

Disclosure Statement Pursuant to Pink Basic Disclosure Guidelines

BlueFire Equipment Corp

A Colorado Corporation

100 NE Loop 410, Suite 1500
San Antonio, TX 78216

(786) 375-7281

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Quarterly Report

For period ending: September 30, 2024
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our common stock was:

25,347,368 as of September 30, 2024

34,127,368 as of December 31, 2023

Shell Status

Indicate by a check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes No

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes No

Change of Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred over this reporting period:

Yes No

⁴ 'Change of Control' shall mean any events resulting in:

(i) any 'person' (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the 'beneficial owner' (as defined in Rule 13(d)-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1. **Name and address(es) of issuer and its predecessors (if any)**

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

BlueFire Equipment Corporation

Current State and Date of Incorporation or Registration Redomiciled in Colorado on September 27, 2021.
Standing in this Jurisdiction: (eg. Active, default, inactive) Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

None

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

Address of the issuer's principal executive office:

100 NE Loop 410, Suite 1500, San Antonio, TX 78216

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

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

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

No Yes If Yes, provide additional details below:

n/a

2. **Security Information**

Transfer Agent

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

Publicly Quoted or Traded Securities

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>BLFR</u>		
Exact title and class of securities outstanding:	<u>Common Stock</u>		
CUSIP:	<u>09625G100</u>		
Par or stated value:	<u>\$0.0001</u>		
Total shares authorized:	<u>250,000,000</u>	as of date	<u>9/30/2024</u>
Total shares outstanding:	<u>25,347,368</u>	as of date	<u>9/30/2024</u>
Total number of shareholders of record:	<u>6</u>	as of date	<u>9/30/2024</u>

Other classes of authorized or outstanding equity securities:

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

Exact title and class of securities outstanding:	<u>Series A Preferred Stock</u>		
CUSIP:	<u>09625PFDA</u>		
Par or stated value:	<u>\$0.0001</u>		
Total shares authorized:	<u>99,000,000</u>	as of date	<u>9/30/2024</u>
Total shares outstanding:	<u>99,000,000</u>	as of date	<u>9/30/2024</u>
Total number of shareholders of record (if applicable):	<u>9</u>	as of date	<u>9/30/2024</u>

Exact title and class of securities outstanding:	<u>Series B Preferred Stock</u>		
CUSIP:	<u>1234567B5</u>		
Par or stated value:	<u>\$0.0001</u>		
Total shares authorized:	<u>1,000,000</u>	as of date	<u>9/30/2024</u>
Total shares outstanding:	<u>100,000</u>	as of date	<u>9/30/2024</u>
Total number of shareholders of record (if applicable):	<u>2</u>	as of date	<u>9/30/2024</u>

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

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

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

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

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

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

None.

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

None.

3. Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes:

Shares Outstanding as of the Second Most Recent Fiscal Year End			*Right-click the rows below and select 'insert' to add rows as needed						
Date		Opening balance:							
<u>12/31/2022</u>		Common:	<u>33,947,368</u>						
		Preferred:	<u>1,000,000</u>						
Date of Transaction	Transaction Type (eg. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or Cancelled)	Class of Securities	Value of Shares Issued (\$/share) at issuance	Were the shares issued at a discount to market price at time of issuance (Y/N)	Individual / Entity shares were issued to (entities must have individual with voting / investment control disclosed)	Reason for share issuance (eg. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing	Exemption or Registration Type
<u>4/4/2023</u>	<u>Transfer</u>	<u>(810,000)</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Candy Patel</u>	<u>Disposal</u>	<u>Restricted</u>	<u>N/A</u>
<u>4/4/2023</u>	<u>Transfer</u>	<u>138</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Amanda Louise Korn</u>	<u>Disposal</u>	<u>Restricted</u>	<u>N/A</u>
<u>4/4/2023</u>	<u>Transfer</u>	<u>(88,200)</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Magda Elsyed/ Helmy Nawar</u>	<u>Disposal</u>	<u>Restricted</u>	<u>N/A</u>
<u>4/4/2023</u>	<u>Transfer</u>	<u>(1,938)</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Nicolas S. Tabraue</u>	<u>Disposal</u>	<u>Restricted</u>	<u>N/A</u>
<u>4/4/2023</u>	<u>Transfer</u>	<u>900,000</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Fairfield Global LLC²</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>N/A</u>
<u>4/4/2023</u>	<u>Transfer</u>	<u>50,000,000</u>	<u>Series A Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Fairfield Global LLC²</u>	<u>Acquisition</u>	<u>Restricted</u>	<u>N/A</u>
<u>6/22/2023</u>	<u>Transfer</u>	<u>(50,000,000)</u>	<u>Series A Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Fairfield Global LLC²</u>	<u>Disposal</u>	<u>Restricted</u>	<u>N/A</u>
<u>6/22/2023</u>	<u>Transfer</u>	<u>(900,000)</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Fairfield Global LLC²</u>	<u>Disposal</u>	<u>Restricted</u>	<u>N/A</u>
<u>6/22/2023</u>	<u>Transfer</u>	<u>810,000</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Candy Patel</u>	<u>Transfer</u>	<u>Restricted</u>	<u>N/A</u>
<u>6/22/2023</u>	<u>Transfer</u>	<u>(138)</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Amanda Louise Korn</u>	<u>Transfer</u>	<u>Restricted</u>	<u>N/A</u>
<u>6/22/2023</u>	<u>Transfer</u>	<u>88,200</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Magda Elsyed/ Helmy Nawar</u>	<u>Transfer</u>	<u>Restricted</u>	<u>N/A</u>
<u>6/22/2023</u>	<u>Transfer</u>	<u>1,938</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Nicolas S. Tabraue</u>	<u>Transfer</u>	<u>Restricted</u>	<u>N/A</u>
<u>10/9/2023</u>	<u>Transfer</u>	<u>(810,000)</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Candy Patel</u>	<u>Transfer</u>	<u>Restricted</u>	<u>N/A</u>
<u>10/9/2023</u>	<u>Transfer</u>	<u>(100,000)</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Wafra Chedid</u>	<u>Transfer</u>	<u>Restricted</u>	<u>N/A</u>
<u>10/9/2023</u>	<u>Transfer</u>	<u>367,470</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>555-333 Holdings LLC⁶</u>	<u>Transfer</u>	<u>Restricted</u>	<u>N/A</u>
<u>10/9/2023</u>	<u>Transfer</u>	<u>213,750</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Mikul Investments LLC⁷</u>	<u>Transfer</u>	<u>Restricted</u>	<u>N/A</u>
<u>10/9/2023</u>	<u>Transfer</u>	<u>183,780</u>	<u>Series B Preferred</u>	<u>0.0001</u>	<u>N</u>	<u>Privilege LLC⁸</u>	<u>Transfer</u>	<u>Restricted</u>	<u>N/A</u>

10/9/2023	Transfer	200	Series B Preferred	0.0001	N	Amanda Louise Korn	Transfer	Restricted	N/A
10/9/2023	Transfer	9,800	Series B Preferred	0.0001	N	Magda Elsyed Helmy Nawar	Transfer	Restricted	N/A
10/9/2023	Transfer	45,000	Series B Preferred	0.0001	N	JMBD Eney LLC ⁹	Transfer	Restricted	N/A
11/7/2023	Issuance	180,000	Common	0.0001	N	Dynamic Growth LLC ¹	Services	Restricted	N/A
12/31/2023	Cancellation	(45,000)	Series B Preferred	0.0001	N	JMBD Eney LLC ⁹	Cancellation	Restricted	N/A
1/19/2024	Issuance	2,000,000	Common	0.0001	N	Borders Consulting LLC ³	Services	Restricted	N/A
2/27/2024	Cancellation	(18,000,000)	Common	0.0001	N	Dome Capital ⁵	Cancellation	Restricted	N/A
2/28/2024	Issuance	7,000,000	Series A Preferred	0.0001	N	B-Tak Management LLC ⁴	Investment	Restricted	N/A
3/7/2024	Issuance	1,000,000	Series A Preferred	0.0001	N	Powers FLP ¹⁰	Investment	Restricted	N/A
3/7/2024	Issuance	51,000,000	Series A Preferred	0.0001	N	Ram Cap LLC ¹¹	Investment	Restricted	N/A
3/15/2024	Issuance	4,000,000	Series A Preferred	0.0001	N	Nickolas Tabraue	Investment	Restricted	N/A
3/15/2024	Investment	2,000,000	Series A Preferred	0.0001	N	Dramco Holdings, LLC ¹²	Investment	Restricted	N/A
4/1/2024	Cancellation	(367,470)	Series B Preferred	0.0001	N	555-333 Holdings LLC ⁶	Cancellation	Restricted	N/A
4/1/2024	Cancellation	(213,750)	Series B Preferred	0.0001	N	Mikul Investments LLC ⁷	Cancellation	Restricted	N/A
4/1/2024	Cancellation	(183,780)	Series B Preferred	0.0001	N	Privilege LLC ⁸	Cancellation	Restricted	N/A
6/30/2024	New Issuance	20,000,000	Series A Preferred	0.0001	N	I&D Legacy, LP ¹³	Investment	Restricted	N/A
6/30/2024	New Issuance	14,000,000	Series A Preferred	0.0001	N	Ram Cap LLC ¹¹	Investment	Restricted	N/A
6/30/2024	New Issuance	1,000,000	Series A Preferred	0.0001	N	Reed Family Investments, LLC ¹⁴	Investment	Restricted	N/A
6/30/2024	New Issuance	1,000,000	Series A Preferred	0.0001	N	Amazn-8, LLC ¹⁵	Investment	Restricted	N/A
6/30/2024	New Issuance	1,000,000	Series A Preferred	0.0001	N	Golsch Holdings LLC ¹⁶	Investment	Restricted	N/A
6/30/2024	New Issuance	1,000,000	Series A Preferred	0.0001	N	ENGRN, LLC ¹⁷	Investment	Restricted	N/A
6/30/2024	Conversion	(4,000,000)	Series A Preferred	0.0001	N	Nickolas Tabraue	Investment	Restricted	N/A
6/30/2024	Conversion	4,000,000	Common	0.0001	N	Nickolas Tabraue	Investment	Restricted	N/A
7/24/2024	New Issuance	200,000	Common	0.0001	N	Sephan Joens	Investment	Restricted	N/A
7/26/2024	New Issuance	125,000	Common	0.0001	N	Christopher Arzberger	Investment	Restricted	N/A
8/18/2024	New Issuance	270,000	Common	0.0001	N	Christopher Arzberger	Investment	Restricted	N/A
Shares Outstanding as of Date of This Report									
Date	Ending balance:								
9/30/2024	Common:	25,347,368							
	Preferred:	99,100,000							

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

- 1 Dynamic Growth LLC - Richard Silverman has sole voting control and dispositive power over the shares
- 2 Fairfield Global LLC - Joseph Profitt has sole voting control and dispositive power over the shares
- 3 Borders Consulting LLC - Daniel Borders has sole voting control and dispositive power over the shares
- 4 B-TAK Management LLC - Matthew Page has sole voting control and dispositive power over the shares
- 5 Dome Capital LLC - Lydia Cotton has sole voting control and dispositive power over the shares
- 6 555-333 Holdings LLC - Kirk Yariger has sole voting control and dispositive power over the shares
- 7 Mikul Investments LLC - Casey Kulnanek has sole voting control and dispositive power over the shares
- 8 Privilege LLC - Jonas Crafts has sole voting control and dispositive power over the shares
- 9 JMBD Energy LLC - Joe Donaldson has sole voting control and dispositive power over the shares
- 10 Powers FLP - T Dan Powers has sole voting control and dispositive power over the shares
- 11 Ram Cap LLC - Dr. D. Rene Ramirez has sole voting control and dispositive power over the shares
- 12 Dramco Holdings LLC - Dora Ramirez has sole voting control and dispositive power over the shares
- 13 I&D Legacy, LP - Daniel Ramirez has sole voting control and dispositive power over the shares
- 14 Reed Family Investments, LLC - Parsley Bill Reed has sole voting control and dispositive power over the shares
- 15 Amzn-8, LLC - Michael Mazur has sole voting control and dispositive power over the shares
- 16 Golsch Holdings LLC - Xavier Gonzalez has sole voting control and dispositive power over the shares
- 17 ENGRN, LLC - John Harris has sole voting control and dispositive power over the shares

B. Debt Securities, including Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion terms (eg. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individuals with voting / investment control disclosed)	Reason for Issuance (eg. Services, Loan, etc.)
9/29/2022	\$ 2,900	\$ 2,500	\$ 400	9/29/2024	20% discount to market	Gideon Orbach	Convertible Loan
4/6/2024	\$ 3,100,000	\$ 3,200,000	\$ -	4/6/2025	n/a	Reddell Mldand Equipment LLC (Ryan Reddell)	Vendor Loan
5/1/2024	\$ 1,188,995	\$ 1,200,000	\$ -	5/1/2025	n/a	West Texas Dirt Movers, Inc. (Jacon Tarin)	Vendor Loan
7/24/2024	\$ 31,462	\$ 31,000	\$ 462	7/19/2025	25% of 10-day trading average	Inversion Healthcare Group (Dr D Rene Ramirez)	Convertible Loan
9/18/2024	\$ 6,016	\$ 6,000	\$ 16	9/13/2025	25% of 10-day trading average	Ramirez Capital (David Ramirez)	Convertible Loan
9/18/2024	\$ 50,132	\$ 50,000	\$ 132	9/18/2025	n/a	Sat Consulting LLC (Sergio Salas)	Vendor Loan
9/30/2024	\$ 558,854	\$ 558,854	\$ 0	9/30/2025	n/a	Bison Payments	Vendor Loan
9/30/2024	\$ 68,544	\$ 68,544	\$ -	9/30/2025	n/a		

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

n/a

4. Issuer's Business, Products and Services

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

(Please ensure that these descriptions are updated on the Company's profile on www.otcm Markets.com)

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

The Company owns business with operations in the areas of dirt moving and oil and gas exploration and production.

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

None

C. Describe the issuers' principal products or services.

Through its subsidiaries, the Company moves dirt and produces oil and gas.

5. Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

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

Issuer currently utilizes a shared office space located at 100 NE Loop 410, Suite 1500, San Antonio, TX 78216 at no cost to the issuer, until more adequate facilities are needed.

6. All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. 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. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Name of Officer, Director or Control Person	Affiliation with Company (eg. Officer Title / Director/Owner of more than 5%)	Residential Address (City / State only)	Number of shares owned	Share type/class	Ownership percentage of class outstanding	Note
<u>Dr. D. Rene Ramirez</u>	<u>Chairman & CEO</u>	<u>Miami, FL</u>	<u>65,000,000</u>	<u>Series A Preferred</u>	<u>65.7%</u>	<u>1</u>
<u>Mike Mazur</u>	<u>COO</u>	<u>Miami, FL</u>	<u>1,000,000</u>	<u>Series A Preferred</u>	<u>1.0%</u>	<u>2</u>
<u>Nickolas Tabraue</u>	<u>Chief Compliance and IR Officer</u>	<u>Miami, FL</u>	<u>4,000,000</u>	<u>Common</u>	<u>15.8%</u>	
<u>T. Dan Powers</u>	<u>Director</u>	<u>Miami, FL</u>	<u>1,000,000</u>	<u>Series A Preferred</u>	<u>1.0%</u>	<u>3</u>

- 1 Owned by Ram Cap LLC - Dr. Ramirez has sole voting control and dispositive power over the shares
- 2 Owned by Amazn-8, LLC - Mr. Mazur has sole voting control and dispositive power over the shares
- 3 Owned by Powers FLP - Mr. Powers has sole voting control and dispositive power over the shares

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7. Legal/Disciplinary History

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

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above;

None

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

None

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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 the following outside providers:

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters)

Name: Frederick M Lehrer
Firm: Frederick M Lehrer, P.A.
Address1: 2108 Emil Jahna Road, Clermont, FL 34711
Phone: (561) 706-7646
Email: flehrer@securitiesattorney1.com

Investor Relations

None

All other means of Investor Communication:

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

Other Service Providers

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

Name: Jason Reid
Firm: Greystone Reporting LLC
Address1: 1512 Grand Avenue, Santa Barbara, CA 93103
Phone: (347) 708-0410
Email: jason@greystone-reporting.com
Services: Preparation of Financial Statements

9. Financial Statements

A. This disclosure statement was prepared by (name of individual):

Name: David Rene Ramirez
Title: CEO
Relationship to Issuer: CEO

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

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

C. The following financial statements were prepared by (name of individual)⁵:

Name: Jason Reid
Title: President, Greystone Reporting LLC
Relationship to Issuer: Service Provider

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

Jason Reid is an experienced finance professional who has been preparing US GAAP financial statements for over 30 years, for financial statements filed as part of audited reports submitted to the SEC, and for unaudited reports submitted to OTC Markets. Mr. Reid works directly with multiple US auditors to ensure up to date knowledge for latest reporting requirements and as part of audit support.

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Provide the following qualifying financial statements:

- Audit Letter, if audited.
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity);
- Financial notes; and

Financial Statement Requirements

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

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, David Rene Ramirez, certify that:

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

11/19/2024

/s/ David Rene Ramirez (CEO's Signature)

Principal Financial Officer

I, Michael Mazur, certify that:

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

11/19/2024

/s/ Michael Mazur (COO's Signature)



**BLUEFIRE EQUIPMENT CORP
(BLFR)**

**QUARTERLY REPORT
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023**

November 19, 2024

100 NE Loop 410, Suite 1500
San Antonio
TX 78216

BLUEFIRE EQUIPMENT CORP
QUARTERLY REPORT
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(Unaudited)

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BLUEFIRE EQUIPMENT CORP
Condensed Consolidated Unaudited
Balance Sheet

	Notes	As at September 30, 2024	As at December 31, 2023
ASSETS			
<u>Current assets</u>			
Cash and cash equivalents	2	\$ 272,882	\$ -
Accounts receivable, net	2	640,371	-
Other current assets	5	37,836	-
Total current assets		951,088	-
<u>Fixed assets</u>			
Land & buildings	6	1,280,000	-
Property, plant & equipment	6	2,966,600	-
Vehicles	6	473,084	-
Accumulated depreciation	6	(588,706)	-
Goodwill	7	4,074,901	-
Other intangible assets	7	273,914,446	-
TOTAL ASSETS		\$ 283,071,414	\$ -
LIABILITIES & STOCKHOLDERS' EQUITY			
<u>Current liabilities</u>			
Accounts payable, trade		\$ 283,326	\$ -
Accrued expenses		154,309	41,438
Loans & notes payable, s/t or current, net of debt discount of nil	8	1,067,287	2,750
Related party loans & notes payable, short-term or current	12	71,001	13,530
Derivative liability	10	42,375	688
Total current liabilities		1,618,297	58,405
Loans & notes payable - net of short-term	8	3,808,995	-
TOTAL LIABILITIES		\$ 5,427,292	\$ 58,405
STOCKHOLDERS' EQUITY (DEFICIT)			
Preferred stock:			
Series A Preferred Stock: par value \$0.0001, 99,000,000 authorized and 99,000,000 and nil issued and outstanding at September 30, 2024 and December 31, 2023 respectively	9	9,900	-
Series B Preferred Stock: par value \$0.0001, 1,000,000 authorized and 100,000 and 865,000 issued and outstanding at September 30, 2024 and December 31, 2023 respectively	9	10	87
Common Stock: par value \$0.0001, 250,000,000 authorized and 25,347,368 and 34,127,368 issued and outstanding at September 30, 2024 and December 31, 2023 respectively	9	2,535	3,413
Additional paid-in capital		282,248,813	2,955,435
Accumulated deficit		(4,617,137)	(3,017,340)
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)		277,644,121	(58,405)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		\$ 283,071,414	\$ -

See accompanying notes to these condensed consolidated unaudited financial statements.

BLUEFIRE EQUIPMENT CORP
Condensed Consolidated Unaudited
Statement of Operations

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2024	2023	2024	2023
Revenues	\$ 811,912	\$ -	\$ 896,874	\$ 21,427
Cost of goods sold	310,197	-	420,503	31,800
Gross profit	501,715	-	476,371	(10,373)
Operating expenses				
Selling, general & administrative expenses	706,721	7,760	1,583,176	51,978
Depreciation & amortization	294,353	-	588,707	21,811
Total operating expenses	1,001,074	7,760	2,171,883	73,789
Net operating loss	(499,359)	(7,760)	(1,695,512)	(84,162)
Other income (expenses)				
Bank charges	(1,453)	(47)	(2,185)	(2,016)
Bank/loan interest accrued	(560)	(3)	(660)	(152)
Non-cash interest, convertible loan	(14,127)	-	(14,127)	-
Amortization of debt discount	(6,479)	(620)	(6,479)	(1,860)
Gain (loss) on revaluation of derivative liability	9,465	1,494	9,440	1,925
Gain (loss) on disposal of subsidiary	-	-	-	(2,788,115)
Other income (expenditure) net	192	5,000	109,726	189,838
Net loss before income taxes	\$ (512,321)	\$ (1,936)	\$ (1,599,797)	\$ (2,684,542)
Provision for corporation taxes	-	-	-	-
Net loss	\$ (512,321)	\$ (1,936)	\$ (1,599,797)	\$ (2,684,542)
Net loss per share	\$ (0.02)	\$ (0.00)	\$ (0.06)	\$ (0.08)
Weighted average shares outstanding	25,049,868	33,947,368	28,075,701	33,947,368

See accompanying notes to these condensed consolidated unaudited financial statements.

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

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Surplus (Deficit)	Total
	Number	Value	Number	Value			
Balance b/f as at January 1, 2023	1,000,000	\$ 100	33,947,368	\$ 3,395	\$ 2,879,854	\$ (228,952)	\$ 2,654,397
Preferred stock issued for investment	(135,000)	(14)	-	-	-	-	(14)
Common stock issued for services	-	-	180,000	18	75,582	-	75,600
Net loss, year ending December 31, 2023	-	-	-	-	-	(2,788,388)	(2,788,388)
Balance b/f January 1, 2024	865,000	\$ 87	34,127,368	\$ 3,413	\$ 2,955,435	\$ (3,017,340)	\$ (58,405)
Preferred stock issued for investment	102,235,000	10,223	-	-	278,006,624	-	278,016,847
Preferred stock converted to common	(4,000,000)	(400)	-	-	(33,047)	-	(33,447)
Common stock issued on conversion of preferred stock	-	-	49,000,000	4,900	14,857,523	-	14,862,423
Common stock issued for services	-	-	2,000,000	200	659,600	-	659,800
Common stock issued for investment	-	-	(59,780,000)	(5,978)	(14,197,322)	-	(14,203,300)
Net loss, nine months ended September 30, 2024	-	-	-	-	-	(1,599,797)	(1,599,797)
Balance c/f as at September 30, 2024	<u>99,100,000</u>	<u>\$ 9,910</u>	<u>25,347,368</u>	<u>\$ 2,535</u>	<u>\$ 282,248,814</u>	<u>\$ (4,617,137)</u>	<u>\$ 277,644,121</u>

See accompanying notes to these condensed consolidated unaudited financial statements.

BLUEFIRE EQUIPMENT CORP
Condensed Consolidated Unaudited
Statement of Cash Flow

	Nine Months Ended September 30,	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (1,599,798)	\$ (2,684,542)
Adjustments to reconcile net loss to net cash (used in) operating activities:		
Depreciation and amortization	588,707	21,811
Stock issued for services	659,800	-
Amortization of debt discount	6,479	1,860
(Gain) loss on revaluation of derivative liability	(9,440)	(1,925)
Non-cash interest, convertible loan	14,127	-
Financing costs	2,845	2,168
Changes in operating assets and liabilities:		
Accounts receivable	(554,241)	-
Accounts payable and other current liabilities	296,084	5,319
Other current assets	(37,836)	12,265
NET CASH (USED IN) OPERATING ACTIVITIES	(633,273)	(2,643,044)
CASH FLOWS FROM INVESTING ACTIVITIES		
Sale (purchase) of tangible assets	-	10,341
Sale (purchase) of intangible assets	(149,803)	-
Cash from (acquisitions) and disposals	29,943	-
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	(119,860)	10,341
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of equity	642,525	(4,563)
Proceeds from (repayment of) debt instruments	328,864	18,661
Related party loans	57,471	(166,839)
Financing costs	(2,845)	(2,168)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	1,026,015	(154,909)
NET INCREASE (DECREASE) IN CASH	272,882	(2,787,612)
Cash, beginning of period	-	-
Cash, end of period	<u>\$ 272,882</u>	<u>\$ (2,787,612)</u>
SUPPLEMENTAL DISCLOSURES		
<u>Supplemental schedules of non-cash investing and financing activities</u>		
Issuance of stock for services	<u>\$ 659,800</u>	<u>\$ -</u>
Issuance of stock for asset acquisition	<u>\$ 278,000,000</u>	<u>\$ -</u>

See accompanying notes to these condensed consolidated unaudited financial statements.

BLUEFIRE EQUIPMENT CORP
Condensed Consolidated Unaudited
Notes For the Three and Nine Months Ended September 30, 2024 and 2023

NOTE 1. NATURE AND BACKGROUND OF BUSINESS

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

From 2015 to 2021, the Company designed, manufactured and sold its own branded line of fashion and fashion accessories under the label 'Pusher's Collective'. Through the end of 2018, the Company operated a retail store located at 487 Ouelette Avenue, Windsor, Ontario, Canada, where it sold its products, in addition to its online website. At the end of 2018, the retail store was transferred to other owners in return for an assumption of debt, the store location moved to 133 Euclid Avenue, Atlanta, Georgia, and the Company removed Pusher's Collective assets, liabilities and operations from its financial statements.

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

In 2015, the Company issued 1,000,000 shares of Series B Preferred Stock to Watfa Chedid, who, as the owner of 100% of the outstanding Series B Preferred Stock, became the control person for the Company. Also in 2015, the Company was due to issue 18,000,000 shares of Common Stock to Ali Ahmed, giving Mr. Ahmed control of 53% of the outstanding shares of Common Stock, but this issuance did not occur. Mr Ahmed was also appointed CEO, CFO and a Director of the Company.

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

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

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

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

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

On September 27, 2023, the Company entered into a Business Combination Agreement with Screaming Eagle BNR JV, LLC, whereby the Company will deliver 90% (or 45,000,000) of the 50,000,000 authorized shares of Series A Preferred Stock and 90% (or 810,000) of the 900,000 outstanding shares of Series B Preferred Stock to the members (the 'Members') of Screaming Eagle BNR JV, LLC (the 'Target') in return for 90% of the membership interests in the Target, which will become a 90%-owned subsidiary of the Company. The Target previously acquired 100% of the operated assets at Bedias Creek and 50% non-operated Gin Creek South assets from ETX in February 2022 with an effective date of January 1, 2022, for \$6,400,000 using family funds to finance the all-cash acquisition. Bedias Creek consists of 19 wells on 10,000 acres producing 1,500 bbls / month of oil and 7,900 MCF / month of gas. Gin Creek consists of 50% non-operated working interest in 45 wells producing 5,300 bbls / month and 14,250 MCF / month in natural gas. Immediately subsequent to the transaction closing, the Board of Directors met to elect a Chairman and add new members of the Board.

On February 28, 2024, BlueFire Equipment, Corp. executed a Contribution Agreement with Ram Cap, LLC. ("Ram Cap"), Ram Cap contributed a total of \$275,000 cash to the Company and assigned 10 LOIs secured with cash deposits with a combined approximate total value of \$209,000,000 from its controlling interest company, Ramirez Capital Holdings, LLC., with the plan to merge each company under the LOI throughout the calendar year 2024, starting Q2 2024. Additionally, Ram Cap assigned \$30,000,000 out of its \$185,000,000 secured line of credit from its controlling interest company, Ramirez Capital, LLC. for 54,000,000 shares of the Company's Series A Preferred Stock. Furthermore, the shareholders of 45,000,000 shares of the Company's Series A Preferred Stock that were issued in September 2023's merger, converted their shares to common stock under a First Right of Refusal/Leak-Out Agreement and canceled their Series B Preferred Stock pursuant to the Contribution Agreement.

Pursuant to the Contribution Agreement, Kirk Yariger was succeeded by Dr. D Rene Ramirez as Chairman of the Board, while Kirk Yariger transitions to manage Screaming Eagle Partners, LLC. and Screaming Eagle Energy, LLC. to focus on increasing production and expansion. Nickolas S. Tabraue continues his executive roles and member of the Board of Directors and will be issued 4,000,000 shares of the Company's Series A Preferred Stock for his time and effort throughout his term. Mathew Goldston continues his executive role while Jonas Crafts steps down from being a member of the Board of Directors and is succeeded by T. Dan Powers. The Board of Directors will elect key individuals to the Company's executive team and members to expand their Board of Directors to 7 members.

On April 26, 2024, after several months of not receiving critical operating and financial information from Screaming Eagle, and having established that some of the information provided up front as part of the acquisition may be either incorrect or potentially fraudulent, the Company's board of directors decided it had no alternative other than to unwind the acquisition as of the original date of September 27, 2023. The transaction was reversed in its entirety and the Company is now looking for a new merger partner.

In April 2024, the Contribution Agreement with Ram Cap LLC ('Ram Cap') was terminated, to be superceded by a revised Contribution Agreement (the 'Agreement'), which was executed by the Company and Ram Cap on June 30, 2024. Under the terms of this Agreement, Ram Cap contributed two companies, management teams, assets, pending contracts, producing oil and gas wells with reserves, and multiple Letters of Intent (LOI's) valued at \$278,000,000 in return for 99,000,000 shares of the Company's Series A Preferred Stock issued, 65,000,000 of which were already issued in February 2024 with a further 34,000,000 issued on execution of this Agreement. Additionally, Ram Cap, LLC. shall be paid back all capital infused (\$100,000) from its original Contribution Agreement executed in February 2024 as the Company progresses. The first two contributed Companies are West Texas Dirt Movers, Inc. with a total value of \$4,200,000 in combination with Reddell Midland Equipment, LLC, and Reed Exploration, LLC. ('Reed'), with an unproduced oil & gas reserve valuation of \$63,217,000 calculated at a Present Worth Profile Discount of 10%. Results for both of these contributed companies are included herein. Pursuant to the Amendment, Nickolas S. Tabraue was succeeded by Dr. David Rene Ramirez as CEO, while Tabraue transitions to Chief Compliance and Investor Relations Officer and relinquished his role as a member of the Board of Directors. Additionally, Michael Mazur was appointed to Chief Operating Officer.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

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

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

Principals of Consolidation

The consolidated financial statements include the financial statements of BlueFire Equipment Corp and its direct subsidiaries, West Texas Dirt Movers, Inc. and Reed Exploration LLC. Intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

The Company recognizes revenue in accordance with Accounting Standards Update ("ASU") 2014-09, "Revenue from contracts with customers," (Topic 606). Revenue is recognized when a customer obtains control of promised goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company expects to recognize revenues as the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied.

Financial Instruments

The Company's financial instruments include cash, accounts payables, accrued liabilities and debt and are accounted for under the provisions of ASC Topic 825, "Financial Instruments". The carrying amount of these financial instruments as reflected in the balance sheets approximates fair value.

Cash and Cash Equivalents

For the Balance Sheet and Statement of Cash Flows, all highly liquid investments with maturity of three months or less are considered to be cash equivalents. The Company had no cash equivalents as at September 30, 2024 or December 31, 2023.

Concentration of Credit Risk

The Company maintains cash balances at financial institutions with accounts that are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. As of September 30, 2024 and 2023, the Company's cash balance did not exceed FDIC coverage. The Company has not experienced any losses in such accounts and periodically evaluates the credit worthiness of the financial institutions and has determined the credit exposure to be negligible.

Fixed Assets

The Company may own fixed assets of certain types, which are carried at cost less depreciation. The cost of repairs and maintenance is expensed as incurred; major replacements and improvements are capitalized. When assets are retired, or disposed of, the cost and accumulated depreciation are removed from the financial statements, and any resulting gains or losses are included in income in the year of disposition. Depreciation is calculated on a straight-line basis over the estimated useful life of the assets, according to the following policies:

- Land and buildings, useful life of 40 years, straight-line depreciation of 2.5% annually
- Property and equipment, useful life of 3 years, straight-line depreciation of 33.3% annually
- Lease improvements, useful life of 5 years or the length of the lease, whichever is shorter
- Computer equipment, useful life of 3 years, straight-line depreciation of 33.3% annually
- Motor vehicles, useful life of 3 years, straight line depreciation of 33.3% annually

Intangible Assets

The Company has intangible assets, which represent definite life intangible assets, which will be amortized on a straight-line basis over their estimated useful life. These intangible assets are largely proven oil and gas reserves, which will be amortized in line with their depletion.

Impairment of Long-Lived Assets

Long-lived assets, such as goodwill, are evaluated for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable or that the useful life is shorter than the Company had originally estimated. When these events occur, the Company evaluates the impairment for the long-lived assets by comparing the carrying value of the assets to an estimate of future undiscounted cash flows expected to be generated from the use of the assets and their eventual disposition. If the sum of the expected future undiscounted cash flows is less than the carrying value of the assets, the Company recognizes an impairment loss based on the excess of the carrying value of the assets over the fair value of the assets.

No impairment charges were recognized for the period ended September 30, 2024 or the year ending December 31, 2023.

Leases

The Company determines whether a contract contains a lease at contract inception. A contract contains a lease if there is an identified asset and the Company has the right to control the asset. Operating lease right-of-use ("ROU") assets represent the Company's right to use an underlying asset for the lease term, and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease ROU assets and lease liabilities are recognized at commencement date based on the present value of lease payments over the lease term. The Company uses the incremental borrowing rate in determining the present value of lease payments. Leases with a term of 12 months or less at the commencement date are not recognized on the balance sheet and are expensed as incurred.

Commitments and Contingencies

Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

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 potentially material loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee would be disclosed.

Income Taxes

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

Basic and Diluted Net Income (Loss) Per Share

Basic and diluted earnings or loss per share ("EPS") amounts in the consolidated financial statements are computed in accordance with Accounting Standards Codification ("ASC") 260 – 10 "Earnings per Share", which establishes the requirements for presenting EPS. Basic EPS is based on the weighted average number of shares of common stock outstanding. Diluted EPS is based on the weighted average number of shares of common stock outstanding and dilutive common stock equivalents. Basic EPS is computed by dividing net income or loss available to common stockholders (numerator) by the weighted average number of shares of common stock outstanding (denominator) during the period. Potentially dilutive securities are excluded from the calculation of diluted loss per share, if their effect would be anti-dilutive. For periods in which the Company reports net losses, diluted net loss per share is the same as basic net loss per share because potentially dilutive common shares are not assumed to have been issued if their effect is anti-dilutive.

Stock Based Compensation

Codification topic 718 “Stock Compensation” requires that the cost resulting from all share-based transactions be recorded in the financial statements and establishes fair value as the measurement objective for share-based payment transactions with employees and acquired goods or services from non-employees. The codification also provides guidance on valuing and expensing these awards, as well as disclosure requirements of these equity arrangements. The Company adopted the codification upon creation of the Company and will expense share-based costs in the period incurred.

The Company has adopted a stock option plan. The Company measures compensation expense for all stock-based payment awards, including stock options and restricted stock units granted to employees, directors, and nonemployees, based on the estimated fair value of the awards on the date of grant. Compensation expense is recognized ratably in earnings, generally over the period during which the recipient is required to provide service. The compensation expense is adjusted based on actual forfeitures as necessary.

The stock options vest ratably over the contractual vesting period and the fair value of our awards is estimated on the date of grant using a Black-Scholes option-pricing model. Restricted stock units vest ratably over the contractual vesting period and the fair value of the awards are estimated on the date of grant as the underlying value of the award. Awards with graded vesting features are recognized over the requisite service period for the entire award. The determination of the grant date fair value of stock awards issued is affected by a number of variables and subjective assumptions, including (i) the fair value of the Company’s common stock, (ii) the expected common stock price volatility over the expected life of the award, (iii) the expected term of the award, (iv) risk-free interest rates, (v) the exercise price, and (vi) the expected dividend yield of our common stock.

Options or warrants issued to consultants, sub-contractors or suppliers are assessed for fair value on issuance and reviewed for fair value at each reporting period, with changes in fair value recorded to the income statement for the relevant period.

Convertible Instruments

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

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

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

Fair Value of Financial Instruments

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

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

The carrying amounts for cash, accounts receivable, accounts payable and accrued expenses, and loans payable approximate their fair value based on the short-term maturity of these instruments. We identified assets or liabilities that are required to be presented on the balance sheet at fair value in accordance with the accounting guidance as at September 30, 2024, as detailed in Note 10, Derivative Liabilities, and no such assets or liabilities as at December 31, 2023.

ASC 825-10 “Financial Instruments” allows entities to voluntarily choose to measure certain financial assets and liabilities at fair value (fair value option). The fair value option may be elected on an instrument-by-instrument basis and is irrevocable, unless a new election date occurs. If the fair value option is elected for an instrument, unrealized gains and losses for that instrument should be reported in earnings at each subsequent reporting date. We elected to apply the fair value option to outstanding instruments.

Derivative Liabilities

Derivative financial instruments consist of convertible instruments and rights to shares of the Company's common stock. The Company assessed that it had derivative liabilities as at September 30, 2024, as detailed in Note 10, Derivative Liabilities, and no derivative liabilities as at December 31, 2023.

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

Concentrations

The Company had no concentrations in purchasing or sales.

Impact of New Accounting Standards

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

Management's Evaluation of Subsequent Events

The Company evaluates events that have occurred after the balance sheet date of this report, through the date which the consolidated financial statements were available to be issued. Based upon the review, other than as described in Note 14, Subsequent Events, the Company did not identify any recognized or non-recognized subsequent events that would have required adjustment or disclosure in the consolidated financial statements.

NOTE 3. GOING CONCERN

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

The Company has a limited operating history and had a cumulative net loss from inception to September 30, 2024 of \$4,617,137. The Company has a working capital deficit of \$667,209 as at September 30, 2024.

These financial statements for the nine months ended September 30, 2024 have been prepared assuming the Company will continue as a going concern, which is dependent upon the Company's ability to generate future profits and/or obtain necessary financing to meet its obligations as they come due.

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

NOTE 4. ACQUISITIONS AND DISPOSALS

The Company has elected to implement push-down accounting for all of its acquisitions, where appropriate and unless otherwise stated, and implemented in accordance with ASC 805-50. Pushdown accounting is a method of accounting for the purchase of another company at the purchase price rather than its historical cost. The target company's assets and liabilities are written up (or down) to reflect the purchase price, and any gains and losses associated with the new book value are 'pushed down' from the acquirer's to the acquired company's income statement and balance sheet. The total amount paid to purchase the target becomes the target's new book value on the Company's financial statements.

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

On April 4, 2023, the Company entered into a Business Combination Agreement (the 'Agreement') with Sun Industrial Group Holdings, LLC, whereby the Company will deliver 50,000,000 shares of Series A Preferred Stock and 900,000 shares of Preferred Stock Series B to the members (the 'Members') of Sun Industrial Group Holdings, LLC (the 'Target') in return for 100% of the membership interests in the Target, which will become a 100%-owned subsidiary of the Company. On June 22, 2023, this acquisition was unwound completely.

On September 27, 2023, the Company entered into a Business Combination Agreement (the 'Agreement') with Screaming Eagle BNR JV, LLC, whereby the Company will deliver 90% (or 45,000,000) of the 50,000,000 authorized shares of Series A Preferred Stock and 90% (or 810,000) of the 900,000 outstanding shares of Series B Preferred Stock to the members (the 'Members') of Screaming Eagle BNR JV, LLC (the 'Target') in return for 90% of the membership interests in the Target, which will become a 90%-owned subsidiary of the Company. The Target previously acquired 100% of the operated assets at Bedias Creek and 50% non-operated Gin Creek South assets from ETX in February 2022 with an effective date of January 1, 2022, for \$6,400,000 using family funds to finance the all-cash acquisition. Bedias Creek consists of 19 wells on 10,000 acres producing 1,500 bbls / month of oil and 7,900 MCF / month of gas. Gin Creek consists of 50% non-operated working interest in 45 wells producing 5,300 bbls / month and 14,250 MCF / month in natural gas. Immediately subsequent to the transaction closing, the Board of Directors met to elect a Chairman and add new members of the Board, as specified in the agreement.

On April 26, 2024, after several months of not receiving critical operating and financial information from Screaming Eagle, and having established that some of the information provided up front as part of the acquisition may be either incorrect or potentially fraudulent, the Company's board of directors decided it had no alternative other than to unwind the acquisition as of the original date of September 27, 2023. The transaction was reversed in its entirety and the Company is now looking for a new merger partner.

On July 23, 2024, the Company along with Ram Cap, LLC, Ramirez Capital, LLC, NDO Energy, LLC, David Rene Ramirez, Thomas Dan Powers, Powers FLP, and Matthew Page (collectively, the 'Plaintiffs'), filed a Petition and for Declaratory Judgment (the 'Petition'), with Marilyn Burgess, District Clerk Harris County, Texas against Screaming Eagle Partners, LLC, Mikul Investments, LLC, 555-333 Holdings, LLC, Privilege, LLC, JMBD Energy, LLC, and Kirk Yayiger (collectively referred as 'Defendants'). The Petition alleges breach of contract, fraud in a stock transaction, fraud by non-disclosure, common law fraud, negligent misrepresentation, unjust enrichment. The Petition seeks a Level III Discovery Control Order, monetary relief, recession/cancellation on all the Company's shares issued to Defendants.

On June 30, 2024, the Company entered into a Contribution Agreement (the 'Agreement') with Ram Cap LLC. Under the terms of this Agreement, Ram Cap contributed two companies, management teams, assets, pending contracts, producing oil and gas wells with reserves, and multiple Letters of Intent (LOI's), all valued at \$278,000,000 in return for 99,000,000 shares of the Company's Series A Preferred Stock issued (65,000,000 were already issued in February 2024 with a further 34,000,000 issued on execution of this Agreement). Additionally, Ram Cap, LLC. shall be paid back all capital infused (\$100,000) from its original Contribution Agreement executed in February 2024 as the Company progresses. The first two contributed Companies are West Texas Dirt Movers, Inc. with a total value of \$4,200,000 in combination with Reddell Midland Equipment, LLC, and Reed Exploration, LLC, with an unproduced oil & gas reserve valuation of \$63,217,000 calculated at a Present Worth Profile Discount of 10%. Results for both of these contributed companies are included herein. Pursuant to the Amendment, Nickolas S. Tabraue was succeeded by Dr. David Rene Ramirez as CEO, while Tabraue transitions to Chief Compliance and Investor Relations Officer and relinquished his role as a member of the Board of Directors. Additionally, Michael Mazur was appointed to COO.

The acquisitions of West Texas Dirt Movers, Inc., including the assets of Midland Equipment LLC and Reddell Midland Equipment LLC, and of Reed Exploration LLC are detailed below:

West Texas Dirt Movers, Inc.	Allocation
Cash acquired	\$ 10,965
Current assets	9,716
Fixed assets	4,719,684
Intangible assets	69,284
Goodwill	4,074,901
Current liabilities	(215,266)
Long-term liabilities	(8,600,000)
Total	\$ 69,284

The Company was acquired using cash and assumption of all liabilities. A total value of \$4,200,000 was provided via the Ram Cap Contribution Agreement.

Reed Exploration LLC	Allocation
Cash acquired	\$ 18,978
Current assets	76,413
Intangible assets	63,581,213
Current liabilities	(60,035)
Long-term liabilities	(63,217,000)
Total	\$ 399,570

The Company was acquired using cash and assumption of all liabilities. A total value of \$63,217,000 was provided via the Ram Cap Contribution Agreement.

The Ram Cap Contribution Agreement was for a total value of \$278,000,000, with \$63,217,000 contributed via Reed Exploration LLC and \$4,200,000 via West Texas Dirt Movers, Inc., a total of \$67,417,000, leaving \$210,583,000 via LOIs, management, pending contracts and miscellaneous other assets (see Note 7).

NOTE 5. OTHER CURRENT ASSETS

The Company had the following current assets as at September 30, 2024 and December 31, 2023:

	As at September 30, 2024	As at December 31, 2023
Factoring deposit	36,236	-
Other deposit	1,600	-
Totals	<u>\$ 37,836</u>	<u>\$ -</u>

NOTE 6. FIXED ASSETS

The Company holds fixed assets with values at September 30, 2024 and December 31, 2023 as follows:

Asset	Useful Life (years)	As at September 30, 2024	As at December 31, 2023
Land and buildings	40	\$ 1,280,000	\$ -
Property, plant and equipment	3	2,966,600	-
Vehicles	3	473,084	-
Accumulated depreciation		(588,706)	-
Total		<u>\$ 4,130,978</u>	<u>\$ -</u>

During the nine months ended September 30, 2024, a total of \$588,707 was charged to the Statement of Operations for depreciation.

NOTE 7. INTANGIBLE ASSETS

The Company retained the following intangible assets as at September 30, 2024 and December 31, 2023:

Asset	Description	As at September 30, 2024	As at December 31, 2023
Goodwill	Goodwill on acquisitions	\$ 4,074,901	\$ -
Intangible assets	Oil and gas reserves	63,331,446	-
Intangible assets	Contribution of LOIs, additional contributions and management	210,583,000	-
Amortization		-	-
Total		<u>\$ 277,989,347</u>	<u>\$ -</u>

Goodwill is not amortized but is tested for impairment at the end of each financial year. The above amount arose from a transaction on June 30, 2024 and a goodwill impairment test will not be performed until the end of the year ending December 31, 2024.

NOTE 8. LOANS AND NOTES PAYABLE

The Company had loans and notes payable as at September 30, 2024 and December 31, 2023 totaling \$5,017,908 and \$2,750 respectively, as follows:

Description	Principal Amount	Date of Loan Note	Maturity Date	As at September 30, 2024	As at December 31, 2023
Convertible loan from Gideon Orbach, 24 months, 8% interest, convertible at 20% discount to market	\$ 2,500	9/29/2022	9/29/2024	\$ 2,900	\$ 2,750
Loan from Reddell Midland Equipment LLC, 10 months, no interest - see note (a) below	3,200,000	6/30/2024	4/6/2025	3,100,000	-
Loan from West Texas Dirt Movers, Inc., 11 months, no interest - see note (b) below	1,200,000	6/30/2024	5/1/2025	1,200,000	-
Convertible loan from Inversion Healthcare Group, 12 months, 8% interest, convertible at 25% discount to 10-day trading average	31,000	7/24/2024	7/19/2025	31,462	-
Convertible loan from Ramirez Capital, 12 months, 8% interest, convertible at 25% discount to 10-day trading	6,000	9/18/2024	9/13/2025	6,016	-
Loan from Sat Consulting LLC, 12 months, 8% interest - interest forgiven if repaid before maturity	50,000	9/18/2024	9/18/2025	50,132	-

Loan from Bison Payments, 12 months, 15% interest - factoring advance against receivables of West Texas Dirt Movers	558,854	9/30/2024	9/30/2025	558,854	-
Loan from William Reed, 12 months, no interest - short-term advance to Reed Exploration	68,544	9/30/2024	9/30/2025	68,544	-
Total				<u>\$ 5,017,908</u>	<u>\$ 2,750</u>
Long-term total				<u>\$ -</u>	<u>\$ -</u>
Short-term total				<u>\$ 5,017,908</u>	<u>\$ 2,750</u>
Loans and Notes Amortization				Amount Due	
Due within 12 months				\$ 5,017,908	
Due within 24 months				-	
Due within 36 months				-	
Due within 48 months				-	
Due after 48 months				-	
Total				<u>\$ 5,017,908</u>	

Notes

(a) This is a Note provided by the Seller as part of the acquisition of the assets of Midland Equipment LLC and Reddell Midland Equipment LLC, with these assets acquired by West Texas Dirt Movers, Inc. No interest is payable and repayments are due as follows: \$100,000 on signing the agreement and for each month from June to September inclusive; \$500,000 in October 2024; \$120,000 monthly for November 2024 to March 2025 inclusive; and \$1,600,000 in April 2025.

(b) This is a Note provided by the Seller as part of the acquisition of West Texas Dirt Movers, Inc. No interest is payable and repayments are due as follows: \$20,000 monthly after operations restart and \$940,000 due 12 months after operations restart.

NOTE 9. CAPITAL STOCK

As at September 30, 2024 and December 31, 2023, the Company was authorized to issue Preferred Stock and Common Stock as detailed below.

Preferred Stock

At September 30, 2024 the Company had authorized Preferred Stock in two designation totaling 100,000,000 shares:

Series A Preferred Stock The Company is authorized to issue 99,000,000 shares of Series A Preferred Stock, with a par value of \$0.0001 per share. As at January 1, 2022, the Company had no shares of Series A Preferred Stock issued and outstanding.

On April 4, 2023, the Company issued 50,000,000 shares of Series A Preferred Stock as part of the acquisition of Sun Industrial Group Holdings LLC. These shares were returned on June 22, 2023 when the acquisition was unwound.

On September 27, 2023, the Company issued 45,000,000 shares of Series A Preferred Stock as part of the acquisition of Screaming Eagle Partners LLC. These shares were converted in to shares of common stock as part of a Contribution Agreement between the Company and an investor, with the conversion taking place on March 8, 2024.

On February 28, 2024, the Company entered into a Contribution Agreement with Ram Cap LLC, issuing 65,000,000 shares of Series A Preferred Stock in return for various assets. While this Agreement was canceled, a revised agreement was executed on June 30, 2024, with a further 34,000,000 shares of Series A Preferred Stock to be issued as part of the fully executed agreement, taking the total to 99,000,000 shares of Series A Preferred Stock issued to Ram Cap LLC or affiliates.

At September 30, 2024 the Company had 99,000,000 shares of Series A Preferred Stock issued and outstanding.

Series B Preferred Stock The Company is authorized to issue 1,000,000 shares of Series B Preferred Stock, with a par value of \$0.0001 per share. As at January 1, 2022, the Company had 1,000,000 shares of Series B Preferred Stock issued or outstanding.

All shares of Series B Preferred Stock were owned by Wafta Chedid until August 27, 2022, when 810,000 shares of Series B Preferred Stock were transferred to Candy Patel as part of the proceeds for acquiring Miracle Life Farms LLC.

On April 4, 2023, 900,000 shares of Series B Preferred Stock were transferred to the members of Sun Industrial Group Holdings LLC, as part of the acquisition of that business. These shares were returned on June 22, 2023, when the acquisition was unwound.

On September 27, 2023, 865,000 of the 910,000 outstanding shares of Series B Preferred Stock were transferred as part of the acquisition of Screaming Eagle Partners LLC.

On February 28, 2024, as part of a Contribution Agreement between the Company and an investor, all shares of Series B Preferred Stock were cancelled. The total Series B Preferred Stock outstanding thereafter was 100,000 shares.

At September 30, 2024 the Company had 100,000 shares of Series B Preferred Stock issued and outstanding.

As at September 30, 2024, the Company had a total of 99,100,000 shares of Preferred Stock issued and outstanding.

Common Stock

As at September 30, 2024, the Company is authorized to issue up to 250,000,000 shares of Common Stock with par value of \$0.0001 per share.

As at January 1, 2022, the Company had 33,947,368 shares of Common Stock issued and outstanding.

On November 7, 2023, the Company issued 180,000 shares of Common Stock to a consultant for services of \$75,600, or \$0.4200 per share.

On January 19, 2024, the Company issued 2,000,000 shares of Common Stock to a consultant for services of \$659,800, or \$0.3299 per share.

On February 27, 2024, the Company canceled 18,000,000 shares of Common Stock from various shareholders.

On March 8, 2024, the Company issued 45,000,000 shares of Common Stock to an investor for preferred stock conversion of \$14,845,500, or \$0.3299 per share.

On March 31, 2024, the Company canceled 45,000,000 shares of Common Stock from various shareholders.

On June 6, 2024, the Company issued 1,500,000 shares of Common Stock to an investor for investment of \$300,000, or \$0.2000 per share.

On June 13, 2024, the Company issued 1,000,000 shares of Common Stock to an investor for investment of \$200,000, or \$0.2000 per share.

On June 30, 2024, the Company issued 50,000 shares of Common Stock to an investor for investment of \$10,000, or \$0.2000 per share.

On June 30, 2024, the Company issued 50,000 shares of Common Stock to an investor for investment of \$10,000, or \$0.2000 per share.

On June 30, 2024, the Company issued 25,000 shares of Common Stock to an investor for investment of \$5,000, or \$0.2000 per share.

On June 30, 2024, the Company issued 4,000,000 shares of Common Stock to an investor for preferred stock conversion of \$16,923, or \$0.0042 per share.

On July 24, 2024, the Company issued 200,000 shares of Common Stock to an investor for investment of \$40,000, or \$0.2000 per share.

On July 26, 2024, the Company issued 125,000 shares of Common Stock to an investor for investment of \$25,000, or \$0.2000 per share.

On August 15, 2024, the Company issued 270,000 shares of Common Stock to an investor for investment of \$54,000, or \$0.2000 per share.

As at September 30, 2024, there were 25,347,368 shares of Common Stock issued and outstanding.

In addition, the Company had a further 63,000,000 shares of Common Stock showing as outstanding, but which have been canceled on February 27, 2024 and March 31, 2024, as shown above, with confirmation of this cancellation due to be received by court order in due course.

NOTE 10. DERIVATIVE LIABILITIES

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

The following table provides a summary of changes in fair value of the Company's Level 3 derivative liabilities at the year ended December 31, 2022:

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

The fair value of the embedded debt derivative was reviewed at December 31, 2023, using the following inputs:

Dividend yield	0.00%
Volatility	480.96%
Risk-free rate	3.85%

The fair value of the embedded debt derivative at December 31, 2023 was \$688, a decrease in the valuation of the embedded debt derivative of \$1,900, booked to the Statement of Operations for the year ended December 31, 2023 as a gain.

The following table provides a summary of changes in fair value of the Company's Level 3 derivative liabilities for the year ended December 31, 2023:

	As at December 31, 2023	As at December 31, 2022
Balance, beginning of period	\$ 2,588	\$ -
Additions	-	3,083
Mark-to-market at modification date	(1,900)	(495)
Reclassified to additional paid-in capital upon modification of term	-	-
Balance, as at December 31, 2022	<u>\$ 688</u>	<u>\$ 2,588</u>
Net gain due to change in fair value for the year included in statement of operations	\$ 1,900	\$ 495

This mark-to-market decrease of \$1,900 for the year was charged to the statement of operations as a gain on change in value of derivative liability of \$1,900.

The Company identified embedded derivatives related to the Convertible Loan Notes issued on July 24, 2024 for \$31,000 and September 18, 2024 for \$6,000. These embedded derivatives included certain conversion features, whereby the loan note is convertible at a 25% discount to the 10-day average price per share of common stock. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Notes and to adjust the fair value as of each subsequent balance sheet date. At the inception of the Convertible Promissory Notes, the Company determined a fair value for the embedded derivative using the Black Scholes Model based on the following assumptions:

Dividend yield	0.00%
Volatility	310.89-371.54%
Risk-free rate	3.43-4.15%

The initial fair value of the embedded debt derivative was \$51,127. The proceeds of the notes of \$37,000 was allocated as a debt discount. The amount in excess of the proceeds of the loan notes of \$14,127 was charged as interest to the Statement of Operations for the period.

The fair value of the embedded debt derivative was reviewed at September 30, 2024, using the following inputs:

Dividend yield	0.00%
Volatility	291.02%
Risk-free rate	3.58%

The fair value of the embedded debt derivative at September 30, 2024 was \$42,374, a decrease in the valuation of the embedded debt derivative of \$9,440, booked to the Statement of Operations for the year ended September 30, 2024 as a gain.

The following table provides a summary of changes in fair value of the Company's Level 3 derivative liabilities as at September 30, 2024 and December 31, 2023:

	As at September 30, 2024	As at December 31, 2023
Balance, beginning of period	\$ 688	\$ 2,588
Additions	51,127	-
Mark-to-market at modification date	(9,440)	(1,900)
Reclassified to additional paid-in capital upon modification of term	-	-
Balance, September 30, 2024	<u>\$ 42,375</u>	<u>\$ 688</u>
Net gain due to change in fair value for the period included in statement of operations	<u>\$ 9,440</u>	<u>\$ 1,900</u>

This mark-to-market decrease of \$9,440 for the period ended September 30, 2024 was charged to the statement of operations as a gain on change in value of derivative liabilities.

NOTE 11. INCOME TAXES

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

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

For the year ended December 31, 2023, the Company had available for US federal income tax purposes net operating loss carryovers of \$3,015,964, all of which will expire by 2043.

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

	As at September 30, 2024	As at December 31, 2023
Statutory federal income tax rate	21.00%	21.00%
Statutory state income tax rate	0.00%	0.00%
Valuation allowance	(21.00%)	(21.00%)
Effective tax rate	<u>0.00%</u>	<u>0.00%</u>

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

	As at September 30, 2024	As at December 31, 2023
Deferred Tax Assets (Gross Values)		
Net operating loss carry forward	\$ (1,074,233)	\$ (3,015,964)
Less valuation allowance	1,074,233	3,015,964
Net deferred tax asset	<u>\$ -</u>	<u>\$ -</u>

NOTE 12. RELATED PARTY TRANSACTIONS

There were related party transactions during the nine months ended September 30, 2024 or year ending December 31, 2023. The balance of these transactions is shown under related party loans in the balance sheet.

NOTE 13. COMMITMENTS AND CONTINGENCIES

From time to time, the various activities of the Company may give rise to contingent assets and liabilities, with the following items applicable as at September 30, 2024 and December 31, 2023.

Contingent Liabilities

Having terminated the acquisition of Seaming Eagle, originally executed on September 27, 2023, on April 26, 2024, the Company subsequently received a letter from Screaming Eagle's legal counsel disputing: (a) our Board and Shareholder Actions rescinding the agreement and declaring such agreement null and void; and (b) our statement that the information provided to us by Screaming Eagle is incorrect or potentially fraudulent. Both Parties contend that they will pursue legal action against one another regarding these matters. This dispute is ongoing.

Related to the above action is the ongoing cancellation of 63,000,000 shares of Common Stock issued in conjunction with the above transaction. The Company expects legal confirmation of the cancellation of these shares in due course.

Legal Action

From time to time, the Company is subject to legal action that may be taken by third parties against the Company, or that may involve the Company in some way. Many such actions are insignificant and considered to be a part of the Company's daily activities and there are no known pending actions against the Company of any significance.

On July 23, 2024, the Company along with Ram Cap, LLC, Ramirez Capital, LLC, NDO Energy, LLC, David Rene Ramirez, Thomas Dan Powers, Powers FLP, and Matthew Page (collectively, the 'Plaintiffs'), filed a Petition and for Declaratory Judgment (the 'Petition'), with Marilyn Burgess, District Clerk Harris County, Texas against Screaming Eagle Partners, LLC, Mikul Investments, LLC, 555-333 Holdings, LLC, Privilege, LLC, JMBD Energy, LLC, and Kirk Yayiger (collectively referred as 'Defendants'). The Petition alleges breach of contract, fraud in a stock transaction, fraud by non-disclosure, common law fraud, negligent misrepresentation, unjust enrichment. The Petition seeks a Level III Discovery Control Order, monetary relief, recession/cancellation on all the Company's shares issued to Defendants.

On August 21, 2024, in the above-referenced litigation, the Company filed Plaintiff's Motion for Preliminary Injunction and Request for Declaratory Judgement Relief (Exhibit 1.1) to cancel 18,000,000 shares of the Company's common stock that were not transferred from the 2015 Share Exchange Agreement (the "Share Exchange"). Additionally, on August 21, 2024, the Company filed Plaintiff's Complaint for Declaratory Judgement and Application for Temporary Restraining Order and Preliminary Injunction (Exhibit 1.2) to cancel 45,000,000 shares of its common stock that were previously issued to four members of Screaming Eagle Partners, LLC (the "Screaming Eagle Members") in the 2015 Share Exchange. The Company's complaint alleges that in connection with the Share Exchange between the Company and the Screaming Eagle Members, the Shares were acquired by the Screaming Eagle Members under false promises and their breaches of agreements between the Company and the Screaming Eagle Members.

NOTE 14. SUBSEQUENT EVENTS

The Company believes there are no significant events to report subsequent to September 30, 2024.