

**Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

**Curtiss Motorcycle Company, Inc.**

**CURTISS**  
MOTORCYCLES

8114 Parkway Drive  
Leeds, AL 35094

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(205) 352-3434

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SIC: 3751

**Quarterly Report**

**For the Period Ended: June 30, 2024**  
**(the “Reporting Period”)**

**Outstanding Shares**

The number of shares outstanding of our Common Stock was:

90,806,585 as of June 30, 2024

88,644,693 as of March 31, 2024

**Shell Status**

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

Yes:  No:

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

Yes:  No:

**Change in Control**

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

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<sup>1</sup> “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

Yes:  No:

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

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

The Company was originally incorporated in Delaware on May 5, 2005 as "French Peak Resources Inc." On December 3, 2008, pursuant to the reverse merger transaction, the Company changed its name to "Confederate Motors, Inc." On January 3, 2018, the Company changed its name to "Curtiss Motorcycle Company, Inc."

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

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

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

None.

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

8114 Parkway Drive, Leeds, AL 35094.

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

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

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

Yes:  No:

## 2) Security Information

### **Transfer Agent:**

Name: Pacific Stock Transfer, a Securitize Company  
Phone: (800) 785-7782  
Email: info@securitizemarkets.io  
Address: 6725 Via Austi Pkwy Suite 300, Las Vegas, NV 89119

### **Publicly Quoted or Traded Securities:**

Trading symbol: CMOT  
Exact title and class of securities outstanding: Common Stock  
CUSIP: 231555 103  
Par or stated value: \$0.001

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converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Total shares authorized: 200,000,000 as of date: June 30, 2024  
Total shares outstanding: 90,806,585 as of date: June 30, 2024  
Total number of shareholders of record: 610 as of date: June 30, 2024

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

Trading symbol: \_\_\_\_\_  
Exact title and class of securities outstanding: \_\_\_\_\_  
CUSIP: \_\_\_\_\_  
Par or stated value: \_\_\_\_\_  
Total shares authorized: \_\_\_\_\_  
Total shares outstanding: \_\_\_\_\_

**Other classes of authorized or outstanding equity securities:**

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

Exact title and class of the security: Series A Preferred Stock  
CUSIP (if applicable): N/A  
Par or stated value: 0.001  
Total shares authorized: 1 as of date: June 30, 2024  
Total shares outstanding (if applicable): 1 as of date: June 30, 2024  
Total number of shareholders of record (if applicable): 1 as of date: June 30, 2024

**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.**

Voting Rights. Except as otherwise provided by law, each share of Common Stock shall entitle the holder thereof to one vote in any matter that is submitted to a vote of stockholders of the Corporation.

Dividends. Subject to the express terms of the Preferred Stock outstanding from time to time, such dividend or distribution as may be determined by the board of directors of the Corporation (the "**Board of Directors**") may from time to time be declared and paid or made upon the Common Stock out of any source at the time lawfully available for the payment of dividends, and all such dividends shall be shared equally by the holders of Common Stock on a per share basis.

Liquidation. The holders of Common Stock shall be entitled to share ratably, upon any liquidation, dissolution or winding up of the affairs of the Corporation (voluntary or involuntary), all assets of the Corporation which are legally available for distribution, if any, remaining after payment of all debts and other liabilities and subject to the prior rights of any holders of Preferred Stock of the preferential amounts, if any, to which they are entitled.

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

Series A Preferred Stock

**Redemption**

Contingent upon the approval of a super majority (67% or greater) of the directors of the Corporation, the Corporation, at its option, may redeem the share of Series A Preferred Stock from the holder thereof ("**Optional Redemption**") by paying to the holder a cash amount equaling One Hundred and Five Thousand Dollars (\$105,000) ("**Redemption Price**"). At least thirty (30) days but not more than ninety (90) days prior to the date

stated in the Notice of Redemption as the date on which Optional Redemption will occur (the “Redemption Date”), the Corporation shall give written notice to the holder that the shares of Series A Preferred Stock will be redeemed (“Notice of Redemption”). Notice of Redemption is effective only upon receipt by the holder. The Notice of Redemption shall include the following information: (i) the Redemption Date, (ii) the Redemption Price, and (iii) the names of the place or places at which the share of Series A Preferred Stock will be surrendered for redemption.

The Redemption Price must be paid out of legally available funds to the holder no later than the tenth (10<sup>th</sup>) business day after the Redemption Date. In the event that the Corporation fails to pay to the Holder the Redemption Price on or before the tenth (10<sup>th</sup>) business day after the Redemption Date, the Redemption Notice will be null and void, and the holder will regain full possession and ownership of the share previously redeemed or surrendered.

**Dividends**

The holder of the Series A Preferred Stock shall not be entitled to receive dividends on the Series A Preferred Stock.

**Voting**

The holder of the outstanding share of Series A Preferred Stock shall be entitled, at each meeting of stockholders of the Corporation (and with respect to written consents of stockholders in lieu of meetings) with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration, to cast votes representing forty percent (40%) of the outstanding votes authorized to vote per share of Series A Preferred Stock registered on the books of the Corporation in the name of the holder as of the record date of the meeting. Except as provided by law, holders of Series A Preferred Stock shall vote together with the holders Common Stock as a single class.

**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**

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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End:		*Right-click the rows below and select “Insert” to add rows as needed.
<u>Opening</u>		
<u>Balance</u>		
Date <u>3/31/2022</u>		
Common:	66,874,094	
Preferred:	1	

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>4/4/22</u>	<u>NI</u>	<u>20,833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Edward Bursk</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>4/4/22</u>	<u>NI</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Clare Forshaw</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>4/4/22</u>	<u>NI</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Troy Heldenbrand</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>4/4/22</u>	<u>NI</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Gary Weigan</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>4/5/22</u>	<u>NI</u>	<u>20,833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Ehren Van Melle</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>4/5/22</u>	<u>NI</u>	<u>350,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Mohammed Hussain</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>4/5/22</u>	<u>NI</u>	<u>20,833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Michael Suzerris</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>4/5/22</u>	<u>NI</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Touma Rizkallah</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>4/7/22</u>	<u>NI</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Chris Cornille</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>4/7/22</u>	<u>NI</u>	<u>20,383</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Joel Trinidad</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>4/7/22</u>	<u>NI</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Jose Trespalacios Jr</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>4/7/22</u>	<u>NI</u>	<u>41,666</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Jose Trespalacios Jr</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>4/8/22</u>	<u>NI</u>	<u>125,008</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Patrick Parker</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>4/8/22</u>	<u>NI</u>	<u>208,330</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Alan Rheingold</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>4/8/22</u>	<u>NI</u>	<u>3,750</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Alan Peterson</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>4/8/22</u>	<u>NI</u>	<u>1,250</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Tim Robert Dowe</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>4/20/22</u>	<u>NI</u>	<u>2,500</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Karen Inabinet Case</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>4/20/22</u>	<u>NI</u>	<u>7,500</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Sherri Kadryna</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>4/20/22</u>	<u>NI</u>	<u>20,833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>James W Allen Iii</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>4/20/22</u>	<u>NI</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Niels B Hansen</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>4/21/22</u>	<u>NI</u>	<u>20,833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Philip Joseph</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>

<u>4/21/22</u>	<u>NI</u>	<u>41,666</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Denis Coursol</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>4/21/22</u>	<u>NI</u>	<u>91,666</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Frank Doyle</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>4/21/22</u>	<u>NI</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Sanjeev Munjal</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>4/22/22</u>	<u>NI</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>John Stuart Watkins</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>4/22/22</u>	<u>NI</u>	<u>20,833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>John Stuart Watkins</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>4/22/22</u>	<u>NI</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Yonasan Schwartz Trustee</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>4/22/22</u>	<u>NI</u>	<u>41,666</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Lex Morgan</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>4/22/22</u>	<u>NI</u>	<u>83,333</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Paul Sorenson</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/9/22</u>	<u>NI</u>	<u>4,175</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Bharath Kumar Reddy Karnati</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/9/22</u>	<u>NI</u>	<u>8,333</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Denis Courtier</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/9/22</u>	<u>NI</u>	<u>4,166</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Rene M Bernier</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/9/22</u>	<u>NI</u>	<u>1,250</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Dan Tran</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/10/22</u>	<u>NI</u>	<u>4,166</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Martin Garcia</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/10/22</u>	<u>NI</u>	<u>1,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Mithun Patel</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/10/22</u>	<u>NI</u>	<u>12,500</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Cody Alvarez</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/10/22</u>	<u>NI</u>	<u>1,500</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Rocky Moreau</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/11/22</u>	<u>NI</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Adrian Holden</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/11/22</u>	<u>NI</u>	<u>2,500</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Oliver Wullen</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/11/22</u>	<u>NI</u>	<u>1,250</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Matthew Miller</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/11/22</u>	<u>NI</u>	<u>91,666</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Prodromos Lazarou</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>5/12/22</u>	<u>NI</u>	<u>2,083</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Ron Shaffer</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/12/22</u>	<u>NI</u>	<u>1,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Nancy Antrobus</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/12/22</u>	<u>NI</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>George Scully</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/12/22</u>	<u>NI</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>David A Susko</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>

<u>5/13/22</u>	<u>NI</u>	<u>1,250</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Muhammad Ridzman Bin Ahamd Sayuni</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/13/22</u>	<u>NI</u>	<u>4,166</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Edward N Butler</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/13/22</u>	<u>NI</u>	<u>1,250</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Brian Jones</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/13/22</u>	<u>NI</u>	<u>5,000</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Bishop Banjara</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/16/22</u>	<u>NI</u>	<u>2,083</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Myron H Rasmussen</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/16/22</u>	<u>NI</u>	<u>1,250</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Chambra Dalhouse</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/16/22</u>	<u>NI</u>	<u>833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Cynthia Forde &amp; Ron Beatty Jt Ten</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/16/22</u>	<u>NI</u>	<u>8,333</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Michael Reimer</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/17/22</u>	<u>NI</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Roosevelt Scott</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>5/17/22</u>	<u>NI</u>	<u>1,250</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Randy Sanders</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>5/17/22</u>	<u>NI</u>	<u>20,833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Randy Sanders</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>5/17/22</u>	<u>NI</u>	<u>833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Michael Moore</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>6/24/22</u>	<u>Cancellation</u>	<u>(18,000)</u>	<u>Common</u>			<u>Roger Mollett</u>			
<u>6/24/22</u>	<u>Cancellation</u>	<u>(8,333)</u>	<u>Common</u>			<u>Vincent Lodato</u>			
<u>6/24/22</u>	<u>Cancellation</u>	<u>(18,000)</u>	<u>Common</u>			<u>Roger Mollet</u>			
<u>6/24/22</u>	<u>Cancellation</u>	<u>(25,000)</u>	<u>Common</u>			<u>Carlos Gomez</u>			
<u>6/24/22</u>	<u>Cancellation</u>	<u>(10,000)</u>	<u>Common</u>			<u>Adrian Holden</u>			
<u>6/24/22</u>	<u>Cancellation</u>	<u>(3,875)</u>	<u>Common</u>			<u>Janet Constance</u>			
<u>8/4/22</u>	<u>NI</u>	<u>2,500</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Eddie Dwight Young</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/4/22</u>	<u>NI</u>	<u>5,000</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Blair Hoegh</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/4/22</u>	<u>NI</u>	<u>2,500</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Absesh Luintel</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/4/22</u>	<u>NI</u>	<u>20,833</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Dale Charletta</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/5/22</u>	<u>NI</u>	<u>7,500</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Timothy Gargiulo</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/5/22</u>	<u>NI</u>	<u>1,750</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Brian Roberts</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>

<u>8/5/22</u>	<u>NI</u>	<u>2,083</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Yogendre Kumar Patel</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/8/22</u>	<u>NI</u>	<u>2,083</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Kelly Osifo</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/8/22</u>	<u>NI</u>	<u>1,250</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Kevin Mccarty</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/8/22</u>	<u>NI</u>	<u>8,333</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Jeremy Renken</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/8/22</u>	<u>NI</u>	<u>5,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Jason Manske</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/8/22</u>	<u>NI</u>	<u>2,083</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Craig Brown</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/9/22</u>	<u>NI</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Salam Kitmitto</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>8/9/22</u>	<u>NI</u>	<u>833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Michael Dickey</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/9/22</u>	<u>NI</u>	<u>1,250</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Janet Kay Herring</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/9/22</u>	<u>NI</u>	<u>4,166</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Jonathan Anctil</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/9/22</u>	<u>NI</u>	<u>1,250</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Jewel Wall</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/10/22</u>	<u>NI</u>	<u>20,833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Roger Mollett</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>8/10/22</u>	<u>NI</u>	<u>16,666</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Steven M Gross</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/31/22</u>	<u>NI</u>	<u>2,083</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Anthony Minola</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/31/22</u>	<u>NI</u>	<u>12,500</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>David Granat</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/31/22</u>	<u>NI</u>	<u>16,666</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Jeremy Hartnell</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/31/22</u>	<u>NI</u>	<u>10,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>John Rockefeller</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>8/31/22</u>	<u>NI</u>	<u>8,333</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Timothy Mcnair</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>9/1/22</u>	<u>NI</u>	<u>2,500</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Billy Reece Dale</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>9/1/22</u>	<u>NI</u>	<u>23,333</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Shiraz Dhanani</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>9/1/22</u>	<u>NI</u>	<u>1,250</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Dion Hansen</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>9/2/22</u>	<u>NI</u>	<u>5,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Leslie Farrow</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>9/2/22</u>	<u>NI</u>	<u>5,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Jason Kimsey</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>9/2/22</u>	<u>NI</u>	<u>1,500</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Jacob Boggs</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>



<u>9/2/22</u>	<u>NI</u>	<u>20,841</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Milind Adari</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF/506(c)</u>
<u>9/2/22</u>	<u>NI</u>	<u>20,833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Samuel Stewart</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/3/22</u>	<u>NI</u>	<u>2,333</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Amanda Bain</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/3/22</u>	<u>NI</u>	<u>4,166</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Ahmed Mured Yusuf</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/3/22</u>	<u>NI</u>	<u>1,666</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Dale Ianni</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/3/22</u>	<u>NI</u>	<u>66,667</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Mark A. Collings</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/3/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Timothy Gargiulo</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/3/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Jack A. Phillion</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/4/22</u>	<u>NI</u>	<u>80,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Adrian Holden</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/4/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Bruce Leal</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/4/22</u>	<u>NI</u>	<u>40,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Jonathan Anctil</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/4/22</u>	<u>NI</u>	<u>1,250</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Van Nguyen</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/8/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Malcolm John Chambeyron</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/8/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Mark Bentley</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/8/22</u>	<u>NI</u>	<u>2,500</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Carl Daubenspeck</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/8/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Denis Nostrand</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/8/22</u>	<u>NI</u>	<u>133,333</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Touma Rizkallah</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/8/22</u>	<u>NI</u>	<u>200,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Mohammed Hussain</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/8/22</u>	<u>NI</u>	<u>40,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>George Scully</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/8/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>William Quinn</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/11/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Joel Trinidad</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/11/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Thomas Laflesh</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/11/22</u>	<u>NI</u>	<u>40,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Clare Forshaw</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/11/22</u>	<u>NI</u>	<u>40,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Salam Kitmitto</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>

<u>11/11/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Steven W. Wheeler</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/11/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Joshua Ehrhart</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/11/22</u>	<u>NI</u>	<u>5,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Joshua Ehrhart</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/11/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Edward Medlock</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/11/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Leslie Farrow</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/11/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Leslie Farrow</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/11/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Hadi Yahya</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/14/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Steven W. Wheeler</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/14/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Steven W. Wheeler</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/14/22</u>	<u>NI</u>	<u>5,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Joshua Ehrhart</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/14/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Sohaib Yassin</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/15/22</u>	<u>NI</u>	<u>90,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Clare Forshaw</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/15/22</u>	<u>NI</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Yuliang Liu</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/15/22</u>	<u>NI</u>	<u>5,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Yuliang Liu</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/15/22</u>	<u>NI</u>	<u>5,833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Jack A. Phillion</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/16/22</u>	<u>NI</u>	<u>40,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Erkki Olavi Juurus</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/16/22</u>	<u>NI</u>	<u>80,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Tim Oakley</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/16/22</u>	<u>NI</u>	<u>1,250</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Mark J. Jackson</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/16/22</u>	<u>NI</u>	<u>1,500</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Juris Milestone</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/21/22</u>	<u>NI</u>	<u>40,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Owen Hoegh</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/21/22</u>	<u>NI</u>	<u>20,833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Thomas Hampton</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/21/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Bert Feuss</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/21/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Sanjeev Munjal</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/21/22</u>	<u>NI</u>	<u>40,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Minelson Medina Rios</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>

<u>11/21/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Frank Villagrana</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/21/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Clare Family Trust</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/21/22</u>	<u>NI</u>	<u>40,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Tim Bishop</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/21/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Ehren Van Melle</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/21/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>James W. Allen III</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/21/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>David A. Susko</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/28/22</u>	<u>NI</u>	<u>120,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Prodromos Lazarou</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/28/22</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Michael Alba</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/28/22</u>	<u>NI</u>	<u>133,333</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Gary Weigand</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>11/28/22</u>	<u>NI</u>	<u>60,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Mark Barrilleaux</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>2/10/23</u>	<u>NI</u>	<u>833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Mark Mosko</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>2/10/23</u>	<u>NI</u>	<u>833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Ana Maria Reynoso</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>2/10/23</u>	<u>NI</u>	<u>2,083</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Carl J Mucciolo</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>2/10/23</u>	<u>NI</u>	<u>1,250</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Joe Arnold</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>2/10/23</u>	<u>NI</u>	<u>2,500</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Thomas Hampton</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>2/10/23</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Pramod Rustagi</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>2/10/23</u>	<u>NI</u>	<u>1,250</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Pramod Rustagi</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>2/10/23</u>	<u>NI</u>	<u>80,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Mark A Collings</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>2/10/23</u>	<u>NI</u>	<u>666,000</u>	<u>Common</u>	<u>N/A</u>	<u>No</u>	<u>North Equities Usa Ltd</u>	<u>Services</u>	<u>Rest.</u>	<u>506(b)</u>
<u>2/10/23</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Shiraz Dhanani</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>2/10/23</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Myron H Rasmussen</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>2/10/23</u>	<u>NI</u>	<u>40,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Philip Eggers</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>2/10/23</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Dennis Griffiths</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>2/13/23</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Rhallette R Javier</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>

<u>2/13/23</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Myron H Rasmussen</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>2/13/23</u>	<u>NI</u>	<u>1,666</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Rex Herrington</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>2/13/23</u>	<u>NI</u>	<u>833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Nina Freeman</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>2/14/23</u>	<u>NI</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Daniel Jane-Checa</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>2/14/23</u>	<u>NI</u>	<u>4,166</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Michael R Bell</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>2/14/23</u>	<u>NI</u>	<u>20,833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>George Scully</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>3/3/23</u>	<u>NI</u>	<u>1,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>John Wayne Antrobus</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>6/7/23</u>	<u>NI</u>	<u>20,834</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Edward Bursk</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>6/7/23</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Edward Bursk</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>6/7/23</u>	<u>NI</u>	<u>2,083</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Ray Shaffer</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>6/7/23</u>	<u>NI</u>	<u>833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Michael Alba</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>6/7/23</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Randy Sanders</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>6/7/23</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>William Patterson</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>6/7/23</u>	<u>NI</u>	<u>2,083</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Anthony Riley</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>6/8/23</u>	<u>NI</u>	<u>30,017</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Domenic Gigliotti</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>6/8/23</u>	<u>NI</u>	<u>20,833</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Daniel Greagan</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>6/8/23</u>	<u>NI</u>	<u>40,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Frank Doyle</u>	<u>Cash</u>	<u>Rest.</u>	<u>506(b)</u>
<u>7/31/23</u>	<u>NI</u>	<u>500,000</u>	<u>Common</u>	<u>N/A</u>	<u>No</u>	<u>Vinay Valleru</u>	<u>Services</u>	<u>Rest.</u>	<u>701</u>
<u>7/31/23</u>	<u>NI</u>	<u>4,500,000</u>	<u>Common</u>	<u>N/A</u>	<u>No</u>	<u>James T. Nesbitt, III</u>	<u>Services</u>	<u>Rest.</u>	<u>701</u>
<u>7/31/23</u>	<u>NI</u>	<u>1,000,000</u>	<u>Common</u>	<u>N/A</u>	<u>No</u>	<u>Pamela Miller</u>	<u>Services</u>	<u>Rest.</u>	<u>701</u>
<u>9/5/23</u>	<u>NI</u>	<u>2,000,000</u>	<u>Common</u>	<u>N/A</u>	<u>No</u>	<u>Jody R. Shadden</u>	<u>Services</u>	<u>Rest.</u>	<u>4(a)(2)</u>
<u>9/5/23</u>	<u>NI</u>	<u>91,667</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Touma Rizkallah</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/5/23</u>	<u>NI</u>	<u>1,250,000</u>	<u>Common</u>	<u>N/A</u>	<u>No</u>	<u>Jordan B. Cornille</u>	<u>Services</u>	<u>Rest.</u>	<u>701</u>
<u>9/5/23</u>	<u>NI</u>	<u>1,500,000</u>	<u>Common</u>	<u>N/A</u>	<u>No</u>	<u>H. Matthew Chambers</u>	<u>Services</u>	<u>Rest.</u>	<u>701</u>

<u>9/5/23</u>	<u>NI</u>	<u>26,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Jorn Bates</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/5/23</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>James W. Allen III</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/5/23</u>	<u>NI</u>	<u>28,500</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>James W. Allen III</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/8/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Brad Guzules</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/8/23</u>	<u>NI</u>	<u>9,334</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Lori Hackathorn</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/8/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Don Pratt</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/8/23</u>	<u>NI</u>	<u>12,000</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Joshua Speicher</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/8/23</u>	<u>NI</u>	<u>24,225</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Jeffrey Richard Roth</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/8/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Jon Wayne McCain</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/8/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Baroness Brae</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/8/23</u>	<u>NI</u>	<u>24,225</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Jose Chavez</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/8/23</u>	<u>NI</u>	<u>194,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Action Jackson</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/12/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Gary M. Love</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/12/23</u>	<u>NI</u>	<u>28,500</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Melissa Scott</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/12/23</u>	<u>NI</u>	<u>9,800</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Munna Rai</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/12/23</u>	<u>NI</u>	<u>9,800</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Chad Miller</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/12/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Peter J. Wood</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/12/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Blair Hoegh</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/12/23</u>	<u>NI</u>	<u>28,500</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>George Scully</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/14/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Gary M. Love</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/14/23</u>	<u>NI</u>	<u>28,500</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Melissa Scott</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/14/23</u>	<u>NI</u>	<u>9,800</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Munna Rai</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/14/23</u>	<u>NI</u>	<u>9,800</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Chad Miller</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/14/23</u>	<u>NI</u>	<u>11,200</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Mark Barrilleaux</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>

<u>9/14/23</u>	<u>NI</u>	<u>34,166</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Mark Barrilleaux</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/14/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Gary Griffin</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/14/23</u>	<u>NI</u>	<u>9,380</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>William D. Hayes</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/14/23</u>	<u>NI</u>	<u>11,112</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Lindo Snodgrass</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>9/14/23</u>	<u>NI</u>	<u>16,666</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Dave Schofield</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/13/23</u>	<u>NI</u>	<u>9,800</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Brian Brumley</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/13/23</u>	<u>NI</u>	<u>23,750</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Michael Andrew Colin Keller</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/13/23</u>	<u>NI</u>	<u>28,500</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Tempitope Ayodele Floaranmi</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/13/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>William J Davis</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/16/23</u>	<u>NI</u>	<u>11,112</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Charles Barfield</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/16/23</u>	<u>NI</u>	<u>11,118</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>John Witlin</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/16/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Stephen Anagnostos</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/16/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Rajesh Kanuri</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/16/23</u>	<u>NI</u>	<u>24,225</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>John Mark Minic</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/16/23</u>	<u>NI</u>	<u>24,225</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Jason Kester</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/17/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>George Mandrin</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/17/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>George Curtis East</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/17/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Brandon Rogers</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/17/23</u>	<u>NI</u>	<u>23,798</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Robert Charles Wusz</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/17/23</u>	<u>NI</u>	<u>18,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Raymond Victoria</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/17/23</u>	<u>NI</u>	<u>12,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Loretta Sheridan</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/17/23</u>	<u>NI</u>	<u>61,250</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Joseph Lacroix</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/17/23</u>	<u>NI</u>	<u>12,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Peter Jenkins</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/17/23</u>	<u>NI</u>	<u>11,112</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Demitria Balevski</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>

<u>10/17/23</u>	<u>NI</u>	<u>12,000</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Judah White</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/18/23</u>	<u>NI</u>	<u>62,525</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Daniel Lugo</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/18/23</u>	<u>NI</u>	<u>9,334</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>John James Lecy</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/18/23</u>	<u>NI</u>	<u>11,200</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>William A Smith</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/18/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Joseph Michael Landayan</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/18/23</u>	<u>NI</u>	<u>9,334</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Curtis L Heidel</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/18/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>David Stuedell</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/18/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>David Bruce Parrish</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/18/23</u>	<u>NI</u>	<u>9,800</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Catalin Minhai</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/18/23</u>	<u>NI</u>	<u>11,112</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Carlos Rauer</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/18/23</u>	<u>NI</u>	<u>11,112</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Bradley R Bowman</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/19/23</u>	<u>NI</u>	<u>12,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Douglas Wittnebel</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/19/23</u>	<u>NI</u>	<u>13,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Larry Mcnutt</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/19/23</u>	<u>NI</u>	<u>13,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Cynthia Forde</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/19/23</u>	<u>NI</u>	<u>12,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>David Yeager</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/19/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Daniel Cintron</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/19/23</u>	<u>NI</u>	<u>10,080</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Steven Lee Spector</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/19/23</u>	<u>NI</u>	<u>9,800</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Thomas E Williams</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/19/23</u>	<u>NI</u>	<u>9,380</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Harold Michael Everett</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/19/23</u>	<u>NI</u>	<u>11,112</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Edwin Reyes</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/19/23</u>	<u>NI</u>	<u>11,112</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Rethish Sasidharan</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/23/23</u>	<u>NI</u>	<u>900</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Domenic Gigliotti</u>	<u>Cash</u>	<u>Rest.</u>	<u>Rule 506(b)</u>
<u>10/23/23</u>	<u>NI</u>	<u>26,500</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Jack A Phillion</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/23/23</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Jack A Phillion</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>

<u>10/23/23</u>	<u>NI</u>	<u>15,000</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Philip Reeves</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/23/23</u>	<u>NI</u>	<u>28,500</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Steve Dugan</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/23/23</u>	<u>NI</u>	<u>20,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Steve Dugan</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/23/23</u>	<u>NI</u>	<u>9,800</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Benjamin Rohs</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>10/23/23</u>	<u>NI</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Jason Kimsey</u>	<u>Cash</u>	<u>Rest.</u>	<u>Rule 506(c)</u>
<u>10/23/23</u>	<u>NI</u>	<u>80,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Philip Apostolou</u>	<u>Cash</u>	<u>Rest.</u>	<u>Rule 506(b)</u>
<u>10/23/23</u>	<u>NI</u>	<u>16,666</u>	<u>Common</u>	<u>\$0.12</u>	<u>No</u>	<u>Philip Apostolou</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/8/23</u>	<u>NI</u>	<u>110,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Roosevelt Scott</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/8/23</u>	<u>NI</u>	<u>11,112</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Joel Trinidad</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/8/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>3D Virtually There LLC (Controlled by Gilbert Bryce Perez)</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/8/23</u>	<u>NI</u>	<u>9,800</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Regie Cabangcia</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/8/23</u>	<u>NI</u>	<u>23,869</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Timothy Abbott</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/8/23</u>	<u>NI</u>	<u>28,500</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Ildrago Family Trust (Controlled by Malcolm Hernandez)</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/8/23</u>	<u>NI</u>	<u>23,938</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Joseph R Palino</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/10/23</u>	<u>NI</u>	<u>450,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	<u>Andrea Hoitt</u>	<u>Cash</u>	<u>Rest.</u>	<u>4(a)(2)</u>
<u>11/10/23</u>	<u>NI</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.01</u>	<u>No</u>	<u>Andrew Skrobko</u>	<u>Cash</u>	<u>Rest.</u>	<u>Rule 506(b)</u>
<u>11/10/23</u>	<u>NI</u>	<u>9,750</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Jose A Dias</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/10/23</u>	<u>NI</u>	<u>179,167</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Timothy Fernan</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/10/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Steven G Van Horne</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/10/23</u>	<u>NI</u>	<u>42,750</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Thomas Baird Jr</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/10/23</u>	<u>NI</u>	<u>11,112</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Bert W Fuess</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/10/23</u>	<u>NI</u>	<u>13,000</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Wayne Lawson Murphy</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/10/23</u>	<u>NI</u>	<u>11,112</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Michael Miller</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/10/23</u>	<u>NI</u>	<u>11,112</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Roger Nichols</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>



<u>11/13/23</u>	<u>NI</u>	<u>150,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>No</u>	<u>Herb Tweed</u>	<u>Cash</u>	<u>Rest.</u>	<u>Rule 506(b)</u>
<u>11/13/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Brian Houston</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/13/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>John E Doshier</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/13/23</u>	<u>NI</u>	<u>13,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Joel Robert Mayberry</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/13/23</u>	<u>NI</u>	<u>10,500</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Timothy Scott Bell</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/13/23</u>	<u>NI</u>	<u>28,500</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Melissa Scott</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/13/23</u>	<u>NI</u>	<u>13,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Siah Chun Sern</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/13/23</u>	<u>NI</u>	<u>22,525</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Ryan C Surber</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/13/23</u>	<u>NI</u>	<u>9,100</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Thomas V Bernardo</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/17/23</u>	<u>NI</u>	<u>1,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Baroness Brae</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/17/23</u>	<u>NI</u>	<u>28,500</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Ricky Oxendine</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/17/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Joshua Christopher Brzusek</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/17/23</u>	<u>NI</u>	<u>9,380</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Kenneth Ward</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/17/23</u>	<u>NI</u>	<u>9,800</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Keith Lachmayer</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/17/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Douglas Eugene Enhelder</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/17/23</u>	<u>NI</u>	<u>15,000</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>David Vondrachek</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/17/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Michael Joseph Cervantes</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/17/23</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Robert Barillas</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>11/17/23</u>	<u>NI</u>	<u>24,225</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Burwell B Bell IV</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>12/6/23</u>	<u>NI</u>	<u>24,500</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Milton Clark</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>12/6/23</u>	<u>NI</u>	<u>933,333</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Touma Rizkallah</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>12/6/23</u>	<u>NI</u>	<u>246,325</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Joshua Graves</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>12/6/23</u>	<u>NI</u>	<u>11,166</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Samuel Westgate</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>12/6/23</u>	<u>NI</u>	<u>12,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Robert Wayne Taylor</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>

<u>12/6/23</u>	<u>NI</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Alan Rheingold</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>12/6/23</u>	<u>NI</u>	<u>80,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Alan Rheingold</u>	<u>Cash</u>	<u>Rest.</u>	<u>Rule 506(b)</u>
<u>1/3/24</u>	<u>NI</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.06</u>	<u>No</u>	<u>Herb Tweed</u>	<u>Cash</u>	<u>Rest.</u>	<u>Rule 506(b)</u>
<u>3/5/24</u>	<u>NI</u>	<u>166,667</u>	<u>Common</u>	<u>\$0.06</u>	<u>No</u>	<u>Herb Tweed</u>	<u>Cash</u>	<u>Rest.</u>	<u>Rule 506(b)</u>
<u>3/5/24</u>	<u>NI</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.075</u>	<u>No</u>	<u>Mohammed Hussain</u>	<u>Cash</u>	<u>Rest.</u>	<u>Rule 506(b)</u>
<u>5/9/24</u>	<u>NI</u>	<u>9,334</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>William James Wright Jr</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/9/24</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Jeffrey A Pescitelli</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/9/24</u>	<u>NI</u>	<u>34,166</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>James W Burton</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/9/24</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Mitchell H McElroy</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/9/24</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Brian Houston</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg CF</u>
<u>5/9/24</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>John E Doshier</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/9/24</u>	<u>NI</u>	<u>13,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Joel Robert Mayberry</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/9/24</u>	<u>NI</u>	<u>10,500</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Timothy Scott Bell</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/9/24</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>John J Wurtz</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/9/24</u>	<u>NI</u>	<u>11,200</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Dionne Lamoreaux</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/9/24</u>	<u>NI</u>	<u>28,500</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Lynn H Hutchings</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/9/24</u>	<u>NI</u>	<u>11,906</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Justus Gregory Edgar Robertson</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/9/24</u>	<u>NI</u>	<u>28,500</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Melissa Scott</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/9/24</u>	<u>NI</u>	<u>13,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Siah Chun Sern</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/9/24</u>	<u>NI</u>	<u>22,525</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Ryan C Surber</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/9/24</u>	<u>NI</u>	<u>9,100</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Thomas V Bernardo</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/10/24</u>	<u>NI</u>	<u>9,800</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>William Norman Newburn</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/10/24</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>John Matthews</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/10/24</u>	<u>NI</u>	<u>47,500</u>	<u>Common</u>	<u>\$0.09, \$0.15</u>	<u>No</u>	<u>Robert Zimmerman</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>

<u>5/10/24</u>	<u>NI</u>	<u>30,000</u>	<u>Common</u>	<u>\$0.09,</u> <u>\$0.15</u>	<u>No</u>	<u>Robert Zimmerman</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/10/24</u>	<u>NI</u>	<u>9,334</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Robert John</u> <u>Nobriga</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/10/24</u>	<u>NI</u>	<u>28,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Russell Croft</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/10/24</u>	<u>NI</u>	<u>23,751</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Trevor Gililand</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/10/24</u>	<u>NI</u>	<u>23,869</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Tristan Krebs</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/22/24</u>	<u>NI</u>	<u>83,334</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Nicholas J Colesanti</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/22/24</u>	<u>NI</u>	<u>12,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>John A Millson</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/22/24</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Michael Piers</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/22/24</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Alvie Dean</u> <u>Freeman</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/22/24</u>	<u>NI</u>	<u>71,250</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Robert Seale</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/22/24</u>	<u>NI</u>	<u>9,800</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Eric Alan Burton</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/22/24</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Jeffrey Leonard</u> <u>Borders</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/22/24</u>	<u>NI</u>	<u>28,500</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Louverture Jones</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/24/24</u>	<u>NI</u>	<u>14,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>William Travis</u> <u>Knotts</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/24/24</u>	<u>NI</u>	<u>9,345</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>James Campanella</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/24/24</u>	<u>NI</u>	<u>7,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Juan Platon Santos</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/24/24</u>	<u>NI</u>	<u>8,697</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Scott Stevenson</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/24/24</u>	<u>NI</u>	<u>13,333</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Edith Garcia</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/24/24</u>	<u>NI</u>	<u>11,112</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Lonnie Dean Adkins</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/24/24</u>	<u>NI</u>	<u>11,112</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>John McQuillan</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/24/24</u>	<u>NI</u>	<u>11,112</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Chase Stephens</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/24/24</u>	<u>NI</u>	<u>1,000,000</u>	<u>Common</u>	<u>Services</u>	<u>No</u>	<u>Mohammed</u> <u>Hussain</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. S</u>
<u>5/28/24</u>	<u>NI</u>	<u>12,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Courtneys Laurie</u> <u>Glass</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>
<u>5/28/24</u>	<u>NI</u>	<u>12,000</u>	<u>Common</u>	<u>\$0.09</u>	<u>No</u>	<u>Peter Young</u>	<u>Cash</u>	<u>Rest.</u>	<u>Reg. CF</u>

5/28/24	NI	11,200	Common	\$0.09	No	Clinton Bowen	Cash	Rest.	Reg. CF
5/28/24	NI	11,112	Common	\$0.09	No	Terry Mason Jr &	Cash	Rest.	Reg. CF
5/28/24	NI	250,000	Common	\$0.06	No	Herb Tweed	Cash	Rest.	Rule 506(b)
5/28/24	NI	85,000	Common	\$0.06	No	Denis Coursol	Cash	Rest.	Rule 506(b)
Shares Outstanding on Date of This Report:									
Date <u>6/30/2024</u>									
Ending Balance									
Common: <u>90,806,505</u>									
Preferred: <u>1</u>									

## B. Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)

### 4) Issuer's Business, Products and Services

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

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

Our purpose is to create the ultimate expression of humanities dreams at the highest level.

Our mission is to put the Curtiss brand back in its rightful number one position as America's leading motorcycle/LEV maker.

Our operation is pre-revenue. Our plan is to achieve sustainable growing cash flow from first production, scheduled to begin deliveries within the next 12-15 months assuming adequate financing is obtained.

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

N/A

C. Describe the issuers' principal products or services.

Our principal products are the production and sales of electric motorcycles around the world.

### 5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. 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.

On March 1, 2019, the Company entered into a leasing contract with Lee Barnes for its office building located in Parkway Drive, Leeds, Alabama. The contract is valid for five years from the contract date, unless sooner terminated. Unless the Company provides notice to the Mr. Barnes in writing 90 days in advance of the termination date, the Company shall be renewed an additional 12 months from the termination date under the same terms and conditions. The monthly rent is now \$2,200 ending on April 1, 2025.

## 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.*

90.806.505

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>H. Matthew Chambers</u>	<u>Chairman and CEO</u>	<u>Birmingham, AL</u>	<u>16,241,108</u> <u>1</u>	<u>Common Stock Series A Preferred Stock</u>	<u>17.89%</u> <u>100%</u>	<u>2,633,220 shares owned RSC Affiliated Businesses, LLC</u>
<u>James Hoegh</u>	<u>Director</u>	<u>Sunbry, PA</u>	<u>1,319,165</u>	<u>Common Stock</u>	<u>1.45%</u>	<u>116,279 shares held in an IRA for the benefit of Mr. Hoegh</u>
<u>Pamela Miller</u>	<u>Director and Secretary</u>	<u>Birmingham, AL</u>	<u>1,922,972</u>	<u>Common Stock</u>	<u>2.12%</u>	
<u>Jason Cohen</u>	<u>&gt;5% Owner</u>	<u>Rumson, NJ</u>	<u>6,199,998</u>	<u>Common Stock</u>	<u>6.83%</u>	
<u>Optimum Solution PTE. Ltd.</u>	<u>&gt;5% Owner</u>	<u>NEW DELHI – INDIA</u>	<u>6,234,412</u>	<u>Common Stock</u>	<u>6.87%</u>	<u>Arun Pandey controls this entity</u>

## 7) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

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);

N/A

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;

N/A

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;

N/A

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

N/A

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.

N/A

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.

N/A

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

N/A

## **8) Third Party Providers**

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Brian Higley, Esq.  
Firm: Business Legal Advisors, LLC  
Address 1: 14888 Auburn Sky Drive  
Address 2: Draper, UT 84020  
Phone: (801) 634-1984  
Email: brian@businesslegaladvisor.com

Accountant or Auditor

Name: Danielle Dongomo  
Firm: SetApart Financial Services  
Address 1: 10586 W. Pico Blvd., Suite 224  
Address 2: Los Angeles, CA 90064

Phone: (213) 824-2309  
Email: danielle@setapartfs.com

### Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

*All other means of Investor Communication:*

Twitter: \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: <https://www.linkedin.com/company/ridecurtiss/>  
Facebook: <https://www.facebook.com/ridecurtiss>  
[Other ] <https://www.instagram.com/ridecurtiss/>

### 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: Candy Bellau  
Firm: Kramerica Business Solutions LLC  
Nature of Services: Accounting  
Address 1: 921 Aris Ave.  
Address 2: Metairie, LA 70005  
Phone: (504) 875-3018  
Email: info@kramericasolutions.com

## **9) Disclosure & Financial Information**

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

Name: Brian Higley, Esq.  
Title: Attorney  
Relationship to Issuer: Outside Securities Counsel

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: Candice Bellau  
Title: Consultant  
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup>

The Issuer's financial statements were compiled by Candice Bellau, New Orleans, Louisiana (the "Financial Statements"). Ms. Bellau is founder and President of Kramerica Business Solutions. Prior to founding Kramerica,

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<sup>5</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Ms. Bellau worked for other consulting firms providing outsourced CFO/Controller and Accounting services. She has worked extensively for private firms in the area of General Management overseeing operations and streamlining procedures. As well as founding Kramerica, Ms. Bellau also currently serves as CFO of a private company. Ms. Bellau graduated from Dowling College with a BBA in Accounting and an MBA in Corporate Finance.

Provide the following qualifying financial statements:

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

**Financial Statement Requirements:**

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



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**CURTISS MOTORCYCLE COMPANY, INC.**

**FINANCIAL STATEMENTS  
THREE MONTHS ENDED JUNE 30, 2024, AND 2023**

*Unaudited*

*(Expressed in United States Dollars)*

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## INDEX TO FINANCIAL STATEMENTS

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	Page
FINANCIAL STATEMENTS:	
Balance Sheets .....	1
Statements of Operations .....	2
Statements of Changes in Stockholders' Equity .....	3
Statements of Cash Flows .....	4
Notes to Financial Statements .....	5

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**CURTISS MOTORCYCLE COMPANY INC.**  
**BALANCE SHEETS**

<b>As of</b>	<b>June 30 2024</b>	<b>June 30 2023</b>
(USD \$ in Dollars)		
<b>ASSETS</b>		
Current Assets:		
Cash & cash equivalents	\$ 42,143	\$ 95,756
Accounts Receivable - net	-	-
Inventories	210,425	210,425
Prepays and other current assets	540	6,136
<b>Total current assets</b>	<b>253,108</b>	<b>312,317</b>
Right of use assets	20,899	46,414
Property and equipment, net	189,168	333,836
<b>Total Assets</b>	<b>\$ 463,175</b>	<b>\$ 692,567</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts payable	\$ 135,025	\$ 135,771
Current portion of long term debt	688,214	54,035
Line of credit	-	-
Equipment line of credit	5,725	6,442
Right of use liabilities, current	24,895	26,619
Deferred revenue	542,657	532,657
Accrued Payroll	969	2,500
Other current liabilities	43,596	37,734
<b>Total current liabilities</b>	<b>1,441,081</b>	<b>795,758</b>
Right of use liabilities, long term	-	19,158
Equipment loan	-	-
Notes Payable	-	661,293
Due to shareholder	324,250	276,750
<b>Total liabilities</b>	<b>1,765,331</b>	<b>1,752,959</b>
<b>STOCKHOLDERS EQUITY</b>		
Common Stock	88,645	72,335
Preferred stock	-	-
Additional Paid in Capital (APIC)	17,840,270	17,509,427
Stock Issuance Costs	(608,560)	(601,748)
Retained earnings/(Accumulated Deficit)	(18,622,510)	(18,040,406)
<b>Total stockholder's equity</b>	<b>(1,302,155)</b>	<b>(1,060,392)</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 463,176</b>	<b>\$ 692,567</b>

*See accompanying footnotes to the financial statements*

**CURTISS MOTORCYCLE COMPANY INC.**  
**STATEMENTS OF OPERATIONS**

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<b>For the three month periods ended June 30,</b>	<b>2024</b>	<b>2023</b>
(USD \$ in Dollars)		
Net revenue	\$ -	\$ -
Cost of goods sold	-	-
Gross profit	-	-
Operating expenses		
General and administrative	70,145	87,733
Sales and marketing	2,372	74,084
Research and development	10,140	16,125
Depreciation	36,924	36,924
Total operating expenses	119,581	214,866
Operating income/(loss)	(119,581)	(214,866)
Interest expense	6,542	22,789
Other Loss/(Income)	-	-
(Gain)/Loss on Sale of Assets	-	-
Income/(Loss) before provision for income taxes	(6,542)	(22,789)
Provision/(Benefit) for income taxes	-	-
Net income/(Net Loss)	<u>\$ (126,123)</u>	<u>\$ (237,655)</u>

*See accompanying footnotes to the financial statements*

**CURTISS MOTORCYCLE COMPANY INC.**  
**STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**

(in , \$US)	Common Stock		Preferred Stock		Stock Issuance	Additional Paid in Capital	(Accumulated Deficit)	Total Shareholder Equity
	Shares	Amount	Shares	Amount	Costs			
<b>Balance - March 31, 2023</b>	72,155,935	\$ 72,156	1	\$ -	\$ (600,458)	\$ 17,256,477	\$ (17,802,751)	\$ (1,074,576)
Issuance of Common Stock	179,000	179			(1,290)	252,950		251,839
Net income/(loss)							(237,655)	(237,655)
<b>Balance - June 30, 2023</b>	<b>72,334,935</b>	<b>\$ 72,335</b>	<b>1</b>	<b>\$ -</b>	<b>\$ (601,748)</b>	<b>\$ 17,509,427</b>	<b>\$ (18,040,406)</b>	<b>\$ (1,060,392)</b>
<b>Balance - March 31, 2024</b>	72,155,935	\$ 88,645	1	\$ -	\$ (607,770)	\$ 17,720,177	\$ (18,496,386)	(1,295,334)
Issuance of Common Stock					(790)	120,093		119,303
Net income/(loss)							(126,124)	(126,124)
<b>Balance - June 30, 2024</b>	<b>72,155,935</b>	<b>\$ 88,645</b>	<b>1</b>	<b>\$ -</b>	<b>\$ (608,560)</b>	<b>\$ 17,840,270</b>	<b>\$ (18,622,510)</b>	<b>\$ (1,302,155)</b>

*See accompanying footnotes to the financial statements*

**CURTISS MOTORCYCLES COMPANY INC.**  
**STATEMENTS OF CASH FLOWS**

<b>For the three month periods ended June 30</b>	<b>2024</b>	<b>2023</b>
(USD \$ in Dollars)		
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net income/(loss)	\$ (126,124)	\$ (237,655)
<i>Adjustments to reconcile net income to net cash provided/(used) by operating activities:</i>		
Depreciation of property	36,924	36,924
Net change in Right of Use assets and liabilities	(14,299)	
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	5,596	2,600
Accounts payable and accrued expenses	(746)	31,626
Deferred Revenue	10,000	-
Due to shareholder	47,500	
Other current liabilities	4,331	(637)
<b>Net cash provided/(used) by operating activities</b>	<b>(36,818)</b>	<b>(167,142)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchases of property and equipment	-	-
Proceeds from sale of property and equipment	-	-
<b>Net cash provided/(used) in investing activities</b>	<b>-</b>	<b>-</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Issuance of Common Stock	-	179
Additional Paid in Capital	120,093	252,950
Equity issuance costs	790	(1,290)
Borrowing on Loans and Notes	-	-
Repayment of Loans and Notes	(42,080)	(17)
<b>Net cash provided/(used) by financing activities</b>	<b>78,803</b>	<b>251,822</b>
Change in cash	41,985	84,680
Cash—beginning of period	158	11,077
<b>Cash—end of period</b>	<b>\$ 42,143</b>	<b>\$ 95,757</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Cash paid during the period for interest	\$ 6,542	\$ 22,789
Cash paid during the period for income taxes	\$ -	\$ -
<b>OTHER NONCASH INVESTING AND FINANCING ACTIVITIES AND SUPPLEMENTAL DISCLOSURES</b>		
Purchase of property and equipment not yet paid for	\$ 5,725	\$ 6,442
Issuance of equity in return for note	\$ -	\$ -
Issuance of equity in return for accrued payroll and other liabilities	\$ -	\$ -

*See accompanying footnotes to financial statements.*

**CURTISS MOTORCYCLES COMPANY INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THREE MONTHS ENDED TO JUNE 30, 2024, AND JUNE 30, 2023**

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*All amounts in these Notes are expressed in thousands of United States dollars (“\$” or “US\$”) unless otherwise indicated.*

**1. NATURE OF OPERATIONS**

Curtis Motorcycle Company Inc. was originally formed as Confederate Motors, Inc. in 1991, and was incorporated in 2003 in the state of Delaware. On January 3, 2018, the Company changed its name to Curtiss Motorcycle Company Inc.

The financial statements of Curtiss Motorcycles Company Inc. (which may be referred to as the “Company”, “we”, “us”, or “our”) are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The Company’s headquarters is located in Leeds, Alabama.

The Company is the creator of the motorcycles pre-sold online at [curtissmotorcycles.com](http://curtissmotorcycles.com). The Company is on a mission to lead an all-new golden age of sustainable motorcycles by designing and crafting the world’s best and finest electric motorcycles.

**Management Discussion and Analysis**

We have a rare opportunity to authenticate a 2.0 American restoration of the legacy brand that invented the 1.0 American road bike in 1900 by reinventing the American road bike in 2025 in an order of magnitude better way.

Curtiss formed to transform the recreational American road bike into hyper and purest luxury. We own a fierce, American Way, product-focused, design-driven, no compromise, finest of all culture. Our muse is Glenn Hammond Curtiss.

The American Way of business seeks the accumulation of virtue as the only true path to sustainable growing net revenue.

Finance synchronicity is key!

The bottom line is simple; a long time ago our country’s greatest motorcycle legacy, Curtiss, was lost to history. We’re bringing it back as the American Motorcycle Luxury.

For 33 years Curtiss has focused 100% on American Motorcycle Luxury. 8 years ago, we determined that our focus requires luxury EV powertrain technology. Pursuant to this fact, we invented and patented the best way to make the electric motorcycle. We sourced the finest axial flux motor programmed for highest fidelity. Our first two models, the Curtiss 1 and the Core 60 Speedster, are both production-ready based upon this superior technology. Our plan is to produce and deliver 120 Curtiss 1 motorcycles in 2027. Based upon internal sales interest, we believe this positions Curtiss for a significant 2028. This defends our planned 2026 listing/IPO and/or M&A exit.

The recreational electric motorcycle (E2W) market will grow exponentially, long-term.

The sweet spot for this growth is luxury, where we have passionately concentrated our work for 33+ years. The future is electric and we believe the electric E2W is superior, than any other, ICE or E2W. We have concentrated exclusively on this market for 33 years. We know it very well. These clients desire cool, easy, safe, hassle-free fun that is sophisticated and sexy. They demand authentic pedigree and will only own the best and finest.

Curtiss is the authentic brand to lead this inevitable transformation. Curtiss led the American motorcycle market and culture to begin with. As Curtiss 2.0, we have reestablished our leadership position and shall never again let go of it.

**CURTISS MOTORCYCLES COMPANY INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THREE MONTHS ENDED TO JUNE 30, 2024, AND JUNE 30, 2023**

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Unlike 1.0, our sole passion is the Curtiss family of motorcycles and our clients who pilot them. Our American Way, daring, meritocratic, product-focused, design-driven culture is 33+ years in the making!

We have honored our first iron law: that authenticity rules us; thus, reinventing the best possible way to make a motorcycle at this transcendent period was mandatory for a marque like Curtiss. Motorcycles have always been motorized bicycles. We have always fantasized about a motorcycle that could begin life as what it is, growing from the inside-out. This led to our invention of Axis-Centered Power. Now, for the first time, a Curtiss motorcycle is given life by tapping the 39mm hard steel shaft through the center of its best-of-all axial flux motor. The chassis and legs of the beast flow organically from this massive axis. The result holistically frames symmetry, harmonizing balance, proportion and beauty. This patented technology is at least as substantive and significant for the E2W as skateboard battery architecture is for the automobile.

These plans and claims are subject to uncertainties inherent in events outside of our control.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **Basis of Presentation**

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America ("US GAAP"). The Company has adopted the fiscal year ending March 31 as its basis of reporting.

### **Use of Estimates**

The preparation of financial statements in conformity with United States GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures 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.

### **Cash and Cash Equivalents**

Cash and cash equivalents include all cash in banks. The Company's cash is deposited in demand accounts at financial institutions that management believes are creditworthy. The Company's cash and cash equivalents in bank deposit accounts, at times, may exceed federally insured limits. As of June 30, 2024, and June 30, 2023, the Company's cash and cash equivalents did not exceed FDIC-insured limits.

### **Inventories**

Inventories are valued at the lower of cost or net realizable value. The costing is done on a first-in first-out basis.

### **Property and Equipment**

Property and equipment are stated at cost. Normal repairs and maintenance costs are charged to earnings as incurred and additions and major improvements are capitalized. The cost of assets retired or otherwise disposed of, and the related depreciation are eliminated from the accounts in the period of disposal and the resulting gain or loss is credited or charged to earnings.

Depreciation is computed over the estimated useful lives of the related asset type or term of the operating lease using the straight-line method for financial statement purposes. The estimated service lives for property and equipment are as follows:



**CURTISS MOTORCYCLES COMPANY INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THREE MONTHS ENDED TO JUNE 30, 2024, AND JUNE 30, 2023**

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<b>Category</b>	<b>Useful life</b>
Machinery And Equipment	5 years
Furniture And Fixtures	5 - 7 years
Automobiles	5 years
Leasehold Improvements	15 years
Other Equipment	5 - 10 years

**Impairment of Long-lived Assets**

Long-lived assets, such as property and equipment and identifiable intangibles with finite useful lives, are periodically evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We look for indicators of a trigger event for asset impairment and pay special attention to any adverse change in the extent or manner in which the asset is being used or in its physical condition. Assets are grouped and evaluated for impairment at the lowest level of which there are identifiable cash flows, which is generally at a location level. Assets are reviewed using factors including, but not limited to, our future operating plans and projected cash flows. The determination of whether impairment has occurred is based on an estimate of undiscounted future cash flows directly related to the assets, compared to the carrying value of the assets. If the sum of the undiscounted future cash flows of the assets does not exceed the carrying value of the assets, full or partial impairment may exist. If the asset carrying amount exceeds its fair value, an impairment charge is recognized in the amount by which the carrying amount exceeds the fair value of the asset. Fair value is determined using an income approach, which requires discounting the estimated future cash flows associated with the asset.

**Income Taxes**

Curtiss Motorcycle Company Inc is a C corporation for income tax purposes. The Company accounts for income taxes under the liability method, and deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying values of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided on deferred tax assets if it is determined that it is more likely than not that the deferred tax asset will not be realized. The Company records interest, net of any applicable related income tax benefit, on potential income tax contingencies as a component of income tax expense. The Company records tax positions taken, or expected to be taken, in a tax return based upon the amount that is more likely than not to be realized or paid, including in connection with the resolution of any related appeals or other legal processes. Accordingly, the Company recognizes liabilities for certain unrecognized tax benefits based on the amounts that are more likely than not to be settled with the relevant taxing authority. The Company recognizes interest and/or penalties related to unrecognized tax benefits as a component of income tax expense.

**Equity Issuance Costs**

Equity issuance costs are costs directly attributable to the issuance of equity securities including common stock and/or preferred stock. These costs generally include underwriting fees, legal fees, accounting fees, printing and filing fees, and other costs associated with the issuance of equity securities. The company recognizes these costs as a reduction in proceeds from the issuance of stock.

**Revenue Recognition**

**CURTISS MOTORCYCLES COMPANY INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THREE MONTHS ENDED TO JUNE 30, 2024, AND JUNE 30, 2023**

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The Company is currently pre-revenue and will follow the provisions and the disclosure requirements described in ASU 2014-09 also referred to as Topic 606. Revenue recognition, according to Topic 606, is determined using the following steps:

- 1) Identification of the contract, or contracts, with the customer: the Company determines the existence of a contract with a customer when the contract is mutually approved; the rights of each party in relation to the services to be transferred can be identified, the payment terms for the services can be identified, the customer has the capacity and intention to pay, and the contract has commercial substance.
- 2) Identification of performance obligations in the contract: performance obligations consist of a promise in a contract (written or oral) with a customer to transfer to the customer either a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.
- 3) Recognition of revenue when, or how, a performance obligation is met: revenues are recognized when or as control of the promised goods or services is transferred to customers.

The Company earns revenues from the sale of its motorcycles.

**Concentration of Credit Risk**

The Company is subject to concentrations of credit risks primarily from cash, cash equivalents, restricted cash, accounts receivable, and notes receivable. At various times during the years, the Company may have bank deposits in excess of Federal Deposit Insurance Corporation insurance limits. Management believes any credit risk is low due to the overall financial strength of the financial institutions. Accounts receivable consist of uncollateralized receivables from customers/clients primarily located throughout the United States of America.

**Cost of sales**

Cost of sales includes the cost of retail products, raw materials, packing materials, freight and delivery, and other variable and fixed overheads.

**Research and Development**

Costs incurred in the research and development of the Company's products are expensed as incurred.

**Advertising and Promotion**

Advertising and promotional costs are expensed as incurred. Advertising and promotional expenses for the years ended June 30, 2024, and June 30, 2023, amounted to \$2,082 and \$73,738, respectively, which is included in sales and marketing expenses.

**Leases**

The Company determines if an arrangement is a lease at inception by determining whether the agreement conveys the right to control the use of the identified asset for a period of time, whether the Company has the right to obtain substantially all of the economic benefits from the use of the identified asset, and the right to direct the use of the asset. Lease liabilities are recognized at the commencement date based upon the present value of the remaining future minimum lease payments over the lease term using the rate implicit in the lease or the Company's incremental borrowing rate. The incremental borrowing rate is defined as the rate of interest the Company would have to pay to borrow on a collateralized basis over

**CURTISS MOTORCYCLES COMPANY INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THREE MONTHS ENDED TO JUNE 30, 2024, AND JUNE 30, 2023**

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a similar term in an amount equal to the lease payments in a similar economic environment. The Company's lease terms include options to renew or terminate the lease when it is reasonably certain that it will exercise the option.

The lease right-of-use assets are initially measured at the carrying amount of the lease liability and adjusted for any prepaid or accrued lease payments, remaining balance of lease incentives received, unamortized initial direct costs, or impairment charges relating to the right-of-use-asset. Certain leases contain escalation clauses, which are factored into the right-of-use asset where appropriate. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term.

Variable lease expenses include payments related to the usage of the leased asset (utilities, real estate taxes, insurance, and variable common area maintenance) and are expensed as incurred. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

**Stock-Based Compensation**

The Company accounts for stock-based compensation to both employees and non-employees in accordance with ASC 718, Stock-Based Compensation. Under the fair value recognition provisions of ASC 718, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense ratably over the requisite service period, which is generally the option vesting period. The Company uses the Black-Scholes option pricing model to determine the fair value of stock options.

**Fair Value of Financial Instruments**

The carrying value of the Company's financial instruments included in current assets and current liabilities (such as cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses approximate fair value due to the short-term nature of such instruments.

The inputs used to measure fair value are based on a hierarchy that prioritizes observable and unobservable inputs used in valuation techniques. These levels, in order of highest to lowest priority, are described below:

**Level 1**—Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities.

**Level 2**—Observable prices that are based on inputs not quoted on active markets but corroborated by market data.

**Level 3**—Unobservable inputs reflecting the Company's assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment.

**Subsequent Events**

The Company considers events or transactions that occur after the balance sheet date, but prior to the issuance of the financial statements to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure. Subsequent events have been evaluated through September 12, 2024, which is the date the financial statements were issued.

**CURTISS MOTORCYCLES COMPANY INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THREE MONTHS ENDED TO JUNE 30, 2024, AND JUNE 30, 2023**

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**3. INVENTORY**

The inventory consists of the following items:

As of	June 30 2024	June 30 2023
Work in progress	\$ -	\$ -
Raw materials	201,425	210,425
Finished goods	-	-
Total Inventories	\$ 201,425	\$ 210,425

**4. DETAILS OF CERTAIN ASSETS AND LIABILITIES**

Account receivables consist primarily of trade receivables and accounts payable consist primarily of trade payables.

Prepays and other current assets consist of the following items:

As of	June 30 2024	June 30 2023
Note Receivable	\$ -	\$ -
Prepaid Expenses	540	540
Other Prepaid Items	-	5,596
	\$ 540	\$ 6,136

Other current liabilities consist of the following items:

As of	June 30 2024	June 30 2023
Accrued interest	\$ 43,396	\$ 37,534
Other current liabilities	200	200
	\$ 43,596	\$ 37,734

**5. PROPERTY AND EQUIPMENT**

Property and equipment consist of:

**CURTISS MOTORCYCLES COMPANY INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THREE MONTHS ENDED TO JUNE 30, 2024, AND JUNE 30, 2023**

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<b>As of the period ended</b>	<b>June 30 2024</b>	<b>June 30 2023</b>
(in \$US)		
Equipment	\$ 89,632	\$ 89,632
Furniture and fixtures	11,734	11,734
Automobiles	-	-
Leasehold improvements	32,179	32,179
Bat Electric Concept prototype	260,460	260,460
Zeus production model - proto	94,302	94,302
Curtiss 1 production model - proto	353,529	353,529
Other fixed assets	158,363	158,363
Construction in progress	13,344	13,344
	1,013,543	1,013,543
Accumulated depreciation	(824,375)	(679,707)
Net fixed assets	\$ 189,168	\$ 333,836

Depreciation expenses for property and equipment for the fiscal year ended June 30, 2024, and 2023 were in the amount of \$136,924 and \$36,924, respectively.

## **6. CAPITALIZATION AND EQUITY TRANSACTIONS**

### **Common Stock**

The Company is authorized to issue 200,000,000 shares of Common Shares class at a par value of \$ 0.001 and 25,000,000 shares of Preferred Stock with a \$ 0.001 par value.

As of June 30, 2024, and 2023, the Company had issued 88,644,693 and 72,155,935 shares of Common Stock, respectively. The Company also has 1 share of Preferred Stock issued and outstanding for June 30, 2024, and 2023.

During the three months ended June 30, 2024, the Company raised \$149,200, net of issuance costs for 2,236,669 shares of common stock issued at an average stock price of \$0.67 per share.

During 2014, the Company authorized the Stock Incentive Plan (which may be referred to as the “Plan”). The Company reserved 7,500,000 shares of its Common Stock pursuant to the plan, which provides for the grant of shares of stock options to qualified employees, officers, directors, consultants, and other service providers. The amounts granted each calendar year to an employee or non-employee are limited depending on the type of award.

## **7. DEBT**

### **Loan Payable**

On December 21, 2017, the Company entered into a Note Payable Agreement with Biz Capital Bidco I LLC in the maximum amount of up to \$500,000, which may be advanced in multiple disbursements to the company where 90% of the loan is guaranteed by the U.S. Small Business Administration. Out of the original amount of \$500,000, the Company can use \$474,000 for purchasing inventory, \$12,500 for working capital and closing costs, and \$13,500 for guaranteed fees.

**CURTISS MOTORCYCLES COMPANY INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THREE MONTHS ENDED TO JUNE 30, 2024, AND JUNE 30, 2023**

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The Note bears interest on the unpaid principal amount thereof from time to time outstanding at the interest rate identified in the Note, and the Borrowers shall make payments of principal and/or interest at the times and in the manner required under the Note. The Loan will mature and become fully due and payable on the maturity date specified in the Note. The terms of the agreement require six months of interest-only payments, followed by monthly payments of principal and interest of approximately \$5,414. The loan carries a variable interest rate, beginning at 5.1% per annum, and a term of ten years or December 21, 2027.

In November 2023, the Company ceased making payments on this loan due to cash-flow issues and is currently considered in default of the loan. The Company has been working with the lender to restructure the loan.

As of June 30, 2024, and June 30, 2023, the outstanding balance of this loan is in the amount of \$250,514, and \$277,928, respectively, has been classified under the current portion. Due to the current default status of the loan as of June 30, 2024, the entire balance has been classified under the current portion of long-term debt.

**Equipment line of credit**

On August 2, 2019, the Company entered into the Dell Business Credit limit in the amount of \$ 20,000 with Dell Financial Services, with a corresponding interest rate of 28.24%. The Company promises to pay at least the total minimum payment due by the payment due date as shown on the monthly statement. The total minimum payment due will include a minimum payment of the greater of \$15 or 3% of the new balance shown on the statement, rounded up to the next dollar plus all past due amounts. As of June 30, 2024, the loan has an outstanding balance of \$5,725 and the entire amount has been classified under current liabilities.

**SBA - Economic Injury Disaster Loan**

On April 21, 2020, the Company entered into a Note Payable Agreement with the Small Business Association of the United States Government in the maximum amount of up to \$437,500, which may be advanced in multiple disbursements to the company where 100% of the loan is guaranteed by the U.S. Small Business Administration. The Company can use the proceeds solely as working capital to alleviate economic injury caused by the disaster occurring in the month of January 31, 2020, and continuing thereafter and to pay Uniform Commercial Code (UCC) lien filing fees and a third-party UCC handling charge of \$100.

The Note shall bear interest on the unpaid principal amount thereof from time to time outstanding at the interest rate identified in the Note, and the borrowers shall make payments of principal and/or interest at the times and in the manner required under the Note. The loan will mature and become fully due and payable on the maturity date specified in the Note. The terms of the agreement are monthly payments, beginning twelve months after the date of the note, of principal and interest of approximately \$2,132. The loan carries a fixed interest rate of 1% per annum, and a term of thirty (30) years or April 15, 2050.

Due to cash flow issues, the company has not been able to make the scheduled payments on this loan since October 2023. On April 10, 2024, the Company received a notice of default from the SBA, and the loan is currently in “charge off – no collection” status. The SBA is not pursuing collection at this time and the Company is working with the SBA to restructure the loan payments and repayment schedule.

As of June 30, 2024, the outstanding balance of this loan is in the amount of \$437,400. Due to the current default status of the loan, the entire balance has been classified under the current portion of long-term debt.

**CURTISS MOTORCYCLES COMPANY INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THREE MONTHS ENDED TO JUNE 30, 2024, AND JUNE 30, 2023**

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**8. LEASES**

The Company has one operating lease for business premises, The Company's leases have terms maturing through 2025. Monthly payments are \$2,200. Rent expense is recorded on a straight-line basis over the lease term.

The weighted average remaining lease term for operating leases as of June 30, 2024, is nine (9) months.

The weighted average discount rate for operating leases as of June 30, 2024 was 10%.

Minimum future lease payments under non-cancellable operating leases as of June 30, 2024, are \$19,800.

**9. INCOME TAXES**

The provision for income taxes for the year ended As of June 30, 2024, and June 30, 2023, consists of the following:

<b>As of period ended June 30</b>	<b>2024</b>	<b>2023</b>
Net Operating Loss	(34,684) \$	(65,355)
Valuation Allowance	34,684	65,355
<b>Net Provision for income tax</b>	<b>\$ -</b>	<b>\$ -</b>

Significant components of the Company's deferred tax assets and liabilities as of June 30, 2024, and June 30, 2023, as follows:

<b>As of period ended June 30</b>	<b>2024</b>	<b>2023</b>
Net Operating Loss	\$ (5,155,874)	\$ (4,961,112)
Valuation Allowance	5,155,874	4,961,112
Total Deferred Tax Asset	<b>\$ -</b>	<b>\$ -</b>

Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. On the basis of this evaluation, the Company has determined that it is more likely than not that the Company will not recognize the benefits of the federal and state net deferred tax assets, and, as a result, a full valuation allowance has been set against its net deferred tax assets as of June 30, 2024. The amount of the deferred tax asset to be realized could be adjusted if estimates of future taxable income during the carryforward period are reduced or increased.

For the three months ending June 30, 2024, the Company had a net operating loss ("NOL") of \$126,023 and the Company had a net operating loss ("NOL") carryforwards of approximately \$18,622,510. Utilization of some of the federal and state NOL carryforwards to reduce future income taxes will depend on the Company's ability to generate sufficient taxable income prior to the expiration of the carryforwards. Under the provisions of the Internal Revenue Code, the NOLs and tax credit carryforwards are subject to review and possible adjustment by the IRS and state tax authorities. NOLs and tax credit carryforwards may become subject to an annual limitation in the event of certain cumulative changes in the ownership interest of significant stockholders over a three-year period in excess of 50%, as defined under Sections 382 and 383 of the Internal Revenue Code, as well as similar state provisions. This could limit the amount of tax attributes that can be utilized annually to offset future taxable income or tax liabilities. The amount of the annual limitation is determined based on the value of the Company immediately prior to the ownership change. The Company has not performed a comprehensive Section 382 study to determine any potential loss limitation with regard to the NOL carryforwards and tax credits.

**CURTISS MOTORCYCLES COMPANY INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THREE MONTHS ENDED TO JUNE 30, 2024, AND JUNE 30, 2023**

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The Company recognizes the impact of a tax position in the financial statements if that position is more likely than not to be sustained on a tax return upon examination by the relevant taxing authority, based on the technical merits of the position. As of June 30, 2024, and June 30, 2023, the Company had no unrecognized tax benefits.

The Company recognizes interest and penalties related to income tax matters in income tax expense. As of June 30, 2024, and June 30, 2023, the Company had no accrued interest and penalties related to uncertain tax positions.

## **10. RELATED PARTY**

There are no related party transactions as of June 30, 2024, and June 30, 2023.

## **11. COMMITMENTS AND CONTINGENCIES**

### **Contingencies**

The Company's operations are subject to a variety of local and state regulations. Failure to comply with one or more of those regulations could result in fines, restrictions on its operations, or loss of permits that could result in the Company ceasing operations.

### **Litigation and Claims**

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As of June 30, 2024, and 2023, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations.

## **12. SUBSEQUENT EVENTS**

The Company considers events or transactions that occur after the balance sheet date, but prior to the issuance of the financial statements to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure.

There have been no other events or transactions during this time which would have a material effect on these financial statements.

## **13. GOING CONCERN**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has a net operating loss of \$126,023, and liquid assets in cash of \$42,143 as of June 30, 2024. Moreover, the Company is in default on 2 of its loans as of June 30, 2024 (see Note 8).

The Company's ability to continue as a going concern in the next twelve months following the date the financial statements were available to be issued is dependent upon its ability to produce revenues and/or obtain financing sufficient to meet current and future obligations and deploy such to produce profitable operating results.



**CURTISS MOTORCYCLES COMPANY INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THREE MONTHS ENDED TO JUNE 30, 2024, AND JUNE 30, 2023**

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Management has evaluated these conditions and plans to generate revenues and raise capital as needed to satisfy its capital needs. During the next twelve months, the Company intends to fund its operations through debt and/or equity financing.

There are no assurances that management will be able to raise capital on terms acceptable to the Company. If it is unable to obtain sufficient amounts of additional capital, it may be required to reduce the scope of its planned development, which could harm its business, financial condition, and operating results. The accompanying financial statements do not include any adjustments that might result from these uncertainties.

## 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, H. Matthew Chambers certify that:

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

9/17/24

/s/ H. Matthew Chambers

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

*Principal Financial Officer:*

I, H. Matthew Chambers certify that:

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

9/17/24

/s/ H. Matthew Chambers

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