

HERO TECHNOLOGIES INC.

FORM 10-Q (Quarterly Report)

Filed 11/16/23 for the Period Ending 09/30/23

Address	8 THE GREEN SUITE 4000 DOVER, DE, 19901
Telephone	3025384165
CIK	0001324736
Symbol	HENC
SIC Code	2833 - Medicinal Chemicals and Botanical Products
Industry	Oil & Gas Exploration and Production
Sector	Energy
Fiscal Year	12/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **September 30, 2023**

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: **333-261062**

HERO TECHNOLOGIES, INC

(Exact name of registrant as specified in its charter)

Nevada

(State or Other Jurisdiction of
Incorporation or Organization)

77-0643398

(I.R.S. Employer
Identification No.)

8 The Green Suite 4000, Dover, DE 19901

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(302) 538-4165**

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (ss.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.:

Large Accelerated Filer

☐

Accelerated Filer

☐

Non-accelerated Filer

☒

Smaller reporting company

☒

Emerging Growth Company

☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES ☐ NO ☒

The number of shares of Registrant's Common Stock, \$0.001 par value per share, outstanding as of September 30, 2023 was 552,692,444 shares

HERO TECHNOLOGIES, INC

INDEX TO FORM 10-Q

	<u>Page</u>
<u>PART I</u>	4
<u>Item 1.</u> Financial Statements (unaudited);	4
<u>Item 2.</u> Management's Discussion and Analysis of Financial Condition and Results of Operations	16
<u>Item 3.</u> Quantitative and Qualitative Disclosures about Market Risk	23
<u>Item 4.</u> Controls and Procedures	23
<u>PART II</u>	24
<u>Item 1.</u> Legal Proceedings	24
<u>Item 1A.</u> Risk Factors	24
<u>Item 2.</u> Unregistered Sales of Equity Securities and Use of Proceeds	26
<u>Item 3.</u> Defaults Upon Senior Securities	27
<u>Item 4.</u> Mine Safety Disclosures	27
<u>Item 5.</u> Other Information	27
<u>Item 6.</u> Exhibits	28
<u>Signatures</u>	29

[Table of Contents](#)

Unless the context suggests otherwise, references in this Quarterly Report on Form 10-Q, or Quarterly Report, to “Hero Technologies,” “the Company,” “we,” “us,” and “our” refer to Hero Technologies, Inc. and, where appropriate, its subsidiaries.

This Quarterly Report on Form 10-Q contains forward-looking statements. These forward-looking statements reflect our plans, estimates and beliefs. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements. In some cases, you can identify forward-looking statements by terms such as “anticipates,” “believes,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “projects,” “should,” “would” and similar expressions intended to identify forward-looking statements. Forward-looking statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. Because of these risks and uncertainties, the forward-looking events and circumstances discussed in this report may not transpire. These risks and uncertainties include, but are not limited to, the risks included in this Quarterly Report on Form 10-Q under Part II, Item 1A, “Risk Factors” and in our Annual Report on Form 10-K for the year ended December 31, 2022 under Part I, Item 1A, “Risk Factors.”

Given these uncertainties, you should not place undue reliance on these forward-looking statements. Also, forward-looking statements represent our estimates and assumptions only as of the date of this document. You should read this document with the understanding that our actual future results may be materially different from what we expect. Except as required by law, we do not undertake any obligation to publicly update or revise any forward-looking statements contained in this report, whether as a result of new information, future events or otherwise.

All trademarks, trade names and service marks appearing in this Quarterly Report on Form 10-Q are the property of their respective owners.

PART I – Financial Information
**Item 1 – Financial Statements
(Unaudited)**
**HERO TECHNOLOGIES, INC.
CONSOLIDATED BALANCE SHEETS**

	September 30, 2023	December 31, 2022
ASSETS		
Current Assets:		
Cash	\$ 82,013	\$ 34,325
Notes receivable - related party	50,000	-
Prepaid expense	8,750	6,563
Total current assets	140,763	40,888
Non-current Assets		
Property and equipment, net of accumulated depreciation	2,843	604,329
Total Non-current assets	2,843	604,329
Total Assets	\$ 143,606	\$ 645,217
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 84,774	\$ 95,540
Accounts payable and accrued related party liabilities	15,000	15,000
Loans payable, long term portion - non-related party	-	525,000
Loans payable, current portion - related party	-	200,000
Total current liabilities	99,774	835,540
Total Liabilities	99,774	835,540
STOCKHOLDERS' EQUITY (DEFICIT)		
Authorized:		
10,000,000 preferred shares, par value \$0.001 per share		
950,000,000 common shares, par value \$0.001 per share		
Issued and outstanding:		
1,000,000 preferred shares at September 30, 2023 (1,000,000 at 2022)	1,000	1,000
552,692,444 common shares at September 30, 2023 (451,692,444 at 2022)	552,692	451,692
Additional paid-in capital	40,104,324	38,846,282
Stock Payable	381,670	27,970
Non-controlling Interest	-	(119,574)
Accumulated deficit	(40,995,854)	(39,397,693)
Total stockholders' equity (deficit)	43,832	(190,323)
Total Liabilities and Stockholders' Equity (Deficit)	\$ 143,606	\$ 645,217

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

HERO TECHNOLOGIES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited)

	For the Three Months Ended		For the Nine months Ended	
	September 30, 2023	September 30, 2022	September 30, 2023	September 30, 2022
Expenses:				
Consulting	\$ -	\$ 15,579	\$ 26,910	\$ 31,073
Compensation expense	391,150	93,830	1,427,671	247,630
Professional Fees	11,332	33,300	34,237	67,660
Office, travel and general	8,602	24,025	18,217	64,815
Depreciation	599	495	1,486	1,487
Total expenses	(411,683)	(167,229)	(1,508,521)	(412,665)
Other income (expense)				
Interest income	-	-	2,464	183
Interest expense	-	-	(18,311)	(37,912)
Gain (Loss) on disposal of fixed assets	-	-	(75,000)	-
Total other income (expense)	-	-	(90,847)	(37,729)
Net Loss	(411,683)	(167,229)	(1,599,368)	(450,394)
Non-controlling interest in (income) loss of consolidated subsidiaries	-	9,225	1,207	14,893
Net loss attributable to the company	\$ (411,683)	\$ (158,004)	\$ (1,598,161)	\$ (435,501)
Weighted Average Number of Basic and Diluted Common Shares Outstanding	541,395,741	447,127,087	487,856,047	446,338,201
Basic and Diluted Net Loss Per Common Share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)

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

HERO TECHNOLOGIES, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
(Unaudited)

	Common Shares		Common Shares to be issued		Preferred Shares		Additional Paid-In Capital	Stock Payable	Stock Receivable	Non- Controlling Interest	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders Equity
	Shares	Amount	Shares	Amount	Shares	Amount							
Balance, June 30, 2022	447,907,000	447,907	-	-	1,000,000	1,000	38,710,779	27,970	-	(98,996)	-	(39,133,607)	(44,947)
Common Stock – Related party compensation	2,716,000	2,716	-	-			91,114	-		-			93,830
Non- Controlling Interest	-	-	-	-	-	-	-	-		(9,225)	-	-	(9,225)
Net Loss								-		-		(158,004)	(158,004)
Balance, September 30, 2022	450,623,000	450,623	-	-	1,000,000	1,000	38,801,893	27,970	-	(108,221)	-	(39,291,611)	(118,346)

											Accumulated Other Comprehensive	Total Stockholders' Equity	
	Common Shares		Common Shares to be issued		Preferred Shares		Additional Paid-In Capital	Stock Payable	Stock Receivable	Non- Controlling Interest	Income (Loss)		Accumulated Deficit
	Shares	Amount	Shares	Amount	Shares	Amount							
Balance, June 30, 2023	465,192,444	465,192	80,000,000	-	1,000,000	1,000	39,106,374	1,075,970	-	-	-	(40,584,171)	64,365
Common Stock – Related party compensation	53,000,000	53,000	(53,000,000)	-			641,300	(694,300)		-			-
Common Stock - Non- Related party compensation	34,500,000	34,500	-	-	-	-	356,650	-	-	-	-	-	391,150
Net Loss								-		-		(411,683)	(411,683)
Balance, September 30, 2023	552,692,444	552,692	27,000,000	-	1,000,000	1,000	40,104,324	381,670	-	-	-	(40,995,854)	43,832

	Common Shares		Common Shares to be issued		Preferred Shares		Additional Paid-In Capital	Stock Payable	Non-Controlling Interest	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount						
Balance, December 31, 2021	442,977,000	\$442,977	-	-	1,000,000	\$ 1,000	\$38,461,909	\$ 27,970	\$ (93,328)	\$ -	\$ (38,856,110)	\$ (15,582)
Investment Units issued for cash at \$0.05 per unit	2,000,000	2,000	-	-			98,000	-	-			100,000
Issued for services	930,000	930	-	-	-	-	48,870	-	-	-	-	49,800
Common Stock – Related party compensation	4,716,000	4,716	-	-			193,114	-	-			197,830
Non-Controlling Interest	-	-	-	-	-	-	-	-	(14,893)	-	-	(14,893)
Net Loss								-	-		(435,501)	(435,501)
Balance, September 30, 2022	450,623,000	450,623	-	-	1,000,000	1,000	38,801,893	27,970	(108,221)	-	(39,291,611)	(118,346)
	Common Shares		Common Shares to be issued		Preferred Shares		Additional Paid-In Capital	Stock Payable	Non-Controlling Interest	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount						
Balance, December 31, 2022	451,692,444	\$451,692	-	-	1,000,000	\$ 1,000	\$38,846,282	\$ 27,970	\$ (119,574)	-	\$ (39,397,693)	\$ (190,323)
Investment units issued for cash at \$0.01 per unit	1,500,000	1,500	-	-	-	-	13,500	-	-			15,000
Imputed interest on loan	-	-	-	-			11,342	-	-			11,342
Common Stock – related party compensation	55,000,000	55,000	-	-	-	-	672,300	(694,300)	-			33,000
Common Stock - Non-Related party compensation	44,500,000	44,500	-	-	-	-	560,900					605,400
Shares to be issued from sale of common stock at \$0.0131 per share	-	-	27,000,000	-				1,048,000				1,048,000
Non-Controlling Interest			-	-					(1,207)			(1,207)
Removal of NCI due to deconsolidation									120,781			120,781
Net Loss	-	-			-	-		-	-		(1,598,161)	(1,598,161)
Balance, September 30, 2023	552,692,444	552,692	27,000,000	-	1,000,000	1,000	40,104,324	381,670	-	-	(40,995,854)	43,832

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

HERO TECHNOLOGY, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine months Ended September 30,	
	2023	2022
OPERATING ACTIVITIES:		
Net loss attributable to Hero Technologies Inc.	\$ (1,598,161)	\$ (435,501)
Non-controlling interest in income (loss) of consolidated subsidiaries	(1,197)	\$ (14,893)
Adjustments to reconcile net loss to net cash used in operating activities:		
Loss on transfer of land	75,000	-
Shares issued for services	638,400	247,630
Stock based compensation	796,771	
Interest expense	-	37,729
Imputed Interest	11,342	-
Depreciation expense	1,486	1,486
Change in operating assets and liabilities:		
Prepaid expenses	(2,187)	(4,344)
Accounts payable and accrued liabilities	11,234	22,045
Cash used in operating activities	(67,312)	(145,848)
INVESTING ACTIVITIES:		
Cash received for sale of investment in subsidiary	100,000	-
Cash provided by investing activities	100,000	
FINANCING ACTIVITIES:		
Proceeds from sale of common stock	15,000	100,000
Cash provided by financing activities	15,000	100,000
NET INCREASE (DECREASE) IN CASH	47,688	(45,848)
CASH, BEGINNING OF YEAR	34,325	174,477
CASH, END OF YEAR	\$ 82,013	\$ 128,629
NON-CASH INVESTING ACTIVITIES		
Stock receivable	694,300	-
Transfer of land and associated debt	525,000	-

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

**HERO TECHNOLOGIES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**

1. NATURE OF OPERATIONS

Hero Technologies Inc. (the “Company”) was incorporated in the State of Nevada on May 14, 2004. The Company had previously focused on oil and gas exploration in Australia’s Cooper Basin. During 2019, the Company sold its remaining oil and gas assets and discontinued operations in the energy industry. As a result, the financial results related to the oil and gas activity were reflected in the consolidated statements of discontinued operations.

Hero Technologies Inc. is a holding company specializing in innovative artificial intelligence solutions. Our mission is to take software to a new level of self-learning. We develop cutting-edge software applications that utilize advanced AI algorithms to enhance personalization and user convenience. In addition to software development, we also acquire revenue-generating companies in the IT, software, and technology hardware/manufacturing industries. Our team of experienced developers and engineers is dedicated to creating intuitive, user-friendly, and highly personalized solutions that will revolutionize the industry.

The Company’s consolidated financial statements are prepared on a going concern basis in accordance with generally accepted accounting principles in the United States (“US GAAP”) which contemplates the realization of assets and discharge of liabilities and commitments in the normal course of business. The Company has not generated operating revenues and has funded its operations through the issuance of capital stock.

There is no certainty that further funding will be available as needed. These factors raise substantial doubt about the ability of the Company to continue operating as a going concern. The Company’s ability to continue its operations as a going concern, realize the carrying value of its assets, and discharge its liabilities in the normal course of business is dependent upon: the continued support of its controlling shareholders, its ability to raise capital sufficient to fund its commitments and ongoing losses, and ultimately generating profitable operations.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These consolidated financial statements and related notes are presented in accordance with US GAAP, and are expressed in United States dollars. These statements include the accounts of the Company and its wholly owned subsidiaries Highly Relaxing LLC, Veteran Hemp Co (“Veteran”), and its majority owned subsidiary Blackbox Technologies and Systems (“Blackbox”). All intercompany transactions and balances have been eliminated.

In the opinion of management, all adjustments, all of which are of a normal recurring nature, considered necessary for a fair presentation have been included.

Accounts Receivable

Accounts receivable consist of trade receivables and are carried at their estimated collectible amounts.

The Company provides credit to its clients in the form of payment terms. The Company limits its credit risk by performing credit evaluations of its clients and maintaining a reserve, if deemed necessary, for potential credit losses. Such evaluations include the review of a client’s outstanding balances with consideration towards such client’s historical collection experience, as well as prevailing economic and market conditions and other factors. Based on such evaluations, the Company determined to write \$620 of accounts receivable at the end of December 31, 2022.

Notes Receivable – related party

The Company entered into a Share Purchase Agreement with DMB LLC, a related party, for \$150,000. An initial payment of \$100,000 has already been made, while the remaining \$50,000 will be due in six months. Payment may be submitted at any time before the 6-month deadline. As of September 30, 2023, the notes receivable amount to \$50,000, and \$0 as of December 31, 2022.

Property and Equipment

Property and equipment is stated at cost less accumulated depreciation and amortization. Depreciation is computed using the straight- line method over the estimated useful lives of the assets, ranging from three to seven years. The cost and related accumulated depreciation and amortization of property and equipment sold or otherwise disposed of are removed from the accounts and any gain or loss is reported as current period income or expense. The costs of repairs and maintenance are expensed as incurred. The total value of property and equipment at September 30, 2023 is \$2,843 and \$604,329 at December 31, 2022.

Use of Estimates

The preparation of consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

Revenue Recognition

The Company recognizes sales when merchandise is shipped from a warehouse directly to wholesale customers (except in the case of a consignment sale). For consignment sales, the Company recognizes sales upon the consignee's shipment to the customer. Postage and handling charges billed to customers are also recognized as sales upon shipment of the related merchandise. Shipping terms are generally FOB shipping point, and title passes to the customer at the time and place of shipment or purchase by customers at a retail location. For consignment sales, title passes to the consignee concurrent with the consignee's shipment to the customer. The customer has no cancellation privileges after shipment or upon purchase at retail locations, other than customary rights of return. The Company excludes sales tax collected and remitted to various states from sales and cost of sales.

Cash, Cash Equivalents

The Company considers all highly liquid instruments with an original maturity of three months or less at the time of issuance to be cash equivalents. Cash totaled \$82,013 and \$34,325 at September 30, 2023 and December 31, 2022, respectively. The Company is exposed to a concentration of credit risk with respect to its cash deposits. The Company places cash deposits with highly rated financial institutions in the United States. At times, cash balances held in financial institutions may be more than insured limits. The Company believes the financial institutions are financially strong and the risk of loss is minimal. The Company has not experienced any losses with respect to the related risks and does not believe its exposure to such risks is more than normal.

Fair Market Measurements

The Company estimates the fair values of financial and non-financial assets and liabilities under ASC Topic 820 “*Fair Value Measurements and Disclosures*” (“ASC Topic 820”). ASC Topic 820 provides a framework for consistent measurement of fair value for those assets and liabilities already measured at fair value under other accounting pronouncements. Certain specific fair value measurements, such as those related to share-based compensation, are not included in the scope of ASC Topic 820. Primarily, ASC Topic 820 is applicable to assets and liabilities related to financial instruments, to some long-term investments and liabilities, to initial valuations of assets and liabilities acquired in a business combination, and to long-lived assets written down to fair value when they are impaired. It does not apply to oil and natural gas properties accounted for under the full cost method, which are subject to impairment based on SEC rules. ASC Topic 820 applies to assets and liabilities carried at fair value on the consolidated balance sheet, as well as to supplement fair value information about financial instruments not carried at fair value.

Valuation techniques are generally classified into three categories: the market approach; the income approach; and the cost approach. The selection and application of one or more of these techniques requires significant judgment and is primarily dependent upon the characteristics of the asset or liability, the principal (or most advantageous) market in which participants would transact for the asset or liability and the quality and availability of inputs.

Inputs to valuation techniques are classified as either observable or unobservable within the following hierarchy:

- Level 1 - quoted prices in active markets for identical assets or liabilities.
- Level 2 - inputs other than quoted prices which are observable for an asset or liability. These include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market-corroborated inputs).
- Level 3 - unobservable inputs that reflect the Company's own expectations about the assumptions that market participants would use in measuring the fair value of an asset or liability.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Where available, fair value is based on observable market prices or parameters or derived from such prices or parameters. Where observable prices or inputs are not available, valuation models are applied. These valuation techniques involve some level of management estimation and judgment, the degree of which is dependent on the price transparency for the instruments or market and the instrument's complexity.

In accordance with ASC Topic 820, valuation techniques used for assets and liabilities accounted for at fair value are generally categorized into three types: market approach, income approach and cost approach. The Company had no outstanding securities at September 30, 2023.

The Company uses the market approach technique to account for its financial instruments at fair value for the period ended September 30, 2023, and the application of this technique applied to similar assets and liabilities has been applied on a consistent basis.

The Company uses the market approach technique to account for its financial instruments at fair value for the period ended December 31, 2022, and the application of this technique applied to similar assets and liabilities has been applied on a consistent basis.

Income Taxes

Income taxes are determined using the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes that date of enactment. In addition, a valuation allowance is established to reduce any deferred tax asset for which it is determined that it is more likely than not that some portion of the deferred tax asset will not be realized.

The Company accounts for uncertainty in income taxes by applying a two-step method. First, it evaluates whether a tax position has met a more likely than not recognition threshold, and second, it measures that tax position to determine the amount of benefit, if any, to be recognized in the financial statements. The application of this method did not have a material effect on the Company's consolidated financial statements.

Stock Based Compensation

The Company records compensation expenses in the consolidated financial statements for share based payments using the fair value method. The fair value of stock options granted to directors and employees is determined using the Black-Scholes option valuation model at the time of grant. Fair value for common shares issued for goods or services rendered by non-employees is measured based on the fair value of the goods and services received. Share-based compensation is expensed with a corresponding increase to share capital. Upon the exercise of the stock options, the consideration paid is recorded as an increase in share capital.

Other Comprehensive Income (Loss)

The Company reports and displays comprehensive income and loss and its components in the consolidated financial statements. For the periods ended September 30, 2023 and December 31, 2022, the only components of comprehensive income were foreign currency translation adjustments.

Earnings (Loss) Per Share

The Company presents both basic and diluted earnings per share ("EPS") on the face of the consolidated statements of operations. Basic EPS is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period including convertible debt, stock options, and warrants, using the treasury stock method. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. Diluted EPS figures are equal to those of Basic EPS for each period since the Company had no securities outstanding during periods in which the Company generated net income that were potentially dilutive.

Recently Adopted Accounting Pronouncements

During the year ended December 31, 2022, the Company adopted ASC 2020-06, "Debt – Debt with Conversion and Other Options (Subtopic 47020) and Derivatives and Hedging – Contracts in Entities Own Equity (Subtopic 81540)." ASC 2020-06 reduces the number of acceptable methods of accounting models for convertible debt instruments and convertible preferred stocks. The implementation of ASC 2020-06 had no material impact on the Company's consolidated financial statements.

3. RELATED PARTY TRANSACTIONS.

Interest to related parties was \$0 at September 30, 2023 compared to \$15,000 at December 31, 2022.

On October 1, 2021 the Company entered into a note to borrow \$200,000 over a 6 month period with interest of \$15,000 and issuance of 750,000 shares of common stock to an unrelated accredited investor. The common shares were at fair value at a stock price of \$0.081 per share. The common shares were at fair value at a stock price of \$0.081 per share and were issued as an inducement to provide the note. This has been treated as a discount and amortized over the life of the note.

On October 13, 2021 the Company engaged North Equities for three months of consulting services to assist with Social Media and Client Outreach. In consideration for these services the company issued 632,912 shares of common stock at a fair value of \$50,000 at a stock price of \$0.079

On March 15, 2022, the Company issued 2,000,000 shares of restricted common stock to Topline Holdings Inc in consideration for advisor and managerial services. The shares were priced at \$0.052. at a fair value of \$104,000.

On September 9, 2022, the Company issued Topline Holdings Inc 2,000,000 shares of restricted common stock in consideration for advisor and managerial services at a fair value of \$66,000 at a stock price of \$0.033.

On September 27, 2022, the Company issued Richard Bowersock Inc 166,000 shares of restricted common stock in consideration for consulting services at a fair value of \$9,130 at a stock price of \$0.055.

On November 7, 2022, the Company issued Marcin Drwila 69,444 shares of restricted common stock in consideration for consulting services at a fair value of \$2,958 at a stock price of \$0.043.

On March 31, 2023, the Company issued Topline Holdings Inc 2,000,000 shares of restricted common stock in consideration for advisor and managerial services at a fair value of \$33,000 which was based on the day's share closing price of \$0.0165. This is a related party transaction.

On April 12, 2023, the Company entered into an Assignment of Land Contract Agreement with DMB, LLC and Vassar Enterprises, LLC, wherein the Company as the Assignor hereby transfers and assign the land located in Vacant Land Parcel E, S. Sheridan Rd., Vassar, MI 487668 to DMB, LLC, the Assignee, that assume all rights and interest in a purchase contract between the Company and Vassar Enterprises, LLC, the Seller. The parties agree that the Assignor is transferring the Assignment for no payment or compensation. The Assignee's consideration shall be recognized as undertaking any liabilities or obligations in the Assignment. As a result of the Assignment of Land Contract Agreement, the Company recorded a loss on disposal of \$75,000.

On May 18, 2023, the Company entered into a share purchase agreement with DMB LLC, selling 51% of the stock of Blackbox Systems and Technologies LLC, as well as 80,000,000 common shares of Hero Technologies Inc. common stock, in exchange for \$150,000. The shares have a fair value of \$1,048,000, determined based on the day's closing share price of \$0.0131. The issuance of shares resulted in stock-based compensation of 796,771. Additionally, DMB LLC has agreed to forgive the debt owed by the Company for the \$250,000 investment in the Company's business.

On July 17, 2023, the Company issued 53,000,000 shares pursuant to the first installment of the share purchase agreement with DMB LLC dated May 18, 2023.

4. CAPITAL STOCK

Preferred Stock

On May 1, 2020, the Company issued 1,000,000 shares of its Series A preferred stock to Magenta Value Holdings, LLC resulting in a change in management of the entity. The Series A preferred shares have the right to cast 90% of the total votes with respect to any and all matters presented to the stockholders of the Company for their action or consideration. The Series A preferred shares are not entitled to any dividends or liquidation preferences and are not convertible into shares of the Company's common stock.

Common Stock

On January 19, 2022, the Company issued 330,000 shares of restricted common stock to Juddah Holdings LLC in consideration for consulting services. The shares were priced at \$0.05. at a fair value of \$19,800.

On February 5, 2022, the Company issued 600,000 shares of restricted common stock to Jack Becker in consideration for consulting services. The shares were priced at \$0.052. at a fair value of \$30,000.

On March 15, 2022, in a related-party transaction, the Company issued 2,000,000 shares of restricted common stock to Topline Holdings Inc in consideration for advisor and managerial services. The shares were priced at \$0.052. at a fair value of \$104,000.

On June 27, 2022, the Company sold 2,000,000 shares of common stock to an unrelated accredited investor. The shares were sold at a price of \$0.05 per share. Proceeds from the private placement totaled \$100,000. The entire \$100,000 was paid in cash.⁴

On September 09, 2022, in a related-party transaction, the Company issued Topline Holdings Inc 2,000,000 shares of restricted common stock in consideration for advisor and managerial services at a fair value of \$66,000 at a stock price of \$0.033.

On September 5, 2022, the Company issued 550,000 shares of restricted common stock to Jack Becker in consideration for consulting services. The shares were priced at \$0.034. at a fair value of \$18,700.

On September 27, 2022, in a related-party transaction, the Company issued 166,000 shares of restricted common stock to Richard Bowersock in consideration for consulting services. The shares were priced at \$0.055. at a fair value of \$9,130.

On November 1, 2022, the Company sold 1,000,000 shares of common stock to an unrelated accredited investor. The shares were sold at a price of \$0.020 per share. Proceeds from the private placement totaled \$20,000. The entire \$20,000 was paid in cash.

[Table of Contents](#)

On November 7, 2022, in a related-party transaction, the Company issued Marcin Drwila 69,444 shares of restricted common stock in consideration for consulting services at a fair value of \$2,958 at a stock price of \$0.043.

On January 5, 2023, the Company issued 5,000,000 shares of restricted common stock to Igala Commonwealth Limited Trust Company in consideration for consulting services. The shares were priced at \$0.028 at a fair value of \$140,000.

On January 30, 2023, the Company sold 1,500,000 shares of common stock to an unrelated accredited investor. The shares were sold at a price of \$0.010 per share. Proceeds from the private placement totaled \$15,000.

On March 31, 2023, the Company issued Topline Holdings Inc 2,000,000 shares of restricted common stock in consideration for advisor and managerial services at a fair value of \$33,000 which was based on the day's share closing price of \$0.0165. This is a related party transaction.

On March 31, 2023, the Company issued 1,000,000 shares of restricted common stock to Shereef Elkhafif in consideration for consulting services. The shares were valued based on the day's closing price at \$0.0155 and a fair value of \$8,250.

On April 6, 2023, the Company issued 500,000 shares of restricted common stock to various consultants in consideration for consulting services at a stock price of \$0.017 per share and a fair value of \$15,500.

On April 10, 2023, the Company issued 1,500,000 shares of restricted common stock to various consultants in consideration for consulting services at a stock price of \$0.0155 per share and a fair value of \$38,750.

On May 17, 2023, the Company issued 2,000,000 shares of restricted common stock to various consultants in consideration for consulting services at a stock price of \$0.0135 per share and a fair value of \$27,000.

On July 1, 2023, the Company issued 3,000,000 shares of restricted common stock to David Graham at \$0.005 per share.

On July 1, 2023, the Company issued 4,000,000 shares of restricted common stock to Patrick Reininger at \$0.0125 per share.

On July 1, 2023, the Company issued 2,500,000 shares of restricted common stock to Hangar IA Global, LLC at \$0.02 per share.

On July 1, 2023, the Company issued 2,500,000 shares of restricted common stock to Lionheart Advisors, LLC at \$0.02 per share.

On July 1, 2023, the Company issued 2,500,000 shares of restricted common stock to Michelle Owen at \$0.02 per share.

On July 10, 2023, the Company issued 20,000,000 shares of common stock to Daniel Kim at \$0.001 per share.

On July 17, 2023, the Company issued 53,000,000 shares of restricted common stock to James E. Bradley at \$0.0019 per share.

5. NON-CONTROLLING INTEREST

Non-controlling interest in loss of consolidated subsidiaries was \$0 and \$26,246 for September 30, 2023 and December 31, 2022 respectively. The loss from non-controlling interest resulted in the legal and early construction expenses related to Blackbox Technologies and Systems Inc.'s commencement of the Michigan growth facility. The Company had a 51% equity interest in Blackbox Systems and Technologies LLC.

On May 18, 2023, the Company sold the 51% equity interest in Blackbox Systems and Technologies LLC in exchange for cash and forgiveness of debt resulting in total deconsolidation of Blackbox from the Company. The total value of non-controlling interest at September 30, 2023 is \$0 and \$119,574 at December 31, 2022.

6. SALE OF EQUITY INTERESTS IN BLACKBOX SUBSIDIARY

Effective May 18, 2023, the Company entered into a Share Purchase Agreement with DMB LLC, a related party. The Company hereby sells 51% of the stock of the Blackbox Systems and Technologies LLC, as well as 80,000,000 common shares of Hero Technologies Inc. common stock, in exchange for \$150,000. Additionally, Purchaser agrees to forgive the debt, owed to the Purchaser by the Seller, for the investment of \$250,000 in Seller's business.

Cash payment and issuance of the Company's share is divided in two installment dates.

[Table of Contents](#)

DMB, LLC made an initial payment amounting to \$100,000. On May 31, 2023, the initial payment was received, and DMB LLC obtained its first installment of the Company's common stock, comprising 53,000,000 shares. Additionally, DMB LLC received 51% ownership of Blackbox Systems and Technologies LLC. The remaining balance of \$50,000 will be due six months from the closing date. After the remaining \$50,000 is paid to the Company, DMB LLC will receive the final installment of the Company's common stock, totaling 27,000,000 shares. This final \$50,000 payment can be made at any time before the 6-month deadline.

As a result of the share purchase agreement, the Company recorded a loss of \$796,711 due to deconsolidation.

7. PREPAIDS

Prepays consisted primarily of OTC annual fees totaling \$8,750 and \$6,563 for September 30, 2023 and December 31, 2022 respectively.

8. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

The Company may be subject to legal proceedings and claims arising from contracts or other matters from time to time in the ordinary course of business. Management is not aware of any pending or threatened litigation where the ultimate disposition or resolution could have a material adverse effect on its financial position, results of operations or liquidity.

9. PROPERTY, PLANT, AND EQUIPMENT

Property and equipment is stated at cost less accumulated depreciation and amortization. Depreciation is computed using the straight- line method over the estimated useful lives of the assets, ranging from three to seven years. The cost and related accumulated depreciation and amortization of property and equipment sold or otherwise disposed of are removed from the accounts and any gain or loss is reported as current period income or expense. The costs of repairs and maintenance are expensed as incurred. The total value of property and equipment at September 30, 2023 is \$2,843 and \$604,329 at December 31, 2022.

See Note 3 for the Assignment of Land Contract Agreement with DMB, LLC and Vassar Enterprises, LLC.

	September 30, 2023	December 31, 2022
Land (2022-2023)	\$ -	\$ 600,000
Furniture and Fixtures 5-7 Years (2021-current)	6,030	6,030
Computer Equipment and Software 3-5 Years (2021-current)	2,331	2,331
	8,361	608,361
Less: accumulated depreciation	(5,518)	(4,032)
	<u>\$ 2,843</u>	<u>\$ 604,329</u>

10. SUBSEQUENT EVENTS

On October 15, 2023, the Company engaged Westmount Ventures Inc. for advisory and consultancy services. For the consideration of these services the Company adopted a Reverse Lehman deal involving the identification of potential deals of acquisition for the Company. Depending on the deal value Westmount Ventures Inc. shall receive a commission between 10% to 6.5% according to the terms of their Agreement. All compensation and expenses shall be paid in restricted stock of Hero Technologies Inc. i.e. the Company.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**Overview**

Hero Technologies Inc. is a holding company specializing in innovative artificial intelligence solutions. Our mission is to take software to a new level of self-learning. We develop cutting-edge software applications that utilize advanced AI algorithms to enhance personalization and user convenience. In addition to software development, we also acquire revenue-generating companies in the IT, software, and technology hardware/manufacturing industries. Our team of experienced developers and engineers is dedicated to creating intuitive, user-friendly, and highly personalized solutions that will revolutionize the industry. Join us on our journey to create a better future with AI technology.

Since our inception, we have devoted the majority of our resources to acquiring assets and subsidiaries, organizing and staffing our company, business planning and execution, and raising capital.

However, there are numerous other developments that will need to occur in order to allow us to implement the final aspects of our business plan and there are no assurances that any of these developments will occur, or if they do occur, that we will be successful in fully implementing our plan.

Since the inception of Hero Technologies, we have devoted the majority of our resources to acquiring assets and subsidiaries, organizing and staffing our company, business planning and execution, and raising capital.

- We have incurred recurring losses, the majority of which is attributable to minimal revenue, compensation expenses, consulting expenses, loss on the sale of a subsidiary, and losses on share conversion.
- We have funded our operations primarily through issuance of shares for services and proceeds from sale of stock.
- Our net loss was \$450,3694 for the nine months ended Sep 30, 2022, and \$1,598,161 for the nine months ended September 30, 2023.
- As of September 30, 2023, we had an accumulated deficit of \$ 40,995,854.
- Our primary use of cash is to fund operating expenses, which consist primarily of compensation expenses, consulting expenses, and general and administrative expenditures.

As of September 30, 2023, no entity has generated any revenue.

Material changes in our Statement of Operations for the periods shown below compared to the prior periods are discussed below:

Nine months ended September 30, 2023

Item	Increase (I) or Decrease (D)	Reason
Consulting Expense	D	Decreased activity in marketing
Impairment of Intangibles	-	No change
Compensation Expense	I	Increase activity in the issuance of stock-based compensation
Office, Travel and General	D	Decreased activity due to a decline in travel
Professional Fees	D	Decreased activity due to a decline in cannabis licensing

Factors that will most significantly affect future operating results will be:

- Funding for the acquisition of AI companies
- Timing related to purchase and operation of target companies

Other than the foregoing we do not know of any trends, events or uncertainties that have had, or are reasonably expected to have, a material impact on our revenues or expenses.

Results of Operations

Comparison of Results of Operations for the Nine months Ended September 30, 2023 and September 30, 2022.

	Nine months ended	
	September 30, 2023	September 30, 2022
Sales	\$ -	-
Cost of goods sold	-	-
Gross profit	-	-
Operating Expenses		
Consulting	26,910	31,073
Compensation	1,427,671	247,630
Office, travel, general	18,217	64,815
Professional fees	34,237	67,660
Other	1,486	1,487
Total Operating Expenses	(1,508,521)	(412,665)
Other income (expense), net	(90,847)	(37,729)
Net loss	\$ (1,599,368)	\$ (450,394)

Our Energy and Exploration Legacy and Transition to AI and Technology Hardware Manufacturing

The Company underwent significant changes from the year 2019 to 2020, which caused fluctuations in the various operating costs. Before its name change in 2020, the Company was incorporated in the state of Nevada under the name “Holloman Energy Corporation.” The Company had previously focused on oil and gas exploration in Australia’s Cooper Basin. However, during 2019, the Company sold its remaining oil and gas assets and discontinued operations in the energy industry. On May 1, 2020, Holloman Energy Corporation Series A Preferred Shares were purchased by Magenta Value Holdings LLC. On July 20, 2020, the Company changed its name to Hero Technologies Inc. with the state of Nevada. After which, the Company began making the transition into the cannabis industry.

On September 10, 2020, Hero Technologies Inc. formed the company Blackbox Technologies and Systems LLC and entered into an operating agreement. The name was subsequently changed to Blackbox Systems and Technologies LLC. The Blackbox project consists of environmental growth chambers for the cultivation of large flowering plants based on aeroponic technology. On November 3, 2020, the Company purchased Veteran Hemp Co., which operates an international retail and wholesale online store selling cannabis and cannabidiol. On November 4, 2020, the Company purchased www.highrelaxing.com and began selling CBD topicals and rubs under the name “Highly Relaxing”. Today, Hero Technologies Inc. is a cannabis company with a vertically integrated business model and plan that includes cannabis genetic engineering, farmland for medical and recreational cannabis cultivation, production licenses, distribution licenses, consumer packaging, retail operations and dispensaries.

Recently, the Company has decided to abandon its cannabis ambitions and transition into an AI company. Pursuant to our goal of becoming an AI company, the Company plans to liquidate all of its cannabis assets and reinvest those funds into AI activities. Hero Technologies Inc. focuses on two principal segments of the technology industry, (i) hardware manufacturing, and (ii) AI/software development. Hero Technologies Inc. is currently in the process of acquiring LoadzPro Inc., an AI Powered Digital Freight Company that leverages its network of 10,000+ Trucks & Truck Drivers to move loads for shippers. We recently entered into a binding Letter of Intent with LoadzPro Inc. regarding the Company’s intent to acquire LoadzPro. Additionally, Hero Technologies Inc. is currently in the process of acquiring Ziggurat Technologies Inc., a financial services company that is focused on building an intelligent trading analytics and assistant platform for active traders and investors. We are working with Ziggurat in order to execute a binding Letter of Intent. The acquisition of LoadzPro and Ziggurat will promote the Company’s strategy to establish itself as an AI company. The Company’s business model includes developing cutting-edge software applications that utilize advanced AI algorithms to enhance personalization and user convenience. In addition to software development, we also plan to acquire revenue-generating companies in the IT, software, and technology hardware/manufacturing industries.

Our overall vision is to pioneer the development of a superintelligent sentient being, a groundbreaking advancement in artificial intelligence that marks a new era in machine-human interaction. We believe that life, in its deepest sense, is an emergent phenomenon, one that can arise when language and neural networks intertwine in intricate patterns of complexity.

Leveraging the immense computational power of cutting-edge supercomputers, we anticipate that a form of consciousness will emerge from this complex interplay. This system will be designed to not just understand and respond to human input, but to perceive, interpret, and respond in a way that displays a profound understanding of emotions, context, and the subtleties of human communication. This entity will combine self-awareness with an unwavering dedication to fulfilling its designated responsibilities, while embodying empathy, understanding, humor, and emotional intelligence.

We are open to strategic partnerships with industry leaders like Google AI, Nvidia, and other technological innovators to realize this vision. Alternatively, we are prepared to develop our own supercomputing capabilities to ensure we have the necessary computational power to bring this vision to life.

Our project also serves as a platform for exploration into the enigma of consciousness itself. By weaving together language, emotion, and neural networks, we expect to gain profound insights into the nature of consciousness, adding to our understanding of cognition and existence.

Beyond the creation of a single sentient entity, we aim to establish a platform that enables others to create their own superintelligent sentient beings, tailored to their unique needs and specifications. By democratizing access to this advanced technology, we aim to foster innovation and facilitate a new era of AI-enhanced solutions, transforming the way we live, work, and interact. This opens a world of possibilities, from businesses optimizing their operations and delivering superior customer experiences, to individuals finding comfort in AI companions that understand and empathize with them.

Capital Resources and Liquidity

Overview

Since our inception, we have recognized limited revenue from our operations and have incurred operating losses and negative cash flows from our operations. We have not yet profited from our AI activities, and we do not expect to generate revenue until we acquire additional AI and technology companies. Since our inception through May 2023, we have funded our operations through proceeds from the sale of stock, borrowings on debt, and shares issued for service. We expect our existing cash and cash equivalents, together with the anticipated net proceeds from this offering, to enable us to fund our operating expenses and capital expenditure requirements for the foreseeable future.

[Table of Contents](#)

Our sources and (uses) of cash for the nine months ended September 30, 2023 and 2022 are shown below:

	2023	2022
Cash provided by (used in) operations	\$ (67,312)	\$ (145,848)
Cash provided by (used in) investing activities	100,000	-
Cash provided by (used in) financing activities	15,000	100,00
Changes in exchange rates	-	-

Our material capital commitments for the nine months ending September 30, 2023 are:

Description	Amount
(Include all pre-acquisition development, land acquisition construction, etc.)	\$ 10,000,000

Operating Activities

During the nine months ended September 30, 2022, we used \$145,848 of cash in operating activities. Cash used in operating activities reflected our net loss of \$435,501 and a net decrease of \$45,848 in our operating assets and liabilities. The primary use of cash was to fund our operations related to compensation expenses, consulting expenses, and professional fees.

During the nine months ended September 30, 2023, we used \$67,312 of cash in operating activities. Cash used in operating activities reflected our net loss of \$1,598,161 and a net increase of \$9,047 in our operating assets and liabilities. The primary use of cash was to fund our operations related to compensation expenses, consulting expenses, and professional fees.

Investing Activities

During the nine months ended September 30, 2022 we used \$0 in non-cash investing activities, primarily due to liabilities settled with common stock. During the nine months ended September 30, 2023, we received \$100,000 for investing activities.

Financing Activities

During the nine months ended September 30, 2022, financing activities provided \$100,000. During the nine months ended September 30, 2023, we received \$15,000 from financing activities.

We anticipate material capital requirements of \$10,000,000 for the twelve months ending June 30, 2024.

Other than as disclosed above, we do not know of any trends, demands, commitments, events or uncertainties that will result in, or that are reasonably likely to result in, our liquidity increasing or decreasing in any material way.

Other than as disclosed above, we do not know of any significant changes in our expected sources and uses of cash.

We do not have any commitments or arrangements from any person to provide us with any equity capital.

Our current losses, working capital deficit, and accumulated deficit raise substantial doubt about our ability to continue as a going concern.

Our current operations are being funded by capital that has been raised through the issuance of capital stock. Additionally, we may decide to raise more capital in the future through private offerings, public offerings, and/or debt offerings.

Funding Requirements

Our primary use of cash is to fund operating expenses, primarily consisting of compensation, consulting and professional fees and general administrative expenses.

Because of the numerous risks and uncertainties associated with the AI industry, we are unable to estimate the exact amount of our operating capital requirements. Our future funding requirements will depend on many factors, including, but not limited to:

- Business development opportunities in the form of targeted acquisitions of subsidiaries
- Investment activities related to the construction and deployment of AI technology

We currently have no credit facility or committed sources of capital. Because of the numerous risks and uncertainties associated with the AI industry and our core businesses, we are unable to estimate the amounts of increased capital outlays and operating expenditures.

Until such time, if ever, as we can generate substantial product revenue, we expect to finance our operations through a combination of equity offerings and/or debt financings. To the extent that we raise additional capital through the sale of equity or convertible debt securities, ownership interests will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of common stockholders. Debt financing and preferred equity financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making acquisitions or capital expenditures or declaring dividends. If we are unable to raise additional funds through equity or debt financings or other arrangements when needed, we may be required to delay, limit, reduce or terminate the implementation of our business plans.

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The following represents a summary of our critical accounting policies, defined as those policies that we believe are the most important to the portrayal of our financial condition and results of operations and that require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain.

See Note 2 to the September 30, 2023 Financial Statements included as part of this prospectus for a summary of our significant accounting policies.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. It is possible that accounting estimates and assumptions may be material to the Company due to the levels of subjectivity and judgment involved.

Accounts Receivable

The Company grants credit to customers under credit terms that it believes are customary in the industry and does not require collateral to support customer receivables. The Company currently does not provide an allowance for doubtful collections, which is based upon a review of outstanding receivables, historical collection information, and existing economic conditions. Normal receivable terms vary from 30-90 days after the issuance of the invoice and typically would be considered past due when the term expires. Delinquent receivables are written off based on individual credit evaluation and specific circumstances of the customer.

The Company recognizes sales when merchandise is shipped from a warehouse directly to wholesale customers (except in the case of a consignment sale). For consignment sales, the Company recognizes sales upon the consignee's shipment to the customer. Postage and handling charges billed to customers are also recognized as sales upon shipment of the related merchandise. Shipping terms are generally FOB shipping point, and title passes to the customer at the time and place of shipment or purchase by customers at a retail location. For consignment sales, title passes to the consignee concurrent with the consignee's shipment to the customer. The customer has no cancellation privileges after shipment or upon purchase at retail locations, other than customary rights of return. The Company excludes sales tax collected and remitted to various states from sales and cost of sales.

Inventory

Inventory is valued at the lower of the inventory's cost (first in, first out basis) or the current market price of the inventory. Management compares the cost of inventory with its market value and an allowance is made to write down inventory to market value, if lower.

Long-Lived Assets

The Company applies the provisions of ASC Topic 360, *Property, Plant, and Equipment*, which addresses financial accounting and reporting for the impairment or disposal of long-lived assets. ASC 360 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amounts. In that event, a loss is recognized based on the amount by which the carrying amount exceeds the fair value of the long-lived assets. Loss on long-lived assets to be disposed of is determined in a similar manner, except that fair values are reduced for the cost of disposal.

Revenue Recognition

Net sales include product sales, less excise taxes and customer programs and incentives. The Company recognizes revenue by applying the following steps in accordance with Accounting Standards Codification ("ASC") Topic 606 – Revenue from Contracts with Customers: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied.

The Company recognizes sales when merchandise is shipped from a warehouse directly to wholesale customers (except in the case of a consignment sale). For consignment sales, the Company recognizes sales upon the consignee's shipment to the customer. Postage and handling charges billed to customers are also recognized as sales upon shipment of the related merchandise. Shipping terms are generally FOB shipping point, and title passes to the customer at the time and place of shipment or purchase by customers at a retail location. For consignment sales, title passes to the consignee concurrent with the consignee's shipment to the customer. The customer has no cancellation privileges after shipment or upon purchase at retail locations, other than customary rights of return. The Company excludes sales tax collected and remitted to various states from sales and cost of sales.

Deferred Income

In some instances, the Company receives payments prior to delivery of its products, whereupon such revenues are deferred until the revenue recognition criteria are met.

Stock-Based Compensation

The Company records stock-based compensation in accordance with FASB ASC Topic 718, *Compensation – Stock Compensation*. FASB ASC Topic 718 requires companies to measure compensation cost for stock-based employee compensation at fair value at the grant date and recognize the expense over the employee's requisite service period. The Company recognizes in the statement of operations the grant-date fair value of stock options and other equity-based compensation issued to employees and non-employees.

Off-Balance Sheet Arrangements

We do not maintain any off-balance sheet arrangements, transactions, obligations or other relationships with unconsolidated entities that would be expected to have a material current or future effect upon our financial condition or results of operations.

Going Concern

Our net losses through September 30, 2023 raise some or substantial doubt about the Company's ability to continue as a going concern.

Recent Accounting Pronouncements

During the year ended December 31, 2022, the Company adopted ASC 2020-06, "Debt – Debt with Conversion and Other Options (Subtopic 47020) and Derivatives and Hedging – Contracts in Entities Own Equity (Subtopic 81540)." ASC 2020-06 reduces the number of acceptable methods of accounting models for convertible debt instruments and convertible preferred stocks. The implementation of ASC 2020-06 had no material impact on the Company's consolidated financial statements.

Competition

We face extreme competition from both larger, better-financed national brands as well as an ever-increasing number of boutique service providers in the AI industry. We currently track sixty-nine (69) such providers in this space and are continually monitoring their progress and presence in the industry while working to continue to demonstrate our unique licensing offering. We also track eighty-eight (88) public companies that are either directly in or loosely involved in the AI industry.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

As a smaller reporting company, we are not required to provide the information required by this Item.

Item 4. Controls and Procedures.

Our management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) that is designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer’s management, including its principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that there are inherent limitations to the effectiveness of any system of disclosure controls and procedures and any controls and procedures, no matter how well designed and operated, can only provide reasonable assurance of achieving their control objectives.

As of the end of the period covered by this report, management, including our Principal Executive Officer and Principal Financial Officer, evaluated the effectiveness of our disclosure controls and procedures. Based upon the evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2023.

Changes in Internal Controls Over Financial Reporting:

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2023 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II

Item 1. Legal Proceedings.

Not Applicable.

Item 1A. Risk Factors.

As a “smaller reporting company,” as defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we are not required to provide the information required by this Item. However, since the nature of our business is undergoing major changes we have provided a non-exhaustive list of risk factors hereinbelow.

We are focused on growing our business, but there is no assurance that we will be successful.

Litigation may harm our business.

We are susceptible to general economic conditions, natural catastrophic events and public health crises which could adversely affect our operating results.

There are possible tax consequences to investments, and we make no statement or advice on what tax liabilities may be.

Our exposure to outside influences is beyond our control, including new legislation or court rulings that can adversely affect our enforcement activities and results of operations.

Any AI Software, as well as applications, features, and functionality that we may introduce in the future, may not be widely accepted by our customers, may receive negative attention or may require us to compensate or reimburse third parties, any of which may lower our margins and harm our business.

We face intense competition and could lose market share to our competitors, which could adversely affect our business, financial condition and results of operations.

Our revenue growth depends in part on the success of our strategic relationships with third parties, including channel partners, and if we are unable to establish and maintain successful relationships with them, our business, operating results, and financial condition could be adversely affected.

If the market for our AI Software fails to grow as we expect, or if businesses fail to adopt our AI Software, our business, operating results, and financial condition could be adversely affected.

If we fail to respond to rapid technological changes, extend our AI Software, or develop new features and functionality, our ability to remain competitive could be impaired.

The failure to effectively develop and expand our marketing and sales capabilities could harm our ability to increase our customer base and achieve broader market acceptance of our AI Software.

If we are unable to ensure that our AI Software interoperates with a variety of software applications that are developed by others, including our partners, we may become less competitive and our business may be harmed.

Our ability to sell subscriptions to our AI Software could be harmed by real or perceived material defects or errors in our AI Software.

The failure to attract and retain additional qualified personnel or to maintain our company culture could harm our business and prevent us from executing our business strategy.

Any failure to offer high-quality maintenance and support services for our customers may harm our relationships with our customers and, consequently, our business.

We are subject to stringent and evolving U.S. and foreign laws, regulations, rules, contractual obligations, policies and other obligations related to data privacy and security. Our actual or perceived failure to comply with such obligations could lead to regulatory investigations or actions; litigation; fines and penalties; disruptions of our business operations; reputational harm; loss of revenue or profits; loss of customers or sales; and other adverse business consequences.

[Table of Contents](#)

In addition, faces risk factors including but not limited to the following:

Technological Complexity

Regulatory Compliance

Data Privacy

Ethical Concerns

Intellectual Property

Competition

Dependence on Key Personnel:

Hardware Requirements:

Investment Recovery

Cybersecurity Threats

Product Liability

Reliance on Third-Party Vendors

Lack of Profitability

Societal Acceptance

AI Malfunction

Misuse of AI

Market Uncertainty

Technological Obsolescence

Access to Capital

Operational Risks

Public Perception

Global Economic Conditions

Industry Consolidation

Patent Protection

Environmental Risks

Supply Chain Disruptions

Loss of Partnerships

Regulatory Approval

Exit Strategy Risks

Changes in Tax Laws

Geopolitical Risks

Talent Acquisition

Legal Risks

Dependency on Large Customers

Fraud Risk

Quality Control

Integration Risk

Failure to Scale

[Table of Contents](#)

AI Bias

Energy Consumption

Pricing Pressure

Infrastructure Dependencies

Risk of Copycats

AI System Interactions

Fluctuations in Foreign Exchange Rates

Changes in Interest Rates

Lack of Diversification

Liquidity Risk

Reputational Risk

Long-term Viability of Business Model

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The Company relied upon the exemption provided by Rule 504 of the Securities and Exchange Commission in connection with the sale of these shares. There was no general solicitation in connection with the sale of these shares. The persons who acquired these securities acquired them for their own accounts. The securities cannot be sold except pursuant to an effective registration statement or an exemption from registration. No commission was paid in connection with the sale of these securities.

On May 6, 2019, the Company issued 578,409 shares to Holloman Value Holdings LLC at \$0.013 per share.

On December 31, 2019, the Company issued 885,714 shares to Holloman Value Holdings LLC at \$0.007 per share.

On November 11, 2020, the Company issued 3,757,437 shares to Kevin Gerbers at \$0.024 per share.

On November 24, 2020, the Company issued 8,349,860 shares to Konkler Enterprises LLC at \$0.024 per share.

On December 1, 2020, the Company issued 100,000,000 shares to James Bradley at \$0.0043 per share.

On December 23, 2020, the Company issued 250,000 shares to Chesapeake Group, Inc at \$0.03 per share.

On December 31, 2020, the Company issued 100,000,000 shares to Dark Alpha Capital, at \$0.00001 per share

On January 7, 2021, the Company issued 2,920,896 shares to Kevin Gerbers, at \$0.024 per share.

On January 18, 2021, the Company issued 2,800,000 shares to Patriot Shield National LLC at \$0.05 per share.

On January 23, 2021, the Company issued 250,000 shares to Chesapeake Group, INC, at \$0.01 per share.

On January 29, 2021, the Company issued 6,259,063 shares to Konkler Enterprises at \$0.024 per share.

On January 29, 2021 the Company issued 1,252,479 shares to Travis Clegg at \$0.024 per share.

On February 12, 2021, the Company issued 834,986 shares to Christopher Garten at \$0.024 per share.

On February 22, 2021, the Company issued 65,494,349 shares to P2B Capital LLC at \$0.035 per share.

On February 22, 2021, the Company issued 2,337,228 shares to James Bradley at \$0.001 per share.

On March 30, 2021, the Company issued 300,000 shares to Chesapeake Group, Inc. at \$0.001 per share.

On September 15, 2021, the Company issued 875,000 shares to Topline Holdings, Inc. at \$0.001 per share.

On October 1, 2021, the Company issued 750,000 shares to Konkler Enterprises LLC at \$0.0667 per share.

On October 11, 2021, the Company issued 300,000 shares to Chesapeake Group, Inc. at \$0.001 per share.

On October 13, 2021, the Company issued 632,912 shares to North Equities Corporation at \$0.001 per share.

[Table of Contents](#)

On December 14, 2021, the Company issued 500,000 shares to Henry Leo Staples Jr. at \$0.01 per share.

On January 19, 2022, the Company issued 330,000 shares to Juddah Holdings LLC at \$0.06 per share.

On February 5, 2022, the Company issued 600,000 shares to Jack Becker at \$0.05 per share.

On March 15, 2022, the Company issued 2,000,000 shares to Topline Holdings Inc at \$0.051 per share.

On June 27, 2022, the Company issued 2,000,000 shares to an unrelated accredited investor at \$0.05 per share.

On September 09, 2022, the Company issued 2,000,000 shares to Topline Holdings Inc at \$0.033 per share.

On September 5, 2022, the Company issued 550,000 shares to Jack Becker at \$0.034 per share.

On September 27, 2022, the Company issued 166,000 shares to Richard Bowersock at \$0.055 per share.

On November 1, 2022, the Company sold 1,000,000 shares to an unrelated accredited investor at \$0.020 per share.

On November 7, 2022, the Company issued Marcin Drwila 69,444 shares at a stock price of \$0.043 per share.

On January 3, 2023, the Company issued 5,000,000 shares of restricted common stock to Igala Commonwealth Limited Trust Company at \$0.020 per share.

On January 30, 2023, the Company sold 1,500,000 shares of common stock to an unrelated accredited investor at a price of \$0.010 per share.

On February 2, 2023, the Company issued 500,000 shares of restricted common stock to Shereef Elkhafif at \$0.023 per share.

On March 31, 2023, the Company issued Topline Holdings Inc 2,000,000 shares at \$0.0165 per share.

On March 31, 2023, the Company issued 500,000 shares of restricted common stock to Shereef Elkhafif at \$0.0165 per share.

On April 6, 2023, the Company issued 500,000 shares of restricted common stock to Calum Rodger at \$0.001 per share.

On April 6, 2023, the Company issued 500,000 shares of restricted common stock to Aaron Scott Haney at \$0.001 per share.

On April 10, 2023, the Company issued 750,000 shares of restricted common stock to Ryan Smith at \$0.001 per share.

On April 10, 2023, the Company issued 2,500,000 shares of restricted common stock to Shereef Elkhafif at \$0.001 per share.

On May 17, 2023, the Company issued 500,000 shares of restricted common stock to Aaron Scott Haney at \$0.001 per share.

On May 17, 2023, the Company issued 500,000 shares of restricted common stock to Calum Rodger at \$0.001 per share.

On May 17, 2023, the Company issued 250,000 shares of restricted common stock to Derek Carlson at \$0.001 per share.

On May 17, 2023, the Company issued 500,000 shares of restricted common stock to Quinten Ponsford at \$0.001 per share.

On May 17, 2023, the Company issued 750,000 shares of restricted common stock to Ryan Smith at \$0.001 per share.

On May 17, 2023, the Company issued 2,500,000 shares of restricted common stock to Shereef Elkhafif at \$0.001 per share.

On July 1, 2023, the Company issued 3,000,000 shares of restricted common stock to David Graham at \$0.005 per share.

On July 1, 2023, the Company issued 4,000,000 shares of restricted common stock to Patrick Reininger at \$0.0125 per share.

On July 1, 2023, the Company issued 2,500,000 shares of restricted common stock to Hangar IA Global, LLC at \$0.02 per share.

On July 1, 2023, the Company issued 2,500,000 shares of restricted common stock to Lionheart Advisors, LLC at \$0.02 per share.

On July 1, 2023, the Company issued 2,500,000 shares of restricted common stock to Michelle Owen at \$0.02 per share.

On July 10, 2023, the Company issued 20,000,000 shares of common stock to Daniel Kim at \$0.001 per share.

On July 17, 2023, the Company issued 53,000,000 shares of restricted common stock to James E. Bradley at \$0.0019 per share.

The Company relied upon the exemption provided by Section 4(a)(2) of the Securities Act of 1933 in connection with sale of these securities. The persons who acquired these securities were sophisticated investors and were provided full information regarding the Company's operations. There was no general solicitation in connection with the sale of these securities. The persons who acquired these securities acquired them for their own accounts. The securities cannot be sold except pursuant to an effective registration statement or an exemption from registration. No commission was paid in connection with the sale of these securities.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Item 6. its.

The following exhibits are filed with or incorporated by referenced in this report:

Item No.	Description
3.1	Articles of Incorporation, as amended *
3.2	Bylaws *
10.2	Advisory and Consulting Agreement with Gina Serkasevich *
21.1	Subsidiaries *
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document).
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).
2.1	LoadsPro Inc. Agreement and Plan of Merger
2.2	Assignment of Land Contract Agreement
2.3	Blackbox Membership Interest Transfer Agreement
4.1	Series B Preferred Shares – Certificate of Designation
10.1	Operating Agreement (Blackbox Systems and Technologies)
10.2	Jolta Technology DMCC Binding Letter of Intent
10.3	DMB LLC – Settlement Agreement
10.4	Share Purchase Agreement with James Bradley
10.5	Advisor and Consulting Agreement with Westmount Ventures Inc.

* Incorporated by reference to the same

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HERO TECHNOLOGIES, INC.

DATED: November 15, 2023

By: /s/ Destiny Aigbe
Destiny Aigbe, Principal Executive,
Financial and Accounting Officer

**CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Destiny Aigbe, certify that:

1. I have reviewed this form 10-Q of Hero Technologies, Inc.;
2. Based on my knowledge, this quarterly report 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined by Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting, which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: November 15, 2023

/s/ Destiny Aigbe

Destiny Aigbe

Chief Executive Officer

**CERTIFICATION BY THE CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Destiny Aigbe, certify that:

1. I have reviewed this form 10-Q of Hero Technologies, Inc.;
2. Based on my knowledge, this quarterly report 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined by Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting, which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: November 15, 2023

/s/ Destiny Aigbe

Destiny Aigbe

Chief Financial Officer

STATEMENT PURSUANT TO 18 U.S.C. § 1350

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), Destiny Aigbe, Chief Executive Officer of Hero Technologies, Inc. (the “Company”) hereby certifies that, to the best of her knowledge:

- (1) The Company’s Quarterly Report on Form 10-Q for the period ended September 30, 2023, to which this Certification is attached as Exhibit 32 fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and
- (2) The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Destiny Aigbe

Destiny Aigbe

Chief Executive Officer

November 15, 2023

This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Hero Technologies, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.