

UAV CORP.

A WYOMING Corporation

Company Headquarters
115 County Road 381
Wewahitchka, FL 35365

Mailing Address
115 County Road 381
Wewahitchka, FL 35365

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Corporate Website: www.uavcorp.net
Corporation Email: brobinson@uavcorp.net
Primary SIC Code: 3721

QUARTERLY REPORT

For the Period Ended: June 30, 2022
(the "Reporting Period")

As of June 30, 2022, the number of shares outstanding of our Stock was:

Common Stock: 55,232,468 shares Preferred Stock: 39,641,354 shares

As of March 31, 2022, the number of shares outstanding of our Stock was:

Common Stock: 16,269,125 shares Preferred Stock: 40,317,430 shares

As of December 31, 2021, the number of shares outstanding of our Stock was:

Common Stock: 15,377,251 shares Preferred Stock: 40,317,430 shares

As of December 31, 2020, the number of shares outstanding of our Stock was:

Common Stock: 5,641,226 shares Preferred Stock: 40,317,430 shares

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:

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

Yes: No:

Cautionary Note Regarding Forward-Looking Information and Factors That May Affect Future Results:

This unaudited report contains forward-looking statements. The Securities and Exchange Commission encourages companies to disclose forward-looking information so that investors can better understand a company's future prospects and make informed investment decisions. This report and other written and oral statements that we make from time to time contain such forward-looking statements that set out anticipated results based on management's plans and assumptions regarding future events or performance. We have tried, wherever possible, to identify such statements by using words such as "anticipate", "estimate", "expect", "project", "intend", "plan", "believe", "will" and similar expressions in connection with any discussion of future operating or financial performance. In particular, these include statements relating to future actions, future performance or results of current and anticipated sales efforts, expenses, the outcome of contingencies, such as legal proceedings and financial results.

We caution that the factors described herein and other factors could cause our actual results of operations and financial condition to differ materially from those expressed in any forward-looking statements we make and that investors should not place undue reliance on any such forward-looking statements. Further, any forward-looking statement speaks only as of the date on which such statement is made and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of anticipated or unanticipated events or circumstances. New factors emerge from time to time and it is not possible for us to predict all of such factors. Further, we cannot assess the impact of each such factor on our results of operations or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

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

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

December 29, 1995 – International Network Marketing Group
 March 1, 2000 – Portalzone.com, Inc.
 June 27, 2000 – Status Wines of Tuscany Inc.
 May 30, 2007 – Mariner's Choice International, Inc.
 September 2016 – Han Tang Technologies, Inc.
 January 11, 2020 – UAV Corp.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive): The Company was incorporated in Wyoming on January 1, 2013 and has an 'active' standing with the state.

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

115 County Road 381
 Wewahitchka, FL 35365

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

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

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

Yes: No:

2) Security Information

Trading symbol:	UMAV	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	56846 R 100	
Par or stated value:	\$0.0001	
Total shares authorized:	2,000,000,000	as of date: June 30, 2022
Total shares outstanding:	55,232,468	as of date: June 30, 2022
Number of shares in the Public Float:	24,944,519	as of date: June 30, 2022
Total number of shareholders of record:	281	as of date: June 30, 2022
<i>All additional class(es) of publicly traded securities (if any):</i>		
Trading symbol:	N/A	
Exact title and class of securities outstanding:	Preferred Stock	
CUSIP:	N/A	
Par or stated value:	\$0.0001	
Total shares authorized:	100,000,000	as of date: June 30, 2022
Total shares outstanding:		
	Series B 19,867,000	as of date: June 30, 2022
	Series C 15,900,000	as of date: June 30, 2022
	Series D 3,874,354	as of date: June 30, 2022

Transfer Agent

Name: Pacific Stock Transfer, 6725 Via Austin Pkwy, Suite 300, Las Vegas, Nevada 89119
Phone: 800-785-7782
Email: info@pacificstocktransfer.com

Is the Transfer Agent registered under the Exchange Act? Yes: No:

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Stock:

Shares Outstanding as of Second Most Recent Fiscal Year End:										
		Date: December 31, 2019								
		Common: 4,782,596								
		Preferred: 6								
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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?	
3/6/2020	Cancellation	(6)	Preferred A	\$ 0.0001	No	Brian Kistler	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	10,000	Preferred B	\$ 0.0001	No	Steven Hiller	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	10,000	Preferred B	\$ 0.0001	No	Kenneth Harris	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	10,000	Preferred B	\$ 0.0001	No	David Gainous	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	17,000	Preferred B	\$ 0.0001	No	Coastal Unmanned Aerial Solutions, LLC (Michael Patrick)	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	5,000	Preferred B	\$ 0.0001	No	Mid-South Capital and Consulting Group, Inc. (Earl Williams)	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	500,000	Preferred B	\$ 0.0001	No	Duco Petroleum, Inc. (David Dugas)	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	500,000	Preferred B	\$ 0.0001	No	Jack Denker	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	5,200,000	Preferred B	\$ 0.0001	No	Crescent Saints Holdings, LLC (William Robinson)	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	10,000,000	Preferred B	\$ 0.0001	No	DCL Invest, LLC (Michael Lawson)	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	1,500,000	Preferred B	\$ 0.0001	No	Damare Trust II (Robert Damare)	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	5,000	Preferred B	\$ 0.0001	No	Costin Aviation, Inc. (Leonard Costin)	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	210,000	Preferred B	\$ 0.0001	No	Costin Development Corporation (Leonard Costin)	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	160,000	Preferred B	\$ 0.0001	No	Thomas Prasil Trust U/A/D 11-26-2003 (Thomas Prasil)	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	80,000	Preferred B	\$ 0.0001	No	John Onstott	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	200,000	Preferred B	\$ 0.0001	No	Goldbrush, Inc. (Anthony Piti)	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	150,000	Preferred B	\$ 0.0001	No	Charles and Nita Adams JTROS	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	1,000,000	Preferred B	\$ 0.0001	No	Ron Kalfon	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	150,000	Preferred B	\$ 0.0001	No	Paisley Holdings LLC (Duyen Phan)	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	160,000	Preferred B	\$ 0.0001	No	Potomac Petroleum Company, Inc. (Sam Daniels)	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	200,000	Preferred C	\$ 0.0001	No	Keith Moskowitz	Change in control	Restricted	4(a)(2)	
1/27/2020	New issuance	200,000	Preferred C	\$ 0.0001	No	Andrew Schonzeit	Change in control	Restricted	4(a)(2)	

1/27/2020	New issuance	7,750,000	Preferred C	\$ 0.0001	No	Alpha Capital Anstalt (Konrad Ackermann and Nicola Feuerstein)	Change in control	Restricted	4(a)(2)
1/27/2020	New issuance	4,050,000	Preferred C	\$ 0.0001	No	Chase Financing Inc. Profit Sharing and 401(k) Plan (Robert Herskowitz)	Change in control	Restricted	4(a)(2)
1/27/2020	New issuance	1,000,000	Preferred C	\$ 0.0001	No	R Herskowitz 2011 Irrevocable Trust (Robert Herskowitz)	Change in control	Restricted	4(a)(2)
1/27/2020	New issuance	2,700,000	Preferred C	\$ 0.0001	No	Robert Herskowitz	Change in control	Restricted	4(a)(2)
1/27/2020	New issuance	1,974,354	Preferred D	\$ 0.5300	No	Alpha Capital Anstalt (Konrad Ackermann and Nicola Feuerstein)	Change in control	Restricted	4(a)(2)
1/27/2020	New issuance	1,600,000	Preferred D	\$ 0.5300	No	Chase Financing Inc. Profit Sharing and 401(k) Plan (Robert Herskowitz)	Change in control	Restricted	4(a)(2)
1/27/2020	New issuance	676,076	Preferred D	\$ 0.5300	No	Osaleta Partners LLC (Steve Hicks)	Change in control	Restricted	4(a)(2)
1/27/2020	New issuance	150,000	Preferred D	\$ 0.5300	No	Brian Kistler	Change in control	Restricted	4(a)(2)
1/27/2020	New issuance	150,000	Preferred D	\$ 0.5300	No	Carpathia LLC (Joe Canouse)	Change in control	Restricted	4(a)(2)
3/17/2020	New issuance	30,000	Common	\$ 0.7000	Yes	Trillium Partners LP (Steve Hicks)	Debt conversion	Restricted	4(a)(2)
4/27/2020	New issuance	209,155	Common	\$ 1.0000	Yes	World Market Ventures, LLC (Chad Curtis)	Debt conversion	Restricted	4(a)(2)
4/29/2020	New issuance	50,000	Common	\$ 0.5100	Yes	Trillium Partners LP (Steve Hicks)	Debt conversion	Restricted	4(a)(2)
6/1/2020	New issuance	68,707	Common	\$ 0.5000	Yes	Trillium Partners LP (Steve Hicks)	Debt conversion	Restricted	4(a)(2)
7/13/2020	New issuance	286,715	Common	\$ 0.3000	Yes	Machiavelli Ltd., LLC (Joseph Canouse)	Debt conversion	Restricted	4(a)(2)
8/20/2020	New issuance	214,053	Common	\$ 0.1210	Yes	Machiavelli Ltd., LLC (Joseph Canouse)	Debt conversion	Restricted	4(a)(2)
1/7/2021	New issuance	547,619	Common	\$ 0.6100	Yes	Machiavelli Ltd., LLC (Joseph Canouse)	Debt conversion	Restricted	4(a)(2)
1/12/2021	New issuance	282,457	Common	\$ 0.3500	Yes	Anvil Financial Management, LLC (Jeffrey Canouse)	Debt conversion	Restricted	4(a)(2)
2/16/2021	New issuance	605,616	Common	\$ 0.2400	Yes	Machiavelli Ltd., LLC (Joseph Canouse)	Debt conversion	Restricted	4(a)(2)
3/31/2021	New issuance	740,536	Common	\$ 0.1457	Yes	Machiavelli Ltd., LLC (Joseph Canouse)	Debt conversion	Restricted	4(a)(2)
7/23/2021	New issuance	166,666	Common	\$ 0.1370	Yes	Quick Capital LLC (Eilon Natan)	Cash	Restricted	4(a)(2)
8/13/2021	New issuance	766,176	Common	\$ 0.1500	Yes	Machiavelli Ltd., LLC (Joseph Canouse)	Debt conversion	Restricted	4(a)(2)
9/7/2021	New issuance	916,081	Common	\$ 0.1340	Yes	Machiavelli Ltd., LLC (Joseph Canouse)	Debt conversion	Restricted	4(a)(2)
9/8/2021	New issuance	480,000	Common	\$ 0.2000	Yes	Quick Capital LLC (Eilon Natan)	Cash	Restricted	4(a)(2)
9/9/2021	New issuance	956,971	Common	\$ 0.1720	Yes	Livingston Asset Management LLC (Stephen Hicks)	Cash	Restricted	4(a)(2)
9/13/2021	New issuance	956,951	Common	\$ 0.1600	Yes	Alpha Capital Anstalt (Konrad Ackermann and Nicola Feuerstein)	Cash	Restricted	4(a)(2)
9/21/2021	New issuance	1,091,725	Common	\$ 0.1600	Yes	Machiavelli Ltd., LLC (Joseph Canouse)	Debt conversion	Restricted	4(a)(2)
10/1/2021	New issuance	850,227	Common	\$ 0.1470	No	Livingston Asset Management LLC (Stephen Hicks)	Cash	Restricted	4(a)(2)
11/18/2021	New issuance	875,000	Common	\$ 0.0750	No	Quick Capital LLC (Eilon Natan)	Cash	Restricted	4(a)(2)
12/17/2021	New issuance	500,000	Common	\$ 0.1000	No	Quick Capital LLC (Eilon Natan)	Cash	Restricted	4(a)(2)
3/9/2022	New issuance	891,874	Common	\$ 0.0757	Yes	Osaleta Partners LLC (Steve Hicks)	Debt conversion	Restricted	4(a)(2)

4/1/2022	New issuance	25,000,000	Common	\$ 0.0900	No	Brian Kistler	Services	Restricted	4(a)(2)
4/18/2022	New issuance	241,712	Common	\$ 0.1283	Yes	Trillium Partners LP (Steve Hicks)	Debt conversion	Restricted	4(a)(2)
4/25/2022	Cancellation	(676,076)	Preferred D	\$ 0.0001	No	Oscaleta Partners LLC (Steve Hicks)	Exchange	-	-
4/25/2022	New issuance	1,442,728	Common	\$ 0.0001	No	Oscaleta Partners LLC (Steve Hicks)	Exchange	Restricted	4(a)(2)
4/28/2022	New issuance	3,500,000	Common	\$ 0.0200	Yes	Quick Capital LLC (Eilon Natan)	Cash	Unrestricted	Reg A
5/9/2022	New issuance	500,000	Common	\$ 0.0200	Yes	David Ashbrook	Cash	Unrestricted	Reg A
5/9/2022	New issuance	2,500,000	Common	\$ 0.0200	Yes	Kyle Coates	Cash	Unrestricted	Reg A
5/9/2022	New issuance	3,150,000	Common	\$ 0.0200	Yes	Trillium Partners LP (Steve Hicks)	Cash	Unrestricted	Reg A
6/2/2022	New issuance	250,000	Common	\$ 0.0200	Yes	Alex Henderson	Cash	Unrestricted	Reg A
6/15/2022	New issuance	155,580	Common	\$ 0.1089	Yes	Livingston Asset Management LLC (Stephen Hicks)	Debt conversion	Restricted	4(a)(2)
6/17/2022	New issuance	1,250,000	Common	\$ 0.0200	Yes	Quick Capital LLC (Eilon Natan)	Cash	Unrestricted	Reg A
6/21/2022	New issuance	973,323	Common	\$ 0.0113	Yes	Livingston Asset Management LLC (Stephen Hicks)	Debt conversion	Restricted	4(a)(2)
Number of shares outstanding as of June 30, 2022									
Common:			55,232,468						
Preferred:			39,641,354						

Warrants:

Warrants Outstanding as of Second Most Recent Fiscal Year End:									
		Date:		December 31, 2019					
		Warrants:		-					
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares for which warrant may be exercised	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the warrants 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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
1/27/2020	New	1,000,000	Warrant	\$ 1.000	No	Alpha Capital Anstalt (Konrad Ackermann and Nicola Feuerstein)	Forbearance agreement	n/a	n/a
1/27/2020	New	500,000	Warrant	\$ 1.000	No	Chase Financing Inc. Profit Sharing and 401 (k) Plan (Robert Herskowitz)	Forbearance agreement	n/a	n/a
1/26/2022	New	111,111	Warrant	\$ 0.500	No	Quick Capital LLC (Eilon Natan)	Debt issuance	n/a	n/a
2/16/2022	New	111,111	Warrant	\$ 0.500	No	Trillium Partners LP (Steve Hicks)	Debt issuance	n/a	n/a
Warrants Outstanding on Date of This Report:									
		Date:		June 30, 2022					
		Warrants		1,722,222					

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

None

B. Debt Securities, Including 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.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

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	Reason for Issuance (e.g. Loan, Services, etc.)
1/27/2020	\$ 1,923,757	\$ 1,923,757	\$ 133,735	5/28/2021	\$0.50 per share of common stock	Alpha Capital Anstalt, (Konrad Ackermann and Nicola Feuerstein)	Loan

3/18/2020	\$ 100,005	\$ 100,005	\$ 41,130	7/20/2020	None	Alpha Capital Anstalt, (Konrad Ackermann and Nicola Feuerstein)	Loan
6/8/2020	\$ 44,000	\$ 44,000	\$ 3,221	6/8/2021	\$1.00 per share of common stock	Alpha Capital Anstalt, (Konrad Ackermann and Nicola Feuerstein)	Loan
9/7/2020	\$ 27,500	\$ 27,500	\$ 1,621	9/7/2021	\$0.50 per share of common stock	Alpha Capital Anstalt, (Konrad Ackermann and Nicola Feuerstein)	Loan
11/19/2020	\$ 16,500	\$ 16,500	\$ 784	11/19/2021	\$0.50 per share of common stock	Alpha Capital Anstalt, (Konrad Ackermann and Nicola Feuerstein)	Loan
1/27/2020	\$ 512,592	\$ 512,592	\$ 83,870	5/28/2021	\$0.50 per share of common stock	Chase Financing, Inc.	Loan
1/27/2020	\$ 56,454	\$ 56,454	\$ 2,669	5/28/2021	\$0.50 per share of common stock	Chase Financing Inc. Profit Sharing and 401(k) Plan (Robert Herskowitz)	Loan
6/8/2020	\$ 11,000	\$ 11,000	\$ 798	6/8/2021	\$0.50 per share of common stock	Chase Financing Inc. Profit Sharing and 401(k) Plan (Robert Herskowitz)	Loan
2/6/2020	\$ 5,000	\$ 5,000	\$ -	2/21/2020	None	Trillium Partners LP (Steve Hicks)	Loan
3/10/2020	\$ 5,000	\$ 20,000	\$ -	6/9/2020	None	Trillium Partners LP (Steve Hicks)	Loan
7/13/2020	\$ -	\$ 33,000	\$ 4,754	8/12/2020	50% of the lowest common stock closing price during the 30 days prior to conversion	Trillium Partners LP (Steve Hicks)	Loan
7/22/2020	\$ 27,500	\$ 27,500	\$ 1,829	7/22/2021	\$0.50 per share of common stock	Trillium Partners LP (Steve Hicks)	Loan
2/16/2022	\$ 55,556	\$ 55,556	\$ -	8/15/2022	None	Trillium Partners LP (Steve Hicks)	Loan
12/17/2019	\$ 8,250	\$ 8,250	\$ 2,093	3/17/2020	None	Coastal Unmanned Aerial Solutions, LLC (Michael Patrick)	Loan
12/17/2019	\$ 5,500	\$ 5,500	\$ 1,396	3/17/2020	None	Costin Development Corporation (Leonard Costin)	Loan
12/19/2019	\$ 5,500	\$ 5,500	\$ 1,375	3/19/2020	None	David Gainous	Loan
1/7/2020	\$ 5,500	\$ 5,500	\$ 1,364	4/7/2020	None	Kenneth Harris	Loan
1/9/2020	\$ 5,500	\$ 5,500	\$ 1,361	7/7/2020	None	Stephen J. Hiller	Loan
1/28/2020	\$ 2,750	\$ 2,750	\$ 666	7/28/2020	None	Mid-South Capital & Consulting Group, LLC (Earl Williams)	Loan
4/23/2017	\$ 75,160	\$ 120,000	\$ 15,153	4/23/2019	50% of the lowest common stock trading price during the 25 days prior to conversion	Machiavelli Ltd., LLC (Joseph Canouse)	Loan
4/23/2017	\$ 29,937	\$ 75,437	\$ 11,148	-	None	Grupo Euro (Terry Ho)	Loan
7/6/2020	\$ 12,500	\$ 12,500	\$ 1,831	1/31/2021	50% of the lowest common stock closing price during the 20 days prior to conversion	Livingston Asset Management LLC (Stephen Hicks)	Loan
5/21/2020	\$ 11,000	\$ 11,000	\$ 1,392	5/21/2021	\$0.50 per share of series B preferred stock	William Ramsey	Loan
6/3/2020	\$ 5,500	\$ 5,500	\$ 685	10/3/2020	\$0.50 per share of common stock	Alex Henderson	Loan
11/6/2021	\$ 10,213	\$ 15,000	\$ 733	12/9/2023	None	Bruce Miller	Loan
1/26/2022	\$ 55,556	\$ 55,556	\$ -	7/25/2022	None	Quick Capital LLC (Eilon Natan)	Loan

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

None

4) Financial Statements

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

- U.S. GAAP
 IFRS

B. The financial statements for this reporting period were prepared by (name of individual):

Name: Doug Williams
Title: Consultant
Relationship to Issuer: Contract Services

INDEX TO FINANCIAL STATEMENTS

- C. Consolidated Balance Sheets as of June 30, 2022 (unaudited) December 31, 2021 (unaudited)
- D. Consolidated Statements of Operations for the Periods Ended June 30, 2022 (unaudited) and 2021 (unaudited)
- E. Consolidated Statements of Stockholders' Deficit for the Periods Ended June 30, 2022 (unaudited) and 2021 (unaudited)
- F. Consolidated Statements of Cash Flows for the Periods Ended June 30, 2022 (unaudited) and 2021 (unaudited)
- G. Notes to the Consolidated Financial Statements (unaudited)
- H. The accompanying financial statements have not been audited

UAV CORP.
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	June 30, 2022	December 31, 2021
Assets		
Current assets		
Cash	\$ 1,893	\$ 40,915
Inventory – supplies and parts	216,532	212,379
Receivables, related party	83,808	83,808
Total current assets	302,233	337,102
Non-current assets		
Property, plant, and equipment, net	670,696	684,358
Total non-current assets	670,696	684,358
Total assets	\$ 972,929	\$ 1,021,460
Liabilities and Stockholders' Equity (Deficit)		
Current liabilities		
Accrued interest payable	\$ 313,608	\$ 205,418
Advances	18,000	-
Accrued expenses	21,370	21,370
Notes payable	291,729	187,356
Convertible notes payable	2,723,463	2,853,693
Derivative liability	181,003	313,473
Total current liabilities	3,549,173	3,581,310
Total liabilities	3,549,173	3,581,310
Commitments and contingencies (Note 4)		
Stockholders' equity (deficit)		
Preferred stock, par value \$.0001 per share, 100,000,000 shares authorized at June 30, 2022 and December 31, 2021, respectively:		
Series A preferred stock, 0 and 0 issued and outstanding at June 30, 2022 and December 31, 2021, respectively	-	-
Series B convertible preferred stock, 19,867,000 issued and outstanding at June 30, 2022 and December 31, 2021, respectively	1,987	1,987
Series C convertible preferred stock, 15,900,000 issued and outstanding at June 30, 2022 and December 31, 2021, respectively	1,590	1,590
Series D convertible preferred stock, 3,874,354 and 4,550,430 issued and outstanding at June 30, 2022 and December 31, 2021, respectively	387	455
Common stock, par value \$.0001 per share, 2,000,000,000 shares authorized; 55,232,468 and 15,377,251 issued and outstanding at June 30, 2022 and December 31, 2021, respectively	5,523	1,538
Additional paid-in capital	5,846,497	3,152,181
Accumulated deficit	(8,432,228)	(5,717,601)
Total stockholders' equity (deficit)	(2,576,244)	(2,559,850)
Total liabilities and stockholders' equity (deficit)	\$ 972,929	\$ 1,021,460

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

UAV CORP.
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	For the three months ended June 30,		For the six months ended June 30,	
	2022	2021	2022	2021
Revenues	\$ -	\$ 282,690	\$ -	\$ 512,480
Cost of revenues	-	118,408	-	180,606
Gross profit	-	164,282	-	331,874
Operating expenses				
Depreciation	6,831	7,456	13,662	14,912
Strategic and financial consulting	64,914	52,556	116,915	97,370
Legal and professional fees	5,000	-	5,000	7,900
Occupancy	25,762	25,698	46,432	48,890
Travel	2,596	7,354	14,160	14,154
Other operating expenses	2,336,426	40,522	2,398,662	79,410
Total operating expenses	2,441,529	133,586	2,594,831	262,636
Loss from operations	(2,441,529)	30,696	(2,594,831)	69,238
Other income and (expense)				
Interest expense, including amortization of debt discount	(83,423)	(57,470)	(148,436)	(120,264)
Change in fair value of derivative liability	(19,690)	(96,195)	28,640	(329,934)
Total other income (expense)	(103,113)	(153,665)	(119,796)	(450,198)
Loss before income taxes	(2,544,642)	(122,969)	(2,714,627)	(380,960)
Income tax expense	-	-	-	-
Net loss	\$ (2,544,642)	\$ (122,969)	\$ (2,714,627)	\$ (380,960)
Loss per share	\$ (0.05)	\$ (0.02)	\$ (0.09)	\$ (0.05)
Weighted average shares outstanding – basic	47,503,065	7,817,454	31,637,308	7,252,067

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

UAV CORP.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
(UNAUDITED)

	Preferred Stock		Common Stock		Additional Paid in Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount			
Balances, December 31, 2020	40,317,430	\$ 4,032	5,641,226	\$ 564	\$ 2,095,348	\$ (4,983,586)	\$ (2,883,642)
Conversion of debt and interest	-	-	2,176,228	218	65,787	-	66,005
Reduction of derivative liability from conversion of debt	-	-	-	-	271,253	-	271,253
Net loss	-	-	-	-	-	(257,991)	(257,991)
Balances, March 31, 2021	40,317,430	\$ 4,032	7,817,454	\$ 782	\$ 2,432,388	\$ (5,241,577)	\$ (2,804,375)
Net loss	-	-	-	-	-	(122,969)	(122,969)
Balances, June 30, 2021	40,317,430	\$ 4,032	7,817,454	\$ 782	\$ 2,432,388	\$ (5,364,546)	\$ (2,927,344)
Balances, December 31, 2021	40,317,430	\$ 4,032	15,377,251	\$ 1,538	\$ 3,152,181	\$ (5,717,601)	\$ (2,559,850)
Conversion of debt and interest	-	-	891,874	89	67,408	-	67,497
Net loss	-	-	-	-	-	(169,985)	(169,985)
Balances, March 31, 2022	40,317,430	\$ 4,032	16,269,125	\$ 1,627	\$ 3,219,589	\$ (5,887,586)	\$ (2,662,338)
Shares issued for cash	-	-	11,150,000	1,115	216,885	-	218,000
Shares issued for conversion of debt	-	-	1,370,615	137	58,769	-	58,906
Reduction of derivative from settlements	-	-	-	-	103,830	-	103,830
Shares issued for conversion of Preferred D	(676,076)	(68)	1,442,728	144	(76)	-	-
Shares issued for services	-	-	25,000,000	2,500	2,247,500	-	2,250,000
Net loss	-	-	-	-	-	(2,544,642)	(2,544,642)
Balances, June 30, 2022	39,641,354	\$ 3,964	55,232,468	\$ 5,523	\$ 5,846,497	\$ (8,432,228)	\$ (2,576,244)

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

UAV CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the six months ended June 30,	
	2022	2021
OPERATING ACTIVITIES		
Net loss	\$ (2,714,627)	\$ (380,960)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation	13,662	14,912
Amortization of debt discount	11,073	8,071
Stock based compensation	2,250,000	-
Change in fair value of derivative liability	(28,640)	329,934
Changes in operating assets and liabilities:		
Inventory	(4,153)	(32,785)
Accrued interest payable	137,363	112,193
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	<u>(335,322)</u>	<u>51,365</u>
INVESTING ACTIVITIES		
NET CASH PROVIDED BY INVESTING ACTIVITIES	<u>-</u>	<u>-</u>
FINANCING ACTIVITIES		
Proceeds from sale of common stock	218,000	-
Related party advances, net	18,000	(26,596)
Proceeds from issuance of notes payable	97,500	-
Repayments of convertible notes payable	(4,200)	-
Repayments of notes payable	(33,000)	-
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	<u>296,300</u>	<u>(26,596)</u>
NET INCREASE IN CASH	\$ (39,022)	\$ 24,769
CASH, BEGINNING OF PERIOD	40,915	58,579
CASH, END OF PERIOD	<u>\$ 1,893</u>	<u>\$ 83,348</u>
CASH PAID FOR INCOME TAXES	\$ -	\$ -
CASH PAID FOR INTEREST	\$ -	\$ -
SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES		
Original issuance discount on debt	\$ 13,612	\$ -
Common stock issued for convertible notes payable and interest	\$ 126,403	\$ 66,005
Reduction of derivative liability from conversion of debt	\$ 103,830	\$ 271,253

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

NOTE 1 – ORGANIZATION AND BASIS OF PRESENTATION

UAV Corp. (“UAV” or the “Company” or, for transactions occurring before the name change, “HTTI”) was incorporated under the laws of State of Wyoming in January 2013. Prior to January 2021, the Company was known as Han Tang Technologies, Inc. (“HTTI”).

On January 27, 2020, HTTI entered into a Securities Exchange Agreement (the “Agreement”) with R Squared Technologies, Inc. (“R Squared”), pursuant to which HTTI was to acquire all of the issued and outstanding shares and assets of R Squared. R Squared assets consist primarily of all of the issued and outstanding shares of capital stock of Skyborne Technology, Inc. (“Skyborne”) and certain real property located in Gulf County, Florida (the “Assets”). The Agreement was consummated and, in accordance with the terms of the Agreement, exchanges and issuances of HTTI stock were made.

As a result of the controlling financial interest of the former stockholders of R Squared, for financial statement reporting purposes, the acquisition has been treated as a reverse acquisition with R Squared deemed the accounting acquirer and HTTI deemed the accounting acquiree under the acquisition method of accounting.

The reverse acquisition is deemed a capital transaction and the net assets of R Squared (the accounting acquirer), and its wholly owned subsidiaries, are carried forward to HTTI (the legal acquirer and the reporting entity) at their carrying value before the acquisition. The acquisition process utilizes the capital structure of HTTI and the assets and liabilities of R Squared which are recorded at their historical cost.

R Squared is a Delaware corporation incorporated June 22, 2017. R Squared engaged Patriot Government Services, LLC (“Patriot”), a Service-Disabled Veteran Owned Small Business Concern (“SDVOSB”), to develop the Sentinel Mobile Communication Center. R Squared purchased the technology including the R Squared Sentinel logo and name.

The R Squared Sentinel (the “Sentinel”) is a portable, battery-powered, Internet Protocol (“IP”) data and voice system that features Wi-Fi, Long Term Evolution (“LTE”) and Broadband Global Area Network (“BGAN”), options serving the needs of local, state, and federal government agencies as well as the commercial market place. The Sentinel establishes a communication network between wired and Wi-Fi enabled devices within a secure network. It can be used for both defense and emergency management applications. The Sentinel may serve as an immediate command and control network and may provide a communication solution in response to a variety of adverse circumstances, including severe weather, natural disaster, power outages or even a hostile attack.

On October 29, 2019, R Squared completed an acquisition of 100% of the issued and outstanding capital stock of Skyborne Technology, Inc. (“Skyborne”), a privately-owned company, and its wholly owned subsidiaries Skyborne South America LLC, Skyborne Central America LLC, and Skyborne Technology Investment Properties Inc. Skyborne is a developer, manufacturer and integrator of next generation manned and automated first responder communication, unmanned airship and drone aviation systems and owns and operates Costin Airport in Gulf County, FL for flight operations, manufacturing and unmanned aircraft systems training.

On April 9, 2020, the Company filed an application to change its name to UAV Corp. During January 2021, the Company completed the necessary requirements mandated by FINRA and the OTC and began trading under the symbol UMAV.

Basis of Presentation and Going Concern

The Company prepares its consolidated financial statements in conformity with generally accepted accounting principles in the United States of America. These principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management believes that these estimates are reasonable and have been discussed with the Board of Directors; however, actual results could differ from those estimates. The operating results of the above listed wholly owned subsidiaries were consolidated with the consolidated financial statements of the Company. All significant intercompany accounts and transactions have been eliminated in consolidation.

The Company has incurred losses since inception and requires additional funds for future operating activities. The Company’s selling activity has not reached a level of revenue sufficient to fund its operating activities. These factors create an uncertainty as to how the Company will fund its operations and maintain sufficient cash flow to operate as a going concern. The combination of these factors, among others, raise substantial doubt about the Company’s ability to continue as a going concern. Management’s plans in response to these factors include the issuances of debt and common stock in exchange for cash and several out of country contracts currently in the final stages of negotiations. There are no guarantees that any of the contracts will close; however, if any of the contracts currently under negotiations do, we expect that the Company will be able to continue as a going concern.

The Company’s ability to meet its cash requirements in the next year is dependent upon obtaining additional financing. If this is not achieved, the Company will be unable to obtain sufficient cash flow to fund its operations and obligations, and as a result there is substantial doubt the Company will be able to continue as a going concern. The accompanying consolidated financial statements have been prepared on a going concern basis, and accordingly, do not include any adjustments relating to the recoverability and classification of recorded asset amounts; nor do they include adjustments to the amounts and classification of liabilities that might be necessary should the Company be unable to continue operations or be required to sell its assets.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could materially differ from those estimates. Significant estimates of the Company include accounting for depreciation and amortization, accruals and contingencies, the fair value of Company common stock and the estimated fair value of warrants.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments and other short-term investments with maturity of three months or less, when purchased, to be cash equivalents. There were no cash equivalents as of June 30, 2022, and December 31, 2021.

The Company maintains cash balances at two financial institutions. Accounts at these institutions are insured by the Federal Deposit Insurance Corporation (“FDIC”) up to \$250,000. As of June 30, 2022, the Company’s cash balances did not exceed FDIC coverage.

Inventory

Inventories are stated at the lower of cost (average cost) or market (net realizable value). Cost includes materials related to the purchase and production of inventories. Management regularly reviews inventory quantities on hand, future purchase commitments with our suppliers, and the estimated utility of the Company’s inventory. If management’s review indicates a reduction in utility below carrying value, the Company reduces inventory to a new cost basis through a charge to cost of revenue.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Maintenance and repairs are charged to operations as incurred. Depreciation and amortization are based on the straight-line method over the estimated useful lives of the related assets. When assets are retired or otherwise disposed of, the cost and accumulated depreciation and amortization are removed from the accounts, and any resulting gain or loss is reflected in operations in the period realized.

Depreciation is computed on the straight-line method net of salvage value with useful lives as follows:

Airship materials and equipment	5 years
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Impairment of Long-Lived Assets

The Company reviews its long-lived assets on a periodic basis, whenever events and changes in circumstances have occurred which may indicate a possible impairment. The assessment for potential impairment will be based primarily on the Company’s ability to recover the carrying value of its long-lived assets from expected future cash flows from its operations on an undiscounted basis. If such assets are determined to be impaired, the impairment recognized is the amount by which the carrying value of the assets exceeds the fair value of the assets. Fixed assets to be disposed of by sale will be carried at the lower of the then current carrying value or fair value less estimated costs to sell. During the periods ended June 30, 2022 and 2021, we recorded no impairment expenses.

Revenue Recognition

The Company recognizes revenues under Accounting Standards Codification (“ASC”) Topic 606, *Revenue from Contracts with Customers* (“ASC 606”). The core principle of ASC 606 requires that the entity recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. ASC 606 defines a five-step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than required under U.S. GAAP including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. The Company had no remaining performance obligations as of June 30, 2022 and 2021.

Fair Value of Financial Instruments

In accordance with the reporting requirements of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 825, *Financial Instruments*, the Company calculates the fair value of its assets and liabilities which qualify as financial instruments under this standard and includes this additional information in the notes to the financial statements when the fair value is different than the carrying value of those financial instruments. The Company does not have assets or liabilities measured at fair value on a recurring basis except its derivative liability.

Consequently, the Company did not have any fair value adjustments for assets and liabilities measured at fair value at the balance sheet dates, nor gains or losses reported in the statements of operations that are attributable to the change in unrealized gains or losses relating to those assets and liabilities still held during the periods ended June 30, 2022 and 2021, except as disclosed.

Debt Issuance Costs

Costs incurred in connection with the Company’s debt issuances are capitalized and amortized as interest expense over the scheduled maturity period using the effective interest method. Unamortized costs are presented as a direct deduction from the carrying value of the debt in the accompanying balance sheets.

Fair Value Measurement

ASC Topic 820, *Fair Value Measurements*, provides a comprehensive framework for measuring fair value and expands disclosures which are required about fair value measurements. Specifically, ASC 820 sets forth a definition of fair value and establishes a hierarchy prioritizing the inputs to valuation techniques, giving the highest priority to quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable value inputs. ASC 820 defines the hierarchy as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reported date. The types of assets and liabilities included in Level 1 are highly liquid and actively traded instruments with quoted prices, such as equities listed on the New York Stock Exchange.

Level 2 – Pricing inputs are other than quoted prices in active markets but are either directly or indirectly observable as of the reported date. The types of assets and liabilities in Level 2 are typically either comparable to actively traded securities or contracts or priced with models using highly observable inputs.

Level 3 – Significant inputs to pricing that are unobservable as of the reporting date. The types of assets and liabilities included in Level 3 are those with inputs requiring significant management judgment or estimation, such as complex and subjective models and forecasts used to determine the fair value.

The following tables present the Company's assets and liabilities that were measured and recognized at fair value as of June 30, 2022 and December 31, 2021:

	June 30, 2022			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Derivative liability	-	-	181,003	181,003
	December 31, 2021			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Derivative liability	-	-	313,473	313,473

A reconciliation of the changes in the Company's Level 3 derivative liability at fair value is as follows:

Balance at December 31, 2021	\$ 313,473
Settlement of underlying debt	(103,830)
Change in fair value of the liability	(28,640)
Balance at June 30, 2022	<u>\$ 181,003</u>

From time to time, the Company enters into convertible promissory note agreements. These notes are convertible at a fraction of the stock closing price near the conversion date. Additionally, the conversion price, as well as other terms including interest rates, adjust if any future financings have more favorable terms. The conversion features of these notes meet the definition of a derivative which therefore requires bifurcation and are accounted for as a derivative liability.

The Company estimates the fair value of the conversion feature derivatives embedded in the convertible promissory notes based on assumptions used in the Cox-Ross-Rubinstein binomial pricing model.

At December 31, 2021, the fair value of the derivative liabilities of convertible notes was estimated using the following weighted-average inputs: the December 31, 2021, closing price of the Company's common stock of \$0.10, a risk-free interest rate of 0.19%, a dividend rate of 0%, expected volatility of the Company's common stock of approximately 292%, various estimated exercise strike prices based on the terms of the respective notes, and terms of approximately 180 days.

At June 30, 2022, the fair value of the derivative liabilities of convertible notes was estimated using the following weighted-average inputs: the June 30, 2022, closing price of the Company's common stock of \$0.0339, a risk-free interest rate of 2.80%, a dividend rate of 0%, expected volatility of the Company's common stock of approximately 190%, various estimated exercise strike prices based on the terms of the respective notes, and terms of approximately 180 days.

Research and development costs

The Company accounts for its research and development costs in accordance with ASC Topic 730, *Research and Development* ("ASC 730"). The costs of materials and equipment or facilities that are acquired or constructed for research and development activities and that have alternative future uses (in research and development projects or otherwise) shall be capitalized as tangible assets when acquired or constructed.

Income Taxes

The Company accounts for income taxes under ASC Topic 740, *Income Taxes*. Deferred income tax assets and liabilities are determined based upon differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is provided when it is more likely than not that a deferred tax asset will not be realized. At December 31, 2021, the entire deferred tax asset, which arises primarily from our net operating losses, has been fully reserved because management has determined that it is not “more likely than not” that the net operating loss carry forwards would be realized in the future.

The Company accounts for uncertainty in income taxes using a recognition threshold of more-likely-than-not to be sustained upon examination by the appropriate taxing authority. Measurement of the tax uncertainty occurs if the recognition threshold is met. The Company does not believe it has any uncertain tax positions deemed material as of December 31, 2021. The Company is subject to U.S. federal and state income tax examinations by tax authorities for all periods since inception. The Company’s practice is to recognize interest and/or penalties related to income tax matters in income tax expense. As of June 30, 2022 and December 31, 2021 no interest or penalties have been accrued and no federal or state tax examinations are in progress.

Share Based Compensation

In accordance with ASC Topic 718, *Compensation – Stock Compensation* (“ASC 718”), the Company measures the compensation costs of stock-based compensation arrangements based on the grant date fair value of granted instruments and recognizes the costs in the financial statements over the period during which such awards vest. Stock-based compensation arrangements include stock options and restricted stock awards.

Equity instruments (“instruments”) issued to non-employees are recorded on the basis of the fair value of the instruments, as required by ASC 718. ASC Topic 505, *Equity Based Payments to Non-Employees* (“ASC 505”), defines the measurement date and recognition period for such instruments. In general, the measurement date is (a) when a performance commitment, as defined, is reached or (b) when the earlier of (i) the non-employee performance is complete and (ii) the instruments are vested. The measured fair value related to the instruments is recognized over a period based on the facts and circumstances of each particular grant as defined in ASC 505.

Recent Accounting Pronouncements

There have been no other recently issued accounting pronouncements that have had or are expected to have a material impact on the Company’s financial statements.

Subsequent Events

In accordance with ASC Topic 855, *Subsequent Events*, the Company evaluated subsequent events after the balance sheet date and through the date the consolidated financial statements were available to be issued.

(Loss) Income Per Share of Common Stock

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

The Company had total potential additional dilutive securities outstanding at June 30, 2022 and December 31, 2021, as follows.

	<u>June 30, 2022</u>	<u>December 31, 2021</u>
Convertible debt	12,468,939	9,141,156
Warrants	1,722,222	1,500,000
Total	<u>14,191,161</u>	<u>10,641,156</u>

NOTE 3 – DEBT

A summary of the Company’s debt at June 30, 2022 and December 31, 2021, by counterparty, is as follows:

Origination	Maturity	Convertible	Common Shares if Converted	Interest Rate	Balance	
					6/30/2022	12/31/2021
Noteholder 1						
1/27/2020	5/28/2021	Yes	3,847,514	6%	\$ 1,923,757	\$ 1,923,757
3/18/2020	7/20/2020	No	-	18%	100,005	100,005
6/8/2020	6/8/2021	Yes	44,000	6%	44,000	44,000
9/7/2020	9/7/2021	Yes	55,000	6%	27,500	27,500
11/19/2020	11/19/2021	Yes	33,000	6%	16,500	16,500
Noteholder 2						
1/27/2020	5/28/2021	Yes	1,025,184	10%	512,592	512,592
Noteholder 3						
1/27/2020	5/28/2021	Yes	112,908	6%	56,454	56,454
6/8/2020	6/8/2021	Yes	22,000	6%	11,000	11,000
Noteholder 4						
1/27/2020	5/28/2021	Yes	-	6%	-	58,459
Noteholder 5						
1/27/2020	5/28/2021	Yes	-	6%	-	17,771
2/6/2020	2/21/2020	No	-	0%	5,000	5,000
3/10/2020	6/9/2020	No	-	0%	5,000	5,000
7/13/2020	8/12/2020	Yes	-	10%	-	33,000
7/22/2020	7/22/2021	Yes	55,000	6%	27,500	27,500
2/16/2022	8/15/2022	No	-	0%	55,556	-
Noteholder 6						
12/17/2019	3/17/2020	No	-	10%	8,250	8,250
Noteholder 7						
12/17/2019	3/17/2020	No	-	10%	5,500	5,500
Noteholder 8						
12/19/2019	3/19/2020	No	-	10%	5,500	5,500
Noteholder 9						
1/7/2020	4/7/2020	No	-	10%	5,500	5,500
Noteholder 10						
1/9/2020	7/7/2020	No	-	10%	5,500	5,500
Noteholder 11						
1/28/2020	7/28/2020	No	-	10%	2,750	2,750
Noteholder 12						
4/23/2017	4/23/2019	Yes	6,263,333	24%	75,160	75,160
Noteholder 13						
4/23/2017	-	No	-	3%	29,937	29,937
Noteholder 14						
5/1/2020	12/31/2020	Yes	-	10%	-	10,000
6/8/2020	6/8/2021	Yes	-	6%	-	11,000
7/6/2020	1/31/2021	Yes	1,000,000	10%	12,500	12,500
Noteholder 15						
6/3/2020	10/3/2020	Yes	11,000	6%	5,500	5,500
Noteholder 16						
5/21/2020	5/21/2021	Yes	-	6%	11,000	11,000
Noteholder 17						
11/16/2021	12/9/2023	No	-	12%	10,213	14,414
Noteholder 18						
1/26/2022	7/25/2022	No	-	0%	55,556	-
			12,468,939		3,017,730	3,041,049
Less unamortized discount					(2,539)	-
					\$ 3,015,191	\$ 3,041,049

The future maturities of the Company’s debt as of June 30, 2022, are as follows:

December 31,	Amount
2022	\$ 3,007,517
2023	10,213
	\$ 3,017,730

NOTE 4 – COMMITMENTS AND CONTINGENCIES

From time to time, the Company may be involved in litigation in the ordinary course of business. The Company is not currently involved in any litigation that we believe could have a material adverse effect on its financial condition or results of operations.

Contracts and Commitments

The Company leases operating facilities in Wewahitchka, Florida for approximately \$2,350 per month. The lease can be renewed annually, though the Company has not determined that the lease will continue to be renewed. Accordingly, no right-of-use asset or lease liability under ASC 842 have been recorded for this lease.

NOTE 5 – SHAREHOLDERS' DEFICIT

Authorized Capital

The Company's authorized capital stock consists of 2,000,000,000 shares of \$0.0001 par value per share common stock and 100,000,000 shares of \$0.0001 par value per share preferred stock.

Common stock

The Company has one class of common stock authorized. Each share of common stock is entitled to one vote. At June 30, 2022 and December 31, 2021, there were 55,232,468 shares and 15,377,251 shares issued and outstanding, respectively.

Preferred stock

The Company has four classes of preferred stock authorized. At June 30, 2022 and December 31, 2021, there were no shares of Series A Convertible Preferred Stock issued and outstanding. In connection with the HTTI the reverse merger, the President of HTTI surrendered Series A Convertible Preferred Stock and HTTI issued shares of Series B, Series C, and Series D Convertible Preferred Stock.

Warrants

Effective December 31, 2018, R Squared issued to two existing investors each a stock warrant in connection with a forbearance agreement entered into at that time with the investors. The warrants are convertible into 1,500,000 shares of common stock at a fixed conversion price of \$1.50 for a period of 4 years. During January 2020, the warrants were exchanged as part of a reverse merger.

During January and February 2022, the Company issued warrants in connection with notes payable. The warrants are convertible into 222,222 shares of common stock at a fixed conversion price of \$0.50 for a period of 5 years.

Founder's Stock Restriction Agreements

On January 27, 2020, the Company entered into a Founder's Stock Restriction Agreement and Consulting Agreement with the Company's Corporate Operations Officer and Board Director. Under the Founder's Stock Restriction Agreement, 500,000 common shares in R Squared held by the Corporate Operations Officer and Board Director, which were converted into Series B shares as part of the reverse merger, became unvested with shares vesting if performance conditions were met by January 27, 2021, and services under the Consulting Agreement and duties as Corporate Operations Officer and Board Director were performed through January 27, 2021. During January 2021, the shares vested.

On January 27, 2020, the Company entered into a Founder's Stock Restriction Agreement and Consulting Agreement with the Company's Vice President of Sales. Under the Founder's Stock Restriction Agreement, 500,000 common shares in R Squared held by the Vice President of Sales, which were converted into Series B shares as part of the reverse merger, became unvested with shares vesting if performance conditions were met by January 27, 2021, and services under the Consulting Agreement and duties as Vice President of Sales were performed through January 27, 2021. During January 2021, the shares vested.

NOTE 6 – SUBSEQUENT EVENTS

The Company has evaluated subsequent events after the balance sheet date and through the date the consolidated financial statements were available to be issued, noting no subsequent events which require disclosure.

5) Issuer's Business, Products and Services

A. Summary of the issuer's business operations:

We are a manufacturer of a portable, battery-powered, Internet Protocol ("IP") data and voice system marketed under R Squared Sentinel (the "Sentinel"), serving the needs of local, state, and federal government agencies as well as the commercial marketplace. As discussed in greater detail in Part C below, we are in the early stages of developing, manufacturing, marketing and distributing the Sentinel.

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference.

R Squared Technologies, Inc. is a Delaware corporation incorporated June 22, 2017. R Squared engaged Patriot Government Services, LLC ("Patriot"), a Service-Disabled Veteran Owned Small Business Concern ("SDVOSB"), to develop the Sentinel Mobile Communication Center. R Squared purchased the technology including the R Squared Sentinel logo and name.

Skyborne Technology, Inc. ("Skyborne") and its wholly owned subsidiaries Skyborne South America LLC, Skyborne Central America LLC, and Skyborne Technology Investment Properties Inc. is a developer, manufacturer and integrator of next generation manned and automated first responder communication, unmanned airship and drone aviation systems and owns and operates Costin Airport in Gulf County, FL for flight operations, manufacturing and unmanned aircraft systems training.

C. Describe the issuers' principal products or services, and their markets

We are currently a developmental stage company with limited operations to date.

We engaged Patriot Government Services, LLC ("PATRIOT")—a Service-Disabled Veteran Owned Small Business Concern (SDVOSB) to develop the Sentinel Mobile Communication Center. R Squared purchased the technology including the R Squared Sentinel Logo and name.

The R² SENTINEL ("SENTINEL") is a portable, battery-powered, Internet Protocol (IP) data and voice system that features Wi-Fi, Long Term Evolution (LTE) and Broadband Global Area Network (BGAN), options serving the needs of local, state, and federal government agencies as well as the commercial market place.

THE INDUSTRY

The need for enhanced portable communication devices:

Enhanced communications continue to be of vital importance for effective response to disasters. Lack of communications directly contributes to low levels of situational awareness for both high-level commanders and emergency responders in the field. When all lines of communication are down, effective response to disaster is greatly diminished. Establishing and maintaining direct lines of communication between decision makers, formal and informal responders, government officials, and the public is a primary objective in any emergency planning or response scenario.

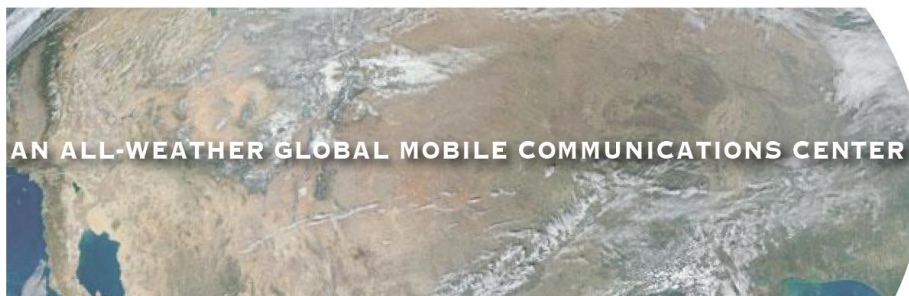
While standing Emergency Operation Centers (EOCs) serve as the central command and control mode during disasters, there are drawbacks in tying decision-making processes to a fixed location at a distance from the incident scene. Poor communications with incident responders decrease the situational awareness of the command staff while unfamiliarity with the on-scene situation leads to poor decision-making.

Further, EOC's are subject to the same risks as other homes and buildings during a natural disaster. For example, many EOC's along the Gulf Coast were destroyed after Hurricane Katrina leaving emergency responders and government leaders with no ability to command local efforts or to guide State and Federal support. In such a situation, the loss of capacity to direct response efforts greatly contributes to breakdowns in effective incident management.

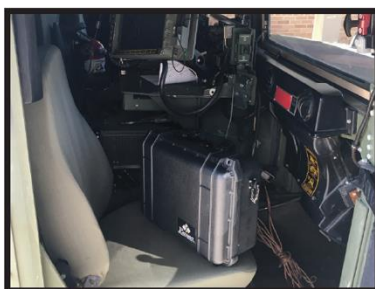
THE SENTINEL

The **SENTINEL** establishes a communication network between wired and Wi-Fi enabled devices within a secure network. It can be used for both defense and emergency management applications. The **SENTINEL** provides an immediate command and control network and provides a communication solution in response to a variety of adverse circumstances, including severe weather, natural disasters, power outages or even a hostile attack.

The **SENTINEL** was conceived in the wake of Hurricane Katrina in New Orleans, the earthquakes in Haiti and Northern Italy, as well as the subsequent horrific flooding events in both Louisiana, North Carolina, Texas and Florida, to address the disastrous breakdown in emergency response communications. All of these events demonstrated the need for mobile communication systems at the local and the first response levels. The inability to communicate in all of these disasters resulted in chaos and the additional loss of life. As a result, the **SENTINEL** was designed and is ready for production. **SENTINEL** was developed to create a "Communication Network" to immediately establish a command-and-control network at the epicenter of a disaster or need.



THE R² SENTINEL IS A WIFI, CELLULAR AND BGAN MOBILE ROUTER IN A HARDENED CASE



SENTINEL—FULL FEATURED PROTOTYPE

The **SENTINEL** technology developed and marketed by a management team focused on becoming the leader in emergency communications and operation support services. With over two decades of combined experience in wireless communications, integration of voice, video, data technologies, and emergency/disaster response program management, our management is positioned to solve technical problems with world-class solutions.

Management recognizes that the telecom sector continues to be at the epicenter for growth and innovation for virtually all industries. Mobile devices and related broadband connectivity continue to be more embedded in the fabric of society today and they are key in driving the momentum around some key trends such as video streaming, Internet of Things (IoT), and mobile payments. Society's dependence on "connected things" continues to grow as mobile and "smart" device utilization and connectivity continues to expand—which will ultimately shape and define the IoT space. Based on the results of our latest Global Mobile Consumer Survey (GMCS), US consumers look at their devices over 8 billion times a day in the aggregate.

As the number of embedded devices that require mobile connectivity grows, so does the dependency on these devices for critical communication and information dissemination. Telecommunications companies must ensure that networks are maintained and available. With increasing budgetary demands, municipalities and government agencies are operating more effectively and efficiently through applications such as connected city utilities, asset monitoring and tracking, and video security/surveillance. We believe this need will create additional demand for the **SENTINEL**. Telecom expansion will be based on alliances and partnerships that can help bring a variety of requisite capabilities and speed up the time-to-market. For example, leveraging existing relationships with municipalities and agencies is a way for management to quickly bring the **SENTINEL** to market. Management intends to leverage existing relationships to expand our business, and do so in a way that is timely and less risky.

THE SENTINEL KEY FEATURES:

7. Configuration-free self-organized network

The **SENTINEL** automatically establishes a communication network between adjacent devices in the wireless network coverage based on the communication-friendly principle of specific network, and requires no configuration or manual intervention.

2. Multi-technology failover

The **SENTINEL** integrates multiple communication technologies into a single unit. This enables the **SENTINEL** to provide superior communication quality under complex environments to ensure real-time communication.

3. Auto-healing and invulnerability performance

To address communication interruptions, maintaining stability, and other special environments, the network's auto-restoration function was developed.

4. Power storage system ensures the communication

The **SENTINEL** comes with the battery-powered system that can transmit the data in real time for up to 10 hours per charge, and is suitable for any natural disaster or crisis. Moreover, additional power sources can be used to increase capacity and to ensure continuous operation.

5. Portability and man portable

The **SENTINEL** system equipment is made of high-precision modules and light industrial material ensuring the equipment is compact, lightweight, and portable.

Manufacturing

Once in production we plan to have exclusive agreements with outside third parties to manufacture the Sentinel under strict protocols.

Technology Developers

We must keep our technology up to date and state of the art. We intend to work with PGS and their engineers to continue the development of the next generation of mobile communication centers.

Sales

The Company intends to implement a three-prong approach to sales.

- Federal:** To facilitate government sales, we leverage the US Small Business Administration's (SBA) Mentor Protégé program by mentoring PATRIOT and leveraging their SDVOSB designation. This will enable us to secure contracts to provide various government entities expedited procurement.
- State/Local:** To facilitate state and local government market penetration we will have well-connected Regional Value-Added Resellers (VARs) to market and sell the product to targeted agencies. These VARs will be commission based as they target state, local and pseudo governmental agencies.
- Commercial:** To facilitate critical infrastructure, transportation, and logistics market penetration we will have VARs to market and sell the product to targeted agencies. These VARs will be commission based as they target specific clients.

Marketing

Our initial marketing plan will focus on federal, state, and local communities. Emergency responders at all level of government including FEMA, DoD, municipal leaders, and local first responders will be our targeted markets. We also believe that other countries will recognize the critical need for the **SENTINEL**. For example, recent natural disasters in Haiti rendered most communication inoperable and isolated various parts of the country.

In order to facilitate securing contracts from these sources, we have established relationships with leader within the various agencies and industrial groups. Such as Federal EMP Taskforce and other meetings to gain a better understanding of the need for emergency communications infrastructure.

Communication Infrastructure

Many times, federal, state, and local communities do not have the financial resources to independently handle emergency communication networks and rely upon disaster relief contractors. We believe that these entities create a unique targeted marketed.

The **SENTINEL** creates a communication network for first responders in emergencies and crisis. There is also growing demand in the private sector. When a natural disaster or terrorist attack hits, private communication networks are critical. Banks, hospitals, schools, marine transport, and other businesses that cannot afford a breakdown in its communication networks are also potential clients.

Competition

We face competition from mid-sized specialized companies to multi-national telecommunication and Internet service providers. Most of these are companies are better capitalized than us. However, we believe that we will be able to compete effectively based on technical expertise, cost savings and enhanced customer service.

The **SENTINEL** targets a specific niche, addressing the space between two distinct segments. The first segment are large system providers, such as Cisco Systems or Honeywell, which connect with the Fire-Control, or Communications Centers within buildings, or hi-end Mobile System providers, such as Oshkosh Frontline Communications, Homeland1 or Cisco, which provide expensive, mobile vehicles, that require extensive outlays, full-time technical support personnel, and disaster environments that allow vehicle access.

The second segment is comprised of lesser-priced competitors, which address specific needs within a communications space, addressing mobile devices that may address needs such as one-on-one communications, local Wi-Fi, or satellite connections from remote locations. Companies in this space are companies such as Ground Control, or Pac star, which make competitive devices, but for more limited applications than the **SENTINEL**.

The **SENTINEL** is unique, in that it addresses the need for an Emergency Communications Center that is Man-Mobile. It can be carried into a Disaster area, with no power or cell service, and within 5 minutes, establish an EMERGENCY COMMAND COMMUNICATIONS CENTER, allowing a communications dome with a 100-meter radius, Wi-Fi, telephony, 5G, and satellite connections allowing communications virtually anywhere in the world.

Government Regulation

The use of the **SENTINEL** may be subject to rules and regulations promulgated by the Federal Communications Commission. We do not believe compliance will result in any significant changes to the **SENTINEL** or incurring significant costs, since commercial-off-the-shelf (COTS) components used in our system are already in compliance.

Research and Development

We have invested close to \$3,000,000 in research and development of the Sentinel communication system, Skyborne's airship and drone programs. This includes the purchase of the Costin Airport in Port St. Joe Florida and further development on its technology maturity, as well as new products to expand into complementary vertical markets subject to securing additional financing.

Properties

Our corporate and operational administrative headquarters have been relocated to our Florida facilities. This is to accommodate the projected growth.

Employees

We have five full-time employees. We anticipate transitioning from consulting agreements to additional full-time employees as demand requires and adequate funds are available. We will continue using independent contractors, consultants, attorneys, and accountants as necessary, to complement services rendered by our officers and directors.

Summary

The marketing plan targets the high probability sale of 100+ systems over a three-year period. Potential additional target markets include the Maritime Services, Critical Infrastructure, Transportation Industry, Telemedicine, and foreign government sales.

Initial plan targets high confidence sales of 100+ devices over a 3-year period, at a distributed sales price of \$25,000 depending on volume of purchase, plus planned technology upgrades increases the growth potential.

We are entering a period of rapid expansion, where organic growth is anticipated to surpass 100% annually. In addition to the organic growth, we anticipate additional growth from the following sources:

- Acquisitions
- Line Extension
- Product upgrades
- New financing options
- Service contracts

R Squared Technologies, Inc. recently acquired Skyborne Technology

R Squared Technology recently acquired Skyborne Technology, Inc. as a 100% wholly owned subsidiary on a stock for stock exchange. (“Skyborne” or the “Company”), is a Florida corporation incorporated in August 23, 2018. Skyborne Technology, Inc., is a developer, manufacturer and integrator of next generation manned and automated first responder communication, unmanned airship and drone aviation systems and owns and operates Costin Airport in Gulf County, FL for flight operations, manufacturing and unmanned aircraft systems training.

The acquisition included these following wholly owned subsidiaries:

- Skyborne South America, LLC
- Skyborne Central America, LLC
- Skyborne Technology Investment Properties, Inc.

Skyborne is an emerging leader in the development and production of helium-filled, lighter-than-air (LTA) airships for advertising, military, communications, cargo, passenger transport, and other applications.

The concept of an airship offers great appeal to military and commercial customers – simple construction, long flight duration, relatively efficient operation versus aircraft, potential for vast size and cargo capacity, and the ability to rise and land vertically.

The company is working on current proposed projects with Central American countries with anticipated start dates in 2021. Airships have undergone surprisingly little evolution, and this makes the proprietary designs of the Company so desirable to government and commercial customers.

The new DATT (Detachable Airship from a Tether Technology) with drone package is EVOLUTIONARY!



- Skyborne Airship technology with a significant research & development investment is based on Intellectual Property and proprietary design covering airship design, reverse-ballonet technology and mooring and hybrid propulsion that provides it with substantial and sustainable competitive advantages for both its Spherical Class and Cylindrical Class designs.
- Our Team has successfully flown 14 of the Cylindrical and Spherical Class Airships to achieve the flight status. The design technology is scalable, thereby allowing continued increase in size and capabilities based on the client's requirement.

NEXT GENERATION AIRSHIPS AND DRONES



- The Dyneema outer envelope fabric is highly puncture resistant (10x stronger than steel)
- Dyneema fibers are also virtually transparent to radar / ideal for military surveillance
- Highly resistant to water, weather and UV rays and is light enough to float
- Lands/takes off similar to a helicopter
- Provided with state-of-the-art airship avionics
- Utilizes Proprietary Reverse – Ballonet Technology & Semi-rigid Structure
- Lands in water
- DATT Technology (Detachable Airship from a Tether) with automated winch system
- Long flight durations
- Cargo capacity 1,000-2000 lbs.
- Rise and land vertically
- Great low speed maneuverability / ground handling
- Loses less helium / more autonomy
- Minimize solar loading and diurnal temperature changes
- Certified and regulated by FAA and local regulatory guidelines
- Manned or Unmanned/Remotely Piloted
- 2 UAS systems for launch and recovery
- Automated winch system

We currently have our commercial/government Disaster Relief DATT Airship model under construction at our Wewahitchka facility.



Specifications:

Model: SA-70
 Diameter: 70 Feet
 Engines: 4- Rotax 912is; option for Hybrid
 Propellers: 4- Air Master reversible/carbon fiber
 Altitude: 0 to 10,000 feet
 Speed: 54 MPH
 Cruising Speed: 20-35 MPH
 Lifting Gas: Helium
 Flight Duration: 8-24 hours
 Drone Package: 2 Quadcopters

6) Issuer's Facilities

Our principal office is located at 115 C.R. 381, Wewahitchka, FL 32465, which we contract for annually. We do not believe we will have difficulty in obtaining additional executive office, industrial manufacturing or commercial logistics space, at competitive prices, if necessary. Skyborne has a 10,000 square foot manufacturing facility and have recently acquired the 44-acre Costin Airport at the Port of St. Joe, Florida. The company plans to build an Airship hanger and to operate its drone division from this location as well.

7) Officers, Directors, and Control Persons

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
William Robinson	Chairman, Officer, Director, 5%+ owner of issuer	Tulsa, Oklahoma	5,200,000	Preferred Series B	26%	Beneficially held
Brian Kistler	Director	Ossian, Indiana	25,000,000/ 150,000	Common/Preferred Series D	45%/4%	
Michael Lawson	Officer, Director, 5%+ owner of issuer	Port St. Joe, Florida	10,000,000	Preferred Series B	50%	Beneficially held
David Dugas	Officer, Director	Lafayette, Louisiana	500,000	Preferred Series B	3%	Beneficially held
Izak On	Director	Tel-Aviv, Israel	-	n/a	0%	

8) Legal/Disciplinary History

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

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

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

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

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

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

None

9) **Third Party Providers**

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

Securities Counsel

Name: William Robinson Eilers, Esq.
Firm: Smith Eilers, PLLC
www.smitheilers.com
Address 1: 149 S. Lexington Ave.
Address 2: Asheville, NC 28801
Phone: 561.484.7172
Email: William@smitheilers.com

Accountant or Auditor

Name: Doug Williams
Firm: Alexander & Williams, LLC
Address 1: 5050 Quorum Dr., Ste 700
Address 2: Dallas, Texas 75254
Phone: 469-987-5000
Email: info@aw-cpa.com
Service provided: Consultant

Investor Relations Consultant

None

10) Issuer Certification

Principal Executive Officer:

I, Michael Lawson, certify that:

1. I have reviewed this quarterly disclosure statement of UAV Corp.;
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.

August 22, 2022

/s/ Michael Lawson [CEO's Signature]

Principal Financial Officer:

I, William Robinson, certify that:

1. I have reviewed this quarterly disclosure statement of UAV Corp.;
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.

August 22, 2022

/s/ William Robinson [Chairman/President/CFO's Signature]