,480	\$186	On Demand	N/A	Mopic, S.A. de C.V.	Loan
3.15.2023	\$3,957	\$3,529	\$428	On Demand	N/A	Mopic, S.A. de C.V.	Loan
3.16.2023	\$6,760	\$6,030	\$730	On Demand	N/A	Mopic, S.A. de C.V.	Loan
3.16.2023	\$7,881	\$7,030	\$851	On Demand	N/A	Mopic, S.A. de C.V.	Loan
5.4.2023	\$6,540	\$5,904	\$636	On Demand	N/A	Mopic, S.A. de C.V.	Loan
5.31.2023	\$557	\$506	\$51	On Demand	N/A	Mopic, S.A. de C.V.	Loan
6.6.2023	\$2,747	\$2,500	\$247	On Demand	N/A	Mopic, S.A. de C.V.	Loan
8.31.2023	\$430	\$400	\$30	On Demand	N/A	Mopic, S.A. de C.V.	Loan
9.6.2023	\$3,219	\$3,000	\$219	On Demand	N/A	Mopic, S.A. de C.V.	Loan
9.13.2023	\$21,430	\$20,000	\$1,430	On Demand	N/A	Mopic, S.A. de C.V.	Loan
9.19.2023	\$3,210	\$3,000	\$210	On Demand	N/A	Mopic, S.A. de C.V.	Loan
9.27.2023	\$16,640	\$15,585	\$1,055	On Demand	N/A	Mopic, S.A. de C.V.	Loan
10.17.2023	\$3,187	\$3,000	\$187	On Demand	N/A	Mopic, S.A. de C.V.	Loan
11.30.2023	\$6,024	\$5,736	\$288	On Demand	N/A	Mopic, S.A. de C.V.	Loan
12.29.2023	\$1,417	\$1,360	\$57	On Demand	N/A	Mopic, S.A. de C.V.	Loan
2.29.2024	\$10,819	\$10,553	\$266	On Demand	N/A	Mopic, S.A. de C.V.	Loan
3.21.2024	\$3,058	\$3,000	\$58	On Demand	N/A	Mopic, S.A. de C.V.	Loan
4.17.2024	\$5,060	\$5,000	\$60	On Demand	N/A	Mopic, S.A. de C.V.	Loan
4.25.2024	\$560	\$555	\$5	On Demand	N/A	Mopic, S.A. de C.V.	Loan
5.31.2024	\$2,960	\$2,960	\$0	On Demand	N/A	Mopic, S.A. de C.V.	Loan

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

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

4) Issuer's Business, Products and Services

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

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

On March 2, 2023, the Company entered into an Asset Purchase Agreement ("Purchase Agreement"), between the Company and Leap Electric Car Charging Stations LLC, a limited liability company incorporated under the laws of Dubai, (Company #1152496), ("LEAP") and Praveenkumar Vijayakumar, an individual ("Mr. Vijayakumar") and the sole-officer,

director, and shareholder of LEAP (collectively, LEAP and Mr. Vijayakumar are hereinafter referred to as the “Seller”) pursuant to which the Company acquired various assets from the Seller used in electric vehicle charging industry. Specifically, Seller’s has developed electric vehicle charging stations designed with the latest technology which will be strategically located in high-traffic areas to provide a seamless charging experience. Seller’s user-friendly mobile app and smart charging features make it easy for customers to use Seller’s service. Collectively, all intellectual property, proprietary and non-proprietary technology, know-how, and all other assets of the Seller that maybe, directly, or indirectly, applied to the electric vehicle charging industry, are referred to hereinafter as the “Acquired Assets”. In exchange for the Acquired Assets, the Company issued 250,000,000 restricted shares of the Company’s common stock (the “Common Shares”); and

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

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

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

- 1) Leap Electric Car Charging Stations LLC incorporated under the laws of Dubai.
- 2) Leapcharger Inc., a Delaware corporation.

C. Describe the issuers’ principal products or services.

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

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

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

5) Issuer’s Facilities

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

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

Our office is located in a shared office space which presently is sufficient for our needs, and we pay approximately \$500.00 a month. We do, however, test our technology at off-site locations, where we also conduct our research and development.

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

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

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

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

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

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City/State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Mr. Praveenkumar Vijayakumar (1) (2)	Sole-Officer & Director	1F/29, Khalifa B A Balila BLDG. Abu Hail, Dubai, Emirates	10,000,000 4,000,000	Common Series A Preferred	37.31% 100.00%	
Chris A. Oyeniyi (3)	Independent Director	1F/29, Khalifa B A Balila BLDG. Abu Hail, Dubai, Emirates	NIL	N/A	N/A	
Satish Shekar (3)	Independent Director	1F/29, Khalifa B A Balila BLDG. Abu Hail, Dubai, Emirates	NIL	N/A	N/A	
Distribucion Hergomex S.A. DE C.V. (4)	Owner of more than 5%	Av Ejercito Nacional 505 OFC 1004-A Colonia Granada Miguel Hidalgo, Ciudad De Mexico, Mexico	2,828,850	Common	10.50%	<u>Control Person:</u> Cesar Alan Jimenez Gonzalez
Inmobiliaria Riseup S.A. De C.V. (4)	Owner of more than 5%	Avenida Constituyentes 187 Ley 57 Hermosillo, Sonora, Mexico	2,828,850	Common	10.50%	<u>Control Person:</u> Ramon Alberto Ramirez Arellano

(1) On March 2, 2023, Mr. Vijayakumar was appointed to serve as President, Chief Executive Officer, Treasurer, Chief Financial Officer, and Sole-Director of the Company to serve until the next annual meeting of the Company or until his respective successor is duly appointed. On March 2, 2023, Mr. Vijayakumar received 1,000,000 restricted and legended shares of our common stock and 2,000,000 shares of our Series A Preferred Stock per the terms of an Asset Purchase Agreement dated March 2, 2023 as well. Thereafter on May 31, 2023, the Company and Mr. Vijayakumar entered into an Employment Agreement whereby Mr. Vijayakumar received 41,000,000 restricted shares of the Company's common stock and 1,000,000 shares of our Series A Preferred Stock.

(2) In January 2024, in order to affect an internal corporate recapitalization, Mr. Vijayakumar determined that it is in the best interest of the Corporation and its shareholder, as the Corporation continued to implement its plan of operation, to effectuate an exchange of capital stock

whereby Mr. Vijayakumar canceled and returned to the Corporation's treasury 32,000,000 shares of the Corporation's Common Stock in exchange the Corporation issued to Mr. Mr. Vijayakumar an additional 1,000,000 shares of the Corporation's Series A Preferred Stock. The 4,000,000 shares of our Series A Preferred Stock owned by Mr. Vijayakumar carry 300-for-1 voting rights (or 1,200,000,000 voting shares), accordingly, and taking into account to totality of Voting Stock, Mr. Vijayakumar controls approximately 98.62% of our total voting shares.

- (3) Effective May 31, 2023, the Company appointed Messrs. Chris A. Oyeniyi and Mr. Satish Shekar to its Board, both will serve until the next annual meeting of the Company or until their respective successor is duly appointed. The Company's Board of Directors determined that both Mr. Oyeniyi and Mr. Shekar meet the applicable standards for independent directors under the rules of the New York Stock Exchange and Rule 10A-3 under the Securities Exchange Act of 1934. Neither Mr. Oyeniyi nor Mr. Shekar is party to any arrangement or understanding with any person, pursuant to which they were appointed as a director of the Company, nor is a party to any transactions required to be disclosed under Item 404(a) of Regulation S-K involving the Company.
- (4) As of the date of this Report, Distribucion Hergomex S.A. de C.V. ("Hergomex") and Inmobiliaria Riseup S.A. de C.V. ("Riseup") hold more than 5% of our common stock. However, Mr. Vijayakumar controls over 98% of the voting shares of the Company and, as such, he remains the only party that can control the affairs of the Company. As such, the Company has determined that, based on the "facts and circumstances" surrounding their actual involvement with Company affairs, which is nothing more than that of normal shareholder, neither Hergomex nor Riseup are able to exert any "control" over the operations or general affairs of the Company. Here, neither Distribucion Hergomex S.A. de C.V. nor Inmobiliaria Riseup S.A. de C.V. are officers or directors, and Praveenkumar Vijayakumar holds over 98% of the voting stock. Therefore, in light of the above, the Company believes that neither Hergomex nor Riseup are control persons of the Company. Nonetheless, as holders of over 5% of our common stock, we are including both Hergomex and Riseup in this chart which requires disclosure of all parties holding over 5% of any class of the issuer's securities.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

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

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

None.

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

None.

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

None.

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

None.

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

None.

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

None.

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

None.

8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: **Jessica Lockett, Esq.**
Firm: **Lockett + Horwitz**
Address: **26632 Towne Centre Dr., Suite 300**
Foothill Ranch, CA 92610
Phone: **949-540-6540**
Email: jlockett@lhlawpc.com

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

Accountant or Auditor

Name: **Victor Mokuolu**
Firm: **Victor Mokuolu CPA**
PLLC 8990 Kirby Dr, Suite
220
Houston, TX 77054
Phone: **713.588.6622**
Email: ask@VMCPAFirm.com

Investor Relations

None.

All other means of Investor Communication:

X (Twitter): **None.**
Discord: **None.**
LinkedIn: **None.**
Facebook: **None.**
[Other] **None.**

Other Service Providers]

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to**

this disclosure statement. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

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

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of

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

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

- IFRS
- U.S. GAAP

C. The following financial statements were prepared by (name of

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

Describe the qualifications of the person or persons who prepared the financial statements:⁵

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

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

⁵ 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.

10) Issuer Certification***Principal Executive Officer:***

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

The certifications shall follow the format below:

I, Praveenkumar Vijayakumar certify that:

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

July 16, 2024

/s/ Praveenkumar Vijayakumar
Chief Executive Officer

Principal Financial Officer:

I, Praveenkumar Vijayakumar, certify that:

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

July 16, 2024

/s/ Praveenkumar Vijayakumar
Chief Financial Officer

Exhibit A

Financial Statements

for

May 31, 2024

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

ASSETS	May 31, 2024	November 30, 2023
Cash	295	48,014
Deposits	143,290	95,288
Total current assets	143,585	143,302
Total assets	143,585	143,302
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued expenses	388,795	15,714
Deferred revenue	-	163,321
Loan payable - related party	13,125	18,782
Due to related parties	106,990	63,614
Notes payable	149,208	125,780
Total current liabilities	658,118	387,211
Total liabilities	658,118	387,211
Commitments and Contingencies (Note 4)	-	-
Preferred Stock, 165,000,000 shares authorized; \$0.00001 par value, and no shares issued and outstanding as of May 31, 2024 and November 30, 2023, respectively	-	-
Series A Preferred Stock, 10,000,000 shares authorized; \$0.00001 par value, and 3,000,000 and 0 shares issued and outstanding as of May 31, 2024 November 30, 2023, respectively	40	30
Common Shares 825,000,000 authorized shares, par value \$0.00001 26,933,606 and 299,840 shares issued and outstanding as of May 31, 2024 November 30, 2023, respectively	269	532
Additional paid-in capital	102,403,920	98,330,123
Accumulated deficit	(102,918,762)	(98,574,594)
Total stockholders' deficit	(514,533)	(243,909)
Total liabilities and stockholders' deficit	143,585	143,302

-

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

	For the three months ended		For the six months ended	
	May 31, 2024	May 31, 2023	May 31, 2024	May 31, 2023
Revenue	\$ -	\$ -	-	\$ -
	\$			
Cost of goods sold	-	-	-	-
Gross profit	-	-	-	-
Operating expenses	127,341	74,576,670	274,528	75,224,425
General and administrative	127,341	74,576,670	274,528	75,224,425
Total operating expenses	-	-	-	-
Loss from operations	(127,341)	(74,576,670)	(274,528)	(75,224,425)
Other income (expense):				
Loss on extinguishment of debt	200	-	(4,062,886)	11,185
Interest expense	(643)	(1,639)	(6,754)	(1,952)
Total other income (expense)	(443)	(1,639)	(4,069,640)	9,233
Net loss before tax provision	(127,784)	(74,578,309)	(4,344,168)	(75,215,192)
Tax provision	-	-	-	-
Net loss	\$ (127,784)	\$ (74,578,309)	(4,344,168)	\$ (75,215,192)
Net loss per common share: basic and diluted	\$ (0.00)	\$ (52.30)	\$ (0.12)	\$ (0.00)
Weighted average common shares outstanding - basic and diluted	26,937,706	1,426,106	35,442,056	873,230

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

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

	Series A Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount			
Balance, November 30, 2023	<u>3,000,000</u>	<u>30</u>	<u>53,275,906</u>	<u>532</u>	<u>98,330,123</u>	<u>(98,574,594)</u>	<u>(243,909)</u>
Conversion of common stock to Preferred st	1,000,000	10	(32,000,000)	(320)	310	-	-
Shares issued to settle debt	-	-	5,657,700	57	4,073,487	-	4,073,544
Net loss	-	-	-	-	-	(4,216,384)	(4,216,384)
Balance, February 28,	<u>4,000,000</u>	<u>40</u>	<u>26,933,606</u>	<u>269</u>	<u>102,403,920</u>	<u>(102,790,978)</u>	<u>(386,749)</u>
2024 Net loss	-	-	-	-	-	(127,784)	(127,784)
Balance, May 31, 2024	<u>4,000,000</u>	<u>40</u>	<u>26,933,606</u>	<u>269</u>	<u>102,403,920</u>	<u>(102,918,762)</u>	<u>(514,533)</u>
Balance, November 30, 2022	-	-	<u>299,845</u>	<u>3</u>	<u>581,412</u>	<u>(649,800)</u>	<u>(68,385)</u>
Stock issued for services	-	-	148,000	1	617,899	-	617,900
Net loss	-	-	-	-	-	(636,883)	(636,883)
Balance, February 28, 2023	-	-	<u>447,845</u>	<u>273</u>	<u>103,603,231</u>	<u>(1,286,683)</u>	<u>(729,685)</u>
Stock issued for intangible assets	2,000,000	20	1,000,000	10	5,176,970	-	5,177,000
Stock issued for services	1,000,000	10	41,000,000	410	74,549,580	-	74,550,000
Net loss	-	-	-	-	-	(74,578,309)	#####
Balance, May 31, 2023	<u>3,000,000</u>	<u>30</u>	<u>42,447,845</u>	<u>693</u>	<u>183,329,781</u>	<u>(75,864,992)</u>	<u>4,419,006</u>

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

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

	For the six months ended	
	May 31, 2024	May 31, 2023
Cash Flows from Operating Activities		
Net loss	\$ (4,344,168)	\$ (75,215,192)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Stock-based compensation	-	75,167,900
Gain (loss) on extinguishment of debt	4,062,886	(11,185)
Changes in assets and liabilities		
Deposits	(48,002)	-
Accounts payable and accrued expenses	373,081	(14,082)
Deferred revenue	(163,321)	-
Net cash used in operating activities	<u>(119,524)</u>	<u>(72,559)</u>
Cash Flows from Financing Activities		
Proceeds from notes payable	23,428	72,559
Due to related parties	<u>48,377</u>	<u>-</u>
Net cash from financing activities	<u>71,805</u>	<u>72,559</u>
Net increase in cash	<u>(47,719)</u>	<u>-</u>
Cash, beginning of period	<u>48,014</u>	<u>-</u>
Cash, end of period	<u>\$ 295</u>	<u>\$ -</u>
Supplemental disclosure of cash flow information		
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for taxes	<u>\$ -</u>	<u>\$ -</u>
 SUPPLEMENTARY DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Shares issued to settle debt	<u>\$ 5,658</u>	<u>\$ -</u>
Shares issued for asset purchase agreement	<u>\$ -</u>	<u>\$ 5,177,000</u>

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

LEAPCHARGER CORPORATION
(FKA GREENPLEX SERVICES, INC)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
May 31, 2024

NOTE 1 – NATURE OF BUSINESS AND OPERATIONS

Organization

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

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

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

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

NOTE 2 – GOING CONCERN

The accompanying financial statements have been prepared in US dollars and in accordance with accounting principles generally accepted in the United States (“GAAP”) on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. During the six months ended May 31, 2024, the Company incurred net losses of \$4,344,168 and accumulated deficits of \$102,918,762. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

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

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

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

Use of Estimates

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

Cash and Cash Equivalents

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

Stock-based compensation

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

Concentration of Credit Risk

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

Loss per Share

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

Revenue Recognition

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

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

Fair Value of Financial Instruments

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

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

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

Level 3 - Inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model. Valuation of instruments includes unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

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

The reported fair values for financial instruments that use Level 2 and Level 3 inputs to determine fair value are based on a variety of factors and assumptions. Accordingly, certain fair values may not represent actual values of the Company's financial instruments that could have been realized as of May 31, 2023 and November 30, 2023 or that will be recognized in the future, and do not include expenses that could be incurred in an actual settlement. The carrying amounts of the Company's financial assets and liabilities, such as cash, accounts receivable, receivables from related parties, prepaid expenses and other, accounts payable, accrued liabilities, and related party and third-party notes payables approximate fair value due to their relatively short maturities. The Company's notes payable approximates the fair value of such instrument based upon management's best estimate of terms that would be available to the Company for similar financial arrangements as of May 31, 2024 and November 30, 2023.

Recent Accounting Pronouncements

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

NOTE 4 –PROMISSORY NOTES

Promissory notes payable as of May 31, 2024 and November 30, 2023 consists of the following:

	May 31, 2024	November 30, 2023
Dated February 3, 2023	12,750	12,750
Dated February 3, 2023	15,300	15,300
Dated February 6, 2023	20,030	20,030
Dated February 28, 2023	1,480	1,480
Dated March 15, 2023	3,529	3,529
Dated March 16, 2023	6,030	6,030
Dated March 16, 2023	7,030	7,030
Dated May 4, 2023	5,904	5,904
Dated May 31, 2023	506	506
Dated June 6, 2023	2,500	2,500
August 31, 2023	400	400
September 7, 2023	3,000	3,000
September 13, 2023	20,000	20,000
September 19, 2023	3,000	3,000
September 27, 2023	15,585	15,585
October 17, 2023	3,000	3,000
November 30, 2023	5,376	5,376
December 29, 2023	1,360	-
February 29, 2024	10,553	-
March 21, 2024	3,000	-
April 17, 2024	5,000	-
April 25, 2024	555	-
May 31, 2024	2,960	-
Total promissory notes payable	<u>\$ 149,208</u>	<u>\$ 125,780</u>

During the six months ended May 31, 2024 and 2023, the Company issued various promissory notes with the same noteholders amounting to \$23,428 and 72,559 for general operating purposes. The notes carry a 10% interest rate and are due upon 10 days written notice.

During the six months ended May 31, 2024 and 2023, the Company recorded interest expense of \$6,754 and \$1,952, respectively.

No assurance provided.

NOTE 5 – RELATED PARTY TRANSACTIONS

Promissory notes payable as of May 31, 2024 and November 30, 2023 consists of the following:

	May 31, 2024	November 30, 2023
Dated November 30, 2021	\$ 790	\$ 790
Dated November 30, 2021	4,836	10,493
Dated November 30, 2022	7,499	7,499
Total loans payable	<u>\$ 13,125</u>	<u>\$ 18,782</u>

During the year ended November 30, 2021, a shareholder advanced the Company \$9,115 to pay for general operating expenses. The notes carry a 10% interest rate and are due demand. Only July 14, 2023, the \$6,025 of the debt was sold and assigned to three unrelated parties. During the year ended November 30, 2023, the new holders of the debt converted \$8,325 of the advances into 8,328,066 shares of common stock.

During the year ended November 30, 2021, a shareholder advanced the Company \$12,993 to pay for general operating expenses. The notes carry a 10% interest rate and are due demand. During the six months ended May 31, 2024 July 14, 2023, the \$10,458 of the debt was sold and assigned to unrelated parties. During the year ended November 30, 2023 and six months ended May 31, 2024, the new holders of the debt converted \$2,500 and \$5,658 of the note into 2,500,000 and 5,657,700 shares of common stock, respectively.

During the year ended November 30, 2022, a shareholder advanced the Company \$7,499 to pay for general operating expenses. The notes carry a 10% interest rate and are due demand.

During the six months ended May 31, 2024 and 2022, a shareholder advanced the Company \$48,377 and \$0 to pay for general operating expenses. The advances carry a 0% interest rate and are due demand. As of May 31, 2024 and November 30, 2023, the amount due to related parties was \$106,990 and \$63,613, respectively

NOTE 6 - COMMITMENTS AND CONTINGENCIES

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

No assurance provided.

NOTE 7 – STOCKHOLDERS' EQUITY

The Company's authorized common stock and preferred stock consists of 825,000,000 and 175,000,000 shares with par value of \$0.00001. As of May 31, 2024 and November 30, 2023, the Company had 26,933,606 and 53,275,906 shares of common stock outstanding, respectively. As of May 31, 2024 and November 30, 2023,, the Company had 4,000,000 and 3,000,000 shares of Series A Preferred Stock outstanding, respectively.

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

The designations, powers, preferences, rights, and restrictions granted or imposed upon the Series A Preferred Shares and holders thereof are as follows: (i) the holders of the Series A Preferred Stock are entitled to receive, prior and in preference to any distribution of any of the assets of the Company to the holders of any junior stock, including the Company's common stock; (ii) Series A Preferred Shares are convertible into shares of the Company's common stock at a ratio of 1:30, meaning every (1) one Series A Preferred Share shall convert into 30 shares of common stock of the Company and the holders of Series A Preferred Shares have the right to convert at any time;

(iii) Series A Preferred Stock votes at a ratio determined by multiplying (a) the number of shares of Series A Preferred Stock held by such hold-er; and (b) by 300. Such voting calculation is hereby authorized by the Company and the Company acknowledges such calculation may result in the total number of possible votes cast by the Series A Holders and all other classes of the Company's common stock in any given voting matter exceeding the total aggregate number of shares which this Company shall have authority to issue. The Series A Preferred Stock carry other protective provisions generally associated with designated series of preferred shares.

On January 29, 2024, the Company's CEO returned and cancelled 32,000,000 shares of common stock in exchange for 1,000,000 shares of Series A Preferred Stock.

On January 30, 2024, the Company issued 5,657,700 shares valued at \$4,073,544 to settle \$5,658 in debt (See note 5).

NOTE 8 – SUBSEQUENT EVENTS

In accordance with ASC Topic 855-10, the Company has analyzed its operations subsequent to May 31, 2024 to the date these financial statements were available to be issued and has determined that it does not have any material subsequent events to disclose in these financial statements.