RBR GLOBAL INC.

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Lake Mary, FL 32746

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www.rbrglobal.co
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Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

362,393,866 as of September 30, 2024 *(Current Reporting Period Date or More Recent Date)*

233,208,449 as of December 31, 2023 *(Most Recent Completed Fiscal Year End)*

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control[4] 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.

RBR Global Inc. from September 13, 2023 to today.
Channel Holdings Inc. from June 13, 2029 to September 13, 2021.
Universal Gold Mining Corp. from April 9, 2010 to June 13, 2019.
Federal Sports & Entertainment, Inc. from May 2008 to April 2010.
Rite Time Mining, Inc. from May 3, 2006 to May 2008.

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:
See above.

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 February 29, 2024, the Company entered into a Share Exchange Agreement through which it sold RBR Global, LLC in exchange for a 50% interest in Bitsaver, Inc.

On that same date, the Company entered into a Share Exchange Agreement through which it issued 65,000,000 shares of its common stock in exchange for the remaining 50% interest in Bitsaver, Inc.

Following these Share Exchange Agreements, the Company's operating subsidiary is Bitsaver, Inc., which is now its wholly-owned subsidiary.

Address of the issuer's principal executive office:

255 Primera Blvd., Suite 160, Lake Mary, FL 32746

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: Continental Stock Transfer & Trust Company
Phone: (212) 509-4000

Email: cstmail@continentalstock.com
Address: 1 State Street, 30th Floor, New York, NY 10004-1561

Publicly Quoted or Traded Securities:

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

Trading symbol:	RBRI
Exact title and class of securities outstanding:	Common Stock
CUSIP:	749264107
Par or stated value:	$0.001 per share
Total shares authorized:	1,000,000,000 as of September 30, 2023
Total shares outstanding:	362,393,866 as of date: September 30, 2024
Total number of shareholders of record:	66 as of date: September 30, 2024

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

None.

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.

Trading symbol: N/A
Exact title and class of securities outstanding: Preferred Stock
CUSIP: N/A
Par or stated value: $0.001
Total shares authorized: 10,000,000 as of date: September 30, 2023
Total shares outstanding: 1 as of date: September 30, 2024
Total number of shareholders of record: 1 as of date: September 30, 2023

Trading symbol: N/A
Exact title and class of securities outstanding: Series B Preferred Stock CUSIP: N/A
Par or stated value: $0.001
Total shares authorized: 20,000 as of date: September 30, 2023
Total shares outstanding: 500 as of date: September 30, 2023
Total number of shareholders of record: 2 as of date: September 30, 2023

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.**

Our common shareholders of record are entitled to one vote for each share held on all matters to be voted on by shareholders. Unless specified in our articles of incorporation or bylaws, or as required by applicable provisions of

Nevada law (or stock exchange rules that may apply to us in the future), the affirmative vote of a majority of our shares of common stock that are voted is required to approve any such matter voted on by our shareholders. There is no cumulative voting with respect to the election of directors, with the result that the holders of more than 50% of the shares voted for the election of directors can elect all of our directors. Our shareholders are entitled to receive ratable dividends when, as and if declared by the board of directors out of funds legally available therefor.

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

Our articles of incorporation permit us to issue preferred stock from time to time in one or more series. Our board of directors is authorized to fix the voting rights, if any, designations, powers, preferences, the relative, participating, optional or other special rights and any qualifications, limitations and restrictions thereof, applicable to the shares of each series. Our board of directors will be able to, without shareholder approval, issue preferred stock with voting and other rights that could adversely affect the voting power and other rights of the holders of the common stock and could have anti- takeover effects. The ability of our board of directors to issue preferred stock without shareholder approval could have the effect of delaying, deferring or preventing a change of control of us or the removal of existing management.

The holder of the Series A Super Voting Preferred Stock shall be entitled to vote on all matters subject to a vote or written consent of the holders of the Company's Common Stock, and on all such matters, the share of Series A Super Voting Preferred Stock shall be entitled to that number of votes equal to the number of votes that all issued and outstanding shares of Common Stock and all other securities of the Company are entitled to, as of such date of determination, on a fully diluted basis, plus One Million (1,000,000) votes, it being the intention that the holder of the Series A Super Voting Preferred Stock shall have effective voting control of the Company, on a fully diluted basis. The holder of the Series A Super Voting Preferred Stock shall vote together with the holders of Common Stock as a single class.

The holder of the Series B Preferred Stock have a stated value of $1,000 per share, contain no voting rights, receive a dividend of 17% per annum payable on a monthly basis, and may be converted into shares of Common Stock. Any conversion into common stock shall be subject to a beneficial ownership limitation of 4.99%.

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 Opening Balance:

Date: September 30, 2022

Common: 188,078,449
Series A Preferred:1
Series B Preferred: 0

*Right-click the rows below and select “Insert” to add rows as needed.

Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or 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.
7/1/22	Rescission	(250,000)	Common Stock	N/A	N/A	Robert and Barbara Blanche	Rescission	Restricted	Rule 506 and/or Section 4(a)(2)
9/1/22	New issuance	581,856	Common Stock	$1.00	Yes	CS Holdings, Inc. (Andre Leao Grotzinger)	Debt Settlement	Restricted	Rule 506 and/or Section 4(a)(2)
9/9/22	New issuance	10,350,000	Common Stock	$0.50	Yes	Endurance Fund Ltd. (Thomas Terschluse)	Debt Settlement	Restricted	Rule 506 and/or Section 4(a)(2)
10/27/22	New issuance	50,000	Common Stock	$0.51	No	David Petrosinelli	Compensation	Restricted	Rule 506 and/or Section 4(a)(2)
10/27/22	New issuance	50,000	Common Stock	$0.51	No	David Bosses	Compensation	Restricted	Rule 506 and/or Section 4(a)(2)
10/27/22	New issuance	10,000	Common Stock	$0.51	No	Lance Brunson	Compensation	Restricted	Rule 506 and/or Section 4(a)(2)
10/27/22	New issuance	10,000	Common Stock	$0.51	No	Chase Chander	Compensation	Restricted	Rule 506 and/or Section 4(a)(2)
10/27/22	New issuance	10,000	Common Stock	$0.51	No	Callie Jones	Compensation	Restricted	Rule 506 and/or Section 4(a)(2)
11/15/22	New issuance	15,000,000	Common Stock	$0.033	Yes	Rick DiBiase	Compensation	Restricted	Rule 506 and/or Section 4(a)(2)
11/15/22	New issuance	15,000,000	Common Stock	$0.033	Yes	RJ Carapella	Compensation	Restricted	Rule 506 and/or Section 4(a)(2)

11/15/22	New issuance	15,000,000	Common Stock	$0.033	Yes	Bryan Bardes	Compensation	Restricted	Rule 506 and/or Section 4(a)(2)
11/30/23	New issuance	300	Series B Preferred Stock	$1,000	No	Hina Patel Nana	Debt Settlement	Restricted	Rule 506 and/or Section 4(a)(2)
11/30/23	New issuance	200	Series B Preferred Stock	$1,000	No	David Zahn	Debt Settlement	Restricted	Rule 506 and/or Section 4(a)(2)
11/30/23	Conversion	(300)	Series B Preferred Stock	$1,000	No	Hina Patel Nana	Debt Settlement	Restricted	Rule 506 and/or Section 3(a)(9)
11/30/23	Conversion	(200)	Series B Preferred Stock	$1,000	No	David Zahn	Debt Settlement	Restricted	Rule 506 and/or Section 3(a)(9)
4/24/24	New issuance	2,000,000	Common Stock	$0.10	Yes	David Zahn	Conversion of Series B Preferred Shares	Restricted	Rule 506 and/or Section 3(a)(9)
4/24/24	New issuance	3,000,000	Common Stock	$0.10	Yes	Hina Patel Nana	Conversion of Series B Preferred Shares	Restricted	Rule 506 and/or Section 3(a)(9)
4/23/24	New issuance	4,123,333	Common Stok	$0.10	Yes	John Massolio III	Debt Conversion	Restricted	Rule 506 and/or Section 4(a)(2)
4/30/24	New issuance	2,700,000	Common Stock	$0.20	No	Igala Commonwealth Limited (Anish Singh)	Compensation	Restricted	Rule 506 and/or Section 4(a)(2)
4/26/24	New issuance	1,014,167	Common Stock	$0.10	Yes	Riccardo Errico	Debt Conversion	Restricted	Rule 506 and/or Section 4(a)(2)
4/26/24	New issuance	1,014,167	Common Stock	$0.10	Yes	Anthony Frascella	Debt Conversion	Restricted	Rule 506 and/or Section 4(a)(2)
4/26/24	New issuance	6,770,000	Common Stock	$0.10	Yes	Michael Steranka	Debt Conversion	Restricted	Rule 506 and/or Section 4(a)(2)
4/26/24	New issuance	2,535,417	Common Stock	$0.10	Yes	Shade Wooten Epes	Debt Conversion	Restricted	Rule 506 and/or Section 4(a)(2)

4/26/24	New issuance	2,500,000	Common Stock	$0.10	Yes	John Massolio III	Settlement Agreement	Restricted	Rule 506 and/or Section 4(a)(2)
4/26/24	New issuance	2,500,000	Common Stock	$0.077	Yes	Hina Patel Nana	Settlement Agreement	Restricted	Rule 506 and/or Section 4(a)(2)
4/26/24	New issuance	65,000,000	Common Stock	$0.05	Yes	Nick DiBiase	Compensation for Share Exchange Agreement	Restricted	Rule 506 and/or Section 4(a)(2)
4/26/24	New issuance	34,000,000	Common Stock	$0.10	Yes	Visconti Mortgage Company (Anthony Cofrancesco)	Consideration for Settlement Agreement	Restricted	Rule 506 and/or Section 4(a)(2)
4/26/24	New issuance	2,028,333	Common Stock	$0.10	Yes	Timothy Henessey	Debt Settlement	Restricted	Rule 506 and/or Section 4(a)(2)
Shares Outstanding on Date of This Report: Ending Balance: Date November 13, 2024 Common: 362,393,866 Series A Preferred: 1 Series B Preferred: 500									

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:

____

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.)
3/23/21	$200,000	$200,000	$39,667	11/31/23	The noteholder may elect to convert any of the principal and interest due into shares of the Company's common stock at the rate of 50% of the volume-	Golden Eagle International (Andre Leao Grotzinger)	Loan

					weighted average price of the Company’s common stock during the 20 trading days prior to the conversion.		
6/23/21	$200,000	$200,000	$18,667	11/30/23	The noteholder may elect to convert any of the principal and interest due into shares of the Company’s common stock at the rate of 50% of the volume-weighted average price of the Company’s common stock during the 20 trading days prior to the conversion.	Bayshore Financial Inc. (Andre Leao Grotzinger)	Loan
7/13/21	$250,000	$250,000	$49,583	11/30/23	The noteholder may elect to convert any of the principal and interest due into shares of the Company’s common stock at the rate of 50% of the volume-weighted average price of the Company’s common stock during the 20 trading days prior to the conversion.	Gaya Assets Ltd. (Thomas Terschluse)	Loan
9/21/21	$250,000	$250,000	$49,583	11/30/23	The noteholder may elect to convert any of the principal and interest due into shares of the Company’s common stock at the rate of 50% of the volume-weighted average price of the Company’s common stock during the 20 trading days prior to the conversion.	Alessandra Sodre	Loan
9/9/19	[insert here]	$1,696,000	[insert here]	12/4/24	Not convertible	MODUS Securitization SA (Stephan Bloom)	Loan
4/27/21	[insert here]	$100,000	[insert here]	7/27/21	Not convertible	Al Carapella	Loan
2/15/22	$100,000	$100,000	$14,000	11/31/23	The noteholder may elect to convert any of the principal and interest due into shares of the Company’s common stock at the rate of 50% of the volume-weighted average price of the Company’s common stock during the 20 trading days prior to the conversion.	Ronald Shear	Loan
12/28/22	$250,000	$250,000	$21,250	12/5/25	After 6 months, the noteholder may elect to convert any of the principal and interest due into shares of the Company’s common stock at the rate of 50% of the volume-weighted average price of the Company’s common stock during the 20 trading days prior to the conversion.	Toni-Ann Carapella	Loan
12/28/22	$250,000	Chip James	$21,250	12/28/25	After 6 months, the noteholder may elect to convert any of the principal and interest due into shares of the Company’s common stock at the rate of 50% of the volume-weighted average price of the Company’s common stock during the 20	Chip James	Loan

					trading days prior to the conversion.		
1/5/23	$100,000	$100,000	$16,500	1/5/244	Not convertible	Albert Carapella	Loan
2/7/23	$100,000	$100,000	$16,500	2/7/24	Not convertible	Albert Carapella	Loan
5/8/23	$200,000	$200,000	$27,000	5/8/24	Not convertible	Albert Carapella	Loan
10/12/23	$500,000	$500,000	$37,500	10/12/24	Not convertible	CS Holdings, Inc. (Andre Schneider)	Loan
10/12/23	$500,000	$500,000	$37,500	5/8/24	Not convertible	SMA Wealth Corporation (Sibylla Schneider)	Loan
8/20/24	$500,000	$500,000	[insert here]	8/19/25	Only convertible upon default	Andrei Sessak	Loan
8/20/24	$250,000	$250,000	[insert here]	8/19/25	Only convertible upon default	CS Holdings, Inc. (Andre Schneider)	Loan
8/20/24	$250,000	$250,000	[insert here]	8/19/25	Only convertible upon default	SMA Wealth Corporation (Sibylla Schneider)	Loan

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

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

The Company paid off one convertible note to Little Hill Holdings, Ltd. in full during this period.
The Company entered into three new convertible notes during the period, as disclosed herein.

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")

RBR Global Inc. is a Nevada-based alternative asset management holdings company that invests in small and mid- sized companies, in the United States, through leveraged buyouts, recapitalizations and growth equity investments. Our mission is to invest in companies that can be transformed into significantly scalable businesses by adding, implementing or creating new business models through the use of Technology Innovation while providing the right capital structure.

From October 29, 2021 to February 29, 2024, the Company's business operations were focused on facilitating eligible merchants to secure cash advances and accelerate the growth of their business by providing access to simple, fast, and convenient working capital under Merchant Cash Advances ("MCA's").

On February 29, 2024, the Company entered into a Share Exchange Agreement through which it sold RBR Global, LLC in exchange for a 50% interest in Bitsaver, Inc.

On that same date, the Company entered into a Share Exchange Agreement through which it issued 65,000,000 shares of its common stock in exchange for the remaining 50% interest in Bitsaver, Inc.

Following these Share Exchange Agreements, the Company's operating subsidiary is Bitsaver, Inc., which is a wholly-owned subsidiary. Bitsaver, Inc. is an early-stage technology company that makes investing in digital assets simpler and more automated. The platform allows users to schedule fixed cash deposits into their accounts at a regular weekly, biweekly, or monthly intervals. Cash contributions are automatically converted in to BTC and/or ETH. Users can grow their wealth in crypto and cash out whenever they want. A beta version of the platform is already built. Backend and trading activities will be managed by vendors that are currently engaged

[insert summary of updated business activities here—Walmart contract, etc.]

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

Bitsaver, Inc. is 100% owned by the Company.

C. Describe the issuers' principal products or services.

RBR Global Inc, Established in 2006, is a Nevada-based alternative asset management holdings company that invests in small and mid-sized companies, in the United States, through leveraged buyouts, recapitalizations and growth equity investments. Our mission is to invest in companies that can be transformed into significantly scalable businesses by adding, implementing or creating new business models through the use of Technology Innovation while providing the right capital structure.

Bitsaver, Inc. is an early-stage technology company that makes investing in digital assets simpler and more automated. The platform allows users to schedule fixed cash deposits into their accounts at a regular weekly, biweekly, or monthly intervals. Cash contributions are automatically converted in to BTC and/or ETH. Users can grow their wealth in crypto and cash out whenever they want. A beta version of the platform is already built.

Backend and trading activities will be managed by vendors that are currently engaged.

[insert summary of updated business activities here—Walmart contract, etc.]

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.

In April 2020, the Company's operating subsidiary assumed the lease of a third-party for office space in Lake Mary, Florida. The lease ends May 1, 2025 and contains escalating monthly payments.

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

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.
If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Names of All Officers, Directors, and Control Persons	**Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)**	**Residential Address (City / State Only)**	**Number of shares owned**	**Share type/class**	**Ownership Percentage of Class Outstanding**	**Names of control person(s) if a corporate entity**

Rick DiBiase	CEO, Director, 5% or more owner	Lake Mary, FL	65,839,168 1	Common Stock Series A Preferred Stock	18.168% 100%	_____
Bryan Bardes	5% or more owner	Huntington Station, NY	66,701,665	Common Stock	18.406%	_____
RJ Carapella	5% or more owner	Valrico, FL	40,179,167	Common Stock	11.087%	_____
Endurance Fund Ltd.	5% or more owner	Grand Cayman, Cayman Islands	22,667,000	Common Shares	6.255%	Thomas Terschluse
Nick DiBiase	5% or more owner	Lake Mary, FL	65,000,000	Common Shares	17.936%	_____
Visconti Mortgage Corporation	5% or more owner	Lake Worth, FL	34,000,000	Common Shares	9.382%	Anthony Cofrancesco

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.

<u>None.</u>

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.

<u>None.</u>

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.

In August 2023, the Company received a summons from the attorney of a prior merchant and was named as a plaintiff in addition to 12 other parties including prior employees of the merchant as well as other MCA providers to the merchant. Among other things, the complaint alleges one of the merchant's employees committed identity fraud, posing as the owner of the merchant and entering into MCA's with other MCA providers and ultimately embezzling the funds. The complaint is seeking $102,052.10 (i.e. the total amount collected by the Company from the merchant). The merchant's attorney requested an entry of default against the Company and it was rejected on November 8th as defective. The Company has retained counsel and they were able to get a 50 day extension to December 22nd for the Company to file a response. The merchants attorney then filed an amended complaint prior to effecting service of the initial complaint which resulted in an extension to file a response pleading until February 6, 2024.

In September 2023, the Company received a demand letter from a bankruptcy attorney, seeking $102,000 on behalf of a trustee handling the bankruptcy of a former merchant. The merchant cash advance agreement was entered into on November 20, 2020, the total funding amount to the merchant was $72,750 and the total receivables purchased by the Company were $102,000, all of which was collected between November 23, 2020 and April 26, 2021. The Company has been in contact with numerous attorneys however due to the number of creditors attempting to collect, the Company has not yet been able to retain an attorney due to not being able to pass conflict checks. The Company is presently in contact with an attorney who has reached out to the bankruptcy attorney, on behalf of the Company, requesting more time to respond. However, as of December 22, 2023 the Company has not yet entered into an engagement letter with the attorney.

On November 20, 2023 the Company received a Notice of Default of the RFA. While the Company is currently working towards a resolution through its attorneys, the other party to the RFA has begun contacting the Company's merchants stating that they have purchased the receivables owed to RBR and are instructing merchants to re-direct payments to them. The Company is currently assessing the impact on the financials including theremaining balances of the merchant cash advances as well as the debt owed under the MFA and is in the process of getting a legal opinion as to whether or not the debt and corresponding pledged receivables need to be written off.

All of the above referenced was with RBR Global LLC which was sold on February 29, 2024.

[company to update on current litigation matters and statuses.]

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.

<u>Securities Counsel (must include Counsel preparing Attorney Letters)</u>.

Name: Callie Jones
Firm: Brunson, Chandler & Jones, PLLC

Address 1: 175 South Main Street, Suite 1410
Address 2: Salt Lake City, UT 84111
Phone: 801-303-5721
Email: callie@bcjlaw.com

Accountant or Auditor

Name: Ricky McBride
Firm: Turner, Stone & Company, LLP
Address 1: 12700 Park Central Drive, Suite 1400
Address 2: Dallas, TX 75251
Phone: 877-853-4195
Email: rickym@turnerstone.com

Investor Relations

Name:	Anish Singh
Firm:	Igala Commonwealth Limited
Address 1:	Trust Company Complex, Ajeltake Road
Address 2:	Ajeltake Island, Majuro, Marshall Islands
Phone:	773-657-2771
Email:	anish@benton.agency_____

All other means of Investor Communication:

X (Twitter):	_____
Discord:	_____
LinkedIn	_____
Facebook:	_____
[Other]	_____

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

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

9) Disclosure & Financial Information

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

Name:	**Rick DiBiase**
Title:	**CEO**
Relationship to Issuer:	**CEO**

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: Rick DiBiase
Address 1: 255 Primera Blvd.
Address 2: Suite 160
Phone: (407) 907-6644
Relationship to issuer: CEO
Describe the qualifications of the person or persons who prepared the financial statements: Principal Financial

OfficerProvide 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

<u>Financial Statement Requirements</u>:

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, <u>Rick DiBiase</u> certify that:

1. I have reviewed this Disclosure Statement for <u>RBRI Global Inc.</u>;

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.

<u>November 13, 2024</u>

<u>/s/ Rick DiBiase</u>

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

Principal Financial Officer:

I, <u>Rick DiBiase</u> certify that:

1. I have reviewed this Disclosure Statement for <u>RBR Global Inc.</u>;

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.

November 13, 2024

/s/ Rick DiBiase

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

RBR Global Inc

(f/k/a Channel Holdings Inc.) and Subsidiary Consolidated Balance Sheets September 30,

	2024	2023
ASSETS		
Current Assets		
Cash	$ 451,279	$ 15,886
Merchant cash advances, net of allowance for doubtful accounts	$ -	$ 4,075,819
Software Development Cost	$ 430,000	$ -
Other current assets	$ 13,899	$ -
Total current assets	**$ 895,178**	**$ 4,091,705**
Right of use asset	$ -	$ 182,175
Security deposit	$ -	$ 19,936
Website Programmed	$ 86,400	$ -
Total assets	$ 981,578	$ 4,293,816
LIABILITIES AND STOCKHOLDER'S EQUITY (DEFICIT)		
Accounts payable and accrued expenses	$ 382,823	$ 1,631,286
Derivative liability	$ -	$ 731,800
Loan Payable	$ 3,499,216	$ -
Convertible debt, net of discounts	$ 500,000	$ 3,461,866
Note payable	$ 1,400,000	$ 8,585,709
Total current liabilities	**$ 5,782,039**	**$ 14,410,661**
Notes payable, net of debt issuance costs	$ -	$ 1,468,123
Lease liability	$ -	$ 186,039
Total liabilities	**$ 5,782,039**	**$ 16,064,823**
Stockholders' equity (deficit		
Stockholders' equity (deficit)	$ (1,850,374)	$ 11,771,007
Total stockholders' equity (deficit)	**$ (1,850,374)**	**$ 11,771,007**
Equity	$ (2,950,087)	$ -
Total Equity	**$ (4,800,461)**	**$ 11,771,007**
Total liabilities and stockholders (deficit)	**$ 981,578**	**$ 4,293,816**

RBR Global Inc Consolidated Statements of Operations For the Nine Months Ended September 30,

	2024	2023
MERCHANT CASH ADVANCE INCOME	$ 27,016	$ 4,005,127
OPERATING EXPENSES		
Salaries and wages	$ 66,030	$ 1,982,559
General and administrative	$ 103,876	$ 1,518,436
Interest	$ 57,263	$ 1,984,297
Bad debt	$ -	$ 3,360,079
Consulting fees	$ -	$ 313,269
TOTAL OPERATING EXPENSES	$ 227,169	$ 9,158,640
LOSS FROM OPERATIONS	**$ (200,153)**	**$ (5,153,513)**
OTHER INCOME (EXPENSE)		
Derivative liability loss	$ -	$ -
Gain on settlement of derivative liability	$ -	$ -
Foreign currency exchange income	$ -	$ -
Gain on settlement of liability	$ -	$ -
Other income	$ -	$ 53,468
TOTAL OTHER INCOME (EXPENSE), NET	**$ -**	**$ 53,468**
NET LOSS	**$ (200,153)**	**$ (5,100,045)**
Net loss per share-basic and diluted	**$ -**	**$ 0.04**

RBR Global Inc.
Consolidated Notes to the Financial statements
September 30, 2024 and 2023

(Unaudited)

NOTE 1 - Organization and Summary of Significant Accounting Policies

RBR Global Inc. (formerly Channel Holdings Inc., hereinafter the "Company," "we," "us," "our," or "RBR Inc.") was incorporated on May 3, 2006 under the laws of the State of Nevada. The Company has three classes of stock. Total authorized shares for its Series A preferred stock, Series B preferred stock, and common stock are 10,000,000, 20,000, and 1,000,000,000 and total outstanding shares are 1, 0, and 359,943,866 respectively. The preferred stock is convertible into common stock equal to the total outstanding at time of conversion plus 1,000,000 common shares. The preferred stock B is contains no voting rights, receives a dividend of 17% per annum payable on a monthly basis, and may be converted into shares of common stock. The common stock has one vote per share.

From inception in 2006 through March 18, 2013, the Company was an exploration stage gold mining company with its efforts initially focused on what it believed to be under-explored countries. As of March 18, 2013, the Company had not generated any revenue and ceased its exploration activities, all subsidiaries ceased operations accordingly.

From March 18, 2013 through October 28, 2021, the Company's activities consisted solely of seeking other business opportunities and potential merger candidates, none of which materialized.

On October 29, 2021, the Company acquired RBR Global LLC ("RBR LLC").

RBR LLC is a Florida limited liability company. RBR LLC was formed on June 10, 2019 to facilitate eligible merchants to secure cash advances and accelerate the growth of their business by providing access to simple, fast, and convenient working capital under Merchant Cash Advances ("MCA's"). As stipulated in the Limited Liability Company Operating Agreement, RBR LLC shall have a perpetual existence until it is dissolved, and its affairs are wound up in accordance with this agreement. On June 30, 2020, a Membership Interest Subscription Agreement ("Membership Agreement") was signed, and two additional members were added, bringing the total members to three. Each member received 1 Class A Unit and 100 Class B Units with Class A Units having no voting rights and Class B Units being entitled to one vote per Class B Unit.

On February 29, 2024, the company entered into a Share Exchange Agreement through which it sold RBR LLC in exchange for a 50% interest in Bitsaver, Inc., a Florida corporation ("Bitsaver"). On that same date, the Company entered into a second Share Exchange Agreement through which it issued 65,000,000 shares of its common stock in exchange for the remaining 50% interest in Bitsaver.

Going Concern

The Company had net loss for the six months ended September 30, 2024 of approximately $714,000 and a working capitaldeficit as of September 30, 2024 of approximately $1,480,000. In addition, as of September 30, 2024, the Company had a stockholders' deficit of approximately $1,480,000. Furthermore, during 2024, the Company spun out its wholly owned subsidiary RBR Global, LLC. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

The accompanying financial statements have been prepared in conformity with U.S. GAAP, which contemplate continuation of the Company as a going concern and the realization of assets and satisfaction of liabilities in the normal course of business. The ability of the Company to continue its operations is dependent on the execution of management's plans, which include the raising of capital through the debt and/or equity markets, until such time that funds provided by operations are sufficient to fund working capital requirements. If the Company were not to continue as a going concern, it would likely not be able to realize its assets at values comparable to the carrying value or the fair value estimates reflected in the balances set out in the preparation of the consolidated financial statements.

There can be no assurances that the Company will be successful in generating additional cash from the equity/debt markets or other sources to be used for operations. The financial statements do not include any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary. Based on the Company's current resources, the Company will not be able to continue to operate without additional immediate funding. Should the Company not be successful in obtaining the necessary financing to fund its operations, the

Company would need to curtail certain or all operational activities and/or contemplate the sale of its assets, if necessary.

Basis of Presentation

The accompanying financial statements and notes to financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") as contained in the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC").

Cash

Cash is comprised of cash balances. Cash is held at major financial institutions and is subject to credit risk to the extent that those balances exceed applicable Federal Deposit Insurance Corporation ("FDIC") of $250,000. The Company had no material balances in excess of the insured limits as of September 30, 2024 and 2023.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include allowance for merchant cash advance losses and the useful lives of long-lived assets. The Company bases its estimates on historical experience, current events and other factors it believes to be reasonable under the circumstances. Actual results could differ from those estimates.

Revenue from Contracts with Customers

Revenue from contracts with customers within the scope of Topic 606 "Revenue from Contracts with Customers", is recognized in an amount that reflects the consideration the Company expects to be entitled to receive in exchange for those goods or services as the related performance obligations are satisfied. The Company's merchant cash advance revenues are excluded from the scope of Topic 606. Fees revenues are the most significant category of revenue within the scope of the standard. These fees consist primarily of service fees and other transaction-based fees. Revenue is recognized when the Company's performance obligations are complete, generally when a transaction is completed. Payment is typically received at the time the performance obligation is satisfied.

Merchant Cash Advance Income

The Company earns fees from MCA's issued to third parties. These fees consist of fees charged for underwriting costs and income from the MCA's for the aggregate amount of future receivables purchased in excess of the cash advanced. Merchant Cash Advances are carried at amortized cost, reduced by a valuation allowance for merchant cash advance losses estimated as of the balance sheet date.

Merchant Cash Advances, Net

The Company issues MCA's to eligible merchants. The Company evaluates identified underwriting criteria such as, but not limited to, historical sales data prior to purchasing the eligible merchant's future receivables to help ensure collectability. The Company purchases an agreed-upon amount of future sales and collects a fixed amount (which can be adjusted up or down on a periodic basis based on changes to the merchant's sales volume, on a weekly or daily basis (excluding bank holidays)), from the merchant's bank account via ACH, based on the terms of the agreement until the full amount of future receivables purchased has been collected.

Software Development Costs

The Company capitalizes certain costs related to the development of the Bitsaver platform and other internal-use software. Costs incurred during the application development phase are capitalized only when we believe it is probable the development will result in new or additional functionality. The types of costs capitalized during the application development phase include employee compensation, as well as consulting fees for third-party developers working on these projects.

Other Current Assets

Other current assets consist of a loan given to RBR Global LLC which was self-funded by the Company and has a cash balance as of September 30, 2024 and 2023 of approximately $13,899.00 and $0 respectively.

Fair Value of Financial Instruments

The Company measures its financial assets and liabilities in accordance with generally accepted accounting principles. For certain of our financial instruments, including cash, accounts receivable, accounts payable and accrued expenses, the carrying amounts approximate fair value due to their short maturities.

We follow accounting guidance for financial and non-financial assets and liabilities. This standard defines fair value, provides guidance for measuring fair value and requires certain disclosures. This standard does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements. This guidance does not apply to measurements related to share-based payments. This guidance discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). The guidance utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3: Unobservable inputs in which little or no market data exists, therefore developed using estimates and assumptions developed by us, which reflect those that a market participant would use.

The Company did not have any Level 1 or Level 2 assets and liabilities as of September 30, 2024 or 2023. The Derivativeliabilities are Level 3 fair value measurements.

As of September 30, 2024, the Company entered into several convertible note agreements (Note 5). The holder of the notes may elect to convert any of the principal and/or interest due under the note into shares of the Company's commonstock at a rate equal to the number obtained by dividing the outstanding principal balance of the note to be converted by 50% of the volume weighted average price of shares of common stock of the Company. The conversion features of these notes meet the definition of a derivative which therefore requires bifurcation and are accounted for as a derivative liability.

The Company estimated the fair value of the conversion feature derivatives embedded in the convertible promissory notes based on assumptions used in the Discounted Free Cash Flow pricing model. At September 30, 2024, the Company did not adjust the estimated the fair value of the conversion feature derivatives embedded in the convertible promissory notes, which is a departure from accounting principles generally accepted in the United States of America.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in convertible instruments in accordance with ASC 815 "Derivatives and Hedging Activities."

Applicable GAAP requires companies to bifurcate conversion options from their host instruments and account for them as free-standing derivative financial instruments according to certain criteria. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under other GAAP with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

The Company accounts for convertible instruments (when it has been determined that the embedded conversion options should not be bifurcated from their host instruments) as follows: The Company records when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their stated date of redemption. Proceeds from these convertible notes are reported under the financing section of the statements of cash flows. Changes to the fair value of the derivative liability are reported as adjustments to reconcile net loss to net cash used in operating activities in the accompanying statement of cash flows.

The Company did not recognize any gains or losses from derivatives during the quarter and plans to value and book any such gains and losses at year-end.

Notes Payable

Notes payable are debt instruments and all amounts, paid or payable by the Company (other than payments of principal of the loan) are treated as an interest expense. Notes payable are carried at cost, less debt issuance costs, and recognized as a liability on the accompanying balance sheets.

Stock-Based Compensation

The Company accounts for stock-based instruments issued to employees in accordance with ASC Topic 718. ASC Topic 718 requires companies to recognize in the statement of operations the grant-date fair value of stock options and other equity-based compensation issued to employees. The value of the portion of an award that is ultimately expected to vest is recognized as an expense over the requisite service periods using the straight-line attribution method. The Company accounts for non-employee share-based awards in accordance with the measurement and recognition provisions ASC Topic 718. The Company estimates the fair value of stock options at the grant date by using the Black-Scholes option-pricing model.

Interest Expense

Interest expense derives from the interest incurred on loans and is recognized as incurred. For interest that has been incurred but unpaid at the end of the period, an accrual is recorded.

Income Taxes

The Company adopted the provisions of ASC 740, "Income Taxes." When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. In accordance with the guidance of ASC 740-10, the benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above should be reflected as a liability for unrecognized tax benefits in the accompanying consolidated balance sheets along with any associated interest and penalties that would be payable to the taxing authorities upon examination. The Company believes its tax positions are all highly certain of being upheld upon examination. As such, the Company has not recorded a liability for unrecognized tax benefits. As of September 30, 2024, tax years 2020 - 2023 remain open for IRS audit. The Company has received no notice of auditfrom the IRS for any of the open tax years.

Concentration of Credit Risk

Financial instruments that are potentially subject to the Company to concentrations of credit risk consist of cash in excess of the FDIC insured amounts and ability of the merchants to repay the advances as agreed-upon. The Company generally limits its exposure by placing its deposits with quality financial institutions (Note 3).

Basic and Diluted Loss Per Share

Basic net loss/income per common share is computed using the weighted average number of common shares outstanding. Diluted earnings per share (EPS) include additional dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options, warrants and convertible notes. Common stock equivalents are not included in the computation of diluted earnings per share when the Company reports a loss because to do so would be anti-dilutive for periods presented.

Recent Accounting Pronouncements

In June 2016, the FASB issued ASU 2016-13, Measurement of Credit Losses on Financial Instruments. ASU 2016-13 will change the impairment model and how entities measure credit losses for most financial assets. The standard requires entities to use the new expected credit loss impairment model, which will replace the incurred loss model. The new guidance will be effective for annual reporting periods beginning after December 15, 2022. Early adoption is permitted, but not prior to December 15, 2018. The Company's adoption did not have a material impact on its financial statements.

NOTE 2 - Related Party Transactions

During the nine months ended September 30, 2024, the Company:

- had cash repayments and advances to a related entity which net to $3,800 in advances to the entity, the purpose of which was to further the operations of the entity. The entity is equally owned by two officers of the Company.

- had cash repayments and advances to an officer of the Company which net to $3,990 in advances to the Company. The purpose of which was to provide the Company with temporary funds to further the operations of the Company.

- settled $500,000 of debt owed by a related party in exchange for 5,000,000 shares in RBR Inc.

During the nine months ended September 30, 2023, the Company:

- had cash repayments and advances to a related entity which net to $45,000 in advances to the entity, the purpose of which was to further the operations of the entity. The entity is equally owned by two officers of the Company and as a result $22,500 waw included in non-W2 compensation expense for each of the officers.

- had cash advances and repayments to an officer of the Company which net to $15,000 in advances to the Company. The purpose of which was to provide the Company with temporary funds to further the operations of the Company. The Company also paid $128,000 of the officers personal expenses and the $128,000 was also included in non-W2 compensation expense for the officer.

- the Company entered into 2 promissory notes with a related party, borrowing $200,000. The notes are interest only at 18% per year and mature one year from the date of borrowing.

- the Company entered into 1 promissory note with a related party, borrowing $200,000. The note is interest only at 3% per month and is due 3 months from the date of borrowing with automatic 3 month extensions.

NOTE 3 - Merchant Cash Advances, Net

As discussed in Note 1, the Company is in the business of providing merchant cash advances to facilitate eligible merchants to secure financing and accelerate the growth of their business by providing access to simple, fast and convenient working capital. These advances are short-term in nature with terms ranging from 4 weeks to 40 weeks.

The Company evaluates the credit quality of these third parties prior to making an advance, through due diligence review of their financial information, history, and other factors. The Company monitors exposure for credit losses and maintains allowances for anticipated losses. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The Company has determined an allowance of $0 and $6,073,756 as of September 30, 2024, and 2023, respectively.

When determining an appropriate allowance for uncollectible MCA’s, the Company evaluates MCA balances based on outstanding balance, at the time of evaluation, against the expected balance, based on contracted terms, to determine which MCA collections are behind schedule. Each case is individually reviewed by management, after discussion with customer and review of their financial information to determine the Company’s ability to collect the remaining purchased receivables on the MCA and the required allowance.

All merchant cash advances are considered to be in default when there are no payments for 42 consecutive banking days for daily repayment plans and eight consecutive weeks for weekly repayment plans.

From time to time, the Company will reduce the daily or weekly payment amounts of certain merchant cash advances in order to accommodate merchants dealing with financial hardships and/or unforeseen decreases in sales.

During the third quarter of 2024, the Company wrote off all remaining MCA’s and recorded $0.00 in bad debt expense.

NOTE 4 - Right of Use Asset and Lease Liability

The Company has obligations as a lessee for office space with an initial noncancelable term in excess of one year. The Company classified this lease as an operating lease. At inception of the lease, the Company recognized (a) a lease liability of approximately $338,000, which represents the present value of the lease payments of approximately $433,000, discounted using the Company’s incremental borrowing rate of 10%, and (b) a right-of-use asset of approximately $338,000. This lease contains renewal options for two five-year periods. Because the Company is not reasonably certain to exercise these renewal options, the optional periods are not included in determining the lease term, and associated payments under these renewal options are excluded from lease payments. The Company's lease does not include termination options for either party to the lease or restrictive financial or other covenants. Payments due under the lease contract includes fixed payments plus variable payments. The Company's office space lease requires it to make variable payments for the Company's proportionate share of the building's property taxes, insurance, and common area maintenance. These variable lease payments are not included in lease payments used to determine lease liability and are recognized as variable costs when incurred. As the Company only has one lease, its weighted average remaining lease term (years) and weighted average discount rate are the same as the remaining lease term (years) and discount rate of its only lease. The remaining lease term (years) is 1.42 and 2.42 as of December 31, 2023 and 2022, respectively. The discount rate is 10% as of December 31, 2023 and 2022 respectively. The operating cash flows from operating leases is approximately $99,000 and $158,000 as of December 31, 2023 and 2022, respectively. The Company's only lease was signed in 2020 and the operating lease assets obtained in exchange for operating lease liabilities was $338,000.

As the lease agreement was signed with RBR Global LLC, the corresponding asset and liability accounts on the Company's financial statements were $0 at September 30, 2024.

NOTE 5 - Notes Payable

Euro Loan Facility

On October 9, 2019, the Company entered into a secured loan facility ("Euro Loan Facility"), with a maximum principal of €50,000,000, interest rate of 10% per annum and a due date of December 9, 2024. Interest is calculated starting on the day of each draw and is due October 8th of each year commencing October 8, 2020. In accordance with US GAAP, any balances denominated in a currency other than the functional currency of the Company shall be adjusted to reflect the exchange rate at the balance sheet date. The fluctuation in exchange rates between the Euro and the USD during the years ended December 31, 2023 and 2022 resulted in a foreign currency exchange income totaling approximately $36,000 and $168,000, respectively, and has been reflected on the accompanying statements of operations. As of December 31, 2023 and 2022, the USD equivalent of the principal totaled approximately $1,672,000 and $1,708,000, respectively. The Euro Loan Facility contains certain covenants such as, but not limited to, amending charter documents and entering into transactions with affiliates not approved by lender. As of December 31, 2023 and 2022, management believes the Company is in compliance with all covenants of the Euro Loan Facility.

On November 18, 2021, the Company settled €8,600,000 of the Euro Loan Facility and $250,000 of the USD Loan Facility as well as all respective accrued interest on these amounts in exchange for 10,765,440 shares in RBR Inc, which resulted in a gain upon settlement totaling approximately $7,030,000. The total dollar amount of the debt and accrued interest on that date was $10,765,440.

On September 2, 2022, the Company settled €500,000 of the Euro Loan Facility as well as all respective accrued interest on these amounts in exchange for 581,856 shares in RBR Inc, which resulted in a gain upon settlement totaling approximately $285,000. The total dollar amount of the debt and accrued interest on that date was $581,856.

As the Euro Loan Facility was signed with RBR Global LLC, the corresponding liability accounts on the Company's financial statements were $0 at September 30, 2024.

Notes Payable

During 2023, Company entered into two promissory notes with a related party, borrowing $200,000. The notes are interest only at 18% per year and were fully repaid in 2023.

During, 2023, the Company borrowed $200,000 from a related party. There is no formal underlying agreement, however the parties agreed the Company would pay 3% interest per month and the duration of the borrowing would be three months with automatic three-month extensions.

During the first quarter of 2023, the Company entered into five financing agreements totaling $2,400,000 in proceeds and requiring the Company to repay $3,200,000 equally over six-month periods of daily and weekly payments.

During 2023, the Company entered into seven promissory notes, borrowing $1,700,000. The notes are interest only at 3% per month until all amounts have been repaid in full.

In October 2023, the Company entered into 2 promissory notes, borrowing $1,000,000. The notes are interest only at 15% per year and mature one year from the date of borrowing.

In February 2024, the Company settled the debt of seven promissory notes totaling $1,700,000 in exchange for 34,000,000 shares of common stock and $12,880,273 in MCAs.

In February 2024, a $200,000 promissory note with 60% interest rate was converted to 2,100,000 shares of common stock, this included $10,000 in accrued interest.

In August 2024, the Company entered into 3 promissory notes, borrowing $1,000,000. The notes are interest only at 15% per year and mature one year from the date of borrowing.

Prior to the sale of RBR Global LLC, there was a total of $1,500,000 in non-convertible debt remaining, of this amount $100,000 was signed with RBR Global LLC, and as such the corresponding liability accounts were removed from the Company's financial statements upon the sale. The remaining $1,400,000 in non-convertible debt which was signed with RBR Global Inc. remains a liability on the Company's balance sheet as of September 30, 2024.

Master Funding Agreement

On April 26, 2021, the Company entered into a master funding agreement ("MFA") with a third party wherein the third party has agreed to purchase certain MCAs at a discounted rate on a non-recourse basis.

Between March and November 2022, the Company entered into 25 purchase and sale agreements under the MFA whereby the Company received a total of $9,992,000 in net proceeds. In December 2022, the Company re-financed $6,703,000 remaining on certain 2022 purchase and sale agreements and is obligated to repay $7,897,000. In addition, in December 2022, the Company entered into three purchase and sale agreements under the MFA whereby the Company received a total of $1,194,000 in net proceeds and is obligated to repay $1,396,980. The four December 2022 disbursements bear an annual factor rate of 17% and are to be repaid in 12 equal monthly installments and are collateralized with certain MCAs of the Company.

In July 2023, the Company entered into a Revised Funding Agreement "RFA" which restructured the repayments under the MFA as follows:

- $25,000 per week for 8 weeks beginning on June 14, 2023
- $50,000 per week for 9 weeks beginning on September 8, 2023
- $100,000 per week for 87 weeks beginning on November 10, 2023

Under the terms of the RFA, the Company increased its total due under the MFA by $300,000 and agreed that any remaining balance under the RFA not paid as of July 13, 2024 would be subject to an additional 17% fee.

On November 20, 2023 the Company received a Notice of Default of the RFA. While the Company was working towards a resolution through its attorneys, the other party to the RFA began contacting the Company's merchants stating that they have purchased the receivables owed to the Company and instructed merchants to re-direct payments to them. In Q4 2023, the Company wrote off the MCA's purchased under the revised MFA in addition to any remaining debt under the MFA.

As the MFA was signed with RBR Global LLC, and RBR Global LLC was sold, no legal reserve liability has been added to Company's financial statements as of September 30, 2024.

Convertible Debt

During 2021, the Company received twelve separate subscriptions of note payables through a 506(c)-offering totaling $8,900,000. The notes bear interest at a fixed rate of 14% per annum and mature on November 30, 2023. The total offering size is $50,000,000 and the notes are unsecured. In June 2021, the notes payable were amended so that the noteholders may elect to convert any of the principal and/or interest due under the notes into shares of the Company's common stock at a rate equal to the number obtained by dividing the outstanding principal balance of their note to be so converted by 50% of the volume-weighted average price on the primary market of shares of the common stock of the Company, as the case may be, during the twenty consecutive trading days prior to the date of conversion.

On November 18, 2021, the Company settled $2,500,000 in debt consisting of 4 of the notes payable relating to its 506(c) offering in exchange for 2,500,000 shares in RBR Inc which resulted in a gain upon settlement totaling approximately $1,633,000. The Company has agreed to keep paying the subscribers of the notes the same monthly interest until October 30, 2022.

On December 6, 2021, the Company settled $250,000 in debt consisting of 2 of the notes payable relating to its 506(c) offering in exchange for 250,000 shares in RBR Inc which resulted in a gain upon settlement totaling approximately $163,000.

During 2022, the Company received ten separate subscriptions of note payables through its 506(c)-offering totaling $2,350,000. The notes bear interest at a fixed rate of 14% - 17% per annum and have maturities through December 28, 2025. The noteholders may elect to convert any of the principal and/or interest due under the notes into shares of the Company's common stock at a rate equal to the number obtained by dividing the outstanding principalbalance of their note to be so converted by 50% of the volume-weighted average price on the primary market of sharesof the common stock of the Company, as the case may be, during the twenty consecutive trading days prior to the date of conversion.

On July 1, 2022, the Company signed a rescission agreement with a shareholder who previously converted $250,000 in debt (consisting of 2 of the notes payable relating to the Company's 506(c) offering) into 250,000 shares in RBR Inc. on December 6, 2021. Under the terms of the rescission, the shareholder returned their 250,000 shares and the Company paid approximately $23,000 to the shareholder which represented the interest in which the note holder would have received to date assuming the note holder did not settle the debt for shares in December 2021. The Company owes the note holder $250,000 in principal and is obligated to pay monthly interest of 14%. The note matures on November 30, 2023.

On August 31, 2022, the Company settled $5,000,000 in debt consisting of notes payable relating to its 506(c) offering in exchange for 10,30,000 shares in RBR Inc which resulted in a gain upon settlement totaling approximately
$331,000.

During 2023, the Company received one subscription of notes payable through its 506(b)-offering totaling $200,000. The note bears interest at a fixed rate of 17% and matured on September 19, 2026.

On November 30. 2023, the Company converted three of its 14% per annum subscription note payables totaling $450,000 into three 17% per annum subscriptions note payable which matures on November 30, 2026.

On November 30. 2023, the Company settled $500,000 in debt consisting of a notes payable relating to its 506(c) offering in exchange for 500 preferred shares in RBR Inc which resulted in a gain upon settlement totaling approximately $245,000 that is included in gain (loss) on settlement of liability within the statement of operations. The 500 preferred shares were subsequently converted into 5,000,000 shares of common stock.

During January and February 2024, the Company settled $1,450,000 in debt and accrued interest of $88,542 consisting of six notes payable relating to its 506(b) and (c) offerings in exchange for 15,385,417 shares in RBR Inc.

In February 2024, the Company settled $500,000 of debt owed by a related party in exchange for 5,000,000 in RBR Inc.

Prior to the sale of RBR Global LLC, there was a total of $2,000,000 in convertible debt remaining, of this amount $1,500,000 was signed with RBR Global LLC, and as such the corresponding liability accounts were removed from the Company's financial statements upon the sale. The remaining $500,000 in convertible debt which was signed with RBR Global Inc. remains a liability on the Company's balance sheet as of September 30, 2024.

NOTE 6 - Commitments and Contingencies

Litigation

The Company, from time to time, may be subject to potential claims encountered in the normal course of business. In the opinion of management, the resolution of such claims will not have a material adverse effect on the Company's financial position, results of operations or cash flows.

NOTE 7 - Income Taxes

For the years ended December 31, 2023 and 2022, the Company incurred net operating losses and, accordingly, no provision for income taxes has been recorded. In addition, no benefit for income taxes has been recorded due to the uncertainty of the realization of any tax assets. At December 31, 2023, and 2022, the Company had approximately $21,302,000 and $19,649,000, respectively, of net operating losses.

NOTE 8 - Reverse Capitalization

Acquisition of RBR Global LLC

On October 29, 2021, RBR Global Inc. ("RBR Inc.") entered into a Share Exchange Agreement (the "Agreement") with RBR Global LLC, a Florida limited liability company ("RBR LLC").

Pursuant to the terms of the Agreement, the Company issued 155,200,000 shares of its common stock to the shareholders of RBR LLC in exchange for 100% ownership of RBR LLC (the "Share Compensation"). The Company's common stock is not historically traded at significant volume which has caused significant fluctuations in the price per share. For the initial valuation, the stock was valued at $0.001 per share, which is the par value, or
$155,200.

Following the Agreement, RBR LLC is a wholly owned subsidiary of the Company until it was sold on February 29, 2024.

Sale of RBR Global LLC and Acquisition of Bitsaver Inc.

On February 29, 2024, the company entered into a Share Exchange Agreement through which it sold RBR LLC in exchange for a 50% interest in Bitsaver, Inc., a Florida corporation ("Bitsaver"). On that same date, the Company entered into a second Share Exchange Agreement through which it issued 65,000,000 shares of its common stock in exchange for the remaining 50% interest in Bitsaver. Following these Share Exchange Agreements, Bitsaver is a wholly owned subsidiary of the Company.

Accounting Treatment of the Reverse Capitalization, Sale, and Acquisition

For financial reporting purposes, the Share Exchange represented a "reverse capitalization" rather than a business combination and Private Company was deemed to be the accounting acquirer in the transaction. The Share Exchange has been accounted for as a reverse recapitalization.

RBR Global LLC is deemed to be the acquirer for financial reporting purposes, and RBR Global Inc. is treated as the acquired company. Consequently, the assets and liabilities and the operations that are reflected in the historical financial statements prior to the Share Exchange are those of RBR LLC and are recorded at the historical cost basis of RBR LLC, and the financial statements after completion of the Share Exchange will include the assets and liabilities of RBR Inc. and RBR LLC, and the historical operations of RBR LLC and operations of both companies from the closing date of the Share Exchange.

Upon the sale of RBR Global LLC, all liabilities and retained losses of RBR Global LLC were removed from the Company's balance sheet and only the assets and liabilities of RBR Global Inc. remained. No gain or loss on the sale was recognized on the statement of operations and instead, the difference is reflected on the statement of shareholders equity (deficit) as a reduction of the deficit, which is a departure from accounting principles generally accepted in the United States of America. Upon acquisition of Bitsaver Inc., the total cost basis of $430,000 was added to the balance sheet of RBR Global Inc. and Bitsaver Inc. will be consolidated as a wholly owned subsidiary moving forward.

Management did not recognize any gains or losses on the settlement of debt as it deems the shares given in exchange for the liabilities to approximate the value of the liabilities. Rather than base a gain or loss off the current share price of the Company's common stock, it is the Company's position that due to the illiquidity of the common stock, such value would not be accurate, which is a departure from accounting principles generally accepted in the United States of America.

NOTE 9 – Subsequent Events

The Company has evaluated subsequent events through August 1, 2024 and noted no material subsequent events.