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**RAMPER INNOVATIONS, INC.**

**FINANCIAL STATEMENTS**  
**YEAR ENDED DECEMBER 31, 2022 AND 2021**  
*(Unaudited)*

## INDEX TO FINANCIAL STATEMENTS

(UNAUDITED)

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## **INDEPENDENT ACCOUNTANT'S REVIEW REPORT**

To the Board of Directors  
Ramper Innovations, Inc.  
Sitka, Alaska

We have reviewed the accompanying financial statements of Ramper Innovations, Inc. (the "Company,"), which comprise the balance sheet as of December 31, 2022 and December 31, 2021, and the related statement of operations, statement of shareholders' equity (deficit), and cash flows for the year ending December 31, 2022 and December 31, 2021, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Accountant's Responsibility**

Our responsibility is to conduct the review in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

### **Accountant's Conclusion**

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America.

### **Going Concern**

As discussed in Note 12, certain conditions indicate that the Company may be unable to continue as a going concern. The accompanying financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

Set Apart FS

August 25, 2023  
Los Angeles, California

**RAMPER INNOVATIONS INC.****BALANCE SHEET****(UNAUDITED)**

<b>As of December 31,</b>	<b>2022</b>	<b>2021</b>
(USD \$ in Dollars)		
<b>ASSETS</b>		
Current Assets:		
Cash & Cash Equivalents	\$ 34,623	\$ 14,199
Accounts Receivable, net	2,401	-
<b>Total Current Assets</b>	<b>37,025</b>	<b>14,199</b>
Property and Equipment, net	2,691	19,454
Intangible Assets	3,999	3,999
<b>Total Assets</b>	<b>\$ 43,714</b>	<b>\$ 37,652</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts Payable	\$ 3,000	\$ -
Credit Cards	34,863	26,448
Current Portion of Loans and Notes	196,648	2,219
Accrued Interest on Promissory Notes and Loans	1,484	1,826
<b>Total Current Liabilities</b>	<b>235,995</b>	<b>30,492</b>
Promissory Notes and Loans	-	239,092
Keep It Simple Securities (KISS)	595,071	337,500
Accrued Interest on Keep It Simple Securities (KISS)	58,870	35,565
<b>Total Liabilities</b>	<b>889,937</b>	<b>642,650</b>
<b>STOCKHOLDERS' EQUITY</b>		
Common Stock	-	-
Additional Paid in Capital	69,754	7,710
Retained Earnings/(Accumulated Deficit)	(915,977)	(612,708)
<b>Total Stockholders' Equity</b>	<b>(846,223)</b>	<b>(604,998)</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 43,714</b>	<b>\$ 37,652</b>

*See accompanying notes to financial statements.*



**RAMPER INNOVATIONS INC.**  
**STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

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<b>For Fiscal Year Ended December 31,</b>	<b>2022</b>	<b>2021</b>
(USD \$ in Dollars)		
Net Revenue	\$ 53,352	\$ -
Cost of Goods Sold	36,926	-
Gross profit	16,426	-
Operating expenses		
General and Administrative	233,534	73,552
Research and Development	13,212	22,226
Sales and Marketing	47,240	14,860
Total operating expenses	293,986	110,638
Operating Income/(Loss)	(277,560)	(110,638)
Interest Expense	25,713	25,434
Other Loss/(Income)	(5)	(6,575)
Income/(Loss) before provision for income taxes	(303,269)	(129,496)
Provision/(Benefit) for income taxes	-	-
<b>Net Income/(Net Loss)</b>	<b>\$ (303,269)</b>	<b>\$ (129,496)</b>

*See accompanying notes to financial statements.*

**RAMPER INNOVATIONS INC.**  
**STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
**(UNAUDITED)**

(in, \$US)	Common Stock		Additional Paid In Capital	Retained earnings/ (Accumulated Deficit)	Total Shareholder Equity
	Shares	Amount			
<b>Balance—December 31, 2020</b>	1,000,001	\$ -	\$ -	\$ (483,211)	\$ (483,211)
Share-Based Compensation			7,710		7,710
Net income/(loss)				(129,496)	(129,496)
<b>Balance—December 31, 2021</b>	1,000,001	-	7,710	\$ (612,708)	\$ (604,998)
Share-Based Compensation			62,044		62,044
Net income/(loss)				(303,269)	(303,269)
<b>Balance—December 31, 2022</b>	<b>1,000,001</b>	<b>\$ -</b>	<b>\$ 69,754</b>	<b>\$ (915,977)</b>	<b>\$ (846,223)</b>

*See accompanying notes to financial statements.*

**RAMPER INNOVATIONS INC.**  
**STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

For Fiscal Year Ended December 31,	2022	2021
(USD \$ in Dollars)		
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net income/(loss)	\$ (303,269)	\$ (129,496)
<i>Adjustments to reconcile net income to net cash provided/(used) by operating activities:</i>		
Depreciation of Property	10,903	4,521
Amortization of Intangibles	-	-
Share-based Compensation	62,044	7,710
<i>Changes in operating assets and liabilities:</i>		
Accounts receivable, net	(2,401)	-
Accounts Payable	3,000	-
Credit Cards	8,415	26,448
Accrued Interest	22,963	17,466
<b>Net cash provided/(used) by operating activities</b>	<b>(198,345)</b>	<b>(73,352)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchases of Property and Equipment	5,860	-
Purchases of Intangible Assets	-	-
<b>Net cash provided/(used) in investing activities</b>	<b>5,860</b>	<b>-</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Promissory Notes and Loans	(44,662)	(11,470)
Borrowing on SAFEs	257,571	75,000
<b>Net cash provided/(used) by financing activities</b>	<b>212,909</b>	<b>63,530</b>
Change in Cash	20,424	(9,823)
Cash—beginning of year	14,199	24,022
<b>Cash—end of year</b>	<b>\$ 34,623</b>	<b>\$ 14,199</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Cash paid during the year for interest	\$ 2,750	\$ 9,794
Cash paid during the year for income taxes	\$ -	\$ -
<b>OTHER NONCASH INVESTING AND FINANCING ACTIVITIES AND SUPPLEMENTAL DISCLOSURES</b>		
Purchase of property and equipment not yet paid for	\$ -	\$ -
Issuance of equity in return for note	-	-
Issuance of equity in return for accrued payroll and other liabilities	-	-

*See accompanying notes to financial statements.*

**RAMPER INNOVATIONS INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2022 AND DECEMBER 31, 2021**

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**1. NATURE OF OPERATIONS**

Ramper Innovations Inc. (the “Company”) was incorporated in the State of Alaska on July 18, 2014. The Company was previously registered as Ramper Innovations LLC and converted to Ramper Innovations, Inc., effective March 27, 2019. The financial statements of Ramper Innovations, Inc. (which may be referred to as the “Company”, “we”, “us”, or “our”) are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The Company’s headquarters are located in Sitka, Alaska.

The Company specializes in offering a motorized folding conveyor system (Tisabas™) that is placed in the aircraft belly to assist in moving baggage and cargo to and from plane.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America (“US GAAP”). The Company has adopted the calendar year as its basis of reporting.

**Use of Estimates**

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

**Cash and Cash Equivalents**

Cash and cash equivalents include all cash in banks. The Company’s cash is deposited in demand accounts at financial institutions that management believes are creditworthy. The Company’s cash and cash equivalents in bank deposit accounts, at times, may exceed federally insured limits. As of December 31, 2022 and December 31, 2021, the Company’s cash and cash equivalents did not exceed FDIC insured limits.

**Accounts Receivable and Allowance for Doubtful Accounts**

Accounts receivable are recorded at a net realizable value or the amount that the Company expects to collect on gross customer trade receivables. We estimate losses on receivables based on known troubled accounts and historical experience of losses incurred. Receivables are considered impaired and written-off when it is probable that all contractual payments due will not be collected in accordance with the terms of the agreement. As of December 31, 2022 and 2021, the Company determined that no reserve was necessary.

**RAMPER INNOVATIONS INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2022 AND DECEMBER 31, 2021**

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**Property and Equipment**

Property and equipment are stated at cost. Normal repairs and maintenance costs are charged to earnings as incurred and additions and major improvements are capitalized. The cost of assets retired or otherwise disposed of, and the related depreciation are eliminated from the accounts in the period of disposal and the resulting gain or loss is credited or charged to earnings.

Depreciation is computed over the estimated useful lives of the related asset type or term of the operating lease using the straight-line method for financial statement purposes. The estimated service lives for property and equipment are as follows:

<b>Category</b>	<b>Useful Life</b>
Equipment	5 years
Furniture and Equipment	5 years

**Impairment of Long-lived Assets**

Long-lived assets, such as property and equipment and identifiable intangibles with finite useful lives, are periodically evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We look for indicators of a trigger event for asset impairment and pay special attention to any adverse change in the extent or manner in which the asset is being used or in its physical condition. Assets are grouped and evaluated for impairment at the lowest level of which there are identifiable cash flows, which is generally at a location level. Assets are reviewed using factors including, but not limited to, our future operating plans and projected cash flows. The determination of whether impairment has occurred is based on an estimate of undiscounted future cash flows directly related to the assets, compared to the carrying value of the assets. If the sum of the undiscounted future cash flows of the assets does not exceed the carrying value of the assets, full or partial impairment may exist. If the asset carrying amount exceeds its fair value, an impairment charge is recognized in the amount by which the carrying amount exceeds the fair value of the asset. Fair value is determined using an income approach, which requires discounting the estimated future cash flows associated with the asset.

**Intangible Assets**

Other intangibles include trademark filing and related attorney fees. Trademark costs are indefinitely lived.

**Income Taxes**

Ramper Innovations, Inc. is a C corporation for income tax purposes. The Company accounts for income taxes under the liability method, and deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying values of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided on deferred tax assets if it is determined that it is more likely than not that the deferred tax asset will not be realized. The Company records interest, net of any applicable related income tax benefit, on potential income tax contingencies as a component of income tax expense. The Company records tax positions taken or expected to be taken in a tax return based upon the amount that is more likely than not to be realized or paid, including in connection with the resolution of any related appeals or other legal processes. Accordingly, the Company recognizes liabilities for certain unrecognized tax benefits based on the amounts that are more likely than not to be settled with the relevant taxing authority. The Company recognizes interest and/or penalties related to unrecognized tax benefits as a component of income tax expense.



**RAMPER INNOVATIONS INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2022 AND DECEMBER 31, 2021**

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*Concentration of Credit Risk*

The Company maintains its cash with a major financial institution located in the United States of America which it believes to be creditworthy. Balances are insured by the Federal Deposit Insurance Corporation up to \$250,000. At times, the Company may maintain balances in excess of the federally insured limits.

**Revenue Recognition**

The Company recognizes revenues in accordance with FASB ASC 606, Revenue from Contracts with Customers, when delivery of goods is the sole performance obligation in its contracts with customers. The Company typically collects payment upon sale and recognizes the revenue when the item has shipped and has fulfilled its sole performance obligation.

Revenue recognition, according to Topic 606, is determined using the following steps:

- 1) Identification of the contract, or contracts, with the customer: the Company determines the existence of a contract with a customer when the contract is mutually approved; the rights of each party in relation to the services to be transferred can be identified, the payment terms for the services can be identified, the customer has the capacity and intention to pay, and the contract has commercial substance.
- 2) Identification of performance obligations in the contract: performance obligations consist of a promised in a contract (written or oral) with a customer to transfer to the customer either a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.
- 3) Recognition of revenue when, or how, a performance obligation is met: revenues are recognized when or as control of the promised goods or services is transferred to customers.

The Company earns revenues from the sale of its folding conveyor system (Tisabas™).

**Cost of sales**

Costs of goods sold include the cost of materials, freight, and shipping costs.

**Advertising and Promotion**

Advertising and promotional costs are expensed as incurred. Advertising and promotional expenses for the years ended December 31, 2022, and December 31, 2021 amounted to \$47,240 and \$14,860, which is included in sales and marketing expenses.

**Research and Development Costs**

Costs incurred in the research and development of the Company's products are expensed as incurred.

**Stock-Based Compensation**

The Company accounts for stock-based compensation to both employees and non-employees in accordance with ASC 718, Compensation - Stock Compensation. Under the fair value recognition provisions of ASC 718, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense

**RAMPER INNOVATIONS INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2022 AND DECEMBER 31, 2021**

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ratably over the requisite service period, which is generally the option vesting period. The Company uses the Black-Scholes option pricing model to determine the fair value of stock options.

**Fair Value of Financial Instruments**

The carrying value of the Company's financial instruments included in current assets and current liabilities (such as cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses approximate fair value due to the short-term nature of such instruments).

The inputs used to measure fair value are based on a hierarchy that prioritizes observable and unobservable inputs used in valuation techniques. These levels, in order of highest to lowest priority, are described below:

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

**Level 2**—Observable prices that are based on inputs not quoted on active markets but corroborated by market data.

**Level 3**—Unobservable inputs reflecting the Company's assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment.

**COVID-19**

In March 2020, the outbreak and spread of the COVID-19 virus was classified as a global pandemic by the World Health Organization. This widespread disease impacted the Company's business operations, including its employees, customers, vendors, and communities. The COVID-19 pandemic may continue to impact the Company's business operations and financial operating results, and there is substantial uncertainty in the nature and degree of its continued effects over time. The extent to which the pandemic impacts the business going forward will depend on numerous evolving factors management cannot reliably predict, including the duration and scope of the pandemic; governmental, business, and individuals' actions in response to the pandemic; and the impact on economic activity including the possibility of recession or financial market instability. These factors may adversely impact consumer and business spending on products as well as customers' ability to pay for products and services on an ongoing basis. This uncertainty also affects management's accounting estimates and assumptions, which could result in greater variability in a variety of areas that depend on these estimates and assumptions, including investments, receivables, and forward-looking guidance.

**Subsequent Events**

The Company considers events or transactions that occur after the balance sheet date, but prior to the issuance of the financial statements to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure. Subsequent events have been evaluated through August 25, 2023, which is the date the financial statements were issued.

**Recently Issued and Adopted Accounting Pronouncements**

The FASB issues ASUs to amend the authoritative literature in ASC. There have been a number of ASUs to date, including those above, that amend the original text of ASC. Management believes that those issued to date either (i) provide supplemental guidance, (ii) are technical corrections, (iii) are not applicable to us or (iv) are not expected to have a significant impact on our financial statements.

**RAMPER INNOVATIONS INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2022 AND DECEMBER 31, 2021**

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### 3. PROPERTY AND EQUIPMENT

As of December 31, 2022, and December 31, 2021, property and equipment consist of:

<b>As of Year Ended December 31,</b>	<b>2022</b>	<b>2021</b>
Equipment	\$ 23,637	\$ 30,970
Furniture and Equipment	2,920	1,447
<b>Property and Equipment, at Cost</b>	<b>26,557</b>	<b>32,417</b>
Accumulated depreciation	(23,866)	(12,963)
<b>Property and Equipment, Net</b>	<b>\$ 2,691</b>	<b>\$ 19,454</b>

Depreciation expenses for property and equipment for the fiscal year ended December 31, 2022, and 2021 were in the amount of \$10,903 and \$4,521, respectively.

### 4. INTANGIBLE ASSETS

As of December 31, 2022, and December 31, 2021, intangible assets consist of:

<b>As of Year Ended December 31,</b>	<b>2022</b>	<b>2021</b>
Trademark	\$ 3,999	\$ 3,999
<b>Intangible assets, at cost</b>	<b>3,999</b>	<b>3,999</b>
Accumulated amortization	-	-
<b>Intangible assets, Net</b>	<b>\$ 3,999</b>	<b>\$ 3,999</b>

The trademark has not been amortized.

### 5. CAPITALIZATION AND EQUITY TRANSACTIONS

#### Common Stock

The Company is authorized to issue 2,000,000 shares of Common Stock with no par value. As of December 31, 2022, and December 31, 2021, 1,000,001 shares have been issued and are outstanding.

### 6. SHAREBASED COMPENSATION

During 2021 the Company authorized the Stock Option Plan (which may be referred to as the "Plan"). The Company reserved certain number of shares of its Common Stock pursuant to the Plan, which provides for the grant of shares of stock options, stock appreciation rights, and stock awards (performance shares) to employees, non-employee directors, and non-employee consultants. The option exercise price generally may not be less than the underlying stock's fair market value at the date of the grant and generally have a term of two years. The amounts granted each calendar year to an employee or non-employee is limited depending on the type of award.



**RAMPER INNOVATIONS INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2022 AND DECEMBER 31, 2021**

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*Stock Options*

The Company granted stock options. The stock options were valued using the Black-Scholes pricing model with a range of inputs indicated below:

<b>As of Year Ended December 31,</b>	<b>2022</b>
Expected life (years)	10.00
Risk-free interest rate	4.41%
Expected volatility	75%
Annual dividend yield	0%

The risk-free interest rate assumption for options granted is based upon observed interest rates on the United States government securities appropriate for the expected term of the Company's employee stock options.

The expected term of employee stock options is calculated using the simplified method which takes into consideration the contractual life and vesting terms of the options.

The Company determined the expected volatility assumption for options granted using the historical volatility of comparable public company's Common Stock. The Company will continue to monitor peer companies and other relevant factors used to measure expected volatility for future stock option grants, until such time that the Company's common stock has enough market history to use historical volatility.

The dividend yield assumption for options granted is based on the Company's history and expectation of dividend payouts. The Company has never declared or paid any cash dividends on its Common Stock, and the Company does not anticipate paying any cash dividends in the foreseeable future.

Management estimated the fair value of common stock based on recent sales to third parties. Forfeitures are recognized as incurred.

A summary of the Company's stock options activity and related information is as follows:

	<b>Number of Awards</b>	<b>Weighted Average Exercise</b>	<b>Weighted Average Contract Term</b>
Outstanding at December 31, 2020	101,806	\$ 0.66	-
Granted	-		
Exercised	-		
Expired/Cancelled	-		-
Outstanding at December 31, 2021	101,806	\$ 0.66	5.88
Exercisable Options at December 31, 2021	48,570	\$ 0.66	5.88
Granted	4,290	\$ -	
Exercised	-	\$ -	
Expired/Cancelled	-	\$ -	
Outstanding at December 31, 2022	106,096	\$ 0.66	4.88
Exercisable Options at December 31, 2022	106,096	\$ 0.66	4.88

Stock option expenses for the years ended December 31, 2022 and December 31, 2021 was \$62,044 and \$7,110, respectively.

**RAMPER INNOVATIONS INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2022 AND DECEMBER 31, 2021**

**7. DEBT**

**Promissory Notes & Loans**

During the years presented, the Company entered into promissory notes & loans agreements. The details of the Company's loans, notes, and the terms are as follows:

Debt Instrument Name	Principal Amount	Interest Rate	Borrowing Period	Maturity Date	For the Year Ended December 2022					For the Year Ended December 2021				
					Interest Expense	Accrued Interest	Current Portion	Non-Current Portion	Total Indebtedness	Interest Expense	Accrued Interest	Current Portion	Non-Current Portion	Total Indebtedness
Promissory Note - Tim Fulton	\$ 141,715	0.15%	12/31/2020	12/31/2023	\$ 213	\$ 425	\$ 141,716	\$ -	\$ 142,141	\$ 213	\$ 213	\$ -	\$ 141,716	\$ 141,929
Promissory Note - Tim Fulton	\$ 68,490	0.43%	6/1/2020	12/31/2023	\$ 295	\$ 761	\$ 25,629	\$ -	\$ 26,390	\$ 295	\$ 466	\$ -	\$ 68,490	\$ 68,957
Promissory Note - Tim Fulton	\$ 31,197	0.39%	11/30/2020	12/31/2023	\$ 122	\$ 254	\$ 28,886	\$ -	\$ 29,140	\$ 122	\$ 132	\$ -	\$ 28,886	\$ 29,018
Univest Capital, Inc.	\$ 21,346		5/2/2017	5/2/2012	\$ -	\$ -	\$ 417	\$ -	\$ 417	\$ -	\$ -	\$ 2,219	\$ -	\$ 2,219
<b>Total</b>					<b>\$ 629</b>	<b>\$ 1,440</b>	<b>\$ 196,648</b>	<b>\$ -</b>	<b>\$ 198,088</b>	<b>\$ 629</b>	<b>\$ 811</b>	<b>\$ 2,219</b>	<b>\$ 239,092</b>	<b>\$ 242,122</b>

The summary of the future maturities is as follows:

**As of Year Ended December 31, 2022**

2023	\$ 196,648
2024	-
2025	-
2026	-
2027	-
Thereafter	-
<b>Total</b>	<b>\$ 196,648</b>

**Keep It Simple Securities (KISS)**

The details of the Company's Keep It Simple Securities (KISS) and the terms are as follows:

Debt Instrument Name	Principal Amount	Interest Rate	Borrowing Period	Valuation CAP	Maturity Date	For the Year Ended December 2022					For the Year Ended December 2021				
						Interest Expense	Accrued Interest	Current Portion	Non-Current Portion	Total Indebtedness	Interest Expense	Accrued Interest	Current Portion	Non-Current Portion	Total Indebtedness
KISS - Series 1	\$ 237,500	5.00%	06/08/2020	\$ 2,500,000	24 months from issuance date	11,875	43,467	-	237,500	280,967	12,814	31,592	-	\$ 237,500	269,092
KISS - Series 2	\$ 357,571	5.00%	09/08/2020	\$ 3,500,000	24 months from issuance date	11,430	15,403	-	357,571	372,974	2,826	3,973	-	\$ 100,000	103,973
<b>Total</b>	<b>\$ -</b>					<b>\$ 23,305</b>	<b>\$ 58,870</b>	<b>\$ -</b>	<b>\$ 595,071</b>	<b>\$ 653,941</b>	<b>\$ 15,640</b>	<b>\$ 35,565</b>	<b>\$ -</b>	<b>\$ 337,500</b>	<b>\$ 373,065</b>

The KISSs carry a 5% per annum interest rate, discount rate of 10% and valuation caps of \$3,500,000. The notes mature at 24 months following the issuance date. The principal of the notes and their associated accrued interest are automatically convertible into shares of the Company's Common Stock in the event of a closing of the "Next Equity Financing" (defined as gross proceeds not less than \$500,000), a corporate transaction or majority conversion. Conversion price is the lower of (A) the product of (1) one (1) minus the Discount and (2) the price paid per share for Preferred Stock by the investors in the Next Equity Financing or (B) the quotient resulting from dividing (1) the Valuation Cap by (2) the Fully Diluted Capitalization immediately prior to the closing of the Next Equity Financing.

**RAMPER INNOVATIONS INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2022 AND DECEMBER 31, 2021**

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**8. INCOME TAXES**

The provision for income taxes for the year ended December 31, 2022 and December 31, 2021 consists of the following:

As of Year Ended December 31,	2022	2021
Net Operating Loss	\$ (42,206)	\$ (22,593)
Valuation Allowance	42,206	22,593
<b>Net Provision for income tax</b>	<b>\$ -</b>	<b>\$ -</b>

Significant components of the Company's deferred tax assets and liabilities on December 31, 2022, and December 31, 2021 are as follows:

As of Year Ended December 31,	2022	2021
Net Operating Loss	\$ (109,237)	\$ (67,031)
Valuation Allowance	109,237	67,031
<b>Total Deferred Tax Asset</b>	<b>\$ -</b>	<b>\$ -</b>

Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. On the basis of this evaluation, the Company has determined that it is more likely than not that the Company will not recognize the benefits of the federal and state net deferred tax assets, and, as a result, full valuation allowance has been set against its net deferred tax assets as of December 31, 2022 and December 31, 2021. The amount of the deferred tax asset to be realized could be adjusted if estimates of future taxable income during the carry-forward period are reduced or increased.

For the fiscal year ending December 31, 2022, the Company had federal cumulative net operating loss ("NOL") carryforwards of \$520,177, and the Company had state net operating loss ("NOL") carryforwards of approximately \$520,177. Utilization of some of the federal and state NOL carryforwards to reduce future income taxes will depend on the Company's ability to generate sufficient taxable income prior to the expiration of the carryforwards. The federal net operating loss carryforward is subject to an 80% limitation on taxable income, does not expire, and will carry on indefinitely.

The Company recognizes the impact of a tax position in the financial statements if that position is more likely than not to be sustained on a tax return upon examination by the relevant taxing authority, based on the technical merits of the position. As of December 31, 2022, and December 31, 2021, the Company had no unrecognized tax benefits.

The Company recognizes interest and penalties related to income tax matters in income tax expense. As of December 31, 2022, and December 31, 2021, the Company had no accrued interest and penalties related to uncertain tax positions.

**9. RELATED PARTY**

In the fiscal year 2020, the Company entered into three promissory note agreements with Tim Fulton, the founder, and the major shareholder of the Company, in the aggregate amount of \$241,402. Interest is accrued annually at rates from 0.15% to 0.43% per annum with a maturity date set on December 31, 2023. As of December 31, 2022 and December 31, 2021, the outstanding balance of the notes is \$196,648 and \$239,092, respectively.

**RAMPER INNOVATIONS INC.**  
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## **10. COMMITMENTS AND CONTINGENCIES**

### **Contingencies**

The Company's operations are subject to a variety of local and state regulations. Failure to comply with one or more of those regulations could result in fines, restrictions on its operations, or losses of permits that could result in the Company ceasing operations.

### **Litigation and Claims**

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As of December 31, 2022, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations.

## **11. SUBSEQUENT EVENTS**

The Company has evaluated subsequent events for the period from December 31, 2022 through August 25, 2023, which is the date the financial statements were available to be issued.

The Company is in the process of cancelling all stock option agreements issued during the past period.

There have been no other events or transactions during this time which would have a material effect on these financial statements.

## **12. GOING CONCERN**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has a net operating loss of \$277,560, an operating cash flow loss of \$198,345, and liquid assets in cash of \$34,623, which is less than a year's worth of cash reserves as of December 31, 2022. These factors normally raise substantial doubt about the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern in the next twelve months following the date the financial statements were available to be issued is dependent upon its ability to produce revenues and/or obtain financing sufficient to meet current and future obligations and deploy such to produce profitable operating results.

Management has evaluated these conditions and plans to generate revenues and raise capital as needed to satisfy its capital needs. During the next twelve months, the Company intends to fund its operations through debt and/or equity financing.

There are no assurances that management will be able to raise capital on terms acceptable to the Company. If it is unable to obtain sufficient amounts of additional capital, it may be required to reduce the scope of its planned development, which could harm its business, financial condition, and operating results. The accompanying financial statements do not include any adjustments that might result from these uncertainties.