

NovaTech Enterprises, Inc.
4535 W. Sahara Ave suite 112B Las Vegas, NV. 89102
866-6646181
Naturebev.com
info@naturebev.com

**Amended Annual Report
For the period ended December 31, 2023 (the "Reporting Period")**

Outstanding Shares

The number of shares outstanding of our Common Stock was:

7,554,935 as of December 31, 2023

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

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

Yes: ☐ No: ☒

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

The current State and Date of Incorporation or Registration in Nevada June 7, 2004

Standing in Nevada is active.

The prior Incorporation Information for the issuer and any predecessors during the past five years is:

NovaTech Enterprises, Inc. Changed on 07/24/2017.

Neither the issuer nor any "predecessor" has had any trading suspension or halt orders issued by the SEC or FINRA since inception.

The issuer has not had any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months.

The address of the issuer's principal executive office and principal place of business is 4535 W. Sahara Ave suite 112B Las Vegas, NV. 89102

Neither the issuer nor any "predecessor" has been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: ☒ Yes: ☐

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2) Security Information

Transfer Agent

Name: Transfer Online
Phone: 503-227-2950
Email: daniel@transferonline.com
Address: 512 SE Salmon Street Portland, OR. 97214

Publicly Quoted or Traded Securities:

Trading symbol:	NTEI
Exact title and class of securities outstanding:	Common
CUSIP:	66988C100
Par or stated value:	\$0.0001
Total shares authorized:	195,000,000 as of date: December 31, 2023
Total shares outstanding:	7,554,935 as of date: December 31, 2023
Total number of shareholders of record:	223 as of date: December 31, 2023

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

Exact title and class of the security:	Series A Preferred
Par or stated value:	\$0.0001
Total shares authorized:	1 as of date 12/31/2023.
Total shares outstanding:	0 as of date 12/31/2023
Total numbers of shareholders of record:	0 as of date 12/31/2023

Exact title and class of the security:	Series B Preferred
Par or stated value:	\$0.0001
Total shares authorized:	100,000 as of date 12/31/2023.
Total shares outstanding:	0 as of date 12/31/2023
Total number of shareholders of record:	0 as of date 12/31/2023

Exact title and class of the security:	Series C Convertible Preferred
Par or stated value:	\$0.001.
Total shares authorized:	100,000 as of date 12/31/2023.
Total shares outstanding:	100,000 as of date 12/31/2023
Total number of shareholders of record:	1 as of date 12/31/2023

Security Description:

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

Common stock has one vote per share, dividends as, when and if declared by the board, in liquidation, distribution of assets remaining after payment of all liabilities, no preemptive rights.

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

The holders of Series A Preferred stock shall not have any dividend or other distribution rights and shall not have any voting rights.

The holders of Series B Preferred stock shall not have any dividend or other distribution rights and shall not have any voting rights.

Each share of Series C Preferred stock shall entitle the holder thereof to one thousand (1000) votes on all matters submitted to a vote. Each share of Series C Preferred stock shall be convertible into one (1) share of fully paid and non-accessible Common Stock.; Each share of Series C Preferred stock shall be entitled to receive dividends when, as and if declared on the common stock by the board of directors,

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

None

4. Describe any material modifications to the 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: X

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date 12/31/2021. Common: 4,616,311 Preferred: 100,000									
Date of Transaction	Transaction type	Number of Shares Issued or cancelled	Class of Securities	Value of shares issued at issuance	Discount to market price at the time of issuance (Yes/No)	Individual/ Entity Shares were issued to.	Reason for share issuance or Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
8/4/2022	New	230,666	Common	0.0001	Yes	Basestones, Inc Eli Ansari	Services	Restricted	4a-2
8/4/2022	New	230,666	Common	0.0001	Yes	Makena Investment Advisors, LLC Michael Chermak	Services	Restricted	4a-2
10/6/2022	New	250,000	Common	0.20	Yes	Kalmia, LLC Jeff Chatfield	Cash	Restricted	4a-2
12/13/2022	New	115,564	Common	0.0001	Yes	Kalmia, LLC Jeff Chatfield	Services	Restricted	4a-2
12/20/2022	New	125,000	Common	0.20	Yes	Kalmia, LLC Jeff Chatfield	Cash	Restricted	4a-2
12/31/2022	New	125,000	Common	0.20	Yes	Ramsey Capital Ramsey Slaieh	Cash	Restricted	4a-2
1/27/2023	New	125,000	Common	0.20	Yes	SRC & PBB, LLC Robert Bridgeman	Cash	Restricted	4a-2
3/31/2023	New	177,546	Common	0.0001	Yes	Jim Creamer	Services	Restricted	4a-2
3/31/2023	New	59,182	Common	0.0001	Yes	Joni Troska	Services	Restricted	4a-2
5/25/2023	New	125,000	Common	0.20	Yes	Paul Eickhoff	Cash	Restricted	4a-2
6/2/2023	New	125,000	Common	0.20	Yes	Michael Lattari	Cash	Restricted	4a-2
6/7/2023	New	125,000	Common	0.20	Yes	Bradley Moir	Cash	Restricted	4a-2

8/29/2023	New	150,000	Common	0.0001	Yes	Carbeau, LLC Howard Schraub	Services	Restricted	4a-2
9/14/2023	New	100,00	Common	0.0001	Yes	Philip F Grey	Services	Restricted	4a-2
11/6/2023	New	375,000	Common	0.20	Yes	Cynthia Thomas	Cash	Restricted	4a-2
11/9/2023	New	250,000	Common	0.20	Yes	Montessori Ltd LLC Cynthia Thomas	Cash	Restricted	4a-2
11/9/2023	New	125,000	Common	0.20	Yes	Ethan Thomas	Cash	Restricted	4a-2
Shares Outstanding on Date of This Report: Ending Balance: Date 12/31/2023 Common: 7,554,935 Preferred: 100,000									

B. Promissory and Convertible Notes

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

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

4) Issuer's Business, Products and Services

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

The Company's principal products are healthy beverages formulated to improve overall wellness for people seeking healthier lifestyles, focusing on natural alkaline water with stable high PH 9-10. The main brand is ALKAKRISPTM. Information about this great product is on the Company's website; www.alkakrisp.com. It is "Amazon Choice" product on amazon.com. Another product ready for distribution is ALKABEV a great home device that requires no electricity i to operate, saving the customer money. AlkaBev home device product manufacturer, Nature Bev LLC is a United States-based manufacturer of alkaline water-filtration systems. The AlkaBev home device product is one of the few systems that removes impurities found in municipal water during the filtration process and infuses the water with minerals the human body needs. This can be done from any water source that uses a faucet, enabling Nature Bev's customers the chance to drink the same fresh-tasting water found in stores. Its proprietary POU system (AlkaBev) is portable, meaning customers can take it anywhere where there is adequate water pressure. More info goes to; naturebev.com

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

Nature Bev LLC is the Company's operating subsidiary.

C. Describe the issuers' principal products or services.

See "A" above.

5) Issuer's Facilities

The Company's headquarters are leased and have 18,000 square feet of commercial office space with one year left on the current lease. The Company leases 900 square feet of office space in Los Angeles, California

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

Names of All Officers, Directors and Control Persons	Affiliation with Company	Residential Address	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding
Alexander Hazan	Director/President/CEO/CFO 5% owner	Las Vegas, Nevada	3,434,774 shares	Common	45.46%
			100,000 shares	C Preferred	100%

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 5 years:

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

No

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.

No

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.

No

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

No

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.

No

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.

No

The Issuer is not engaged in any material pending legal proceedings.

8) Third Party Service Providers

Name: Jackson Morris, Esq.
Address 2: 126 21st Avenue SE, St. Petersburg, Florida 33705
Phone: 813-892-5969
Email: jackson.morris@rule144solution.com

9) Disclosure & Financial Information

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

Name: Alexander Hazan
Title: President
Relationship to Issuer: Director/President/Ceo

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

☐ IFRS
☒ U.S. GAAP

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

Name: Alexander Hazan
Title: President
Relationship to Issuer: Director/President/CEO

Mr. Hazan has been supervising the issuer's accounting and financial statement preparation since 2022.

Index to financial statements:

- Balance Sheet.
- Statement of Income.
- Statement of Cash Flows.
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

The financial statements follow the Issuer Certification

10) Issuer Certification

Principal Executive Officer and Principal Financial 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.

I, Alexander Hazan certify that:

1. I have reviewed this Annual Disclosure Statement for NovaTech Enterprises, 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.

04/15/2024

/s/ a.hazan

Alexander Hazan

Chief Executive Officer and Chief Financial Officer

The accompanying notes are an integral part of these financial statements.

NOVATECH ENTERPRISES, INC.

CONDENSED BALANCE SHEETS - UNAUDITED

AS OF December 31, 2023, and DECEMBER 31, 2022

	December 31, 2023	December 31, 2022
ASSETS		
Current Assets		
Cash	\$ 53,262.86	\$ 51,989.00
Accounts Receivable	\$ 12,140.00	\$ 12,140.00
Inventory	\$ 6,755.30	\$ 3,420.00
Total Current Assets	\$ 72,158.16	\$ 67,549.00
Other Assets		
Security Deposit	\$ 2,795.00	\$ 2,795.00
Fixed Assets	\$ 7,765.00	\$ 7,765.00
Total Other Assets	\$ 10,560.00	\$ 10,560.00
TOTAL ASSETS	\$ 82,718.16	\$ 78,109.00
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current Liabilities:		
Accounts Payable and accrued expenses	\$ 538.00	\$ 538.00
Due to Officer	\$ -	\$ 74,937.00
Total Accounts Payable	\$ -	\$ -
Total Current Liabilities	\$ 538.00	\$ 75,475.00
Long-Term Liabilities:		
Loan Payable	\$ -	\$ -
Total Long-Term Liabilities	\$ -	\$ -
Total Liabilities	\$ 538.00	\$ 75,475.00
STOCKHOLDERS' EQUITY		
Series A Preferred Stock, \$ 0.0001 par value; 4,900,000 authorized; 0 shares issued and outstanding as of December 31, 2023		
Series B Convertible Preferred Stock \$ 0.0001 par value; 100,000 authorized; 0 shares issued and outstanding as of Decmber 31, 2023		10
Series C Convertible Preferred Stock \$0.0001 par value; 100,000 authorized; 100,000 shares issued and outstanding as of December 31, 2023		10
Common stock, \$ 0.0001 par value; 195,000,000 shares authorized, 7,554,935 and 4,616,311 shares issued and outstanding as of December 31, 2023, and December 31, 2022, respectively		
	\$ 660.67	\$ 462.00
Additional Paid in Capital	\$ 2,607,463.00	\$ 2,307,613.00
Accumulated deficit	\$ (2,525,953.51)	\$ (2,305,451.00)
Total Stockholders' Equity	\$ 82,180.16	\$ 2,634.00
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 82,718.16	\$ 78,109.00

NOVATECH ENTERPRISES, INC.
CONDENSED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Annual Ended	Annual Ended
	December 31,2023	December 31,2022
Revenue	\$ -	\$ 120.00
Cost of goods sold.	\$ -	\$ 60.00
Gross Profit	\$ -	\$ 60.00
Costs and Expenses		
General and administrative	\$ 171,338.00	\$ 19,501.00
Executive compensation	\$ 43,379.32	\$ 2,016.00
Consulting Fees - CFO	\$ 5,785.19	
Depreciation expense		\$ 3,778.00
Total Costs and expenses	\$ 220,502.51	\$ 25,295.00
Other Income and expenses:		
Gain from loan forgiveness		\$ 19,016.00
Interest expense.		\$ (140.00)
Total other income		\$ 18,876.00
Net Loss before provision for income taxes	\$ (220,502.51)	\$ (6,359.00)
Income Tax Expense		
Net loss	\$ (220,502.51)	\$ (6,359.00)
Net loss per common share - basic	\$ -	\$ -
Net loss per common share - diluted	\$ -	\$ -
Weighted average number of common shares. outstanding - Basic	7,554,935	4,616,311
Weighted average number of common shares. outstanding - Diluted	7,554,935	4,616,311

NOVATECH ENTERPRISE, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Twelve Months	Twelve Months
	Jan - Dec 2023	Jan - Dec 2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (220,502.51)	\$ (6,359.00)
Adjustments to reconcile Net Income to Net Cash provided by operations:		
Stock based compensation	\$ -	\$ -
Depreciation and amortization	\$ -	\$ 3,778.00
Gain from forgiveness of debt		\$ (19,016.00)
Changes in Operating assets and liabilities:		
Increase in accounts receivable		\$ 60.00
Decrease in inventory	\$ (3,335.30)	\$ -
Increase in security deposit	\$ -	\$ 139.00
Decrease in Accounts payable		\$ 22,747.00
Decrease in due to officer	\$ (74,937.00)	\$ -
Net cash used in operating activities	\$ (298,774.81)	\$ 1,349.00
CASH FLOWS FROM INVESTING ACTIVITIES		
Asset (balance for previous year)	\$ -	
Net Cash provided by (used in) investing activities	\$ - CASH	
FLOW FROM FINANCING ACTIVITIES		
Common Stock, Par Value	\$ 198.67	
Proceeds from the sale of common stock	\$ 299,850.00	\$ -
Retained Earnings (previous years balance)	\$ -	
Net Cash provided by (used in) investing activities	\$ 300,048.67	\$ -
NET CHANGE IN CASH - Net cash increase for period	\$ 1,273.86	\$ 1,349.00
CASH AT BEGINNING OF PERIOD	\$ 51,989.00	\$ 50,640.00
CASH AT END OF PERIOD	\$ 53,262.86	\$ 51,989.00

The accompanying notes are an integral part of these unaudited condensed financial statements.

NOVATECH ENTERPRISES, INC.
STATEMENT OF STOCKHOLDER'S EQUITY FOR THE TWELVE MONTHS
ENDED DECEMBER 31, 2023 (UNAUDITED)

	Preferred Stock Series B		Preferred Stock Serie C		Common Stock		Additional Paid in Capital	Accumulated Deficit	Total Stockholder's Equity
	Convertible		Convertible		Shares	Value			
	Shares	Value	Shares	Value	Shares	Value			
Balance, December 31, 2022	100,000	\$ 10.00		\$	4,616,311	\$ 462	\$ 2,307,613	\$ (2,305,451)	\$ 2,634
Net loss for the period								\$ 4,289	
Balance, March 31, 2023	100,000	\$ 10.00		\$	4,616,311	\$ 462.00	\$ 2,307,613	\$ (2,301,162)	\$ 6,923
Exchanged Stock Series B to Series C	-	\$		\$		\$	\$		
	100,000	(10.00)	100,000.00	10.00	1,938,624	193	243,638		
Net loss for the period								\$ (182,412)	
Balance, June 30, 2023		\$	100,000	\$ 10.00	6,554,935	\$ 655.00	\$ 2,551,251	\$ (2,483,574)	\$ 68,342
Net loss for the period								\$ -	
Balance, September 30, 2023		\$	100,000	\$ 10.00	6,804,935	\$ 655.00	\$ 2,551,251	\$ (2,483,574.00)	\$ 68,342
Additional Paid in Capital Par Value 0.0001					750000	6	56218		
Net loss for the period								\$ (42,380)	
Balance, December 31, 2023			100,000	\$ 10.00	7,554,935	\$ 661.00	\$ 2,607,463	\$ (2,525,953.51)	\$ 82,180

Nova Tech Enterprises, Inc.
Notes to the Financial Statements
December 31, 2023
(Unaudited)

NOTE 1 — ORGANIZATION

Organization

Nova Tech Enterprises Inc. (the "Company") was organized in the state of Nevada as Boulder Creek Explorations, Inc. on June 7, 2004. Boulder Creek Explorations, Inc. continued to make filings with the Securities and Exchange Commission until approximately November 3, 2006. As CanAm Uranium Corp., the company continued to make filings until November 18, 2009. On February 3, 2009, the company was no longer required to file reports with the Securities and Exchange Commission (by operation of an SEC 15-12G filing).

In April of 2014, the Company began several transitional phases. The first of these was to transition from prior ownership controlling the corporation; the second was to transition to new management; and the third was to change the focus of the business to beverages.

In March of 2018, the company focused on creating healthy beverages formulated to improve overall wellness for people seeking healthier lifestyles with new Natural Alkaline Water with stable high PH 9-10. The first brand was ALKAKRISP.

The Company has established a fiscal year end of December 31.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statement presented in this report is for Nova Tech Enterprises, Inc. As of December 31, 2014, the controlling shareholders approved a Quasi-Reorganization pursuant to ARB 43 and the accompanying financial statements presented reflect the retroactive effects of the Quasi- Reorganization.

The Company maintains its accounting records on an accrual basis in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP").

The financial statement presents the Balance Sheet, Statements of Operations, Shareholders' Deficit and Cash Flows of the Company. These financial statements are presented in United States dollars. The accompanying audited financial statement has been prepared in accordance with U.S. GAAP. All adjustments which are, in the opinion of management, necessary for a fair presentation of the results of operations for the interim periods have been made and are of a recurring nature unless otherwise disclosed herein.

Use of Estimates

The preparation of consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant estimates relate to revenue recognition and contingencies. The Company bases its estimates on historical experience, known or expected trends, and various other assumptions that are believed to be reasonable given the quality of information available as of the date of these financial statements. The results of these assumptions provide the basis for making estimates about the carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates.

Going Concern

The financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred losses since its inception, resulting in an accumulated deficit of \$2,436,674.63 as of December 31, 2023 and further losses are anticipated in the development of its business. Accordingly, there is substantial doubt about the Company's ability to continue as a going concern.

There are no assurances that the Company will be able to either (1) achieve a level of revenues adequate to generate sufficient cash flow from operations; or (2) obtain additional financing through either private placement, public offerings and/or debt financing necessary to support its working capital requirements. To the extent that funds generated from operations and any private placements, public offerings and/or debt financing are insufficient, the Company will have to raise additional working capital. No assurance can be given that additional financing will be available, or if available, will be on terms acceptable to the Company. If adequate working capital is not available to the Company, it may be required to curtail or cease its operations.

Due to uncertainties related to these matters, there exists a substantial doubt about the ability of the Company to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments related to the recoverability or classification of asset-carrying amounts or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern.

Cash and Equivalents

The Company considers all highly liquid investments with a maturity of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents consist of cash on deposit with banks and money market funds, the fair value of which approximates cost. The Company maintains its cash balances with a high-credit-quality financial institution. At times, such cash may be more than the Federal Deposit Insurance Corporation-insured limit of \$250,000. The Company has not experienced any losses in such accounts, and management believes the Company is not exposed to any significant credit risk on its cash and cash equivalents.

Accounts Receivable

The Company provides an allowance for doubtful accounts equal to the estimated uncollectible accounts receivable. The Company's estimate is based on historical collection experience and a review of the status of accounts receivable. It is reasonably possible that the Company's estimate of the allowance for doubtful accounts will change and that losses ultimately incurred could differ materially from the amounts estimated in determining the allowance. The Company had accounts receivable of \$0 and \$12,140 on December 31, 2023, and December 31, 2022, respectively, and has determined that no allowance is necessary.

Inventory

Inventories are stated at cost, not to exceed fair market value. The value of the Company's inventory was \$3,335 as of December 31, 2023.

Property and Equipment

Property and equipment are recorded at cost. Expenditures for major additions and improvements are capitalized, and minor replacements, maintenance, and repairs are charged to expense as incurred. When property and equipment are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is included in the results of operations for the respective period. Depreciation is provided over the estimated useful lives of the related assets using the straight-line method for financial statement purposes.

Description	Estimated Life
Furniture & Equipment	7 years
Computer Equipment	3 years

Lease Commitments

The Company has no lease commitments.

Fair Value of Financial Instruments

FASB ASC 820 "Fair Value Measurements and Disclosures" ("ASC 820") defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use

of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are either directly or indirectly observable.

Level 3 - Unobservable inputs that are supported by little or no market activity, therefore requiring an entity to develop its own assumptions about the assumptions that market participants would use in pricing.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2022, and December 31, 2023. The Company uses the market approach to measure fair value for its Level 1 financial assets and liabilities. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. The respective carrying value of certain balance sheet financial instruments approximates its fair value. These financial instruments include cash, accounts payable, and accrued liabilities. Fair values were estimated to approximate carrying values for these financial instruments since they are short term in nature, and they are receivable or payable on demand.

The estimated fair value of assets and liabilities acquired in business combinations and reporting units and long-lived assets used in the related asset impairment tests utilize inputs classified as Level 3 in the fair value hierarchy.

Income Taxes

The Company has no income tax obligations as of December 31, 2023.

Basic and Diluted Net Income (Loss) Per Share

The Company computes net income (loss) per share in accordance with ASC 260, "Earnings per Share". ASC 260 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common stockholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all diluted potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

Recent Accounting Pronouncements

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

Leases: In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842) and subsequent amendments to the initial guidance: ASU 2017-13, ASU 2018-10, ASU 2018-11, ASU 2018-20, and ASU 2019-01 (collectively, Topic 842). Topic 842 requires companies to generally recognize on the balance sheet operating and financing lease liabilities and corresponding right-of-use assets. The Company early adopted Topic ASC 842 using the effective date of January 1, 2019, as the date of our initial application of the standard. The Company used the new transition election to not restate comparative periods and elected the package of practical expedients upon adoption, which permits the Company to not reassess under the new standard the Company's prior conclusions about lease identification, lease classification and initial direct costs. Consequently, financial information for the comparative periods will not be updated. Upon adoption, there was no material impact on the financial statements.

Stock Based Compensation: In June 2018, FASB issued ASU No. 2018-07, Compensation — Stock Compensation (Topic 718), Improvements to Nonemployee Share Based Payment Accounting. The amendments in this Update expand the scope of stock compensation to include share-based payment transactions for acquiring goods and services from nonemployees. The guidance in this Update does not apply to transactions involving equity instruments granted to a lender or investor that provides financing to the issuer. The guidance is effective for fiscal years beginning after December 31, 2018, including interim periods within the fiscal year. The Company adopted an effective date of January 1, 2019. Upon adoption, there was no material impact on the financial statements.

The Company follows the guidance contained in ASC 606, "Revenue Recognition." The core principle of ASC 606 is that an entity should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASC 606 outlines the following five-step revenue recognition model (along with other guidance impacted by this standard): (1) identify the contract with the customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate

the transaction price to the performance obligations; (5) recognize revenue when or as the entity satisfies a performance obligation.

Although there are several other new accounting pronouncements issued or proposed by the FASB, which the Company has adopted or will adopt, as applicable, the Company does not believe any of these accounting pronouncements has had or will have a material impact on its financial position or results of operations.

NOTE 3 — CAPITAL STOCK

Series A Preferred Stock

The Company authorized 4,900,000 Series A Preferred Stock at a par value of \$ 0.0001. As of December 31, 2023, there were 0 shares of Series A Preferred Stock issued and outstanding.

Series B Preferred Stock

The Company authorized 100,000 Series B Preferred Stock at a par value of \$ 0.0001. In April, Alexander Hazan exchanged 100,000 shares of Series B Preferred Stock for 100,000 shares of Series C Preferred Stock. As of December 31, 2023, there were 0 shares of Series B Preferred Stock issued and outstanding.

Series C Preferred Stock

On April 13, 2023, the Company created and authorized 100,000 shares of Series C Preferred Stock at a par value of \$0.0001. Each share of Preferred Stock is convertible into one share of the Company's common stock and shall entitle the holder to 1,000 votes on all matters submitted to a vote of the stockholders of the Corporation. Subsequently, Alexander Hazan exchanged 100,000 shares of Series B Preferred Stock for 100,000 shares of Series C Preferred Stock. As of December 31, 2023

Common Stock

The Company authorized 195,000,000 common stock shares at a par value of \$ 0.0001. As of December 31, 2023, and December 31, 2022, there are 7,554,935 and 4,616,311 shares issued and outstanding, respectively.

The Company issued 1,875,000 shares of common stock for cash at a price of \$0.20 per share during the twelve months ended December 31, 2023.

The Company issued 813,624 shares of common stock for services provided to the Company during the twelve months ended December 31, 2023.

We have accounted for stock-based compensation under the provisions of FASB Accounting Standards codification ASC 718-10-55. This statement requires us to record any expense associated with the fair value of stock-based compensation. Determining fair value requires input of highly subjective assumptions, including the expected price volatility. Changes in these assumptions can materially affect the fair value estimate.

NOTE 4 — COMMITMENTS AND CONTINGENCIES

The Company has pre-paid all yearly expenses in advance and has no monthly commitments.

As of December 31, 2023, the Company did not have any known commitments or contingencies.

Legal matter contingencies

The Company believes, based on current knowledge and after consultation with counsel, that it is not currently party to any material pending proceedings, individually or in aggregate, the resolution of which would have a material effect on the Company. Provisions for losses are established in accordance with ASC 450, "Contingencies" when warranted. Once established, such provisions are adjusted when there is more information available or when an event occurs requiring a change.

NOTE 5 — INCOME TAXES

The Company accounts for income taxes under standards issued by the FASB. Under those standards, deferred tax assets and liabilities are recognized for future tax benefits or consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided for significantly deferred tax assets when it is more likely than not that such assets will not be realized through future operations.

No provision for federal income taxes has been recorded due to the Company having no profits from operations in this fiscal period. The actual income tax provisions do not differ from the expected amounts, which is none.

NOTE 6 — RELATED PARTY TRANSACTIONS

Due to Officer

As of December 31, 2023, and December 31, 2022, the Company owes \$0 and \$0, respectively, to Mr. Alexander Hazan, the Company's CEO, for funding of its current operating expenses. The amount owing was unsecured, non-interest bearing.

NOTE 7 — SUBSEQUENT EVENTS

In accordance with ASC 855-10 management has performed an evaluation of subsequent events from December 31, 2023, through the date the financial statements were available to be issued and has determined that there are no items requiring disclosure.