

## **Disclosure Statement Pursuant to Pink Basic Disclosure Guidelines**

### **BlueFire Equipment Corp**

A Colorado Corporation

25211 Grogans Mill Road, Suite 350  
The Woodlands, TX 77380

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(786) 375-7281

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SIC: 01240

### **Quarterly Report**

**For period ending:** June 30, 2023  
(the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

33,947,368 as of June 30, 2023

33,947,368 as of December 31, 2022

### **Shell Status**

Indicate by a 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 ☒

Indicate by check mark whether a Change in Control<sup>5</sup> of the company has occurred over this reporting period:

Yes ☒ No ☐

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<sup>5</sup> 'Change of 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 13(d)-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.

Incorporated as BlueFire Equipment Corporation on June 10, 2008.

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):

Incorporated in Delaware on June 10, 2008.

Redomiciled in Colorado on September 27, 2021.

In good standing in Colorado.

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:

None

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

25211 Grogans Mill Road, Suite 350, The Woodlands, TX 77380

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

☒ Check box 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:

N/a

2. **Security Information**

**Transfer Agent**

Name: Direct Transfer, Inc.  
Phone: (919) 481-4000  
Email: ta@issuereirect.com  
Address: One Glenwood Ave, Suite 1001, Raleigh, NC 27603

**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:	<u>BLFR</u>		
Exact title and class of securities outstanding:	<u>Common Stock</u>		
CUSIP:	<u>09625G100</u>		
Par or stated value:	<u>\$0.0001</u>		
Total shares authorized:	<u>2,000,000,000</u>	as of date	<u>6/30/2023</u>
Total shares outstanding:	<u>33,947,368</u>	as of date	<u>6/30/2023</u>
Number of shares in the Public Float <sup>2</sup> :	<u>12,143,315</u>	as of date	<u>6/30/2023</u>
Total number of shareholders of record:	<u>6</u>	as of date	<u>6/30/2023</u>

**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 securities outstanding:	<u>Preferred stock Series A</u>		
CUSIP:	<u>N/A</u>		
Par or stated value:	<u>\$0.0001</u>		
Total shares authorized:	<u>50,000,000</u>	as of date	<u>6/30/2023</u>
Total shares outstanding:	<u>0</u>	as of date	<u>6/30/2023</u>
Total number of shareholders of record (if applicable):	<u>0</u>	as of date	<u>6/30/2023</u>

Exact title and class of securities outstanding:	<u>Preferred stock Series B</u>		
CUSIP:	<u>1234567B5</u>		
Par or stated value:	<u>\$0.0001</u>		
Total shares authorized:	<u>1,000,000</u>	as of date	<u>6/30/2023</u>
Total shares outstanding:	<u>100,000</u>	as of date	<u>6/30/2023</u>
Total number of shareholders of record (if applicable):	<u>2</u>	as of date	<u>6/30/2023</u>

**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.

No preemption rights; no dividend rights; voting on the basis of one share, one vote.

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

Preferred Stock Series A: Each share of preferred stock series A shall have twenty-one (21) votes on all matters presented to be voted on by holders of common stock; conversion into shares of common stock is on a one for one basis; no specific rights to dividends; liquidation preference ahead of all other securities issued by the Company.

Preferred Stock Series B: Each share of preferred stock series B shall have NO votes on matters presented to be voted on by holders of common stock; conversion into shares of common stock is on the basis of one preferred for a number of shares of common stock equivalent to nineteen percent (19%) of the then issued and outstanding number of shares of common stock; no specific rights to dividends; liquidation rights ahead of all other securities issued by the Company, except preferred stock series A.

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 the Second Most Recent Fiscal Year End			*Right-click the rows below and select 'insert' to add rows as needed						
Date		Opening balance:							
12/31/2021		Common: 33,947,368							
		Preferred: 100,000							
Date of Transaction	Transaction Type (eg. 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 time of issuance (Y/N)	Individual / Entity shares were issued to (entities must have individual with voting / investment control disclosed)	Reason for share issuance (eg. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing	Exemption or Registration Type
8/27/2022	Transfer	(1,000,000)	Series B Preferred	0.0001	N	Watfa Chedid	Acquisition	Restricted	N/A
8/27/2022	Transfer	810,000	Series B Preferred	0.0001	N	Candy Patel	Acquisition	Restricted	N/A
8/27/2022	Transfer	1,938	Series B Preferred	0.0001	N	Nicolas S. Tabraue	Acquisition	Restricted	N/A
8/27/2022	Transfer	186,200	Series B Preferred	0.0001	N	Magda Elyes Helmy Nasar	Acquisition	Restricted	N/A

<u>8/27/2022</u>	<u>Transfer</u>	<u>1,862</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Amanda Louise Korn</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>N/A</u>	
<u>4/4/2023</u>	<u>Transfer</u>	<u>(810,000)</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Candy Patel</u>	<u>Disposal</u>	<u>Restricted</u>	<u>N/A</u>	
<u>4/4/2023</u>	<u>Transfer</u>	<u>138</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Amanda Louise Korn</u>	<u>Disposal</u>	<u>Restricted</u>	<u>N/A</u>	
<u>4/4/2023</u>	<u>Transfer</u>	<u>(88,200)</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Magda Elyes Helmy Nasar</u>	<u>Disposal</u>	<u>Restricted</u>	<u>N/A</u>	
<u>4/4/2023</u>	<u>Transfer</u>	<u>(1,938)</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Nicolas S. Tabraue</u>	<u>Disposal</u>	<u>Restricted</u>	<u>N/A</u>	
<u>4/4/2023</u>	<u>Transfer</u>	<u>900,000</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Fairfield Global LLC</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>N/A</u>	
<u>4/4/2023</u>	<u>Transfer</u>	<u>50,000,000</u>	<u>Series A Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Fairfield Global LLC</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>N/A</u>	
<u>6/22/2023</u>	<u>Transfer</u>	<u>(900,000)</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Fairfield Global LLC</u>	<u>Disposal</u>	<u>Restricted</u>	<u>N/A</u>	
<u>6/22/2023</u>	<u>Transfer</u>	<u>(50,000,000)</u>	<u>Series A Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Fairfield Global LLC</u>	<u>Disposal</u>	<u>Restricted</u>	<u>N/A</u>	
Shares Outstanding as of Date of This Report										
Date		<u>Ending balance:</u>								
<u>6/30/2023</u>	Common:	<u>33,947,368</u>								
	Preferred:	<u>100,000</u>								

**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:

N/a

## 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 (eg. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individuals with voting / investment control disclosed)	Reason for Issuance (eg. Services, Loan, etc.)
9/29/2022	\$ 2,650	\$ 2,500	\$ 150	9/29/2023	Converts at 20% below market price	Gideon Orbach	Loan

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

N/a

## 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](http://www.otcmarkets.com))

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

The Company is seeking a merger partner to further its business and entered into a suitable agreement dated September 27, 2023.

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

None.

C. Describe the issuers' principal products or services.

The Company is seeking a merger partner to further its business and entered into a suitable agreement dated September 27, 2023.

## 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.

The issuer currently utilizes 25211 Grogans Mill Road, Suite 350, The Woodlands, TX 77380, as its principal executive offices.

## 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 issuer's 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 or Control Person	Affiliation with Company (eg. Officer Title / Director/Owner of more than 5%)	Residential Address (City / State only)	Number of shares owned	Share type/class	Ownership percentage of class outstanding	Note
_____	_____	_____	_____	_____	_____	_____

## 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):

No.

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;

No.

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

No.

4. suspended, or otherwise limited such person's involvement in any type of business or securities activities.

No.

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 Providers

Please 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: Gary L Blum

Firm: The Law offices of Gary L. Blum  
Address1: 3278 Wilshire Boulevard, Suite 603  
Address2: Los Angeles, CA 90010  
Phone: (213) 381-7450  
Email: gblum@gblumlaw.com

Accountant or Auditor

Name: None.  
Firm:  
Address1:  
Address2:  
Phone:  
Email:

Investor Relations

Name: None.  
Firm:  
Address1:  
Address2:  
Phone:  
Email:

*All other means of Investor Communication:*

Twitter: n/a  
Discord: n/a  
LinkedIn: n/a  
FaceBook: n/a  
[Other]: n/a

Other Service Providers

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

Name: n/a  
Firm: n/a  
Nature of Services: n/a  
Address1: n/a  
Address2: n/a  
Phone: n/a  
Email: n/a

**9. Financial Statements**

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



<input type="checkbox"/>	IFRS
<input checked="" type="checkbox"/>	US GAAP

B. The financial statements for this reporting period were prepared by (name of individual)<sup>6</sup>:

Name: Nickolas S. Tabraue

Title: Interim CEO and Director

Relationship to Issuer: Interim CEO and Director

Describe the qualifications of the person or persons who prepared the financial statements:

Several yers experience of owning and operating public companies and preparing and filing financial reports

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; and

#### 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, Nickolas S. Tabraue, certify that:

1. I have reviewed the Disclosure Statement for BlueFire Equipment 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.

10/11/2023

/s/ Nickolas S. Tabraue (CEO's Signature)

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<sup>6</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

*Principal Financial Officer*

I, Matthew Goldston, certify that:

1. I have reviewed this Disclosure Statement for BlueFire Equipment 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.

10/11/2023

/s/ Matthew Goldston

(CFO's Signature)

**BLUEFIRE EQUIPMENT CORP  
(BLFR)**

**QUARTERLY REPORT  
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2023 and 2021**

October 11, 2023

25211 Grogans Mill Road, Suite 350  
The Woodlands  
TX 77380

**BLUEFIRE EQUIPMENT CORP**  
**QUARTERLY REPORT**  
**FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2023 and 2021**  
**(Unaudited)**

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**BLUEFIRE EQUIPMENT CORP**  
**Condensed Consolidated Unaudited Financial Statements**  
**Balance Sheet**

	Notes	As at June 30, 2023	As at December 31, 2022
<b>ASSETS</b>			
<u>Current assets</u>			
Cash and cash equivalents	2	\$ 50	\$ -
Other current assets	5	-	38,200
Total current assets		50	38,200
<u>Fixed assets</u>			
Property, plant & equipment	6	-	13,493
Vehicles	6	-	58,017
Trees	6	-	3,000,000
Accumulated depreciation	6	-	(32,151)
<b>TOTAL ASSETS</b>		<b>\$ 50</b>	<b>\$ 3,077,559</b>
<b>LIABILITIES &amp; STOCKHOLDERS' DEFICIT</b>			
<u>Current liabilities</u>			
Accounts payable, trade		\$ -	\$ 25,285
Accrued expenses		6,200	5,936
Loans & notes payable, short-term or current, net of unamortized debt discount of \$623	7	2,027	206,435
Related party loans & notes payable, short-term or current	11	17,825	182,869
Derivative liability	9	2,157	2,588
<b>TOTAL LIABILITIES</b>		<b>\$ 28,209</b>	<b>\$ 423,113</b>
<b>STOCKHOLDERS' EQUITY (DEFICIT)</b>			
Preferred stock Series B: par value \$0.0001, 1,000,000 authorized and 100,000 and 1,000,000 issued and outstanding at June 30, 2023 and December 31, 2022 respectively	8	10	100
Common stock: par value \$0.0001, 2,000,000,000 authorized and 33,947,368 issued and outstanding at June 30, 2023 and December 31, 2022	8	3,395	3,395
Additional paid-in capital		2,879,844	2,879,854
Accumulated deficit		(2,911,408)	(228,903)
<b>TOTAL STOCKHOLDERS' EQUITY (DEFICIT)</b>		<b>(28,159)</b>	<b>2,654,446</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		<b>\$ 50</b>	<b>\$ 3,077,559</b>

See accompanying notes to these condensed consolidated unaudited financial statements.

**BLUEFIRE EQUIPMENT CORP**  
**Condensed Consolidated Unaudited Financial Statements**  
**Statement of Operations**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Revenues	\$ -	\$ -	\$ 21,427	\$ -
Cost of goods sold	-	-	31,800	-
Gross profit	-	-	(10,373)	-
Operating expenses				
Selling, general & administrative expenses	39,990	1,635	44,269	3,260
Depreciation & amortization	5,735	-	21,811	-
Total operating expenses	45,725	1,635	66,080	3,260
Loss from operations	(45,725)	(1,635)	(76,453)	(3,260)
Other income (expenses)				
Bank charges	(2,257)	-	(1,969)	-
Bank and loan interest	(99)	-	(99)	-
Amortization of debt discount	(624)	-	(1,240)	-
Gain (loss) on revaluation of derivative liability	127	-	431	-
Other income (expenditure) net	(2,603,849)	-	(2,603,545)	-
Loss before income taxes	\$ (2,652,427)	\$ (1,635)	\$ (2,682,875)	\$ (3,260)
Provision for income taxes	-	-	-	-
Net loss	\$ (2,652,427)	\$ (1,635)	\$ (2,682,875)	\$ (3,260)
Net loss per share	\$ (0.08)	\$ (0.00)	\$ (0.08)	\$ (0.00)
Weighted average shares outstanding	33,947,368	33,947,368	33,947,368	33,947,368

See accompanying notes to these condensed consolidated unaudited financial statements.

**BLUEFIRE EQUIPMENT CORP**  
**Condensed Consolidated Unaudited Financial Statements**  
**Statement of Changes in Stockholders' Equity**

	Preferred Stock		Common Stock		Additional	Accumulated	
	Number	Value	Number	Value	Paid-in Capital	Surplus (Deficit)	Total
Balance b/f as at January 1, 2022	1,000,000	\$ 100	33,947,368	\$ 3,395	\$ 91,739	\$ (100,234)	\$ (5,000)
Additional paid-in capital - upon acquisition	-	-	-	-	2,788,115	-	2,788,115
Net loss, year ending December 31, 2022	-	-	-	-	-	(128,669)	(128,669)
Balance b/f January 1, 2023	1,000,000	\$ 100	33,947,368	\$ 3,395	\$ 2,879,854	\$ (228,903)	\$ 2,654,446
Disposal of subsidiary	(51,800,000)	(5,180)	-	-	(4,351,589)	-	(4,356,769)
Stock issued for acquisitions	50,900,000	5,090	-	-	4,351,579	-	4,356,669
Net loss, six months ended June 30, 2023	-	-	-	-	-	(2,682,505)	(2,682,505)
Balance c/f as at June 30, 2023	<u>100,000</u>	<u>\$ 10</u>	<u>33,947,368</u>	<u>\$ 3,395</u>	<u>\$ 2,879,844</u>	<u>\$ (2,911,408)</u>	<u>\$ (28,159)</u>

See accompanying notes to these condensed consolidated unaudited financial statements.

**BLUEFIRE EQUIPMENT CORP**  
**Condensed Consolidated Unaudited Financial Statements**  
**Statement of Cash Flow**

	Six Months Ended June 30,	
	2023	2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (2,682,875)	\$ (3,260)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	16,077	-
(Gain) loss on revaluation of derivative liability	(431)	-
Amortization of debt discount	1,240	-
(Gain) loss on disposal of subsidiary	2,788,034	-
Financing costs	329	-
Changes in operating assets and liabilities:		
Accounts payable and other current liabilities	(7,386)	3,250
Other current assets	6,121	-
<b>NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>	<b>121,109</b>	<b>(10)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Sale (purchase) of tangible assets	-	-
Sale (purchase) of intangible assets	-	-
Cash introduced from acquisitions	(141,670)	-
<b>NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES</b>	<b>(141,670)</b>	<b>-</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issuance of equity	(20)	-
Proceeds from (repayment of) debt instruments	21,291	-
Related party loans	(331)	10
Financing costs	(329)	-
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<b>20,611</b>	<b>10</b>
<b>NET INCREASE IN CASH</b>	<b>50</b>	<b>-</b>
Cash, beginning of period	-	-
<b>Cash, end of period</b>	<b>\$ 50</b>	<b>\$ -</b>

See accompanying notes to these condensed consolidated unaudited financial statements.



**BLUEFIRE EQUIPMENT CORP**  
**Condensed Consolidated Unaudited Financial Statements**  
**Notes For the Three and Six Months Ended June 30, 2023**

**NOTE 1. NATURE AND BACKGROUND OF BUSINESS**

The accompanying consolidated financial statements include BlueFire Equipment Corp (the 'Company', 'we' or 'us'), a Colorado corporation, its wholly-owned subsidiaries and any majority controlled interests.

The Company designed, manufactured and sold its own branded line of fashion and fashion accessories under the label 'Pusher's Collective'. Through the end of 2018, the Company operated a retail store located at 487 Ouelette Avenue, Windsor, Ontario, Canada, where it sold its products, in addition to its online website.

The Company was originally incorporated under the laws of Delaware on June 10, 2008 with an authorized share capital of 50,000,000 shares of common stock. On June 18, 2013, the Company conducted a forward split of 2 for 1 shares of common stock, increasing the authorized share capital to 100,000,000 shares of common stock. On March 27, 2015, the Company increased its authorized share capital to 2,100,000,000 shares, consisting of 2,000,000,000 shares of common stock and 100,000,000 shares of preferred stock.

In 2015, the Company issued 1,000,000 shares of preferred stock Series B to Watfa Chedid, the owner of 100% of the outstanding Series B shares issued and, therefore, the control person for the Company. Also in 2015, the Company issued 18,000,000 shares of Common Stock to Ali Ahmed, which gave Mr. Ahmed control of 53% of the outstanding shares of Common Stock. Mr Ahmed was also appointed CEO, CFO and a Director of the Company.

At the end of 2018, the retail store was transferred to other owners in return for assumption of debt, the store location moved to 133 Euclid Avenue, Atlanta, Georgia and the Company removed Pusher's Collective assets, liabilities and operations from its financial statements.

In September 2021, the Company negotiated the settlement of all outstanding loan notes.

On August 27, 2022, the Company completed the acquisition of Miracle Life Farm LLC, a Florida limited liability company specializing in growing and delivering healthy food to consumers. As part of this transaction, the holder of the Preferred Stock Series B transferred 810,000 shares of Preferred Stock Series B to the owner of Miracle Life Farm LLC. As the holder of the Preferred Stock Series B is effectively in control of the Company, there was, therefore, a change of ownership effected on August 27, 2022, with Candy Patel becoming the new majority owner of the Company.

On April 4, 2023, the Company entered into a Business Combination Agreement (the 'Agreement') with Sun Industrial Group Holdings, LLC, whereby the Company will deliver 50,000,000 shares of Preferred Stock Series A and 900,000 shares of Preferred Stock Series B to the members (the 'Members') of Sun Industrial Group Holdings, LLC (the 'Target') in return for 100% of the membership interests in the Target, which will become a 100%-owned subsidiary of the Company.

On April 4, 2023, the Company entered into an Unwinding Agreement (the 'Unwinding Agreement') with Miracle Life Farms to terminate and unwind the acquisition transaction from August 2022 with immediate effect. The unwinding will be treated as a disposal of Miracle Life Farms LLC on April 5, with the 1,000,000 shares of Preferred Stock Series B returned to the Company.

On June 22, 2023, the Company entered into an Unwinding Agreement (the 'Unwinding Agreement') with Sun Industrial Group Holdings, LLC to terminate and unwind the acquisition transaction from April 4, 2023 with immediate effect. The unwinding will be treated as a disposal of Sun Industrial Group Holdings, LLC, with the 900,000 shares of Preferred Stock Series B and the 50,000,000 share of Preferred Stock Series A returned to the Company.

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The accompanying financial statements have been prepared for BlueFire Equipment Corp in accordance with accounting principles generally accepted in the United States of America (US GAAP), with all numbers shown in US Dollars.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation of the financial statements have been included. The financial statements include acquired subsidiaries, as discussed below, and include all consolidation entries required to include those subsidiaries.

**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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

## Cash and Cash Equivalents

For the Balance Sheet and Statement of Cash Flows, all highly liquid investments with maturity of three months or less are considered to be cash equivalents. The Company had no cash equivalents as at June 30, 2023 or December 31, 2022.

## Income Taxes

Income taxes are provided in accordance with the FASB Accounting Standards (ASC 740), Accounting for Income Tax. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carry forwards. Any deferred tax expense (benefit) resulting from the net change during the year is shown as deferred tax assets and liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it was more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

## Basic and Diluted Net Income (Loss) Per Share

Net income (loss) per unit is calculated in accordance with Codification topic 260, "Earnings per Share" for the periods presented. Basic net loss per share is computed using the weighted average number of common shares outstanding. Diluted loss per share has not been presented because the shares of common stock equivalents have not been included in the per share calculations as such inclusion would be anti-dilutive. Diluted earnings per share is based on the assumption that all dilutive stock options, warrants and convertible debt are converted or exercised applying the treasury stock method. Under this method, options, warrants and convertible debt are assumed exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase shares of common stock at the average market price during the period. Options, warrants and/or convertible debt will have a dilutive effect during periods of net profit only when the average market price of the units during the period exceeds the exercise or conversion price of the items.

## Stock Based Compensation

Codification topic 718 "Stock Compensation" requires that the cost resulting from all share-based transactions be recorded in the financial statements and establishes fair value as the measurement objective for share-based payment transactions with employees and acquired goods or services from non-employees. The codification also provides guidance on valuing and expensing these awards, as well as disclosure requirements of these equity arrangements. The Company adopted the codification upon creation of the Company and will expense share-based costs in the period incurred. The Company has not yet adopted a stock option plan and all share-based transactions and share based compensation has been expensed in accordance with the codification guidance.

## Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for "Accounting for Derivative Instruments and Hedging Activities". Professional standards generally provide three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instruments are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur, and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as "The Meaning of Conventional Convertible Debt Instrument".

The Company accounts for convertible instruments when it has determined that the embedded conversion options should not be bifurcated from their host instruments in accordance with professional standards when "Accounting for Convertible Securities with Beneficial Conversion Features," as those professional standards pertain to "Certain Convertible Instruments." Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying shares of common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares of common stock based upon the differences between the fair value of the underlying shares at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event not within the entity's control could require net cash settlement, then the contract shall be classified as an asset or a liability.

## Fair Value of Financial Instruments

We adopted the guidance of ASC-820 for fair value instruments, which clarifies the definition of fair value, prescribes methods for determining fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value, as follows:

- |         |  |
|---------|--|
| Level 1 | Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.   |
| Level 2 | Inputs are quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data. |
| Level 3 | Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.   |

The carrying amounts for cash, accounts receivable, accounts payable and accrued expenses, and loans payable approximate their fair value based on the short-term maturity of these instruments. We identified assets or liabilities that are required to be presented on the balance sheet at fair value in accordance with the accounting guidance as at June 30, 2023, as detailed in Note 11, Derivative Liabilities, and no such assets or liabilities as at December 31, 2022.

ASC 825-10 "Financial Instruments" allows entities to voluntarily choose to measure certain financial assets and liabilities at fair value (fair value option). The fair value option may be elected on an instrument-by-instrument basis and is irrevocable, unless a new election date occurs. If the fair value option is elected for an instrument, unrealized gains and losses for that instrument should be reported in earnings at each subsequent reporting date. We did not elect to apply the fair value option to any outstanding instruments.

#### Derivative Liabilities

Derivative financial instruments consist of convertible instruments and rights to shares of the Company's common stock. The Company assessed that it had derivative liabilities as at June 30, 2023, as detailed in Note 11, Derivative Liabilities, and no derivative liabilities as at December 31, 2022.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirement of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

#### Impact of New Accounting Standards

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position, or cash flow.

#### NOTE 3. GOING CONCERN

The Company's financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Currently, the Company does not have significant cash or other material assets, nor does it have operations or a source of revenue sufficient to cover its operation costs and allow it to continue as a going concern.

The Company has a limited operating history and had a cumulative net loss from inception to June 30, 2023 of \$2,911,408. The Company has a working capital deficit of \$28,159 as at June 30, 2023.

These financial statements for the six months ended June 30, 2023 have been prepared assuming the Company will continue as a going concern, which is dependent upon the Company's ability to generate future profits and/or obtain necessary financing to meet its obligations as they come due.

The management has committed to an aggressive growth plan for the Company. The Company's future operations are dependent upon external funding and its ability to execute its business plan, realize sales and control expenses. Management believes that sufficient funding will be available from additional borrowings and private placements to meet its business objectives including anticipated cash needs for working capital, for a reasonable period of time. However, there can be no assurance that the Company will be able to obtain sufficient funds to continue the development of its business operation, or if obtained, upon terms favorable to the Company.

#### NOTE 4. ACQUISITIONS AND DISPOSALS

On August 27, 2022, the Company completed the acquisition of Miracle Life Farm LLC, a Florida limited liability company specializing in growing and delivering healthy food to consumers. On April 4, 2023, this acquisition was unwound and treated as a disposal of Miracle Life Farm LLC back to its original owners.

On April 4, 2023, the Company entered into a Business Combination Agreement (the 'Agreement') with Sun Industrial Group Holdings, LLC, whereby the Company will deliver 50,000,000 shares of Preferred Stock Series A and 900,000 shares of Preferred Stock Series B to the members (the 'Members') of Sun Industrial Group Holdings, LLC (the 'Target') in return for 100% of the membership interests in the Target, which will become a 100%-owned subsidiary of the Company. The acquisition can be summarized as follows:

	<b>Allocation</b>
Cash on hand	\$ 1,077,000
Current assets	3,586,135
Fixed assets	335,401
Current liabilities	(552,265)
Long-term liabilities	(89,592)
<b>Total</b>	<b>\$ 4,356,679</b>

The assets and liabilities acquired totaled \$4,356,679.

#### NOTE 5. OTHER CURRENT ASSETS

The Company had other current assets as at June 30, 2023 and December 31, 2022 as follows:

	June 30, 2023	December 31, 2022
Cash advance and rent deposit	\$ -	\$ 11,319
Utilities deposits	-	14,616
Overpayments	-	12,265
<b>Totals</b>	<b>\$ -</b>	<b>\$ 38,200</b>

#### NOTE 6. FIXED ASSETS

Through the acquisition of Miracle Life Farm LLC, the Company holds fixed assets with values at June 30, 2023 and December 31, 2022 as follows:

Asset	Useful Life (years)	June 30, 2023	December 31, 2022
Plant and equipment	5	\$ -	\$ 13,493
Vehicles	5	-	58,017
Trees	20	-	3,000,000
Accumulated depreciation		-	(32,151)
<b>Total</b>		<b>\$ -</b>	<b>\$ 3,039,359</b>

During the six months ended June 30, 2023, a total of \$21,811 was charged to the Statement of Operations for depreciation.

#### NOTE 7. LOANS AND NOTES PAYABLE

The Company had loans and notes payable as at June 30, 2023 and December 31, 2022 totaling \$2,650 and \$208,296 respectively, as follows:

Description	Principal Amount	Date of Loan Note	Maturity Date	June 30, 2023	December 31, 2022
Line of credit for 12 months, secured by a personal guarantee	\$ 27,629	8/27/2022	8/27/2023	-	19,099
Vehicle loan - Ford Fiesta - see Note 7.1 below	13,580	8/27/2022	8/27/2023	-	13,580
Ally Financial - equipment loan - see Note 7.1 below	6,205	8/27/2022	8/27/2023	-	6,205
John Deere - equipment loan - see Note 7.1 below	14,801	8/27/2022	8/27/2023	-	14,801
Covid PPP Loan - advanced under government program - see Note 7.1 below	100,845	8/27/2022	8/27/2023	-	100,845
SBA Emergency Loan - advanced under government program - see Note 7.1 below	10,000	8/27/2022	8/27/2023	-	10,000
Gideon Orbach - 12 month note, 8% annual interest, convertible at 20% discount to market	2,500	8/27/2022	8/27/2023	2,650	2,551
Ally Line of Credit - see Note 7.1 below	41,215	10/1/2022	4/5/2023	-	41,215
<b>Total</b>				<b>\$ 2,650</b>	<b>\$ 208,296</b>
<b>Long-term total</b>				<b>\$ -</b>	<b>\$ -</b>

Short-term total	\$	2,650	\$	208,296
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Loans and Notes Amortization	Amount Due			
Due within 12 months	\$	2,650		
Due within 24 months		-		
Due within 36 months		-		
Due within 48 months		-		
Due after 48 months		-		
Total	\$	2,650		

#### Notes

7.1. These loans and notes originated with Miracle Life Farms LLC, the 100%-owned subsidiary acquired by the Company on August 27, 2022.

### NOTE 8. CAPITAL STOCK

As at June 30, 2023 and December 31, 2022, the Company was authorized to issue Preferred Stock and Common Stock as detailed below.

#### Preferred Stock

At June 30, 2023 the Company had authorized Preferred Stock in two designation totaling 51,000,000 shares:

Preferred Stock Series A	<p>The Company is authorized to issue 50,000,000 shares of Series A, with a par value of \$0.0001 per share. As at January 1, 2021, the Company had no shares of Series A preferred stock issued and outstanding.</p> <p>On April 4, 2023, the Company issued 50,000,000 shares of Preferred Stock Series A as part of the acquisition of Sun Industrial Group Holdings LLC.</p> <p>At June 30, 2023 the Company had no shares of Preferred Stock Series A issued or outstanding.</p>
Preferred Stock Series B	<p>The Company is authorized to issue 1,000,000 shares of Series B, with a par value of \$0.0001 per share. As at January 1, 2021, the Company had 1,000,000 shares of Series B preferred stock issued and outstanding.</p> <p>All shares of Series B preferred stock were owned by Wafta Chedid until August 27, 2022, when 810,000 shares of Series B preferred stock were transferred to Candy Patel as part of the proceeds for acquiring Miracle Life Farms LLC.</p> <p>On April 4, 2023, 900,000 shares of Preferred Stock Series B were transferred to the members of Sun Industrial Group Holdings LLC, as part of the acquisition of that business.</p>

As at June 30, 2023, the Company had a total of 100,000 shares of Preferred Stock issued and outstanding.

#### Common Stock

As at June 30, 2023, the Company is authorized to issue up to 2,000,000,000 shares of Common Stock with par value \$0.0001.

As at January 1, 2021, the Company had 33,947,368 shares of Common Stock issued and outstanding.

As at June 30, 2023, there were 33,947,368 shares of Common Stock issued and outstanding.

### NOTE 9. DERIVATIVE LIABILITIES

The Company applies the provisions of ASC Topic 815-40, Contracts in Entity's Own Equity ("ASC Topic 815-40"), under which convertible instruments, which contain terms that protect holders from declines in the stock price (reset provisions), may not be exempt from derivative accounting treatment. As a result, embedded conversion options in convertible debt are recorded as a liability and are revalued at fair value at each reporting date. If the fair value of the note exceeds the face value of the related debt, the excess is recorded as change in fair value in operations on the issuance date.

The Company identified embedded derivatives related to the Convertible Loan Note issued on September 27, 2022 totaling \$2,500. These embedded derivatives included certain conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Notes and to adjust the fair value as of each subsequent balance sheet date. At the inception of the Convertible Promissory Notes, the Company determined a fair value for the embedded derivative using the Black Scholes Model based on the following assumptions:

Dividend yield	0.00%
Volatility	484.75%
Risk-free rate	4.16%

The initial fair value of the embedded debt derivative was \$3,083. The proceeds of the note of \$2,500 was allocated as a debt discount. The amount in excess of the proceeds of the loan note of \$583 was charged as interest to the Statement of Operations for the period.

The fair value of the embedded debt derivative was reviewed at December 31, 2022, using the following inputs:

Dividend yield	0.00%
Volatility	288.72%
Risk-free rate	4.00%

The fair value of the embedded debt derivative at December 31, 2022 was \$2,588, a decrease in the valuation of the embedded debt derivative of \$495 for the period.

	December 31, 2022	December 31, 2021
Balance, beginning of period	\$ -	\$ -
Additions	3,083	-
Mark-to-market at modification date	(495)	-
Reclassified to additional paid-in capital upon modification of term	-	-
Balance, December 31, 2022	\$ 2,588	\$ -
Net gain due to change in fair value for the period included in statement of operations	\$ 495	\$ -

This mark-to-market decrease of \$495 for the year was charged to the statement of operations as a gain on change in value of derivative liability of \$2,588.

The fair value of the embedded debt derivative was reviewed at June 30, 2023, using the following inputs:

Dividend yield	0.00%
Volatility	345.44%
Risk-free rate	4.14%

The fair value of the embedded debt derivative at June 30, 2023 was \$2,157, a decrease in the valuation of the embedded debt derivative of \$431 for the period.

The following table provides a summary of changes in fair value of the Company's Level 3 derivative liabilities as at June 30, 2023:

	June 30, 2023	December 31, 2022
Balance, beginning of period	\$ 2,588	\$ -
Additions	-	3,083
Mark-to-market at modification date	(431)	(495)
Reclassified to additional paid-in capital upon modification of term	-	-
Balance, June 30, 2023	\$ 2,157	\$ 2,588
Net gain due to change in fair value for the period included in statement of operations	\$ 431	\$ 495

This mark-to-market decrease of \$431 for the period ended June 30, 2023 was charged to the statement of operations as a gain on change in value of derivative liabilities.

#### NOTE 10. INCOME TAXES

The Company uses the assets and liability method of accounting for income taxes pursuant to SFAS No. 109 "Accounting for Income Taxes". Under the assets and liability method of SFAS No. 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

In June 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes." Specifically, the pronouncement prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken from year ended December 31, 2015 tax return onwards. The interpretation also provides guidance on the related derecognition, classification, interest and penalties, accounting for interim periods, disclosure and transition of uncertain tax positions. The Company adopted this interpretation effective on inception.

For the year ended December 31, 2022, the Company had available for US federal income tax purposes net operating loss carryovers of \$22,468, all of which will expire by 2042.

The Company has provided a full valuation allowance against the full amount of the net operating loss benefit, since, in the opinion of management, based upon the earnings history of the Company, it is more likely than not that the benefits will not be realized.

	June 30, 2023	December 31, 2022
Statutory federal income tax rate	21.00%	21.00%
Statutory state income tax rate	4.55%	4.55%
Valuation allowance	(25.55%)	(25.55%)
Effective tax rate	0.00%	0.00%

Deferred income taxes result from temporary differences in the recognition of income and expenses for financial reporting purposes and for tax purposes. The tax effect of these temporary differences representing deferred tax assets result principally from the following:

Deferred Tax Assets (Gross Values)	June 30, 2023	December 31, 2022
Net operating loss carry forward	\$ (2,909,381)	\$ (22,468)
Less valuation allowance	2,909,381	22,468
Net deferred tax asset	\$ -	\$ -

#### NOTE 11. RELATED PARTY TRANSACTIONS

During the six months ended June 30, 2023, the CEO of the Company advanced monies to the Company. The amounts are shown in the balance sheet under Related Party Loans and Notes Payable.

#### NOTE 12. SUBSEQUENT EVENTS

Subsequent to June 30, 2023, the Company reported the following events:

On September 27, 2023, the Company entered into a Business Combination Agreement (the 'Agreement') with Screaming Eagle BNR JV, LLC, whereby the Company will deliver 90% (or 900,000) of the 1,000,000 authorized shares of Preferred Stock Series A and 90% (or 900,000) of the 1,000,000 authorized shares of Preferred Stock Series B to the members (the 'Members') of Screaming Eagle BNR JV, LLC (the 'Target') in return for 100% of the membership interests in the Target, which will become a 100%-owned subsidiary of the Company. The Target acquired 100% of the operated assets at Bedias Creek and 50% non-operated Gin Creek South assets from ETX in February 2022 with an effective date of January 1, 2022, for \$6,400,000 using family funds to finance the all-cash acquisition. Bedias Creek consists of 19 wells on 10,000 acres producing 1,500 bbls / month of oil and 7,900 MCF / month of gas. Gin Creek consists of 50% non-operated working interest in 45 wells producing 5,300 bbls / month and 14,250 MCF / month in natural gas. Immediately subsequent to the transaction closing, the Board of Directors met to elect a Chairman and add new members of the Board, as specified in the agreement.