Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

LEAPCHARGER CORPORATION
a Nevada corporation

321 W. Winnie Lane, Suite 104
Carson City, NV 89703
+1.917.391.0061

SIC Code 3790 – Misc. Transportation Equipment

Quarterly Report
For the period ending August 31, 2023
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

50,775,906 as of **October 9, 2023**

48,475,906 as of **August 31, 2023**

299,840 as of **November 30, 2022***

**On May 26, 2023, FINRA made effective a 1-for-250 reverse stock split. As of that date, the reverse stock split resulted in our issued and outstanding shares being decreased from 361,960,000 shares of common stock to 1,447,845 shares of common stock. All references to shares issuances made prior to May 26, 2023, throughout this Report give effect to the 1-for-250 reverse stock split.*

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 Control[1] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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[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.

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):

Greenplex Services, Inc., a Nevada Corporation that was incorporated on September 2, 2009

On March 31, 2023, the Company changed its name to LeapCharger Corporation.

Current Standing - Active

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 March 2, 2023, the Company entered into an Asset Purchase Agreement ("Purchase Agreement"), between the Company and Leap Electric Car Charging Stations LLC, a limited liability company incorporated under the laws of Dubai, (Company #1152496), ("LEAP") and Praveenkumar Vijayakumar, an individual ("Praveen") and the sole-officer, director, and shareholder of LEAP (collectively, LEAP and Praveen are hereinafter referred to as the "Seller") pursuant to which the Company acquired various assets from the Seller used in electric vehicle charging industry. Specifically, Seller's has developed electric vehicle charging stations designed with the latest technology which are strategically located in high-traffic areas to provide a seamless charging experience. Seller's user-friendly mobile app and smart charging features make it easy for customers to use Seller's service. Collectively, all intellectual property, proprietary and non-proprietary technology, know-how, and all other assets of the Seller that maybe, directly, or indirectly, applied to the electric vehicle charging industry, are referred to hereinafter as the "Acquired Assets." In exchange for the Acquired Assets, the Company issued 250,000,000 restricted shares of the Buyer's common stock (the "Common Shares"); and (ii) 2 million shares of the Buyer's Series A Preferred Stock (the "Preferred Shares"), collectively, at closing, the Common Shares represent approximately Sixty-Nine (69.07%) percent of the Company's issued and outstanding shares. A description of the specific terms and conditions of the acquisition are set forth in the Purchase Agreement which in attached as Exhibit A to the Company's Supplemental Information as filed with OTC Markets on March 20, 2023.

On May 26, 2023, FINRA made effective a 1-for-250 reverse stock split. The reverse stock split resulted in our issued and outstanding shares being decreased from 361,960,000 shares of common stock to 1,447,845 shares of common stock.

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

321 W. Winnie Lane, Suite 104
Carson City, NV 89703
USA

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:	Nevada Agency and Transfer Company
Phone:	775-322-5623
Email:	stocktransfer@natco.org
Address:	50 W Liberty St Ste 880 Reno, NV 89501

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:	LCCN	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	39539Q209	
Par or stated value:	$0.00001	
Total shares authorized:	875,000,000	as of date: 8.31.2023
Total shares outstanding:	48,475,906	as of date: 8.31.2023
Total number of shareholders of record:	77	as of date: 8.31.2023

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

Trading symbol:	____	
Exact title and class of securities outstanding:	____	
CUSIP:	____	
Par or stated value:	____	
Total shares authorized:	____	as of date:
Total shares outstanding:	____	as of date:
Total number of shareholders of record:	____	as of date:

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	Series A Preferred Stock	
CUSIP (if applicable):	N/A	
Par or stated value:	$0.00001	
Total shares authorized:	10,000,000	as of date: 8.31.2023
Total shares outstanding (if applicable):	3,000,000	as of date: 8.31.2023
Total number of shareholders of record:	1	as of date: 8.31.2023

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 stock votes one vote per share on all matters brought before the shareholders of the Company, including the election of directors. Shareholders are entitled to dividends, if and when, declared by the board of directors of the Company. The common stock of the Company does not have preemption rights.

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

On February 27, 2023, the Company filed a Certificate of Amendment together with Amended & Restated Articles of Incorporation ("Restated Articles") with the Secretary of State of the State of Nevada increasing the Company's authorized shares of common stock from Four Hundred Million (400,000,000) to One Billion (1,000,000,000) shares, consisting of (a) Eight Hundred Twenty-Five Million (825,000,000) shares of Common Stock, par value $0.00001 per share (the "Common Stock") and (b) One Hundred Seventy-Five Million (175,000,000) shares of preferred stock, par value $0.00001 per share (the "Preferred Stock"). Additionally, the Board designated Ten Million (10,000,000) shares of the Company's preferred stock as "Series A Preferred Shares" with a stated par value of $0.00001 per share, and designated with the with the following rights, preferences, and privileges.

The designations, powers, preferences, rights, and restrictions granted or imposed upon the Series A Preferred Shares and holders thereof are as follows: (i) the holders of the Series A Preferred Stock are entitled to receive, prior and in preference to any distribution of any of the assets of the Company to the holders of any junior stock, including the Company' common stock; (ii) Series A Preferred Shares are convertible into shares of the Company's common stock at a ratio of 1:30, meaning every (1) one Series A Preferred Share shall convert into 30 shares of common stock of the Company and the holders of Series A Preferred Shares have the right to convert at any time; (iii) Series A Preferred Stock votes at a ratio determined by multiplying (a) the number of shares of Series A Preferred Stock held by such holder; and (b) by 300. Such voting calculation is hereby authorized by the Company and the Company acknowledges such calculation may result in the total number of possible votes cast by the Series A Holders and all other classes of the Company's common stock in any given voting matter exceeding the total aggregate number of shares which this Company shall have authority to issue. The Series A Preferred Stock carry other protective provisions generally associated with designated series of preferred shares.

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)

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date: November 30, 2021 Common: 299,840 Preferred: 0_______			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g., new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.**	**Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**
2.23.2023	New Issuance	148,000(1)	Common Stock	$0.00001	No	Joseph C. Passalaqua	Services Rendered	Restricted	4(a)(2)
3.2.2023	New Issuance	1,000,000	Common Stock	$0.00001	No	Praveenkumar Vijayakumar	Asset Purchase Agreement	Restricted	4(a)(2)
3.2.2023	New Issuance	2,000,000	Preferred Series A	$0.00001	No	Praveenkumar Vijayakumar	Asset Purchase Agreement	Restricted	4(a)(2)
5.31.2023	New Issuance	41,000,000	Common Stock	$0.00001	No	Praveenkumar Vijayakumar	Employment Agreement	Restricted	4(a)(2)
5.31.2023	New Issuance	1,000,000	Preferred Series A	$0.00001	No	Praveenkumar Vijayakumar	Employment Agreement	Restricted	4(a)(2)
7.24.2023	New Issuance	2,008,000	Common Stock	$0.00001	No	Zqkari Innovaciones, S.A. DE C.V. <u>Beneficial Owner</u>: Alberto Jonnathan Sanchez Barrera	Debt Settlement Agreement	Restricted	4(a)(2)
8.23.2023	New Issuance	2,008,000	Common Stock	$0.00001	No	Tecnologia Y Software DE Crecimiento, S.A. DE C.V. <u>Beneficial Owner</u>: Francisco Belzay Shariar Montano Davila	Debt Settlement Agreement	Restricted	4(a)(2)
8.23.2023	New Issuance	2,009,400	Common Stock	$0.00001	No	Mopic S.A. DE C.V. <u>Beneficial Owner</u>: Michael Mould Urias	Debt Settlement Agreement	Restricted	4(a)(2)
Shares Outstanding on the Date of This Report: Ending Balance: Date: August 31, 2023 Common: 48,475,906 Preferred: 3,000,000									

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:

On May 26, 2023, FINRA made effective a 1-for-250 reverse stock split. The reverse stock split resulted in our issued and outstanding shares being decreased from 361,960,000 shares of common stock to 1,447,845 shares of common stock. All references to shares issuances made prior to May 26, 2023, throughout this Report give effect to the 1-for-250 reverse stock split.

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)

Date of Note Issuance	**Outstanding Balance ($)**	**Principal Amount at Issuance ($)**	**Interest Accrued ($)**	**Maturity Date**	**Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)**	**Name of Noteholder. *You must disclose the control person(s) for any entities listed.**	**Reason for Issuance (e.g. Loan, Services, etc.)**
11.31.2021	$9,115.00	$9,115	NIL	On Demand	N/A	Joseph Passalaqua	Loan
11.31.2021	$12,993.00	$12,993	NIL	On Demand	N/A	Joseph Passalaqua	Loan
11.31.22	$7,499.00	$7,499	NIL	On Demand	N/A	Joseph Passalaqua	Loan
2.3.2022	$13,159	$12,750	409	On Demand	N/A	Mopic, S.A. de C.V. Beneficial Owner: Michael Mould Urias	Loan
2.3.2022	$15,790	$15,300	490	On Demand	N/A	Mopic, S.A. de C.V.	Loan
2.6.2023	$20,656	$20,030	626	On Demand	N/A	Mopic, S.A. de C.V.	Loan
2.28.2023	$1,517	$1,480	37	On Demand	N/A	Mopic, S.A. de C.V.	Loan
3.15.2023	$3,603	$3,529	74	On Demand	N/A	Mopic, S.A. de C.V.	Loan
3.16.2023	$6,156	$6,030	126	On Demand	N/A	Mopic, S.A. de C.V.	Loan
3.16.2023	$7,176	$7,030	146	On Demand	N/A	Mopic, S.A. de C.V.	Loan
5.4.2023	$5,948	$5,904	44	On Demand	N/A	Mopic, S.A. de C.V.	Loan
5.31.2023	$506	$506	0	On Demand	N/A	Mopic, S.A. de C.V.	Loan
6.6.2023	$2,500	$2,500	0	On Demand	N/A	Mopic, S.A. de C.V.	Loan
8.31.2023	$400	$400	0	On Demand	N/A	Mopic, S.A. de C.V.	Loan

9.6.2023	$2,250	$2,250	0	On Demand	N/A	Mopic, S.A. de C.V.	Loan
9.7.2023	$750	$2,250	0	On Demand	N/A	Mopic, S.A. de C.V.	Loan
9.13.2023	$20,000	$20,000	0	On Demand	N/A	Mopic, S.A. de C.V.	Loan

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

_____

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")

On March 2, 2023, the Company entered into an Asset Purchase Agreement ("Purchase Agreement"), between the Company and Leap Electric Car Charging Stations LLC, a limited liability company incorporated under the laws of Dubai, (Company #1152496), ("LEAP") and Praveenkumar Vijayakumar, an individual ("Mr. Vijayakumar") and the sole-officer, director, and shareholder of LEAP (collectively, LEAP and Mr. Vijayakumar are hereinafter referred to as the "Seller") pursuant to which the Company acquired various assets from the Seller used in electric vehicle charging industry. Specifically, Seller's has developed electric vehicle charging stations designed with the latest technology which will be strategically located in high-traffic areas to provide a seamless charging experience. Seller's user-friendly mobile app and smart charging features make it easy for customers to use Seller's service. Collectively, all intellectual property, proprietary and non-proprietary technology, know-how, and all other assets of the Seller that maybe, directly, or indirectly, applied to the electric vehicle charging industry, are referred to hereinafter as the "Acquired Assets". In exchange for the Acquired Assets, the Company issued 250,000,000 restricted shares of the Company's common stock (the "Common Shares"); and (ii) 2 million shares of the Company's Series A Preferred Stock (the "Preferred Shares"), collectively, at closing, the Common Shares represent approximately Sixty-Nine (69.00%) percent of the Company's issued and outstanding shares.

Effective the same day, the Company appointed Mr. Vijayakumar to serve as President, Chief Executive Officer, Treasurer, Chief Financial Officer, and Director of the Company to serve until the next annual meeting of the Company or until his respective successor is duly appointed. Mr. Vijayakumar accepted the appointments, effective as of March 2, 2023. Mr. Vijayakumar is a passionate Business Builder & Organizational Leader with a career of consistency, dedication, and proven growth, provided thought leadership in the creation, development, and implementation of mission-critical, initiatives with global implications. Mr. Vijayakumar is adept at identifying and capitalizing on the synergies that accelerate business growth while reducing and optimizing costs. His achievements include sustainable and scalable results across various entrepreneurial ventures in finance, commodities, and IT industries. During his career, Mr. Vijayakumar has built a strong and experienced team of global financial experts who have the ability to transform the way the world consumes digital currency. He is also an active advisor to regulatory bodies across many regions and has been instrumental in formalizing crypto and blockchain specific laws for multiple regulators.

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

The following are our wholly owned subsidiaries, including place of incorporation/registration:

1) Leap Electric Car Charging Stations LLC incorporated under the laws of Dubai.

2) Leapcharger Inc., a Delaware corporation.

C. Describe the issuers' principal products or services.

Following the acquisition of the Acquired Assets, as discussed above, we are a startup company that aims to provide high-quality electric vehicle (EV) charging solutions to consumers and businesses. Our mission is to make EV charging accessible, convenient, and sustainable for everyone. By using state-of-the-art technology and innovative business models, we aim to revolutionize the charging experience of EV users. Our initial market will be in the United Arab Emirates, with aims to expand operations in other regions such as North America, EU and South Asia in the coming years. With the EV market growing rapidly, the demand for charging infrastructure is increasing exponentially. We are committed to providing fast and reliable charging solutions at affordable prices to meet this demand. We intend to strategically place our charging stations in high-traffic areas, such as shopping centers, office parks, and public parking lots, ensuring that EV owners have easy access to our services. Our charging experience is designed to be enjoyable and effective, utilizing innovative solutions.

We intend to set ourselves apart from our competitors by offering a user-friendly mobile app that allows customers to easily locate our charging stations, reserve charging spots, and pay for their charging sessions. Our charging stations will be equipped with cutting-edge technology, including smart charging features that optimize charging speed and power usage, providing a hassle-free experience for our customers. We have also integrated advertising solutions in our charging stations to generate additional income, and to showcase our partners to our customers. Our goal is to provide high-quality, affordable charging solutions that meet the needs of electric vehicle owners.

In addition to our commercial offerings, we will also partner with residential communities and property owners to install charging stations in their buildings. This will allow EV owners to charge their vehicles at home or work, reducing the need for public charging stations.

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.

Our office is located in a shared office space which presently is sufficient for our needs, and we pay approximately $500.00 a month. We do, however, test our technology at off-site locations, where we also conduct our research and development.

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 that 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.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Shar type/ class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Mr. Praveenkumar Vijayakumar (1)	Sole-Officer & Director	1F/29, Khalifa B A Balila BLDG. Abu Hail, Dubai, Emirates	42,000,000 3,000,000	Common Series A Preferred	98.94% 100.00%	———
Chris A. Oyeniyi (2)	Independent Director	1F/29, Khalifa B A Balila BLDG. Abu Hail, Dubai, Emirates	NIL	N/A	N/A	
Satish Shekar (2)	Independent Director	1F/29, Khalifa B A Balila BLDG. Abu Hail, Dubai, Emirates	NIL	N/A	N/A	

(1) On March 2, 2023, Mr. Vijayakumar was appointed to serve as President, Chief Executive Officer, Treasurer, Chief Financial Officer, and Sole-Director of the Company to serve until the next annual meeting of the Company or until his respective successor is duly appointed. Thereafter on May 31, 2023, the Company and Mr. Vijayakumar entered into an Employment Agreement whereby Mr. Vijayakumar issued 41,000,000 restricted shares of the Company's common stock and 1,000,000 shares of our Series A Preferred Stock.

(2) Effective May 31, 2023, the Company appointed Messrs. Chris A. Oyeniyi and Mr. Satish Shekar to its Board, both will serve until the next annual meeting of the Company or until their respective successor is duly appointed. The Company's Board of Directors determined that both Mr. Oyeniyi and Mr. Shekar meet the applicable standards for independent directors under the rules of the New York Stock Exchange and Rule 10A-3 under the Securities Exchange Act of 1934. Neither Mr. Oyeniyi nor Mr. Shekar is party to any arrangement or understanding with any person, pursuant to which they were appointed as a director of the Company, nor is a party to any transactions required to be disclosed under Item 404(a) of Regulation S-K involving the Company.

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

Name: **Jessica Lockett, Esq.**
Firm: **Lockett + Horwitz**
Address: **2 South Pointe, Suite 275**
Lake Forest, CA 92630
Phone: **949-540-6540**
Email: **jlockett@lhlawpc.com**

Accountant or Auditor

Name: **Blaze Gries & Associates, LLC**
Firm: **Blaze Gries & Associates, LLC, Certified Public Accountants**
501 S. Cherry Street Suite 1100
Denver, Colorado 80246
Phone: **720-464-2875**
Email: **blaze@griesandassociates.com**

Investor Relations

Name: **Not Applicable**
Firm:
Address:
Phone:
Email:

Other Service Providers

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

Name: **Blue Chip Accounting, LLC**
Shamar Tobias
8475 S. Eastern Ave.
Suite 200
Las Vegas, NV 89123
Relationship to Issuer: **Independent Accountant**

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:	**Blue Chip Accounting, LLC** **Shamar Tobias** **8475 S. Eastern Ave.** **Suite 200** **Las Vegas, NV 89123**
Relationship to Issuer:	**Independent Accountant**
Qualifications:	**Mr. Shamar Tobias is the co-founder of Blue Chip Accounting, LLC and he is a Certified Public Accountant.**

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.

a. Audit letter, if audited;
b. Balance Sheet;
c. Statement of Income;
d. Statement of Cash Flows;
e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
f. Financial Notes

***The Financial Statements for the period ended August 31, 2023, are attached hereto as Exhibit A and are incorporated herein by this reference.**

[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.

10) Issuer Certification

Principal Executive Officer:

I, Praveenkumar Vijayakumar, certify that:

1. I have reviewed this Disclosure Statement for Leapcharger Corporation.

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

October 9, 2023

/s/ Praveenkumar Vijayakumar
Principal Executive Officer

Principal Financial Officer:

I, Praveenkumar Vijayakumar, certify that:

1. I have reviewed this Disclosure Statement for Leapcharger Corporation.

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

October 9, 2023

/s/ Praveenkumar Vijayakumar
Principal Financial Officer

Exhibit A

Consolidated Financial Statements

for

August 31, 2023

LEAPCHARGER CORPORATION
(FKA GREENPLEX SERVICES, INC)
CONSOLIDATED BALANCE SHEETS

ASSETS	August 31, 2023	November 30, 2022
Cash	2,302	-
Accounts receivable	24,499	-
Total current assets	26,801	-
Notes receivable	-	
Intangible assets	5,177,000	-
Total assets	5,203,801	-
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued expenses	27,317	38,778
Loan payable - related party	9,115	9,115
Due to related parties	16,967	20,492
Notes payable	75,459	-
Total current liabilities	128,858	68,385
Total liabilities	128,858	68,385
Commitments and Contingencies (Note 4)	-	-
Preferred Stock, 165,000,000 shares authorized; $0.00001 par value, and no shares issued and outstanding as of August 31, 2023 and November 30, 2022 respectively	-	-
Series A Preferred Stock, 10,000,000 shares authorized; $0.00001 par value, and 3,000,000 and 0 shares issued and outstanding as of August 31, 2023 and November 30, 2022 respectively	30	-
Common Shares 825,000,000 authorized shares, par value $0.00001 48,475,906 and 299,840 shares issued and outstanding as of August 31, 2023 and November 30, 2022 respectively	484	3
Additional paid-in capital	90,312,361	581,412
Accumulated deficit	(85,237,932)	(649,800)
Total stockholders' deficit	5,074,943	(68,385)
Total liabilities and stockholders' deficit	5,203,801	-

LEAPCHARGER CORPORATION
(FKA GREENPLEX SERVICES, INC)
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the three months ended August 31		For the nine months ended August 31	
	2023	2022	2023	2022
Revenue	$ 44,363	$ -	$ 44,363	$ -
Cost of goods sold	(42,185)		(42,185)	-
Gross profit	2,178	-	2,178	-
Operating expenses				
General and administrative	39,885	2,069	75,264,310	13,027
Total operating expenses	39,885	2,069	75,264,310	13,027
Loss from operations	(37,707)	(2,069)	(75,262,132)	(13,027)
Other income (expense):				
Loss on extinguishment of debt	(9,333,345)	-	(9,322,160)	-
Interest expense	(1,888)	-	(3,840)	-
Total other income (expense)	(9,335,233)	-	(9,326,000)	-
Net loss before tax provision	(9,372,940)	(2,069)	(84,588,132)	(13,027)
Tax provision	-	-	-	-
Net loss	$ (9,372,940)	$ (4,679)	$ (84,588,132)	$ (13,027)
Net loss per common share: basic and diluted	$ (0.22)	$ (0.00)	$ (5.48)	$ (0.00)
Weighted average common shares outstanding - basic and diluted	42,451,940	299,840	15,448,592	299,840

LEAPCHARGER CORPORATION
(FKA GREENPLEX SERVICES, INC)
CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT

	Series A Preferred Stock		Common Stock		Additional	Accumulated	Total Stockholders'
	Shares	**Amount**	**Shares**	**Amount**	**Paid-in Capital**	**Deficit**	**Deficit**
Balance, November 30, 2022	-	-	299,840	3	581,412	(649,800)	(68,385)
Stock issued for services	-	-	148,000	1	617,899	-	617,900
Net loss	-	-	-	-	-	(636,883)	(636,883)
Balance, February 28, 2023	-	-	447,840	4	1,199,311	(1,286,683)	(87,368)
Shares issued for intangible assets	2,000,000	20	1,000,000	10	5,176,970	-	5,177,000
Stock issued for services	1,000,000	10	41,000,000	410	74,549,580	-	74,550,000
Net loss	-	-	-	-	-	(74,578,309)	(74,578,309)
Balance, May 31, 2023	3,000,000	30	42,447,840	424	80,925,861	(75,864,992)	5,061,323
Shares issued to to settle debt	-	-	6,028,066	60	9,339,310	-	9,339,370
Contributed capital	-	-	-	-	47,190	-	47,190
Net loss	-	-	-	-	-	(9,372,940)	(9,372,940)
Balance,August 31, 2023	**3,000,000**	**30**	**48,475,906**	**484**	**90,312,361**	**(85,237,932)**	5,074,943

	Preferred Stock		Common Stock		Additional	Accumulated	Total Stockholders'
	Shares	**Amount**	**Shares**	**Amount**	**Paid-in Capital**	**Deficit**	**Deficit**
Balance, November 30, 2021	-	-	299,840	3	581,412	(633,547)	(52,132)
Net loss	-	-	-	-	-	(4,679)	(4,679)
Balance, February 28, 2022	-	-	299,840	3	581,412	(638,226)	(56,811)
Net loss	-	-	-	-	-	(6,279)	(6,279)
Balance, May 31, 2022	-	-	299,840	3	581,412	(644,505)	(63,090)
Net loss	-	-	-	-	-	(2,069)	(2,069)
Balance, August 31, 2022	-	-	299,840	3	581,412	(646,574)	(65,159)

LEAPCHARGER CORPORATION
(FKA GREENPLEX SERVICES, INC)
CONSOLIDATED STATEMENTS OF CASHFLOWS

	For the nine months ended August 31, 2023	For the nine months ended August 31, 2022
Cash Flows from Operating Activities		
Net loss	$ (84,588,132)	$ (10,958)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Stock-based compensation	75,167,900	-
Gain on extinguishment of debt	9,322,160	-
Changes in assets and liabilities		
Accounts receivable	(24,499)	-
Accounts payable and accrued expenses	(276)	3,459
Net cash used in operating activities	(122,847)	(7,499)
Cash Flows from Investing Activities		
Net cash from investing activities	-	-
Cash Flows from Financing Activities		
Proceeds from notes payable	75,459	-
Advances	2,500	-
Due to related parties	-	7,499
Contributed capital	47,190	-
Net cash from financing activities	125,149	3,500
Net decrease in cash	2,302	-
Cash, beginning of period	-	-
Cash, end of period	$ 2,302	$ -
Supplemental disclosure of cash flow information		
Cash paid for interest	$ -	$ -
Cash paid for taxes	$ -	$ -

SUPPLEMENTARY DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:

Shares issued for asset purchase agreement	$ 5,177,000	$ -
Shares issued to settle debt	$ 6,025	$ -

LEAPCHARGER CORPORATION
(FKA GREENPLEX SERVICES, INC)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
August 31, 2023

NOTE 1 – NATURE OF BUSINESS AND OPERATIONS

Organization

Leapcharger Corporation (FKA GREENPLEX SERVICES, INC) ("the Company") was incorporated on September 2, 2009 under the laws of the State of Delaware for the purpose of serving both residential and commercial customers in the greater Spokane and Coeur d' Alene area. Its services included all aspects of lawn care, tree and shrub maintenance, landscape maintenance and a multiphase pest and insect control program. The Company was committed to a "Green Philosophy" and where feasible, utilizing organic and socially responsible products, such as fertilizer and pesticides. The Company decided to expand its business and abandon its landscape and property management services at the end of 2014. Later management decided to redirect its future business and focus on the cannabis industry and provide a variety of services consisting of consulting, infrastructure build out, equipment rental and staffing.

On March 2, 2023, Mr. Joseph C. Passalaqua resigned from the positions of President, Sole-officer and Director of the Corporation and the Company appointed Mr. Praveenkumar Vijayakumar to serve as President, Chief Executive Officer, Treasurer, Chief Financial Officer, and Director of the Company to serve until the next annual meeting of the Company or until his respective successor is duly appointed. Thereafter, the Company entered into an Asset Purchase Agreement with Leap Electric Car Charging Stations LLC, a limited liability company incorporated under the laws of Dubai ("LEAP") and Praveenkumar Vijayakumar ("Praveen") and the sole-officer, director, and shareholder of LEAP pursuant to which the Company acquired various assets from the Seller used in electric vehicle charging industry in exchange for the assets of Seller, the Company issued 1,000,000 restricted shares of common stock; (Post split) and (ii) 2 million shares of Series A Preferred Stock. At closing, the Common Shares represented approximately Seventy-Three (76.93%) percent of the Company's issued and outstanding shares.

Following the acquisition of the Acquired Assets, as discussed above, The Company is a startup that aims to provide high quality electric vehicle (EV) charging solutions to consumers and businesses whose mission is to make EV charging accessible, convenient, and sustainable for everyone. By using state-of-the-art technology and innovative business models, we aim to revolutionize the charging experience of EV users.

On May 25, 2023, FINRA announced that the 1 for 250 reverse split, name and symbol change would take effect at the open of business on May 26, 2023. The reverse stock split resulted in our issued and outstanding shares being decreased from 361,960,000 shares of common stock to 1,447,845 shares of common stock.

NOTE 2 – GOING CONCERN

The accompanying financial statements have been prepared in US dollars and in accordance with accounting principles generally accepted in the United States ("GAAP") on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. During the nine months ended August 31, 2023, the Company incurred net losses of $84,588,132 and accumulated deficits of $85,237,932. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

We are entirely dependent on our ability to attract and receive funding from either the sale of securities or outside sources such as private investment or a strategic partner. We currently have no firm agreements or arrangements with respect to any such financing and there can be no assurance that any needed funds will be available to us on acceptable terms or at all. The inability to obtain sufficient funding of our operations in the future will restrict our ability to grow and reduce our ability to continue to conduct business operations. Our failure to raise additional funds will adversely affect our business, and may require us to suspend our operations, which in turn may result in a loss to the purchasers of our common stock. If we are unable to obtain necessary financing, we will likely be required to curtail our development plans. Any additional equity financing may involve substantial dilution to our then existing stockholders.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

The consolidated financial statements include the accounts of LEAPCHARGER CORPORATION, Inc. and its wholly owned subsidiary Leap Electric Car Charging Stations LLC. All significant inter-company transactions and balances have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ significantly from those estimates.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

Stock-based compensation

The Company records stock-based compensation in accordance with the guidance in ASC Topic 505 and 718 which requires the Company to recognize expenses related to the fair value of its employee stock option awards. This eliminates accounting for share-based compensation transactions using intrinsic value and requires instead that such transactions be accounted for using a fair-value-based method. The Company recognizes the cost of all share-based awards on a graded vesting basis over the vesting period of the award.

The Company accounts for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with ASC 718-10 and the conclusions reached by the ASC 505-50. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earliest of a performance commitment or completion of performance by the provider of goods or services as defined by ASC 505-50

Concentration of Credit Risk

The Company has no off-balance-sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements. The Company maintains all its cash balances with two financial institutions in the form of demand deposits.

Loss per Share

The Company follows ASC Topic 260 to account for the earnings per share. Basic earnings per common share (“EPS”) calculations are determined by dividing net income by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per common share calculations are determined by dividing net income by the weighted average number of common shares and dilutive common share equivalents outstanding. During periods when common stock equivalents, if any, are anti-dilutive they are not considered in the computation.

Revenue Recognition

The Company recognizes revenue from its contracts with customers in accordance with *ASC 606 – Revenue from Contracts with Customers.* The Company recognizes revenues when satisfying the performance obligation of the associated contract that reflects the consideration expected to be received based on the terms of the contract.

Revenue related to contracts with customers is evaluated utilizing the following steps: (i) Identify the contract, or contracts, with a customer; (ii) Identify the performance obligations in the contract; (iii) Determine the transaction price; (iv) Allocate the transaction price to the performance obligations in the contract; (v) Recognize revenue when the Company satisfies a performance obligation.

Fair Value of Financial Instruments

The Company measures fair value in accordance with ASC 820 - Fair Value Measurements. ASC 820 defines fair value and establishes a three-level valuation hierarchy for disclosures of fair value measurements. ASC 820 establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, ASC 820 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by ASC 820 are:

Level 1 - Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 - Inputs (other than quoted market prices included in Level 1) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument's anticipated life.

Level 3 - Inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model. Valuation of instruments includes unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

As defined by ASC 820, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale, which was further clarified as the price that would be received to sell an asset or paid to transfer a liability ("an exit price") in an orderly transaction between market participants at the measurement date

The reported fair values for financial instruments that use Level 2 and Level 3 inputs to determine fair value are based on a variety of factors and assumptions. Accordingly, certain fair values may not represent actual values of the Company's financial instruments that could have been realized as of August 31, 2023 and November 30, 2022 or that will be recognized in the future, and do not include expenses that could be incurred in an actual settlement. The carrying amounts of the Company's financial assets and liabilities, such as cash, accounts receivable, receivables from related parties, prepaid expenses and other, accounts payable, accrued liabilities, and related party and third-party notes payables approximate fair value due to their relatively short maturities. The Company's notes payable approximates the fair value of such instrument based upon management's best estimate of terms that would be available to the Company for similar financial arrangements as of August 31, 2023 and November 30, 2022.

Financial assets and liabilities measured at fair value on a recurring basis are summarized below as August 31, 2023:

	Level 1	Level 2	Level 3	Total
Liabilities				
	$ -	$ -	$ -	$ -

Financial assets and liabilities measured at fair value on a recurring basis are summarized below as of November 30, 2022:

	Level 1	Level 2	Level 3	Total
Liabilities				
	$ -	$ -	$ -	$ -

Recent Accounting Pronouncements

In August 2020, the FASB issued ASU 2020-06, ASC Subtopic 470-20 "Debt—Debt with "Conversion and Other Options" and ASC subtopic 815-40 "Hedging—Contracts in Entity's Own Equity". The standard reduced the number of accounting models for convertible debt instruments and convertible preferred stock. Convertible instruments that continue to be subject to separation models are (1) those with embedded conversion features that are not clearly and closely related to the host contract, that meet the definition of a derivative, and that do not qualify for a scope exception from derivative accounting; and, (2) convertible debt instruments issued with substantial premiums for which the premiums are recorded as paid-in capital. The amendments in this update are effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. The Company is currently assessing the impact of the adoption of this standard on its consolidated financial statements.

In December 2019, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update No. 2019-12, Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes (ASU 2019-12), which simplifies the accounting for income taxes. This guidance will be effective for entities for the fiscal years, and interim periods within those fiscal years, beginning after December 15, 2020 on a prospective basis, with early adoption permitted. We will do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement. The ASU modifies the disclosure requirements in Topic 820, Fair Value Measurement, by removing certain disclosure requirements related to the fair value hierarchy, modifying existing disclosure requirements related to measurement uncertainty and adding new disclosure requirements, such as disclosing the changes in unrealized gains and losses for the period included in other comprehensive income for recurring Level 3 fair value measurements held at the end of the reporting period and disclosing the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements. This ASU is effective for public companies for annual reporting periods and interim periods within those annual periods beginning after December 15, 2019. The Company is currently evaluating the effect, if any, that the ASU will have on its consolidated financial statements.

In June 2018, the FASB issued ASU 2018-07, Compensation-Stock Compensation (Topic 718), Improvements to Nonemployee Share-based Payments ("ASU 2018-07"). This ASU expands the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. The effective date for the standard is for interim periods in fiscal years beginning after December 15, 2018, with early adoption permitted, but no earlier than the Company's adoption date of Topic 606. Under the new guidance, the measurement of nonemployee equity awards is fixed on the grant date. The new guidance is required to be applied retrospectively with the cumulative effect recognized at the date of initial application. The Company is currently evaluating the effect ASU 2018-07 will have on the consolidated financial statements.

Management has considered all recent accounting pronouncements issued. The Company's management believes that these recent pronouncements will not have a material effect on the Company's financial statements.

NOTE 4 – ASSET PURCHASE AGREEMENT

On March 2, 2023, the Company entered into an Asset Purchase Agreement pursuant to which Corporation acquired various assets from Seller in exchange for 1,000,000 restricted shares common stock (Post split) and 2,000,000 shares of the Company's Series A Preferred Stock valued at $5,177,000.

The Company evaluated the Asset Purchase Agreement in accordance with ASC 805 – Business Combinations which notes the threshold requirements of a business combination that includes the expanded definition of a "business" and defines elements that are to be present to be determined whether an acquisition of a business occurred. No "activities" of the acquiree were acquired. Instead, the Company obtained control of a set of inputs (the acquired assets). Thus, the Company determined agreement is an acquisition of assets, not an acquisition of a business in accordance with ASC 805. The total purchase price $5,177,000 in connection with the assets acquired is included in intangible assets, in the consolidated balance sheets.

NOTE 5 –PROMISSORY NOTES

Promissory notes payable as of August 31, 2023 and November 30, 2022 consists of the following:

	August 31, 2023	November 30, 2022
Dated February 3, 2023	12,750	-
Dated February 3, 2023	15,300	-
Dated February 6, 2023	20,030	-
Dated February 28, 2023	1,480	-
Dated March 15, 2023	3,529	-
Dated March 16, 2023	6,030	-
Dated March 16, 2023	7,030	-
Dated May 4, 2023	5,904	
Dated May 31, 2023	506	
Dated June 6, 2023	2,500	
August 31, 2023	400	
Total promissory notes payable	$ 75,459	$ -

During the nine months ended May 31, 2023, the Company issued various promissory notes with the same noteholders amounting to $75,456 for general operating purposes. The notes carry a 10% interest rate and are due upon 10 days written notice.

During the nine months ended May 31, 2023 and 2022, the Company recorded interest expense of $3,840 and $0, respectively.

NOTE 6 – RELATED PARTY TRANSACTIONS

Promissory notes payable as of August 31, 2023 and November 30, 2022 consists of the following:

	August 31, 2023	November 30, 2022
Dated November 30, 2021	$ 9,115	$ 9,115
Total loans payable	$ 9,115	$ 9,115

During the year ended November 30, 2021, a shareholder advanced the Company $9,115 to pay for general operating expenses. The advance is unsecured, non-interest bearing and due on demand.

During the six months ended August 31, 2023 and 2022, the Company was advanced $2,500 and $7,499 from a related party for payment of operational expenses. The amounts due bears no interest and are due on demand. As of August 31, 2023 and November 30, 2022, the amount due to related parties was $19,467 and $20,492, respectively. Only July 14, 2023, the $6,025 of the debt was sold and assigned to three unrelated parties. On July 21, 2023, the new holders of the debt converted $6,025 of the advances into 6,028,066 shares of common stock.

NOTE 7 - COMMITMENTS AND CONTINGENCIES

From time to time, the Company may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm business. Management is currently not aware of any such legal proceedings or claims that could have, individually or in the aggregate, a material adverse effect on our business, financial condition, or operating results.

NOTE 8 – STOCKHOLDERS' EQUITY

The Company's authorized common stock and preferred stock consists of 825,000,000 and 175,000,000 shares with par value of $0.00001. As of May 31, 2023 and November 30, 202, the Company had 42,447,840 and 299,840 shares of common stock outstanding (Post split), respectively. As of May 31, 2023 and November 30, 202, the Company had 3,000,000 and 0 shares of Series A Preferred Stock outstanding, respectively.

On February 27, 2023, the Company filed a Certificate of Amendment together with Amended & Restated Articles of Incorporation ("Restated Articles") with the Secretary of State of the State of Nevada increasing the Company's authorized shares of common stock from Four Hundred Million (400,000,000) to One Billion (1,000,000,000) shares, consisting of (a) Eight Hundred Twenty-Five Million (825,000,000) shares of Common Stock, par value $0.00001 per share (the "Common Stock") and (b) One Hundred Seventy-Five Million (175,000,000) shares of preferred stock, par value $0.00001 per share (the "Preferred Stock"). Additionally, the Board designated Ten Million (10,000,000) shares of the Company's preferred stock as "Series A Preferred Shares" with a stated par value of $0.00001 per share, and designated with the with the following rights, preferences, and privileges.

The designations, powers, preferences, rights, and restrictions granted or imposed upon the Series A Preferred Shares and holders thereof are as follows: (i) the holders of the Series A Preferred Stock are entitled to receive, prior and in preference to any distribution of any of the assets of the Company to the holders of any junior stock, including the Company' common stock; (ii) Series A Preferred Shares are convertible into shares of the Company's common stock at a ratio of 1:30, meaning every (1) one Series A Preferred Share shall convert into 30 shares of common stock of the Company and the holders of Series A Preferred Shares have the right to convert at any time; (iii) Series A Preferred Stock votes at a ratio determined by multiplying (a) the number of shares of Series A Preferred Stock held by such hold-er; and (b) by 300. Such voting calculation is hereby authorized by the Company and the Company acknowledges such calculation may result in the total number of possible votes cast by the Series A Holders and all other classes of the Company's common stock in any given voting matter exceeding the total aggregate number of shares which this Company shall have authority to issue. The Series A Preferred Stock carry other protective provisions generally associated with designated series of preferred shares.

On May 25, 2023, the Company's Board of Directors approved a 1 to 250 reverse stock split as of the record date of March 31, 2023. The financial statements have been retroactively restated to show the effect of the stock split.

On February 23, 2023, the Company issued 148,000 shares of common stock (Post split) valued at $617,900 for services.

On March 3, 2023, the Company issued 1,000,000 shares of common stock (Post split) and 2,000,000 shares of Series A Preferred stock valued at $5,177,000 for the purchase of certain intangible assets (See Note 4).

On May 31, 2023, the Company issued 41,000,000 shares of common stock and 1,000,000 shares of Series A Preferred stock valued at $74,550,000 for services.

On July 21, 2023, the Company issued 6,028,066 shares valued at $9,338,992 to settle $6,025 in debt.

NOTE 9 – SUBSEQUENT EVENTS

Subsequent to August 31, 2023, the Company issued a promissory notes amounting to $23,000 for general operating purposes. The notes carry a 10% interest rate and are due upon 10 days written notice.