



**RONN, INC.**  
**(RONN)**

**ANNUAL REPORT**  
**FOR THE YEAR ENDING DECEMBER 31, 2023 and 2022**

July 23, 2024

11 N Water St  
Mobile  
AL 36602

**RONN, INC.**  
**ANNUAL REPORT**  
**FOR THE YEAR ENDING DECEMBER 31, 2023 and 2022**

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10333 Harwin Dr Suit #677, Houston TX 77036, USA.  
2nd Floor, Nurses House, PC 43, Churchgate Street,  
(formerly Afribank street) Victorial Island, Lagos State.  
0803 333 8600, 0809 833 8600  
E-mail: olayinka\_oyebola@hotmail.com  
yinka@olayinkaoyebolaandco.com  
www.olayinkaoyebolaandco.com



## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To Board of Directors and stockholders of  
RONN, Inc.

### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of RONN, Inc. (the 'Company') as of December 31, 2023 and 2022, and the related consolidated statements of operations, changes in stockholder's equity and cash flows, for each of the two years ended December 31, 2023 and 2022, and the related notes (collectively referred to as the 'financial statements'). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the two years ended December 31, 2023 and 2022, in conformity with accounting principles generally accepted in the United States of America.

### **Going Concern**

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3, the Company suffered a cumulative deficit of \$(20,879,876), net loss of \$15,606,772) and negative working capital of \$15,527,764). These matters raise substantial doubt about the Company's ability to continue as a going concern. Management's plans with regards to these matters are also described in Note 3 to the financial statements. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### **Critical Audit Matters**

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. Communication of critical audit matters does not alter in any way our opinion on the financial statements taken as a whole and we are not, by communicating the critical audit matters, providing separate opinions on the critical audit matter or on the accounts or disclosures to which they relate.

### **Business Combinations**

On February 16, 2023, the company completed the acquisition of Ron Motor Group, Inc through the issuance of 286,325,396 shares of Common Stock at \$0.001 per value. in return for the transfer of the control block of preferred stock owned by John Morgan, CEO. The acquisition is supported by the substantial IP and patents held by RONN and conveyed as part of the acquisition.

We identified the Audit of the goodwill arising from the acquisition of Ron Motor Group, as a critical audit matter because of the methodologies used by the Management in determining the value of the acquired company requires an estimate and assumptions by the management.

Performing audit procedures to evaluate the reasonableness of these estimates and assumptions required a high degree of auditors judgement and an increase extent of efforts.

The primary procedures we performed include:

- We reviewed and challenged the reasonableness of key management assumptions used in determining the number of shares issued and the market value of shares issued
- We read the purchase agreements used in the underlying acquisitions and utilized by the Company to allocate the purchase price.
- We obtained the valuation reports prepared by management's third-party expert.
- We assessed the suitability of the method used by the expert in valuation of the assets.

*/s/ Olayinka Oyebola*

**OLAYINKA OYEBOLA & CO.**  
**(Chartered Accountants)**  
**Lagos Nigeria**

We have served as the Company's auditor since 2023.

**July 23, 2024.**

**RONN, INC.**  
**Consolidated Audited Financial Statements**  
**Balance Sheet**

	Notes	As at December 31, 2023	As at December 31, 2022
<b>ASSETS</b>			
<u>Current assets</u>			
Cash and cash equivalents	2	\$ 30,309	\$ 1,171
Other current assets		-	-
<b>Total current assets</b>		<b>30,309</b>	<b>1,171</b>
<u>Fixed assets</u>			
Goodwill	5	16,934,523	-
Software and IP	5	2,836,340	15,000
<b>TOTAL ASSETS</b>		<b>\$ 19,801,172</b>	<b>\$ 16,171</b>
<b>LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>			
<u>Current liabilities</u>			
Accounts payable, trade		\$ 3,369,387	\$ -
Accrued expenses		2,164,355	171,750
Loans & notes payable, s/t or current, net of unamortized debt discount of \$19,952	6	676,839	231,727
Related party loans & notes payable, short-term or current	6,11	2,316,787	3,525
Derivative liability	9	7,030,705	77,305
<b>TOTAL LIABILITIES</b>		<b>\$ 15,558,073</b>	<b>\$ 484,307</b>
<u>STOCKHOLDERS' EQUITY (DEFICIT)</u>			
Preferred stock Series A: par value \$0.001, 20 authorized and 10 issued and outstanding at December 31, 2023 and December 31, 2022	7	-	-
Common stock: par value \$0.001, 500,000,000 authorized and 351,487,746 and 35,162,350 issued and outstanding at December 31, 2023 and December 31, 2022 respectively	7	351,487	35,162
Additional paid-in capital		20,339,340	4,769,806
Stock subscribed for		4,432,148	-
Accumulated deficit		(20,879,876)	(5,273,104)
<b>TOTAL STOCKHOLDERS' EQUITY (DEFICIT)</b>		<b>4,243,099</b>	<b>(468,136)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		<b>\$ 19,801,172</b>	<b>\$ 16,171</b>

See accompanying notes to these consolidated audited financial statements.

**RONN, INC.**  
**Consolidated Audited Financial Statements**  
**Statement of Operations**

	For the Year Ending December 31,	
	2023	2022
Revenues	\$ -	\$ -
Cost of goods sold	-	-
Gross profit	-	-
Operating expenses		
Selling, general & administrative expenses	4,440,027	392,230
Depreciation & amortization	-	-
Total operating expenses	4,440,027	392,230
Net operating income (loss)	(4,440,027)	(392,230)
Other income (expenses)		
Bank charges	(1,315)	(45)
Bank and loan interest accrued	(227,404)	(41,727)
Bank and loan interest paid	(12,000)	-
Non-cash interest, convertible loan	(4,117,794)	(299,212)
Amortization of debt discount	(37,760)	(155,000)
Gain (loss) on revaluation of derivative liability	(6,751,846)	376,907
Other income (expenditure) net	1,374	-
Net income (loss) before income taxes	\$ (15,586,772)	\$ (511,307)
Corporation taxes	(20,000)	-
Net income (loss)	<u>\$ (15,606,772)</u>	<u>\$ (511,307)</u>
Net loss attributable to common stock holders	<u>\$ (15,606,772)</u>	<u>\$ (511,307)</u>
Net income (loss) per share	<u>\$ (0.05)</u>	<u>\$ (0.03)</u>
Weighted average shares outstanding	<u>311,947,072</u>	<u>16,412,350</u>

See accompanying notes to these consolidated audited financial statements.

**RONN, INC.**  
**Consolidated Audited Financial Statements**  
**Statement of Changes in Stockholders' Equity**

	Preferred Stock		Common Stock		Additional	Accumulated	Total
	Number	Value	Number	Value	Paid-in Capital	Surplus (Deficit)	
Balance b/f as at January 1, 2022	-	\$ -	5,162,350	\$ 5,162	\$ 4,769,806	\$ (4,761,797)	\$ 13,171
Common stock issued for acquisition	-	-	30,000,000	30,000	-	-	30,000
Net loss, year ending December 31, 2022	-	-	-	-	-	(511,307)	(511,307)
Balance b/f January 1, 2023	-	\$ -	35,162,350	\$ 35,162	\$ 4,769,806	\$ (5,273,104)	\$ (468,136)
Common stock issued for acquisition	-	-	286,325,396	286,325	11,997,034	-	12,283,359
Common stock issued for services	-	-	5,000,000	5,000	3,347,500	-	3,352,500
Common stock issued for investment	-	-	25,000,000	25,000	225,000	-	250,000
Stock subscribed for	-	-	-	4,432,148	-	-	4,432,148
Net loss, year ending December 31, 2023	-	-	-	-	-	(15,606,772)	(15,606,772)
Balance c/f as at December 31, 2023	-	\$ -	351,487,746	\$ 4,783,635	\$ 20,339,340	\$ (20,879,876)	\$ 4,243,099

See accompanying notes to these consolidated audited financial statements.

**RONN, INC.**  
**Consolidated Audited Financial Statements**  
**Statement of Cash Flow**

	For the Year Ending December 31,	
	2023	2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (15,606,772)	\$ (511,307)
Adjustments to reconcile net loss to net cash (used in) operating activities:		
Depreciation and amortization	-	-
Stock issued for services	3,479,040	-
Amortization of debt discount	37,760	155,000
(Gain) loss on revaluation of derivative liability	6,751,846	(376,907)
Non-cash interest, convertible loan	4,117,794	299,212
Financing costs	240,719	41,772
Changes in operating assets and liabilities:		
Accounts payable and other current liabilities	647,007	171,750
Other current assets	-	13,171
<b>NET CASH (USED IN) OPERATING ACTIVITIES</b>	<b>(332,606)</b>	<b>(207,309)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Sale (purchase) of tangible assets	-	-
Sale (purchase) of intangible assets	-	(15,000)
Cash introduced on acquisition	34,440	-
<b>NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES</b>	<b>34,440</b>	<b>(15,000)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issuance of equity	28,000	30,000
Proceeds from (repayment of) debt instruments	539,123	231,727
Related party loans	900	3,525
Financing costs	(240,719)	(41,772)
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<b>327,304</b>	<b>223,480</b>
<b>NET INCREASE IN CASH</b>	<b>29,138</b>	<b>1,171</b>
Cash, beginning of year	1,171	-
Cash, end of year	<u>\$ 30,309</u>	<u>\$ 1,171</u>
<b>SUPPLEMENTAL DISCLOSURES</b>		
<u>Supplemental schedules of non-cash investing and financing activities</u>		
Issuance of stock for company or asset acquisition	<u>\$ 12,283,359</u>	<u>\$ -</u>
Issuance of stock for services	<u>\$ 3,479,040</u>	<u>\$ -</u>
Interest paid	<u>\$ 12,000</u>	<u>\$ -</u>
Income taxes paid	<u>\$ 20,000</u>	<u>\$ -</u>

See accompanying notes to these consolidated audited financial statements.



**RONN, INC.**  
**Consolidated Audited Financial Statements**  
**Notes For the Year Ending December 31, 2023 and 2022**

**NOTE 1. NATURE AND BACKGROUND OF BUSINESS**

The accompanying consolidated financial statements include RONN, Inc. (the 'Company', 'we' or 'us'), a Colorado corporation, its wholly-owned subsidiaries and any majority controlled interests.

The Company was formed in April 1971, and, until recently, specialized in personal care products such as cough and cold remedies, lip balms, nasal sprays, depilatories, laxatives, oral care, creams, and ointments.

On January 10, 2022, the Company's then CEO, Benjamin Berry, sold his ten (10) shares of Series A Preferred Stock to Accelerate Global Market Solutions Corp. for \$150,000 in cash, effecting a change of control. As part of this transaction, John Morgan was appointed the Company's new CEO.

Following the change of control, the Company became focused on developing new applications to be used on PC and mobile devices, and to be offered through the Google Play Store and the Apple App Store. The Company's Green Living Lifestyle Nutrition App is the first of many applications the Company anticipates developing over the next few years, with an estimated cumulative total expense of approximately \$50,000 in development costs and expenses per application.

On April 7, 2022, the Company acquired Accelerate Global Market Solutions Corp and its assets and liabilities.

On February 16, 2023, the Company acquired all the outstanding capital stock of Ronn Motor Group, Inc., Scottsdale, Arizona ('RONN'), as part of a reverse take-over transaction executed via an exchange of stock of the Company for shares in the acquisition target on a 1 for 1 basis, ie. one share of common stock of the Company for each share of common stock of the Acquisition Target, and one share of preferred stock of the Company for each share of preferred stock in the Acquisition Target. RONN becomes the key business within the Company, with senior management of RONN being added to the Company's board of directors and management team as part of the Transaction. The Company subsequently changed its name to 'RONN'.

Ronn Motor Group, Inc. (the 'RMG') was incorporated in the State of Delaware on January 8, 2013. RMG is in the early stages of becoming an automotive developer and clean tech auto manufacturer aiming to address current global environmental needs through a full-line range of zero-emission transportation platforms, including automobiles, intercity buses, fleet delivery trucks, and future hyper cars.

On May 16, 2023, the Company disclosed that it has entered into formal discussions with a Nairobi group for a hydrogen electric delivery truck pilot program and potential hydrogen hub in support of the new African Hydrogen Allowance.

On June 26, 2023, the Company entered into a Letter of Intent with ExoTechnologies Ltd to form a partnership to combine resources to vertically integrate hydrogen propulsion with an advanced hull technology to create a cleaner, more efficient and sustainable boating experience in the marine industry.

In July, the Company entered into a Letter of Intent with Canadian First Nations Louis Bull Tribe to form a partnership to commercialize the hydrogen economy.

On July 15, 2023, the Company entered into a consulting agreement with Public Finance Consultants LLC in connection with financing in the form of (1) the issuance by Arizona Industrial Development Authority, or such other issuer of bonds as agreed to by the Parties (the "Authority") of tax-exempt and/or taxable project revenue bonds for the proposed Project (described below), or such other name assigned by the project participants, in one or more series and/or multiple tiered series, pursuant to a plan of financing (the "Bonds"), and loan the proceeds of the Bonds to a limited liability company which is an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, unless the Authority is also the borrower and the owner of the Project (the "Borrower"), (2) corporate debt or equity issued by RMG, or (3) a combination of the Bonds or such corporate debt or equity financing (collectively, the "Financing") in order to finance a pilot program for the manufacture, marketing and delivery of zero-emission HFCEV Class 4-6 fleet delivery trucks with Roush Engineering intended for cargo, courier, and delivery services in the United States and Spain; reserve funds if necessary; working capital; and costs of issuance related thereto (collectively, the "Project").

On July 26 2023, the Company entered into a Memorandum of Understanding with Castrum Capital for a proposed €50,000,000 investment via a contingent-convertible zero-coupon debt offer, convertible into shares of RONN at a price equal to that of the last capital raise, contingent on (a) within a maximum three (3) month period (the Joint Venture period) from the date of receipt of the funds at RONN's chosen bank; (b) convertible on demand by RONN at any point in JV period once the target has been reached; and (c) at the end of the three (3) month period on demand of RONN. Alternatively, the investment is convertible on demand by Castrum Capital Ltd at any point following delivery of a return on investment on this €50,000,000 contingent-convertible, equal to or greater than the €50,000,000 sum for sole benefit of RONN under a managed buy/sell joint venture agreement (the JV) to be structured and delivered by Silverbrook Capital Management Ltd with their introduced JV partners for a maximum of three (3) months. A further €50,000,000 may be invested on the same terms within a maximum three (3) months on the mutual agreement of both parties. If funds are not converted within the three (3) month period, then the funds will be returned to Castrum.

On October 25, 2023, the Company reported the formation of an alliance with First Nations Turtle Island with a \$50,000,000 plan to establish seven starter seed hydrogen hubs across the First Nations lands, complete with RONN Hydrogen Electric logistics trucks. This will allow communities and businesses of all sizes to familiarize themselves with hydrogen electricity's mobile and stationary applications. Site locations are being evaluated and, on November 2, 2023, IM-1 Development, LLC, Arizona, was appointed as the Company's partner to manage the ground and utility work needed.

## NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Presentation

The accompanying financial statements have been prepared for RONN, Inc. in accordance with accounting principles generally accepted in the United States of America (US GAAP), with all numbers shown in US Dollars.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation of the financial statements have been included. The financial statements include all subsidiaries, as discussed below, and include all consolidation entries required to include those subsidiaries.

### Principals of Consolidation

The consolidated financial statements include the accounts of RONN (formerly known as Lee Pharmaceuticals, Inc.) and its direct subsidiaries, Accelerate Global Market Solutions, Inc. and Ronn Motor Group, Inc. The financial statements of Ronn Motor Group, Inc. include its wholly-owned subsidiaries, Ronn Motor (Shanghai) Co. and Ronn Motors Technology (Taxiing) Co., Ltd.. Intercompany accounts and transactions have been eliminated in consolidation.

### Use of Estimates

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

### Revenue Recognition

The Company recognizes revenue in accordance with Accounting Standards Update (“ASU”) 2014-09, “Revenue from contracts with customers,” (Topic 606). Revenue is recognized when a customer obtains control of promised goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company expects to recognize revenues as the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied.

### Financial Instruments

The Company’s financial instruments include cash, accounts payables, accrued liabilities and debt and are accounted for under the provisions of ASC Topic 825, “Financial Instruments”. The carrying amount of these financial instruments as reflected in the balance sheets approximates fair value.

### Cash and Cash Equivalents

For the Balance Sheet and Statement of Cash Flows, all highly liquid investments with maturity of three months or less are considered to be cash equivalents. The Company had no cash equivalents as at December 31, 2023 or 2022.

### Concentration of Credit Risk

The Company maintains cash balances at financial institutions with accounts that are insured by the Federal Deposit Insurance Corporation (“FDIC”) up to \$250,000. As of December 31, 2023 and December 31, 2022, the Company’s cash balance did not exceed FDIC coverage. The Company has not experienced any losses in such accounts and periodically evaluates the credit worthiness of the financial institutions and has determined the credit exposure to be negligible.

### Fixed Assets

The Company may own fixed assets of certain types, which are carried at cost less depreciation. The cost of repairs and maintenance is expensed as incurred; major replacements and improvements are capitalized. When assets are retired, or disposed of, the cost and accumulated depreciation are removed from the financial statements, and any resulting gains or losses are included in income in the year of disposition. Depreciation is calculated on a straight-line basis over the estimated useful life of the assets, according to the following policies:

- Land and buildings, useful life of 40 years, straight-line depreciation of 2.5% annually
- Property and equipment, useful life of 5 years, straight-line depreciation of 20% annually
- Lease improvements, useful life of 5 years or the length of the lease, whichever is shorter
- Computer equipment, useful life of 3 years, straight-line depreciation of 33.3% annually
- Motor vehicles, useful life of 3 years, straight line depreciation of 33.3% annually

### **Intangible Assets**

The Company has intangible assets which were largely acquired in an acquisition, and which consist primarily of product-related technologies and patents, along with software developed on the Company's behalf. The Company's intangible assets represent definite lived intangible assets, which will be amortized on a straight-line basis over their estimated useful life of five years. Amortization will begin when the intangible assets are available for its intended use, which will be when the Company has begun to develop the manufacture of products. As of December 31, 2023, this basis has not yet begun. The Company periodically evaluates the remaining useful lives of its finite-lived intangible assets to determine whether events and circumstances warrant a revision to the remaining period of amortization. As of December 31, 2023, the Company believes the carrying value of the intangible assets are still recoverable, and there is not any impairment to be recognized.

### **Impairment of Long-Lived Assets**

Long-lived assets, such as goodwill, are evaluated for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable or that the useful life is shorter than the Company had originally estimated. When these events occur, the Company evaluates the impairment for the long-lived assets by comparing the carrying value of the assets to an estimate of future undiscounted cash flows expected to be generated from the use of the assets and their eventual disposition. If the sum of the expected future undiscounted cash flows is less than the carrying value of the assets, the Company recognizes an impairment loss based on the excess of the carrying value of the assets over the fair value of the assets.

No impairment charges were recognized for the year ended December 31, 2023 or 2022.

### **Leases**

The Company determines whether a contract contains a lease at contract inception. A contract contains a lease if there is an identified asset and the Company has the right to control the asset. Operating lease right-of-use ("ROU") assets represent the Company's right to use an underlying asset for the lease term, and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease ROU assets and lease liabilities are recognized at commencement date based on the present value of lease payments over the lease term. The Company uses the incremental borrowing rate in determining the present value of lease payments. Leases with a term of 12 months or less at the commencement date are not recognized on the balance sheet and are expensed as incurred.

### **Commitments and Contingencies**

Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potentially material loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee would be disclosed.

### **Income Taxes**

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss, capital loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest and penalties related to unrecognized tax benefits as a component of general and administrative expenses. Our federal tax return and any state tax returns are not currently under examination.

Income taxes are provided in accordance with the FASB Accounting Standards (ASC 740), Accounting for Income Tax. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carry forwards. Any deferred tax expense (benefit) resulting from the net change during the year is shown as deferred tax assets and liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it was more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

### **Basic and Diluted Net Income (Loss) Per Share**

Basic and diluted earnings or loss per share (“EPS”) amounts in the consolidated financial statements are computed in accordance with Accounting Standards Codification (“ASC”) 260 – 10 “Earnings per Share”, which establishes the requirements for presenting EPS. Basic EPS is based on the weighted average number of shares of common stock outstanding. Diluted EPS is based on the weighted average number of shares of common stock outstanding and dilutive common stock equivalents. Basic EPS is computed by dividing net income or loss available to common stockholders (numerator) by the weighted average number of shares of common stock outstanding (denominator) during the period. Potentially dilutive securities are excluded from the calculation of diluted loss per share, if their effect would be anti-dilutive. For periods in which the Company reports net losses, diluted net loss per share is the same as basic net loss per share because potentially dilutive common shares are not assumed to have been issued if their effect is anti-dilutive.

### **Stock Based Compensation**

Codification topic 718 “Stock Compensation” requires that the cost resulting from all share-based transactions be recorded in the financial statements and establishes fair value as the measurement objective for share-based payment transactions with employees and acquired goods or services from non-employees. The codification also provides guidance on valuing and expensing these awards, as well as disclosure requirements of these equity arrangements. The Company adopted the codification upon creation of the Company and will expense share-based costs in the period incurred.

The Company has adopted a stock option plan. The Company measures compensation expense for all stock-based payment awards, including stock options and restricted stock units granted to employees, directors, and nonemployees, based on the estimated fair value of the awards on the date of grant. Compensation expense is recognized ratably in earnings, generally over the period during which the recipient is required to provide service. The compensation expense is adjusted based on actual forfeitures as necessary.

The stock options vest ratably over the contractual vesting period and the fair value of our awards is estimated on the date of grant using a Black-Scholes option-pricing model. Restricted stock units vest ratably over the contractual vesting period and the fair value of the awards are estimated on the date of grant as the underlying value of the award. Awards with graded vesting features are recognized over the requisite service period for the entire award. The determination of the grant date fair value of stock awards issued is affected by a number of variables and subjective assumptions, including (i) the fair value of the Company’s common stock, (ii) the expected common stock price volatility over the expected life of the award, (iii) the expected term of the award, (iv) risk-free interest rates, (v) the exercise price, and (vi) the expected dividend yield of our common stock.

Options or warrants issued to consultants, sub-contractors or suppliers are assessed for fair value on issuance and reviewed for fair value at each reporting period, with changes in fair value recorded to the income statement for the relevant period.

### **Convertible Instruments**

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for “Accounting for Derivative Instruments and Hedging Activities”. Professional standards generally provide three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instruments 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 otherwise applicable generally accepted accounting principles 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. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as “The Meaning of Conventional Convertible Debt Instrument”.

The Company accounts for convertible instruments when it has determined that the embedded conversion options should not be bifurcated from their host instruments in accordance with professional standards when “Accounting for Convertible Securities with Beneficial Conversion Features,” as those professional standards pertain to “Certain Convertible Instruments.” Accordingly, 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 shares of 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 earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares of common stock based upon the differences between the fair value of the underlying shares at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event not within the entity’s control could require net cash settlement, then the contract shall be classified as an asset or a liability.

### **Fair Value of Financial Instruments**

We adopted the guidance of ASC-820 for fair value instruments, which clarifies the definition of fair value as being the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. It also prescribes methods for determining fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value, as follows:

- Level 1            Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.
  
- Level 2            Inputs are quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3 Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The carrying amounts for cash, accounts receivable, accounts payable and accrued expenses, and loans payable approximate their fair value based on the short-term maturity of these instruments. We identified assets or liabilities that are required to be presented on the balance sheet at fair value in accordance with the accounting guidance as at December 31, 2023 and 2022, as detailed in Note 9, Derivative Liabilities.

ASC 825-10 "Financial Instruments" allows entities to voluntarily choose to measure certain financial assets and liabilities at fair value (fair value option). The fair value option may be elected on an instrument-by-instrument basis and is irrevocable, unless a new election date occurs. If the fair value option is elected for an instrument, unrealized gains and losses for that instrument should be reported in earnings at each subsequent reporting date. We elected to apply the fair value option to outstanding instruments.

#### **Derivative Liabilities**

Derivative financial instruments consist of convertible instruments and rights to shares of the Company's common stock. The Company assessed that it had derivative liabilities as at December 31, 2023 and 2022, as detailed in Note 9, Derivative Liabilities.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three 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 otherwise applicable generally accepted accounting principles 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 subject to the requirement of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

#### **Concentrations**

The Company had three service providers at December 31, 2023 accounting for 77.9%, 7.1% and 5.2% of accounts payable. The Company had three service providers at December 31, 2022 accounting for 78.0%, 7.1% and 5.2% of accounts payable.

#### **Impact of New Accounting Standards**

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position, or cash flow.

#### **Management's Evaluation of Subsequent Events**

The Company evaluates events that have occurred after the balance sheet date of this report, through the date which the consolidated financial statements were available to be issued. Based upon the review, other than as described in Note 13, Subsequent Events, the Company did not identify any recognized or non-recognized subsequent events that would have required adjustment or disclosure in the consolidated financial statements.

#### **NOTE 3. GOING CONCERN**

In accordance with the requirements of ASC 2415, the Board of Directors have performed an assessment of the entity's ability to continue as a going concern when preparing financial statements. The Board has considered whether:

- there is an intention to liquidate the Company
- there is an intention to cease operations
- the Company has no realistic alternative but to liquidate or cease operations.

Furthermore, we have considered various events and conditions that may exist and impact the Company individually or collectively may cast significant doubt on the entity's ability to continue as a going concern.

The Company's consolidated financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Currently, the Company does not have significant cash or other material assets, nor does it have operations or a source of revenue sufficient to cover its operation costs and allow it to continue as a going concern.

The Company has a limited operating history and had a cumulative net loss from inception to December 31, 2023 of \$20,879,876. The Company has a working capital deficit of \$15,527,764 as at December 31, 2023.

These factors raise substantial doubt about the Company's ability to continue as a going concern, within one year from the issuance date of the consolidated financial statements. Management expects to incur substantial additional expenses over the next several years as their research, development and commercial activities increase.

These financial statements for the year ending December 31, 2023 have been prepared assuming the Company will continue as a going concern, which is dependent upon the Company's ability to generate future profits and/or obtain necessary financing to meet its obligations as they come due.

The management has committed to an aggressive growth plan for the Company. The Company's future operations are dependent upon external funding and its ability to execute its business plan, realize sales and control expenses. Management believes that sufficient funding will be available from additional borrowings and private placements to meet its business objectives including anticipated cash needs for working capital, for a reasonable period of time. However, there can be no assurance that the Company will be able to obtain sufficient funds to continue the development of its business operation, or if obtained, upon terms favorable to the Company.

#### NOTE 4. ACQUISITIONS AND DISPOSALS

The Company has elected to implement push-down accounting for all of its acquisitions, where appropriate and unless otherwise stated, and implemented in accordance with ASC 805-50.

##### *Accelerate Global Market Solutions Corp.*

The Company acquired Accelerate Global Market Solutions Corp ('Accelerate') on April 7, 2022, and its assets of the control block of preferred stock recently acquired and the liability of the loan note due to World Market Ventures LLC. The preferred stock was issued to the CEO, John Morgan, and the loan note was retained by the Company. The acquisition was effected by the owner, John Morgan, contributing Accelerate to the Company. The acquisition is summarized below.

	<b>Allocation</b>
Cash on hand	\$ -
Current assets	639,212
Fixed assets	-
Current liabilities	(609,212)
Goodwill	-
<b>Total</b>	<b>\$ 30,000</b>

The assets acquired totaled \$30,000, paid by the issuance of 30,000,000 shares of common stock.

##### *Ronn Motor Group, Inc.*

The Company acquired Ronn Motor Group, Inc. ('RONN') on February 16, 2023, in return for the transfer of the control block of preferred stock owned by John Morgan, CEO, and the issuance of 286,325,396 shares of Common Stock at par value of \$0.001 per share. The acquisition is summarized below.

	<b>Allocation</b>
Cash on hand	\$ 34,440
Current assets	-
Fixed assets	2,821,340
Investment in subsidiary	5,838,153
Goodwill	16,934,523
Current liabilities	(19,790,303)
<b>Total</b>	<b>\$ 5,838,153</b>

The net assets acquired totaled \$5,838,153 paid for by the issuance of 286,325,396 shares of common stock, or \$0.02 per share. The Goodwill recognized as part of this transaction, while significant, is supported by the substantial IP and patents held by RONN and conveyed as part of the acquisition.

#### NOTE 5. INTANGIBLE ASSETS

Based on the acquisition and disposal activity detailed in Note 4, the Company retained the following intangible assets as at December 31, 2023 and 2022:

<b>Asset</b>	<b>Description</b>	<b>December 31, 2023</b>	<b>December 31, 2022</b>
Goodwill	Goodwill arising through the acquisition of Ronn Motor Group, Inc.	\$ 16,934,523	\$ -
Intangible assets	IP, patents and software added through the acquisition of Ronn Motor Group, Inc.	2,821,340	-
Intangible assets	Software - app development	15,000	15,000
<b>Total</b>		<b>\$ 19,770,863</b>	<b>\$ 15,000</b>

On September 15, 2020 (the “Effective Date”), Ronn Motor Group entered into an Asset Purchase Agreement (the “Agreement”) with an unrelated party (the “Seller”), to acquire certain intellectual property (“IP”), equipment, patent rights and software, for a total purchase price of \$5,000,000, per the terms of the Agreement. The acquisition excluded certain assets, including any cash or cash equivalents, prepaid expenses and deposits, leased equipment, and all liabilities. Per the terms, the purchase price is noted to consist of \$2,800,000 in cash and the remaining balance of \$2,200,000 to be paid in shares of common stock of the Company, per a third-party valuation, or other methods of share issuance valuation that will be met by mutual agreement between the parties. The terms of payment set forth that the purchase price shall be paid in a maximum of three installments, consisting of 25% within 60 days of the signing of the agreement, 25% at the earlier of a close of a significant material investment by either a PIPE or PPM pre- IPO, with the remainder to be paid at the closing of a SPAC merger or IPO. The Closing date was October 7, 2020. On October 8, 2020, the Company paid \$50,000, and as of December 31, 2022 and 2021, \$2,625,000 and \$2,750,000, respectively, is included in Asset acquisition payable on the accompanying Consolidated Balance Sheet. The Company issued 1,100,000 shares of common stock to the Seller agreed upon between the parties to represent the remaining balance due of the \$2,200,000 as noted in the Agreement. Based on the \$2,800,000 to be paid in cash and the fair value of the shares of \$21,340, based on the fair value of the common shares on the closing date of \$0.02, the consideration of the asset acquisition was determined to be reduced to \$2,821,340. It was determined that the fair value of the intangible assets are the IP and patents which are interrelated, and therefore all asset acquired are recognized solely as Intangible assets. The transaction was accounted for as an asset acquisition.

The useful life of the IP and Patents has been estimated to be five years. The IP and Patents will be amortized over the useful life of five years, at approximately \$564,000 per year, commencing when the IP and Patents are ready for intended use. In the years ended December 31, 2022 and 2021, no amortization has been recognized.

Goodwill is not amortized but is reviewed at each year end for impairment, to be recorded in the year any impairment is assessed. No impairment has yet been assessed.

#### NOTE 6. LOANS AND NOTES PAYABLE

The Company had loans and notes payable as at December 31, 2023 and 2022 totaling \$3,013,578 and \$235,252 respectively, as follows:

Description	Principal Amount	Date of Loan Note	Maturity Date	December 31, 2023	December 31, 2022
Convertible loan from World Market Ventures, 1 months, 20% interest, convertible at 50% of lowest price during term - see note (c) below	\$ 155,000	4/7/2022	5/20/2024	\$ 193,262	\$ 193,262
Loan from JP Carey Limited Partners LP, 12 months, 14% interest; settled on January 12, 2023	35,000	4/22/2022	4/22/2023	-	38,465
Convertible loan from Strategic Enterprises LLC, 4 months, 10% interest, Convertible at \$0.01 per share - see note (c) below	50,000	1/9/2023	5/20/2024	54,877	-
Note Payable - Settled, 4 months, 10% interest - see Note (a) below	398,250	2/1/2023	6/19/2018	435,559	-
Line of Credit - Related Party, 7 months, 10% interest - see Note (b) below	2,121,853	2/1/2023	9/30/2022	2,315,435	-
Convertible loan from World Market Ventures, 9 months, 9% interest, convertible at 50% of lowest price during term - see Note (d) below	14,300	11/20/2023	8/20/2023	14,445	-
Loan from Related party, 12 months, no interest payable	3,525	11/20/2022	11/20/2023	-	3,525
<b>Total</b>				<b>\$ 3,013,578</b>	<b>\$ 235,252</b>
<b>Long-term total</b>				<b>\$ -</b>	<b>\$ 196,787</b>
<b>Short-term total</b>				<b>\$ 3,013,578</b>	<b>\$ 38,465</b>

Loans and Notes Amortization	Amount Due
Due within 12 months	\$ 3,013,578
Due within 24 months	-
Due within 36 months	-
Due within 48 months	-
Due after 48 months	-
Total	<u>\$ 3,013,578</u>

#### Notes

(a) On June 19, 2017, Ronn Motor Group entered into a 10% convertible promissory note for \$250,000 which matured on June 19, 2018. The note was convertible at any time at the holder's option at a fixed conversion rate of \$1.875. If an event of default occurs, as set forth in the note, the unpaid principal balance and accrued expense would become automatically due and payable. The note was not paid by the maturity date and became in default. On December 13, 2018, the holder served the Company with a complaint of default and filed an Application and Affidavit for Entry of Default with the Court on January 16, 2019, for which a judgement was issued on February 6, 2019. The judgement is in the amount of \$292,176 based on principal and pre-judgement accrued interest, on which interest of 10% is to accrue until the amount has been paid in full. As this total amount was already included in the Company's consolidated financial statements, no gain or loss has been recognized in relation to the judgement. Approximately \$8,000 was paid to the holder in the year ended December 31, 2019, which is included along with the principal in Note payable - settled. The balance of the judgement was reclassified out of convertible notes as of the date of the judgement to Note payable - settled. Interest expense of approximately \$37,300 and \$29,000 was recognized in the years ended December 31, 2023 and 2022, respectively. This note was acquired as part of the Ronn Motor Group acquisition and is currently in default.

(b) On August 1, 2016, Ronn Motor Group entered into a line of credit agreement with the Company's Chief Executive Officer (the "Lender"), whereby the Company could borrow up to \$1,200,000 from Lender, provided, however, that Lender has no obligation to lend any amounts and the decision to lend such money lay in the sole and complete discretion of the Lender. The unpaid principal of this line of credit bore interest at the rate of 3.5% per annum, to increase to 10% if the line of credit was in default. The principal balance of the line of credit was originally due and payable on December 31, 2020, and there was no penalty for early repayment of all or any part of the principal. On December 11, 2020, the maturity date was extended to June 30, 2021, and then on June 30, 2021, extended to December 31, 2021, with the interest rate increased to 7%. On February 22, 2022, the maturity date was extended to June 30, 2022, and the borrowing principal balance increased to \$2,000,000. As consideration the extension agreement required the Company to pay an additional \$150,000 on or before March 31, 2022, plus the issuance of 5,000,000 shares of the Company's common stock, with a fair value of \$97,000. The fair value of the shares of common stock was estimated to be \$92,000, and recognized, along with the \$150,000 additional payment, as financing costs - related party in the accompanying financial statements. The line of credit shall become payable in full if the Company enters into a significant investment, PIPE investment, or become listed on a senior exchange. On July 1, 2022, the maturity date was extended to September 30, 2022, the borrowing principal balance increased to \$2,250,000, and the interest rate increased to 10%. As consideration the extension agreement requires the Company to issue 5,000,000 shares of the Company's common stock, which will have a fair value of \$97,000. During the year ended December 31, 2022, the Company drew down an additional \$684,026, which is excluding the financing costs of \$247,000. Accrued interest on the line of credit was approximately \$193,600 and \$77,000, as of December 31, 2023 and 2022, respectively. The line of credit was assumed as part of the acquisition and was subsequently extended through September 30, 2023.

On January 1, 2023, the maturity date was extended to June 30, 2023, the borrowing principal balance increased to \$2,600,000, plus the issuance of 5,000,000 shares of common stock per quarter. In the event of a public offering the Lender will receive registration rights of a minimum of 1,000,000 shares to a maximum of 3,000,000 shares or as allowable by SEC regulations. The 5,000,000 shares booked for the quarter January 1, 2023 to March 31, 2023 were priced on March 31, 2023, when the closing share price was \$0.225 per share, resulting in cost of shares of \$1,125,000, booked as a financing cost. On June 30, 2023, the 5,000,000 shares due were priced at \$0.15 per share, the closing price for the common stock on that day, resulting in a share issuance valued at \$750,000, booked as a financing charge for the period. On August 30, 2023, the maturity date was extended to September 30, 2023, the borrowing principal balance increased to \$3,000,000, the simple interest was increased to 12%, plus it requires the issuance of 25,000,000 shares of common stock. the Company set aside 25,000,000 shares at a price of \$0.076 per share, the closing price on the day of the extension, totaling \$1,900,000. This amount was booked as a financing charge for the period. As the shares have not yet been issued, the total financing charge of \$3,775,000 related to these share issuances is shown under Stock subscribed for.

(c) On January 11, 2023, the Company entered into an agreement with World Market Ventures and Strategic Enterprises (the 'Holders') to settle these notes in full in the amount of \$186,303 through the issuance of 37,260,600 shares of common stock to the Holders at a price of \$0.005 per share, a discount of 50% to the Reg A offering price then offered by the Company. These shares were not issued and an amount of \$186,303 was shown under 'Stock Subscribed for', and any issuances of common stock for the settlement of this Note were to be deducted from this total in future. On November 20, 2023, these Notes were reinstated and the Stock Subscribed for amount reversed, with interest continuing from January 11, 2023 as if the Notes had been in place throughout the year. The maturity date of these Notes was extended to May 20, 2024. The terms were also amended with regard to repayment and conversion, whereby the Company must repay 25% of all proceeds over \$50,000 received via the Company's Reg A offering towards each note. The Holder may convert any amount of the Note not repaid into shares of common stock at the lower of (a) a price of 50% of the lowest trading price in the 30 days immediately prior to conversion, and (b) \$0.0001 per share.

On November 20, 2023, the Company entered into a revised settlement with World Market Ventures LLC (the "Holder") for \$193,262, with the Holder having the right to convert this entire amount into shares of common stock at any time of its choosing.



(d) On November 20, 2023, the Company entered into a new convertible loan note with World Market Ventures LLC (the "Holder") for \$14,300, with an original issuer's discount of \$1,300 and net proceeds to the Company of \$13,000. The Note has a term of nine months, maturing on August 20, 2024, and attracts interest at a rate 9% per annum. Repayment is required of 25% of all amounts received over \$50,000 in the Qualified Offering being conducted by the Company. Default interest is 12% per annum. The Holder may convert any amount of the Note not repaid into shares of common stock at the lower of (a) a price of 50% of the lowest trading price in the 30 days immediately prior to conversion, and (b) \$0.0001 per share.

#### **NOTE 7. CAPITAL STOCK**

As at December 31, 2023 and 2022, the Company was authorized to issue Preferred Stock and Common Stock as detailed below.

##### **Preferred Stock**

At December 31, 2023 the Company had authorized Preferred Stock in one designation totaling 20 shares:

Preferred Stock Series A                      The Company is authorized to issue 20 shares of Series A, with a par value of \$0.001 per share. Each share of preferred stock converts into 10,000,000 shares of common stock, and the holders of the preferred stock are entitled to a vote representing 60% of all votes cast. The shares do not pay a dividend. As at January 1, 2021, the Company had no shares of Series A preferred stock issued and outstanding.

On September 30, 2021 the Company issued 10 shares of Preferred Stock Series A to a debt holder for debt conversion of \$36,718, or \$3,671.80 per share.

At December 31, 2023 the Company had 10 shares of Preferred Stock Series A issued and outstanding.

As at December 31, 2023, the Company had a total of 10 shares of Preferred Stock issued and outstanding.

##### **Common Stock**

As at December 31, 2023, the Company was authorized to issue up to 500,000,000 shares of Common Stock with par value of \$0.001 per share. On August 1, 2022, the Company increased its authorized share capital to 500,000,000 shares from 7,500,000 shares.

As at January 1, 2022, the Company had 5,162,350 shares of Common Stock issued and outstanding.

On August 16, 2022 the Company issued 30,000,000 shares of Common Stock to a seller for an acquisition of \$30,000, or \$.001 per share.

On January 14, 2023 the Company issued 250,000,000 shares of Common Stock to an employee for services of \$7,500,000, or \$.03 per share.

On January 20, 2023 the Company issued 12,500,000 shares of Common Stock to an investor for investment of \$125,000, or \$.01 per share.

On January 20, 2023 the Company issued 12,500,000 shares of Common Stock to an investor for investment of \$125,000, or \$.01 per share.

On February 15, 2023 the Company bought back and canceled 275,000,000 shares of Common Stock from a shareholder.

On February 15, 2023 the Company issued 286,325,396 shares of Common Stock to a seller for an acquisition of \$12,283,359, or \$.0429 per share.

On March 8, 2023 the Company issued 30,000,000 shares of Common Stock to an employee for services of \$7,650,000, or \$.255 per share.

As at December 31, 2023, there were 351,487,746 shares of Common Stock issued and outstanding.

In addition, the Company has set aside 35,000,000 shares to be issued to the CEO in return for the availability and extension of the line of credit provided to the Company, with the total value of these shares, \$3,775,000, included in Stock subscribed for until the shares are issued.

On December 7, 2023, pursuant to a board resolution, the Company allocated 11,400,000 shares to be issued to various staff members as a bonus and 18,400,000 shares to be paid to RF Trust in recognition of non-repayment of the line of credit. These shares were valued at the closing price at the date of the resolution of \$0.0111 per share, and the total cost of \$330,780 was booked to shares subscribed for until the shares are issued.

On December 12, 2023, the Company received \$29,000 in advance of the sale of 8,000,000 shares of common stock, which were not issued until January 2024. The \$29,000 is included in stock subscribed for until the shares are issued.

#### **NOTE 8. STOCK OPTIONS AND WARRANTS**

The Company had the following stock options and warrants outstanding as at December 31, 2023 and 2022.

## Options

On January 5, 2019, the Ronn Motor Group Board of Directors approved the 2019 Equity Incentive Plan (the “2019 Plan”) under which, the Company had reserved a pool of 10,000,000 shares of the Company’s common stock, which may be issued at the discretion of the Company’s board of directors from time to time. Under this 2019 Plan, awards in the form of stock appreciation rights, restricted stock grants, stock units, other equity awards and/or cash awards may be issued. The terms of the awards issued will be determined by the Company’s board of directors for each grant. The maximum contractual life term of the options and stock appreciation rights is 10 years. As of December 31, 2021, 150,000 options had been issued under the 2019 Plan and subsequently canceled.

No options were issued before December 31, 2023, so there were no outstanding options as at December 31, 2023 or 2022.

As part of the acquisition of Ronn Motor Group, the Company adopted the option plan as its own.

## Warrants

In the year ended December 31, 2017, there were warrants issued in connection with certain convertible debentures. As disclosed above, there were warrants issued in connection with consulting agreements, as well as included in units of common shares sold.

Warrant activity was as follows for the years ended December 31, 2023 and 2022.

	Number	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)
Outstanding as at January 1, 2021	2,152,000	\$ 0.34	0.28
Granted	-	-	-
Exercised	-	-	-
Expired	(2,110,000)	0.34	-
Outstanding as at December 31, 2021	42,000	\$ 0.34	0.21
Granted	-	-	-
Exercised	-	-	-
Expired	(42,000)	0.34	-
Outstanding as at December 31, 2022	-	\$ -	-
Granted	-	-	-
Exercised	-	-	-
Expired	-	-	-
Outstanding as at December 31, 2023	-	\$ -	-

As at December 31, 2023 and 2022 there were no warrants outstanding.

## NOTE 9. DERIVATIVE LIABILITIES

The Company applies the provisions of ASC Topic 815-40, Contracts in Entity’s Own Equity (“ASC Topic 815-40”), under which convertible instruments, which contain terms that protect holders from declines in the stock price (reset provisions), may not be exempt from derivative accounting treatment. As a result, embedded conversion options in convertible debt are recorded as a liability and are revalued at fair value at each reporting date. If the fair value of the note exceeds the face value of the related debt, the excess is recorded as change in fair value in operations on the issuance date.

The Company identified embedded derivatives related to the Convertible Loan Note issued on April 7, 2022 totaling \$170,500 (discounted to \$155,000, with an original issuer discount of \$15,500). These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each subsequent balance sheet date. At the inception of the Convertible Promissory Note, the Company determined a fair value for the embedded derivative using the Black Scholes Model based on the following assumptions:

Dividend yield	0.00%
Volatility	516.61%
Risk-free rate	2.70%

The initial fair value of the embedded debt derivative was \$454,212. The proceeds of the note of \$155,000 was allocated as a debt discount. The amount in excess of the proceeds of the loan note of \$299,212 was charged as interest to the Statement of Operations for the period.

The fair value of the embedded debt derivative was reviewed at December 31, 2022, using the following inputs:

Dividend yield	0.00%
Volatility	280.87%
Risk-free rate	4.00%

The fair value of the embedded debt derivative at December 31, 2020 was \$77,305, a decrease in the valuation of the embedded debt derivative of \$376,907 for the period.

	December 31, 2022	December 31, 2021
Balance, beginning of period	\$ -	\$ -
Additions	454,212	-
Mark-to-market at modification date	(376,907)	-
Reclassified to additional paid-in capital upon modification of term	-	-
Balance, December 31, 2022	\$ 77,305	\$ -
Net gain due to change in fair value for the year included in statement of operations	\$ 376,907	\$ -

This mark-to-market decrease of \$376,907 for the year was charged to the statement of operations as a gain on change in value of derivative liability of \$376,907.

The Company identified embedded derivatives related to the Convertible Loan Note issued on January 9, 2023 totaling \$55,000 (discounted to \$50,000, with an original issuer discount of \$5,000). These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each subsequent balance sheet date. At the inception of the Convertible Promissory Note, the Company determined a fair value for the embedded derivative using the Black Scholes Model based on the following assumptions:

Dividend yield	0.00%
Volatility	272.35%
Risk-free rate	3.65%

The initial fair value of the embedded debt derivative was \$100,000. The proceeds of the note of \$50,000 were allocated as a debt discount. The amount in excess of the proceeds of the loan note of \$50,000 was charged as interest to the Statement of Operations for the period.

The Company identified embedded derivatives related to the Convertible Loan Note issued on November 20, 2023 totaling \$14,300 (discounted to \$13,000, with an original issuer discount of \$1,300). These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each subsequent balance sheet date. At the inception of the Convertible Promissory Note, the Company determined a fair value for the embedded derivative using the Black Scholes Model based on the following assumptions:

Dividend yield	0.00%
Volatility	150.67%
Risk-free rate	4.44%

The initial fair value of the embedded debt derivative was \$101,554. The proceeds of the note of \$13,000 were allocated as a debt discount. The amount in excess of the proceeds of the loan note of \$88,554 was charged as interest to the Statement of Operations for the period.

The fair value of the embedded debt derivative was reviewed at December 31, 2023, using the following inputs:

Dividend yield	0.00%
Volatility	182.42%
Risk-free rate	3.87%

The fair value of the embedded debt derivative at December 31, 2023 was \$7,030,705, an increase in the valuation of the embedded debt derivative of \$6,751,846 for the period.

The following table provides a summary of changes in fair value of the Company's Level 3 derivative liabilities as at December 31, 2023:

	December 31, 2023	December 31, 2022
Balance, beginning of period	\$ 77,305	\$ -
Additions	201,554	454,212
Removals	-	-
Mark-to-market at modification date	6,751,846	(376,907)
Reclassified to additional paid-in capital upon modification of term	-	-
Balance, December 31, 2023	\$ 7,030,705	\$ 77,305
Net loss due to change in fair value for the year included in statement of operations	\$ (6,751,846)	\$ 376,907

This mark-to-market increase of \$6,751,846 for the year ending December 31, 2023 was charged to the statement of operations as a loss on change in value of derivative liabilities.

#### NOTE 10. INCOME TAXES

The Company uses the assets and liability method of accounting for income taxes pursuant to SFAS No. 109 "Accounting for Income Taxes". Under the assets and liability method of SFAS No. 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

In June 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes." Specifically, the pronouncement prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken from year ended December 31, 2015 tax return onwards. The interpretation also provides guidance on the related derecognition, classification, interest and penalties, accounting for interim periods, disclosure and transition of uncertain tax positions. The Company adopted this interpretation effective on inception.

For the year ended December 31, 2023, the Company had available for US federal income tax purposes net operating loss carryovers of \$20,203,037, all of which will expire by 2043.

The Company has provided a full valuation allowance against the full amount of the net operating loss benefit, since, in the opinion of management, based upon the earnings history of the Company, it is more likely than not that the benefits will not be realized.

	December 31, 2023	December 31, 2022
Statutory federal income tax rate	21.00%	21.00%
Statutory state income tax rate	0.00%	0.00%
Valuation allowance	(21.00%)	(21.00%)
Effective tax rate	0.00%	0.00%

Deferred income taxes result from temporary differences in the recognition of income and expenses for financial reporting purposes and for tax purposes. The tax effect of these temporary differences representing deferred tax assets result principally from the following:

#### Deferred Tax Assets (Gross Values)

	December 31, 2023	December 31, 2022
<b>RONN, Inc.</b>		
Net operating loss carry forward	\$ (19,550,248)	\$ (4,972,536)
Less valuation allowance	19,550,248	4,972,536
Net deferred tax asset	\$ -	\$ -

For the year ended December 31, 2023, the Company had available for US federal income tax purposes net operating loss carryovers of \$19,550,248, all of which will expire by 2043.

	December 31, 2023	December 31, 2022
<b>Accelerate Gobal Market Solutions, Inc.</b>		
Net operating loss carry forward	\$ (215,036)	\$ (223,262)
Less valuation allowance	215,036	223,262
Net deferred tax asset	\$ -	\$ -

For the year ended December 31, 2023, the Company had available for US federal income tax purposes net operating loss carryovers of \$215,036, all of which will expire by 2043.

Future utilization of the net operating loss carry forwards is subject to certain limitations under Section 382 of the Internal Revenue Code. These federal and state operating losses expire between 5 and 20 years, with no expiration for the federal net operating losses for the years 2018 through 2021. The Company records tax penalties and interest as a component of operating expenses.

<b>Ronn Motor Group, Inc.</b>	<b>December 31, 2023</b>	<b>December 31, 2022</b>
Net operating loss carry forward	\$ (14,025,256)	\$ (9,200,000)
Less valuation allowance	14,025,256	9,200,000
Net deferred tax asset	\$ -	\$ -

For the year ended December 31, 2023, the Company had available for US federal income tax purposes net operating loss carryovers of \$14,025,256, all of which will expire by 2043.

Future utilization of the net operating loss carry forwards is subject to certain limitations under Section 382 of the Internal Revenue Code. These federal and state operating losses expire between 5 and 20 years, with no expiration for the federal net operating losses for the years 2018 through 2021. The Company records tax penalties and interest as a component of operating expenses.

#### **NOTE 11. RELATED PARTY TRANSACTIONS**

The Company had the following related party transactions during the year ending December 31, 2023 and 2022.

##### *Chief Executive Officer*

As disclosed in Note 6, the Company has a line of credit with its Chief Executive Officer.

##### *Other*

The Company occasionally has small balances that are owed to other related parties, as shown in the balance sheet.

#### **NOTE 12. COMMITMENTS AND CONTINGENCIES**

The Company had the following contingent assets and liabilities as at December 31, 2023 and 2022.

In July 2018, the Company entered into a master service agreement with Prescott Composites pursuant to which the Company granted Prescott Composites a non-exclusive, royalty-free, right to use the Company's data as it relates to hydrogen-based EV platform comprising of certain zero emission vehicles. The term of the agreement will continue until July 2021 at which time it will be automatically renewed for successive one-year periods, unless earlier to terminated pursuant to the terms of the master service agreement. The master service agreement permits the Company to utilize several patents without royalty payments.

On June 14, 2019, the Company entered into a Cooperation Agreement (the "2019 Cooperation Agreement") with the Jiangsu Province in China, for the establishment of a hydrogen fuel-cell new energy vehicle manufacturing factory in the City of Taxiing, China. The 2019 Cooperation Agreement calls for aggregate contributions including \$10,200,000 from the Company for a 51% interest, with the local Chinese municipal government to own 49%. To date, the Company has not provided any contributions under this Cooperation Agreement. On October 15, 2020, the Company entered into supplementary agreement to its 2019 Cooperation Agreement with the management committee of Taxiing High-tech Zone, Jiangsu Province, related to the establishment of a hydrogen fuel vehicle manufacturing factory in the city of Taxiing, China. Such supplementary agreement revised two miscellaneous clauses in the 2019 Cooperation Agreement and calls for phases of contributions from both parties, which have not yet occurred.

#### **NOTE 13. SUBSEQUENT EVENTS**

Subsequent to December 31, 2023, the Company reported the following events:

Between January 1, 2024 and April 27, 2024, the Company issued 261,300,000 shares of common stock to investors, on conversion of convertible loan notes, and in fulfilment of stock subscribed for, taking the total shares outstanding to 612,787,746. This included the cancellation of 100,000,000 shares previously issued to RF Trust for financing and approximately 340,000,000 shares issued in conversion of outstanding convertible loans.

On March 26, 2024, the Company increased its authorized common share capital from 500,000,000 to 4,000,000,000.