



MESSABEN
TOTAL WATER TREATMENT & REUSE SOLUTIONS

ANNUAL REPORT

DISCLOSURE STATEMENT (UNAUDITED)

For the period ending December 31, 2022

OTC:MSBN

DISCLOSURE STATEMENT

Pursuant to the Pink Basic
Disclosure Guidelines
(Unaudited)

MESSABEN Corp. “(the “Company”)

HQ

Dubai World Central (Dubai South) Business Park.

Building A3, Office 216,

PO Box 713233

Dubai, United Arab Emirates

+971 4 5693296

<https://www.messaben.com>

SIC Code: 5700

CUSIP: 16890W108

ANNUAL REPORT

For the period ending December 31, 2022 (the “Reporting Period”)

ANNUAL REPORT

For the period ending December 31, 2022 (the "Reporting Period")

OUTSTANDING SHARES

The number of shares outstanding of our Common Stock was:

516,775,113 as of Year End December 31, 2022

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 Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

¹ "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 any names used by predecessor entities, along with the dates of the name changes.

Current name is Messaben Corp. as of 4/27/2022

Formerly known as China Electronics Holdings, Inc. from 08/04/2021 to 04/26/2022

Formerly known as China Crazy Buy Holdings, Inc. from 12/29/2014 to 08/06/2021

Formerly known as China Electronics Holdings, Inc. from 08/03/2010 to 12/29/2014

Formerly known as Buyonate, Inc. from 7/9/2007 to 8/3/2010

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive).

The Company has been incorporated in the State of Nevada since July 9, 2007.

During the past five (5) years, the Company has been registered in the State of Nevada.

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

None

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

On December 31, 2021, the Company completed a reverse merger with Messaben DWC, LLC, a Dubai registered limited liability company and changed its name from China Electronics Holdings, Inc. to Messaben, Corp., which is the name of the parent company, Messaben DWC, LLC being the subsidiary. See footnote 1 for a description of this transaction.

The address(es) of the issuer's principal executive office:

Dubai World Central (Dubai South) Business Park,

Building A3, Offices 216

Dubai, United Arab Emirates

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

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

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

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

2. SECURITY INFORMATION

TRANSFER AGENT

Name: Empire Stock Transfer
Phone: 702-818-5898
Email: brian@empirestock.com
Address: 1859 Whitney Mesa Dr., Henderson, NV 89014

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:	MSBN
Exact title and class of securities outstanding:	Common Stock
CUSIP:	16890W108
Par or stated value	\$0.0001
Total shares authorized:	1,000,000,000 shares of common stock and 50,000,000 shares of preferred stock as of December 31, 2022

TOTAL SHARES OUTSTANDING:

- Common Stock: 516,775,113 as of December 31, 2022
- Series B Preferred Stock: 47,000,000 shares as of December 31, 2022
- Shares in Public Float: 1,979,681 shares as of December 31, 2022

Total number of shareholders of record: 90 as of December 31, 2022

All additional class(es) of publicly quoted or traded securities (if any):

Trading symbol:	N/A
Exact title and class of securities outstanding:	Series B Preferred Stock
CUSIP:	N/A
Par or stated value:	\$0.0001
Total shares authorized:	50,000,000 as of December 31, 2022
Total shares outstanding:	47,000,000 as of December 31, 2022
Total number of shareholders of record:	90 as of December 31, 2022

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.

The common equity shares have a normal voting power of (1:1) per share held. No preemption rights, no dividends currently,

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

The preferred shares series "B" have a different voting power of (12:1) per share held. No preemption rights currently, and no dividends currently.

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

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)

Number of Shares Outstanding as of December 31, 2020

Opening Balance: Common: 16,775,113 Preferred: 0

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 (\$/share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / control disclosed)	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or unrestricted as of this filing?	Exemption or Registration Type?
09/09/2021	New issuance	234,533,334	Common Stock	\$0.001	Yes	Khalil Ouar	Acquisition of Messaben DWC, LLC	Restricted	Reg. D
09/09/2021	New issuance	148,133,333	Common Stock	\$0.001	Yes	Rami Bakir	Acquisition of Messaben DWC, LLC	Restricted	Reg. D
09/09/2021	New Issuance	107,333,333	Common Stock	\$0.001	Yes	Amal Babetty	Acquisition of Messaben DWC, LLC	Restricted	Reg. D.
09/09/2021	New Issuance	10,000,000	Common Stock	\$0.001	Yes	Shadi Bakir	Purchased from custodian	Restricted	Reg. D.
01/01/2022	New Issuance	47,000,000	Series B Preferred Stock	\$0.001	No	Rami Bakir, Khalil Ouar and Amal Babetty	Acquisition of Messaben DWC, LLC	Restricted	Reg. D.

Shares Outstanding on December 31, 2020

Ending Balance: Common: 516,775,113 Series B Preferred: 47,000,000

Example: A company with a fiscal year end of December 31st, 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, 2021 through December 31, 2022 pursuant to the tabular format above.

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

B- Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

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

4. ISSUER'S BUSINESS, PRODUCTS AND SERVICES

The purpose of this section is to provide a clear description of the issuer's current operations. (Please 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")

Messaben Corp. (the "Company") was

- Incorporated in the State of Nevada on July 9, 2007 under the name Buyonate, Inc.
- On August 3, 2010, the Company changed its name to China Electronics Holdings, Inc.,
- On December 29, 2014, changed its name to China Crazy Buy Holdings, Inc.
- On August 4, 2021, the Company changed its name back to China Electronics Holdings, Inc.,
- On April 27, 2022, the company changed its name to MESSABEN Corp.

Messaben Corp (MSBN) has a diversified portfolio of segments investing in technologies and services that reduces the impact of environmental pollution and carbon footprint, by that providing economical technologies for produced water treatment & reuse, in addition to its state-of-the-art downhole intervention products for geothermal, mining and oil & gas.

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

1. Messaben DWC, LLC, a Dubai limited liability company, is a wholly owned subsidiary of the Company. The managers are the same as the Board of Directors of the Company, and the senior management is the same as the Company's. Messaben DWC, LLC maintains an office at Dubai, UAE
2. THEMARK Corporation, a US limited liability company and a wholly owned subsidiary of the Company. The Manager is Mark Stanley, and the senior management is the same as the Company's. THEMARK Corporation is a US registered and local entity located in Texas/USA.
3. RECYCLEAN Consultancy Services, a US limited liability company and a wholly owned subsidiary of the Company. The Manager is Mark Stanley, and the senior management is the same as the Company's. RECYCLEAN Consultancy Services is a US registered and local entity located in Texas/USA.
4. INFOCUS Energy Services Inc. is a Canadian corporation and a wholly owned subsidiary of the Company. The Manager is Allan Pearson, and the senior management is the same as the Company's. INFOCUS Energy Services Inc. is a Canadian registered local entity located in Alberta / CANADA.
5. INFOCUS Energy Middle East FZC-LLC, is a United Arab Emirates ("UAE") limited liability company and a wholly owned subsidiary of the Company's. The Manager is Cristinel "Cristi" Alkhiriseh, and the senior management is the same as the Company's. INFOCUS Energy Middle East FZC-LLC is a UAE registered local entity located in Dubai/UAE.

C. Describe the issuers' principal products or services.

Messaben Corp (MSBN) is engaged multiple sectors such as

- **Water Treatment and reuse:** through operating its patented hydropod technologies and water treatment chemicals technologies.
- **Downhole intervention Services:** through manufacturing and operating its patented high-speed reamers and several metal-to-metal patented technology drilling equipment.
- **Environmental pollution and carbon footprint reduction sector:** through its certified water reuse patented serving the mining, oil & gas and dairy industries.

5. ISSUER'S FACILITIES

The goal of this section is to provide a potential investor 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, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

In addition to the HQ offices as stated at the top of this report, additional locations where assets are held or leased are:

70 Primrose Dr, Cornwall
Prince Edward Island, C0A 1H4
Canada

6. OFFICERS, DIRECTORS, AND CONTROL PERSONS

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers' securities, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

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 an investor 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 shareholders.

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/ Owner of more than 5%)	Residential Address (City / State Only)	Number of shares of common stock owned	Share type/class	Ownership Percentage of Class Outstanding ⁽¹⁾	Note
Rami Bakir	Owner of more than 5%	Jumeriah Park, District 1, Villa G2, Dubai UAE	148,133,333	Common	~ 28.7%	
Khalil Ouar	Owner of more than 5%	Villa 105, Cheminde Crêtes, Draria 16050, Algiers, Algeria	234,533,334	Common	~ 45.6%	
Amal Babetty ⁽²⁾	Owner of more than 5%	70 Primrose Drive, Cornwall, Prince Edward Island C0A1H4 Canada	107,333,333	Common	~ 20.8%	

1. Calculated on the basis of 516,775,113 shares of Common Stock outstanding as of September 30, 2022.

2. Excludes 10,000,000 shares owned by Shadi Bakir, her spouse, over which she disclaims any beneficial or voting rights.

7. LEGAL/DISCIPLINARY HISTORY

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

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

None

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

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the

Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

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

None

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

None

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.

Securities Counsel (must include Counsel preparing Attorney Letters):

Name: Gil Bradshaw
Firm: Wilson Bradshaw, LLP
Address 1: 18818 Teller Avenue, Suite 450
Address 2: Irvine, CA 92612
Phone: 949-752-1100
Email: gbradshaw@wbc-law.com

9. FINANCIAL STATEMENTS

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

☐ IFRS

☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)²:

Name: **Jaime Diedrich**

Title: **Outside Accountant**

Relationship to Issuer: **Independent, no relationship**

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

² 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.

MESSABEN CORP AND SUBSIDIARIES
Consolidated Balance Sheets (UNAUDITED)

	12/31/2022	12/31/2021
ASSETS		
CURRENT ASSETS		
Cash	75,898	1,111,525
Accounts receivable	618,844	0
Inventory	1,385,430	0
Prepaid assets	310,765	308,830
Other assets	2,258,231	0
TOTAL CURRENT ASSETS	4,649,168	1,420,355
PROPERTY & EQUIPMENT, net	401,930	14,276
INTANGIBLE ASSETS, net	806,090	0
LONG TERM ASSETS		
Lease deposit	0	225
Long term investments	0	1,626,037
TOTAL LONG-TERM ASSETS	0	1,626,262
TOTAL ASSETS	5,857,188	3,060,893
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	1,382,783	6,068
Accrued expenses	494,363	746
Other liabilities	1,017,171	0
Tax liabilities	358,073	0
TOTAL CURRENT LIABILITIES	3,252,390	6,814
TOTAL LONG-TERM LIABILITIES	97,973	0
SHAREHOLDERS' EQUITY		
Preferred stock, \$0.0001 par value; 50,000,000 Authorized shares:		
Series B Preferred stock; 47,000,000 authorized and zero shares issued and outstanding,	4,700	4,700
Common stock, \$0.0001 par value; 1,000,000,000 authorized; 516,775,113 and 266,775,113 shares issued/outstanding	51,678	51,678
Additional paid in capital	5,268,054	4,782,292
Accumulated other comprehensive income	24,004	-680
Accumulated deficit	-2,516,183	-1,783,911
Dividends declared	-325,427	0
TOTAL SHAREHOLDERS' EQUITY	2,506,825	3,054,079
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	5,857,188	3,060,893

MESSABEN CORP & SUBSIDIARIES
Consolidated Statements of Operations (UNAUDITED)

	December 31, 2022	December 31, 2021
REVENUE	1,324,595	0
TOTAL REVENUE	1,324,595	0
COST OF GOODS SOLD	793,700	0
GROSS PROFIT	530,895	0
OPERATING EXPENSES		
Salaries and outside services	1,625,511	1,493,039
Selling, general and administrative expenses	714,109	256,595
Depreciation and amortization	5,275	1,475
TOTAL OPERATING EXPENSES	2,344,895	1,751,109
LOSS FROM OPERATIONS BEFORE OTHER INCOME AND TAXES	-1,814,000	-1,751,109
OTHER INCOME (EXPENSE)		
Gain on extinguishment of debt	905,259	0
Investment income / (loss)	19,033	3,314
Interest income/ (expense)	-150,528	0
TOTAL OTHER INCOME (EXPENSE)	773,763	3,314
LOSS FROM OPERATIONS BEFORE PROVISION FOR TAXES	-1,040,237	-1,747,795
PROVISION (BENEFIT) FOR INCOME TAXES	0	0
NET LOSS	-1,040,237	-1,747,795
OTHER COMPREHENSIVE INCOME, NET OF TAX		
Foreign currency exchange gain / (loss)	24,053	-680
TOTAL OTHER COMPREHENSIVE LOSS	24,053	-680
TOTAL COMPREHENSIVE LOSS ATTRIBUTABLE TO COMMON SHAREHOLDERS	-1,016,184	-1,748,475

MESSABEN CORP & SUBSIDIARIES
Consolidated Statements of Cash Flows (UNAUDITED)

	December 31, 2022	December 31, 2021
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	-1,016,184	-1,748,475
Adjustment to reconcile net loss to net cash (used in) operating activities		
Depreciation and amortization	5,275	1,475
(Gain) on investments	0	-3,314
Prior year net income adjustment	-1,918,818	0
Accounts Receivable	397,797	0
Inventory	-116,066	0
Prepaid expenses and other assets	279,787	-253,854
Deposit	0	-225
Accounts payable	3,748,653	24,638
Accrued Salaries	423,336	0
Accrued expenses	27	746
Tax Liabilities	354,284	0
Other Liabilities	497,550	0
NET CASH (USED IN) OPERATING ACTIVITIES	2,655,641	-1,978,329
CASH FLOWS FROM INVESTING ACTIVITIES:		
Cash paid for purchase of fixed assets	-4,993	-14,959
Cash paid for purchase of intangible assets	-6,078	0
Reversal of Fixed Assets	-1,344	0
Investment in INFOCUS Canada	1,415,541	-1,424,938
Investment in INFOCUS Middle East	210,497	-200,000
Dividends received from INFOCUS Middle East	0	2,215
NET CASH (USED IN) INVESTING ACTIVITIES	1,613,623	-1,637,682
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from additional member contributions	-1,582,627	4,727,536
Long term Liabilities - N/P	-3,156,982	0
Shareholders' Withdrawal	8,924	0
Dividends paid	-20,828	0
NET CASH PROVIDED BY FINANCING ACTIVITIES	-4,751,514	4,727,536
NET INCREASE / (DECREASE) IN CASH	-482,249	1,111,525
CASH, BEGINNING OF PERIOD	558,147	0
CASH, END OF PERIOD	75,898	1,111,525

Consolidated Statement of Shareholders' Equity (UNAUDITED)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount				
Balance, December 31, 2020	47,000,000	\$4,700	266,775,113	\$26,678	\$45,506		\$(36,116)	\$40,768
Net loss						\$ (680)	\$(1,747,796)	\$(1,748,476)
Exchange debt for equity			250,000,000	\$25,000	\$ (12,250)			\$12,750
Owner contributions					\$4,727,536			\$4,727,536
Related party gain					\$21,500			\$21,500
Balance, December 31, 2021	47,000,000	\$4,700	516,775,113	\$51,678	\$4,782,292	\$ (680)	\$(1,783,912)	\$3,054,078
Net loss						\$24,806	\$(1,254,412)	\$(1,229,606)
Consolidation adjustment					\$485,762	\$(123)	\$196,714	\$682,353
Balance, December 31, 2022	47,000,000	\$4,700	516,775,113	\$51,678	\$5,268,054	\$24,003	\$(2,841,610)	\$2,506,825

MESSABEN CORP. & SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2022

(Unaudited)

1. ORGANIZATION AND LINE OF BUSINESS

Messaben, Corp. ("Messaben," "we," "us," "our," or the "Company") was **incorporated** in the State of Nevada on July 9, 2007, under the name Buyonate, Inc. On August 3, 2010, the Company changed its name to China Electronics Holdings, Inc. On December 29, 2014, changed its name to China Crazy Buy Holdings, Inc. On August 4, 2021, the Company changed its name back to China Electronics Holdings, Inc. On January 25, 2022, the Company changed its name to Messaben Corp., the current name of the Company.

Messaben is an end-to-end technological solutions provider dedicated to:

- A. Water sustainability and produced water treatment & reuse. Our systems provide our customers with a cost-effective solution to eliminating disposal and transportation of the rejected water.
- B. Well intervention product manufacturing & solutions. Our products provide the Oil & Gas sector with cost effective and innovative products for drilling and completion works.

The Company is mainly focused and operates in the Oil & Gas sector, additionally, and due to the versatility of its patented technologies, it operates and has applications in the manufacturing and in other sectors such as mining, environmental, humanitarian, FMCG and others. In addition, Messaben will continue to invest in technologies that contribute to global environmental protection and sustainability.

- On **December 31, 2021**, the Company entered into a reverse recapitalization transaction ("Merger") with Messaben DWC, LLC, a Dubai, UAE based privately held company, ("Messaben DWC"), in which Messaben DWC was the legal acquiree (the accounting acquirer) and the Company was the legal acquirer (the accounting acquiree). Messaben DWC was established in Dubai, UAE on September 27, 2020.

To facilitate the Merger, the Company established a subsidiary, Messaben Acquisition Corp, in the state of Nevada, into which Messaben DWC merged, Messaben DWC being the surviving entity, and a wholly owned subsidiary of the Company.

For accounting purposes, Messaben DWC is considered the acquirer of Messaben Corp. based upon the terms of the Merger as well as other factors including (i) Messaben DWC former shareholders own approximately (97%) of the combined Company's outstanding common shares immediately following the closing of the Merger, and (ii) Messaben DWC management hold key management positions of the

combined Company. The Merger has therefore recorded as a reverse acquisition.

The figures described in the notes and financial statements are a continuation of the figures of the legal subsidiary or accounting acquirer (Messaben DWC). However, the equity reflects the legal acquirer, or accounting acquiree (the Company) equity structure. The acquisition value is recorded to reflect the par value of the outstanding shares of the Company, including the number of shares issued in the reverse acquisition. Any difference is recognized as an adjustment to the additional paid in capital. The period covered in the financial statements are from inception (September 27, 2020) through December 31, 2022, for Messaben DWC, with the exception of the equity figures, which are from inception (July 9, 2007) through December 31, 2020, which are those of Messaben Corp.

- On **May 20, 2022**, the Company Messaben Corp has entered an acquisition agreement with **THEMARK Corporation** and its sister company **RECYCLEAN Consultancy Services** through an acquisition and merger agreement that became effective on 1st Jun 2022, ("Acquisition") in which Messaben Corp was the legal acquirer (the accounting acquirer) and THEMARK/RECYCLEAN were the legal acquiree (the accounting acquiree).

For accounting purposes, Messaben Corp is considered the acquirer of THEMARK/RECYCLEAN based upon the terms of the Acquisition. The acquisition was recorded as a normal acquisition. The figures described in the notes and financial statements are a continuation of the figures of the legal subsidiary or accounting acquiree (THEMARK/RECYCLEAN). However, the equity reflects the legal acquirer, or accounting acquirer (the Company) equity structure. The acquisition value is recorded to reflect the par value of the outstanding shares of the Company, including the number of shares issued in the normal acquisition. Any difference is recognized as an adjustment to the additional paid in capital. The period covered in the financial statements are from inception (September 27, 2020) through December 31, 2022 for Messaben Corp

- On **Oct 1st, 2022**, the Company Messaben Corp has entered an acquisition agreement with **INFOCUS Energy Services Inc** through an acquisition and merger agreement that became effective on 1st Oct 2022, ("Acquisition") in which Messaben Corp was the legal acquirer (the accounting acquirer) and INFOCUS Energy Services Inc. was the legal acquiree (the accounting acquiree).

For accounting purposes, Messaben Corp is considered the acquirer of INFOCUS Energy Services Inc. based upon the terms of the Acquisition. The acquisition was recorded as a normal acquisition. The figures described in the notes and financial statements are a continuation of the figures of the legal subsidiary or accounting acquiree (INFOCUS Energy Middle East FZC-LLC). However, the equity reflects the legal acquirer, or accounting acquirer (the Company) equity structure. The acquisition value is recorded to reflect the par value of the outstanding shares of the Company, including the number of shares issued in the normal acquisition. Any difference is recognized as an adjustment to the additional paid in capital. The period covered in the financial statements are from inception (September 27, 2020) through December 31, 2022 for Messaben Corp.

- On **Oct 6, 2022**, the Company Messaben Corp has entered an acquisition agreement with **INFOCUS Energy Middle East FZC-LLC** through an acquisition and merger agreement that became effective **retroactively as of 1st Jun 2022**, (“Acquisition”) in which Messaben Corp was the legal acquirer (the accounting acquirer) and INFOCUS Energy Middle East FZC-LLC was the legal acquiree (the accounting acquiree).

For accounting purposes, Messaben Corp is considered the acquirer of INFOCUS Energy Middle East FZC-LLC based upon the terms of the Acquisition. The acquisition was recorded as a normal acquisition. The figures described in the notes and financial statements are a continuation of the figures of the legal subsidiary or accounting acquiree (INFOCUS Energy Middle East FZC-LLC). However, the equity reflects the legal acquirer, or accounting acquirer (the Company) equity structure. The acquisition value is recorded to reflect the par value of the outstanding shares of the Company, including the number of shares issued in the normal acquisition. Any difference is recognized as an adjustment to the additional paid in capital. The period covered in the financial statements are from inception (September 27, 2020) through December 31st, 2022 for Messaben Corp.

GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business. As reflected in the accompanying financial statements, the Company had an accumulated deficit at December 31, 2022 of (\$2,516,183). These factors among others raise substantial doubt about the Company’s ability to continue as a going concern.

Management intends to raise additional capital and funds. The Company will seek to generate working capital from increasing sales from its subsidiaries and continue to pursue its business plan and purposes, which includes acquiring additional companies.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of Messaben is presented to assist in understanding the Company’s Consolidated Financial Statements. The Consolidated Financial Statements and notes are representations of the Company’s management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America (“US GAAP”) and have been consistently applied in the preparation of the Consolidated Financial Statements.

Our subsidiary, Messaben DWC records transactions under International Financial Reporting Standards (IFRS). Therefore, Company performed an analysis of the Messaben DWC records to determine which transactions required adjustment to US GAAP, and such adjustments were

recorded, if needed. All significant inter-company transactions were eliminated in consolidation of the financial statements.

Our subsidiaries, THEMARK Corporation and sister company RECYCLEAN Consultancy Services Inc. records transactions under GAAP Financial Reporting. Therefore, Company is performing an additional review and analysis of the THEMARK Corporation and its sister company RECYCLEAN Consultancy Services to determine if there are any further requirements of adjustment under US GAAP, and such adjustments were recorded, if needed. All significant inter-company transactions were eliminated in consolidation of the financial statements.

Accounts Receivable

The Company extends credit to its customers, who are located nationwide. Accounts receivable are customer obligations due under normal trade terms. The Company performs continuing credit evaluations of its customers' financial condition. Management reviews accounts receivable on a regular basis, based on contractual terms and how recently payments have been received to determine if any such amounts will potentially be uncollected. The Company includes any balances that are determined to be uncollectible in its allowance for doubtful accounts. After all attempts to collect a receivable have failed, the receivable is written off. The balance of the allowance account at December 31, 2022 and 2021 were (\$618,844) and zero respectively.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires the use of estimates and assumptions by management in determining the reported amounts of assets and liabilities, disclosures of contingent 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. Estimates are primarily used in our revenue recognition, the allowance for doubtful account receivable, fair value assumptions in accounting for business combinations and analyzing goodwill, intangible assets and long-lived asset impairments and adjustments, the deferred tax valuation allowance, and the fair value of stock options and warrants.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of year or less to be cash equivalents. As of December 31, 2022, the Company held cash and cash equivalents in the amount of (\$75,898), which was held in the Company's operating bank accounts overseas. No amount was held in a bank account insured by the FDIC.

Inventory

Messaben categorizes types of inventories as the “asset inventory”, used for Messaben own assets, and the “sales inventory”, whereas it is measured in KPI of turnover/ year target by utilizing the FIFO process, it important to maintain certain level of “asset inventory” around different global locations for the following reasons :

To support deployed contractual assets on rentals without downtime and increase uptime. To evade OEM (original equipment manufacturers) delivery time, to de-risk the factor of customer’s contacts termination.

The Asset inventory are based on the operational evaluation of the most utilized spares that needs changing, whether in the division of Downhole intervention (INFOCUS legacy company) or the water Solutions segment (TMC/ reclean legacy company)

Property and Equipment

Property and equipment are stated at cost, and are depreciated or amortized using the straight-line method over the following estimated useful lives:

Furniture, fixtures & equipment	3 Years
Computer equipment	3 Years
Computer software	3 - 5 Years
Leasehold improvements	Length of the lease

Depreciation expenses were (\$5,275) and (\$1,475) for the year ended December 31, 2022 and 2021, respectively.

Revenue Recognition

The Company recognizes income in accordance with ASU 2014-09 Revenue from Contracts with Customers and all subsequent amendments to the ASU (collectively, “ASC 606”). Revenues are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services. We present revenue, net of customer incentives.

The core principles of revenue recognition under “ASC 606” includes the following five criteria:

1. Identify the contract with the customer

A written and signed contract stating the terms and conditions is the preferred method and is consistent with most customers. The terms of a written contract may be contained within the

body of an email, during which proposals are made and plans are outlined, or it may be a stand-alone document signed by both parties.

2. Identify the performance obligations in the contract

Our sales and account management teams define the scope of goods and services to be offered, to ensure all parties agree and obligations are being delivered to the customer as promised. The performance obligation may not be fully identified in a mutually signed contract but may be outlined in email correspondence.

3. Determine the transaction price

Pricing is discussed and identified by the operations team prior to submitting a proposal to the customer. Based on the obligation presented, third-party service pricing is established, and time and labor are estimated, to determine the most accurate transaction pricing for our customer. Price is subject to change upon agreement of the parties, and could be fixed or variable, milestone focused or time and materials.

4. Recognize revenue when (or as) we satisfy a performance obligation

The Company uses several means to satisfy the performance obligations, including milestones, deliverables, and percentage of completion.

The core principles of revenue recognition under “ASC 606” includes the following five criteria:

5. Identify the contract with the customer

A written and signed contract stating the terms and conditions is the preferred method and is consistent with most customers. The terms of a written contract may be contained within the body of an email, during which proposals are made and plans are outlined, or it may be a stand-alone document signed by both parties.

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7. Determine the transaction price

Pricing is discussed and identified by the operations team prior to submitting a proposal to the customer. Based on the obligation presented, third-party service pricing is established, and time and labor are estimated, to determine the most accurate transaction pricing for our customer. Price is subject to change upon agreement of the parties, and could be fixed or variable, milestone focused or time and materials.

Allocate the transaction price to the performance obligations in the contract If a contract

involves multiple obligations, the transaction pricing is allocated accordingly, during the performance obligation phase (criteria 2 above).

8. Recognize revenue when (or as) we satisfy a performance obligation

The Company uses several means to satisfy the performance obligations, including milestones, deliverables, and percentage of completion.

Research and Development

Research and development costs are expensed as incurred. Total research and development costs amounts (667,100USD) for the twelve months ended December 31, 2022, and (704,900USD) for the twelve months ended December 31, 2021. *(Note: the numbers in this section are related to the acquired INFOCUS Energy Services Inc. only).*

Advertising Costs

The Company expenses the cost of advertising and promotional materials when incurred. Total advertising costs amounts 500 USD for the twelve months ended December 31, 2022, and 6,225 USD for the twelve months ended December 31, 2021. *(Note: the numbers in this section are related to the acquired INFOCUS Energy Services Inc. only)*

Investments

The Company held prior to the acquisition non-controlling interests in two operating companies (INFOCUS Energy Services/ Canada & INFOCUS Energy Middle East FZC-LLC/ UAE), which have been evaluated to determine the most reasonable approach for reporting the investments. Because we did not have a controlling interest in either company, the investees were corporations, the investment was in common stock, we were able to exercise significant influence over the investee, and the investments were recorded at cost initially. We recorded the investments in accordance with "ASC 323";

– Equity Method and Joint Ventures, using the equity method of accounting "ASC 323", requires that the Company record investments at fair value, adding the value of additional investments and the Company's portion of investee earnings, minus any dividends received. Management assesses all investments annually for impairment. If the fair value of the investment is less than its recorded book value, and it is determined that the reduced fair value is not recoverable, then the Company will record an impairment loss to the book value. This loss will be included in investment income (loss).

Stock Based Compensation

The Company accounts for stock option grants issued and vesting to employees and non-employees in accordance with the authoritative guidance of the Financial Accounting Standards Board (FASB) ASC 718 whereas the Company expense employee stock-based compensation on an income statement. The value of the stock compensation is based upon the measurement date as determined at either a) the date at which a performance commitment is reached, or b) at the date at which the necessary performance to earn the equity instruments is complete. Non-employee stock-based compensation charges generally are amortized over the vesting period on a straight-line basis. In certain circumstances where there are no future performance requirements by the non-employee, option grants are immediately vested, and the total stock-based compensation charge is recorded in the period of the measurement date. As of December 31, 2022, the Company had no stock options outstanding.

Fair Value of Financial Instruments

The Company's financial instruments, including cash and cash equivalents, accounts receivable, accounts payable, and accrued liabilities are carried at cost, which approximates their fair value, due to the relatively short maturity of these instruments.

Fair value is defined as the price to sell an asset or transfer a liability, between market participants at the measurement date. Fair value measurements assume that the asset or liability is (1) exchanged in an orderly manner,

(2) the exchange is in the principal market for that asset or liability, and (3) the market participants are independent, knowledgeable, able, and willing to transact an exchange. Fair value accounting and reporting establishes a framework for measuring fair value by creating a hierarchy for observable independent market inputs and unobservable market assumptions and expands disclosures about fair value measurements. Considerable judgment is required to interpret the market data used to develop fair value estimates. As such, the estimates presented herein are not necessarily indicative of the amounts that could be realized in a current exchange. The use of different market assumptions and/or estimation methods could have a material effect on the estimated fair value.

ASC Topic 820 established a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, defined as unobservable inputs in which little or no market data exists,

therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable. All balance sheet accounts approximate fair value as of the balance sheet date.

Impairment of Long-Lived Assets

The Company reviews its long-lived assets for impairment either annually or whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. To determine recoverability of a long-lived asset, management evaluates whether the estimated future undiscounted net cash flows from the asset are less than its carrying amount. If impairment is indicated, the long-lived asset would be written down to fair value. Fair value is determined by an evaluation of available price information at which assets could be bought or sold, including quoted market prices, if available, or the present value of the estimated future cash flows based on reasonable and supportable assumptions.

Indefinite Lived Intangibles and Goodwill Assets

The Company accounts for business combinations under the acquisition method of accounting in accordance with ASC 805, "Business Combinations," where the total purchase price is allocated to the tangible and identified intangible assets acquired and liabilities assumed based on their estimated fair values. Significant estimates in valuing certain intangible assets include, but are not limited to, future expected cash flows from acquired customer lists, acquired technology, and trade names from a market participant perspective, useful lives, and discount rates. Management's estimates of fair value are based upon assumptions we believe to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. The purchase price is allocated using the information currently available, and may be adjusted, up to one year from acquisition date, after obtaining more information regarding, among other things, asset valuations, liabilities assumed and revisions to preliminary estimates. The purchase price more than the fair value of the tangible and identified intangible assets acquired less liabilities assumed is recognized as goodwill.

The Company tests for indefinite lived intangibles and goodwill impairment in the fourth quarter of each year and whenever events or circumstances indicate that the carrying amount of the asset exceeds its fair value and may not be recoverable. Since the Company does not currently have any intangible assets, an analysis was not performed on December 31, 2021.

If the impairment test were conducted by the Company, it would include an assessment of whether events occurred that may have resulted in impairment of goodwill and intangible assets. If it is determined that events had occurred which effected the fair value of goodwill and intangible assets, the Company would conduct the two-step approach to determine the fair value and required adjustment. The steps are as follows:

1. Based on the totality of qualitative factors, determine whether the carrying amount of the intangible asset may not be recoverable.
2. Compare the carrying amount of the intangible asset to the fair value.
3. If the carrying amount is greater than the fair value, then the carrying amount is reduced to reflect fair value.

Business Combinations

The acquisition of subsidiaries is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair value, at the acquisition date, of assets received, liabilities incurred or assumed, and equity instruments issued by the Company in exchange for control of the acquiree. Any costs directly attributable to the business combination are expensed in the period incurred. The acquiree's identifiable assets and liabilities are recognized at their fair values at the acquisition date.

The Company allocates the fair value of purchase consideration to the tangible assets acquired, liabilities assumed, and intangible assets acquired based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. Such valuations require management to make significant estimates and assumptions, especially with respect to intangible assets. Significant estimates in valuing certain intangible assets include, but are not limited to, future expected cash flows from acquired customer lists, acquired technology, and trade names from a market participant perspective, useful lives, and discount rates. Management's estimates of fair value are based upon assumptions we believe to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. During the measurement period, which is one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. Upon the conclusion of the measurement period, any subsequent adjustments are recorded to earnings.

Concentrations of Business and Credit Risk

The Company markets its services to companies and individuals in many industries and geographic locations. The Company's operations are subject to rapid technological advancement and intense competition. Accounts receivable represent financial instruments with potential credit risk. The Company typically offers its customers credit terms. The Company makes periodic evaluations of the credit worthiness of its enterprise customers and other than obtaining deposits pursuant to its policies, it generally does not require collateral. In the event of nonpayment, the Company can terminate services.

Basic and Diluted Net Income (Loss) per Share Calculations

Income (Loss) per Share dictates the calculation of basic earnings per share and diluted earnings per share. Basic earnings per share are computed by dividing income available to common shareholders by the weighted average number of common shares available. Diluted earnings per share is computed like basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. The shares for employee's options, warrants and convertible notes were used in the calculation of the income per share.

For the twelve months ended December 31, 2022, the Company excluded (47,000,000) shares of Series B Preferred stock convertible into (47,000,000) shares of common stock, because their impact on the loss per share is anti-dilutive.

Dilutive per share amounts are computed using the weighted-average number of common shares outstanding and potentially dilutive securities, using the treasury stock method if their effect would be dilutive.

Fair Value of Financial Instruments

The Company's financial instruments, including cash and cash equivalents, accounts receivable, accounts payable, and accrued liabilities are carried at cost, which approximates their fair value, due to the relatively short maturity of these instruments.

Fair value is defined as the price to sell an asset or transfer a liability, between market participants at the measurement date. Fair value measurements assume that the asset or liability is (1) exchanged in an orderly manner, (2) the exchange is in the principal market for that asset or liability, and (3) the market participants are independent, knowledgeable, able, and willing to transact an exchange. Fair value accounting and reporting establishes a framework for measuring fair value by creating a hierarchy for observable independent market inputs and unobservable market assumptions and expands disclosures about fair value measurements. Considerable judgment is required to interpret the market data used to develop fair value estimates. As such, the estimates presented herein are not necessarily indicative of the amounts that could be realized in a current exchange. The use of different market assumptions and/or estimation methods could have a material effect on the estimated fair value.

Recently Issued Accounting Pronouncements Not Yet Adopted

In June 2016, the FASB issued Accounting Standards Update No. 2016-13 (ASU 2016-13) "Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" which requires the measurement and recognition of expected credit losses for financial assets held at amortized cost. ASU 2016-13 replaces the existing incurred loss impairment model with an expected loss methodology, which will result in more timely recognition of credit losses. ASU 2016-13 is effective for annual reporting periods, and

interim periods within those years, beginning after December 15, 2022. We are currently in the process of evaluating the impact of the adoption of ASU 2016-13 on our consolidated financial statements.

In August 2020, the FASB issued Accounting Standards Update (ASU) 2020-06, Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity’s Own Equity (Subtopic 815-40). The intention of ASU 2020-06 update is to address the complexity of accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts in an entity’s own equity. Under ASU 2020-06, the number of accounting models for convertible notes will be reduced and entities that issue convertible debt will be required to use the if-converted method for computing diluted Earnings Per Share. ASU 2020-06 is effective for fiscal years and interim periods beginning after December 15, 2021, and may be adopted through either a modified or fully retrospective transition. Early adoption is permitted. The Company is currently evaluating the impact of this ASU on its consolidated financial statements and related disclosures.

Income Taxes

The Company uses the “ASC 740” income tax provision to account for income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to financial statements carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. The measurement of deferred tax assets and liabilities is based on provisions of applicable tax law. The measurement of deferred tax assets is reduced, if necessary, by a valuation allowance based on the amount of tax benefits that, based on available evidence, the Company does not expect realize. For the twelve months ended December 31, 2022, we used the federal tax rate of (21%) in our determination of the deferred tax assets and liabilities balances.

The Company has no uncertain tax positions.

3. INVESTMENTS

INFOCUS Canada

On June 26, 2021, the Company entered into a subscription agreement with INFOCUS Energy Services, Inc. (“INFOCUS Canada”), an Edmonton, Alberta, Canada based company focused on developing drilling tools for the oil and gas industry. Under the terms of the subscription agreement, the Company invested approximately (\$1,424,938) for a (25%) ownership share of INFOCUS Canada. On October 12, 2021, the Company loaned INFOCUS Canada approximately (\$171,000) to pay for inventory. Under the terms of the loan agreement, INFOCUS Canada would repay the loan in three monthly installments of approximately (\$57,000) each, beginning January 31, 2022. See further disclosure related to the INFOCUS Canada loan (see footnote 13). For the twelve months ended December 31, 2022, the

Company did not record a gain from this investment on the Income Statement, as Investment Income (Loss).

INFOCUS Middle East

On September 2, 2020, INFOCUS Energy Middle East FZ-LLC (“INFOCUS ME”) entered into a distribution agreement with INFOCUS Canada. Under the terms of the agreements, INFOCUS ME would sell and distribute INFOCUS Canada products within the Middle East, Europe, Russia, and Africa. Effective July 1, 2021, the Company obtained a (25%) ownership in INFOCUS ME as the result of a (\$200,000) investment. For the six months ended, 2022, the Company did not record a gain from this investment on the Income Statement, as Investment Income (Loss). As of December 31, 2022, the balance of this investment was \$0 Long Term Investments.

The following table shows the investments balance as of December 31, 2022. *(Please note that the investments in these companies lead to the total acquisition at later stages.*

	INFOCUS Canada	INFOCUS ME	Total
Beginning Balance, January 1, 2022	1,415,541.31	210,496.52	1,626,037.83
+ Additional/Initial Investment			
+ Share of Earnings	252,866.46	78,986.98	331,853.44
-Dividends Received		(18,177.99)	(18,177.99)
Ending Balance, December 31, 2022	1,686,407.77	271,305.51	(1,939,713.28)

4. BUSINESS COMBINATIONS

Messaben DWC, LLC

On **December 31, 2021**, the Company completed the acquisition of Messaben DWC, LLC, a Dubai limited liability company ("**Messaben DWC**"). As of that date, the Company's operating subsidiary, Messaben Acquisition Corp., a Nevada corporation, merged with Messaben DWC and the name of the combined subsidiary was Messaben DWC. The Company recorded this transaction as a reverse merger, in which Messaben DWC was the accounting acquirer and the Company was the accounting acquiree. Under the terms of the merger agreement, the Company issued two hundred fifty million (250,000,000) shares of the Company's common stock and forty-seven million (47,000,000) shares of Series B Convertible Preferred Stock. At the time of the merger, the Company did not have any assets and immaterial liabilities. Therefore, the value of the merger is recorded in equity, as the par value of the common and preferred stock, with the additional amount recorded in additional paid in capital, for a total value of (\$89,884), or the book value of Messaben DWC's owner's capital. No goodwill or other intangible assets were recognized in this transaction.

THEMARK Corporation/RECYCLEAN Consultancy Services Inc.

On **March 31, 2022**, the Company signed a letter of intent ("LOI") for the acquisition of THEMARK Corporation ("THEMARK"), Texas limited liability company, focused on improving the relationship between drilling and the environment. On May 20, 2022, the Company entered into an interim acquisition and merger agreement with the owner of THEMARK, Mark Stanley, by which the Company gained control of THEMARK, including all operations, and all intellectual property. Under the terms of the agreement, the Company has paid Mr. Stanley (\$300,000) and will pay an additional (\$4,200,000), over three years. The first payment of (25%) within the first year of the acquisition, (25%) within the second year of the acquisition and the remaining (50%) within the third year of the acquisition. In addition, the Company will issue (700,000) shares of common stock to Mr. Stanley. Through this acquisition, the Company also gained control of THEMARK's sister company RECYCLEAN Consultancy Services, Inc. ("RECYCLEAN"), a Texas Corporation. The transaction is considered as closed as of 1st Jul 2022, and the transfer of the assets is taking place gradually.

INFOCUS Canada

In **February 2022**, the Company began discussions with InFocus Canada to purchase the remaining (75%) of the company. At that time, it was determined that the outstanding balance on the (\$171,000) loan would not be repaid but applied against the purchase price. On February 2, 2022, InFocus Canada paid the first installment on the (\$171,000) loan, which was returned to InFocus Canada on February 11, 2022. Further, on April 1, 2022 the Company entered a Letter of Intent ("LOI") for the (100%) acquisition of INFOCUS Canada,

as a result, on the October 1st, 2022 the Company has completed the full acquisition and it currently owns (100%) of INFOCUS Canada and its operations.

INFOCUS Middle East

In **February 2022**, the Company began discussions with INFOCUS Canada to purchase the remaining (75%) of the company. Further, on **April 1, 2022** the Company entered a Letter of Intent ("LOI") for the 100% acquisition of INFOCUS Canada, as a result, on the **October 1st, 2022** the Company has completed the acquisition of INFOCUS Canada and it currently owns 100% of INFOCUS Canada and its operations

5. CAPITAL STOCK

As of December 31, 2022, the Company's authorized stock consists of (1,000,000,000) shares of common stock, at par value (\$0.0001) per share, and (50,000,000) shares of preferred stock, at par value of (\$0.0001) per share. The rights, preferences and privileges of the holders of the preferred stock will be determined by the Board of Directors prior to issuance of such shares. The conversion of certain outstanding preferred stock could have a significant impact on our common stockholders. As of the date of this report, the Board has designated Series A and Series B Preferred Stock.

Series B Preferred

The Company has designated (47,000,000) shares of its preferred stock as Series B Preferred Stock. Each share of Series B Preferred Stock has a par value of \$0.0001. The Series B Preferred Stock is convertible into shares of the Company's common stock on a one-to-one basis, resulting in (47,000,000) shares of common stock upon conversion. The Series B Preferred Stock has voting rights amounting to twelve votes per share of Series B Preferred stock held. The holders of the Series B Preferred stock are entitled to participate with the holders of common stock in any dividends or distributions on a pro rata basis. As of December 31, 2022, the Company has (47,000,000) shares of Series B Preferred Stock issued and outstanding.

6. STOCK OPTIONS AND WARRANTS

As of December 31, 2022, the Company has not issued any stock options or warrants.

7. CONCENTRATIONS

For the twelve months ended December 31, 2022 and 2021, the Company did record revenues and accounts receivable, and is currently consolidating such revenues which is taking longer

than anticipated due to the complexity of having 2 new subsidiaries onboard. The Q3 audited review shall be disclosed showing such revenues and receivables that do not constitute a concentration risk among our customers.

8. COMMITMENTS AND CONTINGENCIES LEASES

In February 2016, the FASB issued ASU 2016-02, "Leases" Topic 842, which amends the guidance in former ASC Topic 840, Leases. The new standard increases transparency and comparability most significantly by requiring the recognition by lessees of right-of-use ("ROU") assets and lease liabilities on the balance sheet for all leases longer than 12 months. Under the standard, disclosures are required to meet the objective of enabling users of

financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. For lessees, leases will be classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the income statement, over the expected term on a straight-line basis. Operating leases are recognized on the balance sheet as right-of-use assets, current operating lease liabilities and non-current operating lease liabilities. We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets and operating lease liabilities on our consolidated balance sheets. Finance leases are included in property and equipment, current liabilities, and long-term liabilities on our consolidated balance sheets.

For the twelve months ended December 31, 2022 and 2021, the Company had two active office leases, both with terms of 12 months or less. Therefore, the Company recognized the costs of the leases in operating expenses of the periods, and not as an operating lease or a finance lease. The Company has elected the practical expedient to combine lease and non-lease components as a single component. We did not elect the hindsight practical expedient which permits entities to use hindsight in determining the lease term and assessing impairment. The adoption of the lease standard did not change our previously reported consolidated statements of operations and did not result in a cumulative catch-up adjustment to opening equity.

Legal Matters

The Company may be involved in legal actions and claims arising in the ordinary course of business, from time to time, none of which at this time the Company considers to be material to the Company's business or financial condition.

9. SUBSEQUENT EVENTS

Management has evaluated subsequent events according to ASC TOPIC 855 as of the date the financial statements were issued and has determined that no subsequent events are reportable.

Management is considering increasing its shareholding in the Canadian company INFOCUS Energy Service Inc. from (25%) to a full acquisition by Q4 of 2022, furthermore, the management is also mirroring such consideration to also include the UAE by increasing the current shareholding of Messaben from (25%) to full acquisition.

10. ISSUER CERTIFICATION

Principal Executive Officer:

The issuer shall include certifications by the Chief Executive Officer and Chief Financial Officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, **Rami Bakir** certify that:

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

24th March 2023

[CEO's Signature]

RAMI BAKIR

Principal Financial Officer:

I, Rami Bakir certify that:

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

24th Mar 2023

[CFO's Signature]

RAMI BAKIR