

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Motomova Inc

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3590

Quarterly Report

For the period ending September 30, 2023 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

76,347,992 as of September 30, 2023

70,117,705 as of December 31, 2022

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 Control¹ of the company has occurred over this reporting period:

Yes: No:

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

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;

(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.

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

- Motomova Inc. since June 12, 2023
- Petrocorp Inc. from September 28, 2022, to June 12, 2023
- MEA Testing Systems, Inc. from September 6, 2022, to September 28, 2022
- Petrocorp Inc. since October 2007 to September 6, 2022
- GD Conference Center, Inc. from inception on July 16, 2006 to October 19, 2007

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Delaware
Good standing

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

None

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

None

The address(es) of the issuer's principal executive office:

575 Fifth Avenue
Suite 15-121
New York, NY 10017

The address(es) of the issuer's principal place of business:

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

4c Hagavish Street, POB 8745, Poleg Industrial Zone, Netanya, Israel 4250704

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: VStock Stock, LLC
Phone: 212-828-8436
Email: seth@vstocktransfer.com
Address: 18 Lafayette Place, Woodmere, NY 11598

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: MTMV
Exact title and class of securities outstanding: Common stock
CUSIP: 71647F106
Par or stated value: \$.0001
Total shares authorized: 500,000,000 as of date: September 30, 2023
Total shares outstanding: 76,347,992 as of date: September 30, 2023
Total number of shareholders of record: 40 as of date: September 30, 2023

All additional class(es) of publicly quoted or traded securities (if any):

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: _____
Total number of shareholders of record: _____ as of date: _____

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: _____
Total number of shareholders of record: _____ as of date: _____

Other classes of authorized or outstanding equity securities:

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

Exact title and class of the security: 6% Convertible Series A Preferred Stock
CUSIP (if applicable): N/A
Par or stated value: \$0.0001
Total shares authorized: 800,000 of 1,000,000 Shares of Preferred Stock designated 6% Convertible Series A Preferred Stock as of date: September 30, 2023

Total shares outstanding (if applicable): 635,318 as of date: September 30, 2023
Total number of shareholders of record (if applicable): 3 as of date: September 30, 2023

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 holders of shares of common stock have no dividend, voting or preemptive rights. Each holder of shares of our common stock is entitled to one vote for each share held of record on all matters submitted to the vote of stockholders, including the election of directors.

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

The Series A Preferred Stock is authorized to vote with the Common Stock in all stockholder meetings that the Common Stock may vote and each share has voting power equal to 174.61 votes per share. Each share of Series A Preferred Stock is convertible at a rate of 174.61 shares of common stock to each share of Series A Preferred Stock. There is a 6% annual dividend payable on the outstanding Series A Preferred Stock. There are no redemption or sinking fund provisions.

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

None

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

None

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening</u> <u>Balance</u> Date <u>January 1, 2021</u> Common: <u>22,680,000</u> <u>Preferred:</u> <u>635,318</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares)	Number of Shares Issued (or)	Class of Securities	Value of shares issued	Were the shares issued at a discount	Individual/Entity Shares were issued to.	Reason for share issuance (e.g. for cash or debt)	Restricted or Unrestricted as of	Exemption or Registration Type.

	returned to treasury)	cancelled)		(\$/per share) at Issuance	nt to market price at the time of issuance? (Yes/No)	*You must disclose the control person(s) for any entities listed.	conversion) -OR- Nature of Services Provided	this filing.	
<u>October 6, 2022</u>	<u>New Issuance</u>	<u>47,437,706</u>	<u>Common</u>	<u>\$0.02 per share</u>	<u>Yes</u>	<u>See list below</u>	<u>Exchange for ordinary shares of MEA Testing Systems Ltd.</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>October 6, 2022</u>	<u>New Issuance</u>	<u>195,241</u>	<u>Preferred</u>	<u>\$0.02 per share</u>	<u>No market for the preferred</u>	<u>Full Finance Israel, LP/ Amir Adibi</u>	<u>Exchange for ordinary shares of MEA Testing Systems Ltd.</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>October 6, 2022</u>	<u>New Issuance</u>	<u>109,942</u>	<u>Preferred</u>	<u>\$0.02 per share</u>	<u>No market for the preferred</u>	<u>Behesht Ventures, LP/Menachem Shalom</u>	<u>Exchange for ordinary shares of MEA Testing Systems Ltd.</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>January 25, 2023</u>	<u>New Issuance</u>	<u>227,150</u>	<u>Preferred</u>	<u>\$0.02 per share</u>	<u>No market for the preferred</u>	<u>Full Finance Israel, LP/ Amir Adibi</u>	<u>Exercise of warrant for preferred shares of Petrocorp Inc.</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>January 25, 2023</u>	<u>New Issuance</u>	<u>27,728</u>	<u>Preferred</u>	<u>\$0.02 per share</u>	<u>No market for the preferred</u>	<u>Star 26 VC, Limited Partnership/ Menachem Shalom</u>	<u>Exercise of warrant for preferred shares of Petrocorp Inc.</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
<u>May 16, 2023</u>	<u>New Issuance</u>	<u>6,170,286</u>	<u>Common</u>	<u>\$0.02 per share</u>	<u>Yes</u>	<u>Consultants Haytarr LLC Seth Farbman</u>	<u>Services provided</u>	<u>Restricted</u>	<u>Section 4(a)(2)</u>
Shares Outstanding on Date of This Report:									
Ending Balance									
Date <u>September 30, 2023</u>									
Common: <u>76,347,992</u>									
Preferred: <u>635,318</u>									

Example: A company with a fiscal year end of December 31st, 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, 2021 through December 31, 2022 pursuant to the tabular format above.

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

On October 6, 2022, the Company consummated the transactions contemplated by the Share Exchange Agreement dated July 26, 2022 with M.E.A. Testing Systems Ltd., a company formed under the laws of the State of Israel (“MEA”), and shareholders representing 89.6% of the issued and outstanding shares of MEA (the “MEA Shareholders”), pursuant to which the MEA Shareholders agreed to exchange all of their shares in MEA for newly issued shares of the Company. In accordance with the Share Exchange Agreement, each outstanding ordinary share of MEA was exchanged for 34.92 shares of common stock, par value \$0.0001 per share, of the Company, and every 5 outstanding preferred shares of MEA was exchanged for 1 newly issued preferred share of the Company. Each preferred share of MEA is convertible to 174.61 shares of common stock of MEA and has the other rights and designations identical to those held by the preferred shareholders of MEA immediately prior to the Closing.

Menachem Cohen		947,528
Menachem Cohen (ESOP)		3,608,591
A.M.S (Holdings and Investments) Ltd.	Elchanan Fass	412,075
Dan Yardeni and Co.	Dan Yardeni	527,631
Ofer Gabay		17,461
Hashavshevet (Manufacturing) (1988) Ltd	Rechel Leha Meidan + Avraham Meidan	24,934
Spark Enterprise Managing (1999) Ltd	Eitan Metuki	149,639
Elchanan Fass		10,054,550
E.N Shoham Business Ltd.	Eli Nadoam + Eitan Maimon	300,326
IBI	Public Company (David Luboski, CEO)	565,975
NETSER & CO. (T.R.) - TRUST	Moshe Rotchild	255,417
Dan Mazin		222,136
Miran Meir		66,351
Sapir Corp Ltd	Sharon Raz	282,237
Reut Gotman Brazovsky		1,170,643
Zachi Iztach Brazovsky		4,827,216
Noah Brazovsky		4,973,188
Esther Erlich		191,440
Benjamin Kahn		9,797,261
Zafrira Ben Zvi		120,619
Serg Fass		488,309

Doron Artal		369,541
Mark Rot		461,838
Akiva Mozes		461,943
Aharon Fogel		1,811,711
SDG Co-operation U.A.	Philip Roth	4,679,917
Miryam Eitan		649,228
Total		47,437,706

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.)
<u>April 1, 2022</u>	<u>949,950</u>	<u>949,950</u>	<u>71,051</u> <u>6% per annum</u>	<u>The earlier of (i) April 1, 2025 and (ii) gross proceeds received by the Company of at least \$5,000,000</u>	<u>Not convertible</u>	<u>Optima Fintech Management Ltd.*</u>	<u>Loan for working capital</u>

<u>June 20, 2023</u>	<u>93,889</u>	<u>93,889</u>	12% per annum If the Company not listed on Nasdaq by June 30, 2024, then 24% for the 2nd year of the loan.	<u>June 30, 2024, provided if the Company is not on Nasdaq by such date, the maturity date shall be June 30, 2025.</u>	If prior to June 30, 2024, 40% discount from the per share price offered to the public as part of a Nasdaq listing. If the Company is not on Nasdaq by June 30, 2024, the loan is no longer convertible.	Hold Me Ltd (affiliate of Mr. Menachem Shalom); Doron Yom Tov Amir Adibi; Hanan Malka; Menachem Shalom	<u>Loan for working capital</u>
<u>July 3, 2023</u>	<u>200,000</u>	<u>200,000</u>	8%	<u>July 3, 2025</u>	If prior to June 30, 2024, 40% discount from the per share price offered to the public as part of a Nasdaq listing. If the Company is not on Nasdaq by June 30, 2024, the loan is no longer convertible	<u>Graziani Industries 1992 Ltd, Co – Moshe Graziani.</u>	<u>Loan for working capital</u>
<u>July 3, 2023</u>	<u>65,500</u>	<u>65,500</u>	12% per annum If the Company is not traded on Nasdaq by June 30, 2024, then 24% for the 2nd year of	<u>June 30, 2024, provided if the Company is not on Nasdaq by such date, the maturity date shall be June</u>	If prior to June 30, 2024, 40% discount from the per share price offered to the public as part of a Nasdaq listing. If the Company is not on Nasdaq by June 30, 2024, the loan is no longer convertible.	<u>Amir Adibi; Menachem Shalom</u>	<u>Loan for working capital</u>

			the loan.	<u>30, 2025</u>			
<u>July 20, 2023</u>	<u>\$77,400</u>	<u>\$77,400</u>	<u>1% per month</u>	July 20, 2025	If the Company's common stock is listed on the NASDAQ Capital Market before July 4, 2024, the outstanding loan and accrued interest may be converted into shares of the Company's common stock at a 40% discount to the public offering price.	<u>Amir Adibi;</u> <u>Menachem</u> <u>Shalom</u>	<u>Loan for working capital</u>
<u>August 30, 2023</u>	<u>\$48,750</u>	<u>\$48,400</u>	<u>1% per month</u>	July 20, 2025	If the Company's common stock is listed on the NASDAQ Capital Market before July 4, 2024, the outstanding loan and accrued interest may be converted into shares of the Company's common stock at a 40% discount to the public offering price.	<u>Amir Adibi;</u> <u>Menachem</u> <u>Shalom</u>	<u>Loan for working capital</u>
<u>August 30, 2023</u>	<u>\$180,000</u>	<u>\$180,000</u>	<u>1% per month</u>	September 1, 2025	If the Company's common stock is listed on the NASDAQ Capital Market before August 31, 2024, the outstanding loan and accrued interest may be converted into shares of the Company's common stock at a 40% discount to the public offering price.	<u>Menachem</u> <u>Shalom</u>	<u>Loan for working capital</u>

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

In connection with the change of control which occurred March 15, 2022, Optima Fintech Management Ltd. received an assignment of the outstanding balances owed by the Company to James Fitzsimons. As previously disclosed by the Company, James Fitzsimons lend the Company an aggregate of \$949,950 from December 2008 through May 2011. All principal and accrued interest thereon was assigned to the Purchaser as of March 15, 2022.

- The directors of Optima Fintech Management Ltd. are Doron Yom-Tov, who is also the chief executive officer of the company, and Menachem Shalom, who is also the chief operating officer of the company. The shareholders of Optima Fintech are (i) Meshi Consultants Ltd., which is controlled by Doron Yom-Tov; (ii) Tamarindi Ltd., which is controlled by Menachem Shalom; (iii) Amir Adibi Holdings Ltd., which is controlled by Amir Adibi; and (iv) Chanan Dory, Supervision and Management Services Ltd., which is controlled by Hanan Malka. All of the foregoing are companies are registered in the State of Israel, and all of the foregoing individuals are citizens of the State of Israel.

4) Issuer's Business, Products and Services

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

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

_____ As a result of the consummation on October 6, 2022 of the transactions contemplated by the Share Exchange Agreement dated July 26, 2022 with M.E.A. Testing Systems Ltd., a company formed under the laws of the State of Israel ("MEA"), and shareholders representing 89.6% of the issued and outstanding shares of MEA (the "MEA Shareholders"), MEA became a subsidiary of the Company. MEA develops, manufactures and supplies an extensive array of testing solutions and instruments relating to the power of motors for various markets, including electric vehicles and their components, transportation and the home appliance industries. MEA offers unique combined solutions and simulations that integrate our special unique dynamic and static capabilities with traditional dynamometer methods that measure force or power. Dynamometers are testing benches used to test the physical parameters of the motor-like speed, torque, efficiency and power of the motor.

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

MEA Testing Systems Ltd., a company formed under the laws of the State of Israel

Motomova Ltd (Previously: Petrocorp Israel Ltd.), a company formed under the laws of the State of Israel and is wholly owned the Company.

C. Describe the issuers' principal products or services.

MEA manufactures two types of dynamometers – the Regenerative Dynamometer System (RDS) – which is the "classic" industry product where a loading motor is used in order to load the motor being tested. The loading motor is used to bring the tested motor to full speed and then forces are applied on the tested motor to test the power, speed, torque and efficiency of the motor. During the application of those forces the parameters and indicators of the tested motor are measured and used to evaluate its condition and performance.

The second dynamometer we developed is the proprietary Inertial Dynamometer System (IDS). This product allows a motor to be tested without a loading motor; this saves time, money and resources. The IDS provides similar testing performance capabilities as the RDS by "calculating" the performance indicators of the tested engine based on parameters measured during the acceleration and deceleration phases of the motor. The IDS can be used to test any electric motor, but it saves the need of a loading motor. Clients mainly request the IDS to test "special" motors – very small or very large motors or motors that are very strong or very fast – where loading motors are unavailable.

In addition, MEA develops and offers additional testing solutions used to test additional components or parts that connect to the motor like batteries (power supply) and gear.

MEA's products can be used to test all types of electric motors, both in the transportation market and for industrial applications. In addition, they can be used in the design and planning phase of a motor (in the lab) for R&D purposes or in production mode - End of Line testing (EOL). Some of MEA products are used by Official Standards Institutes and Educational Institutes.

MEA has a current patent (U.S. Patent No. US 6,591,200 B1) covering certain of its proprietary methods and systems for dynamic testing of loaded or unloaded electrical rotating electric motors.

MEA manufactures its products in Netanya, Israel. MEA purchases the different parts and hardware used for the dynamometers from suppliers around the world and assembles them in their shop. In addition, MEA's proprietary software

is installed in the dynamometer and is used to manage the operation of the dynamometers and as an interface for the operator who can use it for different test cycles, configuration and test output.

5) Issuer's Facilities

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

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

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

The address of the issuer's principal place of business is 4c Hagavish Street, POB 8745, Poleg Industrial Zone, Netanya, Israel 425070. The premises are subject to a lease until August 31, 2028, and includes an option to extend for an additional 60 months terminating as of August 31, 2033 for a 5% rental increase plus CPI adjustments and Israel value added tax. The issuer pays approximately \$7,000 per month for approximately 690 feet.

6) Officers, Directors, and Control Persons

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

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

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

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
<u>Doron Yom Tov</u>	<u>Chairman, Owner of more than 5%</u>	<u>Israel</u>	24,828,806	<u>See footnote (2) below</u>	<u>12.99%</u>	<u>See footnote (3) below</u>
<u>Menachem Shalom</u>	CEO, Secretary and Director of Motomova Co-CEO and Director of MEA	<u>Israel</u>	<u>33,747,611</u>	<u>See footnote (2) below</u>	<u>17.65%</u>	<u>See footnote (2) below</u>

<u>Amir Adibi</u>	<u>President and Director of Motomova</u>	<u>Israel</u>	33,747,611	<u>See footnote (2) below</u>	17.65%	<u>See footnote (2) below</u>
<u>Ilanit Halperin</u>	<u>Chief Financial Officer</u>	<u>Israel</u>	See footnote (7) below	See footnote (7) below	See footnote (7) below	See footnote (7) below
<u>Menachem Cohen</u>	<u>CEO and Director of MEA</u>	<u>Israel</u>	<u>4,556,119</u>	<u>Common</u>	<u>5.97%</u>	<u>See footnote (1) below</u>
Hanan Malka	Member of the board of directors of MEA	Israel	0	0	0	0
Michael Yosef Sharan	Member of the board of directors of MEA	Israel	0	N/A	0	N/A
Igal Chermerinsky	Member of the board of directors of MEA	Israel	0	N/A	0	N/A
<u>Elchanan Fass</u>	<u>Owner of more than 5%</u>	<u>Israel</u>	<u>10,054,550</u>	<u>Common</u>	13.18%	N/A
Benjamin Kahn	Owner of more than 5%	Israel	9,797,261	Common	12.84%	<u>N/A</u>
Behesht Ventures, LP	Owner of more than 5%	Israel	23,485,033	See footnote (4) below	10.21%	See footnote (4) below
Full Finance Israel, LP	Owner of more than 5%	Israel	86,575,116	See footnote (5) below	45.28%	See footnote (5) below
Star 26, LP	Owner of more than 5%	Israel	4,841,586	See footnote (6) below	2.53%	See footnote (6) below

(1) Includes 3,608,591 shares of common stock held by ESOP Management and Trust Services Ltd., of which Mr. Cohen has sole voting and dispositive power. Mr. Cohen has beneficial ownership of these shares.

(2) Includes (i) 185,932 shares of Series A Preferred Stock held by Full Finance Israel, LP ("Full Finance") which are convertible to 32,465,669 shares of common stock; (ii) 3,080 shares of Series A Preferred Stock held by Behesht Ventures, LP ("Behesht") which are convertible to 537,784 shares of common stock; and (iii) 4,262 shares of Series A Preferred Stock held by Gold Finance Ltd. ("Gold Finance"), a limited partner in Behesht, which are convertible to 744,159 shares of common stock. Mr. Shalom disclaims beneficial ownership of the other securities held by Star, Full Finance, Behesht, and Gold Finance. Mr. Adibi disclaims beneficial ownership of the other securities held by Star, Full Finance, Behesht and Gold Finance.

- (3) Includes 120,634 shares of Series A Preferred Stock which are convertible to 21,063,987 shares of common stock.
- (4) Represents 111,770 shares of Series A Preferred Stock which are convertible to 19,516,186 shares of common stock, of which Messrs. Shalom and Abidi share sole voting and dispositive power.
- (5) Represents 495,820 shares of Series A Preferred Stock which are convertible to 86,575,116 shares of common stock, of which Messrs. Shalom and Abidi share voting and dispositive power.
- (6) Represents 27,728 shares of Series A Preferred Stock which are convertible to 4,841,586 shares of common stock. Messrs. Shalom and Abidi share voting and dispositive power on these securities.
- (7) The Registrant will allocate 0.75% of its fully diluted share capital to Ms. Halperin, to vest quarterly, over the next 3 year, commencing September 1, 2023.

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. 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, or banking activities;

None

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

None

4. The entry 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

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

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.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Mark E. Crone - The Crone Law Group, P.C.
Address 1: 420 Lexington Avenue, Suite 2446
Address 2: New York, NY 10170
Phone: 646-861-7891
Email: mcrone@cronelawgroup.com

Accountant or Auditor

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

Twitter: _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

Other Service Providers

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

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Financial Statements

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

- IFRS
- U.S. GAAP

B. The following financial statements were prepared by (name of individual)²:

Name:

Title:

Relationship to Issuer:

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

Provide the following financial statements 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.

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

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.

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, Menachem Shalom certify that:

1. I have reviewed this Disclosure Statement for Quarterly Report;
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

² 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.

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: November 16, 2023

/s/ Menachem Shalom

Name: Menachem Shalom

Title: Chief Executive Officer (Principal Executive Officer)

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

Principal Financial Officer:

I, Ilanit Halperin certify that:

1. I have reviewed this Disclosure Statement for Quarterly Report of Motomova 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.

Date: November 16, 2023

/s/ Ilanit Halperin

Name: Ilanit Halperin

Title: Chief Financial Officer (Principal Financial Officer)

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

MOTOMOVA INC.
(Previously: PETROCORP INC.)

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

AS OF SEPTEMBER 30, 2023

MOTOMOVA INC.
(Previously: PETROCORP INC.)

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

AS OF SEPTEMBER 30, 2023

U.S. DOLLARS

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MOTOMOVA INC.

CONDENSED CONSOLIDATED BALANCE SHEET

U.S. dollars (except share and per share data)

	<u>September 30,</u> 2023 (Unaudited)	<u>December 31,</u> 2022
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	71,169	334,759
Restricted cash	121,854	-
Accounts receivable	141,268	76,311
Other current assests	605,692	127,468
Operating lease right-of-use assets	41,645	44,948
Inventory	186,492	204,253
Total current assets	<u>1,168,120</u>	<u>787,739</u>
Property and equipment, net	7,347	6,697
Total assets	<u>1,175,467</u>	<u>794,436</u>
 LIABILITIES AND SHAREHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Loan from bank	129,139	-
Trade payables	316,069	79,035
Other current liabilities	1,232,622	1,201,998
Related parties	34,259	35,729
Shareholders' loan	1,539,296	992,737
Operating lease liabilities	41,645	44,948
Total current liabilities	<u>3,293,030</u>	<u>2,354,447</u>
 SHAREHOLDERS' DEFECIT		
Ordinary shares of \$0.0001 par value - 500,000,000 shares authorized on September 30, 2023 and December 31, 2022; 76,347,992 and 70,117,705 shares issued and outstanding on September 30, 2023 and December 31, 2022, respectively.	7,628	7,012
Preferred shares of \$0.0001 par value - 1,000,000 shares authorized, on September 30, 2023 and December 31, 2022; 610,061 and 305,183 shares issued and outstanding on September 30, 2023 and December 31, 2022, respectively.	61	31
Additional paid-in capital	11,525,355	10,205,070
Other comprehensive income	199,783	181,222
Accumulated deficit	(13,681,654)	(11,909,462)
Total Deficit attributable to controlling shareholders	<u>(1,948,827)</u>	<u>(1,516,127)</u>
Non-controlling interests	(168,736)	(43,884)
	<u>(2,117,563)</u>	<u>(1,560,011)</u>
Total liabilities and shareholders' Deficit	<u>1,175,467</u>	<u>794,436</u>

November 14, 2023
Date of approval of the
financial statements

Menny Shalom
Chief Executive Officer

The accompanying notes are an integral part of the condensed consolidated financial statements.

MOTOMOVA INC.

**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(UNAUDITED)**

U.S. dollars (except share and per share data)

	<u>Three months ended</u>		<u>Nine months ended</u>	
	<u>September 30, 2023</u>	<u>September 30, 2022</u>	<u>September 30, 2023</u>	<u>September 30, 2022</u>
Sales	177,881	-	579,483	-
Cost of sales	<u>(309,935)</u>	-	<u>(686,316)</u>	-
Gross profit	(132,054)	-	(106,833)	-
Research and development	(182,719)	-	(385,785)	-
Sales and marketing	(125,744)	-	(342,458)	-
General and administrative	(170,118)	(6,061)	(802,298)	(21,235)
Operating loss	(610,635)	(6,061)	(1,637,374)	(21,235)
Other Income	-	-	-	22,597
Financial Income (expenses)	<u>(214,510)</u>	<u>(15,047)</u>	<u>(261,825)</u>	<u>(44,650)</u>
Net loss	<u>(825,145)</u>	<u>(21,108)</u>	<u>(1,899,199)</u>	<u>(43,288)</u>
Other comprehensive income	<u>(61,099)</u>	-	<u>20,716</u>	-
Total loss and other comprehensive income	<u>(866,244)</u>	<u>(21,108)</u>	<u>(1,878,483)</u>	<u>(43,288)</u>
Net loss for the period is attributable to:				
Controlling shareholders	(766,962)	(21,108)	(1,772,192)	(43,288)
Non-controlling interests	<u>(58,183)</u>	-	<u>(117,007)</u>	-
	<u>(825,145)</u>	<u>(21,108)</u>	<u>(1,899,199)</u>	<u>(43,288)</u>
Loss per ordinary share	<u>(0.01)</u>	<u>(0.00)</u>	<u>(0.02)</u>	<u>(0.00)</u>
Weighted average number of ordinary shares used in computing basic and diluted loss per share	<u>76,287,991</u>	<u>22,680,000</u>	<u>72,197,069</u>	<u>22,680,000</u>

The accompanying notes are an integral part of the condensed consolidated financial statements.

MOTOMOVA INC.

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' DEFICIT

U.S. dollars (except share and per share data)

	Ordinary shares		Preferred shares		Additional paid-in capital	Other comprehensive income	Accumulated deficit	Total	Non-controlling interests	Total shareholders' equity (Deficit)
	Number	Amount	Number	Amount						
Balance at January 1, 2023	70,117,705	7,012	305,183	31	10,205,070	181,222	(11,909,462)	(1,516,127)	(43,884)	(1,560,011)
Other comprehensive income	-	-	-	-	-	20,778	-	20,778	2,372	23,150
Net loss	-	-	-	-	-	-	(364,272)	(364,272)	(30,827)	(395,099)
Investment from shareholders	-	-	304,878	30	999,966	-	-	999,996	-	999,996
Balance at March 31, 2023	70,117,705	7,012	610,061	61	11,205,036	202,000	(12,273,734)	(859,625)	(72,339)	(931,964)
Other comprehensive income	-	-	-	-	-	52,528	-	52,528	6,137	58,665
Net loss	-	-	-	-	-	-	(640,958)	(640,958)	(37,997)	(678,955)
Share based compensations	6,170,286	616	-	-	85,344	-	-	85,960	-	85,960
Balance at June 30, 2023	76,287,991	7,628	610,061	61	11,290,380	254,528	(12,914,692)	(1,362,095)	(104,199)	(1,466,294)
Other comprehensive income	-	-	-	-	-	(54,745)	-	(54,745)	(6,354)	(61,099)
Net loss	-	-	-	-	-	-	(766,962)	(766,962)	(58,183)	(825,145)
Share based compensations	-	-	-	-	234,975	-	-	234,975	-	234,975
Balance at September 30, 2023	76,287,991	7,628	610,061	61	11,525,355	199,783	(13,681,654)	(1,948,827)	(168,736)	(2,117,563)

The accompanying notes are an integral part of the condensed consolidated financial statements.

MOTOMOVA INC.

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' DEFICIT

U.S. dollars (except share and per share data)

	<u>Ordinary shares</u>		<u>Preferred shares</u>		<u>Additional paid-in capital</u>	<u>Other comprehensive income</u>	<u>Accumulated deficit</u>	<u>Total</u>	<u>Non- controlling interests</u>	<u>Total shareholders' Deficit</u>
	<u>Number</u>	<u>Amount</u>	<u>Number</u>	<u>Amount</u>						
Balance at January 1, 2022	22,680,000	2,268	-	-	3,058,189	-	(4,078,004)	(1,017,547)	-	(1,017,547)
Net loss	-	-	-	-	-	-	7,877	7,877	-	7,877
Balance at March 31, 2022	22,680,000	2,268	-	-	3,058,189	-	(4,070,127)	(1,009,670)	-	(1,009,670)
Net loss	-	-	-	-	-	-	(30,057)	(30,057)	-	(30,057)
Balance at June 30, 2022	22,680,000	2,268	-	-	3,058,189	-	(4,100,184)	(1,039,727)	-	(1,039,727)
Net loss	-	-	-	-	-	-	(21,108)	(21,108)	-	(21,108)
Balance at September 30, 2022	22,680,000	2,268	-	-	3,058,189	-	(4,121,292)	(1,060,835)	-	(1,060,835)

The accompanying notes are an integral part of the condensed consolidated financial statements.

MOTOMOVA INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

U.S. dollars

	Nine months ended	
	September 30, 2023	September 30, 2022
<u>Cash flows from operating activities:</u>		
Net loss	(1,772,192)	(43,288)
Adjustments to reconcile net loss to net cash used in operating activities:		
Decrease in trade receivables	(64,957)	-
Decrease in other current assets	(59,024)	-
Decrease in inventory	(401,439)	-
Interest for shaeholders' loans	53,650	44,650
Share based compensations	228,619	-
Increase in accounts payables	237,034	-
Increase in other current liabilities	335,624	-
Decrease in related parties	(1,470)	(1,362)
Increase in other comprehensive income	14,625	-
Net cash used in operating activities	<u>(1,458,780)</u>	<u>-</u>
<u>Cash flows from financing activities:</u>		
Loan from bank	129,139	-
Loan from shareholders	492,909	-
Investments from shareholders	694,996	-
Net cash provided by financing activities	<u>1,317,044</u>	<u>-</u>
Decrease in cash and cash equivalents	(141,736)	-
Cash and cash equivalents at the beginning of the period	<u>334,759</u>	<u>-</u>
Cash and cash equivalents at the end of the period	<u>193,023</u>	<u>-</u>
Supplemental disclosure of cash flow information:		
Non-cash transactions:		
Issuance of shares against other accounts liabilities	<u>305,000</u>	<u>-</u>

The accompanying notes are an integral part of the condensed consolidated financial statements.

NOTES TO FINANCIAL STATEMENTS (UNAUDITED)

U.S. dollars

NOTE 1:- GENERAL

- a. Motomova Inc. (the "Company") a corporation organized and existing under and by virtue of the provisions of General Corporation Law of the state of Delaware was incorporated in July 2006.

On June 12, 2023 the Company has changed its name from PETROCORP Inc to MOTOMOVA Inc.

- b. On March 15, 2022, Optima Fintech Management Ltd., a company formed under the laws of the State of Israel ("Optima"), purchased 17,000,000 shares of common stock from James Fitzsimons, former CEO of the Company, pursuant to the terms and conditions of the Stock Purchase Agreement dated February 23, 2022, among Optima, the seller and the Company. As a result of the purchase, Optima became, at that time, the controlling shareholder and the owner of the majority of the power of the Company's outstanding voting securities.
- c. On October 6, 2022, the Company consummated the transactions contemplated by the Share Exchange Agreement dated July 26, 2022, with M.E.A. Testing Systems Ltd., a company formed under the laws of the State of Israel ("MEA"), and shareholders representing 89.6% of the issued and outstanding shares of MEA (the "MEA Shareholders"), pursuant to which the MEA Shareholders agreed to exchange all of their shares in MEA for newly issued shares of the Company.

In accordance with the Share Exchange Agreement, each outstanding ordinary share of MEA was exchanged for 34.92 shares of common stock, par value \$0.0001 per share, of the Company, and every 5 outstanding preferred shares of MEA was exchanged for 1 newly issued preferred share of the Company. Each preferred share of MEA is convertible to 174.61 shares of common stock of MEA and has the other rights and designations identical to those held by the preferred shareholders of MEA immediately prior to the Closing.

At the closing, all the outstanding warrants issued by MEA exercisable for an aggregate of 305,848 were exchanged for an identical number of warrants exercisable for the identical number of preferred shares of Motomova.

As a result of the transactions contemplated by the Share Exchange Agreement, MEA became a subsidiary of the Company.

In October 2022, the share exchange agreement was closed and 89.6% of MEA shares were transferred to the Company, which, in return issued 47,437,706 ordinary shares to the transferring MEA shareholders. In addition 305,183 preferred shares were issued to preferred-shares MEA shareholders. In addition a warrant was issued – according to which – Full Finance Israel, Limited Partnership, that previously had a warrant to invest up to \$1,000,000 in MEA in return to preferred shares, received a warrant to invest up to \$1,000,000 in return to 304,878 preferred shares of the Company.

The pro forma financial statements of the Company are based on the historical financial statements of the Company and M.E.A. Testing Systems Ltd. The pro forma presentation is due to the acquisition of M.E.A. Testing Systems Ltd.

NOTES TO FINANCIAL STATEMENTS (UNAUDITED)

U.S. dollars

NOTE 1:- GENERAL (Cont.)

- d. The Company has an accumulated deficit in the total amount of \$13,681,654 as of September 30, 2023, the Company has negative operating cash flow, further losses are anticipated in the development of its business. Those factors raise substantial doubt about the Company's ability to continue as a going concern. The ability to continue as a going concern is dependent upon the Company obtaining the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they become due.

The Company intends to finance operating costs over the next twelve months with existing cash on hand, reducing operating spend, and future issuances of equity and debt securities, or through a combination of the foregoing. However, the Company will need to seek additional sources of financing if the Company requires more funds than anticipated during the next 12 months or in later periods.

The accompanying condensed consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and liabilities and commitments in the normal course of business.

The consolidated financial statements for the period ended September 30, 2023, do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from uncertainty related to the Company's ability to continue as a going concern.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION**Unaudited Interim Financial Statements**

The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its subsidiary, prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") and with the instructions to Form 10-Q. In the opinion of management, the financial statements presented herein have not been audited by an independent registered public accounting firm but include all material adjustments (consisting of normal recurring adjustments) which are, in the opinion of management, necessary for a fair statement of the financial condition, results of operations and cash flows for the nine months ended September 30, 2023. However, these results are not necessarily indicative of results for any other interim period or for the year ended December 31, 2023.

Certain information and footnote disclosures normally included in financial statements in accordance with generally accepted accounting principles have been omitted pursuant to the rules of the U.S. Securities and Exchange Commission ("SEC"). These financial statements should be read in conjunction with the financial statements and notes thereto contained in the Company's Annual Report on Form S-1 for the year ended December 31, 2022.

Use of Estimates

The preparation of the financial statements in conformity with GAAP 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 dates of the financial statements and the reported amounts of expenses during the reporting periods. Estimates are used when accounting for Going Concern.

NOTES TO FINANCIAL STATEMENTS (UNAUDITED)

U.S. dollars

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (cont.)**Recent Accounting Pronouncements**

New pronouncements issued but not effective as of September 30, 2023 are not expected to have a material impact on the Company's consolidated financial statements.

NOTE 3:- EVENTS DURING AND AFTER THE REPORT PERIOD

- A. On January 1, 2023 the Company adopted the 2022 Petrocorp Inc. Stock Incentive Plan ("Plan"), which has been presented to and reviewed by the Board and the holders of the majority of the issued and outstanding shares of the Corporation. According to the Plan the Company has reserved 15,000,000 shares of common stock for issuance to employees, officers, consultants and agents of the Company.
- B. As of September 01, 2023, the Company entered into an Employment Agreement with Ilanit Halperin, according to which Ms. Halperin will serve as the Company's Chief Financial Officer commencing September 1, 2023, for a monthly payment of of NIS20,000, plus VAT per month. Starting January 2024 the monthly payment is expected to be NIS25,000, plus vat.. Ms. Halperin agreed to a 12-month non-compete provision after the employment agreement is terminated.
- C. On March 2023 an amount of 304,878 warrants that were issued and outstanding as of December 31, 2022 were exercise for a number of 304,878 preferred shares of the company. Accordingly, the company has an aggregate of 610,061 shares of preferred stock issued and outstanding which are convertible to an aggregate of 106,522,751 shares of common stock of the Company.
- D. On May 16, 2023 the Company issued and amount of 6,170,286 shares of Common Stock, for their par value, and that upon such issuance, such shares shall be deemed to be duly authorized, fully paid and non-assessable. The value of the services rendered by the recipient of the shares is valued by the Company to be \$70,000. That amount is credited in the statements of operations and comprehensive loss for six and three months ended June 30, 2023 in " General and administrative expenses".
- E. On June 15, 2023, MEA entered into a credit agreement with Bank Hapoalim, an Israeli bank, pursuant to which MEA received a 6-month loan of NIS 500,000 (approximately \$130 thousands) . Interest on the line of credit accrued at the Israel Bank's Prime Rate (currently 6.25%) plus 2.25% per annum. The credit agreement is secured by a lien on all of MEA's assets and by unlimited personal guarantees of each of the Company's directors. The credit agreement is secured by a lien on all of MEA's assets and by unlimited personal guarantees of each of the Company's directors.

Since the Company's directors (Menachem Shalom, Amir Adibi and Doron Yom Tov) were required to sign an unlimited personal guarantee to secure the loan from Bank Hapoalim and to secure all other, existing and future, loans and credit provided to the Company and/or to MEA, the Company agreed to issue to each director or his designee, per month, 300,000 common shares, per each USD100,000 of debt guaranteed by that director. That applies to the debt provided by Grazaini Industries, as mentioned above, as well.

The company recorded in the statements of operations and comprehensive loss for nine and three months ended September 30, 2023 interest expenses in the amount of \$47,666 and \$40,544, respectively .

NOTES TO FINANCIAL STATEMENTS (UNAUDITED)

U.S. dollars

NOTE 3:- EVENTS DURING AND AFTER THE REPORT PERIOD (cont.)

- F. On June 19, 2023, the Company and MEA entered into a convertible loan agreement with five shareholders and/or affiliates. Pursuant to the convertible loan agreement, the shareholders lend an aggregate of approximately \$93,889. The loans bear interest at a rate of 1% per month. In addition, the Company agreed to issue 2,125,000 common shares to all the lending shareholder for each calendar month that the loan remains outstanding. The company recorded in the statements of operations and comprehensive loss for nine and three months ended September 30, 2023 interest expenses in the amount of \$82,769 and \$73,930, respectively.

If the Company's common stock is listed on the NASDAQ Capital Market before June 20, 2024, the shareholders have the right to convert the outstanding loan and accrued interest, into shares of the Company's common stock at a 40% discount to the public offering price, subject to certain limitations. If the Company is not listed on Nasdaq by such date, the interest rate on the loan increases to 2% per annum and the loan is due on June 20, 2025.

- G. On July 3, 2023, the Company entered into a convertible loan agreement with Graziani Industries 1992 Ltd. ("Lender"), pursuant to which Lender agreed to lend \$200,000 to the Company with interest at the rate of 8% a year. In the event of an uplist of the Company's common stock to NASDAQ Capital Market prior to July 4, 2024, Lender has the right to convert the outstanding loan balance into shares of the Company's common stock at a 40% discount to the public offering price, subject to certain limitations. If the Company fails to achieve an uplisting of its common stock before such date, the loan will bear interest at 8% per annum and must be repaid on or before July 4, 2025. If the loan is not converted to shares, the debt of the Company to Lender is then personally guaranteed by Messrs. Shalom and Adibi, two directors of the Company.
- H. On July 3, 2023, each of Amir Adibi and Menachem Shalom, officers and directors of the Company, lend the Company \$32,500. The Company received an aggregate of \$48,750 as a result of the 25% original discount on the loans. The loans bear interest at a rate of 1% per month. In addition, the Company agreed to issue 500,000 common shares to each of Messrs. Adibi and Shalom for each calendar month that the loan remains outstanding. If the Company's common stock is listed on the NASDAQ Capital Market before July 4, 2024, the lenders have the right to convert the outstanding loan and accrued interest, into shares of the Company's common stock at a 40% discount to the public offering price, subject to certain limitations, provided, however that the Company's effective value to each lender shall not exceed \$60,000,000. If the Company is not listed on Nasdaq by such date, the interest rate on the loan increases to 2% per annum and the loan is due on July 4, 2025.

The company recorded in the statements of operations and comprehensive loss for nine and three months ended September 30, 2023 interest expenses in the amount of \$33,656

- I. On July 20, 2023, each of Amir Adibi and Menachem Shalom, officers and directors of the Company, lend the Company \$53,750. The Company received an aggregate of \$77,400 as a result of the 28% original discount on the loans. The loans bear interest at a rate of 1% per month. In addition, the Company agreed to issue 500,000 common shares to each of Messrs. Adibi and Shalom for each calendar month that the loan remains outstanding. If the Company's common stock is listed on the NASDAQ Capital Market before July 20, 2024, the lenders have the right to convert the outstanding loan and accrued interest, into shares of the Company's common stock at a 40% discount to the public offering price, subject to certain limitations, provided, however that the Company's effective value to each lender shall not exceed \$60,000,000. If the Company is not listed on Nasdaq by such date, the interest rate on the loan increases to 2% per annum and the loan is due on July 21, 2025.

The company recorded in the statements of operations and comprehensive loss for nine and three months ended September 30, 2023 interest expenses in the amount of \$27,227

NOTES TO FINANCIAL STATEMENTS (UNAUDITED)

U.S. dollars

NOTE 3:- EVENTS DURING AND AFTER THE REPORT PERIOD (cont.)

- J. On August 30, 2023, Tamarindi Ltd, an Israeli company wholly-owned by Menachem Shalom, officer and director of the Company, lend the Company \$180,000. The Company received an aggregate of \$90,000 as a result of the 50% original discount on the loans. The loans bear interest at a rate of 1% per month. In addition, the Company agreed to issue 1,000,000 common shares to the Lender for each calendar month that the loan remains outstanding. If the Company's common stock is listed on the NASDAQ Capital Market before August 31, 2024, the lenders have the right to convert the outstanding loan and accrued interest, into shares of the Company's common stock at a 40% discount to the public offering price, subject to certain limitations, provided, however that the Company's effective value to each lender shall not exceed \$60,000,000. If the Company is not listed on Nasdaq by such date, the interest rate on the loan increases to 2% per annum and the loan is due on September 01, 2025.

The company recorded in the statements of operations and comprehensive loss for nine and three months ended September 30, 2023 interest expenses in the amount of \$11,723

NOTE 4:- RELATED PARTIES**Balances with interested and related parties:**

	September 30, 2023	September 30, 2022
Short term loans	34,259	35,729
Creditors on account of equity rights	-	305,000
Sharholders Loan	1,539,296	992,737

Transactions with interested and related parties:

	September 30, 2023	September 30, 2022
Consulting fees and Management fees	287,637	-
Directors' fees	67,500	-
Total	355,137	-