

DriveltAway Holdings Inc.

Amendment to [Quarterly Report](#) - Financial Statements for 06/30/2026
originally published through the OTC Disclosure & News Service on
08/19/2026

Explanatory Note:

The original report was amended to attach the financial statements, which were
originally filed as a separate document.

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

Driveitaway Holdings, Inc.

3401 Market Street, Suite 200/201, Philadelphia, PA 19104

856-577-2763

www.driveitaway.com

john@driveitaway.com

Quarterly Report

For the period ending June 30, 2026 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

127,045,629 as of June 30, 2026 *(Current Reporting Period Date or More Recent Date)*

120,025,082 as of September 30, 2025 *(Most Recent Completed Fiscal Year End)*

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control⁵ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁵ “Change in Control” shall mean any events resulting in:

- (i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

Driveitaway Holdings, Inc. 10-2022 to present
Formerly=Creative Learning Corp. until 10-2022
Formerly=B2 Health, Inc. until 7-2010

Current State and Date of Incorporation or Registration: DE, 3/8/2006
Standing in this jurisdiction: (e.g. active, default, inactive): active

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

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

None

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

None

Address of the issuer's principal executive office:

1820 Chapel Avenue W, Suite 300 PMB CHL500, Cherry Hill, NJ 08002

Address of the issuer's principal place of business:

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

3401 Market Street, Suite 200/201, Philadelphia, PA 19104

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

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

2) Security Information

Transfer Agent

Name: VStock Transfer, LLC
Phone: (212) 828-8436
Email: shaindy@vstocktransfer.com
Address: 18 Lafayette Place, Woodmere, NY 11598

Publicly Quoted or Traded Securities:

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

Trading symbol: DWAY
Exact title and class of securities outstanding: common stock
CUSIP: 22529R106
Par or stated value: 0.0001
Total shares authorized: 1,000,000,000 as of date: August 19, 2026
Total shares outstanding: 127,045,629 as of date: August 19, 2026
Total number of shareholders of record: 152 as of date: August 19, 2026

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

N/A

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

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

Exact title and class of the security: Series A Convertible Preferred Stock
Par or stated value: \$0.0001
Total shares authorized: 5,000,000 as of date: June 30, 2026
Total shares outstanding: 0 as of date: June 30, 2026
Total number of shareholders of record: 0 as of date: June 30, 2026

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

None.

Security Description:

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

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

Each share of common stock entitles the holder to one vote on all matters submitted to a vote of stockholders. Holders of common stock are entitled to receive dividends when and as declared by the Board of Directors out of funds legally available for that purpose. No dividends have been declared to date and none are anticipated in the foreseeable future. Holders of common stock have no preemptive rights.

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

The Company has authorized 5,000,000 shares of Series A Convertible Preferred Stock, none of which were outstanding at June 30, 2026 or September 30, 2025. The Series A Preferred Stock is entitled to receive dividends on an as-converted basis with the common stock; is entitled, on a liquidation, dissolution or winding up, to a preference over the common stock; votes together with the common stock as a single class on an as-converted basis; is convertible at the option of the holder into common stock; and may be converted by the Company at its option. There are no redemption or sinking fund provisions.

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

None.

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

None.

3) Issuance History

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

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

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

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

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

Shares Outstanding Opening Balance: Date <u>10/1/2023</u> Common: <u>106,551,722</u> Preferred: <u>0</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
3/1/2024	New issuance	5,000,000	Common	\$0.01	Yes	AJB Capital Investments, LLC (Ari J. Blaine)	Commitment fee shares issued with promissory note	Restricted	Section 4(a)(2); Rule 506(b)
5/13/2024	New issuance	750,000	Common	\$0.02	Yes	Allen Bryant	Cash	Restricted	Section 4(a)(2); Rule 506(b)
5/28/2024	New issuance	1,000,000	Common	\$0.07	Yes	AJB Capital Investments, LLC (Ari J. Blaine)	Commitment fee shares issued with promissory note	Restricted	Section 4(a)(2); Rule 506(b)
7/6/2024	New issuance	75,000	Common	\$0.02	Yes	Keane Storey	Cash	Restricted	Section 4(a)(2); Rule 506(b)
7/9/2024	New issuance	25,000	Common	\$0.02	Yes	Chris Casey	Cash	Restricted	Section 4(a)(2); Rule 506(b)
7/9/2024	New issuance	100,000	Common	\$0.02	Yes	Michael Roy Chapman	Cash	Restricted	Section 4(a)(2); Rule 506(b)
7/11/2024	New issuance	200,000	Common	\$0.02	Yes	Shane and Lauren Storey	Cash	Restricted	Section 4(a)(2); Rule 506(b)
11/25/2024	New issuance	250,000	Common	\$0.02	Yes	Wayne L. Hileman	Cash	Restricted	Section 4(a)(2); Rule 506(b)
7/30/2025	New issuance	150,000	Common	\$0.02	Yes	Kevin Carr	Cash	Restricted	Section 4(a)(2); Rule 506(b)
7/31/2025	New issuance	175,000	Common	\$0.02	Yes	Christopher Macheca	Cash	Restricted	Section 4(a)(2); Rule 506(b)
8/4/2025	New issuance	750,000	Common	\$0.02	Yes	Dana Rogers	Cash	Restricted	Section 4(a)(2); Rule 506(b)
9/19/2025	Warrant exercise (1)	4,998,360	Common	\$0.00001	Yes	AJB Capital Investments, LLC (Ari J. Blaine)	Cashless exercise of warrant issued with the June 14, 2024 note	Restricted	Section 4(a)(2); Rule 506(b)
10/31/2025	New issuance	1,250,000	Common	\$0.02	Yes	DriveltAway LLC (John F. Possumato)	Conversion of \$25,000 of related party debt	Restricted	Section 4(a)(2); Rule 506(b)
10/31/2025	New issuance	250,000	Common	\$0.02	Yes	Keith Gayton	Shares issued for consulting services	Restricted	Section 4(a)(2); Rule 506(b)
4/15/2026	New issuance (2)	4,000,000	Common	\$0.02	Yes	John O'Leary	Settlement of \$80,000 of accounts payable	Restricted	Section 4(a)(2); Rule 506(b)
4/15/2026	New issuance	950,547	Common	\$0.02	Yes	Kenneth J. Mathews	Conversion of note payable and accrued interest of \$19,011	Restricted	Section 4(a)(2); Rule 506(b)
4/15/2026	New issuance	570,000	Common	\$0.02	Yes	AEP Holdings, LLC	Conversion of note payable and accrued interest of \$11,400	Restricted	Section 4(a)(2); Rule 506(b)

Shares Outstanding on Date of This Report: <u>Ending</u> <u>Balance:</u> Date <u>June 30, 2026</u> Common: <u>127,045,629</u> Preferred: <u>0</u>	
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Example: A company with a fiscal year end of December 31st 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

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

(1) On September 19, 2025 a warrant holder exercised, on a cashless basis, a warrant issued in connection with the June 14, 2024 note for 4,998,360 shares. At the holder's request, 300,000 of those shares were delivered; the remaining 4,698,360 shares are included in shares outstanding in the Company's financial statements but have not yet been issued by the transfer agent. Shares outstanding per the transfer agent's records were 122,347,269 at June 30, 2026.

(2) In addition to the 4,000,000 shares issued on April 15, 2026 in settlement of accounts payable, the Company issued to AEP Holdings, LLC a pre-funded warrant to purchase 4,000,000 shares of common stock at an exercise price of \$0.00001 per share, recorded at \$80,000. The pre-funded warrant had not been exercised as of the date of this report and the underlying shares are not included in shares outstanding.

(3) The Company holds 15,100 shares of common stock in treasury. Shares outstanding net of treasury shares were 127,030,529 at June 30, 2026.

(4) All of the shares listed above were issued in reliance on Section 4(a)(2) of the Securities Act of 1933 and Rule 506(b) of Regulation D promulgated thereunder, with each purchaser representing that it is an accredited investor as defined in Rule 501(a). The shares were offered and sold without general solicitation or advertising. Values shown are the amounts recorded by the Company. Each issuance was made at a price at or below the quoted market price of the common stock on the date of issuance.

(5) The Company had no shares of preferred stock outstanding during any period presented.

B. Convertible Debt

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

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

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁶	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
2/24/2022	\$750,000	\$882,222	2/24/2023 (in default; waived through 6/30/2026)	Convertible only while in default, at the lowest trading price during the 20 trading days before conversion or before issuance (\$0.14 at issuance), subject to further discounts; 4.99% ownership limitation	0	25,278,567	AJB Capital Investments, LLC (Ari J. Blaine)	Loan
6/14/2024	\$250,000	\$250,000	5/31/2025 (in default; waived through 6/30/2026)	Convertible only while in default, at \$0.01 per share, subject to adjustment; 9.99% ownership limitation	0	25,000,000	AJB Capital Investments, LLC (Ari J. Blaine)	Loan (line of credit)
1/22/2026	\$1,150,000	\$1,150,000	7/22/2026	Convertible only while in default, at \$0.01 per share, subject to adjustment; 9.99% ownership limitation	0	115,000,000	AJB Capital Investments, LLC (Ari J. Blaine)	Refinancing of prior notes
6/2022	\$100,000	\$100,000	June 2024 (in default)	Convertible at the option of the holder at \$0.20 per share	0	500,000	U.S. Escrow Services Corporation	Loan (Unit offering)
6/2022	\$150,000	\$150,000	June 2024 (in default)	Convertible at the option of the holder at \$0.20 per share	0	750,000	Kevin Leach	Loan (Unit offering)
11/2022	\$100,000	\$100,000	November 2024 (in default)	Convertible at the option of the holder at \$0.20 per share	0	500,000	Cestone Family Foundation	Loan (Unit offering)
11/2022	\$100,000	\$100,000	November 2024 (in default)	Convertible at the option of the holder at \$0.20 per share	0	500,000	Michele and Agnese Cestone Foundation	Loan (Unit offering)
3/1/2023	\$12,500	\$0	6/30/2023	Converted April 15, 2026 at \$0.02 per share	950,547	0	Kenneth J. Mathews	Loan
3/1/2023	\$7,500	\$0	6/30/2023	Converted April 15, 2026 at \$0.02 per share	570,000	0	AEP Holdings, LLC	Loan

Total Outstanding Balance:

Total Shares:

167,528,567

\$2,732,222

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

(1) Outstanding balances are shown at principal. Accrued and unpaid interest at June 30, 2026 was \$679,129 on the AJB Capital Investments, LLC notes and \$297,686 on the secured convertible notes in default.

(2) The AJB Capital Investments, LLC notes are convertible only while an event of default is continuing. AJB has waived all default provisions through June 30, 2026 pursuant to a waiver letter executed by the Company and AJB, and accordingly those notes were not convertible at June 30, 2026. Potential shares for the February 24, 2022 note, which converts at a variable price, are computed at the June 30, 2026 closing price of \$0.0349 per share. The beneficial ownership limitations contained in the notes are disregarded for purposes of this table.

(3) The notes dated December 15, 2023, February 23, 2024, May 28, 2024, March 7, 2025, May 8, 2025, June 16, 2025, July 18, 2025 and September 9, 2025, all issued to AJB Capital Investments, LLC, were refinanced into the January 22, 2026 note and had no outstanding balance at June 30, 2026.

(4) The \$1,150,000 note matured on July 22, 2026 and had not been repaid or extended as of the date of this report.

4) Issuer's Business, Products and Services

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

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

⁶ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

DriveltAway Holdings, Inc. is a national, dealer-focused mobility platform that enables car dealers to sell more vehicles through eCommerce using the Company's "Pay as You Go" app-based subscription program. The Company provides a turnkey program that includes proprietary mobile technology and a driver app, insurance coverage and dealer training. Customers book a vehicle through the Company's platform, pay an initial non-refundable fee and weekly subscription amounts, and may apply a portion of those payments toward the purchase of the vehicle. The Company also rents vehicles that it leases from a third party to subscription customers.

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

DriveltAway, Inc., a Delaware corporation, is a wholly owned subsidiary of the Company. DIA Leasing, LLC, a Florida limited liability company formed on April 12, 2024, is a wholly owned subsidiary of DriveltAway, Inc. The Company has no parent company.

C. Describe the issuers' principal products or services.

The Company's principal service is its app-based vehicle subscription and "Pay as You Go" subscription-to-ownership program, under which consumers rent a vehicle on a weekly basis, with insurance included, and may apply a portion of their payments toward acquiring the vehicle. The Company earns subscription and rental revenue, insurance revenue and fees from participating dealers.

5) Issuer's Facilities

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

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

The Company does not own any real property. The Company's principal executive office is a leased mailing and administrative address at 1820 Chapel Avenue W, Suite 300 PMB CHL500, Cherry Hill, NJ 08002, and the Company uses virtual office space at 3401 Market Street, Suite 200/201, Philadelphia, PA 19104. The Company is not obligated to pay rent for that space. The Company's principal assets are vehicles leased from Free2Move Fleet USA, Inc. under a Master Vehicle Lease Agreement and related per-vehicle schedules. At June 30, 2026, 178 vehicles were in service under those schedules. The schedules have terms of 36 months (with a small number at 18 and 48 months), require fixed monthly rentals aggregating approximately \$114,800 per month, and provide for a fixed Buy Back Price at the end of the term at which title passes to the Company. Because ownership transfers at the end of the term, the leases are accounted for as finance leases; at June 30, 2026 the Company recorded right-of-use assets of \$5,408,660, net, and finance lease liabilities of \$5,513,686. The vehicles are used in the Company's subscription and rental operations and are in serviceable condition. The Company had no owned vehicles at June 30, 2026.

6) All Officers, Directors, and 5% Beneficial Owners of the Company

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

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

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

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

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, ≥ 5% beneficial owner)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
John F. Possumato	CEO, Director, >5% beneficial owner	Haddon Heights, NJ	35,840,190 common (1,909,671 held directly and 33,930,519 held through DriveltAway LLC)	Common	28.21%
DriveltAway LLC (control person: John F. Possumato)	>5% beneficial owner	Haddon Heights, NJ	33,930,519 common	Common	26.71%
Adam J. Potash	COO, Director, >5% beneficial owner	Floral Park, NY	35,528,599 common (2,641,389 held directly and 32,887,210 held through Minds Eye Innovation, Inc.)	Common	27.97%
Minds Eye Innovation, Inc. (control person: Adam J. Potash)	>5% beneficial owner	Floral Park, NY	32,887,210 common	Common	25.89%
AJB Capital Investments, LLC (control person: Ari J. Blaine)	>5% beneficial owner	Hollywood, FL	7,000,000 common; warrants to purchase common stock (see note below)	Common	5.51%
Steven M. Plumb, CPA	CFO	Houston, TX	— common; warrants to purchase 375,000 shares	Common	0.00%
John O'Leary	Counsel	Philadelphia, PA	4,000,000 common	Common	3.15%

Share ownership is presented based on the records of the Company's transfer agent and information available to the Company, and percentages are calculated on 127,045,629 shares of common stock outstanding at June 30, 2026. AJB Capital Investments, LLC also holds warrants to purchase shares of common stock at nominal exercise prices; exercise of those warrants is subject to a beneficial ownership limitation of 9.99% of the outstanding common stock. AEP Holdings, LLC holds 3,323,261 shares of common stock, or 2.62%, and a pre-funded warrant to purchase 4,000,000 shares of common stock at an exercise price of \$0.00001 per share. Unless otherwise noted, the address of each person listed above is c/o DriveltAway Holdings, Inc., 3401 Market Street, Suite 200/201, Philadelphia, PA 19104. The Chief Financial Officer holds a fully vested warrant, issued June 11, 2025, to purchase 375,000 shares of common stock at an exercise price of \$0.00001 per share.

7) Legal/Disciplinary History

- A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:
1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None.

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

None.

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

None with respect to the persons and entities listed in Section 6 above. On August 21, 2017, the Securities and Exchange Commission filed a complaint against the Company, then named Creative Learning Corporation, and three former officers and directors alleging materially false and misleading statements and omissions in filings made between April 2011 and March 2015. On September 20, 2017, the court entered a final judgment as to the Company, without the Company admitting or denying the allegations, permanently enjoining it from violating the securities laws cited in the complaint. The former officers and directors named in the complaint were removed from their positions between July 2015 and May 2017 and have not been affiliated with the Company since 2017. No current officer, director or 5% beneficial owner of the Company was affiliated with the Company during the period covered by the complaint.

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

None.

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

None.

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None.

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

None.

8) Third Party Service Providers

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

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

Securities Counsel

Name: John O'Leary
Address 1: c/o DriveltAway Holdings, Inc.
Address 2: 3401 Market Street, Suite 200/201, Philadelphia, PA 19104
Phone: (609) 786-2525
Email: joleary@po-legal.com

Accountant or Auditor

Name: Steven M. Plumb, CPA
Firm: Clear Financial Solutions, Inc.
Address 1: 3050 Post Oak Blvd., Suite 510
Address 2: Houston, Texas 77056
Phone: (713) 780-0806
Email: steven@clearfinancials.com

Investor Relations

Name: None
Firm: N/A
Address 1: N/A
Address 2: N/A
Phone: N/A
Email: N/A

All other means of Investor Communication:

X (Twitter): None
Discord: None
LinkedIn: None
Facebook: None
[Other] None

Other Service Providers

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

Name: Steven M. Plumb, CPA
Firm: Clear Financial Solutions, Inc.
Nature of Services: Accounting and financial reporting services and preparation of this disclosure statement
Address 1: 3050 Post Oak Blvd., Suite 510
Address 2: Houston, Texas 77056
Phone: (713) 780-0806
Email: steven@clearfinancials.com

9) Disclosure & Financial Information

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

Name: **Steven M. Plumb, CPA**
Title: **Chief Financial Officer**
Relationship to Issuer: **Officer of the issuer**

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

- ☐ IFRS
☒ U.S. GAAP

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

Name: **Steven M. Plumb, CPA**
Title: **Chief Financial Officer**
Relationship to Issuer: **Officer of the issuer**

Describe the qualifications of the person or persons who prepared the financial statements:⁷ Mr. Plumb is a certified public accountant and has served as chief financial officer, on both an employed and a consulting basis, to numerous public and private companies since 2001. He has extensive experience in the preparation of financial statements in accordance with U.S. GAAP and in public company financial reporting and compliance.

The financial statements included in this disclosure statement are unaudited. Under the OTCID Basic Market alternative reporting standard the Company's financial statements are not required to be audited, and no audit letter is included.

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

10) Issuer Certification

⁷ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Principal Executive Officer:

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

The certifications shall follow the format below:

I, John F. Possumato certify that:

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

August 19, 2026

/s/ John F. Possumato

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

Principal Financial Officer:

I, Steven M. Plumb certify that:

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

August 19, 2026

/s/ Steven M. Plumb

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

DRIVEITAWAY HOLDINGS, INC.
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MARCH 31, 2026

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DriveItAway Holdings, Inc.
Condensed Consolidated Balance Sheets

	March 31 2026 (Unaudited)	September 30, 2025
Assets		
Current assets		
Cash	\$ 83,006	\$ 39,930
Accounts receivable, net	44,107	42,532
Total current assets	<u>127,113</u>	<u>82,462</u>
Deferred financing costs, net	—	11,811
Fixed assets, net	123,067	585,120
Intangible assets, net	—	899
Total Assets	<u>\$ 250,180</u>	<u>\$ 680,292</u>
Liabilities and Stockholders' Deficit		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 1,627,915	\$ 1,682,957
Accrued interest – related parties	20,994	21,252
Deferred revenue	26,261	15,740
Due to related parties	26,332	26,380
Short term notes payable	252,877	150,253
Current portion of SBA Loan	2,594	2,546
Promissory notes payable, current portion	110,889	510,305
Promissory notes payable, in default	20,000	20,000
Promissory notes payable - related parties, in default	21,250	42,500
Convertible notes payable, net, in default	450,000	450,000
Convertible notes payable, net of debt discount	1,851,590	1,693,877
Derivative liability	4,811,079	4,454,765
Total Current Liabilities	<u>9,221,781</u>	<u>9,070,576</u>
SBA Loan - noncurrent	110,531	111,840
Total Liabilities	<u>9,332,312</u>	<u>9,182,416</u>
Stockholders' Deficit		
Preferred stock, \$0.0001 par value; 10,000,000 shares authorized; no shares issued and outstanding	—	—
Common stock, \$0.0001 par value; 1,000,000,000 shares authorized; 121,525,082 shares issued and 121,525,082 outstanding at March 31, 2026 and 120,025,082 issued and 120,009,982 outstanding September 30, 2025, respectively	12,153	12,003
Additional paid in capital	2,356,719	1,965,619
Treasury stock, at cost - 15,100 shares at March 31, 2026 and September 30, 2025	(18,126)	(18,126)
Accumulated deficit	(11,432,878)	(10,461,619)
Total Stockholders' Deficit	<u>(9,082,132)</u>	<u>(8,502,124)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 250,180</u>	<u>\$ 680,292</u>

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

DriveItAway Holdings, Inc.
Condensed Consolidated Statements of Operations
(Unaudited)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2026	2025	2026	2025
Revenues	\$ 377,522	\$ 210,665	\$ 659,764	\$ 452,611
Cost of Goods Sold	322,725	181,089	521,073	324,344
Gross Profit	54,797	29,576	138,691	128,267
Operating Expenses				
Salaries and payroll taxes	82,253	44,125	167,008	139,875
Professional fees	51,813	97,429	83,930	117,686
General and administrative	21,808	115,886	82,483	202,567
Software development	8,000	10,800	14,000	32,415
Stock compensation	35,625	—	76,250	—
Total Operating Expenses	199,499	268,240	423,671	492,543
Operating Loss	(144,702)	(238,664)	(284,980)	(364,276)
Other Income (Expenses)				
Gain (loss) on change in fair value of derivative liability	(887,668)	(1,580)	93,686	911,982
Amortization debt discount	(293,338)	(19,102)	(402,251)	(78,480)
Amortization of deferred financing costs	—	(33,888)	(11,811)	(171,468)
Loss on extinguishment of debt	(21,798)	—	(21,798)	—
Interest expense	(116,850)	(152,628)	(266,795)	(285,015)
Interest expense - related parties	(2,270)	(2,096)	(3,492)	(4,238)
Gain (loss) on disposition of assets	(53,403)	—	(73,820)	—
Total Other Income (Expense)	(1,375,327)	(209,294)	(686,281)	372,781
Net Income (Loss)	<u>\$ (1,520,029)</u>	<u>\$ (447,958)</u>	<u>\$ (971,261)</u>	<u>\$ 8,505</u>
Net Income (Loss) Per Common Share				
Basic and diluted net income (loss) per common share	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>	<u>\$ 0.00</u>
Diluted net income (loss) per common share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ 0.00</u>
Basic and diluted weighted average number of common shares outstanding	<u>121,525,082</u>	<u>113,951,722</u>	<u>121,417,939</u>	<u>113,881,667</u>
Diluted weighted average number of common shares outstanding	<u>372,258,876</u>	<u>284,283,803</u>	<u>372,258,876</u>	<u>284,283,803</u>

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

DriveItAway Holdings, Inc.
Condensed Consolidated Statement of Changes in Stockholders' Deficit
(Unaudited)

For the Three and Six Months Ended March 31, 2026

	Common Stock		Additional	Treasury Stock		Accumulated	Total
	Shares	Amount	Paid in	Shares	Amount	Deficit	Stockholders'
			Capital				Deficit
Balance - September 30, 2025	120,025,082	\$ 12,003	\$ 1,965,619	(15,100)	\$ (18,126)	\$ (10,461,619)	\$ (8,502,123)
Stock issued to convert related party debt	1,250,000	125	24,875	—	—	—	25,000
Stock compensation	250,000	25	40,600	—	—	—	40,625
Warrants issued	—	—	240,000	—	—	—	240,000
Net loss	—	—	—	—	—	548,868	548,868
Balance - December 31, 2025	121,525,082	\$ 12,153	\$ 2,271,094	(15,100)	\$ (18,126)	\$ (9,912,751)	\$ (7,647,630)
Sale of warrants for cash	—	—	50,000	—	—	—	50,000
Stock compensation	—	—	35,625	—	—	—	35,625
Net loss	—	—	—	—	—	(1,520,130)	(1,520,130)
Balance – March 31, 2026	<u>121,525,082</u>	<u>\$ 12,153</u>	<u>\$ 2,356,719</u>	<u>(15,100)</u>	<u>\$ (18,126)</u>	<u>\$ (11,432,878)</u>	<u>\$ (9,082,132)</u>

For the Three and Six Months Ended March 31, 2025

	Common Stock		Additional	Treasury Stock		Accumulated	Total
	Shares	Amount	Paid in	Shares	Amount	Deficit	Stockholders'
			Capital				Deficit
Balance - September 30, 2024	113,701,722	\$ 11,371	\$ 1,606,292	(15,100)	\$ (18,126)	\$ (5,559,139)	\$ (3,959,602)
Common stock sold for cash	250,000	25	4,975	—	—	—	5,000
Warrants sold for cash	—	—	50,000	—	—	—	50,000
Net income	—	—	—	—	—	456,463	456,463
Balance - December 31, 2024	113,951,722	\$ 11,396	\$ 1,661,267	(15,100)	\$ (18,126)	\$ (5,102,676)	\$ (3,448,139)
Net loss	—	—	—	—	—	(447,958)	(447,958)
Balance – March 31, 2025	<u>113,951,722</u>	<u>\$ 11,396</u>	<u>\$ 1,661,267</u>	<u>(15,100)</u>	<u>\$ (18,126)</u>	<u>\$ (5,550,634)</u>	<u>\$ (3,896,097)</u>

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

DriveItAway Holdings, Inc.
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	For the Six Months Ended March 31,	
	2026	2025
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ (971,259)	\$ 8,505
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
(Gain) loss on change in fair value of derivative liability	(93,686)	(911,982)
Amortization of deferred financing costs	11,811	171,468
Amortization and depreciation	41,344	74,292
Amortization of debt discount	402,251	78,480
Loss on sale of fixed assets	73,820	—
Loss on extinguishment of debt	21,798	—
Stock compensation	76,250	—
Changes in operating assets and liabilities:		
Prepaid expenses	—	(1,247)
Due to related party		
Accounts receivable	(1,575)	(11,544)
Customer deposits	—	(1,340)
Deferred revenue	10,521	4,357
Accounts payable and accrued liabilities	(51,262)	432,423
Accrued liabilities- related party	—	4,238
Net Cash used in Operating Activities	<u>(479,987)</u>	<u>(161,862)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sale of fixed assets	347,500	—
Purchase of vehicles	—	(137,289)
Net Cash provided by (used in) Investing Activities	<u>347,500</u>	<u>(137,289)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Related party advances	—	1,300
Proceeds from convertible notes payable	914,658	103,708
Proceeds from the sale of common stock for cash	—	5,000
Proceeds from sale of warrants	290,000	50,000
Proceeds from notes payable	230,213	268,812
Repayment of promissory notes payable	(548,808)	(112,087)
Repayment of convertible promissory notes	(710,500)	—
Net Cash provided by Financing Activities	<u>175,563</u>	<u>316,733</u>
Net change in cash and restricted cash	43,076	17,582
Cash and restricted cash, beginning of period	39,930	33,588
Cash and restricted cash, end of period	<u>\$ 83,006</u>	<u>\$ 51,170</u>
Supplemental cash flow information		
Cash paid for interest	<u>\$ 54,017</u>	<u>\$ 82,940</u>
Cash paid for taxes	<u>\$ —</u>	<u>\$ —</u>
Non-cash Investing and Financing transactions:		
Common stock issued upon conversion of related party note	<u>\$ 25,000</u>	<u>\$ —</u>
	<u>\$ —</u>	<u>\$ —</u>

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

DriveItAway Holdings, Inc.
Notes to the Condensed Consolidated Financial Statements
March 31, 2026
Unaudited

Note 1 – Organization, Description of Business and Going Concern

Nature of Organization

DriveItAway Holdings, Inc. (“DIA”, “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 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.

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 six months ended March 31, 2026, the Company had net loss of \$(971,259 and cash used in operating activities of \$(479,987). As of March 31, 2026, the Company had an accumulated deficit of \$(11,432,878). 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 sufficient to 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.

DriveItAway Holdings, Inc.
Notes to the Condensed Consolidated Financial Statements
March 31, 2026
Unaudited

Note 2 - Summary of Significant Accounting Policies

Basis of Presentation

The Company prepares its financial statements in accordance with rules and regulations of the Securities and Exchange Commission (“SEC”) and Generally Accepted Accounting Principles (“GAAP”) in the United States of America. The accompanying interim financial statements have been prepared in accordance with GAAP for interim financial information in accordance with Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the Company’s opinion, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2026, are not necessarily indicative of the results for the full year. While management of the Company believes that the disclosures presented herein are adequate and not misleading, these interim financial statements should be read in conjunction with the audited financial statements and the footnotes thereto for the year ended September 30, 2025, contained in the Company’s Form 10K, as filed on February 24, 2026.

Basis of Consolidation

The consolidated financial statements include the accounts of DriveItAway Holdings Inc. and its wholly owned subsidiary DriveItAway, Inc., and its wholly owned subsidiary DIA Leasing, LLC 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.

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 March 31, 2026 and September 30, 2025, the Company had cash of \$83,006 and \$39,930, respectively and did not have any cash equivalents.

DriveItAway Holdings, Inc.
Notes to the Condensed Consolidated Financial Statements
March 31, 2026
Unaudited

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 March 31, 2026 and September 30, 2025 are adequate, but actual write-offs could exceed the recorded allowance. As of March 31, 2026 and September 30, 2025 the balances in the allowance for doubtful accounts was \$423.

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 period ended March 31, 2026 and September 30, 2025, 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 March 31, 2026, the Company did not have leases that qualified as ROU assets.

DriveltAway Holdings, Inc.
Notes to the Condensed Consolidated Financial Statements
March 31, 2026
Unaudited

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 of 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.

Fair Value Measurements at March 31, 2026 using:				
	March 31, 2026	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Liabilities	\$ —	\$ —	\$ —	\$ —
Derivative Liabilities	\$ 4,811,079	\$ —	\$ —	\$ 4,811,079

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

DriveItAway Holdings, Inc.
Notes to the Condensed Consolidated Financial Statements
March 31, 2026
Unaudited

Derivative Financial Instruments

The Company accounts for its 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 periods ended March 31, 2026 and 2025, 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. 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 for 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 a 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.

DriveItAway Holdings, Inc.
Notes to the Condensed Consolidated Financial Statements
March 31, 2026
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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 March 31, 2026 and September 30, 2025 refundable deposits were \$0 and \$0 and deferred revenue was \$26,261 and \$15,740, 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. 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 a number of complex and subjective variables, including expected stock price volatility and the risk-free interest rate. Stock-based compensation expense for the six months ended March 31, 2026 and March 31, 2025 was \$76,250 and \$0, respectively.

Advertising and Marketing Costs

Advertising and marketing costs are expensed as incurred. The Company incurred advertising and marketing costs for the three months ended March 31, 2026 and 2025 of \$0 and \$0, 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.

Reconciliation of expected federal income tax to the income tax provision is as follows:

	2026	
Expected Federal Tax	\$ (330,000)	21.0%
State income taxes (net of federal benefit)	—	0.0%
Permanent adjustments	—	0.0%
State tax rate change	—	0.0%
Other	—	0.0%
Change in valuation allowance	330,000	21.0%
Total income tax provision	<u>\$ —</u>	<u>—</u>

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Net Income/(Loss) per Share of Common Stock

The Company calculates net income/(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. Potential shares of common stock consist of shares issuable upon the conversion of outstanding convertible debt and warrants.

	March 31, 2026	March 31, 2025
Convertible notes	98,800,850	132,302,137
Warrants	109,749,999	38,099,999
	<u>208,550,851</u>	<u>170,402,136</u>

Reclassification

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

Recent Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (“ASU 2023-09”). ASU 2023-09 requires enhanced annual disclosures regarding the rate reconciliation and income taxes paid information. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, and may be adopted on a prospective or retrospective basis. Early adoption is permitted. The Company is evaluating the impact of this guidance on its consolidated financial statements and related disclosures.

In the period from October 2025 through May 2026 the FASB has not issued any additional accounting standards updates that have a significant impact on the Company. Management has evaluated other recently issued accounting pronouncements and does not believe that any of these pronouncements will have a significant impact on our condensed consolidated financial statements and related disclosures.

Note 3 – Related Party Transactions

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.

As of March 31, 2026 and September 30, 2025, the Company owed related parties for an unsecured, non-interest-bearing advance, payable on demand, in the amount of \$26,332 and \$26,380, respectively.

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 (December 31, 2023) and issuance of 100,000 warrants with exercise price of \$0.05 that expire on March 1, 2028 (5 years). 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 8). During the three months ended March 31, 2026 the Company reclassified one of these promissory notes with a value of \$7,500 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 of March 31, 2026 and September 30, 2025, the amount due to related parties for Promissory notes payable was \$21,500 and \$42,500, respectively.

During the six months ended March 31, 2026 and 2025, the Company recorded related party interest expense of \$(3,492) and \$(4,238) respectively.

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Note 4 – Fixed and Intangible Assets

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

	March 31, 2026	September 30, 2025
Vehicle costs	\$ 250,147	\$ 786,662
Accumulated depreciation	(127,080)	(201,502)
Vehicles, net	<u>\$ 123,067</u>	<u>\$ 585,120</u>

Vehicles with a net book value of \$18,878 are pledged as collateral on a line of credit with an investor.

Depreciation expense for the six months ended March 31, 2026 and 2025, was \$40,445 and \$36,182 , respectively. During the six months ended March 31, 2026 and the year ended September 30, 2025, the Company purchased vehicles of \$0 and \$137,290, respectively.

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

	March 31, 2026	September 30, 2025
Website development costs	\$ 16,331	\$ 16,331
Accumulated depreciation	(16,331)	(15,432)
Website, net	<u>\$ —</u>	<u>\$ 899</u>

Amortization expense for the six months ended March 31, 2026 and 2025, was \$899 and \$2,714, respectively. During the six months ended March 31, 2026 and 2025, the Company incurred no website development costs.

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.

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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 six months ended March 31, 2026 and 2025 there were no issuances of the Series A Preferred shares.

As of March 31, 2026 and September 30, 2025, the Company had no shares of Series A Preferred stock outstanding.

Common Stock

During the six months ended March 31, 2026, the Company issued 250,000 shares of common stock as stock-based compensation.

During the six months ended March 31, 2026, 1,250,000 shares were issued to convert a related party debt.

During the six months ended March 31, 2025, the Company issued 250,000 shares of common stock to a private investor for gross proceeds of \$5,000.

As of March 31, 2026 and September 30, 2025, the Company had 121,525,082 and 120,025,082 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 March 31, 2026 and September 30, 2025 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.

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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 \$8,074 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 an 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.

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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.

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 "Investor Warrant"). 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.

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, 2026, the Company issued warrants to purchase up to 2,500,000 shares of common stock for gross proceeds of \$50,000.

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 8).

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A summary of warrant activity during the six months ended March 31, 2026, is as follows:

	Warrants Outstanding	Weighted- Average Exercise Price	Weighted- Average Life (years)
Balance as of September 30, 2025	93,900,000	\$ 0.01	*
Issuance	28,750,000	0.00001	#
Exercised	—	\$ —	
Expired	—	\$ —	
Balance as of March 31, 2026	122,650,000	\$ 0.01	*

*25,666,666 warrants issued during the year ended September 30, 2025 do not have an expiration date.

28,750,000 warrants issued during the six months ended March 31, 2026 do not have an expiration date.

The intrinsic value of the warrants as of March 31, 2026, is \$200. All of the outstanding warrants are exercisable as of March 31, 2026.

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 six months ended March 31, 2026 and 2025, the Company recorded interest expense of \$2,135 and \$2,180, respectively, on the SBA Loan and as of March 31, 2026 and September 30, 2025, the accrued interest on the SBA Loan was \$5,989 and \$5,989, respectively. As of March 31, 2026 and September 30, 2025 the outstanding principal of SBA Loan was \$113,125 and \$114,386, respectively.

The following represents the future aggregate maturities of the Company's SBA Loan as of March 31, 2026, for each of the five (5) succeeding years and thereafter as follows:

Fiscal year ending September 30,	Amount
2026 (remaining)	\$ 2,594
2027	2,594
2028	2,594
2029	2,594
2030	2,594
Thereafter	100,155
Total	\$ 113,125

Promissory Notes Payable, in Default

As of March 31, 2026 and September 30, 2025, the Company had defaulted on the following promissory notes payable with aggregate outstanding principal of \$20,000 and \$20,000 respectively, and owed unpaid interest of \$11,769 and \$9,775, respectively:

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On March 1, 2023, the Company entered into a promissory note agreement with an investor for the 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 8). The note matured on June 30, 2023 and has not been repaid.

On March 1, 2023, the Company entered into a promissory note agreement with an investor for the amount of \$7,500 with interest bearing at 15% per annum, maturity date of 120 days from issuance and issuance of 15,000 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 \$668 which was recorded as a derivative liability and debt discount (see Note 8). The note matured on June 30, 2023 and has not been repaid.

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.

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As of March 31, 2026, 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 \$11,811 of deferred offering costs during the six months ended March 31, 2026. The amount of interest accrued on the Promissory note was \$98,808 during the six months ended March 31, 2026. The promissory notes payable balance was \$684,509 and \$574,478 as of March 31, 2026 and September 30, 2025, respectively. The unamortized discount on the note payable was \$0 and \$34,349 at March 31, 2026 and September 30, 2025, respectively.

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 \$18,878. 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 from a lender. Under the terms of the agreement, the lender will withhold 20% of the Company’s daily funds arising from sales through the May 2023 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 March 31, 2026, the Company had amortized the full \$3,682 of debt discount, had made repayments of \$27,752, and rolled \$8,230 of the notes 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 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. During the six months ended March 31, 2025, the Company amortized the full \$6,206 of the debt discount and made repayments of \$53,132, and rolled \$6,856 of the notes principal still due into a third note (see below), therefore the loan was considered paid in full as of September 30, 2025.

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. During the year ended September 30, 2025, the Company amortized \$5,974 of the debt discount and made repayments of \$38,211. The remaining balance of \$19,263 was rolled into a fourth note (see below), therefore the loan was considered paid in full as of September 30, 2025.

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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 March 31, 2026, the Company had amortized \$8,800 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, 2025. As of March 31, 2026, the note balance was rolled into the fifth note, therefore the loan was considered paid in full as of March 31, 2026.

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, 2026, the Company had amortized \$7,614 of the debt discount and made repayments of \$5,314, resulting in a debt discount balance of \$0 and a loan balance of \$0 at March 31, 2026.

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 March 31, 2026, the Company had amortized \$388 of the debt discount and made repayments of \$3,962, resulting in a debt discount balance of \$10,744 and a loan balance of \$109,639 at March 31, 2026.

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 December 31, 2025, the Company had amortized \$8,656 of the debt discount and made repayments of \$62,008, resulting in a debt discount balance of \$11,115 and a loan balance of \$94,756 at September 30, 2025.

On March 27, 2026, the Company executed an eighth note payable with a lender with a face amount of \$257,618. 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 \$257,618 (including fixed fees of \$22,565 or approximately 10% of the note amount). The Company received net proceeds of \$206,716 after paying off the August 25, 2025 note and rolling \$28,334 of its balance into the March 27, 2026 note and recording the \$22,565 of fixed fees as a debt discount. As of March 31, 2026, the Company had amortized \$99 of the debt discount and made repayments of \$0, resulting in a debt discount balance of \$22,466 and a loan balance of \$257,618 at March 31, 2026.

The following represents the future aggregate maturities as of March 31, 2026 of the Company's Promissory Notes Payable:

Period ending March 31,	Amount
2026	\$ 257,618
Total	<u>\$ 257,618</u>

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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 February 24, 2023. 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 8).

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 5 and 8). 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 5). 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.

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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.

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 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 was June 14, 2024. The AJB Note bears interest at 10% 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 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. The maturity date of the note has been extended to May 31, 2025.

On December 15, 2023, in conjunction with the issuance of this promissory note of \$195,000, the Company also issued to AJB common stock purchase warrants (the “December 2023 warrants”) to purchase 5,000,000 shares of the Company’s common stock for a nominal exercise price of \$0.00001 per share. The December 2023 warrants may be 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, with corresponding amounts of \$150,750 was allocated to debt discount and the difference between the fair value of the December 2023 warrants and the net proceeds received of \$98,202 was recognized as interest expense.

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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, totaling \$10,000. After payment of the fees and costs, the net proceeds to the Company were \$102,000, which were used for working capital and other general corporate purposes.

The maturity date of the AJB Note is May 31, 2025. 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 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 were used for working capital and other general corporate purposes.

The maturity date of the AJB Note is May 31, 2025. 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 \$348,500 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.

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 May 31, 2025. 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.

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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 \$337,500 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. The Company has drawn 100% of the available credit on the note as of March 31, 2026.

On January 2, 2026, the Company refinanced the notes dated December 15, 2023, February 23, 2024, May 28, 2024, March 7, 2025, May 8, 2025, June 16, 2025, July 18, 2025, and September 9, 2025 with a new note with a principal balance of \$1,150,000 bearing interest at 15% and due on July 22, 2026. The Company may prepay the AJB Note at any time without penalty. The refinancing is accounted for as a debt extinguishment, upon which the Company recorded a loss on debt extinguishment of \$21,798.

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.

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Also pursuant to the SPA, the Company paid to AJB a commitment fee in the form of a warrant to purchase 10,000,000 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 January 22, 2026 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 \$450,000 which was recorded as a derivative liability. As the assigned value of the warrants plus a \$230,000 original issue discount and \$7,500 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. The Company has drawn 100% of the available credit on the note as of March 31, 2026.

During the six months ended March 31, 2026, the Company recorded interest expense of \$176,406, amortization of debt discount of \$393,680, amortization of deferred financing costs of \$0, and a gain on change in fair value of derivative liability of \$92,499 for the guarantee and warrants. As of March 31, 2026 and September 30, 2025, the derivative liability was \$4,484,743 and \$4,127,242 for the guarantee and warrants, the debt discount recorded on the notes was \$430,632 and \$136,812, the note payable principal was \$2,282,222 and \$1,818,722, and the Company owed accrued interest of \$597,157 and \$573,395.

During the six months ended March 31, 2025, the Company recorded interest expense of \$141,121, amortization of debt discount of \$46,674, amortization of deferred financing costs of \$104,092, and a gain on change in fair value of derivative liability of \$699,850 for the guarantee and warrants.

Effective February 14, 2023, the Company went into default on the AJB Note, however the lender waived all default provisions through May 31, 2025 therefore no default interest or penalties were incurred during the six months ended March 31, 2026 and the AJB note was not convertible as of March 31, 2026.

The following represents the future aggregate maturities of the Company's Convertible Notes Payable as of March 31, 2026 for each of the five (5) succeeding years and thereafter as follows:

Period ending March 31,	Amount
2026 (remaining)	\$ 2,282,222
Total	\$ 2,282,222

Convertible 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 8) 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, are in default, and are still outstanding.

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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 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 5). 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 8) and debt discount. The total debt discount of \$78,627 is being amortized to interest expense over the term of the Note. Effective June 3, 2024 and June 16, 2024, these two secured promissory notes went into default, respectively.

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 5). 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 8) and debt discount. The total debt discount of \$43,124 is being amortized to interest expense over the term of the Note.

During the six months ended March 31, 2026, the Company recorded interest expense of \$44,878, paid interest of \$0 and amortization of debt discount of \$0.

As of March 31, 2026 and September 30, 2025, the accrued interest on the Convertible Promissory Notes Payable, in Default was \$275,249 and \$230,371, respectively. As of March 31, 2026 and September 30, 2025 the outstanding principal of Convertible Promissory Notes Payable, in Default was \$450,000 and \$450,000, respectively. As of March 31, 2026, the Company had defaulted on these promissory notes payable.

Note 8 – Derivative Liabilities

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 that 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.

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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 March 31, 2026. 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 six months ended March 31, 2026, and year ended September 30, 2025:

	Six months ended March 31, 2026	Year Ended September 30, 2025
Expected term	0.01 - 4.82 years*	0.68 - 5.00 years
Expected average volatility	350% - 405%	111% - 499%
Expected dividend yield	—	
Risk-free interest rate	3.68% - 3.92%	3.93% - 4.93%

* 10,000,000 warrants issued during the six months ended March 31, 2026 do not have an expiration date.

The following table provides a summary of changes in fair value of the Company's Level 3 financial liabilities during the three months ended March 31, 2026:

Derivative liability balance - September 30, 2025	\$ 4,454,765
Addition of new derivatives recognized as debt discounts	450,000
Loss on change in fair value of the derivative	(93,686)
Derivative liability balance – March 31, 2026	<u>\$ 4,811,079</u>

Note 9 – Subsequent Events

On April 14, 2026, the Company entered into a settlement agreement with a vendor whereby the vendor agreed to convert \$160,000 of open invoices into 4,000,000 shares of the Company's common stock and a pre-funded warrant to purchase 4,000,000 shares of the Company's common stock.

On April 15, 2026, the Company agreed to convert a promissory note with a principal balance of \$12,500 and accrued interest of \$6,511, for a total of \$19,011 into 970,547 shares of the Company's common stock.

On April 15, 2026, the Company agreed to convert a promissory note with a principal balance of \$7,500 and accrued interest of \$3,900, for a total of \$11,400 into 570,000 shares of the Company's common stock.