

# Empire Diversified Energy, Inc.

Delaware Corporation

401 East Las Olas Blvd.  
Suite 1400  
Fort Lauderdale, FL, 33301  
Telephone: 954-332-2423  
Corporate Website: [www.empirediversifiedenergy.com](http://www.empirediversifiedenergy.com)  
SIC Code: 5052

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## 2023 3rd Quarter Report

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**For the period ending September 30, 2023.**  
(the "Reporting Period")

The number of shares outstanding of our Common Stock is 317,654,085 as of September 30, 2023. The number of shares outstanding of our Common Stock was 281,308,900 as of December 31, 2022, the Company's fiscal year end. The number of shares purchased but not yet released of our Common Stock is 318,704,085 as of September 30, 2023. The number of shares purchased but not yet released of our Common Stock is 304,295,151 as of December 31, 2023.

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934): **No: X**

Indicate by check mark whether the company's shell status has changed since the previous reporting period: **No: X**

Indicate by check mark whether a change in control of the company has occurred over this reporting period: **No: X**

## General Company Information

### Item 1 The exact name of the issuer and its predecessor (if any).

Empire Diversified Energy, Inc. December 22, 2014, a Delaware Corporation, Active and in Good Standing

Electric Moto Corporation, Inc. November 13, 2007

Panther Mountain Water Park March 31, 1986

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

### Item 2 The address of the issuer's principal executive offices.

Empire Diversified Energy, Inc.

401 East Las Olas Blvd

Suite 1400

Fort Lauderdale, FL, 33301

Phone: 954-332-2423

Fax: 954-332-2301

Investor Relations: Michael Kelly at above address. Email: [Mkelly@empirede.com](mailto:Mkelly@empirede.com)

[www.EmpireDiversifiedEnergy.com](http://www.EmpireDiversifiedEnergy.com)

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:* ☐

The Port of West Virginia

1400 Main St.

Follansbee, WV, 26037

Phone: 304-914-4624

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

Yes: ☐

No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below: None

## 2) Security Information

Transfer Agent

Continental Stock Transfer and Trust Company

One State Street, 30th Floor

New York, NY, 10004-1561

Contact: Margaret Villani, Executive Vice President

Phone: 212-509-4000

Fax: 212-845-3218

Continental Stock Transfer and Trust is registered under the Exchange Act: the SEC is the regulatory authority.

Is the Transfer Agent registered under the Exchange Act?<sup>1</sup> Yes: ☒ No: ☐

Trading symbol:	MPIR
Exact title and class of securities outstanding:	Common
CUSIP:	191644 102
Par or stated value:	\$0.00001, Each share of common stock has one voting right.
Total shares authorized:	1,000,000,000 as of date: 9/30/2023.
Total shares outstanding:	317,654,085 as of date: 9/30/2023
Number of shares in the Public Float <sup>2</sup> :	60,972,729 as of date: 9/30/2023
Total number of shareholders of record:	559 as of date: 9/30/2023

***All additional class(es) of publicly traded securities (if any): None***

### **Other classes of authorized or outstanding equity securities:**

Series A Preferred Stock:

Par or stated value of the Preferred Stock: \$0.00001

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<sup>1</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

500,000,000 authorized a/o 9/30/2023

4,600,000 issued a/o 9/30/2023

Freely tradable shares (public float); 0 a/o 9/30/2023

Total number of shareholders of record: 12, a/o 9/30/2023

**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.**

Dividends- there has been no dividends declared for the common shares

Voting rights- common shareholders are granted one vote per share

Preemption rights - None

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

**Series A Convertible Preferred Stock**

During the year ended December 31, 2021, the Company issued a Private Placement Memorandum (PPM) for the offering of up to 60,000,000 shares of Series A Convertible Preferred Stock at a purchase price of \$0.25 per share and with an offering period from November 2021 through February 2022. Dividends on the shares are in preference to any dividends on common stock at a rate of 10% per annum (5% in cash and 5% in common stock), compounded and paid quarterly when and if declared by the Company's Board of Directors. Each share is initially convertible, at the holder's option, on a one-for-one basis into the Company's common stock. The shares are convertible at the Company's option upon meeting specified market conditions. The shares are also redeemable at the option of the Company at 120% of the original purchase price between years one and two, at 110% of the original purchase price between years two and three, or at 100% of the original purchase price after the third year. In all cases of redemption, accrued and unpaid dividends must also be paid. There are no sinking fund provisions.

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

None

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

None

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct 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:

B. No: ☐ Yes: X (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End:  <u>Balance</u>  Date <u>12/31/2020</u> Common: 221,861,629  Preferred: <u>0</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	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.

9/1/2023	<u>New</u>	600,000	Common	\$0.25	Yes	Martin L. Phillips	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	68,000	Common	\$0.25	Yes	John Scott Fabian	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	2,000,000	Common	\$0.25	Yes	Gregory R. Gantzer	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	120,000	Common	\$0.25	Yes	William Wesley	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	24,000	Common	\$0.25	Yes	William Piko	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	1,800,000	Common	\$0.25	Yes	Charmelie Reinsurance Company, LTD. Control Matt Miller	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	100,000	Common	\$0.25	Yes	Rita S. Carroll	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	10,000	Common	\$0.25	Yes	Dean G. Makricostas	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	400,000	Common	\$0.25	Yes	Gregory K. Haynes	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	400,000	Common	\$0.25	Yes	Emmett Williams	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	100,000	Common	\$0.25	Yes	Steve Dawson	As per agreement	Restricted	Rule 144
9/1/2023	<u>New</u>	100,000	Common	\$0.25	Yes	Charles K. Haynes	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	200,000	Common	\$0.25	Yes	Lori Jo Roth	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	200,000	Common	\$0.25	Yes	William E. Ward	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	100,000	Common	\$0.25	Yes	Logan Fisher	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	100,000	Common	\$0.25	Yes	Seth Abraham	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	100,000	Common	\$0.25	Yes	Bright Horizons Properties, LLC. control person Ronald D. Taflan	For cash	Restricted	Rule 144

9/1/2023	<u>New</u>	500,000	Common	\$0.25	Yes	Phyllis J. Howard	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	200,000	Common	\$0.25	Yes	Sharon Ward	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	200,000	Common	\$0.25	Yes	Donald J. Ward	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	100,000	Common	\$0.25	Yes	Kurt Van Fossen	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	100,000	Common	\$0.25	Yes	John DiAlbert	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	140,000	Common	\$0.25	Yes	Kristopher Shane Roth	For cash	Restricted	Rule 144
9/1/2023	<u>New</u>	2,500,000	Common	\$0.25	Yes	Landbridge Materials, LLC. control person Andy Kaufman			
9/1/2023	<u>New</u>	200,000	Common	\$0.25	Yes	Zbacor, LLC. Control: Craig Seachrist	For cash	restricted	Rule 144
9/1/2023	<u>New</u>	20,000	Common	\$0.25	Yes	Ted Williams	For cash	restricted	Rule 166
4/14/2023	<u>New</u>	100,000	common	\$0.25	yes	John Fenske	Employment equity compensation	restricted	Rule 701
4/14/2023	<u>New</u>	2,000,000	common	\$0.25	yes	Ed Moroz	As per agreement	restricted	Rule 144
4/6/2023	<u>New</u>	300,000	common	\$0.25	yes	William Piko	For Cash	restricted	Rule 144
4/6/2023	<u>New</u>	100,000	Common	\$0.25	Yes	Daniel Peroni	For Cash	Restricted	Rule 144
4/6/2023	<u>New</u>	400,000	Common	\$0.25	Yes	Rita Carroll	For cash	Restricted	Rule 144
4/6/2023	<u>New</u>	1,800,000	Common	\$0.25	Yes	Charmelie Reinsurance Company LTD. Control Person Matt Miller	For cash	Restricted	Rule 144
4/6/2023	<u>New</u>	400,000	Common	\$0.25	Yes	Christine Belcastro	For cash	Restricted	Rule 144

4/6/2023	<u>New</u>	44,000	Common	\$0.25	Yes	Ronald L. Anderson	For cash	Restricted	Rule 144
4/6/2023	<u>New</u>	310,800	Common	\$0.25	Yes	Daniel Peroni	Shares issued with promissory note	Restricted	Rule 144
4/6/2023	<u>New</u>	103,700	Common	\$0.25	Yes	Diana Billie	Shares issued with promissory note	Restricted	Rule 144
4/6/2023	<u>New</u>	1,411,932	Common	\$0.25	Yes	Gregory Haynes	Shares issued with promissory note	Restricted	Rule 144
4/6/2023	<u>New</u>	400,000	Common	\$0.25	Yes	Ted Williams	Shares issued with promissory note	Restricted	Rule 144
4/6/2023	<u>New</u>	1,200,000	Common	\$0.25	Yes	Robert Contraguerro Jr.	Shares issued with promissory note	Restricted	Rule 144
4/6/2023	<u>New</u>	338,200	Common	\$0.25	Yes	Marvin T. Brown	Shares issued with promissory note	Restricted	Rule 144
4/6/2023	<u>New</u>	210,468	Common	\$0.25	Yes	Raze International Inc. control person M. Thomas Brown	Shares issued with promissory note	Restricted	Rule 144
2/17/2023	<u>New</u>	860,000	common	\$0.25	yes	Martin Phillips	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	657,536	common	\$0.25	yes	Martin Phillips	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	600,000	common	\$0.25	yes	John Billie	Shares issued with promissory note	restricted	Rule 144



2/17/2023	<u>New</u>	1,100,000	common	\$0.25	yes	Gregory R. Gantzer	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	240,000	common	\$0.25	yes	John Wayne Garrett	For cash	restricted	Rule 144
2/17/2023	<u>New</u>	645,108	common	\$0.25	yes	Thomas Paree	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	316,400	common	\$0.25	yes	GAB Enterprises, LLC. control person James Joseph Tomlinson	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	300,000	common	\$0.25	yes	James Joseph Tomlinson	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	736,400	common	\$0.25	yes	James Joseph Tomlinson	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	424,528	common	\$0.25	yes	Michael T. Wayt	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	750,000	common	\$0.25	yes	Rodd Thoburn	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	560,000	common	\$0.25	yes	Rodd Thoburn	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	225,000	common	\$0.25	yes	Jordan Douglas	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	313,878	common	\$0.25	yes	William Piko	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	750,000	common	\$0.25	yes	Todd Thoburn	Shares issued with	restricted	Rule 144

							promissory note		
2/17/2023	<u>New</u>	103,674	common	\$0.25	yes	Betty Billie	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	104,000	common	\$0.25	yes	Chris Bucon	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	102,800	common	\$0.25	yes	Douglas Ross Wenger	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	206,255	common	\$0.25	yes	John Scott Fabian	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	300,000	common	\$0.25	yes	Joshua Contraguerro	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	104,832	common	\$0.25	yes	Matthew Drahos	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	550,000	common	\$0.25	yes	Robert Contraguerro Sr.	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	103,674	common	\$0.25	yes	Ronald L. Anderson	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	370,000	common	\$0.25	yes	Thomas Contraguerro	Shares issued with promissory note	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Alignhr LLC control person Bernice Deem	For Cash	restricted	Rule 144

2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Bernice Deem	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	120,000	common	\$0.25	yes	Brian Linkesh	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	200,000	common	\$0.25	yes	Caitlin Cuomo	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Christopher Fogle	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	300,000	common	\$0.25	yes	Christopher Cipriani	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Dawn Schoolcraft	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	600,000	common	\$0.25	yes	Evan Cuomo	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Frank Purpura	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	1,400,000	common	\$0.25	yes	Jason Cuomo	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Johna Fogle	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Marl Linkesh	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	400,000	common	\$0.25	yes	Mark Siegal	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Mark Mascio	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	200,000	common	\$0.25	yes	Matthew Pederson	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	200,000	common	\$0.25	yes	Michael Brandon Kasserman	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	400,000	common	\$0.25	yes	Molly Ann Blomquist	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	260,000	common	\$0.25	yes	Nick Martin	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	400,000	common	\$0.25	yes	Okey Carl Hayes Jr	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Sharon Cappiccie	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Shawn Schoolcraft	For Cash	restricted	Rule 144

2/17/2023	<u>New</u>	260,000	common	\$0.25	yes	Timothy Bugin	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	300,000	common	\$0.25	yes	Walter Rausch	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	280,000	common	\$0.25	yes	Wiliam Edward Gorza	For Cash	restricted	Rule 144
2/17/2023	<u>New</u>	100,000	common	\$0.25	yes	Zachary Abraham	For Cash	restricted	Rule 144
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Lewis Anderson	Employee Equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Roger Gabbert	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Franklin Hensley	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Lorne Anderson	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Charles Boyd	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Michael Johnston	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Roman McEndree	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Bradford Edwards	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	John Hager	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Frank Gardner III	Employee equity compensation	restricted	Rule 701

12/29/2022	<u>New</u>	500	Common	\$0.30	yes	David Gaston	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Kevin Marsh	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Scott Danielson	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Thomas Miller	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	common	\$0.30	Yes	Jeremiah Stein	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Justin Haley	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Gerri Kopko	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Tammey Elliott	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Thomas R. Diserio	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Jonathon Graham	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Scott Skinner	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Steven Moore	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Raymond W. Nash	Employee equity compensation	restricted	Rule 701

12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Gregory Preston	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Pierce M. Trimmer	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Timothy Newman	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	common	\$0.30	Yes	Edward Keeler	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Curtis Henline	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Tyler Ewusiak	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Joseph Ewusiak	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Jade Georgetti	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	common	\$0.30	Yes	Tucker Yano	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Amy Frey	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	David Edwards	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Stephen Meade	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Oscar Martinez	Employee equity compensation	restricted	Rule 701

12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Diana Zapata	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	John Fenske	Employee equity compensation	restricted	Rule 701
12/29/2022	<u>New</u>	500	Common	\$0.30	Yes	Farley Wood	Employee equity compensation	restricted	Rule 701
10/3/2022	<u>New</u>	100,000	common	\$0.25	yes	Keith Carson	As per employment agreement	restricted	Rule 144
10/3/2022	<u>New</u>	10,000	common	\$0.25	yes	Pamela R. Wright	As per employment agreement	restricted	Rule 701
10/3/2022	<u>New</u>	25,000	common	\$0.25	yes	Chris Bucon	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	25,000	common	\$0.25	yes	Ronald L. Anderson	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	25,000	Common	\$0.25	yes	Diana Billie	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	25,000	Common	\$0.25	Yes	Betty Billie	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	25,000	Common	\$0.25	Yes	William A. Piko	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	500,000	Common	\$0.25	Yes	Gregory R. Gantzer	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	75,000	Common	\$0.25	Yes	Daniel F. Peroni	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	25,000	Common	\$0.25	Yes	Matthew Drahos	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	1,200,000	Common	\$0.25	Yes	Robert Contraguero Jr.	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	550,000	Common	\$0.25	Yes	Robert Contraguero Sr.	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	370,000	Common	\$0.25	Yes	Thomas Contraguero	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	300,000	Common	\$0.25	Yes	Joshua Contraguero	For cash	restricted	Rule 144

10/3/22	<u>New</u>	85,000	Common	\$0.25	Yes	Diana L. Kennon	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	150,000	Common	\$0.25	Yes	John Scott Fabian	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	25,000	Common	\$0.25	Yes	Douglas Ross Wenger	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	25,000	Common	\$0.25	Yes	Ted Williams	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	500,000	Common	\$0.25	Yes	Gregory K. Haynes	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	550,000	Common	\$0.25	Yes	Todd Thoburn	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	50,000	Common	\$0.25	Yes	Rodd Thoburn	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	25,000	Common	\$0.25	Yes	Jordan Douglas	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	320,000	Common	\$0.25	Yes	Carl N. Frankovitch	As per loan agreement	restricted	Rule 144
10/3/2022	<u>New</u>	320,000	Common	\$0.25	Yes	Jaxon Pastore	As per loan agreement	restricted	Rule 144
10/3/2022	<u>New</u>	320,000	Common	\$0.25	Yes	Michael G. Simon	As per loan agreement	restricted	Rule 144
10/3/2022	<u>New</u>	320,000	Common	\$0.25	Yes	Frankovitch Enterprises, Inc. control person Eric Frankovitch	As per loan agreement	restricted	Rule 144
10/3/2022	<u>New</u>	320,000	Common	\$0.25	Yes	George Bach Revokable Trust, control person George Bach	As per loan agreement	restricted	Rule 144
10/3/2022	<u>New</u>	200,000	Common	\$0.25	Yes	Doug Clatterbuck	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	400,000	Common	\$0.25	Yes	Charles Foster	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	200,000	Common	\$0.25	Yes	Matthew K. Seachrist	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Craig K. Seachrist	For cash	restricted	Rule 144



10/3/2022	<u>New</u>	200,000	common	\$0.25	yes	John Wright	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	300,000	Common	\$0.25	Yes	Taylor Alexander Wilson	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Krishen Aggarwal	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Richard A. Lucas	For cash	restricted	Rule 144
10/3/22	<u>New</u>	100,000	Common	\$0.25	Yes	Alison Maria Mueller	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Stephanie Irene Temple	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Kristin Ward	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Seth Gantzer	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	John Wayne Garrett	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Art Bertol	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	700,000	Common	\$0.25	Yes	Jeremy Hays	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	120,000	Common	\$0.25	Yes	Richard Hardesty	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Nicoletta Villa-Sella	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Koury Jones	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Jonathon Haley	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	100,000	Common	\$0.25	Yes	Rodney Haley	For cash	restricted	Rule 144
10/3/2022	<u>new</u>	1,000,000	Common	\$0.25	Yes	Vince Byers	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	200,000	Common	\$0.25	Yes	Mark Foster	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	200,00	Common	\$0.25	Yes	Amy Foster	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	200,000	Common	\$0.25	Yes	Mark Chappell	For cash	restricted	Rule 144
10/3/2022	<u>New</u>	400,000	Common	\$0.25	Yes	Stephen Dawson III	For cash	restricted	Rule 144

9/19/2022	<u>New</u>	2,000,000	common	\$0.25	yes	Technotherm , South Africa control person Richard Bingham	As part of equipment purchase agreement	restricted	Rule 144
8/7/2022	<u>New</u>	300,000	common	\$0.25	yes	Ed Moroz	As per agreement	restricted	Rule 144
8/7/2022	<u>New</u>	400,000	common	\$0.25	yes	Derrick Concrete, control person Ed Moroz	As per agreement	restricted	Rule 144
8/7/2022	<u>New</u>	200,000	common	\$0.25	yes	Robert Mackinnon	As per agreement	restricted	Rule 144
8/7/2022	<u>New</u>	100,000	common	\$0.25	yes	Owen Vos	As per agreement	restricted	Rule 144
7/1/2022	<u>New</u>	10,000	common	\$0.25	yes	Jessica Gumm	As per employment agreement	restricted	Rule 144
7/1/2022	<u>New</u>	120,000	common	\$0.25	yes	Kimberly Hawley	As per employment agreement	restricted	Rule 144
7/1/2022	<u>New</u>	100,000	common	\$0.25	yes	Bernard Brown	As per employment agreement	restricted	Rule 144
7/1/2022	<u>New</u>	400,000	common	\$0.25	yes	Jay Carson	For cash	restricted	Rule 144
7/1/2022	<u>New</u>	40,000	common	\$0.25	yes	Jason Desmond	For cash	restricted	Rule 144
7/1/2022	<u>New</u>	40,000	common	\$0.25	yes	Ryan Carson	For cash	restricted	Rule 144
7/1/2022	<u>New</u>	100,000	common	\$0.25	yes	Gabriel Place	For cash	restricted	Rule 144
7/1/2022	<u>New</u>	40,000	common	\$0.25	yes	Katherine Reeves	For cash	restricted	Rule 144
7/1/2022	<u>New</u>	320,000	common	\$0.25	yes	Frankovitch Enterprises, Inc. control person Eric Frankovitch	Per loan agreement	restricted	Rule 144

7/1/2022	<u>New</u>	320,000	common	\$0.25	yes	George Bach Revokable Trust control person George Bach	Per loan agreement	restricted	Rule 144
7/1/2022	<u>New</u>	320,000	common	\$0.25	yes	Michael G. Simon	Per loan agreement	restricted	Rule 144
7/1/2022	<u>New</u>	320,000	Common	\$0.25	yes	James Pastore	Per loan agreement	restricted	Rule 144
7/1/2022	<u>New</u>	320,000	common	\$0.25	yes	Carl N. Frankovitch	Per loan agreement	restricted	Rule 144
7/1/2022	<u>New</u>	175,000	common	\$0.25	yes	Thomas A. Paree	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	150,000	common	\$0.25	yes	Marvin T. Brown	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	100,000	common	\$0.25	yes	Dean Makricostas	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	75,000	Common	\$0.25	yes	GAB Enterprises, LLC control person James Tomlinson	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	150,000	common	\$0.25	yes	Gregory K. Haynes	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	175,000	common	\$0.25	yes	James Joseph Tomlinson	Shares issued with promissory note	restricted	Rule 144
7/1.2022	<u>New</u>	100,000	Common	\$0.25	yes	Michael T. Wayt	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	50,000	Common	\$0.25	yes	Raze International, Inc. control	Shares issued with	restricted	Rule 144

						person M. Thomas Brown	promissory note		
7/1/2022	<u>New</u>	200,000	Common	\$0.25	yes	Rodd F. Thoburn	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	200,000	Common	\$0.25	yes	Todd Thoburn	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	75,000	Common	\$0.25	yes	Ted Williams	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	50,000	Common	\$0.25	yes	Jordan Douglas	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	75,000	Common	\$0.25	yes	Steve Dawson	Shares issued with promissory note	restricted	Rule 144
7/1.2022	<u>New</u>	50,000	Common	\$0.25	yes	Martin Phillips	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	50,000	Common	\$0.25	yes	William Piko	Shares issued with promissory note	restricted	Rule 144
7/1/2022	<u>New</u>	50,000	Common	\$0.25	yes	Thomas R. Fahey	Shares issued with promissory note	restricted	Rule 144
3/5/22	<u>New</u>	600,000	common	\$0.25	yes	Frankovitch Enterprises, Inc. control person Eric Frankovitch	Debt Conversion	restricted	Rule 144
3/5/22	<u>New</u>	600,000	<u>common</u>	\$0.25	yes	George Bach	Debt Conversion	restricted	Rule 144

3/5/22	<u>New</u>	750,000	<u>common</u>	\$0.25	yes	George Bach Revocable Trust control person George Bach	Debt Conversion	restricted	Rule 144
3/5/22	<u>New</u>	100,000	<u>common</u>	\$0.25	yes	Julianna Simon	Debt Conversion	restricted	Rule 144
3/5/22	<u>New</u>	100,000	<u>common</u>	\$0.25	yes	Jenna Simon	Debt Conversion	restricted	Rule 144
3/5/22	<u>New</u>	100,000	<u>common</u>	\$0.25	yes	Emma Simon	Debt Conversion	restricted	Rule 144
3/5/22	<u>New</u>	300,000	<u>common</u>	\$0.25	yes	Lisa Simon	Debt Conversion	restricted	Rule 144
3/5/22	<u>New</u>	600,000	<u>common</u>	\$0.25	yes	Kinsey Pastore	Debt Conversion	restricted	Rule 144
3/5/22	<u>New</u>	600,000	<u>common</u>	\$0.25	yes	Carl N. Frankovitch	Debt Conversion	restricted	Rule 144
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Lewis Anderson</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
<u>12/31/21</u>	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Lorne Anderson</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Charles Boyd</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Scott Danielson</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Bradford Edwards</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>David Edwards</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Tammey Elliott</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Roger Gabbard</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Frank Gardner III</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>David Gaston</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>John Hager</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>

12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Justin Haley</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Curtis Henline</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Franklin Hensley</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Larry Hood</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Michael Johnston</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Gerri Kopko</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Carrie Magnone</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Kevin Marsh</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Roman McEndree</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Steven Meade</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Thomas Miller</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Jeremiah Stein</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Nicole Vally</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>500</u>	<u>common</u>	<u>\$0.23</u>	<u>yes</u>	<u>Jeremy Wilson</u>	<u>Employee equity compensation</u>	<u>restricted</u>	<u>Rule 701</u>
12/31/21	<u>New</u>	<u>100,000</u>	<u>common</u>	<u>\$0.25</u>	<u>Yes</u>	<u>James G. Looft</u>	<u>For cash</u>	<u>restricted</u>	<u>Rule 144</u>
12/31/21	<u>New</u>	<u>100,000</u>	<u>common</u>	<u>\$0.25</u>	<u>Yes</u>	<u>John &amp; Deborah Marino</u>	<u>For cash</u>	<u>restricted</u>	<u>Rule 144</u>
12/31/21	<u>New</u>	<u>100,000</u>	<u>common</u>	<u>\$0.25</u>	<u>Yes</u>	<u>John &amp; Melanie Pearson</u>	<u>For cash</u>	<u>restricted</u>	<u>Rule 144</u>
12/31/21	<u>New</u>	<u>100,000</u>	<u>common</u>	<u>\$0.25</u>	<u>Yes</u>	<u>John Wolosinczuk</u>	<u>For cash</u>	<u>restricted</u>	<u>Rule 144</u>

12/31/21	<u>New</u>	<u>100,000</u>	<u>common</u>	<u>\$0.25</u>	<u>Yes</u>	<u>Lindsey Hedges</u>	<u>For cash</u>	<u>restricted</u>	<u>Rule 144</u>
12/31/21	<u>New</u>	<u>50,000</u>	<u>common</u>	<u>\$0.25</u>	<u>Yes</u>	<u>Peter Higgenson</u>	<u>For cash</u>	<u>restricted</u>	<u>Rule 144</u>
12/31/21	<u>New</u>	<u>100,000</u>	<u>common</u>	<u>\$0.25</u>	<u>Yes</u>	<u>Ross Sayer</u>	<u>For cash</u>	<u>restricted</u>	<u>Rule 144</u>
12/31/21	<u>New</u>	<u>200,000</u>	<u>common</u>	<u>\$0.25</u>	<u>Yes</u>	<u>Warren Capps</u>	<u>For cash</u>	<u>restricted</u>	<u>Rule 144</u>
10/27/21	<u>New</u>	<u>250,000</u>	<u>common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Willard Hanson</u>	<u>For cash</u>	<u>restricted</u>	<u>Rule 144</u>
10/27/21	<u>New</u>	<u>1,150,000</u>	<u>common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Martin Phillips</u>	<u>Shares issued with promissory note</u>	<u>restricted</u>	<u>Rule 144</u>
10/27/21	<u>New</u>	<u>50,000</u>	<u>common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Yvonne Brinkman</u>	<u>Shares issued with promissory note</u>	<u>restricted</u>	<u>Rule 144</u>
10/27/21	<u>New</u>	<u>300,000</u>	<u>common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>George Bach</u>	<u>Shares issued with promissory note</u>	<u>restricted</u>	<u>Rule 144</u>
10/27/21	<u>New</u>	<u>150,000</u>	<u>common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Greg Gantzer</u>	<u>Shares issued with promissory note</u>	<u>restricted</u>	<u>Rule 144</u>
10/27/21	<u>New</u>	<u>200,000</u>	<u>common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>John Billie</u>	<u>Shares issued with promissory note</u>	<u>restricted</u>	<u>Rule 144</u>
10/27/21	<u>New</u>	<u>100,000</u>	<u>common</u>	<u>\$0.22</u>	<u>Yes</u>	<u>Joe Di Bartolomeo</u>	<u>Employment Agreement</u>	<u>restricted</u>	<u>Rule 144</u>
<u>7/9/21</u>	<u>New</u>	<u>500,000</u>	<u>common</u>	<u>\$0.40</u>	<u>Yes</u>	<u>Garth Schulz</u>	<u>Settlement agreement</u>	<u>restricted</u>	<u>Rule 144</u>
<u>7/9/21</u>	<u>New</u>	<u>100,000</u>	<u>common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Josh Willis</u>	<u>Settlement agreement</u>	<u>restricted</u>	<u>Rule 144</u>
<u>7/9/21</u>	<u>New</u>	<u>319,205</u>	<u>common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Claes Malmstrom</u>	<u>Debt conversion</u>	<u>restricted</u>	<u>Rule 144</u>
<u>7/9/21</u>	<u>New</u>	<u>319,205</u>	<u>common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Marianne Malmstrom</u>	<u>Debt conversion</u>	<u>restricted</u>	<u>Rule 144</u>
<u>7/9/21</u>	<u>New</u>	<u>31,825</u>	<u>common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>James Cole</u>	<u>Debt conversion</u>	<u>restricted</u>	<u>Rule 144</u>
<u>3/5/21</u>	<u>New</u>	<u>700,000</u>	<u>common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Scott Crawford and Julianne Crawford JTWROS</u>	<u>Debt conversion</u>	<u>restricted</u>	<u>Rule 144</u>
<u>3/5/21</u>	<u>New</u>	<u>1,415,036</u>	<u>common</u>	<u>\$0.05</u>	<u>Yes</u>	<u>Nicholas Primpas</u>	<u>Debt conversion</u>	<u>restricted</u>	<u>Rule 144</u>

<u>3/5/21</u>	<u>New</u>	<u>50,000</u>	<u>common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Claes Malmstrom and Marianne Malmstrom JTWROS</u>	<u>Per loan agreement</u>	<u>restricted</u>	<u>Rule 144</u>
<u>3/5/21</u>	<u>New</u>	<u>1,000,000</u>	<u>common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Gregory R. Gantzer</u>	<u>For cash</u>	<u>restricted</u>	<u>Rule 144</u>
<u>3/5/21</u>	<u>New</u>	<u>1,000,000</u>	<u>common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>John Billie</u>	<u>For cash</u>	<u>restricted</u>	<u>Rule 144</u>
<u>3/5/21</u>	<u>New</u>	<u>2,700,000</u>	<u>common</u>	<u>\$0.25</u>	<u>Yes</u>	<u>Frankovitch Enterprises, Inc control person Eric Frankovitch</u>	<u>Debt conversion</u>	<u>restricted</u>	<u>Rule 144</u>
<u>3/5/21</u>	<u>New</u>	<u>1,800,000</u>	<u>common</u>	<u>\$0.25</u>	<u>Yes</u>	<u>Carl N. Frankovitch</u>	<u>Per loan agreement</u>	<u>restricted</u>	<u>Rule 144</u>
<u>3/5/21</u>	<u>New</u>	<u>1,800,000</u>	<u>common</u>	<u>\$0.25</u>	<u>Yes</u>	<u>Michael G. Simon</u>	<u>Per loan agreement</u>	<u>restricted</u>	<u>Rule 144</u>
<u>3/5/21</u>	<u>New</u>	<u>900,000</u>	<u>common</u>	<u>\$0.25</u>	<u>Yes</u>	<u>James Pastore</u>	<u>Per loan agreement</u>	<u>restricted</u>	<u>Rule 144</u>
<u>3/5/21</u>	<u>New</u>	<u>2,800,000</u>	<u>common</u>	<u>\$0.25</u>	<u>Yes</u>	<u>George Bach</u>	<u>Per loan agreement</u>	<u>restricted</u>	<u>Rule 144</u>
<u>3/5/21</u>	<u>New</u>	<u>20,000</u>	<u>common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>James Cole</u>	<u>For cash</u>	<u>restricted</u>	<u>Rule 144</u>
<u>3/5/21</u>	<u>New</u>	<u>300,000</u>	<u>common</u>	<u>\$0.10</u>	<u>yes</u>	<u>Martin Phillips</u>	<u>Per loan agreement</u>	<u>restricted</u>	<u>Rule 144</u>
<u>3/5/21</u>	<u>New</u>	<u>5,000,000</u>	<u>common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Haveland Trading Corp control person Robert Lancellotti</u>	<u>Per loan and services</u>	<u>restricted</u>	<u>Rule 144</u>
<u>3/5/21</u>	<u>New</u>	<u>5,000,000</u>	<u>common</u>	<u>\$0.10</u>	<u>yes</u>	<u>Edward and Judith Oppel</u>	<u>Per loan agreement and service</u>	<u>restricted</u>	<u>Rule 144</u>
<u>3/5/21</u>	<u>New</u>	<u>2,500,000</u>	<u>common</u>	<u>\$0.10</u>	<u>yes</u>	<u>Lawrence Chimerine</u>	<u>Per loan agreement and service</u>	<u>restricted</u>	<u>Rule 144</u>
<u>3/5/21</u>	<u>New</u>	<u>5,000,000</u>	<u>common</u>	<u>\$0.10</u>	<u>yes</u>	<u>IVC Management , LLC. control</u>	<u>Services rendered</u>	<u>restricted</u>	<u>Rule 144</u>



						<u>person Al Winslow</u>			
<u>3/5/21</u>	<u>New</u>	<u>250,000</u>	<u>common</u>	<u>\$0.10</u>	<u>yes</u>	<u>Joyce Pearlman</u>	<u>Services rendered</u>	<u>restricted</u>	<u>Rule 144</u>
<u>7/5/21</u>	<u>New</u>	<u>250,000</u>	<u>common</u>	<u>\$0.10</u>	<u>yes</u>	<u>Congregation Darkei Tshivo of Dinov Inc control person Issac Rabinowicz</u>	<u>For cash</u>	<u>restricted</u>	<u>Rule 144</u>
Shares Outstanding on Date of This Report:  <u>Ending Balance:</u>  Date <u>9/30/2023</u>  Common: 317,654,085  Preferred: 4,600,000									

### Equity Incentive Plan

The Company's 2021 Equity Incentive Plan ("Equity Incentive Plan") was approved by the Company's Board of Directors and stockholders during the year ended December 31, 2021. This plan was also approved for calendar year 2022. The Equity Incentive Plan permits the granting of stock options with an exercise price equal to or greater than fair value of the Company's common stock on the date of grant, and other awards including stock appreciation rights, restricted stock awards and other stock-based or performance-based awards. The maximum number of common shares that may be delivered as a result of the exercise of incentive stock options is 20,000,000 and no such awards may be granted after the tenth anniversary of the adoption of the Equity Incentive Plan

December 4, 2020, Carl S. Ewusiak, Follansbee, West Virginia, was issued 23,000,000 restricted shares of Empire Diversified energy, Inc. (ticker symbol: MPIR) Mr. Ewusiak is currently an officer and director of Empire Diversified Energy, Inc.

December 22, 2022, Carl S. Ewusiak, President was awarded by the Board of Directors, 5,000,000 warrants exercisable at \$0.25 per share for a period of 3 years.

December 22, 2022, Frank Rosso, CEO, was awarded by the Board of Directors, 5,000,000 warrants exercisable at \$0.25 per share for a period of 3 years.

## Series A Convertible Preferred Stock

During the year ended December 31, 2021, the Company issued a Private Placement Memorandum (PPM) for the offering of up to 60,000,000 shares of Series A Convertible Preferred Stock at a purchase price of \$0.25 per share and with an offering period from November 2021 through February 2022. Dividends on the shares are in preference to any dividends on common stock at a rate of 10% per annum (5% in cash and 5% in common stock), compounded and paid quarterly when and if declared by the Company's Board of Directors. Each share is initially convertible, at the holder's option, on a one-for-one basis into the Company's common stock. The shares are convertible at the Company's option upon meeting specified market conditions. The shares are also redeemable at the option of the Company at 120% of the original purchase price between years one and two, at 110% of the original purchase price between years two and three, or at 100% of the original purchase price after the third year. In all cases of redemption, accrued and unpaid dividends must also be paid.

Richard Friedman	12/16/2021	400,000
Stonex financial inc	12/16/2021	200,000 Control Person: Hans Bos
William Barr	12/17/2021	400,000
Stonex financial inc	12/17/2021	200,000 Control Person: Erica Kent
Stonex financial inc	12/20/2021	200,000 Control Person: Adam Kent
Stonex financial inc	12/28/2021	1,000,000 Control Person: Marcia Kent
Robert M. Hovanec	12/28/2021	400,000
Adam Kent Ira	12/28/2021	200,000
AEGA	12/29/2021	400,000 Control Person: Andres Garcia

### Series A Convertible Preferred Shares Issued in Q1 2022

Stonex Financial, Inc.	1/27/2022	400,000 Control Person: Burt Stangarone
George Liss	1/28/2022	400,000
Stonex Financial, Inc.	2/4/2022	400,000 Control Person: Diana Fernandez

### C. 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: x      Yes: ☐ (If yes, you must complete the table below)

[illegible]

**D. Debt Securities, Including Promissory and Convertible Notes**

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒ No convertible notes currently outstanding.

#### **4) Issuer's Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

##### **Company Description**

Empire Diversified Energy, Inc. ("Empire" or the "Company") was incorporated in the state of Delaware in 1986 as Panther Mountain Water Park. In December 2014, the Company changed its name to Empire Diversified Energy, Inc. Empire Diversified Energy Inc. is a diversified energy and logistics company.

The operational headquarters of the Company are located in Follansbee, WV.

The Company also maintains executive offices in Fort Lauderdale, Florida.

Our Strategic Business Plan articulates the mission, goals, objectives, strategic and marketing direction for 2021-2024. This plan represents a three - year roadmap toward a successful, mature organization that actively addresses organizational development, and enhanced efficiencies.

##### **Empire Diversified Energy, Inc Overview**

Empire Diversified Energy, Inc. ("The Company", "EDE" or "Empire") is a multi-faceted energy and logistics company, geographically situated in the heart of the energy and raw material nexus of WV/PA/OH/KY, with barge, rail and trucking capabilities on its properties on the Ohio River. EDE can provide a vast array of energy services and sources to energy buyers and sellers. Empire has continued the implementation of the vertically integrated plan to expand its operations by developing and investing in its existing relationships and business partnerships. Empire's stock trades on the Over-the- Counter Market (OTC) under the stock ticker symbol MPIR.

EDE is currently in the development stage and continues to execute its vision to use its rail and dock assets at the Port of West Virginia as the cornerstone for the buildout of a world-class Riverfront Industrial Park that houses environmentally sustainable businesses which are supported by Company-owned multi-model logistics services. To date, EDE has purchased property and terminal assets on the Ohio River to support the Company's growth plan. EDE's business model is geared to the deployment of commercially proven, green technologies to recycle and recover the resources in waste byproducts generated by the largest and most difficult-to-decarbonize sectors of the global energy system: the transportation fuel and industrial fuels sector (renewable hydrogen production via anaerobic digestion), waste management / environmental services (renewable gas production through the recycling of waste plastics), and the steel industry (the manufacture of pig iron by recovering the iron in steel waste). Each of these businesses are a subsidiary in EDE's portfolio and, once constructed, will enjoy synergistic benefits that reduce operating costs and expand profit margins.

The EDE portfolio is diversified in products and services, which are allocated into seven (7) business segments: Empire Go-Green, LLC, Empire Green Generation, LLC, Jefferson Metals Recovery, LLC, Empire Trimodal, LLC, and Empire South Terminal, LLC. Each of the businesses are co-located on EDE owned property and within the eco-industrial park under development thus enjoy advantaged access to rail and dock infrastructure at the Port of West Virginia and a positive business climate for industrial businesses. EDE's strategy is to bring together symbiotic businesses in the renewable and waste-to-energy sectors alongside the ESG megatrends shaping the economy and government initiatives geared to move towards a sustainable future.



## EDE Business Segments

<u>EDE Subsidiary</u>	<u>Formed</u>	<u>Status</u>	<u>Ownership</u>	<u>Description</u>
Empire Go-Green Recycling, LLC	2020	Financed/Operating	100%	Field Services
Empire Minerals of Ohio, LLC	2017	Financed	100%	Mineral Property Rights
Empire Trimodal Terminal, LLC	2020	Financed/Operating	100%	Marine/Rail Terminal
Empire South Terminal of WV, LLC	2022	Development	100%	Petroleum Terminal
Empire Green Generation, LLC	2022	Development	100%	Plastics Recycling
Empire Green Generation, LLC	2022	Development	100%	Hydrogen Prod. / Storage

EDE has two more subsidiaries which are being wound down. Petro Empire Liquids and Storage, LLC became a wholly owned subsidiary of Empire South Terminal of WV, LLC in 2022. As a result, operations of Petro Empire are transitioning to Empire South Terminal. Empire Ironworks, LLC is a wholly owned subsidiary of EDE. It was originally used to develop the pig iron plant which has since been transitioned to the Jefferson Metals Recovery, LLC relationship.

At year-end 2022, EDE and its subsidiaries have accumulated approximately \$96 mm in debt, mostly through short term loans. The short-term loans were necessary to advance the engineering, environmental permitting, and financing, including business development activities, to qualify for the tax-exempt funding needed to complete the construction and commissioning activities. EDE plans to refinance a portion of this debt through the issuance of tax-exempt bonds. The balance of the debt, approximately \$55 mm, will be repaid with the sale of property to JMR and Fortescue.

### Empire Go-Green, LLC

#### Field Services / Feedstock Collection and Preprocessing

In December 2020, Empire Go-Green Recycling, LLC (“Go Green”, “Empire Go-Green”), a wholly owned subsidiary of Empire purchased the business assets and certain liabilities of Go Green American Recycling LLC in exchange for 23,000,000 shares of Empire stock. The acquired business is engaged in the business of manufacturing, storing, handling, or recycling petrochemicals, fuels, or metals. To date, Empire Go-Green has been supported by short term loans that funded the purchase of land and established a recycling facility for steel byproducts, such as steel slag.

Empire Go-Green provides industrial waste services for the steel industry. The Company specializes in the collection and upgrade of steel byproducts from the production of steel, such as steel slag, for re-use in steel manufacturing. Since the Company's inception in 2020, Go-Green has constructed a beneficiation facility that removes the non-ferrous material from steel byproducts disposed by steel mills. Through a series of screeners and mechanical processing steps, Go-Green's operations are designed to concentrate and recover the iron contained in the byproducts for re-use as feedstock in steel manufacture.

Concurrent with the buildout of the eco-industrial park, the business model for Empire Go-Green will eventually pivot to include a field services and engineering support system for each of the EDE business segments.

## **Empire Trimodal Terminal, LLC**

### **Marine and Rail Terminal**

Empire Trimodal Terminal, LLC ("ETT", "Trimodal Terminal") is a wholly owned subsidiary of Empire Diversified Energy, LLC. In December 2020, ETT purchased property including land improvements and appurtenances, and personal property including government permits and approvals, tangible personal property and contractual rights collectively referred to as property from Trimodal Terminal, LP. for \$19,000,000. ETT was issued \$26 mm in tax-exempt municipal bonds through the West Virginia Economic Development Authority (WVEDA) to acquire additional property and renovate the rail and dock infrastructure at the Port of West Virginia ("the Port") in Follansbee, WV. The bonds provided the capital needed to complete the renovation project. In February 2023, ETT was awarded \$4 mm in grant funding to further improve the logistics infrastructure and reposition the rail to Company owned property.

Located at the Port of West Virginia, Empire Trimodal Terminal oversees the rail and dock operations. The Company has recently completed a renovation of the terminal assets and plans to move the rail line onto property owned by the Company. The recently revitalized Trimodal Terminal assets are projected to drive increased EBITDA generation through its terminal services. This growth is expected to be compounded by the buildout of the eco-industrial park and the demand for logistics services.

## **Empire South Terminal of West Virginia, LLC**

### **Marine Terminal**

Empire South Terminal of West Virginia, LLC (“South Terminal”) is a wholly owned subsidiary of Empire Diversified Energy, Inc. To date, approximately \$15 mm has been invested in South Terminal to acquire property, assets, and conduct the relevant engineering and environmental permitting work needed to expand The Port of West Virginia in Follansbee, Brooke County. The expansion will include the redevelopment of the existing tank farm at the former Koppers facility as well the redevelopment of the former Follansbee Steel site. These two project locations represent the current north and south boundaries of Empire’s Riverfront Industrial Complex.

- The Port of West Virginia’s location is ideally situated for the transport and temporary storage of petrochemicals. The tank farm will include existing tanks with individual capacities of up to one million gallons that will be updated to store petrochemicals. The co-location of the tank farm along the Ohio River with access to rail and highway strengthens the storage and distribution model in support of the petrochemical market in the Ohio River Valley region (West Virginia, Pennsylvania, and Ohio).
- The tank-farm property includes a Floating Barge Dock designed for the loading of petroleum fluids to and from on-site tanks. This high-value asset lends itself extremely well to the planned transfer of petrochemicals onto and off barges as the tank farm is renovated and expanded. This dock is currently in “caretaker” status with the U.S. Army Corps of Engineers. This status means that the dock facility has a valid permit but is non-operational pending commercial activity and the requisite inspections. Additionally, a Site Security Plan will be developed for review and approval by the U.S. Coast Guard after engineering and construction are advanced.
- Empire plans to design and construct two new warehouses for the storage of dry/bulk goods that can be received inbound, stored, and shipped outbound. This portion of The Port will provide flexible accommodations for cargo and manufactured goods such as steel slabs, steel coils, aluminum ingots, agricultural products, and other dry goods.

Future plans of the Company include construction of additional warehouses, including refrigerated warehouses, to accommodate customers of The Port of West Virginia.



## **Empire Green Generation, LLC**

### **Plastics and Medical Waste Recycling**

Empire Green Generation, LLC is a wholly owned subsidiary of Empire Diversified, Energy, LLC. To date, the Company has obtained a bridge loan to fund the purchase and installation of an existing suite of recycling equipment, site work, and the purchase of a prefabricated building to house the equipment. The plant is designed to recycle 70 tons of plastic and medical waste per day through a pyrolysis process that employs high heat in the absence of oxygen, an environmentally friendly process that is virtually emission free. The revenues for the project will be in the form of tipping fees and the sale of electricity, chemicals, and byproducts generated by the recycling operations. The Green Generation recycling operations will use commercially proven equipment. The operating experience of the technology suppliers allowed the construction of a reliable financial model and progression of the project financing.

- Plastic offers extraordinary properties, and its use dominates the modern life. However, these benefits carry challenges with mismanaged plastic waste that turns into important plastic pollution. With plastic production steadily rising and predicted to double within the next 20 years, action to stop plastic pollution is needed now more than ever.
- The growth in demand for plastic products and packaging, and rising environment concerns, are the main drivers for plastic recycling and the development of waste-to-energy projects. This will translate into strong growth for the industry, with estimates of compound annual growth rates (CAGRs) between 10% and 13% between 2021 to 2030. The market in 2023 is valued at \$38 billion, with some analysts predicting a larger market with a value upwards \$65 billion by 2028.
- Expected growth is likely to positively impact all major end-uses and plastic resin-types. The market can be segmented into three major end-users: packaging accounting for 69% of the market, construction accounting for 14%, and automotive accounting for 8%. The global recycled plastic market is dominated by four major plastic resin types, namely PET (polyethylene terephthalate), accounting for 55% of the market, HDPE (high density polyethylene) accounting for 33%, and PP (polypropylene) and LDPE (low density polyethylene) both accounting for 4%.
- In the US, the plastic recycling industry is generally characterized by a low concentration of players in each region, many of these being local, rather than multinational. There is also a trend towards companies that exhibit multiple capabilities across the supply chain or across materials. Investment in start-up companies is dominated by Waste Connections, Inc., who has received more than \$1.3 billion in investment, is a

vertically integrated company with 29% of the market share in the waste collection market. This indicates there are opportunities throughout the supply chain to create value in plastic recycling.

- Record inflation has caused an upward trend in pricing for waste companies leading many to increase prices for contracts linked to the CPI index which is at a 4-year high.
- ESG (Environment, Social and Governance) is becoming a main focus for the waste industry with many public waste companies announcing investment with an emphasis on recycling and renewable energy.

## **Empire Green Generation, LLC**

### **Anaerobic Digestion and Hydrogen Production**

Green Generation is also focused on the production of clean, low-carbon and carbon-negative hydrogen from biogas generated by organic waste sources including, but not limited to, landfills, wastewater treatment plants, dairy farms, and food waste. Biogas is produced naturally from these sources when organic matter is broken down through anaerobic digestion and is a mixture of approximately 60% methane, 40% carbon dioxide plus traces of other contaminant gases. The hydrogen produced is suitable for either injection into the natural gas grid or for direct use as fuel.

Green Generation partnered with Heartland Water, LLC to develop, build, own, and operate an anaerobic digester and biogas conversion facility to manufacture renewable hydrogen. Heartland Water, LLC will contribute approximately \$19.5 mm to the joint venture for the construction of the anaerobic digestion and biogas upgrading system. Empire Green Generation, LLC will hold a majority share of the business. Heartland Water will identify prospective feedstock suppliers and customers through its established industry connections as well as exclusively supply to the joint venture the anaerobic digestion and biogas upgrading equipment at normal margins. Additionally, Heartland will provide long-term operation and maintenance of the equipment under contract. The equity contribution by Heartland will be paid back through a revenue share agreement, which is currently under negotiation.

Green Generation's waste-to-energy project is ESG-centric and caters to a growing market. The anaerobic digestion and biogas upgrading market is estimated to grow, driven by increasing demand for Hydrogen caused primarily by a universal desire to combat climate change by reducing greenhouse gas emissions supported by government regulations and incentives for use of Hydrogen as a transportation fuel and to supplement fossil natural gas in the pipeline distribution network. Through its partnership with Heartland Water, a national

leader in anaerobic digestion and biogas upgrading business, Green Generation expects to benefit from this trend.

**For a complete listing of the Company's press releases for 2020, 2021, 2022 and year to date 2023, please see the news tab on [OTCmarkets.com](https://otcmarts.com), ticker symbol MPIR.**

More information can be found on the company website: ([www.empirediversifiedenergy.com](http://www.empirediversifiedenergy.com)) along with all the information in this report along with the audited financials posted to OTC Markets

The nature and extent of the issuer's facilities are as follows:

The Company entered into a 5-year lease agreement in June 2021 with Follansbee Investments, LLC ("Follansbee") for office space in Follansbee, West Virginia. The space is approximately 22,000 square feet at a monthly rate of \$10,900. The office space serves as the Complex's operational headquarters. Follansbee is owned by Carl Ewusiak, who is the President of the Company.

B. Please list any subsidiaries, parents, or affiliated companies.

Empire Minerals, Inc

401 East Las Olas Blvd

Suite 1400

Fort Lauderdale, FL, 33301

Phone: 954-332-2423

Empire Minerals of Ohio Corporation

44995 Dickerson Church Road. P.O. Box 305

Cadiz, OH, 43907

Phone: 843-276-6208

Fax: 954-301-0106

Email: [mkelly@empirede.com](mailto:mkelly@empirede.com)

Empire Trimodal Terminal, LLC.

(DBA The Port of West Virginia)

401 East Las Olas Blvd

Suite 1400

Fort Lauderdale, FL, 33301

Phone: 954-332-2423

Email: [mkelly@empirede.com](mailto:mkelly@empirede.com)

Empire Go-Green Recycling, LLC.

401 East Las Olas Blvd

Suite 1400

Fort Lauderdale, FL, 33301

Phone: 954-332-2423

Email: [mkelly@empirede.com](mailto:mkelly@empirede.com)

Petro Empire Liquids and Storage, LLC

401 East Las Olas Blvd

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Fort Lauderdale, FL, 33301

Phone: 954-332-2423

Email: [mkelly@empirede.com](mailto:mkelly@empirede.com)

Empire Green Generation, LLC

401 East Las Olas Blvd

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Phone: 954-332-2423

Email: [mkelly@empirede.com](mailto:mkelly@empirede.com)

Empire South Terminal of West Virginia, LLC

401 East Las Olas Blvd

Suite 1400

Fort Lauderdale, FL, 33301

Phone: 954-332-2423

Email: [mkelly@empirede.com](mailto:mkelly@empirede.com)

Empire Iron Works, LLC

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Phone: 954-332-2423

Email: [mkelly@empirede.com](mailto:mkelly@empirede.com)

Empire Infrastructure, LLC

401 East Las Olas Blvd

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Fort Lauderdale, FL, 33301

Phone: 954-332-2423

Email: [mkelly@empirede.com](mailto:mkelly@empirede.com)

C. Describe the issuers' principal products or services.

Current Project:

The Company completed the asset acquisitions on December 16, 2020 of Trimodal Terminal, LLC and Go Green American Recycling, LLC as mentioned above, and more detailed information can be found at [www.Empirediversifiedenergy.com](http://www.Empirediversifiedenergy.com)

POST ACQUISITION

Empire Diversified Energy, Inc. and its wholly owned subsidiaries Empire Go-Green Recycling, LLC., Empire Trimodal Terminal, LLC. doing business as The Port of West Virginia, Petro Empire Liquids and Storage, LLC. will provide:

Barge Loading Facility

Real Estate and Development Properties

Water Truck Loading Facility

Storage and Transportation Facilities

The site currently has rail and barge infrastructure for material transfer to or from trucks.

Empire Trimodal's tenants at this site can arrange for use of Trimodal's barge facility, rail spurs, and truck scale. All businesses at Trimodal Terminal have access on a fee-per-use basis to our barge facility, rail lines, and truck scale. Crane services can be arranged through a third party that is located on the site.

Please see ([www.empirediversifiedenergy.com](http://www.empirediversifiedenergy.com)) along with all the information in this report along with the audited financials posted to OTC Markets

## **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.

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

The Company entered into a 5-year lease agreement in June 2021 with Follansbee Investments, LLC ("Follansbee") for office space in Follansbee, West Virginia. The space is approximately 22,000 square feet at a monthly rate of \$10,900. The office space serves as the Complex's operational headquarters. Follansbee is owned by Carl Ewusiak, who is the President of the Company.

In addition, these items are described above— corporate information, overview, mission statement along with the Empire website and business plans.

## **6) Officers, Directors, and Control Persons**

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.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, 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.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. 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
<u>Frank Rosso</u>	<u>CEO/Director</u>	<u>Pompano Beach, FL</u>	<u>15,506,290</u>	<u>common</u>	<u>5.0%</u>	<u>Beneficial owner of Empire Global Coal, Inc</u>
<u>William Tuorto</u>	<u>Executive Chairman/Director</u>	<u>Ehrhardt, SC</u>	<u>24,085,500</u>	<u>common</u>	<u>7.6%</u>	<u>Beneficial Owner Blaze Logistics, LLC</u>

C. Scott Ewusiak	<u>President/Director</u>	Follansbee, WV	<u>23,100,000</u>	<u>common</u>	<u>7.3%</u>	
Al Salazar	<u>Director</u>	<u>Beaumont, TX</u>	0			_____
Bernard Brown	<u>Chief Operating Officer</u>	<u>Fair Oaks, CA</u>	100,000	common	0.03%	
Kimberly Hawley	Chief Financial Officer	El Dorado Hills, CA	120,000	common	0.03%	_____

Stein Levorsen	5% Owner	Oslo, Norway	27,823,250	common	8.8%	
Robert Lancellotti	5% Owner	Congers, NY	23,573,100	common	7.5%	Beneficial owner of Haveland Trading Corp.

## 7) Legal/Disciplinary History

A. Please 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; 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 Providers**

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name: Flora Perez  
Firm: Greenberg Traurig, LLC  
Address 1: 401 East Las Olas Blvd, 20<sup>th</sup> Floor  
Address 2: Fort Lauderdale, FL, 33301  
Phone: 954-765-0500  
Email: gtlaw.com

### Accountant or Auditor (as of completion of 2022 audit)

Name: Dennis L. Stuchell  
Firm: Urish Popeck and Co  
Address 1: Three Gateway Center, Suite 2400  
Address 2: Pittsburgh, PA, 15222  
Phone: 412-391-1994  
Email: Urishpopeck.com

### Investor Relations

Name: none

Firm: \_\_\_\_\_

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

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, broker-dealer(s), advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: None

Firm:

Nature of Services:

Address 1:

Address 2:

Phone:

Email:

#### **9) Financial Statements**

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

☒ U.S. GAAP

☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>3</sup>:

Name: Kimberly Hawley  
Title: Chief Financial Officer  
Relationship to Issuer: CFO

Auditor: Urish Popeck & Co.  
Three Gateway Center, Suite 2400  
401 Liberty Ave., Pittsburgh, PA., 15222  
Dennis L. Stuchell 412-391-1994

Provide the financial statements described below 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.

- C. Balance Sheet;
- D. Statement of Income;
- E. Statement of Cash Flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

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<sup>3</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.

# **EMPIRE DIVERSIFIED ENERGY, INC.**

## **Consolidated Financial Statements**

**(Unaudited)**

**For the nine months ended September 30, 2023**

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## Consolidated Balance Sheets

	September 30, 2023	December 31, 2022
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 287,875	\$ 2,418,694
Restricted cash	13,644,849	12,884,355
Accounts receivable, net of allowance for doubtful accounts of \$5,711 and \$0 at September 30, 2023 and December 31, 2022, respectively	183,320	307,984
Inventory	854,561	882,532
Prepaid expenses	326,021	385,994
<b>Total Current Assets</b>	<u>15,296,626</u>	<u>16,879,559</u>
<b>Property, plant and equipment, net</b>	63,880,383	61,986,998
Deposits	144,765	155,767
Operating lease right-of-use assets	643,826	886,748
Intangible assets, net	532,166	555,416
Other assets	474,914	358,482
<b>Total other assets</b>	<u>1,795,671</u>	<u>1,956,413</u>
<b>Total assets</b>	<u>\$ 80,972,680</u>	<u>\$ 80,822,970</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 1,775,812	\$ 2,188,754
Accrued liabilities	563,260	627,356
Accrued payroll	1,331,000	778,227
Interest payable	5,598,247	4,558,553
Related party payable	7,558,109	7,558,109
Notes payable, current	39,697,529	66,353,561
Customer deposits	34,071	40,321
Operating lease liability, current	285,241	325,916
Warrants	1,991,250	1,026,000
Other current liabilities, current	55,365	32,234
<b>Total current liabilities</b>	<u>58,889,884</u>	<u>83,489,031</u>
<b>Long term liabilities</b>		
Warrants	1,651,000	916,250
Operating lease liability, net of current portion	368,832	575,088
Notes payable, net of current portion	61,336,550	19,607,358
<b>Total long term liabilities</b>	<u>63,356,382</u>	<u>21,098,696</u>
<b>Total liabilities</b>	<u>122,246,266</u>	<u>104,587,727</u>
<b>Stockholders' equity (deficit)</b>		
Common stock, \$0.00001 par value, 1,000,000,000 authorized; 318,704,285 and 304,295,151 issued and outstanding at September 30, 2023 and December 31, 2022, respectively	3,189	3,045
Preferred Stock, \$0.00001 par value, 500,000,000 authorized of which 65,000,000 is authorized for Series A Convertible Preferred Stock; 4,600,000 and 4,600,000 issued and outstanding at September 30, 2023 and December 31, 2022, respectively	46	46
Additional paid in capital	37,367,228	33,994,726
Treasury stock, at cost, 2,000,000 shares	(200,000)	(200,000)
Accumulated deficit	(78,444,049)	(57,562,574)
<b>Total stockholders' equity (deficit)</b>	<u>(41,273,586)</u>	<u>(23,764,757)</u>
<b>Total liabilities and stockholders' equity (deficit)</b>	<u>\$ 80,972,680</u>	<u>\$ 80,822,970</u>

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

## Consolidated Statements of Operations

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
<b>Revenue</b>	\$ 766,142	\$ 818,818	\$ 1,697,280	\$ 6,137,820
<b>Cost of goods sold</b>	221,917	579,369	655,584	1,289,697
<b>Gross profit</b>	<u>918,484</u>	<u>239,449</u>	<u>1,041,696</u>	<u>4,848,123</u>
<b>Operating expenses</b>				
Selling, general and administrative	2,783,192	2,204,881	8,794,752	8,323,301
Depreciation and amortization	461,511	690,467	1,384,652	2,017,181
<b>Total operating expenses</b>	<u>3,244,703</u>	<u>2,895,348</u>	<u>10,179,404</u>	<u>10,340,482</u>
<b>Loss from operations</b>	<u>(2,326,219)</u>	<u>(2,655,899)</u>	<u>(9,137,708)</u>	<u>(5,492,359)</u>
<b>Other income (expense)</b>				
Interest expense	(4,173,790)	(4,799,752)	(11,727,652)	(10,566,485)
Gain on extinguishment of debt	-	-	61,000	400,000
Settlement expense	-	-	-	(272,000)
Other income (expense)	7,611	(62,688)	7,947	(60,047)
<b>Total other income (expense)</b>	<u>(4,166,179)</u>	<u>(4,862,440)</u>	<u>(11,658,705)</u>	<u>(10,498,532)</u>
<b>Net loss before income taxes</b>	<u>(6,492,398)</u>	<u>(7,518,339)</u>	<u>(20,796,413)</u>	<u>(15,990,891)</u>
Income tax	-	-	-	-
<b>Net loss</b>	<u>\$ (6,492,398)</u>	<u>\$ (7,518,339)</u>	<u>\$ (20,796,413)</u>	<u>\$ (15,990,891)</u>
<b>Net loss per common share, basic and diluted</b>	<u>\$ (0.02)</u>	<u>\$ (0.03)</u>	<u>\$ (0.07)</u>	<u>\$ (0.06)</u>
<b>Weighted average shares outstanding, basic and diluted</b>	<u>313,702,915</u>	<u>266,984,835</u>	<u>307,919,610</u>	<u>262,101,012</u>

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

**EMPIRE DIVERSIFIED ENERGY, INC.**  
**Consolidated Financial Statements**  
**(Unaudited)**

**Consolidated Statement of Changes in Stockholders' Equity (Deficit)**

	Common Stock		Treasury Stock		Series A Preferred Stock		Additional Paid	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount	in Capital		
Balance, December 31, 2021	258,679,400	\$ 2,588	(2,000,000)	\$ (200,000)	3,400,000	\$ 34	\$ 21,810,118	\$ (31,967,091)	\$ (10,354,351)
Shares issued for equipment	2,000,000	20	-	-	-	-	499,980		500,000
Shares issued for services	1,000,000	10	-	-	-	-	249,990		250,000
Shares issued for cash	16,820,000	168	-	-	-	-	4,033,197		4,033,365
Shares issued with promissory notes	13,875,000	139	-	-	-	-	3,468,611		3,468,750
Shares issued for compensation	359,500	4	-	-	-	-	830,311		830,315
Shares issued in settlement	-	-	-	-	-	-	-	(56,337)	(56,337)
Common stock as dividends for preferred shares	-	-	-	-	-	-	56,337	(56,337)	-
Shares for converting notes payable and accrued interest	11,561,251	116	-	-	-	-	2,890,194		2,890,310
Preferred shares issued for cash	-	-	-	-	1,200,000	12	155,988		156,000
Net loss	-	-	-	-	-	-	-	(25,482,809)	(25,482,809)
Balance, December 31, 2022	304,295,151	\$ 3,045	(2,000,000)	\$ (200,000)	4,600,000	\$ 46	\$ 33,994,726	\$ (57,562,574)	\$ (23,764,757)
Shares issued for cash, net of warrants issued	9,808,932	98	-	-	-	-	1,627,135	-	1,627,233
Stock-based compensation	100,000	1	-	-	-	-	577,881	-	577,882
Shares issued for services	2,000,000	20	-	-	-	-	499,980		500,000
Shares issued with promissory notes	2,500,000	25	-	-	-	-	624,975		625,000
Dividends payable for preferred shares	-	-	-	-	-	-	-	(42,531)	(42,531)
Common stock as dividends for preferred shares	-	-	-	-	-	-	42,531	(42,531)	-
Net loss	-	-	-	-	-	-	-	(20,796,413)	(20,796,413)
Balance, September 30, 2023	318,704,083	\$ 3,189	(2,000,000)	\$ (200,000)	4,600,000	\$ 46	\$ 37,367,228	\$ (78,444,049)	\$ (41,273,586)

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



## Consolidated Statements of Cash Flows

	Nine months ended September 30,	
	2023	2022
<b>Cash flows from operating activities:</b>		
Net loss	\$ (20,796,413)	\$ (15,990,891)
<b>Adjustments to reconcile net loss to net cash used in operating activities:</b>		
Depreciation	1,361,402	1,901,681
Amortization	23,250	115,500
Interest expense from debt issuance costs and debt discount	4,059,802	4,064,980
Bad debt expense	5,711	-
Stock based compensation and stock issued for services	1,077,882	414,725
Gain on extinguishment of debt	(61,000)	(400,000)
<b>Changes in operating assets and liabilities:</b>		
Inventory	27,971	6,447
Prepaid Expenses	59,973	(41,328)
Accounts receivable	118,953	154,323
Deposits and other assets	(105,430)	15,186
Accounts payable	32,273	3,991,391
Accrued liabilities and other current liabilities	459,018	(209,381)
Interest payable	1,039,694	3,394,728
<b>Net cash provided (used) in operating activities</b>	<u>(11,821,914)</u>	<u>(2,582,639)</u>
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment	(3,700,002)	(19,230,028)
<b>Net cash used in investing activities</b>	<u>(3,700,002)</u>	<u>(19,230,028)</u>
<b>Cash flows from financing activities</b>		
Repayments of convertible notes payable	-	(4,000,000)
Proceeds from notes payable	43,750,000	30,570,000
Repayments of notes payable	(29,786,029)	(570,988)
Payment of loan issuance costs	(2,264,614)	(2,805,125)
Proceeds from issuance of common stock	2,452,233	1,485,000
Net proceeds from issuance of preferred stock and warrants	-	300,000
<b>Net cash provided by financing activities</b>	<u>14,151,590</u>	<u>24,978,887</u>
Net change in cash	(2,130,819)	(119,158)
Net change in restricted cash	760,494	3,285,378
Net change in cash and restricted cash	(1,370,326)	3,166,220
Cash at beginning of year	2,418,694	1,140,463
Restricted cash at beginning of year	12,884,355	5,072,124
Cash and restricted cash at beginning of year	15,303,049	6,212,587
Cash at the end of the period	287,875	1,021,305
Restricted cash end of the period	13,644,849	8,357,502
<b>Cash and restricted cash end of period</b>	<u>\$ 13,932,724</u>	<u>\$ 9,378,807</u>
<b>Supplemental disclosure of cash flow information</b>		
Cash paid for interest	<u>\$ 7,253,156</u>	<u>\$ 3,106,777</u>
<b>Supplemental disclosure of non-cash investing and financing activities:</b>		
Equipment and construction in progress included in accounts payable	\$ 445,215	\$ -
Common stock issued for equipment	\$ -	\$ 250,000
Warrants issued with common stock	\$ 475,000	\$ -
Warrants issued for debt and debt extension	\$ 350,000	\$ -
Common stock issued or to be issued for new debt	\$ -	\$ 693,750
Common stock issued for services accrued in the prior year	\$ 500,000	\$ 2,107,500
Common stock issued or to be issued with debt extinguishment or extension	\$ -	\$ 837,470
Common stock issued or to be issued for compensation	\$ 577,882	\$ 500,000
Common stock to be issued as dividends for preferred shares	\$ 42,531	\$ 42,160
Cash dividend on preferred shares declared not paid	\$ 42,531	\$ 42,160

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

## Notes to Consolidated Financial Statements

### NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

Empire Diversified Energy, Inc. (“Empire” or the “Company”) was incorporated in the state of Delaware in 1986 as Panther Mountain Water Park. In December 2014, the Company changed its name to Empire Diversified Energy, Inc. Empire Diversified Energy Inc. is a diversified energy and logistics company.

In 2020, Empire Trimodal Terminal, LLC (“ETT”), a subsidiary of Empire Diversified Energy, Inc, purchased the real property including land improvements and appurtenances, and personal property including government permits and approvals, tangible personal property and contractual rights from Trimodal Terminal, LP.

The site includes a floating barge facility permitted by the U.S. Army Corps of Engineers. The expanded operation will increase the quantity and type of materials that can be handled and stored, which will appeal to a larger number of industrial customers. Additional dock and wharf capacity will allow the Company to expand its material loading and capabilities as well as provide a staging area for up to 108 barges along the property’s 8,000 feet of Ohio River frontage. The site is readily accessed by rail, which is serviced by Norfolk Southern Railway. The facilities currently offer rail spurs available for transloading as well as extensive locations for materials storage, separation, and blending. The modernization and expansion of on-site oil storage infrastructure has begun. Additionally, the site includes a river-water pumping station capable of providing over five million gallons of non-potable water per day to high-volume applications such as gas well drilling & completion and other industrial uses.

In 2020, Empire Go-Green Recycling, LLC, a subsidiary of Empire Diversified Energy, Inc, purchased the business assets and certain liabilities of Go Green America Recycling, LLC (“EGG”). EGG is the operator and service provider at the terminal and provides service work to additional customers.

The operational headquarters of the Company are in Follansbee, WV, geographically located in the heart of the energy and raw material nexus of WV/PA/OH/KY, with barge and rail capabilities on the Ohio River, and a vast array of sources for energy buyers and sellers, with other critical materials available as well. In addition, Empire has developed a wide range of “green energy” products & solutions to industry problems, offering strategic and cost-effective logistics to address (1) LNG and Petrochemical Storage Hubs (2) Petrochemical Loading Facilities (3) Scrap Iron and Mineral Sales, (Slag, HBI, Coal, Water).

The Company also maintains executive offices in Fort Lauderdale, Florida.

### NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION

#### Basis of Presentation and Principals of Consolidation

This summary of accounting policies for Empire Diversified Energy, Inc. is presented to assist in understanding the Company’s consolidated financial statements. The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America (“US GAAP”) which have been consistently applied in the preparation of the consolidated financial statements. The consolidated financial statements represent the results of the Company and its wholly owned subsidiaries: Empire Minerals, Inc., Empire Minerals of Ohio, Inc, DTE Dickerson, LLC (a subsidiary of Empire Minerals of Ohio, Inc.), Empire Diversified Generation, Inc., Empire Trimodal Terminal, LLC, and Empire Go-Green Recycling, LLC. All significant intercompany transactions and balances have been eliminated in consolidation.

#### Use of Estimates

Management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements. Actual results could differ from those estimates. Estimates are used when accounting for inventory, deferred tax assets and related valuation allowances, potential impairment losses of inventory, stock-based compensation and fair value calculations related to warrants, common shares issued and committed to be issued. Estimates and assumptions are reviewed periodically, and the effects of the revisions are reflected in the period the change is determined.

#### Cash

For purposes of the statements 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. The Company has deposits with financial institutions that maintain Federal Deposit Insurance Corporation “FDIC” deposit insurance up to \$250,000 per depositor. The portion of the deposits in excess of this limit represents a credit risk to the Company. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant risk.

#### Restricted Cash

The Company considers cash that is restricted legally or that is held as compensating balances for credit arrangements as restricted cash.

### Customer Concentration

The Company has two major customers that accounted for \$305,623, or approximately 40% of sales for the three months ended September 30, 2023, and \$632,192, or approximately 37%, of sales for the nine months ended September 30, 2023. These customers accounted for \$41,918, or 23% of the Company's accounts receivable as of September 30, 2023. The Company has two major customers that accounted for \$2,791,305, or 42%, and \$787,515, or 12%, respectively, of sales for the year ended December 31, 2022. One of these customers accounted for \$29,566, or 10%, respectively of the Company's accounts receivable as of December 31, 2022.

### Revenue Recognition

The Company follows Accounting Standards Codification ("ASC") 606 for revenue recognition. The Company measures revenue based on a consideration specified in a contract with a customer and excludes any sales incentives and amounts collected on behalf of third parties. The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer.

The Company has three revenue streams, which include service work, rental charges, and sales of materials. Service work is recognized over time, as the performance obligation is met with the customer. Rental charges revenue is recognized over time, as the performance obligation is met with the customer. Sales of materials are recognized when the customer receives the materials.

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
Service	\$ 97,401	\$ 566,174	\$ 414,255	\$ 4,107,909
Rental	78,900	66,950	200,750	517,444
Material	589,841	185,694	1,082,275	1,512,467
Total	<b>\$ 766,142</b>	<b>\$ 818,818</b>	<b>\$1,697,280</b>	<b>\$6,137,820</b>

### Accounts Receivable

Accounts receivable balances are established for amounts owed to the Company from its customers from the sales of services and products. The Company closely monitors the collectability of outstanding accounts receivable and provides an allowance for doubtful accounts based on estimated collections of outstanding amounts.

### Inventories

The Company's inventory consists of steel slag, and limestone and is carried at the lesser of cost or net realizable value. Total inventories were \$854,561 and \$882,532 as of September 30, 2023, and December 31, 2022, respectively.

### Mineral Rights

We have determined that our mining rights meet the definition of mineral rights, as defined by accounting standards, and are tangible assets. As a result, our direct costs to acquire or lease mineral rights are initially capitalized as a mineral property. Mineral rights include costs associated with acquiring mining rights.

For mineral rights in which proven and probable reserves have not yet been established, we assess the carrying values for impairment at the end of each reporting period and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If we establish proven and probable reserves for a mineral property and establish that the mineral property can be economically developed, mineral rights will be amortized over the estimated useful life of the property following the commencement of commercial production or expensed if it is determined that the mineral property has no future economic value or if the property is sold or abandoned.

The net carrying value of our mineral rights represents the cost at the time the mineral rights were acquired. Proven and probable reserves have not been established for mineral rights as of September 30, 2023, and December 31, 2022.

### Property, Plant and Equipment

Property, plant, and equipment are stated at cost less accumulated depreciation and amortization. The Company provides for depreciation and amortization using the straight-line method over the estimated useful lives of the related assets. Maintenance and repair costs are expensed as they are incurred while renewals and improvements which extend the useful life of an asset are capitalized. At the time of retirement or disposal of property and equipment, the cost and related accumulated depreciation and amortization are removed from the accounts and any resulting gain or loss is reflected in the consolidated statements of operations.

The Company has varying types of equipment with a range of useful lives between 3 and 16 years, varying vehicles with a range of useful lives between 5 and 12 years, railroad track with a useful life of 15 years, and various improvements with a life of 15 years.

### Intangible assets

Intangible assets acquired individually or with a group of other assets or in a business combination or developed internally are carried at cost less accumulated amortization and accumulated impairment loss based on their estimated useful lives. Intangible assets are amortized, using the straight-line method, over the estimated useful lives of the intangible assets. Trademarks/names are being amortized over an estimated useful life of 20 years. The intangible asset for customer relationships became fully impaired during the year ended December 31, 2022.

Amortization of intangible assets for the next five years is as follows:

Remaining 2023	7,750
2024	31,000
2025	31,000
2026	31,000
2027	31,000
Thereafter	400,416

### Impairment

If facts and circumstances suggest that the carrying value of a long-lived asset or asset group may not be recoverable, the asset or asset group is reviewed for potential impairment. If this review indicates that the carrying amount of the asset will not be recoverable through projected undiscounted cash flows generated by the asset and its related asset group over its remaining life, then an impairment loss is recognized by reducing the carrying value of the asset to its fair value.

The Company reviews its long-lived assets, comprised of property, plant and equipment and amortized intangible assets (comprised of customer relationships and trademarks/names), for impairment whenever events or circumstances occur that indicate possible impairment. If events or changes in circumstances occur that indicate possible impairment, the impairment review is based on an undiscounted cash flow analysis at the lowest level at which cash flows of the long-lived assets are largely independent of other groups of assets and liabilities. If impairment is indicated, the estimated future cash flows are then discounted to determine the estimated fair value of the asset or asset group and an impairment charge is recorded for the difference between the carrying value and the estimated fair value. During the year ended December 31, 2022, the Company determined that its customer relationship intangible asset was fully impaired and, therefore, recognized an impairment charge of \$2,203,750. The Company recognized no impairment charges for long-lived assets during the three and nine months ended September 30, 2023.

### Fair Value Measurements

The Company measures and reports fair value in accordance with ASC 820, "Fair Value Measurements and Disclosure" defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles and expands disclosures about fair value investments.

Fair value, as defined in ASC 820, is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of an asset should reflect its highest and best use by market participants, principal (or most advantageous) markets, and an in-use or an in-exchange valuation premise. The fair value of a liability should reflect the risk of nonperformance, which includes, among other things, the Company's credit risk.

Valuation techniques are generally classified into three categories: the market approach; the income approach; and the cost approach. The selection and application of one or more of the techniques may require significant judgment and are primarily dependent upon the characteristics of the asset or liability, and the quality and availability of inputs. Valuation techniques used to measure fair value under ASC 820 must maximize the use of observable inputs and minimize the use of unobservable inputs. ASC 820 also provides fair value hierarchy for inputs and resulting measurement as follows:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2: Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities; and

Level 3: Unobservable inputs for the asset or liability that are supported by little or no market activity, and that are significant to the fair values.

Fair value measurements are required to be disclosed by the Level within the fair value hierarchy in which the fair value measurements in their entirety fall.

The warrant liability falls under the Level 2 hierarchy, as the Company determined the fair value using a Black – Scholes model. The Black – Scholes model variables include market prices of stock transactions, similar company stock pricing information, and volatility based on similar companies in the market, which are Level 2.

As disclosed in Note 8, the Company has warrant liabilities presented on the balance sheet at fair value in accordance with ASC 815 and has a recorded balance of \$3,642,250 and \$1,942,250 as of September 30, 2023, and December 31, 2022, respectively.

#### Derivative Financial Instruments

Fair value accounting requires bifurcation of embedded derivative instruments such as conversion features in convertible debt or equity instruments and measurement of their fair value for accounting purposes. In assessing the convertible debt instruments, management determines if the convertible debt host instrument is conventional convertible debt and further if there is a beneficial conversion feature requiring measurement. If the instrument is not considered conventional convertible debt under ASC 470, the Company will continue its evaluation process of these instruments as derivative financial instruments under ASC 815.

Once determined, derivative liabilities are adjusted to reflect fair value at each reporting period end, with any increase or decrease in the fair value being recorded in results of operations as an adjustment to fair value of derivatives.

#### Income Taxes

Income taxes are accounted for under the assets and liability method which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. Use of net operating loss carry forwards for income tax purposes may be limited by Internal Revenue Code section 382 if a change of ownership occurs.

The Company recognizes deferred tax assets to the extent that we believe these assets are more likely than not to be realized. In evaluating our ability to recover our deferred tax assets within the jurisdiction from which they arise, we consider all available positive and negative evidence, including projected future taxable income, scheduled reversals of our deferred tax liabilities, tax planning strategies, and results of recent operations. Our projections of future taxable income are subject to change due to economic, political, and other conditions, and significant judgment is required in determining our ability to use our deferred tax assets.

The Company records uncertain tax positions in accordance with ASC 740 on the basis of a two-step process whereby (1) we determine whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, we recognize the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority. We recognize interest and penalties related to unrecognized tax benefits within the income tax expense line in the accompanying consolidated income statements. Accrued interest and penalties are included within the related tax liability line in our consolidated balance sheets.

#### Net Loss Per Common Share

Net loss per common share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year.

### Stock-Based Compensation

The Company accounts for stock-based compensation to employees and directors in accordance with ASC 718, *Compensation – Stock Compensation*. The Company recognizes compensation cost for all share-based awards granted. For awards with graded vesting, compensation cost is recognized on a straight-line basis over the related vesting period. Forfeitures are recognized as incurred. Stock-based compensation expense totaled \$184,295 and \$26,454 for the three months ended September 30, 2023, and 2022, respectively. Stock-based compensation expense totaled \$577,881 and \$79,707 for the nine months ended September 30, 2023, and 2022, respectively.

Pursuant to ASC 505, the guidelines for recording stock issued for services require the fair value of the shares granted be based on the fair value of the services received or the publicly traded share price of the Company's registered shares on the date the shares were granted (irrespective of the fact that the shares granted were unregistered), whichever is more readily determinable. This position has been further clarified by the issuance of ASC 820. ASC 820 defines fair value as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date". Accordingly, the Company elected the application of these guidelines. The Company has determined that the fair value of all common stock issued for goods or services is more readily determinable based on the last per share price for issuances for cash on the date of grant. Expense recognized for common stock issued for services totaled \$0 and \$0 for the three months ended September 30, 2023, and 2022, respectively. Expense recognized for common stock issued for services totaled \$500,000 and \$0 for the nine months ended September 30, 2023, and 2022, respectively. Expense recognized for common stock warrants issued for services totaled \$250,000 and \$0 for the three months ended September 30, 2023, and 2022, respectively. Expense recognized for common stock warrants issued for services totaled \$250,000 and \$0 for the nine months ended September 30, 2023, and 2022, respectively. See Note 8 for more information on common stock warrants issued for services.

### Related Parties

The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the related parties include (a) affiliates of the registrant; (b) entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825–10–15, to be accounted for by the equity method by the investing entity; (c) trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; (d) principal owners of the Company; (e) management of the Company; (f) other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and (g) Other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests

The financial statements include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of financial statements is not required in those statements. The disclosures shall include: (a) the nature of the relationship(s) involved; (b) description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; (c) the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and (d) amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

### Treasury stock

Treasury stock purchases are accounted for under the cost method whereby the entire cost of the acquired stock is recorded as treasury stock.

### Reclassifications

Certain reclassifications have been made to the prior year financial statements to conform to the current year presentation.

### Recently Issued Accounting Pronouncements

In October 2021, the FASB issued ASU No. 2021-08, *Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*, which addresses how an acquirer should recognize and measure revenue contracts acquired in a business combination. The ASU became effective for fiscal years and interim periods beginning January 1, 2023, and did not have a material effect on the consolidated financial statements.

### **NOTE 3 – GOING CONCERN**

The Company's consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company had a net loss of \$25,482,809 for the year ended December 31, 2022, which includes an intangible impairment charge of \$2,203,750, and net cash used in operations of \$11,586,743 for the year then ended. The Company had a net loss of \$6,492,398 for the three months ending September 30, 2023, and \$20,796,413 for the nine months ending September 30, 2023, and net cash used by operations of 11,821,914 for the nine months ending September 30, 2023.

The West Virginia Economic Development Authority issued an inducement and amendments to issue up to \$40,000,000 of tax-exempt Solid Waste Disposal Facilities revenue bonds for the benefit of the Company or its affiliate, assignee, or nominee through December 31, 2023. Proceeds from the issuance of 20 to 30-year bonds, as to which there is no assurance, will be used to replace the \$15,000,000 Facilities Bond referenced in Note 4 and to further expand the Solid Waste Disposal Facilities.

Management plans to fund additional working capital requirements and acquisitions through additional debt and equity financing. Debt instruments may be convertible or non-convertible and will vary based on the Company's needs and financing options available at such times.

There can be no assurance the necessary debt or equity financing will be available or will be available on terms acceptable to the Company. Because these debt financing events are outside of the sole control of the Company, management believes that substantial doubt about the Company's ability to continue as a going concern exists. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### **NOTE 4 – NOTES PAYABLE**

The Company entered into a 20-year non-convertible note payable in December 2020 for \$26,000,000, maturing December 2040. The note is in conjunction with the bond issuance through the West Virginia Economic Development Authority Dock and Wharf Facilities Revenue Bonds, Series 2020 Empire Trimodal Terminal, LLC Project. The note accrues interest at 7.625% annually. Interest is paid semi-annually, and principal payments are paid annually. Beginning December 2021, funds are set aside monthly with the trustee to provide for interest payments. At September 30, 2023, \$339,706 is included in restricted cash to cover future interest payments and \$2,704,977 is also included in restricted cash as a debt service reserve. The balance of the note payable was \$25,350,000 as of September 30, 2023, and December 31, 2022.

The Company entered a 20-year non-convertible note payable in May 2023 for \$40,000,000, maturing May 2043. The note is in conjunction with the bond issuance through Solid Waste Disposal Facilities Revenue Bond Series 2023 with the West Virginia Economic Development Authority to be used to complete construction of the plastic waste recycling plant. Interest at 9.5% annually is paid semi-annually and principal payments annually. At September 30, 2023, \$3,610,000 is included in restricted cash to cover future interest payments and \$4,000,000 is included in restricted cash as debt service reserve. Debt issuance costs of \$1,597,948 were paid and are being amortized over the term of the bond. The balance of the note payable was \$40,000,000 as of September 30, 2023.

The Company issued a Facilities Bond in February 2021 to finance the Solid Waste Recycling Plant in Follansbee, WV and to purchase 690 acres of property in Brooke County, WV as part of that project. The total proceeds under the bond offering was \$20,000,000. The Bond matured in February 2023 and was extended to February 2024. The note bears interest at 12%, with an additional 5% extension fee. The balance of the loan on September 30, 2023 and December 31, 2022 was \$20,000,000.

The Company entered a 2-year non-convertible note payable in February 2021 for \$7,996,360. The loan was in conjunction with the purchase of a 690-acre parcel of property in Brooke County, WV, and as part of the Solid Waste Recycling Plant project. In May 2021, \$2,500,000 of principal was paid against this loan, bringing the balance to \$5,496,360 as of September 30, 2023, and December 31, 2022. Principal on the note was originally due in February 2023. On November 1, 2022, the note was extended to February 10, 2024. The note bears interest at 10% annually. The note is owed to a related party, Carl Ewusiak, who is also the President of the Company.

The Company entered a 2-year non-convertible note payable in December 2020 for \$2,000,000. The note is in conjunction with the acquisition of Trimodal Terminal, LP. Principal on the note was originally due in December 2022. On November 1, 2022, the note was extended to December 1,

2023. The note bears interest at 10% annually. The balance of the note is \$2,000,000 at September 30, 2023 and December 31, 2022. The holder of the note is Trimodal Terminal, LP. Trimodal Terminal, LP is owned by a related party, Carl Ewusiak, who is also the President of the Company.

The Company entered into multiple 1-year non-convertible notes payable in October 2021 for a total of \$800,000 to be used as a component of the funding for the purchase of the formerly Follansbee Steel site in Brooke County. Principal and interest on the notes were originally due in October 2022 and the notes accrue interest at 12% annually. Approximately, \$150,000 was repaid in October 2022 and \$650,000 was extended to October 2023 and 1,200,000 shares of common stock were issued to the holders of the extended notes. The total value of \$300,000 has been reported as debt issuance cost and is being amortized over the remaining lives of the loans.

The Company entered a 1-year, non-convertible notes payable in October 2021 for \$200,000 to be used as a component of the funding for the purchase of the formerly Follansbee Steel site in Brooke County. Principal on the note was due in October 2022 and the note accrued interest at 12% annually. The note was paid in full in the year ending 2022. The holder of the note is Carl Ewusiak, who is President of the Company.

The Company entered a 1-year, non-convertible notes payable in October 2021 for \$150,000 to be used as a component of the funding for the purchase of the formerly Follansbee Steel site in Brooke County. Principal on the note was due in October 2022 and the note accrued interest at 12% annually. The note was paid in full in the year ending 2022. The holder of the note is Frank Rosso, who is Chief Executive Officer of the Company.

The Company issued a Facility Bond in January 2022 to acquire land, capital assets and finance the construction of a waste recycle facility in Follansbee, WV. The total proceeds under the bond offering was \$25,000,000. The bond originally matured in January 2023 and was extended to May 2023. The note bore interest at 12% with an additional 5% extension fee. Debt issuance costs of \$805,125 were paid and were amortized over the term of the bond. The loan was repaid in May 2023.

As part of the waste recycle facility in January 2022, the Company assumed a \$2,832,000 note payable for the purchase and installation of related equipment. The note was non-interest bearing until the maturity date, after which time the unpaid balance bore interest at 18% annually. The balance of the loan at September 30, 2023 and December 31, 2022 was \$0 and \$2,548,800. The note originally matured in January 2023 but was extended to June 2023. Effective January 12, 2023, the note became interest bearing at the rate of 18%. The loan was repaid in May 2023.

The Company entered into a one-year non-convertible note payable on July 30, 2023 for \$3,000,000. The annual interest rate was 20%. 2,500,000 shares of common stock were issued to the holder of the note with a total value of \$625,000. In addition, three-year warrants for 2,500,000 shares of common stock were issued with an estimated value of \$625,000. Both the value of the common stock and the warrants have been reported as debt issuance and are being amortized to interest expense over the life of the loan.

The Company entered into a six-month non-convertible note payable on February 1, 2022, for \$1,600,000. The annual interest rate was 24% and 600,000 shares of common stock were issued to the holders of the note. The note was extended at maturity for another six-months. At extension, an additional 600,000 shares of common stock were issued to the holders of the extended note. The total value of the common stock of \$800,000 was reported as debt issuance and was amortized to interest expense over the life of the loan. The note was repaid during the year ended December 31, 2022.

The Company issued a Facilities Bond in November 2022 to finance acquire land, finance construction of new warehouses and recondition storage tanks in Follansbee, WV. The total proceeds under the bond offering was \$15,000,000. The Bond matures on November 1, 2023, and bears interest at 14% annually. The balance of the loan at September 30, 2023 and December 31, 2022 was \$15,000,000.

In 2022, the Company issued promissory notes to various lenders totaling \$3,970,000. The notes bear interest at 12% annually with an original maturity date of October 27, 2022 and 5,430,000 shares of the Company's common stock were issued as inducement for these loans. The total value of the common stock of \$1,357,500 was recorded as debt issuance costs and amortized to interest expense through the maturity date of October 2022. In October 2022, \$1,550,000 of these notes along with accrued interest totaling \$78,547 were converted to 6,513,653 shares of the Company's common stock valued at \$1,628,413 and \$385,000 of the notes were paid. Notes with a balance of \$2,035,000 were extended to October 27, 2023, with an additional 4,645,000 shares of the Company's common stock issued. The value of this stock of \$1,161,250 was recorded as debt issuance costs and is being amortized to interest expense through the extended maturity date of October 2023. As of September 30, 2023, and December 31, 2022 was \$2,035,000 of promissory notes were outstanding.



The maturity profile of the notes payable as of September 30, 2023, follows:

Year Ending	Amount
2023	\$ 18,472,976
2024	24,831,637
2025	1,681,696
2026	1,827,709
2027	1,965,000
Thereafter	58,460,000
<b>Total</b>	<b>107,239,018</b>
Less: debt issuance costs	(6,204,939)
<b>Net</b>	<b>\$ 101,034,079</b>

#### NOTE 5 – CONVERTIBLE NOTES PAYABLE

The Company entered into a one-year convertible note payable during the year ended December 31, 2021 for total cash proceeds for \$4,000,000 to fund the acquisition of the 35-acre Koppers Facility in Follansbee, WV. The note accrued interest annual at 25% annually and allowed for the conversion of outstanding of principal and interest to common stock at \$.50 per share. The loan was repaid during the year ended December 31, 2022.

#### NOTE 6 – PLANT, PROPERTY, AND EQUIPMENT, NET

In an effort to expand operations, the Company commenced construction of the waste recycling, port facilities and pig iron projects. Property, plant and equipment consisted of the following:

	Septmeber 30, 2023	December 31, 2022
Land	\$ 24,558,539	\$ 24,558,539
Improvements	10,776,012	10,628,592
Railroad	3,578,752	3,578,752
Equipment	4,464,041	4,408,615
Mineral Properties	1,225,000	1,125,000
Vehicles	313,255	313,255
Construction in progress	24,021,368	21,069,427
	68,936,967	65,682,180
Accumulated Depreciation	(5,056,584)	(3,695,182)
Property, plant and equipment, net	\$ 63,880,383	\$ 61,986,998

The Company recorded depreciation of \$453,761 and \$651,967 for the three months ending September 30, 2023 and 2022, respectively. The Company recorded depreciation of \$1,361,402 and \$1,901,681 for the nine months ending September 30, 2023, and 2022, respectively.

#### NOTE 7 – RELATED PARTY TRANSACTIONS

The Company follows the provisions of ASC 850—*Related Party Transactions & Disclosures* relating to related parties.

Our financial statements include disclosures of material related party transactions, other than expense allowances, and other similar items in the ordinary course of business. The disclosures include: (a) the nature of the relationship(s) involved; (b) a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; (c) the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and (d) amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

#### Related Party Lease Agreement and Service Work

The Company entered into a 5-year lease agreement in June 2021 with Follansbee Investments, LLC (“Follansbee”) for office space near the complex. The space is approximately 22,000 square feet at a monthly rate of \$10,900. The office space will serve as the Complex’s operational headquarters. Follansbee is owned by Carl Ewusiak, who is the President of the Company.

In addition, the Company performed service work for Follansbee Investments, LLC. For three and nine months ended September 30, 2023, the Company recorded \$0, respectively in service work. For the three and nine months ended September 30, 2022, the Company recorded \$0 and \$4,700 in service work, respectively. Outstanding receivables totaled \$0 and \$0 at September 30, 2023 and December 31, 2022, respectively. Follansbee Investments, LLC is owned by Carl Ewusiak, who is the President of the Company.

#### Related Party Non-Convertible Note Payables

The Company paid off various note payable arrangements in 2022 with related parties, as disclosed in Note 4.

#### Related Party Other

The amounts due to related parties totaled \$0 and \$61,000 as of September 30, 2023 and December 31, 2022, respectively.

### **NOTE 8 – WARRANTS**

The Company issued a warrant to a noteholder in October 2018 to purchase up to 2,000,000 shares of common stock at an exercise price of \$0.50 per share. The warrant expires in October 2023. The fair value of the warrant was \$60,000 and \$60,000 at September 30, 2023 and December 31, 2022, respectively.

During the year ended December 31, 2022, the Company issued 6,840,000 three-year warrants as an inducement for the issuance of short-term notes. The value of the warrants at issuance was \$1,823,600 which was recorded as debt issuance costs and is being amortized to interest expense through the maturity date of the notes in October 2023. The value of the warrants totaled \$1,026,000 at September 30, 2023 and December 31, 2022, respectively.

During the year ended December 31, 2022, the Company issued 925,000 three-year warrants as inducements for the issuance of notes payable and for purchases of the Company’s common stock to other private investors. The value of the warrants at issuance was \$248,250 of which \$171,635 was recorded as a reduction of capital and \$76,615 was recorded as debt issuance costs and is being amortized to interest expense through the maturity date in November 2025. The value of the warrants totaled \$120,250 at September 30, 2023 and December 31, 2022 respectively.

During the nine months ended September 30, 2023, the Company issued three-year warrants for 1,900,000 shares of common stock at an exercise price of \$0.25 as inducements for purchases of the Company’s common stock to other private investors. The value of the warrants at issuance was estimated to be \$475,000 of which the entire amount was recorded as a reduction of capital.

During the nine months ended September 30, 2023, the Company issued three-year warrants for 1,000,000 shares of common stock at an exercise price of \$0.40 for services rendered. The value of the warrants at issuance was estimated to be \$250,000 of which the entire amount was recorded as expense.

During the nine months ended September 30, 2023, the Company issued three-year warrants for 1,400,000 shares of common stock at an exercise price of \$0.25 as an inducement for an extension on a short-term note. The value of the warrants at issuance was estimated to be \$350,000 of which the entire amount was recorded as a reduction of capital.

During the nine months ended September 30, 2023, the Company issued three-year warrants for 2,500,000 shares of common stock at an exercise price of \$0.25 as inducements for the issuance of notes payable. The value of the warrants at issuance was estimated to be \$625,000 and is being amortized to interest expense through the maturity date.

These warrants are recorded as warranty liabilities in the consolidated balancing sheets totaling \$3,292,250 at September 30, 2023 and \$1,942,250 at December 31, 2022. Fair value adjustments to the warrants resulted in income of \$765,664 for the year ended December 31, 2022. No fair value adjustments were made in the nine months of 2023.

During the year ended December 31, 2022 the Company issued 1,200,000 warrants and during the year ended December 31, 2021 the Company issued 3,400,000 warrants in connection with the Series A Preferred Stock offering described in Note 9. The fair value of the warrants totaled \$736,000 at September 30, 2023 and December 31, 2022, respectively.

### **NOTE 9 – STOCKHOLDERS’ EQUITY**

The Company has a total of 1,500,000,000 shares of all classes of capital stock authorized, consisting of 1,000,000,000 shares of \$0.00001 par value common stock and 500,000,000 shares of \$0.00001 par value Preferred Stock.

The Company has never declared or paid any cash dividends on our common stock. The Company intends to retain any earnings for future growth and do not anticipate paying any cash dividends on our common stock in the foreseeable future. Any future determination to pay any dividends on our common stock will be at the discretion of our Board of Directors and will depend on our results of operations, financial conditions, contractual and legal restrictions and other factors the Board of Directors deems relevant.

#### Series A Convertible Preferred Stock

During the year ended December 31, 2021, the Company issued a Private Placement Memorandum (PPM) for the offering of up to 60,000,000 shares of Series A Convertible Preferred Stock at a purchase price of \$0.25 per share and with an offering period from November 2021 through February 2022. Dividends on the shares are in preference to any dividends on common stock at a rate of 10% per annum (5% in cash and 5% in common stock), compounded and paid quarterly when and if declared by the Company's Board of Directors. Each share is initially convertible, at the holder's option, on a one-for-one basis into the Company's common stock. The shares are convertible at the Company's option upon meeting specified market conditions. The shares are also redeemable at the option of the Company at 120% of the original purchase price between years one and two, at 110% of the original purchase price between years two and three, or at 100% of the original purchase price after the third year. In all cases of redemption, accrued and unpaid dividends must also be paid. As of September 30, 2023 and December 31, 2022, 4,600,000 Series A Convertible Preferred shares had been purchased in connection with the PPM for aggregate proceeds, net of offering costs and net of the value assigned to the warrants (as further described below), of \$156,000.

For each Series A Convertible Preferred share purchased, the subscriber also received a warrant for the Company's common stock exercisable at \$0.40 per share. The strike price of the warrants could be modified under certain situations requiring bifurcation of the warrant as a liability in accordance with ASC 815. As of September 30, 2023 and December 31, 2022, the Company had issued 4,600,000 warrants in connection with the PPM. The fair value of the warrants totaled \$736,000 at September 30, 2023 and December 31, 2022, respectively. See Note 8 for further discussion.

#### Equity Incentive Plan

The Company's 2021 Equity Incentive Plan ("Equity Incentive Plan") was approved by the Company's Board of Directors and stockholders during the year ended December 31, 2021. The Equity Incentive Plan permits the granting of stock options with an exercise price equal to or greater than fair value of the Company's common stock on the date of grant, and other awards including stock appreciation rights, restricted stock awards and other stock-based or performance-based awards. The maximum number of common shares that may be delivered as a result of the exercise of incentive stock options is 20,000,000 and no such awards may be granted after the tenth anniversary of the adoption of the Equity Incentive Plan.

During the year ended December 31, 2021, 1,366,000 nonqualified stock options were issued to employees and directors. The options vest over a three-year period and expire in ten years. The estimated fair value of the stock options granted was \$0.23 per option, using the Black-Scholes option-pricing model based on the following assumptions:

*Expected Volatility:* The Company utilized a volatility factor of 50%.

*Expected Term:* The Company used an expected term of 5.72 years.

*Risk-Free Interest Rate:* The risk-free interest rate factor utilized is based upon the implied yields currently available on U.S. Treasury zero-coupon issues over the expected term of the stock options. The Company used a risk-free interest rate factor of 1.30%.

*Dividend Yield:* The Company has not and has no plans to pay dividends. Accordingly, the dividend yield used was 0%.

The fair value of stock options is recorded as compensation expense on a straight-line basis over the vesting periods of the options and forfeitures are accounted for when they occur. Total compensation expense recognized during the quarters ended September 30, 2023, and 2022 totaled \$17,628 and \$26,800, respectively. Total compensation expense recognized during the nine months ended September 30, 2023, and 2022 totaled \$52,882 and \$53,254, respectively. Unrecognized compensation expense of \$123,393 at September 30, 2023 will be recognized over the weighted average remaining vesting period of .9 years.

Information related to stock options is shown below for the year ended December 31, 2022. No further adjustments have been made in the nine months of 2023.

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term		Aggregate Intrinsic Value
Outstanding at December 31, 2021	1,366,000	0.40	9.6	years	\$ -
Granted	-	-			
Forfeitures	(404,500)	0.40			
Exercised	-	-			
Outstanding at December 31, 2022	961,500	0.40	8.6	years	\$ 48,075
Exercisable at December 31, 2022	320,500	0.40	8.6	years	\$ 16,025

#### Warrants Issued for Compensation

On December 22, 2022, the Company issued 10,000,000 three-year warrants to Carl Ewusiak and Frank Rosso based on specified performance objectives which were met during the year. The warrants vest as follows: 33.3% at December 31, 2022, 33.3% at December 31, 2023 and 33.3% at December 31, 2024. Stock based compensation expense totaling \$666,666 was recognized in the year ended December 31, 2022. Unrecognized compensation expense of \$1,333,334 at December 31, 2022 is being accrued monthly over the remaining 2 year vesting period. For the three and nine months ended September 30, 2023, stock compensation expense of \$166,667 and \$500,000, respectively, was recognized.

#### **NOTE 10 – COMMITMENTS AND CONTINGENCIES**

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed. The Company had no accruals for contingent liabilities as of September 30, 2023, and December 31, 2022.

#### **NOTE 11 – LEASES**

The Company accounts for leases in accordance with ASC 842, Leases, which requires the Company to recognize a right-of-use (ROU) asset and a lease liability at the lease commencement date for leases with a term longer than twelve months. The ROU asset represents the right to use the leased asset for the term of the lease. The lease liability represents the present value of the lease payments. The Company does not recognize ROU assets or lease liabilities for renewal periods unless it is determined that lease renewal is reasonably certain at inception or when a triggering event occurs. The Company recognizes its minimum rental expense on a straight-line basis based on the fixed components of a lease arrangement. Variable lease costs represent amounts that are not fixed in nature and are not tied to an index or rate and are recognized as incurred. The Company's variable lease costs are not material.

In determining our ROU assets and lease liabilities, we apply a discount rate to the minimum lease payments within each lease agreement. When we cannot readily determine the discount rate implicit in the lease agreement, we utilize our fully collateralized incremental borrowing rate. To estimate our specific incremental borrowing rates we consider, among other factors, interest rates on our existing credit facilities and the term of the leases.

The following table presents the components of our lease costs for the quarter ended:

	9/30/2023	12/31/2022
Finance lease cost:		
Depreciation of ROU assets (1)	\$33,107	\$96,468
Interest on lease liabilities	\$2,980	\$7,965
Operating lease cost (2):	209,565	287,900

(1) Included in "Depreciation and amortization" in our consolidated statements of operations

(2) Included in "Selling, general and administrative" in our consolidated statements of operations

The following table presents the maturities of operating lease liabilities as:

	9/30/2023	12/31/2022
	Operating Leases	Operating Leases
2023	\$ 94,713	\$ 404,960
2024	325,798	325,794
2025	259,136	259,133
2026	54,500	54,500
2027	-	-
Total future lease payments	\$ 734,147	\$ 1,044,387
Less: imputed interest	\$ (80,074)	\$ (143,384)
Present value of lease liabilities	<u>\$ 654,073</u>	<u>\$ 901,004</u>
Current portion of lease liabilities:	\$ 285,241	\$ 325,916
Long-term portion of lease liabilities:	\$ 368,832	\$ 575,088
	<u>\$ 654,073</u>	<u>\$ 901,004</u>

Supplemental cash flow information related to leases is as follows:

	9/30/2023	9/30/2022
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating leases	\$ 310,251	\$ 136,456
Operating cash flows from finance leases		
Financing cash flows from finance leases	\$ 2,106	\$ 36,405
Right of use assets obtained in exchange for lease obligations		
Operating leases	\$ -	\$ 560,914
Finance leases	\$ 33,107	\$ 132,873
Weighted average remaining lease term as of September 30:		
Operating leases	1.3 years	2.0 years
Finance leases	2.8 years	2.0 years
Weighted-average discount rate as of September 30:		
Operating leases	10.0%	9.0%
Finance leases	9.0%	9.0%

## NOTE 12 – INCOME TAXES

The current and historical tax rate has been 0% due to the full valuation of the Company's deferred tax assets. In determining the need for a valuation allowance, the Company has considered both positive and negative evidence, the most significant of which is the Company's historical losses. This position is consistent with the December 31, 2022 financial statements.

## NOTE 13 – SUBSEQUENT EVENTS

The Company evaluated events and transactions subsequent to September 30, 2023, through November 13, 2023, the date the consolidated financial statements were available to be issued.

In October 2023, the Company extended the maturity date on \$2,485,000 of multiple short term, non-convertibles note payable from various 2023 maturity dates to February 2024. The annual interest rate was adjusted from 12% to 14%. Three-year warrants were issued for 1,006,399 shares of common stock with an estimated value of \$251,600 and have been reported as debt issuance and are being amortized to interest expense over the extended life of the loan.

In November 2023, the Company extended the maturity date on the \$15,000,000 1-year non-convertible note payable to February 1, 2024. As mentioned in Note 4, this note provided funding to finance acquire land, finance construction of new warehouses and recondition storage tanks in Follansbee, WV. The note bears interest at 12% with a 5% extension fee.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter

**Audited Financial information for the issuer's most recent fiscal period is posted to OTC markets.com (Ticker Symbol:MPIR) and to the Company's website.**

**OTC Markets.com (Ticker Symbol:MPIR) Filing and Disclosures tab.**

**Posted on 6/10/2022 Annual Report – 2021 Audited Financials for the period ending 12/31/2021**

**Posted on 7/11/2022 Quarterly Report – 2022 First Quarter Financials (unaudited) for the period ending 3/31/2022**

**Posted on 8/15/2022 Quarterly Report – 2022 Second Quarter Financials (unaudited) for the period ending 6/30/2022**

**Posted on 11/15/2022 Quarterly Report – 2022 Third Quarter Financials (unaudited) for the period ending 9/30/2022**

**Posted on 5/4/2023 Annual Report- 2022 Audited Financials for the period ending 12/31/2022**

**Posted on 5/15/2023 Quarterly Report – 2023 First Quarter Financials (unaudited) for the period ending 3/31/2023**

**Posted on 8/14/2023 Quarterly Report- 2023 Second Quarter Financials (unaudited) for the period ending 6/30/2023**

**All other historical filings can be found at the Filing and Disclosures tab**

**All Press Releases can be found on the News tab**

## 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, Frank Rosso certify that:

1. I have reviewed this 2023 Third Quarter Report of Empire Diversified Energy, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

11/14/2023



CEO

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



*Principal Financial Officer:*

I, Kimberly Hawley certify that:

1. I have reviewed this 2023 Third Quarter Report of Empire Diversified Energy, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

11/14/2023

*Kimberly Hawley*

CFO

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