

Real American Capital Corporation

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Annual Report

For the period ending December 31, 2024 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

83,003,527 as of December 31, 2024 *(Current Reporting Period Date)*

83,003,527 as of September 30, 2024 *(Current Reporting Period Date)*

33,656,835 as of December 31, 2023 *(Most Recent Completed Fiscal Year End)*

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

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

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

- a) Hitech Resource Corporation, established in Delaware in Feb. 1999
- b) Name changed to Billy Martin's USA, Inc. in Nov. 2001
- c) Name changed to Real American Brands, Inc. in Jan. 2008
- d) Name changed to Real American Capital Corporation in June 2011

⁴ “Change in Control” shall mean any events resulting in:

(i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

None

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None

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

In January 2024 the Company successfully acquired 100% of the sports and athlete-well-being business model that can be used to establish a mixed martial arts league under the name "M2MMA". The Company has staged two events to date.

Address of the issuer's principal executive office:

13th Floor South Tower, Dubai Science Park, Dubai 416452 United Arab Emirates

Address of the issuer's principal place of business:

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

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

No: ☒ Yes: ☐ If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Securities Transfer Corp.
Phone: 469-633-0101
Email: info@stctransfer.com
Address: 2901 Dallas Pkwy -- Suite 3980, Plano, TX 75093

Publicly Quoted or Traded Securities:

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

Trading symbol:	RLAB	
Exact title and class of securities outstanding:	Common	
CUSIP:	75583Q109	
Par or stated value:	.0001	
Total shares authorized:	500,000,000	<u>as of date: 12/31/2024</u>
Total shares outstanding:	83,003,527	<u>as of date: 12/31/2024</u>
Total number of shareholders of record:	179	<u>as of date: 12/31/2024</u>

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

There are no publicly quoted or traded securities other than the above

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

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of securities outstanding:	<u>Preferred Class A **</u>
CUSIP:	<u>75583Q109</u>
Par or stated value:	<u>.0001</u>
Total shares authorized:	50,000,000 as of date: 12/31/2024
Total shares outstanding:	<u>39,818,000</u> as of date: 12/31/2024
Total number of shareholders of record:	<u>12</u> as of date: 12/31/2024

** Note: RLAB has only one Preferred Class A designation. However, please note RLAB's prior Transfer Agent identified the company's first issuance of Preferred A shares (2,000 shares issued on 9/24/02) as being Preferred "A1" shares. Subsequent issuances of Preferred A shares (19,816,000) were identified by the Transfer Agent as being Preferred "A2" shares, but there is no difference between A1 and A2, as all are considered to be Preferred Class A shares. (On Oct. 4, 2019, a "Certificate of Amendment of Certificate of Designation of Class A Preferred Stock" was filed with Delaware confirming same.) Hence, as of 09/30/24, the total Preferred A shares outstanding are 39,818,000.

Exact title and class of securities outstanding:	<u>Preferred Class C</u>
CUSIP:	<u>75583Q109</u>
Par or stated value:	<u>.0001</u>
Total shares authorized:	5,000,000 as of date: 12/31/2024
Total shares outstanding:	4,925,325 as of date: 12/31/2024
Total number of shareholders of record:	<u>6</u> as of date: 12/31/2024

Exact title and class of securities outstanding:	<u>Preferred Class D (See Note B below)</u>
CUSIP:	<u>75583Q109</u>
Par or stated value:	<u>.0001</u>
Total shares authorized:	45,000,000 as of date: 12/31/2024
Total shares outstanding:	<u>35,000,000 ***</u> as of date: 09/30/2024
Total number of shareholders of record:	<u>6</u> as of date: 12/31/2024

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

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

Voting rights are one vote per common share. There are no dividend or preemption rights.

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

Preferred A, C and D shares having voting rights of 100 votes per share; 1000 votes per share; and 1 vote per share, respectively. They have no conversion, liquidation or dividend rights. The purpose of the Preference Shares is to vest voting control of the company in the holders and nothing else. There are no sinking fund provisions.

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

No other material rights exist, other than those cited above.

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

All conversion, liquidation and dividend rights of all classes of preferred shares have been removed.

3) Issuance History

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

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

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

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

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

Shares Outstanding <u>Opening Balance</u> : Date <u>12/31/2022</u> Common: 26,656,835 Preferred: 30,068,000			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>10/12/23</u>	<u>New issue</u>	<u>1,000,000</u>	<u>Common</u>	<u>.017</u>	<u>No</u>	<u>Kathryn Blum</u>	<u>Served on Strategy Review Board</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/12/23</u>	<u>New issue</u>	<u>6,000,000</u>	<u>Common</u>	<u>.017</u>	<u>No</u>	<u>Julian Decierdo</u>	<u>Serves on board Assumes new duties</u>	<u>Restricted Note: issued on proviso they be held for 2 years</u>	<u>4(a)(2)</u>

<u>10/12/23</u>	<u>New issue</u> Note:	<u>5,000,000</u>	<u>Preferred</u> <u>D</u>	<u>.02</u>	<u>No</u>	<u>Julian Decierdo</u>	<u>Serves on board</u> <u>Assumes new</u> <u>duties</u>	<u>Restricted</u> Note: <u>issued on</u> <u>proviso</u> <u>they be</u> <u>held for 2</u> <u>years</u>	<u>4(a)(</u> <u>2)</u>
<u>10/12/23</u>	<u>New issue</u>	<u>500,000</u>	<u>Preferred</u> <u>C</u>	<u>.10</u>	<u>No</u>	<u>Doug Newton</u>	<u>Serves on board</u>	<u>Restricted</u> Note: <u>issued on</u> <u>proviso</u> <u>they be</u> <u>held for 2</u> <u>years</u>	<u>4(a)(</u> <u>2)</u>
<u>2/8/24</u>	<u>New issue</u>	<u>3,185,000</u>	<u>Preferred</u> <u>C</u>	<u>.75</u>	<u>No</u>	<u>Institute of</u> <u>Biomedical</u> <u>Research Corp</u> <u>– Jeff Robinson</u>	<u>Acquisition of a</u> <u>business concept</u>	<u>Restricted</u>	<u>4(a)(</u> <u>2)</u>
<u>2/8/24</u>	<u>New issue</u>	<u>500,000</u>	<u>Preferred</u> <u>C</u>	<u>.75</u>	<u>No</u>	<u>Jeff Robinson</u>	<u>Serves on Board</u>	<u>Restricted</u>	<u>4(a)(</u> <u>2)</u>
<u>2/8/24</u>	<u>New issue</u>	<u>500,000</u>	<u>Preferred</u> <u>C</u>	<u>.75</u>	<u>No</u>	<u>Dimension</u> <u>Partners Limited</u> <u>– Mitch Barrett</u>	<u>Provision of CFO</u> <u>and Board</u> <u>Member</u>	<u>Restricted</u>	<u>4(a)(</u> <u>2)</u>
<u>2/8/24</u>	<u>New issue</u>	<u>32,500</u>	<u>Preferred</u> <u>C</u>	<u>.75</u>	<u>No</u>	<u>Ron Hargrove</u>	<u>Consulting</u> <u>services</u>	<u>Restricted</u>	<u>4(a)(</u> <u>2)</u>
<u>3/25/2024</u>	<u>New issue</u>	<u>13,333</u>	<u>Common</u>	<u>0.075</u>	<u>Yes</u>	<u>Brian Kenny</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/25/2024</u>	<u>New issue</u>	<u>33,333</u>	<u>Common</u>	<u>0.075</u>	<u>Yes</u>	<u>Chris Colotti</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/25/2024</u>	<u>New issue</u>	<u>420,000</u>	<u>Common</u>	<u>0.075</u>	<u>Yes</u>	<u>Clark Winkler</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/25/2024</u>	<u>New issue</u>	<u>100,000</u>	<u>Common</u>	<u>0.075</u>	<u>Yes</u>	<u>Eugenia Garcia</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/25/2024</u>	<u>New issue</u>	<u>100,000</u>	<u>Common</u>	<u>0.075</u>	<u>Yes</u>	<u>Jeff Cobb</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/25/2024</u>	<u>New issue</u>	<u>33,333</u>	<u>Common</u>	<u>0.075</u>	<u>Yes</u>	<u>Jesse Coulter</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/25/2024</u>	<u>New issue</u>	<u>500,000</u>	<u>Common</u>	<u>0.075</u>	<u>Yes</u>	<u>John Demonico</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/25/2024</u>	<u>New issue</u>	<u>100,000</u>	<u>Common</u>	<u>0.075</u>	<u>Yes</u>	<u>Philip</u> <u>Munschauer</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/25/2024</u>	<u>New issue</u>	<u>33,333</u>	<u>Common</u>	<u>0.075</u>	<u>Yes</u>	<u>Steve Smith</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/30/2024</u>	<u>New issue</u>	<u>10,554</u>	<u>Common</u>	<u>0.075</u>	<u>Yes</u>	<u>Alaina Cobb</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/30/2024</u>	<u>New issue</u>	<u>10,554</u>	<u>Common</u>	<u>0.075</u>	<u>Yes</u>	<u>Joseph Cobb</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/30/2024</u>	<u>New issue</u>	<u>10,554</u>	<u>Common</u>	<u>0.075</u>	<u>Yes</u>	<u>Cody Cobb</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/30/2024</u>	<u>New issue</u>	<u>10,554</u>	<u>Common</u>	<u>0.075</u>	<u>Yes</u>	<u>Donna Cobb</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/30/2024</u>	<u>New issue</u>	<u>83,644</u>	<u>Common</u>	<u>0.075</u>	<u>Yes</u>	<u>Frank Bastow</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/30/2024</u>	<u>New issue</u>	<u>10,554</u>	<u>Common</u>	<u>0.075</u>	<u>Yes</u>	<u>Gianna</u> <u>Angermeier</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/30/2024</u>	<u>New issue</u>	<u>10,554</u>	<u>Common</u>	<u>0.075</u>	<u>Yes</u>	<u>James</u> <u>Angermeier</u>	<u>Private Placement</u>	<u>Restricted</u>	<u>4(a)(2)</u>

5/30/2024	New issue	10554	Common	0.075	Yes	Lori Angermeier	Private Placement	Restricted	4(a)(2)
5/30/2024	New issue	10554	Common	0.075	Yes	Andrew Angermeier	Private Placement	Restricted	4(a)(2)
5/30/2024	New issue	133333	Common	0.075	Yes	James O'Callaghan	Private Placement	Restricted	4(a)(2)
5/30/2024	New issue	200000	Common	0.075	Yes	John Demonico	Private Placement	Restricted	4(a)(2)
5/30/2024	New issue	52770	Common	0.075	Yes	Karen Hargrove	Private Placement	Restricted	4(a)(2)
5/30/2024	New issue	10000	Common	0.075	Yes	Kelly Bianchi	Private Placement	Restricted	4(a)(2)
5/30/2024	New issue	42216	Common	0.075	Yes	Paige Winkler	Private Placement	Restricted	4(a)(2)
5/30/2024	New issue	42216	Common	0.075	Yes	Reagan Winkler	Private Placement	Restricted	4(a)(2)
5/30/2024	New issue	42216	Common	0.075	Yes	Dawn Winkler	Private Placement	Restricted	4(a)(2)
5/30/2024	New issue	80000	Common	0.075	Yes	Robert Keefe	Private Placement	Restricted	4(a)(2)
5/30/2024	New issue	83586	Common	0.075	Yes	Robert Bastow	Private Placement	Restricted	4(a)(2)
5/30/2024	New issue	50000	Common	0.075	Yes	Ron Sordelline	Private Placement	Restricted	4(a)(2)
5/30/2024	New issue	21108	Common	0.075	Yes	Shannon Murray	Private Placement	Restricted	4(a)(2)
5/30/2024	New issue	10554	Common	0.075	Yes	Teresa Munschauer	Private Placement	Restricted	4(a)(2)
5/30/2024	New issue	100000	Common	0.075	Yes	John H Wolters and Tammara Wolters As Trustees of the Wolters Living Trust Dated October 28, 2004	Private Placement	Restricted	4(a)(2)
5/30/2024	New issue	50000	Common	0.075	Yes	Bianca Bianchi	Private Placement	Restricted	4(a)(2)
5/30/2024	New issue	80000	Common	0.075	Yes	Clyde Bianchi	Private Placement	Restricted	4(a)(2)
6/30/2024	New issue	111600	Common	0.075	Yes	John Demonico	Private Placement	Restricted	4(a)(2)
7/8/2024	New issue	44000	Common	0.075	Yes	Robert Hooper	Private Placement	Restricted	4(a)(2)
7/8/2024	New issue	40000	Common	0.075	Yes	Michael Ware	Private Placement	Restricted	4(a)(2)
7/8/2024	New issue	65000	Common	0.075	Yes	Gregg Petrakis	Private Placement	Restricted	4(a)(2)
7/8/2024	New issue	33333	Common	0.075	Yes	Kenny Taylor	Private Placement	Restricted	4(a)(2)
7/8/2024	New issue	150000	Common	0.075	Yes	Clark Winkler	Private Placement	Restricted	4(a)(2)
7/8/2024	New issue	17784	Common	0.075	Yes	Paige Winkler	Private Placement	Restricted	4(a)(2)

7/8/2024	New issue	17784	Common	0.075	Yes	Reagan Winkler	Private Placement	Restricted	4(a)(2)
7/8/2024	New issue	17784	Common	0.075	Yes	Dawn Winkler	Private Placement	Restricted	4(a)(2)
7/8/2024	New issue	100000	Common	0.06375	Yes	Jeff Cobb	Private Placement	Restricted	4(a)(2)
7/8/2024	New issue	30000	Common	0.075	Yes	James O'Callaghan	Private Placement	Restricted	4(a)(2)
7/8/2024	New issue	55000	Common	0.075	Yes	William Fadaol	Private Placement	Restricted	4(a)(2)
7/8/2024	New issue	60000	Common	0.075	Yes	Michael Bean	Private Placement	Restricted	4(a)(2)
8/2/2024	Conversion	31850000	Common	N/A	N/A	Institute of Biomedical Research Corp – Jeff Robinson	Conversion of Preferred C shares	Restricted	4(a)(2)
8/2/2024	Conversion	5000000	Common	N/A	N/A	Jeff Robinson	Conversion of Preferred C shares	Restricted	4(a)(2)
8/2/2024	Conversion	5000000	Common	N/A	N/A	Dimension Partners Limited – Mitch Barrett	Conversion of Preferred C shares	Restricted	4(a)(2)
8/2/2024	Conversion	325000	Common	N/A	N/A	Ron Hargrove	Conversion of Preferred C shares	Restricted	4(a)(2)
8/7/24	New issue	1000000	Common	0.075	Yes	Rand Group LLC – Adrian Maizey	Joined Advisory Board	Restricted	4(a)(2)
8/7/24	New issue	1000000	Common	0.075	Yes	JWS Global Pte. Ltd – John Steffenson	Joined Advisory Board	Restricted	4(a)(2)
8/7/24	New issue	1000000	Common	0.075	Yes	Macca Global Pte. Ltd – Chris McCormack	Joined Advisory Board	Restricted	4(a)(2)
8/7/2024	New issue	50000	Common	0.00	Yes	Clark Winkler	Private Placement	Restricted	4(a)(2)
8/27//2024	New issue	70000	Common	0.021	Yes	John Demonico	Private Placement	Restricted	4(a)(2)
8/27//2024	New issue	20000	Common	0.075	Yes	Clark Winkler	Private Placement	Restricted	4(a)(2)
8/27//2024	New issue	1000000	Common	0.075	Yes	Parag and Kanan Patel	Private Placement	Restricted	4(a)(2)
8/27//2024	New issue	10000	Common	0.075	Yes	Philip Munschauer	Private Placement	Restricted	4(a)(2)
9/10/2024	Cancellation	-190000	Common	N/A	N/A	Sean Burke	Voluntary Cancellation	N/A	N/A
9/10/2024	Cancellation	-90000	Common	N/A	N/A	Patrick Burke	Voluntary Cancellation	N/A	N/A
9/27//2024	New issue	20000	Common	0.075	Yes	John Demonico	Private Placement	Restricted	4(a)(2)
9/27//2024	New issue	20000	Common	0.075	Yes	Clark Winkler	Private Placement	Restricted	4(a)(2)
9/27//2024	New issue	20000	Common	0.075	Yes	Terry Bradley	Private Placement	Restricted	4(a)(2)
9/30/2024	New issue	20000000	Preferred A	N/A	N/A	Institute of Biomedical	Voting purposes only	Restricted	4(a)(2)

						Research Corp – Jeff Robinson			
9/30/2024	New issue	20000000	Preferred D	N/A	N/A	Institute of Biomedical Research Corp – Jeff Robinson	Voting purposes only	Restricted	4(a)(2)

Shares Outstanding on Date of This Report:

Ending Balance:

Date 12/31/24 Common: 83,003,527

Preferred: 79,746,965

Example: A company with a fiscal year end of December 31st 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

Subscriptions were received for a further 349.920 shares that have not yet been registered by the Transfer Agents.

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☐ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
1/1/13	\$50,000	\$91,888	1/1/28	<u>Lesser of 1 cent / share or 80% of the average closing bid price for common stock on the five (5) trading days prior to conversion</u>	Nil	91,887,580	Seed Trust (Murray Lynton-Edwards)	Working capital provided to the company
Total Outstanding Balance:		\$91,888	Total Shares:		<u>Nil</u>	91,887,580		

Any additional material details, including footnotes to the table are below:

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

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

M2MMA is a groundbreaking and innovative organization that is revolutionizing the landscape of combat sports. We aim to elevate the sport of MMA to new heights of competition, professionalism and athlete well-being, whilst cultivating a community of martial artists who embodies the values of discipline, respect, hard work and personal growth.

The first two events were held in Phuket, Thailand and can be viewed here:

<https://www.youtube.com/watch?v=aMWKk2hTjQQ>

<https://www.youtube.com/watch?v=mSbL9f3SI7A>

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

As at September 30, 2024, RLAB continued to have an interest in three subsidiaries, but all were inactive: Healthy Living Soil Company; Supra Algae USA, LLC; and In-Home-Harvest LLC.

The Company's parent company is Institute of Biomedical Research Corporation, trading on the OTC Pink Sheets with the ticker symbol "MRES".

- C. Describe the issuers' principal products or services.

We are poised to revolutionize the fighting world with an unprecedented use of artificial intelligence. This approach will seamlessly **elevate the viewing experience** to new heights, allowing fans an unparalleled, in-depth understanding of the action inside the octagon. With these new features, viewers will gain access to **real-time data and metrics** that were previously unavailable.

5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company utilizes offices at Thirteenth Floor, Dubai Science Park South Tower, Dubai, United Emirates. These offices are rented by a subsidiary of our parent company.

The Company rents a stadium for staging events. The past two events were staged at Sinbi stadium, Phuket, Thailand.

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

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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

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

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
<u>Julian Decierdo</u>	<u>Shareholder</u>	<u>Palm Desert, CA</u>	<u>8,000,000</u> <u>250,000</u> <u>5,000,000</u>	<u>Common</u> <u>Series C</u> <u>Preferred</u> <u>Series D</u> <u>Preferred</u>	<u>9.6</u> <u>5.1</u> <u>14.3</u>
<u>Estate Late Jon Dougal</u>	<u>Shareholder</u>	<u>Lake Forest, CA</u>	<u>5,000,000</u>	<u>Series A</u> <u>Preferred</u>	<u>12.6%</u>
<u>Edward Frowd</u>	<u>Shareholder</u>	<u>Mission Viejo, CA</u>	<u>5,000,000</u>	<u>Series A</u> <u>Preferred</u>	<u>12.6%</u>
<u>Jean Champagne</u>	<u>Shareholder</u>	<u>Rancho Mirage, CA</u>	<u>4,350,000</u>	<u>Series A</u> <u>Preferred</u>	<u>10.9%</u>
<u>Chance Newton</u>	<u>Shareholder</u>	<u>Henderson, NV</u>	<u>5,000,000</u> <u>500,000</u>	<u>Series D</u> <u>Preferred</u> <u>Series C</u> <u>Preferred</u>	<u>14.3%</u> <u>10.2%</u>
<u>Dean Konstantine</u>	<u>Shareholder</u>	<u>Palm Springs, CA</u>	<u>5,000,000</u> <u>4,800,000</u>	<u>Series A</u> <u>Preferred</u> <u>Preferred D</u>	<u>12.6%</u> <u>13.7%</u>
<u>Institute of Biomedical Research Corp - Jeff Robinson</u>	<u>Parent Company</u>	<u>Dubai, United Arab Emirates</u>	<u>31,850,000</u> <u>3,153,150</u> <u>20,000,000</u> <u>20,000,000</u>	<u>Common</u> <u>Preferred C</u> <u>Preferred A</u> <u>Preferred D</u>	<u>38.4%</u> <u>64.0%</u> <u>50.2%</u> <u>57.1%</u>
<u>Jeff Robinson</u>	<u>President and Director</u>	<u>Dubai, United Arab Emirates</u>	<u>5,000,000</u> <u>495,000</u>	<u>Common</u> <u>Preferred C</u>	<u>6.0%</u> <u>10.1%</u>
<u>Dimension Partners Ltd – Mitch Barrett</u>	<u>Shareholder</u>	<u>Mahé, Seychelles</u>	<u>5,000,000</u> <u>495,000</u>	<u>Common</u> <u>Preferred C</u>	<u>6.0%</u> <u>10.1%</u>
<u>Willem Jonker</u>	<u>CFO and Director</u>	<u>Cape Town, South Africa</u>	-	-	-

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

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

None

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

None

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

W Jonker (Chief Financial Officer) was debarred from providing financial services by the South African Financial Services Board in 2015 and reinstated in 2020.

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

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

None

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.

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 to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name:	<u>Jeff Turner</u>
Firm:	<u>JDT Legal</u>
Address 1:	7533 S Center View Ct, #4291
Address 2:	West Jordan, UT 84084
Email:	<u>Jeff@jdt-legal.com</u>

Accountant or Auditor

Name: None
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: None
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

Twitter/X: <https://twitter.com/M2MMAofficial>

LinkedIn: <https://www.linkedin.com/company/m2mma/>

Facebook: <https://www.facebook.com/m2mmaofficial/>

YouTube: https://www.youtube.com/@M2MMA_Official

TikTok: <https://www.tiktok.com/@m2mmaofficial>

Instagram: <https://www.instagram.com/m2mmaofficial/>

Other Service Providers

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

Name: None
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

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

Name: Willem Jonker
Title: Chief Financial Officer
Relationship to Issuer: Chief Financial Officer

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: Willem Jonker
Title: Chief Financial Officer
Relationship to Issuer: Chief Financial Officer

Describe the qualifications of the person or persons who prepared the financial statements:⁶

Chartered Accountant (South Africa)

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Jeff Robinson certify that:

1. I have reviewed this Disclosure Statement for Real American Capital Corporation;
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.

March 30, 2025 [Date]

/s/ Jeff Robinson [CEO's Signature]

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

⁶ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Principal Financial Officer:

I, Willem Jonker certify that:

1. I have reviewed this Disclosure Statement for Real American Capital Corporation;
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.

March 30, 2025 [Date]

/s/ Willem Jonker [CFO's Signature]

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

Real American Capital Corporation

Balance Sheet

	12/31/24	12/31/23
ASSETS		
Current Assets		
Checking/Savings		
Checking	-	222
Total Checking/Savings	-	222
Accounts Receivable		
From Holding Company	35,994	-
Total Current Assets	35,994	222
Other Assets		
Goodwill, Trademarks, Brands,	3,187,500	32,275
Total Other Assets	3,187,500	32,275
TOTAL ASSETS	3,223,494	32,497
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accrued Expenses	28,096	189,980
Accounts Payable	-	5,000
Total Current Liabilities	28,096	194,980
Long Term Liabilities		
Convertible Note	91,888	-
Loans from Shareholders	-	196,602
Total Long Term Liabilities	119,984	196,602
Total Liabilities	119,984	391,582
Equity		
Additional Paid in Capital	5,069,233	1,560,682
Common Stock	8,300	3,366
Preferred Stock	7,974	3,557
Retained Loss	-1,926,689	-1,821,765
Net Income/-Loss	-55,307	-104,925
Total Equity	3,103,510	-359,085
TOTAL LIABILITIES & EQUITY	3,223,494	32,497

Real American Capital Corporation

Profit & Loss

	2024	2023
Ordinary Income/Expense		
Income		
Ticket Sales	13,052	-
Favourable exchange rate loss	-160	-
Fair Value gain	798,750	
Profit on sale of non-current assets	274,134	-
Total Income	1,085,776	-
Expense		
General administration costs	4,436	2,278
Amortisation	-	9,400
Listing costs	15,446	682
Advertising and Promotions	855	
Company Secretarial Costs	4,339	1,765
Computer Expense	367	-
Total Payroll Expenses	801,834	90,000
Professional Fees		
Management Fees	120,000	-
Consulting Fees	27,298	-
Legal Fees	-	800
Event Staging Costs	109,628	-
Travel and Accommodation	51,360	-
Total Expense	1,135,563	104,925
Net Ordinary Income/-Loss	-49,787	-104,925
Other Income/Expense		
Other Expense		
Interest Paid	5,521	-
Total Other Expense	5,521	-
Net Other Income	-5,521	-
Net Income/-Loss	-55,307	-104,925

Real American Capital Corporation

Statement of Cash Flows

	2024	2023
OPERATING ACTIVITIES		
Net Income/-Loss	-55,307	-104,925
Adjustments to reconcile Net Income		
to net cash provided by operations:		
Non-cash item: Amortisation	0	9,400
Accounts Receivable	-35,994	49,940
Inventory	0	8,500
Increase/-decrease in current liabilities	-166,884	90,000
Net cash provided/-absorbed by Operating Activities	-258,185	52,915
INVESTING ACTIVITIES		
Acquisition of intangible asset	-3,187,500	-
Net cash provided by Investing Activities	-3,187,500	-
FINANCING ACTIVITIES		
Increase/-decrease in Long Term Liabilities	-76,618	-53,194
Issue of Common and Preferred Shares	3,522,081	0
Net cash provided by Financing Activities	3,445,463	-53,184
Net cash increase/-decrease for period	-222	-280
Cash at beginning of period	222	500
Cash at end of period	-	222

Real American Capital Corporation Statement of Change in Stockholders' Equity 12/31/24 and 12/31/23

	12/31/24	12/31/23	0hange
Paid in Capital in Excess of Par	\$ 5,069,233	\$ 1,560,382	\$ 3,508,851
Common Stock	\$ 8,300	\$ 3,666	\$ 4,634
Preferred Stock	\$ 7,974	\$ 3,557	\$ 4,417
Retained Earnings/(Loss)	\$ -1,926,689	\$ -1,923,080	\$ -3,609
Net Income/(Loss) - 12 Months	\$ -55,307	\$ -3,610	\$ -51,697
 Total Equity	 \$ 3,103,510	 \$ -359,085	 \$ 3,462,595

REAL AMERICAN CAPITAL CORPORATION
NOTES TO UNAUDITED FINANCIAL STATEMENTS

For Quarterly Report
(Ending December 31, 2024)

NOTE 1 -- ORGANIZATION AND BASIS OF PRESENTATION

Real American Capital Corporation (RLAB) was incorporated in the State of Delaware on February 17, 1999 as Hitech Resource Corporation.

Since January 2008, the Company's name has undergone two name changes: from Real American Brands, Inc. as of January 2008, until assuming its present name, Real American Capital Corporation as of June 2011 to date. Its trading symbol, however, has remained the same: RLAB.

NOTE 2: BUSINESS OVERVIEW -- PRODUCTS AND SERVICES:

Real American Capital Corp, doing business as M2MMA, is a groundbreaking and innovative organization that is revolutionizing the landscape of combat sports. We aim to elevate the sport of MMA to new heights of competition, professionalism and athlete well-being, whilst cultivating a community of martial artists who embodies the values of discipline, respect, hard work and personal growth.

The first two fight event were held in Phuket, Thailand and can be viewed here:

<https://www.youtube.com/watch?v=aMWKk2hTjQQ>

<https://www.youtube.com/watch?v=mSbL9f3SI7A>

NOTE 3 -- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES / TAXES

Basis of Presentation

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States ("GAAP").

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions affecting the amounts reported and disclosed in the consolidated financial statements and accompanying notes. Such estimates include, but are not limited to, allowance for doubtful accounts and valuations of intangible assets, among others. Actual results could differ from those estimates.

RLAB's management regularly reviews its estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such reviews, and if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash equivalents are generally comprised of certain highly liquid investments with original maturities of three months or less.

Receivables and Payables

Trade accounts receivable are shown at the expected net amount after any provisions for non-recovery. Trade payables and other accounts payable are stated at nominal value.

Concentrations and Credit Risk

Financial instruments that could subject RLAB to concentrations of credit risk consist primarily of cash and accounts receivable. RLAB seeks to minimize its credit risk associated with cash by periodically evaluating the credit quality of its primary financial institution. At no time has RLAB's cash balance exceeded federally insured limits.

Risks and Uncertainties

RLAB's future revenues may be subject to risk and uncertainties including financial risk, technological advances, regulatory and other risks.

NOTE 4: GOING CONCERN

The Company's financial statements have been prepared on a going concern basis which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

As of December 31, 2024, the Company's revenues are insufficient to cover its operating expenses. The Company anticipates, but cannot guarantee that it will be able to raise capital through future issuances of common stock and /or debt financing.

NOTE 5: INTANGIBLE ASSETS

The US trademarks "Born & Bred in the USA", "Healthy Living Soil" (serial #88610258) "Resurgent" (serial #88643786) "GoProtein" (serial #97659923) and "Rising Harvest" (serial #97184565) previously belonging to the Company are the subject of an agreement of sale to the previous shareholders of the Company.

In January 2024 the Company acquired the rights to the business concept known as M2MMA. This business concept was successfully implemented during the staging of the company's first fight event on March 31, 2024 and the second event on June 12, 2024 in Phuket, Thailand. The goodwill associated with the M2MMA business concept is currently valued at its effective cost.

NOTE 6: Income Taxes

RLAB is current with the filing of all its Federal and State income taxes, and has no past due tax obligations.

State Taxes

RLAB is current with the filing of its Franchise tax obligations in the State of Delaware, and is in good standing in Delaware where it has been domiciled to date since its incorporation in February 1999.

NOTE 7 --STOCKHOLDERS' EQUITY

There has been no change in the total number of shares which the Company is authorized to issue, to wit: 550 million shares.

Of this amount, 450 million is authorized for Common stock with a par value of \$0.0001, while 100 million is authorized for Preferred stock with a par value of \$0.0001. As noted above, there are three classes of Preferred stock: Class A, Class C and Class D. (There is no Series B preferred stock authorized or issued.)

Common Stock

As of this Annual report at December 31, 2024, there were 83,003,527 (December 31, 2023: 33,656,835) common shares issued.

Preferred Stock.

As of December 31, 2024 there are 79,746,965 Preferred Shares issued: 39,818,000 are Series A; 4,925,325 are Series C; and 35,000,000 million are Series D shares. Holders of Preferred A, C and D have voting rights of 100 votes, 1000 votes and one (1) vote, respectively. The Preferred shares serve for voting purposes only and have no conversion, liquidation or dividend rights. As at December 31, 2023 the number of preferred shares in issue was 35,568,000: 19,818,000 Series A, 750,000 Series C and 15,000,000 Series D.

During the year under review, the following amendments were made to the capital structure of the company:

1. The number of Preferred Shares was increased from 50,000,000 (Fifty million) to 100,000,000 (One hundred million). The additional 50 million Preferred shares were allocated as follows:
 - Class A Preferred Shares: Additional 25,000,000 shares, making the total authorized number of Preferred shares 45,000,000. The Class A1 and Class A2 shares are treated as one and the same by the Company.
 - Class D Preferred Shares: Additional 20,000,000 shares, making the total authorized number of Preferred D shares 40,000,000.
2. The Board approved the issue to Institute of Biomedical Research Corp 20,000,000 Preferred A shares and 20,000,000 Preferred D shares, on condition that these shares shall only be used for voting purposes.
3. The Company negotiated the partial cancellation of shares held by a large group of shareholders. These shareholders have agreed to the cancellation of 95% (ninety-five) per cent of their shares. This is the equivalent of a reverse split of 20 to 1.
4. The Company instructed the Transfer Agent to place an administrative hold on all common shares that reflect a zero cost base in the share register of the Company, as the company received no commensurate value for these shares. Any shareholder who is affected, may request the Company to lift the administrative hold provided they can prove the value that the Company received pursuant to the issue of shares to them. The decision whether to lift the administrative hold partially or fully, or not at all will rest with the Board of the Company.
5. Holders of Class C Preferred Shares converted a total of 42,175 shares into common shares.
6. The holders of the majority of the Class A preferred shares resolved that the Class A Preferred shares shall serve as part of the control shares of the Company. All liquidation, conversion, dividend and redemption rights attaching to the Preferred A shares have been relinquished. The voting rights attaching to the Preferred A shares are not affected.
7. The holders of the majority of the Class C preferred shares resolved that the Class C Preferred shares shall serve as part of the control shares of the Company. All liquidation, conversion, dividend and redemption rights attaching to the Preferred C shares have been relinquished. The voting rights attaching to the Preferred C shares are not affected.
8. The holders of the majority of the Class D preferred shares resolved that the Class D Preferred shares shall serve as part of the control shares of the Company. All liquidation, conversion, dividend and redemption rights attaching to the Preferred D shares have been relinquished. The voting rights attaching to the Preferred D shares are not affected.
9. The overall result of the above steps is that, going forward, there will be no dilution from the conversion of preference shares.

Board of Directors

Jeff Robinson, President

Willem Jonker, Chief Financial Officer

NOTE 8: NOTE PAYABLE

The Convertible note, dated Jan. 1, 2013 in the principal amount of \$50,000, at 5% per annum, may be converted into common stock in RLAB, which note was due and payable on January 1, 2024. The redemption date was extended to January 1, 2028 by agreement with the noteholder.

The "Conversion price" shall be the lesser of 0,1 cents per share, or at 80% of the average closing bid price for Common stock on the five trading days immediately prior to a Notice of Conversion. The Company has the option to pre-pay the note at any time on a pro-rata basis at 110% of the outstanding principal balance.

NOTE 9: SUBSEQUENT EVENTS

There were no material events relating to the company subsequent to the quarter end.

* * *