DRIVEITAWAY HOLDINGS, INC.
INDEX TO AUDITED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2025 and 2024

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and
Board of Directors of DriveItAway Holdings, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of DriveItAway Holdings, Inc. and Subsidiary (the "Company") as of September 30, 2025, and September 30, 2024, and the related consolidated statements of operations, change in stockholders' deficit, and cash flows, for the years ended September 30, 2025, and September 30, 2024, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of September 30, 2025, and September 30, 2024, and the results of its operations and its cash flows for the two years ended September 30, 2025, in conformity with accounting principles generally accepted in the United States of America.

Substantial Doubt about the Company's ability to continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1, Going Concern, to the financial statements, the Company has an accumulated deficit of $10,461,619 as of September 30, 2025. Additionally, as of September 30, 2025, the Company had a working capital deficit of $8,988,114. These factors raise substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

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

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

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

Critical audit matter

The critical audit matter communicated below is a matter arising from the current audit of the financial statements that was communicated or required to be communicated to the Board of Directors and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

An audit of these elements is especially challenging and requires auditor judgment due to the nature and extent of audit effort required to address these matters, including the extent of specialized skill or knowledge needed.

Accounting for Warrants issued in connection with Notes Payable

As described in Note 8, Derivative Liabilities, the Company issued prefunded warrants for the purchase of the Company's common stock. The fair market value of the Warrants was recorded as a derivative liability. The assigned value of the Warrants along with loan fees and broker fees was recorded as deferred financing costs and will be recorded as a discount to the note, amortized straight line over the life of the Promissory Note.

The Company determined that this is an asset in accordance with the guidance exception in ASC 470-20-25-2 (the "ASC") which indicates the ASC does not apply when warrants are issued to obtain a line of credit rather than in connection with the issuance of a debt instrument. Issuing warrants to obtain a line of credit is equivalent to paying a loan commitment or access fee (equivalent to the fair value of the warrant). As such, these costs meet the definition of an asset. This exception applies, even if the line is fully drawn down at inception. The Company recorded deferred financing costs, net of discount of $11,811 and $248,763, derivative liability of $4,454,765 and $1,386,014, and loss from change in fair value of derivative liability of $2,877,466 and $342,751, as of and for the years ended September 30, 2025 and 2024, respectively.

Our audit procedures included, but were not limited to (1) a review of the assumptions by management and the guidance from the ASC (2) the derivative calculations, underlying assumptions to arrive at fair value, initial recognition and subsequent measurement at the balance sheet date, (3) the fair value model employed in the derivative calculations (4) evaluation of whether the note exception from the ASC is applicable in the Company's case (5) the ability of the Company to realize the asset value and (6) the method of amortization.

Victor Mokuolu, CPA PLLC

We have served as the Company's auditor since 2024
Houston, Texas

January 13, 2026
PCAOB ID: 6771

DriveItAway Holdings, Inc.
Consolidated Balance Sheets

	September 30, 2025		September 30, 2024	
ASSETS				
Current Assets:				
Cash and cash equivalents	$	39,930	$	33,588
Accounts receivable	$	42,532		1,438
Prepaid expenses	$	—		2,970
Total Current Assets		**82,462**		**37,996**
Vehicles, net	$	585,120		774,995
Intangible assets, net	$	899		6,343
Deferred financing costs, net	$	11,811		248,763
TOTAL ASSETS	**$**	**680,292**	**$**	**1,068,097**
LIABILITIES AND STOCKHOLDERS' DEFICIT				
Current Liabilities:				
Accounts payable	$	1,682,958	$	994,270
Accrued interest - related party		21,252		12,752
Deferred revenue		15,740		3,306
Customer deposits		—		1,339
Due to related parties		26,380		25,080
Short term notes payable		150,253		38,159
Current portion of SBA Loan		2,546		2,452
Promissory notes payable		510,305		—
Promissory notes payable, in default		20,000		20,000
Promissory notes, payable - related parties, in default		42,500		42,500
Convertible notes payable, net, in default		450,000		250,000
Convertible notes payable, net		1,693,877		1,597,312

Derivative liability	4,454,765	1,386,014
Total Current Liabilities	**9,070,576**	**4,373,184**
SBA Loan - noncurrent	111,840	114,386
Promissory notes payable - noncurrent	—	540,129
TOTAL LIABILITIES	**9,182,416**	**5,027,699**
Commitments and Contingencies	**—**	**—**
Stockholders' Deficit		
Preferred stock , $0.0001par value, 10,000,000 shares authorized, no shares issued and outstanding	—	—
Common stock , $0.0001 par value, 1,000,000,000 shares authorized, 120,025,082 shares issued, 120,009,982 outstanding as of September 30, 2025 and 113,701,722 shares issued, 113,686,622 outstanding as of September 30, 2024	12,003	11,371
Additional paid in capital	1,965,619	1,606,292
Treasury stock , at cost - 15,100 shares at September 30, 2025 and September 30, 2024	(18,126)	(18,126)
Accumulated deficit	(10,461,619)	(5,559,139)
Total Stockholders' Deficit	**(8,502,124)**	**(3,959,602)**
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	**$ 680,292**	**$ 1,068,097**

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

DriveItAway Holdings, Inc.
Consolidated Statements of Operations

	Years ended	
	September 30, 2025	**September 30, 2024**
Revenues	$ 987,937	$ 460,991
Cost of goods sold	852,244	322,730
Gross profit	**135,693**	**138,261**
Operating Expenses		
Salaries and payroll taxes	346,050	267,895
Professional fees	248,941	250,437
General and administrative	37,329	142,021
Software development	113,417	39,244
Stock compensation	258,459	—
Advertising and marketing	—	6,819
Total operating expenses	**1,004,196**	**706,416**
Operating Loss	**(868,503)**	**(568,155)**
Other Income (expense)		
Change in fair value of derivative	(2,877,466)	(342,751)
Amortization debt discount	(250,672)	(393,946)
Amortization of deferred financing costs	(236,952)	(201,236)
Interest expense	(619,176)	(733,560)
Interest expense - related parties	(8,500)	(8,595)
Financing cost	(24,999)	—
Gain or (loss) on asset dispositions	(16,212)	—
Total other income (expense)	**(4,033,977)**	**(1,680,088)**

Net Income (loss) before taxes	**(4,902,480)**	**(2,248,243)**
Income tax benefit	—	—
Net Income (Loss)	**$ (4,902,480)**	**$ (2,248,243)**
Net loss per common share - basic and diluted	$ (0.04)	$ (0.02)
Weighted average of common shares - basic and diluted	114,239,275	110,277,132

DriveItAway Holdings, Inc.
Consolidated Statement of Changes in Stockholders' Deficit Years Ended September 30, 2025 and 2024

	Common Stock		Additional Paid in	Treasury Stock		Accumulated	
	Shares	Amount	Capital	Shares	Amount	Deficit	Total
Balance, September 30, 2023	106,551,722	$10,656	$1,364,007	$(15,100)	$(18,126)	$ (3,310,896)	(1,954,359)
Common stock issued for cash	1,150,000	115	228,555	—	—	—	23,000
Common stock issued in connection with promissory note	6,000,000	600	119,400	—	—	—	120,000
Warrants issued for cash	—	—	100,000	—	—	—	100,000
Net loss	—	—				(2,248,243)	(2,248,243)
Balance, September 30, 2024	113,701,722	$11,371	$1,606,292	$(15,100)	$(18,126)	$ (5,559,139)	$(3,959,602)

	Common Stock		Paid in	Treasury Stock		Accumulated	Equity
	Shares	Amount	Capital	Shares	Amount	Deficit	(Deficit)
Balance - September 30, 2024	113,701,722	$11,371	$1,606,292	(15,100)	$(18,126)	$ (5,559,139)	$(3,959,602)
Warrants issued for cash	—	—	50,000	—	—	—	50,000
Warrant issued	—	—	24,999	—	—	—	24,999
Warrants exercised	4,998,360	500	(500)	—	—	—	—
Common stock issued for cash	1,325,000	132	26,368	—	—	—	26,500
Stock based compensation	—	—	258,459	—	—	—	258,459
Net Income (Loss)	—	—	—	—	—	(4,902,480)	(4,902,480)
Balance - September 30, 2025	120,025,082	$ 12,003	$ 1,965,618	(15,100)	$(18,126)	$(10,461,619)	$(8,502,124)

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

DriveItAway Holdings, Inc.
Consolidated Statements of Cash Flows

	Years Ended September 30,	
	2025	2024

CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	**$ (4,902,480)**	**$ (2,248,243)**
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Amortization of deferred financing costs	236,952	201,236
Stock compensation	258,459	—
Loss on change in fair value of derivative liability	2,877,466	342,751
Loss on sale of vehicles	16,212	—
Amortization and depreciation	144,962	57,324
Amortization of debt discount	250,672	393,946
Financing fee	24,999	—
Discount on lines of credit	—	(85,000)
Additions to derivative liability	—	686,102
Discount on notes payable	—	(112,246)
Changes in operating assets and liabilities:		
Prepaid expenses	2,993	(2,970)
Accounts receivable	(41,117)	10,146
Deferred revenue	12,434	(3,927)
Accounts payable and accrued liabilities	633,544	329,563
Customer deposits	(1,339)	(895)
Accrued interest related party	8,500	7,834
Net Cash Used in Operating Activities	**(477,743)**	**(424,379)**
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sale of vehicles	171,435	—
Purchase of vehicles	(137,290)	(642,647)
Net Cash Provide By (Used) in Investing Activities	**34,145**	**(642,647)**
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from related party advances	1,300	—
Proceeds from sale of common stock for cash	26,500	23,000
Proceeds from convertible notes payable	248,888	—

Proceeds from the sale of warrants	50,000	100,000
Proceeds from notes payable	379,600	454,250
Proceeds from lines of credit	—	655,882
Repayment of notes payable	(256,348)	(155,709)
Net Cash Provided By Financing Activities	**449,940**	**1,077,423**
Net increase (decrease) in cash and cash equivalents	**6,342**	**10,397**
Cash and cash equivalents, beginning of period	33,588	23,191
Cash and cash equivalents, end of period	$ 39,930	$ 33,588
Supplemental cash flow information		
Cash paid for interest	$ 189,789	$ —
Cash paid for taxes	$ —	$ —
Non-cash transactions:		
Common stock issued in connection with promissory note	$ —	$ 120,000
Financing cost	$ 24,999	$ —
Debt discount in connection with original issue discount	$ 302,250	$ 28,000
Deferred financing costs	$ —	$ 449,999

DriveItAway Holdings, Inc.
Notes to Consolidated Financial Statements September 30, 2025 and 2024

Note 1 – Organization, Description of Business and Going Concern

Nature of Organization

DriveItAway Holdings, Inc. (“DIA Holdings”, “the Company”, “we” or “us”) was formed in Delaware on March 8, 2006 as B2 Health, Inc. On July 2, 2010, the Company acquired BFK Franchise Company, LLC (“BFK”), a Nevada limited liability company, and concurrently changed its name to Creative Learning Corporation. On February 24, 2022, the Company acquired DriveItAway, Inc., and on March 18, 2022, disposed of BFK and its other subsidiaries involved in the learning business. On April 18, 2022, the name was changed to DriveItAway Holdings, Inc. On April 12, 2024, the Company formed DIA Leasing, LLC, a Florida limited liability company, which is a wholly owned subsidiary.

DIA Holdings is a national dealer focused mobility platform that enables car dealers to sell more vehicles in a seamless way through eCommerce, with its exclusive “Pay as You Go” app-based subscription program. DIA provides a comprehensive turnkey, solutions driven program with proprietary mobile technology and driver app, insurance coverages and training to get dealerships up and running quickly and profitably in emerging online sales opportunities. The company is planning to soon expand its easy and transparent consumer app ‘subscription to ownership’ platform to enable entry level consumers to drive and acquire new Electric Vehicles. For further information, please see www.driveitaway.com.

Share Exchange and Reorganization

On February 24, 2022 (the "Effective Date"), the Company, DriveItAway, Inc., and the existing shareholders of DriveItAway, Inc. ("DIA") executed an Agreement and Plan of Share Exchange, under which the Company acquired all of the issued and outstanding common stock of DIA by issuing one share of Series A Convertible Preferred Stock (the "Series A Preferred") of the Company for each outstanding share of DIA common stock (the "Share Exchange"). At the closing, the Company agreed to issue one share of Series A Preferred for each share of DIA common stock that was subsequently issued in conversion of certain outstanding convertible notes of DIA, provided that the holders converted their notes prior to December 31, 2022. All of the holders of the convertible notes of DIA agreed to convert their notes in March 2022 and were issued one share of Series A Preferred in exchange for the DIA common stock they acquired as a result of the conversion. A total of 2,594,593 shares of Series A Preferred were issued in exchange for all of the outstanding shares of DIA, including DIA shares issued at closing or shortly thereafter as a result of the exercise or conversion of all outstanding options or convertible notes issued by DIA.

Recapitalization

For financial accounting purposes, this transaction was treated as a reverse acquisition by DIA and resulted in a recapitalization with DIA being the accounting acquirer and DIA, Inc. as the acquired company. The consummation of this reverse acquisition resulted in a change of control. Accordingly, the historical financial statements prior to the acquisition are those of the accounting acquirer, DIA and have been prepared to give retroactive effect to the reverse acquisition completed on February 24, 2022, and represent the operations of DIA. The consolidated financial statements after the acquisition date, February 24, 2022, include the balance sheets of both companies at fair value, the historical results of DIA and the results of the Company from the acquisition date. All share and per share information in the accompanying consolidated financial statements and footnotes has been retroactively restated to reflect the recapitalization.

Going Concern

The Company's financial statements are prepared in accordance with Generally Accepted Accounting Principles ("GAAP") of the United States, applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. During the year ended September 30, 2025, the Company had a net loss of $4,902,480, cash used in operating activities of $477,743 and a working capital deficit of $8,988,114. As of September 30, 2025, the Company had an accumulated deficit of $10,461,619. The Company has not established sufficient revenue to cover its operating costs and will require additional capital to continue its operating plan. The ability of the Company to continue as a going concern depends on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations. These factors raise substantial doubt about its ability to continue as a going concern.

To continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan to obtain such resources for the Company includes sales of equity instruments; traditional financing, such as loans; and obtaining capital from management and significant stockholders to sufficiently meet its minimum operating expenses. However, management cannot provide any assurance that the Company will be successful in accomplishing this plan.

There is no assurance that the Company will be able to obtain sufficient additional funds when needed or that such funds, if available, will be obtainable on terms satisfactory to the Company. In addition, profitability will ultimately depend upon the level of revenues received from business operations. However, there is no assurance that the Company will attain profitability. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation

The accompanying audited consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC").

Basis of Consolidation

The consolidated financial statements include the accounts of DriveItAway Holdings Inc. and its wholly owned subsidiary DriveItAway, Inc., collectively referred to as the "Company". All inter-company balances and transactions are eliminated in consolidation.

Use of Estimates

The preparation of consolidated financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The significant estimates and assumptions made by management include allowance for doubtful accounts, allowance for deferred tax assets, and fair value of equity instruments. Actual results could differ from those estimates as the current economic environment has increased the degree of uncertainty inherent in these estimates and assumptions.

Foreign Currency Translation

Foreign currency translation is recognized in accordance with ASC 830. The Company's functional currency is USD, therefore all amounts of revenues received from foreign accounts are translated to the Company's functional currency (USD) upon receipt and thereby, translation gains and losses are recognized upon receipt.

Cash and Cash Equivalents

The Company considers all highly liquid securities with original maturities of three months or less when acquired to be cash equivalents. As of September 30, 2025, and 2024, the Company had cash of $39,930 and $33,588, respectively and did not have any cash equivalents.

Accounts Receivable

The Company reviews accounts receivable periodically for collectability and establishes an allowance for doubtful accounts and records bad debt expense when deemed necessary. The Company records an allowance for doubtful accounts that is based on historical trends, customer knowledge, any known disputes, and considers the aging of the accounts receivable balances combined with management's estimate of future potential recoverability. Accounts and receivables are written off against the allowance after all attempts to collect a receivable have failed. The Company believes its allowances for doubtful accounts as of September 30, 2025 and 2024, are adequate, but actual write-offs could exceed the recorded allowance. As of September 30, 2025 and 2024, the balances in the allowance for doubtful accounts was $0.

Fixed Assets

Fixed assets are recorded at cost and depreciated using the straight-line method over the estimated useful lives, currently seven (7) years. Maintenance and repair costs are charged to expense as incurred. Major improvements, which extend the useful life of the related asset, are capitalized. Upon disposal of a fixed asset, we record a gain or loss based on the difference between the proceeds received and the net book value of the disposed asset. We remove fully depreciated assets from the cost and accumulated depreciation amounts disclosed.

Intangible Assets

Our intangible assets include website and software development costs. The costs incurred in the preliminary stages of website and software development are expensed as incurred. Once an application has reached the development stage, internal and external costs, if direct and incremental and deemed by management to be significant, are capitalized and amortized on a straight-line basis over their estimated useful lives. Maintenance and enhancement costs, including those costs in the post-implementation stages, are typically expensed as incurred, unless such costs relate to substantial upgrades and enhancements to the website or software that result in added functionality, in which case the costs are capitalized and amortized on a straight-line basis over the estimated useful lives. Amortization expense related to capitalized website and software development costs is included in operating expenses in our consolidated statements of operations.

Capitalized development activities placed in service are amortized over the expected useful lives of those releases, currently estimated at three (3) years. The estimated useful lives of website and software development activities are reviewed frequently and adjusted as appropriate to reflect upcoming development activities that may include significant upgrades and/or enhancements to the existing functionality. We remove fully amortized website and software development costs from the cost and accumulated amortization amounts disclosed.

Construction-in-progress primarily consists of website development costs that are capitalizable, but for which the associated applications have not been placed in service.

Leases

The Company's operating lease portfolio for the years ended September 30, 2025 and 2024, includes the vehicle leases from third parties and the Company's owned vehicles that are leased to the customers under operating leases. The contracts for these operating leases are short-term in nature with terms less than twelve (12) months. The Company has elected as an accounting policy not to apply the recognition requirements in ASC 2016-02, Leases ("ASC 842") to short-term leases. The Company recognizes the lease payments for short-term leases on a straight-line basis over the lease term. As of September 30, 2025, the Company did not have leases that qualified as ROU assets.

Fair Value Measurements

The Company follows ASC 820, "Fair Value Measurements and Disclosures", which defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The carrying amounts shown on the Company's financial instruments including cash, accounts receivable, prepaid expense, accounts payable, and accrued liabilities approximate fair value due to their short-term nature.

All financial assets and liabilities are approximate to their fair value. Derivative liabilities are valued at Level 3.

The following table provides a summary of changes in fair value of the Company's Level 3 financial liabilities as of September 30, 2025 and 2024:

		Fair Value Measurements at September 30, 2025 using:		
	September 30, 2025	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Liabilities	$ —	—	—	$ —
Derivative Liabilities	$ 4,454,765	—	—	$ 4,454,765

		Fair Value Measurements at September 30, 2024 using:		
	September 30, 2024	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)

Liabilities	$	—	—	—	$	—
Derivative Liabilities	$	1,386,014	—	—	$	1,386,014

Derivative Financial Instruments

The Company accounts for their derivative financial instruments in accordance with ASC 815 "Derivatives and Hedging" therefore any embedded conversion options and warrants accounted for as derivatives are to be recorded at their fair values as of the inception date of the agreement and at fair value as of each subsequent balance sheet date. Any change in fair value is recorded as non-operating, non-cash income or expense for each reporting period at each balance sheet date. The Company reassesses the classification of its derivative instruments at each balance sheet date. If the classification changes as a result of events during the period, the contract is reclassified as of the date of the event that caused the reclassification.

The Black-Scholes option valuation model was used to estimate the fair value of the embedded conversion options and warrants. The model includes subjective input assumptions that can materially affect the fair value estimates.

Revenue Recognition

The Company's revenue is recognized in accordance with Accounting Standards Codification ("ASC") 606, Revenue from Contracts with Customers, for all periods presented. The Company, through its DriveItAway online/app-based platform ("platform"), operates in the automotive rental industry. The Company assists subprime and deep subprime candidates to rent/lease vehicles on a short-term basis, generally on a weekly or, in some cases monthly, basis under a Pay-As You-Go program. Through its platform the Company will track vehicle values and reduce vehicle pricing through the customers usage payments to show drivers a vehicle purchase price should they be interested in buying the vehicle, at which time the customer would procure financing if the Company determined they wanted to sell the vehicle at the listed purchase price.

During the years ended September 30, 2025 and 2024, the Company derived its revenue from signed contracts for vehicle rentals between the Company, other leasing companies, or car dealerships and individual car rental customers ("customers").

Customers book a vehicle through the Company's platform, starting first with a rental contract with the vehicle. When the customer books the vehicle, per the terms of the individual rental agreements, the customer shall pay a stated rental rate, a stated insurance amount, an initial non-refundable fee, and, in some cases, a refundable deposit. At the end of the usage cycle, the system calculates miles driven and if the customer has driven more than the prorated, included amount, they pay extra usage/mileage fees. In instances when a customer pays late, they pay a late fee and in cases of incurring charges for tolls they pay for the toll costs incurred. Additionally, contracts may be extended (a new contract is signed) at which time the credit card on file for the customer will be charged at the beginning of the contract extension period for rental rate and insurance amount for the new extension period.

Vehicles available in the platform can be owned or leased by the Company or made available through arrangements with independent car dealerships ("dealerships"). For vehicles owned or leased by the Company, the Company's performance obligation for rental revenue is to provide customers with a vehicle and an application to track vehicle rental arrangements. For vehicles made available through dealerships the Company's performance obligation for rental revenue is to provide an application to track vehicle rental arrangements and to collect cash from customers and remit those amounts to dealerships net of the Company's revenue share.

The vehicle rental arrangements are over a fixed contracted period; therefore, the Company recognizes rental revenue ratably over the contract term. The Company analyzes the start dates of all contracts and allocates charges to customer credit cards for this service between revenue and deferred revenue at the end of each month.

Costs related to rental revenue include depreciation for Company owned vehicles and monthly lease payments when the vehicles are leased from a leasing company. The amount of revenue transferred to dealerships is treated as contra-revenue because the Company acts as an agent in these transactions resulting in only the Company's revenue share being recognized.

The Pay-As-You-Go program manages or includes insurance. Fleet insurance is sometimes provided where the Company has a fleet policy and the driver is added to it when needed. In this case, the driver pays the cost of insurance as a separate payment in the system. This payment is a type of revenue. The Company pays the insurance company providing the coverage. This is a cost of goods sold. The Company also allows drivers to bring their own insurance. The Company works with associated insurance brokers to write a policy for the customer for that vehicle and a separate finance company that pays for the policy in full. The Company acts as trustee in collecting installments and transferring them to the finance company. Collected payments are treated as revenue and transfers to the finance company are treated as contra-revenue because the Company acts as an agent in these transactions. Lastly, in markets where the Company cannot support this program, drivers are allowed to bring their own insurance and pay it directly themselves with no involvement of the Company. No revenue is collected or recognized in this instance. Because any insurance revenue is collected at contract inception and covers the fixed contract period the Company recognizes insurance revenue ratably over the contract term and allocates charges to customer credit cards for this service between revenue and deferred revenue at the end of each month.

Initial non-refundable fees are recognized when payment is received as the Company has no obligation to provide additional services at that point. Miscellaneous charges for extra mileage, late fees, or toll charges calculated and charged to the customer credit card at the end of the usage cycle are recognized when the credit card charge goes through. Refundable deposits are recorded on the balance sheet until deposits are returned to customers or applied to their account for fees incurred. Deferred revenue includes rental and insurance amounts that are paid for contracts that overlap a reporting date and relate to usages after that date. As of September 30, 2025 and 2024 refundable deposits were $0 and $1,339 and deferred revenue was $15,740 and $3,306, respectively.

In addition to the costs associated with rental revenue and insurance revenue, within the Cost of Goods Sold account the Company also records credit card fees incurred from the cash collections and cash remittance process, as a significant portion of its performance obligation is to collect and remit payments through its credit card processors.

Stock-Based Compensation

The Company recognizes compensation expense for all restricted stock awards and stock options. The fair value of restricted stock awards is measured using the grant date fair value of our stock, as determined by the Board of Directors. During the year ended September 30, 2025, the Company recorded stock compensation expense of $258,459. The fair value of stock options is estimated at the grant date using the Black-Scholes option-pricing model, and the portion that is ultimately expected to vest is recognized as compensation cost over the requisite service period. We have elected to recognize compensation expense for all options with graded vesting on a straight-line basis over the vesting period of the entire option. The determination of fair value using the Black-Scholes pricing model is affected by our stock value as well as assumptions regarding several complex and subjective variables, including expected stock price volatility and the risk-free interest rate.

Advertising and Marketing Costs

Advertising and marketing costs are expensed as incurred. The Company incurred advertising and marketing costs for the years ended September 30, 2025 and 2024 of $0 and $6,819, respectively.

Income Taxes

The provision for income taxes and deferred income taxes are determined using the asset and liability method. Deferred tax assets and liabilities are determined based on temporary differences between the financial carrying amounts and the tax basis of assets and liabilities using enacted tax rates in effect in the years in which the temporary differences are expected to reverse. On a periodic basis, the Company assesses the probability that its net deferred tax assets, if any, will be recovered. If after evaluating all of the positive and negative evidence, a conclusion is made that it is more likely than not that some portion or all of the net deferred tax assets will not be recovered, a valuation allowance is provided by a charge to tax expense to reserve the portion of the deferred tax assets which are not expected to be realized.

Net Loss per Share of Common Stock

The Company calculates net loss per share in accordance with ASC Topic 260, "Earnings per Share." Basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. Diluted earnings per share of common stock are computed by dividing net earnings by the weighted average number of shares and potential shares outstanding during the period. Potential shares of common stock consist of shares issuable upon the conversion of outstanding convertible debt, preferred stock, warrants and stock option. For the years ended September 30, 2025 and 2024, the common stock equivalents were excluded from the computation of diluted net loss per share as the result of the computation was anti-dilutive.

	September 30, 2025	**September 30, 2024**
Convertible notes	2,250,000	2,250,000
Commitment	5,000,000	5,000,000
Warrants	85,850,000	22,350,000
	93,100,000	29,600,000

Reclassification

Certain accounts from prior periods have been reclassified to conform to the current period presentation.

Recent Accounting Pronouncements

In the period from October 2025 through December 2025 the FASB issued Accounting Standards Update 2023-09-Income Taxes (Topic 740): Improvement to Income Tax Disclosures. This amendment is effective for annual periods beginning after December 15, 2024. Management has evaluated other recently issued accounting pronouncements and does not believe that any of these pronouncements will have a significant impact on our consolidated financial statements and related disclosures.

Note 3 – Related Party Transactions

Related Party Notes Payable

On September 13, 2019, the Company issued a Convertible Promissory Note to Driveitaway, LLC, a company controlled by John Possumato, the Company's CEO, for $30,000, with a maturity date of September 13, 2022. On October 13 and October 14, 2020, the Company issued Convertible Promissory Notes to Driveitaway, LLC and Adam Potash, the Company's COO, for $25,000 each, which mature on October 13 and 14, 2022, respectively. On December 24, 2020, the Company issued a Convertible Promissory Note to Adam Potash, for $15,000, which matures on December 24, 2022. Each of the notes bear interest at a rate of 6% per annum. The notes automatically convert into preferred stock of DIA in the event DIA raises at least $1,000,000 by the issuance of preferred stock prior to the maturity dates of the notes (a "Qualified Financing"). In the event DIA enters into a financing that is not a Qualified Financing prior to the maturity dates of the notes, the holders have the right to convert their notes into the class and series of equity securities offered in the non-Qualified Financing at the offer price thereof. In the event DIA effects a change of control, the holders have the option of converting their notes into common stock in order to participate in the change of control or accelerating the maturity date and receiving cash at the time of the change of control.

At the closing of the Share Exchange on February 24, 2022, the holders of the related party Convertible Promissory Notes agreed to convert all of the principal of $95,000 and interest of $9,565 due under the notes into 52,284 shares of DIA common stock, which was automatically converted into 52,284 shares of Series A Preferred (see Note 5).

On March 1, 2023, the Company entered into three promissory note agreements with three related parties for a total of $50,000 with interest bearing at 15% per annum, maturity date of 120 days from issuance (June 30, 2023) and issuance of 100,000 warrants with exercise price of $0.05 that expire on March 1, 2028 (5 year). As a result of the Company's equity environment being tainted the warrants qualified for derivative accounting and were assigned a value of $3,068 which was recorded as a derivative liability and debt discount (see Note 5).

During the years ended September 30, 2025 and 2024, the Company recorded related party interest expense of $8,500 and $8,595, respectively and amortization of debt discount of $0 and $0, respectively. As of September 30, 2025, the promissory note payable – related party balance was $42,500. As of September 30, 2025, the Company had defaulted on the promissory notes payable with aggregate outstanding principal of $42,500 and owed unpaid interest of $21,252. As of September 30, 2024, the Company had defaulted on the promissory notes payable with aggregate outstanding principal of $42,500 and owed unpaid interest of $12,752.

Advances and Repayments

In the normal course of business, the Company's management team or their affiliates will make payments on behalf of the Company or will provide short-term advances to the Company to cover operating expenses. During the year ended September 30, 2025 and 2024, related parties made payments on the Company's behalf or provided short-term advances to the Company totaling $1,300 and $0, respectively, and the Company made repayments to related parties of $0 and $0, respectively.

As of September 30, 2025 and 2024, the Company owed related parties $26,380 and $25,080, respectively, for this activity.

Note 4 – Fixed and Intangible Assets

The following table summarizes the components of our fixed assets as of the dates presented:

	September 30, 2025	September 30, 2024
Vehicle costs	$ 786,662	$ 867,551
Accumulated depreciation	(201,502)	(92,556)
Vehicles, net	$ 585,120	$ 774,995

During the years ended September 30, 2025 and 2024, the Company purchased passenger vehicles for $137,289 and $642,647, respectively, and recorded depreciation of $139,518 and $51,880, respectively. During the year ended September 30, 2025, the Company sold nine vehicles with a cost of $218,218 and accumulated depreciation of $30,571 for gross proceeds of $171,484, resulting in a loss on the sale of vehicles of $16,212. The proceeds were used to pay down the vehicle line of credit.

The following table summarizes the components of our intangible assets as of the dates presented:

	September 30, 2025	September 30, 2024
Website development costs	$ 16,331	$ 16,331
Accumulated amortization	(15,432)	(9,988)
Website, net	$ 899	$ 6,343

During the years ended September 30, 2025 and 2024 the Company recorded amortization of $5,444 and $4,544, respectively.

Note 5 – Equity

Authorized

The Company has authorized one billion (1,000,000,000) shares of common stock having a par value of $0.0001 per share, and ten million (10,000,000) shares of preferred stock having a par value of $0.0001 per share. All or any part of the capital stock may be issued by the Corporation from time to time and for such consideration and on such terms as may be determined and fixed by the Board of Directors, without action of the stockholders, as provided by law, unless the Board of Directors deems it advisable to obtain the advice of the stockholders.

Series A Preferred Stock

The Company has authorized one series of preferred stock, which is known as the Series A Convertible Preferred Stock (the "***Series A Preferred***"). The Board has authorized the issuance of 5,000,000 shares of Series A Preferred. The Series A Preferred Stock has the following rights and preferences:

Dividends: The Series A Preferred Stock is entitled to receive non-cumulative dividends equal to the amount of dividends that the holder of such share would have received if such share of Series A Preferred Stock were converted into shares of Common Stock immediately prior to the record date of the dividend declared on the Common Stock.

Liquidation Preference: The Series A Preferred Stock is entitled to receive, prior to any distribution to any junior class of securities, an amount equal to $0.01 per share as a liquidation preference before any distribution may be made to the holders of any junior security, including the Common Stock.

Voting Rights: Each holder of Series A Preferred Stock shall vote with holders of the Common Stock upon any matter submitted to a vote of shareholders, in which event it shall have the number of votes equal to the number of shares of Common Stock into which such share of Series A Preferred Stock would be convertible on the record date for the vote or consent of shareholders. Each holder of Series A Preferred Stock shall also be entitled to one vote per share on each submitted to a class vote of the holders of Series A Preferred Stock.

Voluntary Conversion Rights: Each share of Series A Preferred Stock is convertible into 33.94971 shares of Common Stock at the option of the holder thereof.

Mandatory Conversion Right: The Company has the right to convert each share of Series A Preferred Stock into 33.94971 shares of Common Stock at any time that there are less than 200,000 shares of Series A Preferred Stock outstanding.

During the years ended September 30, 2025 and 2024 there were no issuances of the Series A Preferred shares.

As of September 30, 2025 and 2024, the Company had no shares of Series A Preferred stock outstanding, respectively.

Common Stock

On November 20, 2024, the Company issued 250,000 shares of its common stock to a private investor for gross proceeds of $5,000.

In July 2025, the Company issued 325,000 shares of its common stock to accredited investors for $6,500 in gross proceeds.

In August 2025, the Company issued 750,000 shares of its common stock to an accredited investor for $15,000 in gross proceeds.

In September 2025, an investor exercised a warrant for 4,998,360 shares of the Company's common stock. At the investor's request, the Company only delivered 300,000 shares to the investor. The remaining 4,698,360 shares are included in shares outstanding as of September 30, 2025, but have not yet been issued.

As of September 30, 2025 and 2024, the Company had 120,025,082 and 113,701,722 common shares issued, respectively.

Treasury Stock

The Company records treasury stock at cost. Treasury stock is comprised of shares of common stock purchased by the Company in the secondary market. As of September 30, 2025, and 2024, the Company had 15,100 shares of treasury stock valued at $18,126.

Warrants

On February 24, 2022, in conjunction with the issuance of a promissory note of $750,000, the Company issued 1,000,000 warrants for $0.30 per share. The transaction led to no explicit limit to the number of shares to be delivered upon future settlement of the conversion options (see Note 8), therefore the equity environment became tainted and the warrants qualified for derivative accounting and were assigned a value of $107,283 which was recorded as a derivative liability and debt discount. The warrants expire on February 24, 2027.

In June 2022, in conjunction with a private offering and the issuance of secured promissory notes of $250,000 (see Note 8), the Company issued 125,000 warrants for $0.30 per share. As a result of the Company's equity environment being tainted the warrants qualified for derivative accounting and were assigned a value of $8,136 which was recorded as a derivative liability and debt discount. The warrants expire in June 2027.

In November 2022, in conjunction with a private offering and the issuance of secured promissory notes of $200,000, the Company issued 100,000 warrants for $0.30 per share. As a result of the Company's equity environment being tainted the warrants qualified for derivative accounting and were assigned a value of $4,074 which was recorded as a derivative liability and debt discount. The warrants expire in November 2027.

In February 2023, in conjunction with a promissory note amendment which was recognized as debt extinguishment, 2,000,000 warrants with exercise price of $0.05 were issued that expire on February 24, 2027 (4 year), which replaced the original 1,000,000 warrants issued with an exercise price of $0.30 previously issued with the original promissory note. As a result of the Company's equity environment being tainted the warrants qualified for derivative accounting and were assigned a value of $21,469 which was recorded as a derivative liability and debt discount.

In March 2023, 125,000 warrants with exercise price of $0.05 were issued that expire on March 1, 2028 (5 year). As a result of the Company's equity environment being tainted the warrants qualified for derivative accounting and were assigned a value of $3,837 which was recorded as a derivative liability and debt discount.

In December 2023, in conjunction with the issuance of a promissory note of $195,000, the Company issued warrants to purchase 5,000,000 shares of Company's common stock for nominal exercise price of $0.00001 per share. The warrant is exercisable at any time on or after December 15, 2023 and until the warrant is exercised in full. The warrants also include various covenants of the Company for the benefit of the warrant holder and includes a beneficial ownership limitation on the holder that, in certain circumstances, may serve to restrict the holder's right to exercise the warrants. As a result of the Company's equity environment being tainted the warrants qualified for derivative accounting and were assigned a value of $248,952 which was recorded as a derivative liability. The note was discounted to a principal balance of $0 and a debt discount of $195,000 was recorded at inception. The difference between the fair value of the warrants and the net proceeds received was recognized as interest expense.

In May 2024, in conjunction with the issuance of a promissory note of $63,000, the Company issued warrants to purchase 5,000,000 shares of Company's common stock for nominal exercise price of $0.00001 per share. The warrant is exercisable at any time on or after May 28, 2024 and until the warrant is exercised in full. The warrants also include various covenants of the Company for the benefit of the warrant holder and includes a beneficial ownership limitation on the holder that, in certain circumstances, may serve to restrict the holder's right to exercise the warrants. As a result of the Company's equity environment being tainted the warrants qualified for derivative accounting and were assigned a value of $348,500 which was recorded as a derivative liability. The note was discounted to a principal balance of $0 and a debt discount of $63,000 was recorded at inception. The difference between the fair value of the warrants and the net proceeds received was recognized as interest expense.

In May 2024, in conjunction with the issuance of a line of credit of $2,000,000, the Company issued warrants to purchase 5,000,000 shares of Company's common stock for nominal exercise price of $0.00001 per share. The warrant is exercisable at any time on or after May 1, 2024 and until the warrant is exercised in full. The warrants also include various covenants of the Company for the benefit of the warrant holder and includes a beneficial ownership limitation on the holder that, in certain circumstances, may serve to restrict the holder's right to exercise the warrants. As a result of the Company's equity environment being tainted, the warrants qualified for derivative accounting and were assigned a value of $180,000 which was recorded as a derivative liability. The assigned value of the warrants along with $7,500 of loan fees and a 2% (or $40,000) required broker fee was initially recorded as deferred financing costs and will be recorded as a discount to the note pro rata to draws made on the Promissory Note. Discounts will be amortized over the repayment term of the draw.

In June 2024, in conjunction with the issuance of a line of credit of $250,000, the Company issued warrants to purchase 5,000,000 shares of Company's common stock for nominal exercise price of $0.00001 per share. The warrant is exercisable at any time on or after June 14, 2024 and until the warrant is exercised in full. The warrants also include various covenants of the Company for the benefit of the warrant holder and includes a beneficial ownership limitation on the holder that, in certain circumstances, may serve to restrict the holder's right to exercise the warrants. As a result of the Company's equity environment being tainted, the warrants qualified for derivative accounting and were assigned a value of $337,500 which was recorded as a derivative liability. As the assigned value of the warrants plus a $25,000 original issue discount and $12,500 of loan fees exceeded the face value of the note, the face value of the note was initially recorded as deferred financing costs and will be recorded as a discount to the note pro rata to draws made on the Promissory Note. Discounts will be amortized over the repayment term of the draw. The difference between the fair value of the warrants and the face value of the note was recorded as interest expense. In September 2025, the warrant was exercised on a cashless basis and the Company issued the holder 4,998,360 shares of the Company's stock.

On July 12, 2024, the Company sold a warrant to purchase 5,000,000 shares of the Company's common stock at an exercise price of $0.00001 to an investor for $50,000. The warrant has no expiration date. The investor has the option of funding the Company with two additional tranches of $50,000. The second tranche of $50,000 is due within 60 days of the first funding date of July 12, 2024. In May 2025, the Company issued an additional warrant to the investor to purchase up to 500,000 shares of the Company's common stock at an exercise price of $0.08 per share, per the terms of the transaction. The warrant does not expire and had a value of $24,999 on the date of issuance.

On August 19, 2024, the Company received the funding for the second tranche and issued to the investor a cash warrant to purchase up to 666,666 shares of Common Stock at an exercise price of $0.08 per share. The warrant has no expiration date.

At any time 90 days after the second tranche funding date the investor may invest an additional $50,000 and the Company will issue to the investor a pre-funded warrant to purchase up to 2,500,000 shares of Common Stock in the and a cash warrant to purchase up to 333,333 shares of Common Stock at an exercise price of $0.08 per share. The warrant does not have an expiration date.

On November 1, 2024, the Investor Warrant agreement was amended to allow the purchase warrants to purchase up to 2,500,000 shares in a third tranche. During the three months ended March 31, 2025, the Company issued warrants to purchase up to 625,000 shares of common stock for gross proceeds of $50,000.

On June 11, 2025, the Company issued a warrant to purchase up to 375,000 shares of its common stock to the chief financial officer of the Company. The warrant has a term of 5 years and an exercise price of $0.00001. The warrant is fully vested on the date of grant. The fair market value of the warrant on the date of grant was $29,587.

In July 2025, in conjunction with the issuance of a promissory note of $60,000, the Company issued warrants to purchase 18,000,000 shares of Company's common stock for nominal exercise price of $0.00001 per share. The warrant is exercisable at any time on or after July 18, 2025 and until the warrant is exercised in full. The warrants also include various covenants of the Company for the benefit of the warrant holder and includes a beneficial ownership limitation on the holder that, in certain circumstances, may serve to restrict the holder's right to exercise the warrants. As a result of the Company's equity environment being tainted the warrants qualified for derivative accounting and were assigned a value of $1,565,999 which was recorded as a derivative liability. The note was discounted to a principal balance of $0 and a debt discount of $60,000 was recorded at inception. The difference between the fair value of the warrants and the net proceeds received was recognized as interest expense.

In September 2025, in conjunction with the issuance of a promissory note of $65,000, the Company issued warrants to purchase 18,000,000 shares of Company's common stock for nominal exercise price of $0.00001 per share. The warrant is exercisable at any time on or after September 2, 2025 and until the warrant is exercised in full. The warrants also include various covenants of the Company for the benefit of the warrant holder and includes a beneficial ownership limitation on the holder that, in certain circumstances, may serve to restrict the holder's right to exercise the warrants. As a result of the Company's equity environment being tainted the warrants qualified for derivative accounting and were assigned a value of $1,200,000 which was recorded as a derivative liability. The note was discounted to a principal balance of $0 and a debt discount of $65,000 was recorded at inception. The difference between the fair value of the warrants and the net proceeds received was recognized as interest expense.

On September 18, 2025, the Company entered into an advisory agreement with a consultant in exchange for a warrant to purchase 5,000,000 shares of the Company's common stock at an exercise price of $0.00001 per share. The warrant vests as follows: 25% on the six-month anniversary of the effective date, and the remaining 75% shall vest in equal monthly installments over the following 18 months. The vesting is dependent upon the consultant,s continuing service to the Company. The fair market value of the warrant at inception was $285,000, which will be recognized as stock compensation expense as it vests. In conjunction with the advisory agreement, the consultant was also issued a warrant to purchase up to 5,000,000 shares of the Company's common stock at a price of $0.02 per share. This warrant expires on December 17, 2025. The fair market value of the warrant at inception was $228,872, which was recorded as compensation expense.

All derivative liabilities recognized for the warrants issued were valued using the Black-Scholes pricing model. The Black-Scholes model requires six basic data inputs: the exercise or strike price, time to expiration, the risk-free interest rate, the current stock price, the estimated volatility of the stock price in the future, and the dividend rate. Changes to these inputs could produce a significantly higher or lower fair value measurement (see Note 9).

A summary of warrant activity during the years ended September 30, 2025 and 2024 is as follows:

	Warrants Outstanding	Weighted-Average Exercise Price	Weighted-Average Life (years)
Balance as of September 30, 2023	2,350,000	$ 0.07	3.51
Issuance	25,666,666	$ 0.00001	*
Exercised	—	$ —	
Expired/Cancelled	—	$ —	
Balance as of September 30, 2024	28,016,666	$ 0.01	*
Issuance	500,000	$ 0.08	*
Exercised	—	$ —	
Expired/Cancelled	—	$ —	
Balance as of September 30, 2025	28,516,666	$ 0.01	*

* 25,666,666 warrants issued during the year ending September 30, 2024 do not have an expiration date and 500,000 warrants issued during the year ending September 30, 2025 do not have an expiration date.

The intrinsic value of the warrants as of September 30, 2025 and 2024 is $200 and $0. All of the outstanding warrants are exercisable as of September 30, 2025.

Note 6 – Notes Payable

SBA Loan

On June 3, 2020, the Company entered into a SBA Loan for $78,500 at a rate of 3.75%. On August 12, 2021 the loan increased to $114,700 and the Company obtained $36,200 on October 8, 2021. The SBA Loan requires payments starting 30 months from the initial funding date and matures on June 7, 2050. During the years ended September 30, 2025 and 2024, the Company recorded interest expense of $4,338 and $5,094, respectively, on the SBA Loan and as of September 30, 2025 and 2024, the accrued interest on the SBA Loan was $5,989 and $5,989, respectively. As of September 30, 2025 and 2024, the outstanding principal of SBA Loan was $114,386 and $116,838, respectively.

The following represents the future aggregate maturities of the Company's SBA Loan as of September 30, 2025 for each of the five (5) succeeding years and thereafter as follows:

Fiscal year ending September 30,		Amount
2027	$	2,431
2027		2,431
2028		2,431
2029		2,431
2030		2,431
Thereafter		102,231
Total	$	114,386

Promissory Notes Payable, in Default

During June 2022, the Company sold a total of $250,000 worth of Units to U.S. Escrow Services Corporation and Kevin Leach, two accredited investors, which resulted in the issuance of two secured promissory notes with an aggregate principal amount of $250,000 for cash proceeds of $230,000 (net of an original issuance discount of $20,000), and the issuance of 125,000 warrants (see Note 6). The $20,000 was recorded as a debt discount and the conversion option embedded in the notes was bifurcated and accounted for as a derivative liability resulting in the Company recording a debt discount and derivative liability of $50,491. As a result of the Company's equity environment being tainted the warrants qualified for derivative accounting and were assigned a value of $8,136 which was recorded as a derivative liability (see Note 9) and debt discount. The total debt discount of $78,627 is being amortized to interest expense over the term of the Note. The debt discount was $0 on September 30, 2025. These notes matured in June 2024 and are still outstanding.

On March 1, 2023, the Company entered into a promissory note agreement with an investor for amount of $12,500 with interest bearing at 15% per annum, maturity date of 120 days from issuance and issuance of 25,000 warrants with exercise price of $0.05 that expire on March 1, 2028 (5 year). As a result of the Company's equity environment being tainted the warrants qualified for derivative accounting and were assigned a value of $767 which was recorded as a derivative liability and debt discount (see Note 6). During the years ended September 30,2024, the Company recorded interest expense of $2,500 and $1,109 and amortization of debt discount of $0 and $767, respectively. As of September 30, 2025, the debt discount recorded on the note was $0, resulting in a note payable balance of $12,500 and accrued interest of $6,109. As of September 30, 2023, the Company had defaulted on the promissory note payable.

During the year ended September 30, 2024, the Company reclassified a promissory note entered on March 1, 2023 with a value of $7,500, with interest bearing 15% per annum, maturity date 120 days from issuance (June 30, 2023) and issuance of 15,000 warrants with exercise price of $0.05 that expire on March 1, 2028 (5 year), from Promissory notes payable – related party to Promissory notes payable due the note holder, a former director, no longer being considered a related party. As a result of the Company's equity environment being tainted, the warrants qualified for derivative accounting and were assigned a value of $460 which was recorded as a derivative liability and debt discount (see Note 8). During the year ended September 30, 2025 and 2024, the Company recorded interest expense of $1,500 and $1,500, respectively. As of September 30, 2025 and 2024, the accrued interest on the promissory note was $3,666 and $2,166, respectively. As of September 30, 2025 and 2024, the total outstanding principal of the promissory note payable was $7,500. As of September 30, 2025, the Company had defaulted on the promissory note payable.

Credit Agreement

On March 1, 2024, DIA Leasing, LLC. (the "Borrower"), a direct wholly owned subsidiary of DriveitAway Holdings, Inc. ("DIA"), closed a $2,000,000 line of credit facility (the "Credit Facility") with an investor (the "Lender"). In connection with the Credit Facility, a credit agreement, promissory note, security agreement and several related ancillary agreements were entered into by the parties.

Pursuant to the Credit Agreement dated May 1, 2024 (the "Credit Agreement"), among the Borrower and the Lender, the Lender agreed to make advances of principal (the "draws") to the Borrower and to issue letters of credit on behalf of the Borrower. The Lender committed to provide up to $250,000 for each draw and up to $2,000,000 of letters of credit. The Borrower must use the letters of credit and the proceeds of the draws only for the purchase of motor vehicles to be used in the course of the Borrower's business. As of the date hereof, there are no Loans or letters of credit outstanding under the Credit Agreement. The Borrower will pay a commitment fee to the Lender's broker equal to 2.0% of the available commitments. DIA is a guarantor on the draws.

Promissory Note

Pursuant to the Promissory Note (the "Note") dated May 1, 2024, Borrower promises to pay Lender the principal sum of Two Million Dollars and 00/100 ($2,000,000.00), or so much thereof as may be disbursed to, or for the benefit of the Borrower, for the sole purpose of purchasing new motor vehicles for use in Borrower's business. Disbursements shall be at the sole discretion of the Lender. The unpaid principal of this line of credit shall bear simple interest at the rate of fifteen percent (15%) per annum. Interest shall be calculated based on the principal balance as may be adjusted from time to time to reflect additional advances.

Each advance of principal shall be called a "Draw". Each Draw shall be in an amount no greater than Two Hundred Fifty Thousand Dollars and 00/100 ($250,000.00). The eight Draws may be taken at any time over the 180 days following execution of the Note. Each Draw will be paid over a period of eighteen (18) months from the date that the funds for each Draw are disbursed to Borrower. During the first three (3) months after disbursement, Borrower shall make payments of interest only on the funds disbursed. From month four (4) through month seventeen (17), Borrower shall make payments of principal and interest based on an amortization of forty-eight (48) months. On month eighteen (18) all outstanding principal and unpaid interest shall be paid in full. All payments are due on first day of the month following disbursement.

The Borrower shall be in default of this Note on the occurrence of any of the following events: (i) the Borrower shall fail to meet its obligation to make the required principal or interest payments hereunder or any term contained in the Loan Documents. (ii) the Borrower shall be dissolved or liquidated; (iii) the Borrower shall make an assignment for the benefit of creditors or shall be unable to, or shall admit in writing their inability to pay their debts as they become due; (iv) the Borrower shall commence any case, proceeding, or other action under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors, or any such action shall be commenced against the undersigned; (v) the Borrower shall suffer a receiver to be appointed for it or for any of its property or shall suffer a garnishment, attachment, levy or execution. Upon default of this Note, Lender may declare the entire amount due and owing hereunder to be immediately due and payable.

As of September 30, 2025, the Company has drawn $684,509 on the Promissory Note and $47,500 in broker and legal fees. The Company recorded deferred offering costs of $199,999 related to the warrant issued in conjunction with the Promissory Note. The Company amortized $132,860 of deferred offering costs during the year ended September 30, 2025. The amount of interest accrued and paid on the Promissory note was $208,209 as of September 30, 2025. During the year ended September 30, 2025, the Company made principal payments totaling $171,435 on the promissory note. The promissory notes payable balance was $513,074 as of September 30, 2025.

Security Agreement

Pursuant to a Security Agreement dated May 1, 2024, all vehicles purchased shall be titled in the name of Borrower, and Borrower consents to a lien in favor of Lender on the title to each vehicle purchased. Lender shall only be required to release the lien on each vehicle once Lender has received payment in full of all principal, interest, and any other sums due on the Draw through which the vehicle was purchased. The net book value of the vehicles that serve as collateral on this obligation is $458,408. The gross value of the pledged vehicles is less than the gross borrowings on the Promissory Note.

Warrant

As further consideration for the credit facility, DIA issued Lender a prefunded warrant (the "Warrant") for the purchase of up to 5,000,000 shares of DIA's common stock. The fair market value of the Warrant was $180,000 the date of grant, which was recorded as a derivative liability. The assigned value of the warrants along with $7,500 of loan fees and a 2% (or $40,000) required broker fee was initially recorded as deferred financing costs and will be recorded as a discount to the note pro rata to draws made on the Promissory Note.

Promissory Notes Payable

On May 1, 2023 the Company executed a note payable with a face amount of $35,982. Under the terms of the agreement, the lender will withhold 20% of the Company's daily funds arising from sales through the lender's payment processing services until the Company has repaid the $35,982 (including fixed fees of $3,682 or approximately 10% of the note amount). The Company received net proceeds of $32,300 and the $3,685 of fixed fees were recorded as debt discount. As of September 30, 2025, the Company had amortized the full $3,682 of debt discount, had made repayments of $27,752, and rolled $8,230 of the note's principal still due into a second note (see below), therefore the loan was considered paid in full.

On August 15, 2023 the Company executed a second note payable with the same lender from the May 1, 2023 note, with a face amount of $64,206. Under the terms of the agreement, the lender will withhold 20% of the Company's daily funds arising from sales through the lender's payment processing services until the Company has repaid the $64,206 (including fixed fees of $6,206 or approximately 10% of the note amount). The Company received net proceeds of $49,770 after paying off the May 1, 2023 note and rolling $8,230 of its balance into the August 15, 2023 note and recording the $6,206 of fixed fees as a debt discount. As of September 30, 2025, the Company had amortized the full $6,206 of the debt discount and made repayments of $57,820 and rolled $6,386 of the note's principal still due into a third note (see below), therefore the loan was considered paid in full.

On February 22, 2024, the Company executed a third note payable with the same lender with a face amount of $57,474. Under the terms of the agreement, the lender will withhold 20% of the Company's daily funds arising from sales through the lender's payment processing services until the Company has repaid the $57,474 (including fixed fees of $5,974 or approximately 10% of the note amount). The Company received net proceeds of $44,644 after paying off the August 15, 2023 note and rolling $6,856 of its balance into the February 22, 2024 note and recording the $5,974 of fixed fees as a debt discount. As of September 30, 2025, the Company had amortized the full $5,974 of the debt discount and made repayments of $38,211 and rolled $19,263 of the note's principal still due into a fourth note (see below), therefore the loan was considered paid in full.

On July 3, 2024, the Company executed a fourth note payable with a lender with a face amount of $88,800. Under the terms of the agreement, the lender will withhold 20% of the Company's daily funds arising from sales through the lender's payment processing services until the Company has repaid the $88,800 (including fixed fees of $8,800 or approximately 10% of the note amount). The Company received net proceeds of $60,737 after paying off the February 22, 2024 note and rolling $19,263 of its balance into the July 3, 2024 note and recording the $8,800 of fixed fees as a debt discount. As of September 30, 2025, the Company had amortized $2,939 of the debt discount and made repayments of $49,496, resulting in a debt discount balance of $5,861 and a loan balance of $39,304, for a net note balance of $38,159 at September 30, 2024.

On November 19, 2024, the Company executed a fifth note payable with a lender with a face amount of $85,314. Under the terms of the agreement, the lender will withhold 20% of the Company's daily funds arising from sales through the lender's payment processing services until the Company has repaid the $85,314 (including fixed fees of $7,614 or approximately 10% of the note amount). The Company received net proceeds of $57,816 after paying off the July 2024 note and rolling $19,764 of its balance into the November 19, 2024 note and recording the $7,614 of fixed fees as a debt discount. As of March 31, 2025, the Company had amortized $7,614 of the debt discount and made repayments of 85,314, resulting in a debt discount balance of $0 and a loan balance of $0 at March 31, 2025.

On March 17, 2025, the Company executed a sixth note payable with a lender with a face amount of $113,600. Under the terms of the agreement, the lender will withhold 20% of the Company's daily funds arising from sales through the lender's payment processing services until the Company has repaid the $113,600 (including fixed fees of $11,132 or approximately 10% of the note amount). The Company received net proceeds of $88,695 after paying off the November 2024 note and rolling $24,905 of its balance into the March 17, 2025 note and recording the $11,132 of fixed fees as a debt discount. As of September 30, 2025, the Company had amortized $11,132 of the debt discount and made repayments of $113,600, resulting in a debt discount balance of $0 and a loan balance of $0 at September 30, 2025.

On August 25, 2025, the Company executed a seventh note payable with a lender with a face amount of $188,300. Under the terms of the agreement, the lender will withhold 20% of the Company's daily funds arising from sales through the lender's payment processing services until the Company has repaid the $188,300 (including fixed fees of $19,771 or approximately 10% of the note amount). The Company received net proceeds of $148,333 after paying off the March 2025 note and rolling $39,967 of its balance into the August 25, 2025 note and recording the $19,771 of fixed fees as a debt discount. As of September 30, 2025, the Company had amortized $2,145 of the debt discount and made repayments of $20,421, resulting in a debt discount balance of $17,626 and a loan balance of $167,879 at September 30, 2025.

The following represents the future aggregate maturities as of September 30, 2025 of the Company's Promissory Notes Payable:

Fiscal year ending September 30,	Amount
2026	$ 150,253
2027	—
Total	$ 150,253

Note 7 – Convertible Notes Payable

AJB Capital Investments, LLC Notes

Effective February 24, 2022, the Company entered into a Securities Purchase Agreement (the "SPA") with AJB Capital Investments, LLC ("AJB"), and issued a Promissory Note in the principal amount of $750,000 (the "AJB Note") to AJB in a private transaction for a purchase price of $675,000 (after giving effect to a 10% original issue discount). In connection with the sale of the AJB Note, the Company also paid $33,750 in certain fees and due diligence costs of AJB and brokerage fees to J.H. Darbie & Co., a registered broker dealer. After payment of the fees and costs, the net proceeds to the Company were $641,250, which will be used for working capital and other general corporate purposes.

The maturity date of the AJB Note was extended to January 31, 2026. The AJB Note bears interest at 10% per annum for the original note's period and 12% per annum for extension period which was started from August 24, 2022, and it is payable on the first of each month beginning April 1, 2022. The Company may prepay the AJB Note at any time without penalty.

The note is convertible into Common Stock of the Company at any time that the note is in default, provided that at no time may the note be convertible into an amount of common stock that would result in the holder having beneficial ownership of more than 4.99% of the outstanding shares of common stock, as determined in accordance with Section 13(d) under the Securities Exchange Act of 1934 (the "Exchange Act"). The conversion price equals the lowest trading price during either the 20 days trading days prior to the date of conversion or the 20 trading days prior to the date of issuance of the note (which was $0.14 per share). The conversion is subject to reduction in the following situations: (i) a 10% discount will apply anytime a conversion occurs when the company is not eligible to deliver the shares by DWAC; (ii) a 15% discount will apply whenever the shares are "chilled" for deposit into the DTC system; (iii) a 15% discount will apply if the Company's common stock ceases to be registered under Section 12 of the Exchange Act; (iv) a 15% discount will apply if the note cannot be converted into free trading shares 181 days after its issue date; (v) in the event any other party has the right to convert debt into Common Stock at a greater discount to market than under the note, then the holder has the right to utilize such discount in determining the conversion price; or (vi) if the Company issues any shares of Common Stock for less than the conversion price in effect on the date of issuance, including any options, warrants or securities convertible into Common Stock at price less than the conversion price, then the conversion price shall be automatically reduced to the amount of consideration received by the company for such shares, except for any issuance that is an exempt issuance.

Also pursuant to the SPA, the Company was to pay AJB a commitment fee of $800,000, payable in the form of 4,000,000 unregistered shares of the Company's common stock (the "Commitment Fee Shares") which were issued at note inception. If, after the sixth month anniversary of closing and before the thirty-sixth month anniversary of closing, AJB has been unable to sell the Commitment Fee Shares for $800,000, then the Company may be required to issue additional shares or pay cash in the amount of the shortfall. However, if the Company pays the AJB Note off on or before its maturity date, then the Company may redeem 2,000,000 of the Commitment Fee Shares for one dollar and the amount of the commitment fee will be reduced to $400,000. On issuance of the note, the Company determined that the guarantee on the commitment fee was a make-whole provision and an embedded derivative within the host instrument. The guarantee was bifurcated from the host instrument and recorded as a derivative liability valued at $384,287 using a Black-Scholes option pricing model (see Note 9).

Pursuant to the SPA, the Company also issued to AJB common stock purchase warrants (the "warrants") to purchase 1,000,000 shares of the Company's common stock for $0.30 per share, which was assigned a value of $107,283 that was recorded as derivative liability (see Notes 6 and 9). The warrants expire on February 24, 2027. The warrants also include various covenants of the Company for the benefit of the warrant holder and includes a beneficial ownership limitation on the holder that, in certain circumstances, may serve to restrict the holder's right to exercise the warrants.

After recording the derivative liabilities associated with the SPA, the Company allocated the net proceeds to the 4,000,000 common shares issued and the note itself based on their relative fair market values, resulting in the common shares being assigned a value of $65,274 (see Note 6). The allocation of the financing costs of $108,750, the derivative for the guarantee of $384,287, the derivative for the warrant of $107,283, and issuance of the 4,000,000 Commitment Fee shares of $65,274, to the debt component resulted in a $665,594 debt discount that is being amortized to interest expense over the term of the AJB Note.

On October 31, 2022, the Company amended the AJB Note to issue 1,000,000 additional Commitment Fee Shares, recognizing the value of the shares and a debt discount of $60,000 (see Note 6).

On February 10, 2023, the Company entered into second amendment with AJB by increasing the original principal of the note by $85,000, which increased the restricted cash balance to be used for payments for professional services, replacing the original 1,000,000 warrants with an exercise price of $0.30 with 2,000,000 warrants with an exercise price of $0.05 (see Note 6), and extending the maturity date of the note to May 24, 2023. The Company determined the extension of cash and modification to other terms met the conditions of a debt extinguishment; therefore the Company recorded a loss on extinguishment of debt for the total amount of $36,313 included in other income (expenses) within the accompanying statement of operation.

On September 27, 2023, the Company entered into second amendment with AJB by increasing the original principal of the note by $25,000 which increased the restricted cash balance to be used for payments for professional services.

On November 28, 2023, the Company entered into a third amendment with AJB Capital Investments, LLC by increasing the original principal of note with amount of $22,222 in which the Company received $20,000 in cash (after giving effect to a 10% original issue discount) for payment to vendors.

Effective December 15, 2023, the Company entered into a Securities Purchase Agreement (the "SPA") with AJB Capital Investments, LLC ("AJB"), and issued a Promissory Note in the principal amount of $195,000 (the "AJB Note") to AJB in a private transaction for a purchase price of $165,750 (after giving effect to a 15% original issue discount). In connection with the sale of the AJB Note, the Company also paid certain fees and due diligence costs of AJB and brokerage fees. After payment of the fees and costs, the net proceeds to the Company were $150,750, which will be used for working capital and other general corporate purposes.

The maturity date of the AJB Note is January 31, 2026 Company may prepay the AJB Note at any time without penalty.

The note is convertible into Common Stock of the Company at any time that the note is in default, provided that at no time may the note be convertible into an amount of common stock that would result in the holder having beneficial ownership of more than 4.99% of the outstanding shares of common stock, as determined in accordance with Section 13(d) under the Securities Exchange Act of 1934 (the "Exchange Act"). The conversion price equals the lowest trading price during either the 20 days trading days prior to the date of conversion or the 20 trading days prior to the date of issuance of the note (which was $0.14 per share). The conversion is subject to reduction in the following situations: (i) a 15% discount will apply anytime a conversion occurs when the company is not eligible to deliver the shares by DWAC; (ii) a 15% discount will apply whenever the shares are "chilled" for deposit into the DTC system; (iii) a 15% discount will apply if the Company's common stock ceases to be registered under Section 12 of the Exchange Act; (iv) a 15% discount will apply if the note cannot be converted into free trading shares 181 days after its issue date; (v) in the event any other party has the right to convert debt into Common Stock at a greater discount to market than under the note, then the holder has the right to utilize such discount in determining the conversion price; or (vi) if the Company issues any shares of Common Stock for less than the conversion price in effect on the date of issuance, including any options, warrants or securities convertible into Common Stock at price less than the conversion price, then the conversion price shall be automatically reduced to the amount of consideration received by the company for such shares, except for any issuance that is an exempt issuance.

In December 2023, in conjunction with the issuance of a promissory note of $195,000, the Company issued warrants to purchase 5,000,000 shares of Company's common stock for nominal exercise price of $0.00001 per share. The warrant is exercised at any time on or after December 15, 2023 and until the warrant is exercised in full. The warrants also include various covenants of the Company for the benefit of the warrant holder and includes a beneficial ownership limitation on The holder that, in certain circumstances, may serve to restrict the holder's right to exercise the warrants. As a result of the Company's equity environment being tainted the warrants qualified for derivative accounting and were assigned a value of $248,952 which was recorded as a derivative liability. The note was discounted to a principal balance of $0 and a debt discount of $195,000 was recorded at inception. The difference between the fair value of the warrants and the net proceeds received was recognized as interest expense.

Effective February 23, 2024, the Company entered into a Securities Purchase Agreement (the "SPA") with AJB Capital Investments, LLC ("AJB"), and issued a Promissory Note in the principal amount of $140,000 (the "AJB Note") to AJB in a private transaction for a purchase price of $112,000 (after giving effect to a 20% original issue discount). In connection with the sale of the AJB Note, the Company also paid certain fees and due diligence costs of AJB and brokerage fees. After payment of the fees and costs, the net proceeds to the Company were $102,000, which was used for working capital and other general corporate purposes.

The maturity date of the AJB Note is January 31, 2026. The AJB Note bears interest at 12% per year, and principal and accrued interest is due on the maturity date. The Company may prepay the AJB Note at any time without penalty.

Also pursuant to the SPA, the Company was to pay AJB a commitment fee of $50,000, payable in the form of 5,000,000 unregistered shares of the Company's common stock (the "Commitment Fee Shares") which were issued at note inception.

On May 28, 2024, the Company entered into another SPA with AJB, and issued a promissory note in the amount of $63,000 (the "May 2024 AJB Note") to AJB in a private transaction for a purchase price of $56,700 (after giving effect to a 10% original issue discount). In connection with the sale of the AJB Note, the Company also paid certain fees and due diligence costs of AJB and brokerage fees, totaling $6,700. After payment of the fees and costs, the net proceeds to the Company were $50,000, which will be used for working capital and other general corporate purposes.

The maturity date of the AJB Note is January 31, 2026. The AJB Note bears interest at 12% per year, and principal and accrued interest is due on the maturity date. The Company may prepay the AJB Note at any time without penalty.

Also pursuant to the SPA, the Company paid to AJB a commitment fee in the form of 1,000,000 unregistered shares of the Company's common stock (the "Commitment Fee Shares") which were issued at note inception. The Company also issued to AJB common stock purchase warrants (the "May 2024 warrants") to purchase 5,000,000 shares of the Company's common stock for a nominal exercise price of $0.00001 per share. The May 2024 warrants may be exercised at any time on or after May 28, 2024 and until the warrant is exercised in full. The warrants also include various covenants of the Company for the benefit of the warrant holder and includes a beneficial ownership limitation on the holder that, in certain circumstances, may serve to restrict the holder's right to exercise the warrants. As a result of the Company's equity environment being tainted the warrants qualified for derivative accounting and were assigned a value of $348,499 which was recorded as a derivative liability. The note was discounted to a principal balance of $0 and a debt discount of $63,000 was recorded at inception. The difference between the fair value of the warrants and the net proceeds received was recognized as interest expense.

On June 14, 2024, the Company entered into another SPA with AJB, and issued a promissory note with a face amount of $250,000 (the "June 2024 AJB Note") to AJB in a private transaction for a purchase price of $225,000 (after giving effect to a 10% original issue discount). In connection with the sale of the AJB Note, the Company also paid certain fees and due diligence costs of AJB and brokerage fees, totaling $12,500. The Company may draw on the June 2024 AJB Note as automobiles for the rental fleet are purchased, up to a maximum amount of $212,500. As a result, the Company accounted for this note as a line of credit.

The maturity date of the AJB Note is January 31, 2026. The AJB Note bears interest at 15% per year, and principal and accrued interest is due on the maturity date. The Company may prepay the AJB Note at any time without penalty.

The note is convertible into Common Stock of the Company at any time that the note is in default provided that at no time may the note be convertible into an amount of common stock that would result in the holder having beneficial ownership of more than 9.99% of the outstanding shares of common stock, as determined in accordance with Section 13(d) under the Securities Exchange Act of 1934 (the "Exchange Act"). The conversion price shall equal $0.01 per share, subject to adjustments. The conversion is subject to reduction in the following situations: (i) a 15% discount will apply anytime a conversion occurs when the company is not eligible to deliver the shares by DWAC; (ii) a 15% discount will apply whenever the shares are "chilled" for deposit into the DTC system; (iii) a 15% discount will apply if the Company's common stock ceases to be registered under Section 12 of the Exchange Act; (iv) a 15% discount will apply if the note cannot be converted into free trading shares 181 days after its issue date; (v) in the event any other party has the right to convert debt into Common Stock at a greater discount to market than under the note, then the holder has the right to utilize such discount in determining the conversion price; or (vi) if the Company issues any shares of Common Stock for less than the conversion price in effect on the date of issuance, including any options, warrants or securities convertible into Common Stock at price less than the conversion price, then the conversion price shall be automatically reduced to the amount of consideration received by the company for such shares, except for any issuance that is an exempt issuance.

Also pursuant to the SPA, the Company paid to AJB a commitment fee in the form of a warrant to purchase 5,000,000 unregistered shares of the Company's common stock for nominal exercise price of $0.00001 per share. The warrant is exercisable at any time on or after June 14, 2024 and until the warrant is exercised in full. The warrants also include various covenants of the Company for the benefit of the warrant holder and includes a beneficial ownership limitation on the holder that, in certain circumstances, may serve to restrict the holder's right to exercise the warrants. As a result of the Company's equity environment being tainted, the warrants qualified for derivative accounting and were assigned a value of $337,499 which was recorded as a derivative liability. As the assigned value of the warrants plus a $25,000 original issue discount and $12,500 of loan fees exceeded the face value of the note, the face value of the note was initially recorded as deferred financing costs and will be recorded as a discount to the note pro rata to draws made on the Promissory Note. Discounts will be amortized over the repayment term of the draw. The difference between the fair value of the warrants and the face value of the note was recorded as interest expense.

On May 8, 2025, the Company executed a note agreement with AJB Capital with a principal balance of $80,000 and an original issue discount of $8,000. The notes is due on November 8, 2025 and bears interest at 12%. Legal and due diligence fees totaling $10,000 were deducted from the gross proceeds of the note, resulting in net proceeds of $62,000 to the Company. The note is convertible into common stock of the Company in the event of a default.

In conjunction with this note, the Company issued a warrant to purchase 5,000,000 shares of the Company's common stock at a price of $0.00001 per share. The term of the warrant extends until such time as the warrant is exercised in full. The warrant is exercisable at any time on or after May 8, 2025 and until the warrant is exercised in full. The warrants also include various covenants of the Company for the benefit of the warrant holder and includes a beneficial ownership limitation on the holder that, in certain circumstances, may serve to restrict the holder's right to exercise the warrants. As a result of the Company's equity environment being tainted, the warrants qualified for derivative accounting and were assigned a value of $249,970 which was recorded as a derivative liability. As the assigned value of the warrants plus a $8,000 original issue discount and $10,000 of loan fees exceeded the face value of the note, the face value of the note was initially recorded as deferred financing costs and will be recorded as a discount to the note.

On June 16, 2025, the Company executed a note agreement with AJB Capital with a principal balance of $45,000 and an original issue discount of $4,500. The notes is due on December 16, 2025 and bears interest at 12%. Legal and due diligence fees totaling $7,000 were deducted from the gross proceeds of the note, resulting in net proceeds of $33,500 to the Company. The note is convertible into common stock of the Company in the event of a default.

In conjunction with this note, the Company issued a warrant to purchase 15,000,000 shares of the Company's common stock at a price of $0.00001 per share. The term of the warrant extends until such time as the warrant is exercised in full. The warrant is exercisable at any time on or after June 16, 2025 and until the warrant is exercised in full. The warrants also include various covenants of the Company for the benefit of the warrant holder and includes a beneficial ownership limitation on the holder that, in certain circumstances, may serve to restrict the holder's right to exercise the warrants. As a result of the Company's equity environment being tainted, the warrants qualified for derivative accounting and were assigned a value of $1,183,388 which was recorded as a derivative liability. As the assigned value of the warrants plus a $4,500 original issue discount and $7,000 of loan fees exceeded the face value of the note, the face value of the note was initially recorded as deferred financing costs and will be recorded as a discount to the note.

On July 18, 2025, the Company executed a note agreement with AJB Capital with a principal balance of $60,000 and an original issue discount of $6,000. The notes is due on January 31, 2026 and bears interest at 12%. Legal and due diligence fees totaling $8,000 were deducted from the gross proceeds of the note, resulting in net proceeds of $46,000 to the Company. The note is convertible into common stock of the Company in the event of a default.

In conjunction with this note, the Company issued a warrant to purchase 18,000,000 shares of the Company's common stock at a price of $0.00001 per share. The term of the warrant extends until such time as the warrant is exercised in full. The warrant is exercisable at any time on or after July 18, 2025 and until the warrant is exercised in full. The warrants also include various covenants of the Company for the benefit of the warrant holder and includes a beneficial ownership limitation on the holder that, in certain circumstances, may serve to restrict the holder's right to exercise the warrants. As a result of the Company's equity environment being tainted, the warrants qualified for derivative accounting and were assigned a value of $1,565,999 which was recorded as a derivative liability. As the assigned value of the warrants plus a $6,000 original issue discount and $8,000 of loan fees exceeded the face value of the note, the face value of the note was initially recorded as deferred financing costs and will be recorded as a discount to the note.

On September 2, 2025, the Company executed a note agreement with AJB Capital with a principal balance of $41,000 and an original issue discount of $6,500. The notes is due on January 31, 2026 and bears interest at 12%. Legal and due diligence fees totaling $8,500 were deducted from the gross proceeds of the note, resulting in net proceeds of $26,000 to the Company. The note is convertible into common stock of the Company in the event of a default.

In conjunction with this note, the Company issued a warrant to purchase 25,000,000 shares of the Company's common stock at a price of $0.00001 per share. The term of the warrant extends until such time as the warrant is exercised in full. The warrant is exercisable at any time on or after September 2, 2025 and until the warrant is exercised in full. The warrants also include various covenants of the Company for the benefit of the warrant holder and includes a beneficial ownership limitation on the holder that, in certain circumstances, may serve to restrict the holder's right to exercise the warrants. As a result of the Company's equity environment being tainted, the warrants qualified for derivative accounting and were assigned a value of $1,200,000 which was recorded as a derivative liability. As the assigned value of the warrants plus a $6,500 original issue discount and $8,500 of loan fees exceeded the face value of the note, the face value of the note was initially recorded as deferred financing costs and will be recorded as a discount to the note.

During the year ended September 30, 2025, the Company recorded interest expense of $330,743 and recorded a loss on change in fair value of derivative liability of $994,461. As of September 30, 2025, the derivative liability was $4,127,242, the notes payable principal was $1,818,722, and the Company owed accrued interest of $573,395.

During the year ended September 30, 2024, the Company recorded interest expense of $105,443 and recorded a loss on change in fair value of derivative liability of $293,574. As of September 30, 2024, the derivative liability was $245,442, the debt discount recorded on the note was $0, the note payable principal was $860,000, and the Company owed accrued interest of $174,005.

Effective February 14, 2023 the Company went into default on the AJB Notes, however the lender waived all default provisions through January 31, 2026 therefore no default interest or penalties were incurred during the year ended September 30, 2025 and 2024 and the AJB note was not convertible as of September 30, 2025 and 2024.

Secured Convertible Notes

In June 2022, the Company's board of directors approved an offering of up to 10 Units at $50,000 per Unit in a private offering. Each Unit consists of a Secured Convertible Note with an original principal balance of $50,000 and one warrant to purchase Common Stock for every $2 invested in the offering. The warrants have an exercise price of $0.30 per share and expire five (5) years from the date of issuance. Each Secured Convertible Note bears interest at 15% per annum, matures two years after the date of issuance, and is convertible at the option of the holder into common stock at $0.20 per share. Pursuant to a security agreement between the Company and investors in the Unit offering, and the subscription agreements executed by the Company and the investors, the Secured Convertible Notes are secured by liens on four existing electric vehicles that were owned by the Company at the time of the commencement of the offering, and eight additional electric vehicles that will be purchased with the proceeds of the offering, assuming all 10 Units are sold in the offering. The Company also granted subscribers in the Unit offering piggyback registration rights with respect to any shares of common stock issuable upon conversion of the Secured Convertible Notes or upon exercise of the warrants issued in the Unit offering.

During November 2022, the Company sold a total of $200,000 worth of Units to Cestone Family Foundation and Michele and Agnese Cestone Foundation, two accredited investors, which resulted in the issuance of two secured promissory notes with an aggregate principal amount of $200,000 for cash proceeds of $180,000 (net of an original issuance discount of $20,000), and the issuance of 100,000 warrants (see Note 6). The $20,000 was recorded as a debt discount and the conversion option embedded in the notes was bifurcated and accounted for as a derivative liability resulting in the Company recording a debt discount and derivative liability of $19,330. As a result of the Company's equity environment being tainted the warrants qualified for derivative accounting and were assigned a value of $7,254 which was recorded as a derivative liability (see Note 9) and debt discount). The total debt discount of $43,124 is being amortized to interest expense over the term of the Note.

During the year ended September 30, 2025, the Company recorded interest expense of $98,174, paid interest of $0, and recorded amortization of debt discount of $0. As of September 30, 2025, the debt discount recorded on the notes was $0 and the principal balance was $450,000, resulting in a net note payable balance of $450,000. As of September 30, 2025, the Company owed accrued interest of $264,762.

During the year ended September 30, 2024, the Company recorded interest expense of $30,000, paid interest of $0, and recorded amortization of debt discount of $21,640. As of September 30, 2024, the debt discount recorded on the notes was $0 and the principal balance was $450,000, resulting in a net note payable balance of $450,000. As of September 30, 2024, the Company owed accrued interest of $79,780.

The following represents the future aggregate maturities of the Company's Secured Convertible Notes as of September 30, 2025 for each of the five (5) succeeding years and thereafter as follows:

Fiscal year ending September 30,	Amount
2026	$ 450,000
Total	$ 450,000

Note 8 – Derivative Liabilities

As discussed in Note 7, certain features and instruments issued as part of the Company's debt financing arrangements qualified for derivative accounting under ASC 815, Derivatives and Hedging, as the number of common shares that are to be issued under the arrangements are indeterminate, therefore the Company's equity environment is tainted.

ASC 815 requires we record the fair market value of the derivative liabilities at inception and at the end of each reporting period and recognize any change in the fair market value as other income or expense item.

The Company determined our derivative liabilities to be a Level 3 fair value measurement and used the Black-Scholes pricing model to calculate the fair values at inception and as of September 30, 2025 and 2024. The Black-Scholes model requires six basic data inputs: the exercise or strike price, time to expiration, the risk-free interest rate, the current stock price, the estimated volatility of the stock price in the future, and the dividend rate. Changes to these inputs could produce a significantly higher or lower fair value measurement. The following assumptions were used in the Black-Scholes model during the year ended September 30, 2025:

Expected term	0.68 - 5.00 years
Expected average volatility	111% - 499%
Expected dividend yield	
Risk-free interest rate	3.61% - 4.93%

At September 30, 2025, the estimated fair values of the liabilities measured on a recurring basis are as follows (level 3):

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Commitment fee guarantee issued February 24, 2022	$	131,343
Warrants issued February 24, 2022		47,476
Embedded conversion feature in Note issued June 3, 2022		2,395
Warrants issued June 3, 2022		24,124
Embedded conversion feature in Note issued June 16, 2022		3,603
Warrants issued June 16, 2022		36,271
Embedded conversion feature in Note issued November 15, 2022		4,910
Warrants issued on February 10, 2023		48,476
Warrants issued on March 1, 2023		6,221
Warrants issued on December 15, 2023		249,950
Warrants issued on May 1, 2024		249,999
Warrants issued on May 28, 2024		249,999
Warrants issued on June 16, 2024		249,999
Warrants issued on May 8, 2025		250,000
Warrants issued on June 16, 2025		750,000
Warrants issued on July 18, 2025		900,000
Warrants issued on September 2, 2025		1,249,999
Derivative liability balance - September 30, 2025	$	4,454,765

The following table summarizes the changes in the derivative liabilities during the years ended September 30, 2025 and 2024:

Derivative liability balance - September 30, 2023	$	1,317
Addition of new derivatives recognized as debt discounts		1,089,454
Gain on change in fair value of the derivative		342,751
Derivative liability balance - September 30, 2024	$	1,386,014
Addition of new derivatives recognized as debt discounts		383,285
Day one loss on change in value of derivative liability		(192,000)
Gain on change in fair value of the derivative		2,877,466
Derivative liability balance - September 30, 2025	$	4,454,765

Note 9 – Income Taxes

The Company provides for income taxes under ASC 740, “Income Taxes.” Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax basis of assets and liabilities and the tax rates in effect when these differences are expected to reverse. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

The components of the Company’s deferred tax asset and reconciliation of income taxes computed at the statutory rate of 31% to the income tax amount recorded as of September 30, 2025 and 2024 are as follows:

	Years Ended September 30,	
	2025	**2024**
Deferred tax assets:		
Net operating loss carryover	$ 917,500	$ 914,000
Accruals	3,600	4,100
Development	—	—
Depreciation & amortization	(49,600)	(13,200)
Valuation allowance	(871,500)	(904,900)
Net deferred tax asset	$ —	$ —

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate to pretax income from continuing operations for the years ended September 30, 2025 and 2024, due to the following:

	Years Ended September 30,			
	2025		2024	
Expected Federal Tax	$ (1,012,000)	21.0%	$ (619,800)	21.0%
State income taxes (net of federal benefit)	—	3.5%	(103,900)	3.5%
Permanent adjustments	711,900	(14.8)%	340,200	(11.5)%
State tax rate change	—	—%	38,200	(1.3)%
Change in valuation allowance	300,100	(6.2)%	345,300	(11.5)%
Total income tax provision	$ —		$ —	

The net operating losses ("NOLs") carry forwards are subject to certain limitations due to the change in control of the Company pursuant to Internal Revenue Code Section 382. The Company experienced a change in control for tax purposes in February 24, 2022. Due to change of control, the Company estimates not being able to carryover approximately $1,700,000 of NOL generated before February 24, 2022 to offset future income.

As of September 30, 2025, the Company had approximately $5,100,000 of net operating loss carryforwards that may be offset against future taxable income. No tax benefit has been reported in the September 30, 2025 consolidated financial statements since the potential tax benefit is offset by a valuation allowance of the same amount. Tax returns for the years ended 2020 and forward are subject to review by the tax authorities.

Note 10 – Subsequent Events

Management has evaluated subsequent events through the date these financial statements were available to be issued. Please note the following matters deemed to be subsequent events.

In October 2025, the Company issued warrants to purchase 10,750,000 shares of its common stock at an exercise price of $0.02 in exchange for $215,000. The warrants do not expire.

On October 31, 2025, the Company exchanged $25,000 in debt owed to the chief executive officer for 1,250,000 shares of the Company's common stock.

On October 31, 2025, the Company exchanged a note payable in the amount of $5,000 for 250,000 shares of the Company's common stock.

In December 2025, the Company issued warrants to two advisory panel members to purchase 2,500,000 shares of its common stock at an exercise price of $0.00001. The warrants do not expire.