

AMERICAN GRAPHITE TECHNOLOGIES INC.
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UNAUDITED CONDENSED FINANCIAL STATEMENTS
FOR THE YEAR ENDED
OCTOBER 31, 2022

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AMERICAN GRAPHITE TECHNOLOGIES INC.
CONDENSED BALANCE SHEETS
(Unaudited)

	October 31, 2022
ASSETS	
CURRENT ASSETS	
Cash	\$ -
TOTAL CURRENT ASSETS	-
TOTAL ASSETS	\$ -
LIABILITIES AND STOCKHOLDERS' (DEFICIT)	
Accounts payable and accrued liabilities	\$ 56,584
Advances	21,473
Convertible notes	175,480
TOTAL CURRENT LIABILITIES	253,537
TOTAL LIABILITIES	253,537
STOCKHOLDERS' (DEFICIT)	
Capital stock, Authorized – 500,000,000 shares of common stock, \$0.001 par value. 165,083,348 shares of common stock, issued and outstanding	165,083
Additional paid in capital	2,812,479
Accumulated deficit	(3,231,099)
TOTAL STOCKHOLDERS' (DEFICIT)	(253,537)
TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT)	\$ -

The accompanying notes are an integral part of these unaudited condensed financial statements.

AMERICAN GRAPHITE TECHNOLOGIES INC.
CONDENSED STATEMENT OF OPERATIONS
(Unaudited)

		Year Ended October 31, 2022
Operating expenses:		
Consulting and Management Fees	\$	2,406
Professional fees		5,815
General and administrative expenses		11,375
LOSS FROM OPERATIONS		19,597
NET LOSS	\$	(19,597)
Net income/(loss) per common share – Basic and diluted	\$	(0.00)
Weighted average common shares outstanding – basic and diluted		165,083,348

The accompanying notes are an integral part of these unaudited condensed financial statements.

AMERICAN GRAPHITE TECHNOLOGIES INC.
CONDENSED STATEMENT OF STOCKHOLDERS' DEFICIT
(Unaudited)

	Common Stock		Additional	Accumulated	Stockholders'
	Shares	Amount (\$)	Paid-in Capital (\$)	(Deficit) (\$)	(Deficit) (\$)
Balance, October 31, 2021	165,083,348	165,083	2,812,479	(3,211,502)	(233,940)
Loss for the year	-	-	-	(19,597)	(19,597)
Balance, October 31, 2022	165,083,348	165,083	2,812,479	(3,231,099)	(253,537)

The accompanying notes are an integral part of these unaudited condensed financial statements.

AMERICAN GRAPHITE TECHNOLOGIES INC.
CONDENSED STATEMENT OF CASH FLOWS
(Unaudited)

	Year Ended October 31, 2022
Cash flows from operating activities:	
Net loss	\$ (19,597)
Adjustments to reconcile net loss to net cash used in operating activities:	
Shares issued for consulting and management fees	
Changes in certain assets and liabilities:	
Accounts payable	12,972
Advances	6,600
Net cash used in operating activities	(25)
Cash flows from investing activities:	
Net cash provided by investing activities	-
Cash flows from financing activities:	
Net cash provided by financing activities	-
Net decrease in cash and cash equivalents	(25)
Cash and cash equivalents, beginning of year	25
Cash and cash equivalents, end of period	\$ -

The accompanying notes are an integral part of these unaudited condensed financial statements.

AMERICAN GRAPHITE TECHNOLOGIES INC.
Notes to the Unaudited Condensed Financial Statements
For the Year Ended October 31, 2022

NOTE 1 - NATURE OF OPERATIONS

Historical Information

The Company was originally incorporated as Green & Quality Home Life, Inc. in the State of Nevada on June 1, 2010 and offered a portfolio of products and services to provide solutions for families to automate domestic activities.

On May 23, 2012 there was a change in control of the Company and management determined to abandon its original business and to enter into the business of exploration and development of mining projects and technology related to graphite and graphene.

Effective July 18, 2012, in accordance with approval from the Financial Industry Regulatory Authority (“FINRA”), we changed our name from Green & Quality Home Life, Inc. to American Graphite Technologies Inc. and increased our authorized capital from 75,000,000 to 200,000,000 shares of common stock, par value of \$0.001. In addition, our issued and outstanding shares of common stock increased from 619,500 to 77,437,500 shares of common stock, par value of \$0.001 on the basis of a 125:1 forward split of our issued and outstanding shares of common stock. The forward split has been retroactively applied to all shares and per share figures in these financial statements.

On December 3, 2012, we entered into a non-exclusive technology license agreement for patent and trade secret technology in the field of graphene oxide or “Bucky” paper with Cheap Tubes, Inc.

On April 24, 2013 the Company signed a letter of intent (LOI) with the National Academy of Science of Ukraine; National Science Centre; Kharkov Institute of Physics and Technology (“KIPT”), Kharkov, Ukraine in regard to a research project dubbed “P-600”.

On October 16, 2014, the Company incorporated a wholly owned subsidiary 9311-2571 Quebec Inc. in order to stake certain mineral claims in the Province of Quebec. On October 24, 2014, the Company entered into a consulting agreement with Geomap Exploration to stake graphite exploration claims in the region. The 84 staked mineral claims known as The Lac Rouge Graphite Property is one contiguous block totaling 4,982 hectares (12,311 acres) of land near the town of Mont-Laurier in southern Québec.

The Company was unable to raise sufficient funding to maintain its required regulatory filings with the Securities and Exchange Commission and to fund its above-mentioned projects and the Company became a shell corporation.

Current Information:

On August 25, 2017, AmberUnion Limited (“AmberUnion”) entered into a share purchase agreement with six shareholders collectively holding a total of 91,414,166 shares, whereunder AmberUnion purchased these shares for total consideration of \$80,000 or \$0.000875 per share. The effective transfer of the shares occurred in December 2017.

On December 22, 2017, Con Evan Anast, the then sole officer and director of the Company resigned and Efraim Babayov was appointed a director and President, Secretary, Treasurer. These events effected a change in control of the Company.

To date the Company has had no material operations and is seeking financing and suitable acquisition targets.

In this respect, on June 15, 2021, the Company entered into a Loan Treaty Agreement with eSilkroad Networks Limited, a Wyoming corporation, and a Delaware corporation, “Target”, whereby eSilkroad agreed to provide loans up to \$500,000 to the Company (see Note 6 – Other Events) in order to facilitate the acquisition of Target and provide funding for its ongoing operations.

AMERICAN GRAPHITE TECHNOLOGIES INC.
Notes to the Unaudited Condensed Financial Statements
For the Year Ended October 31, 2022

NOTE 1 - NATURE OF OPERATIONS

Current Information (continued)

On June 15, 2021, effective June 30, 2021, the Company entered into an acquisition agreement with Target whereunder the Company planned to acquire 100% of the shares of Target. Target is a company operating in the field of communications intelligence (see Note 6 – Other Events). The originally contemplated transactions with Target as disclosed above were terminated during the quarter ended December 31, 2021, and the Company and eSilkroad are in negotiations with respect to certain proposed amendments to the Loan Treaty Agreement in order to secure financing for future target acquisitions.

Effective September 20, 2022, the Company's 55.35% controlling shareholder, AmberUnion Limited, beneficial owner Christina Georgiou, sold the entirety of its shareholdings to Mr. Louis Shefsky in a private transaction for cash proceeds of \$91,414 or \$0.001 per share (par value). This action effected a change in control of the Company.

On September 20, 2022, the Company's board of directors and majority shareholder approved an increase of the Company's authorized share capital from 200,000,000 shares of common stock to 500,000,000 shares of common stock.

In March 2023 the Company changed its fiscal year end from June 30 to October 31 (Ref: Note 10 – Subsequent Events).

The Company continues to review potential acquisition targets, however as of the date of this report, the Company has not yet entered into any definitive agreements and remains a shell corporation.

NOTE 2 – 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. Currently, the Company does not have material assets, nor does it have operations or a source of revenue sufficient to cover its operating costs. We lack sufficient funds to meet the Company's current operational expenditures and our ongoing expenses are currently funded by shareholder advances, therefore, with no revenue generating operations there remains substantial doubt about our ability to continue as a going concern. As at October 31, 2022, the Company has an accumulated deficit of \$3,231,099. While we presently have no cash on hand, the Company is dependent upon the raising of additional capital through placement of our common stock or debt financing in order to fully implement its business plan, or merge with an operating company. There can be no assurance that the Company will be successful in either situation in order to continue as a going concern.

The ability of the Company to continue as a going concern is dependent on attaining profitable operations accordingly, there remains substantial doubt as to the Company's ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amount and classification of liabilities that might cause results from this uncertainty.

COVID-19

While the Company has not had any substantive operations in the recent fiscal years, the recently subsided COVID-19 pandemic could have an adverse impact on the Company going forward, should infection rates return to higher levels. COVID-19 caused significant disruptions to the global financial markets, which may continue despite the reduced instances of COVID-19 at the present time. The Company may be required to cease operations if it is unable to finance its' operations. The full impact of the COVID-19 outbreak continues to evolve as of the date of this report and is highly uncertain and subject to change. The Company is not able to estimate the ongoing effects COVID-19 may have on its financial condition in the next 12 months.

AMERICAN GRAPHITE TECHNOLOGIES INC.
Notes to the Unaudited Condensed Financial Statements
For the Year Ended October 31, 2022

NOTE 3 - USE OF ESTIMATES IN THE PREPARATION OF FINANCIAL STATEMENTS

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) 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 these financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 4 – SUMMARY OF ACCOUNTING POLICIES

Fiscal Year End

The Company has selected October 31 as its fiscal year end.

Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles (US GAAP). In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All such adjustments are of a normal recurring nature.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Basic and Diluted Loss Per Share

The Company computes net income (loss) per share in accordance with ASC 260, *Earning per Share*. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. At October 31, 2022, there were a total of 33,746,154 potentially dilutive shares as a result of certain convertible promissory notes with a conversion price of \$0.0052 per share.

Convertible debt and beneficial conversion features

The Company evaluates embedded conversion features within convertible debt under ASC 815 "Derivatives and Hedging" to determine whether the embedded conversion feature(s) should be bifurcated from the host instrument and accounted for as a derivative at fair value with changes in fair value recorded in earnings. If the conversion feature does not require derivative treatment under ASC 815, the instrument is evaluated under ASC 470-20 "Debt with Conversion and Other Options" for consideration of any beneficial conversion features.

AMERICAN GRAPHITE TECHNOLOGIES INC.
Notes to the Unaudited Condensed Financial Statements
For the Year Ended October 31, 2022

NOTE 4 – SUMMARY OF ACCOUNTING POLICIES (continued)

Stock Settled Debt

In certain instances, the Company will issue convertible notes which contain a provision in which the price of the conversion feature is priced at a fixed discount to the trading price of the Company's common shares as traded in the over-the-counter market. In these instances, the Company records a liability, in addition to the principal amount of the convertible note, as stock-settled debt for the fixed value transferred to the convertible note holder from the fixed discount conversion feature.

Income Taxes

Income taxes are recognized in accordance with ASC 740, "Income Taxes", whereby deferred income tax liabilities or assets at the end of each period are determined using the tax rate expected to be in effect when the taxes are actually paid or recovered. A valuation allowance is recognized on deferred tax assets when it is more likely than not that some or all of these deferred tax assets will not be realized.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 5 – CONVERTIBLE NOTES

During the fiscal year ended June 30, 2018, the Company entered into various convertible notes with debt holders to reclassify certain accounts payable into non-interest-bearing convertible notes. The holder has the right to convert any or all of the outstanding principal into shares of the Company's common stock at a conversion rate of \$0.0052 per share.

	October 31,
	2022
Convertible notes	<u>\$ 175,480</u>

NOTE 6 – RELATED PARTY TRANSACTIONS

Effective September 20, 2022, the Company's 55.35% controlling shareholder, AmberUnion Limited, beneficial owner Christina Georgiou, sold the entirety of its shareholdings to Mr. Louis Shefsky in a private transaction for cash proceeds of \$91,414 or \$0.001 per share (par value). This action effected a change in control of the Company.

NOTE 7 – COMMON STOCK

The Company has authorized 500,000,000 shares of common stock, \$0.001 par value. There were no shares issued during the fiscal year ended October 31, 2022.

As of October 31, 2022 and 2021 there were a total of 165,083,348 shares of common stock issued and outstanding, respectively.

AMERICAN GRAPHITE TECHNOLOGIES INC.
Notes to the Unaudited Condensed Financial Statements
For the Year Ended October 31, 2022

NOTE 8 - OTHER EVENTS

Acquisition Agreement – Delaware Corporation - Terminated

On June 15, 2021, effective June 30, 2021, the Company entered into an acquisition agreement with the shareholders of a Delaware Corporation (“Target”) whereby the Company intended to acquire 100% of the shares of Target upon closing. Concurrently, on June 15, 2021, the Company entered into a Loan Treaty Agreement with Target and Esilkroad Networks Limited (“eSilkroad”), a Wyoming corporation, under which eSilkroad agreed to provide up to \$500,000 in financing up to December 31, 2022.

The originally contemplated transactions with Target as disclosed above were terminated as at December 31, 2021, and the Company and eSilkroad are in negotiations with respect to certain proposed amendments to the Loan Treaty Agreement in order to secure financing for future target acquisitions.

NOTE 9 - SUBSEQUENT EVENTS

On December 30, 2022, the Company agreed to issue 62,500,000 shares of unregistered, restricted common stock to Efraim Babayov, its sole officer and director, in full payment of fees for management and consulting services provided through December 31, 2022. The shares were valued at Fair Market Value as of the date of the agreement.

On February 2, 2023, the Company entered into a letter of intent (“LOI”) with Ennoble Progressive Beverage Distribution, Inc. (“Ennoble”), to acquire 100% of the shares of Ennoble, subject to entry into a definitive agreement within 30 days of execution of the LOI. Under the terms of the LOI the Company may issue up to 4.2Bn unregistered, restricted shares of common stock to the shareholders of Ennoble and a finder’s fee payable is restricted common shares of 10% payable to certain third parties. The Company was unable to close the agreement with Ennoble, and the transaction was terminated by mutual agreement of the parties.

On March 6, 2023, the Company entered into a share exchange agreement with the sole shareholder of Travel Mix, Inc. (“Travel Mix”) whereby the Company acquired all of the issued and outstanding shares of Travel Mix in exchange for the issuance of 175,000,000 shares of the Company’s unregistered, restricted common stock. Effective March 15, 2023 the Company and the shareholder of Travel Mix, Mr. Boris Golan, concluded the transaction and Travel Mix become a wholly owned subsidiary of the Company effecting a change of control. Concurrently the Company changed its year end to match that of the acquired operating subsidiary, Travel Mix and Mr. Boris Golan joined the board of directors of the Company and assumed the role of CEO. Mr. Babayov continues to serve as President, Secretary and Treasurer.

Between March 24, 2023 and March 31, 2023 Mr. Louis Shefsky sold the entirety of his shareholdings, totaling 91,414,166 shares of the Company’s unregistered, restricted common stock to three (3) persons in a series of private transactions for total proceeds of \$228,535.

On June 15, 2023 the Company received notices of conversion from two noteholders (Ref: Note 5 above) for the exercise of cumulative debt totaling \$87,150 at \$0.0052 per share. The Company issued 16,759,615 unregistered, restricted shares to settle these notes in full.

The Company has evaluated subsequent events from the balance sheet date through the date that the financial statements were issued and determined that there are no additional subsequent events to disclose.