

REFINITIV

# DELTA REPORT

## 10-Q

ROYALTY MANAGEMENT HOLDIN  
10-Q - JUNE 30, 2024 COMPARED TO 10-Q - MARCH 31, 2024

The following comparison report has been automatically generated

TOTAL DELTAS	323
CHANGES	75
DELETIONS	126
ADDITIONS	122

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **March 31, June 30, 2024**

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: **001-40233**

**ROYALTY MANAGEMENT HOLDING CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**86-1599759**

(I.R.S. Employer  
Identification No.)

**12115 Visionary Way, Unit Suite 174**

**Fishers, Indiana 46038**

(Address of principal executive offices) (Zip Code)

**(317) 855-9926**

(Registrant's telephone number, including area code)

**American Acquisition Opportunity Inc.**

(Former name or former address, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically, if any, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (\$232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated Filer ☒

Smaller reporting company ☒

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock par value \$0.0001 per share	RMCO	The Nasdaq Stock Market LLC
Redeemable warrants, exercisable for shares of common stock at an exercise price of \$11.50 per share	RMCOW	The Nasdaq Stock Market LLC

As of **May 24, 2024** **August 14, 2024**, **14,964,095** **14,954,504** shares of common stock, par value \$0.0001 per share were issued and outstanding.

## ROYALTY MANAGEMENT HOLDING CORPORATION

### FORM 10-Q

FOR THE QUARTER ENDED **MARCH 31, JUNE 30, 2024**

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## EXPLANATORY NOTE

On October 31, 2023, we consummated the business combination, or the Business Combination, contemplated by the Agreement and Plan of Merger, with RMC Sub Inc. ("Merger Sub"), a wholly-owned subsidiary of American Acquisition Opportunity Inc. ("AMAO"), a special purpose acquisition company, which is our predecessor, and Royalty Management Co. ("Legacy Royalty"). Pursuant to the Merger Agreement, Merger Sub was merged with and into Legacy Royalty, with Legacy Royalty surviving the merger as a wholly owned subsidiary of AMAO (the "Business Combination"). Upon the closing of the Business Combination, AMAO changed its name to Royalty Management Holdings Co. with its Class A common stock continuing to be listed on Nasdaq under the ticker symbol "RMCOW," its warrants continuing to be listed on Nasdaq under the symbol "RMCOW." Royalty Management Holding co. became the successor entity to AMAO pursuant to Rule 12g-3(a) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

As used in this Report, unless otherwise indicated or the context otherwise requires, references to "we," "us," "our," the "company" and "Royalty" refer to the consolidated operations of Royalty Holdings co. and its subsidiaries. References to "AMAO" refer to the company prior to the consummation of the Business Combination and references to "Legacy Royalty" refer to Royalty Management Co. prior to the consummation of the Business Combination.

**Except as otherwise expressly provided herein, the information in this Report does not reflect the consummation of the Business Combination, which, as discussed above, occurred subsequent to the period covered hereunder.**

## CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Exchange Act. All statements other than statements of historical facts contained in this Report, including statements regarding our future results of operations and financial position, business strategy, plans and prospects, existing and prospective products, research and development costs, timing and likelihood of success, and plans and objectives of management for future operations and results, are forward-looking statements. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "potential" or "continue" or the negative of these terms or other similar expressions. The forward-looking statements in this Report are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. These forward-looking statements speak only as of the date of this Report and are subject to a number of important factors that could cause actual results to differ materially from those in the forward-looking statements, including the risks, uncertainties and assumptions described in the section titled "Risk Factors" in the final prospectus, dated October 26, 2023 (the "Prospectus"), and as further updated in this Report under Part II. Item 1A. "Risk Factors," and in our other filings with the SEC, that may cause our actual results, performance or achievements to differ materially and adversely from those expressed or implied by the forward-looking statements.

These forward-looking statements are subject to numerous risks, including, without limitation, the following:

- expectations regarding Royalty's strategies and future financial performance, including its future business plans or objectives, prospective performance and opportunities and competitors, revenues, products and services, pricing, operating expenses, market trends, liquidity, cash flows and uses of cash, capital expenditures, and Royalty's ability to invest in growth initiatives and pursue acquisition opportunities;
- the risk that the consummation of the Business Combination disrupts Royalty's current plans;
- the ability to recognize the anticipated benefits of the Business Combination;
- the ability to retain cash in trust for growth of Royalty's business as part of the Business Combination;
- unexpected costs related to the Business Combination;
- the amount of any redemptions by existing holders of common stock being greater than expected;
- limited liquidity and trading of Royalty's securities;
- geopolitical risk and changes in applicable laws or regulations;

- the possibility that **AMAO and/or** Royalty may be adversely affected by other economic, business, and/or competitive factors;
- operational risk;
- risk that a health crisis and/or pandemic, and local, state, and federal responses to addressing the pandemic may have an adverse effect on our business operations, as well as our financial condition and results of operations;
- **cybersecurity risk; and**
- litigation and regulatory enforcement risks, including the diversion of management time and attention and the additional costs and demands on Royalty's **resources; and**
- **our ability to successfully deploy the proceeds from the Business Combination. resources.**

Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified and some of which are beyond our control, you should not rely on these forward-looking statements as predictions of future events. The events and circumstances reflected in our forward-looking statements may not be achieved or occur, and actual results could differ materially from those projected in the **forwardlooking forward looking** statements. Moreover, we operate in an evolving environment. New risk factors and uncertainties may emerge from time to time, and it is not possible for management to predict all risk factors and uncertainties. As a result of these factors, we cannot assure you that the forward-looking statements in this prospectus will prove to be accurate. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances, or otherwise.

You should read this Report completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.

#### Where You Can Find More Information

All reports we file with the SEC are available for download free of charge via the Electronic Data Gathering Analysis and Retrieval (EDGAR) System on the SEC's website at [www.sec.gov](http://www.sec.gov). We also make electronic copies of our reports available for download, free of charge, through our website at <https://www.evolvechnology.com/> [www.royaltymgmtcorp.com/](https://www.royaltymgmtcorp.com/) as soon as reasonably practicable after filing such material with the SEC. Information contained on our website is not part of this Report.

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### ROYALTY MANAGEMENT HOLDING CORPORATION CONDENSED CONSOLIDATED BALANCE SHEETS UNAUDITED

ASSETS					
	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023	
<b>CURRENT ASSETS</b>					
Cash	\$ 124,823	\$ 195,486			
Cash and Cash Equivalents			\$ 39,133	\$ 195,486	
Accounts Receivable	137,583	70,323	164,080	70,323	
Prepaid Insurance	30,159	-	26,710	-	
Interest Receivable	439,763	404,548	477,920	404,548	
Fee Income Receivable	195,357	176,777	213,980	176,777	
Rental Income Receivable			2,500		-
Total Current Assets	927,685	847,134	924,323	847,134	

Investments in Corporations and LLCs	10,112,852	10,112,852	10,112,852	10,112,852
Convertible Notes Receivable	1,415,000	1,400,000	1,430,000	1,400,000
Notes Receivable	120,000	100,000	150,000	100,000
Intangible Assets, Net	501,453	520,259	482,646	520,259
Restricted Cash	186,825	176,800	186,825	176,800
Operating Lease Right-Of-Use Assets	445,335	453,686	436,776	453,686
Total Non-Current Assets	12,781,465	12,763,597	12,799,099	12,763,597
<b>TOTAL ASSETS</b>	<b>\$ 13,709,149</b>	<b>\$ 13,610,731</b>	<b>\$ 13,723,422</b>	<b>\$ 13,610,731</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Accounts Payable – Related Party	\$ 381,243	\$ 381,243	\$ 381,243	\$ 381,243
Accounts Payable	94,752	96,071	116,485	96,071
Current Portion of Operating Lease Liabilities, Net	34,777	33,923	35,655	33,923
Current Portion of Notes Payable	489,000	-	483,000	-
Accrued Expenses	357,146	834,267	511,257	834,267
Total Current Liabilities	1,356,918	1,345,504	1,527,640	1,345,504
Notes Payable – Related Party, Net	-	1,681,755	-	1,681,755
Operating Lease Liabilities, Net	409,641	418,662	400,391	418,662
Notes Payable	1,723,755	270,000		
Notes Payable, Net of Current Portion			1,067,098	270,000
Fair Value Liability of Public Warrants	113,465	157,584	92,453	157,584
Fair Value Liability of Private Warrants	-	117,036	-	117,036
Total Non-Current Liabilities	2,246,861	2,645,037	1,559,942	2,645,037
<b>TOTAL LIABILITIES</b>	<b>3,603,779</b>	<b>3,990,541</b>	<b>3,087,582</b>	<b>3,990,541</b>
<b>STOCKHOLDERS' EQUITY</b>				
Preferred Stock: \$0.0001 par value; 10,000,000 shares authorized, 0 shares issued and outstanding for March 31, 2024 and December 31, 2023	-	-		
Preferred Stock: \$0.0001 par value; 10,000,000 shares authorized, 0 shares issued and outstanding as of June 30, 2024 and December 31, 2023			-	-
Common Stock: \$0.0001 par value; 100,000,000 shares authorized, 14,504,095 and 14,270,761 shares issued and outstanding for March 31, 2024 and December 31, 2023, respectively	1,450	1,427		
Common Stock: \$0.0001 par value; 100,000,000 shares authorized, 14,954,504 and 14,270,761 shares issued and outstanding as of both June 30, 2024 and December 31, 2023, respectively			1,495	1,427
Additional Paid-In Capital	8,576,249	8,226,273	9,256,612	8,226,273
Retained Earnings	1,527,670	1,392,490	1,377,733	1,392,490
Total Stockholders' Equity	10,105,369	9,620,190	10,635,840	9,620,190

<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 13,709,149</b>	<b>\$ 13,610,731</b>	<b>\$ 13,723,422</b>	<b>\$ 13,610,731</b>
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The accompanying footnotes are integral to the unaudited condensed consolidated financial statements.

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**ROYALTY MANAGEMENT HOLDING CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**UNAUDITED**

	For the three months ended 3/31/2024	For the three months ended 3/31/2023	For the three months ended June 30, 2024	For the three months ended June 30, 2023	For the six months ended June 30, 2024	For the six months ended June 30, 2023
Environmental Services	136,020	35,100	\$ 228,100	\$ 16,740	\$ 364,120	\$ 51,840
Fee Income	3,580	9,692	3,623	27,123	7,203	36,815
Rental Income	22,500	22,500	22,500	22,500	45,000	45,000
<b>TOTAL REVENUE</b>	<b>162,100</b>	<b>67,292</b>	<b>254,223</b>	<b>66,363</b>	<b>416,323</b>	<b>133,655</b>
Cost of Revenue	(67,660)	(60,001)	(100,397)	(55,958)	(168,057)	(115,959)
Total Cost of Revenue	(67,660)	(60,001)	(100,397)	(55,958)	(168,057)	(115,959)
<b>GROSS PROFIT</b>	<b>94,440</b>	<b>7,291</b>	<b>153,826</b>	<b>10,405</b>	<b>248,266</b>	<b>17,696</b>
Amortization Expense Intangibles	(18,807)	(18,807)	(18,807)	(18,807)	(37,614)	(37,614)
General and Administrative	(73,144)	(99,346)	(129,132)	(93,597)	(202,276)	(192,942)
Professional Fees	(5,694)	(43,556)	(172,279)	(676)	(177,973)	(44,232)
Total Operating Expenses	(97,645)	(161,709)	(320,218)	(113,080)	(417,863)	(274,788)
<b>NET LOSS FROM OPERATIONS</b>	<b>(3,205)</b>	<b>(154,418)</b>	<b>(166,392)</b>	<b>(102,675)</b>	<b>(169,597)</b>	<b>(257,092)</b>
<b>OTHER INCOME (EXPENSE)</b>						
Interest Income	35,377	100,673	37,871	110,135	73,659	210,809
Gain on Warrant Fair Value Adjustment	161,155	-	21,012	-	182,167	-
Interest Expense	(58,147)	(220,601)	(42,839)	(227,755)	(100,986)	(448,357)
Total Other Income (Expense)	138,385	(119,928)	16,044	(117,620)	154,840	(237,548)
<b>NET INCOME (LOSS)</b>	<b>135,180</b>	<b>(274,345)</b>				
<b>NET LOSS</b>			<b>(150,348)</b>	<b>(220,295)</b>	<b>(14,757)</b>	<b>(494,640)</b>
<b>Weighted average shares outstanding, basic and diluted</b>	<b>14,402,263</b>	<b>726,938</b>	<b>14,776,176</b>	<b>541,217</b>	<b>14,589,220</b>	<b>633,565</b>
<b>Basic and diluted net income per ordinary share</b>	<b>\$ 0.01</b>	<b>\$ (0.38)</b>	<b>\$ (0.01)</b>	<b>\$ (0.41)</b>	<b>\$ (0.00)</b>	<b>\$ (0.78)</b>

The accompanying footnotes are integral to the unaudited condensed consolidated financial statements.

**ROYALTY MANAGEMENT HOLDING CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
**UNAUDITED**

	Common Stock		Additional	Retained	Total	Common Stock		Additional	Retained	Total
	Shares	Amount	Paid-In	Earnings	Stockholders'	Shares	Amount	Paid-In	Earnings	Stockholders'
			Capital		Equity			Capital	(Accumulated Deficit)	Equity
<b>Balance December 31, 2022</b>	9,616,781	\$ 69,176	\$ 688,753	\$ 3,459,712	\$ 4,217,641	6,890,281	\$ 68,903	\$ 10,829,366	\$ (2,745,782)	\$ 8,152,487
Shares issued for services	770	8	4,992		5,000					
Shares Issued for Services						770	8	4,992		5,000
Net Loss				(274,345)	(274,345)				(274,345)	(274,345)
<b>Balance March 31, 2023</b>	9,617,551	69,184	693,746	3,185,367	3,948,296	6,891,051	68,911	10,834,359	(3,020,127)	7,883,142
Amortization of Debt Discount and Issuance Costs								30,770		30,770
Net Loss									(220,295)	(220,295)
<b>Balance June 30, 2023</b>						6,891,051	68,911	10,865,129	(3,240,422)	7,693,617
<b>Balance December 31, 2023</b>	14,270,761	1,427	8,226,273	1,392,490	9,620,190	14,270,761	1,427	8,226,273	1,392,490	9,620,190
Shares issued for purchase of debt	233,334	23	349,977		350,000					
Shares Issued for Purchase of Debt						233,334	23	349,977		350,000
Net Income				135,180	135,180				135,591	135,591
<b>Balance March 31, 2024</b>	14,504,095	1,450	8,576,250	1,527,670	10,105,369	14,504,095	1,450	8,576,250	1,528,081	10,105,781
Shares Issued for Purchase of Debt						460,000	46	689,954		690,000



Share					
Buyback	(9,591)	(1)	(9,592)		(9,593)
Net Loss				(150,348)	(150,348)
<b>Balance</b>					
<b>June 30, 2024</b>	<b>14,954,504</b>	<b>1,495</b>	<b>9,256,612</b>	<b>1,377,733</b>	<b>10,635,840</b>

The accompanying footnotes are integral to the unaudited condensed consolidated financial statements.

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**ROYALTY MANAGEMENT HOLDING CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**UNAUDITED**

	For the three months ending March 31, 2024	For the three months ending March 31, 2023	For the six months ending June 30, 2024	For the six months ending June 30, 2023
<b>Cash flows from Operating Activities:</b>				
Net Income (Loss)	\$ 135,180	\$ (710,809)		
Adjustments to Reconcile Net Income (Loss) to Net Cash Used in Operations				
Net Loss			\$ (14,757)	\$ (494,640)
Adjustments to Reconcile Net Loss to Net Cash Used in Operations				
Amortization of Debt Discount	-	115,445	-	201,402
Amortization Expense of Right of Use Assets	184	(1,814)	371	(1,628)
Amortization of Intangibles	75,227	18,807	75,227	37,614
Issuance of Common Shares for Service	-	5,000	-	35,770
Fair Value Adjustment of Public Warrants	(44,119)	47,214	(65,131)	-
Fair Value Adjustment of Private Warrants	(117,036)	27,308	(117,036)	-
Changes in Operating Assets and Liabilities:				
Accounts Receivable	(67,260)	39,470	(93,758)	53,260
Prepaid Insurance	(30,159)	100,049	(26,710)	-
Deposits	-	(37,461)		
Interest Receivable	(35,215)	(102,378)	(73,372)	(212,025)
Fee Income Receivable	(18,580)	(69,692)	(37,203)	(66,815)
Accounts Payable – Related Party	-	164,947		
Rental Income Receivable			(2,500)	-
Accounts Payable	(1,319)	127,946	20,414	-
Accrued Expenses	(477,122)	47,774	(304,668)	268,853
<b>Net Cash Used in Operating Activities</b>	<b>(580,218)</b>	<b>(228,195)</b>	<b>(639,123)</b>	<b>(178,209)</b>
<b>Cash Flows from Investing Activities</b>				
Withdrawal of Cash in Trust Account	-	2,152,346		
Withdrawal from Corporations and LLCs	-	3,096	-	3,096
Investments in Convertible Notes Receivable	(15,000)	(100,000)	(30,000)	(550,000)
Investments in Notes Receivable	(20,000)	(100,000)		
Purchases of Intangible Assets	(56,420)	145,000	(37,614)	-
<b>Net Cash Provided by (Used in) Investing Activities</b>	<b>(91,420)</b>	<b>2,100,442</b>		

<b>Net Cash Used in Investing Activities</b>			(117,614)	(546,904)
<b>Cash Flows from Financing Activities:</b>				
Return of Investment Trust Proceeds, Net Underwriting Fees Paid	-	(2,188,640)		
Shares Issued in Purchase of Debt	350,000	-		
Shares Buyback			(9,592)	-
Proceeds from Notes Payable	261,000	-	632,000	400,000
Payment on Notes Payable	-	(6,000)		
<b>Net Cash Provided (Used in) Financing Activities</b>	<b>611,000</b>	<b>(2,194,640)</b>		
Payments on Notes Payable			(12,000)	(12,000)
<b>Net Cash Provided by Financing Activities</b>			<b>610,408</b>	<b>388,000</b>
<b>Net Change in Cash</b>	<b>(60,639)</b>	<b>(322,393)</b>	<b>(146,328)</b>	<b>(337,113)</b>
Cash – Beginning of Period	372,286	687,166	372,286	610,143
<b>Cash – Ending of Period</b>	<b>\$ 311,648</b>	<b>\$ 364,773</b>		
<b>Cash – End of Period</b>			<b>\$ 225,958</b>	<b>\$ 273,030</b>
<b>Supplemental Information</b>				
Acquisition of Right of Use Assets for Lease Obligations	-	305,380	-	305,380
Reclassification of Debt from Related to Non-Related Party	1,681,755	-		
Shares Issued in Purchase of Debt			1,040,000	-
Cash Paid for Interest	-	-	-	-
Cash Paid for Taxes	-	-	-	-

The accompanying footnotes are integral to the unaudited condensed consolidated financial statements.

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**ROYALTY MANAGEMENT HOLDING CORPORATION**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**UNAUDITED**

**NOTE 1: NATURE OF OPERATIONS**

American Acquisition Opportunity Inc was a blank check company organized on January 20, 2021 under the laws of the State of Delaware and effectuated its combination with Royalty Management Corporation ("RMC") on October 23, 2023 and at that point changed its name to Royalty Management Holding Corporation ("RMHC" or the "Company"). The Company's business model is to invest or purchase assets that have near and medium-term income potential to provide RMC with accretive cash flow from which it can reinvest in new assets or expand cash flow from those existing assets. These assets typically are natural resources assets (including real estate and mining permits), patents, intellectual property, and emerging technologies.

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

**Basis of Presentation and Consolidation**

The accompanying unaudited condensed consolidated financial statements of RMHC and its subsidiaries have been prepared in accordance with United States generally accepted accounting principles ("U.S. GAAP") for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all normal and recurring adjustments considered necessary for a fair presentation have been included. Operating results for the **three six** months ended **March 31, 2024** **June 30, 2024**, are not necessarily indicative of the results that may be expected for the year ended December 31, 2024. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2023.

The Company's financial statements subsidiaries include the accounts of the Company and the merged corporation RMC, and RMC's wholly owned subsidiaries Coking Coal Financing Leasing LLC ("CCF" CCL), and RMC Environmental Services LLC "RMC" ("RMC ES") All significant intercompany accounts and transactions have been eliminated in consolidation.

## Use of Estimates

The preparation of financial statements in conformity with U.S. 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.

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## NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

### Net Income Per Share

The Company complies with accounting and disclosure requirements of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 260, "Earnings Per Share." Earnings per share is computed by dividing net income by the weighted average number of common stock outstanding during the period, excluding common stock subject to forfeiture. At March 31, 2024 For the three and six month periods ended June 30, 2024 and 2023, the Company did not have any dilutive securities and other contracts that could, potentially, be exercised or converted into common stock and then share in the earnings of the Company. As a result, diluted income per share is the same as basic income per share for the periods presented.

### Related Party Policies

In accordance with ASC 850, "Related Parties" are defined as either an executive, director or nominee, greater than 10% beneficial owner, or an immediate family member of any of the proceeding. Transactions with related parties are reviewed and approved by the directors of the Company, as per internal policies.

### Cash Equivalents and Concentration of Cash Balance

The Company considers all highly liquid securities with an original maturity of less than three months to be cash equivalents. The Company's cash and cash equivalents in bank deposit accounts, at times, may exceed federally insured limit of \$250,000. As of March 31, 2024 June 30, 2024 and December 31, 2023, the Company has not experienced losses on these accounts and management believes the Company is not exposed to significant risks on such account.

### Restricted Cash

RMC has \$186,825 in restricted cash that is at deposit with the Kentucky State Treasurer that serves as a performance bond required for a mining permit held by McCoy Elkhorn Coal LLC.

The following table sets forth a reconciliation of cash, cash equivalents, and restricted cash reported in the consolidated balance sheet that agrees to the total of those amounts as presented in the consolidated statement of cash flows for the periods ended March 31, 2024 June 30, 2024 and 2023.

	March 31, 2024	December 31, 2023
Cash	\$ 124,823	\$ 195,486
Restricted Cash	186,825	176,800
Total cash and restricted cash presented in the statement of cash flows	<u>\$ 311,648</u>	<u>\$ 372,286</u>

  

	June 30, 2024	June 30, 2023
Cash and Cash Equivalents	\$ 39,133	\$ 96,230
Restricted Cash	186,825	176,800
Total Cash, Cash Equivalents, and Restricted Cash presented in the Statement of Cash Flows	<u>\$ 225,958</u>	<u>\$ 273,030</u>

## Allowance for Credit Losses

In June 2016, FASB issued guidance ASC 326, "Credit Losses" which significantly changed how entities will measure credit losses for most financial assets and certain other instruments that aren't measured at fair value through net income. The most significant change in this standard is a shift from the incurred loss model to the expected loss model. Under the standard, disclosures are required to provide users of the financial statements with useful information in analyzing an entity's exposure to credit risk and the measurement of credit losses. Financial assets held by the Company that are subject to the guidance in ASC 326 were trade accounts receivable and other accounts receivable, including interest, fees, rental income, convertible notes, and notes receivable.

Allowance for credit losses as of March 31, 2024 June 30, 2024 and December 31, 2023 amounted to \$0 for both periods.

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### NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

#### Beneficial Conversion Features of Convertible Securities

Conversion options that are not bifurcated as a derivative pursuant to ASC 815, "Derivatives and Hedging" and not accounted for as a separate equity component under the cash conversion guidance are evaluated to determine whether they are beneficial to the investor at inception (a beneficial conversion feature) or may become beneficial in the future due to potential adjustments. The beneficial conversion feature guidance in ASC 470-20, "Debt with Conversion and Other Options" applies to convertible stock as well as convertible debt which are outside the scope of ASC 815. A beneficial conversion feature is defined as a nondetachable conversion feature that is in the money at the commitment date. In addition, our convertible debt issuances contain conversion terms that may change upon the occurrence of a future event, such as antidilution adjustment provisions. The beneficial conversion feature guidance requires recognition of the conversion option's in-the-money portion, the intrinsic value of the option, in equity, with an offsetting reduction to the carrying amount of the instrument. The resulting discount is amortized as a dividend over either the life of the instrument, if a stated maturity date exists, or to the earliest conversion date, if there is no stated maturity date. If the earliest conversion date is immediately upon issuance, the dividend must be recognized at inception. When there is a subsequent change to the conversion ratio based on a future occurrence, the new conversion price may trigger the recognition of an additional beneficial conversion feature on occurrence. The conversion feature is linked to the Company's own equity value, therefore there is no requirement to quantify the beneficial conversion feature.

All convertible notes outstanding were converted at the date of business combination. Principal and accrued interest were converted into common shares at \$6.50 per share.

Convertible Note Amortization expense of \$0 and \$116,727, which was included in interest expense of \$42,839 and \$227,755 for the three months ended June 30, 2024 and 2023, respectively.

Amortization expense of \$0 and \$105,156, \$232,172, which was included in interest expense of \$58,147 \$100,986 and \$220,601 \$448,357 for the periods six months ended March 31, 2024 June 30, 2024 and 2023, respectively.

#### Revenue Recognition

The Company recognizes revenue in accordance with ASC 606, "Revenue Recognition" from services provided when (a) persuasive evidence that an agreement exists; (b) the products or services has been delivered or completed; (c) the prices are fixed and determinable and not subject to refund or adjustment; and (d) collection of the amounts due is reasonably assured.

Our revenue is comprised of the performance of environmental services and royalty and lease revenue governed by the underlying contracts. The Company only has one reportable revenue segment. As of March 31, 2024 June 30, 2024, all the revenue generating activity is undertaken in eastern Kentucky, Indiana, and Limpopo, South Africa.

The following table disaggregates our revenue by major service line for the three months ended:

	March 31, 2024	March 31, 2023	June 30, 2024	June 30, 2023
Environmental Services	\$ 136,020	\$ 35,100	\$ 228,100	\$ 16,740
Fee Income	3,580	9,692	3,623	27,123

Rental Income	22,500	22,500	22,500	22,500
Total Revenue	162,100	67,292	254,223	66,363
Interest Income from Interest Bearing Accounts	162	1,391		
Investment Income			125	489
Notes Receivable Interest Income	35,215	99,283	37,747	109,646
Interest Income	35,377	100,673		
Total Investment Income			37,871	110,135

The following table disaggregates our revenue by major service line for the six months ended:

	June 30, 2024	June 30, 2023
Environmental Services	\$ 364,120	\$ 51,840
Fee Income	7,203	36,815
Rental Income	45,000	45,000
Total Revenue	416,323	133,655
Investment Income	287	1,880
Notes Receivable Interest Income	73,372	208,929
Total Investment Income	73,659	210,809

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## NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

### Derivative Financial Instruments

The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives in accordance with ASC Topic 815, "Derivatives and Hedging". For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value on the grant date and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement or conversion of the instrument could be required within 12 months of the balance sheet date.

### Warrant Liability

The Company accounts for the Warrants in accordance with the guidance contained in ASC 815-40-15-7D and 7F under which the Warrants do not meet the criteria for equity treatment and must be recorded as liabilities. Accordingly, the Company classifies the Warrants as liabilities at their fair value and adjust the Warrants to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in our statement of operations. The Private Warrants and the Public Warrants for periods where no observable traded price was available are valued using a Monte Carlo simulation. For periods subsequent to the detachment of the Public Warrants from the Units, the Public Warrant quoted market price was used as the fair value as of each relevant date.

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## NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

### Income Taxes

The Company uses the liability method of accounting for income taxes as set forth in ASC 740, *Income Taxes*. Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in

which the basis differences reverse. A valuation allowance is recorded when it is unlikely that the deferred tax assets will not be realized.

The Company assesses its income tax positions and record tax benefits for all years subject to examination based upon our evaluation of the facts, circumstances and information available at the reporting date. In accordance with ASC 740-10, for those tax positions where there is a greater than 50% likelihood that a tax benefit will be sustained, the Company's policy is to record the largest amount of tax benefit that is more likely than not to be realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where there is less than 50% likelihood that a tax benefit will be sustained, no tax benefit will be recognized in the financial statements.

The Company has evaluated its income tax positions and has determined that it does not have any uncertain tax positions. As of the period ended **March 31, 2024** **June 30, 2024**, the Company will recognize interest and penalties related to any uncertain tax positions through its income tax expense.

The Company accounts for income taxes with the recognition of estimated income taxes payable or refundable on income tax returns for the current period and for the estimated future tax effect attributable to temporary differences and carry forwards. Measurement of deferred income items is based on enacted tax laws including tax rates, with the measurement of deferred income tax assets being reduced by available tax benefits not expected to be realized in the immediate future.

The Company expects to file U.S. federal and various state income tax returns. The Company was formed in 2021 and has filed all required tax returns. All tax periods since inception remain open to examination by the taxing jurisdictions to which the Company is subject.

The provision for income taxes was deemed to be de minimis for the **period three and six month periods** ending **March 31, 2024** **June 30, 2024** and 2023.

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## NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

### Recently Issued Accounting Pronouncements

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's financial statements with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

In November of 2023, the FASB issued Accounting Standard Update ("ASU") No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures" ("ASU 2023-07"). ASU 2023-07 increases the disclosures about a public entity's reportable segments. Under ASU 2023-07, a public entity would be required to disclose significant segment expenses that are regularly provided to the chief operating decision maker ("CODM"), a description of other segment items by reportable segment, annual disclosures about a reportable segment's profit or loss and assets required by Topic 280 in interim periods, any additional measures of a segment's profit or loss used by the CODM to allocate resources, and the title and position of the CODM.

ASU 2023-07 is effective for annual reporting periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. ASU 2023-07 allows for early adoption and requires retrospective adoption. The Company will adopt this guidance beginning with its fourth quarter ending December 31, 2024. The application of this new guidance is not expected to have a material impact on the Company's consolidated financial condition, results of operations, or cash flows, as the guidance pertains to disclosure only.

In December of 2023, FASB issued ASU No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures" ("ASU 2023-09"). Under ASU 2023-09, a public entity will be required to disclose specific categories in the rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold, such as if the effect of the reconciling item is equal to or greater than five percent of the amount computed by multiplying pretax income/loss by the applicable statutory income tax rate. Entities would also have to disclose the amount of income taxes paid disaggregated by federal, state, and foreign taxes and the amount of income taxes paid disaggregated by individual jurisdictions in which income taxes paid is equal to or greater than five percent of total income taxes paid, along with income/loss from continuing operations before income tax expense disaggregated between domestic and foreign and income tax expense from continuing operations disaggregated by federal, state, and foreign. ASU 2023-09 is effective for annual reporting periods beginning after December 15, 2024. ASU 2023-09 allows for early adoption for annual financial statements that have not yet been issued and allows retrospective and prospective adoption. The Company will adopt this guidance beginning with its fourth quarter ending December 31, 2025. The application of this new guidance is not expected to have a material impact on the Company's consolidated financial condition, results of operations, or cash flows, as the guidance pertains to disclosure only.

#### Reclassification of Prior Year Presentation

Certain prior year amounts have been reclassified for consistency with the current year presentation. These reclassifications had no effect on the reported results of operations.

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### NOTE 3 – INVESTMENTS IN CORPORATIONS AND LLCs

Investments in corporations and limited liability companies as of **March 31, 2024** **June 30, 2024** and December 31, 2023 consisted of the following:

	June 30, 2024	
	March 31, 2024	December 31, 2023
<b>FUB Mineral LLC</b>		
FUB Mineral LLC	\$ 614,147	\$ 614,147
Ferrox Holdings Ltd.	9,498,705	9,498,705
Total Investments in Corporations and LLCs	\$ 10,112,852	\$ 10,112,852

#### *FUB Mineral LLC*

On October 1, 2021, the Company made an investment into FUB Mineral LLC (FUB) in the amount of \$250,000 in exchange 38.45% of the membership interest. As such, the investment in FUB will be accounted for using the equity method of accounting. On February 1, 2022, the Company invested an additional \$200,000 into FUB through the purchase of debt held in that entity, resulting in the current Company's ownership of 41.75% of FUB. The Company recorded passthrough activity of \$0 and \$0, for the **three and six month** periods ended **March 31, 2024** **June 30, 2024** and 2023, respectively.

#### *Ferrox Holdings Ltd.*

On December 23, 2022, the Company entered into an agreement with Maxpro Invest Holdings Inc. ("Maxpro") to purchase from Maxpro the sum of 95,000,000 Class A Common Stock of Ferrox Holdings Ltd. ("Ferrox") that was owned by Maxpro. The consideration paid to Maxpro for those shares was the sum of 627,806 shares of common stock of the Company.

### NOTE 4 – CONVERTIBLE NOTES RECEIVABLE

Convertible notes receivable as of **March 31, 2024** **June 30, 2024** and December 31, 2023 consisted of the following:

	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Heart Water Inc.	\$ 750,000	\$ 750,000	\$ 750,000	\$ 750,000
Ferrox Holdings Ltd	250,000	250,000	250,000	250,000
Advanced Magnetic Lab, Inc.	415,000	400,000	430,000	400,000
Total Convertible Notes Receivable	\$ 1,415,000	\$ 1,400,000	\$ 1,430,000	\$ 1,400,000

#### *Heart Water Inc.*

On December 2, 2022, the Company advanced \$100,000 to Heart Water Inc. (HW) in exchange for an Unsecured Convertible Promissory Note issued to the Company. The Unsecured Convertible Promissory Note carries an 8.0% annual interest rate and is unsecured and has no guarantees. The HW Convertible Promissory Note converts into HW common stock at a price equal to 80% of the price per share paid by the investors in the next round of HW financing. The maturity date of the HW Convertible Promissory Notes is October 6, 2028. Concurrently, the Company and HW entered into an agreement whereby the Company has the ability to invest in certain development projects of HW in exchange for a per-gallon of water payment from the water that is captured and sold from the project. An additional \$650,000 was advanced in exchange for Convertible Promissory Notes during 2023.

#### *Ferrox Holdings Ltd.*

In March 2022 and September 2022, the Company made a series of investments totaling \$250,000 into convertible debt of Ferrox. The convertible debt holds a 7.0% annual interest rate, compounded annually, and is convertible into common stock of Ferrox at \$0.15 per share. The convertible debt is unsecured and has no guarantees. As part of its investment in the convertible debt of Ferrox, the Company also received an additional 833,335 common shares of Ferrox at the time of investment.

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#### NOTE 4 – CONVERTIBLE NOTES RECEIVABLE (cont.)

#### *Advanced Magnetic Lab, Inc.*

On December 21, 2022, Advanced Magnetic Lab, Inc. (“AML”) issued a Convertible Promissory Note to the Company in the amount of \$250,000. Additional Convertible Promissory Notes were subsequently issued by AML to the Company in the amount of \$50,000 each on February 21, 2023, March 20, 2023, and May 5, 2023. An additional Additional Convertible Promissory Note Notes were issued in the amount of \$15,000 each on March 20, 2024 and June 11, 2024. The Convertible Promissory Notes carry a 10.0% annual interest rate, compounded monthly, and has the ability to convert into common stock of AML at a rate of \$1.50 per share, or repaid at maturity, which is twenty-four months after issuance. The Convertible Promissory Notes are unsecured and have no guarantees. Concurrently, the Company and AML entered into a royalty agreement whereby the Company will receive between 0.5% and 1.5% of the sales revenue received from sales of product(s) developed by AML from the use of the proceeds from the Convertible Promissory Notes.

#### NOTE 5 – NOTES RECEIVABLE

Notes receivable as of March 31, 2024 June 30, 2024 and December 31, 2023 consisted of the following:

	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
American Resources Corporation Note	\$ 100,000	\$ 100,000	\$ 100,000	\$ 100,000
T. R. Mining & Equipment Ltd.	20,000	-	50,000	-
Total Notes Receivable	\$ 120,000	\$ 100,000	\$ 150,000	\$ 100,000

#### *American Resources Corporation*

On July 31, 2022, the Company purchased certain payments that are owed to Texas Tech University (“TTU”) from American Resources Corporation for the agreement to participate in sponsored research services performed by TTU and agreed to assume responsibility for those payments. The payments that were due to TTU amounted to \$184,663 and the Company has since paid \$100,000 of that amount so far on behalf of American Resources Corporation. A note payable between the Company and American Resources Corporation was created to reflect the assumption by the Company of these payments and the note pays interest of 7.0% interest rate, compounded quarterly, and matures on July 31, 2024. There are no collateral or guarantees. The operator of the technology is a related entity and is described more in Note 11. 11, Related Party Transactions.

#### *T. R. Mining & Equipment Ltd.*

On February 2, 2024, February 29, 2024, April 4, 2024, May 7, 2024, and February 29, 2024 June 14, 2024, the Company invested the amount of \$10,000 each into T.R. Mining & Equipment Ltd. in the form of Promissory Notes and a royalty payable to the Company on all products and materials sold from the permit over the life of the permitted resource. The Promissory Notes hold a 10.0% annual interest rate, compounded monthly, and matures on December 31, 2025. The Royalty Agreement provides the Company with a perpetual royalty of 10.0% of all sales of ores that are mined and sold from the permitted resource. The operator is a related entity and is described more in Note 11, Related Party Transactions.

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## NOTE 6 – INTANGIBLE ASSETS

Intangible assets as of **March 31, 2024** **June 30, 2024** and December 31, 2023 consisted of the following:

	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Mining Permit Package	\$ 68,739	\$ 68,739	\$ 68,739	\$ 68,739
MC Mining	149,150	149,150	149,150	149,150
Carnegie ORR	117,623	117,623	117,623	117,623
Energy Technologies Inc	52,700	52,700	52,700	52,700
Coking Coal Financing LLC	8,978	8,978	8,978	8,978
RMC Environmental Services LLC	225,000	225,000	225,000	225,000
Pollinate	1,954	1,954	1,954	1,954
Less: Accumulated Amortization	(122,692)	(103,885)	(141,499)	(103,885)
Total Intangible Assets	\$ 501,453	\$ 520,259	\$ 482,646	\$ 520,259

Amortization expense - Intangible Assets totaled \$18,807 for both three month periods ended June 30, 2024 and 2023 and \$37,614 for both six month periods ended June 30, 2024 and 2023.

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## NOTE 6 – INTANGIBLE ASSETS (cont.)

Amortization expense - Intangible Assets totaled \$18,807 at both periods ended March 31, 2024 and 2023.

### Land Betterment Exchange (LBX)

The Company is the holder of 250,000 LBX Tokens. The Company purchased the LBX Tokens for the consideration of \$2,000,000 of Round A Convertible Debt and 76,924 Warrant "A-2" issued to an affiliated party. The token issuance process is undertaken by a related party, Land Betterment Corporation, and is predicated on proactive environmental stewardship and regulatory bond releases. As of June 30, 2022, there is no market for the LBX Token and therefore the purchase price of \$8 per token has been assigned for fair value. The consideration issued for the 250,000 tokens was in the form of a \$2,000,000 convertible note. Due to the lack of market or independent market level transactions, the value assigned to the LBX Token of \$0 as of **March 31, 2024** **June 30, 2024**. The intangible will be treated as an indefinite lived asset.

### Mining Permit Package

On January 3, 2022, the Company entered into an agreement with a Kentucky licensed engineer to create three coal mining permits for the total payment of \$75,000, payable in equal weekly installments over the course of 36 weeks. The permits will be held in the name of American Resources Corporation, a related party, or its subsidiaries, and the Company will receive an overriding royalty in the amount of the greater of \$0.10 per ton or 0.20% of the gross sales price of the coal sold from the permit. The intangible will be amortized over its initial 10 year contract period.

### MC Mining

On April 1, 2022, the Company purchased the rights to receive rental income from property located in Pike County, Kentucky. The rental income is \$2,500 per month and the consideration paid by the Company to the seller was a total of \$149,150, which represents \$60,000 in cash to be paid to the seller in the form of 80% of the monthly rental income until the cash consideration is paid in full, plus the issuance of \$89,150 worth of shares of the Company that will be valued at the same per common share value at the consummation of a transaction that results in the Company becoming publicly traded. The intangible will be amortized over its initial 30 year contract period.

### Carnegie ORR

On May 20, 2022, the Company entered into an agreement to fund the development of a series of coal mines located in Pike County, Kentucky in exchange for a promissory note to repay the Company its capital invested, plus interest, and then an ongoing overriding royalty from coal sold from the mines. \$117,623 has been funded by the Company under this contract thus far. The operator of the property is a related entity and is described more in Note **11.11, Related Party Transactions**. The intangible will be amortized over its initial 15 year anticipated mine life.

Energy Technologies Inc

On September 30, 2022, the Company entered into an agreement to purchase, for the consideration of \$52,700, a partial interest in a density gauge analyzer that is manufactured by Energy Technologies, Inc. and will be repaid to the Company on a per ton of coal basis from coal sold by using the density gauge analyzer. The operator of the technology is a related entity and is described more in Note 11.11, Related Party Transactions. The intangible will be amortized over the 5 year useful life period of the underlying equipment.

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NOTE 6 – INTANGIBLE ASSETS (cont.)

Coking Coal Financing Leasing LLC

On April 15, 2022, the Company entered into a membership interests purchase agreement with ENCECo, Inc., (“ENCECo”) the sole owner and member of Coking Coal Leasing LLC (“CCL”), whereby the Company issued 236,974 shares to ENCECo, Inc. for the purchase of purchase of CCL. As part of this transaction, the Company, through CCL, purchased a contract to manage the electrical power account for a coal mining complex located in Perry County, Kentucky. The fee for managing this contract payable to the Company is \$5,000 per month. The intangible will be treated as an indefinite lived asset as the ongoing monthly fees will continue as long as the permits remain.

RMC Environmental Services LLC

On August 17, 2022, the Company formed RMC Environmental Services LLC (“RMC ES”) as a wholly owned subsidiary of the Company for the purpose of purchasing certain rights to operate a clean fill landfill located in Hamilton County, Indiana that pays RMC ES for each load of clean fill material that is disposed on, or removed from, the landfill. The consideration paid by the Company was \$225,000 for the rights to operate this business. The intangible will be amortized over its initial 5 year contract period.

Pollinate

On July 15, 2022, the Company entered into a Honey Royalty Agreement whereby the Company will purchase apiaries for the use of Land Betterment Corporation, a related party and the Company will be paid \$1.00 per pound of salable honey sold or used by Land Betterment from the purchased apiaries. The operator of Pollinate is a related entity and is described more in Note 11.11, Related Party Transactions. The intangible will be treated as an indefinite lived asset as honey sold shall continue until the assets are exhausted.

NOTE 7 – LEASES

The operating right-of-use asset (“ROU”) is the Company’s right to use an asset over the life of a lease. The asset is calculated as the initial amount of the lease liability, plus any lease payments made to the lessor before the lease commencement date, plus any initial direct costs incurred, minus any lease incentives received. The Company leases certain land and office space under noncancelable operating leases, typically with initial terms of 5 to 21 years.

The Company leases an office from an affiliated entity, Land Resources & Royalties (“LRR”), located in Hazard, KY, Kentucky. We pay \$250 a month, plus common charges, in rent with an initial lease term of 10 years.

The Company subleases an office from an affiliated entity, American Resources Corporation (“ARC”), located in Fishers, IN, Indiana. Historically we have paid \$2,143 a month in rent, but starting January 2024 that rent was lowered to \$1,500 per month, with an initial lease term of 10 years.

The Company leases land from an affiliated entity, LRR, located in Pike County, Kentucky. We pay \$2,000 a month in rent with an initial lease term of 21 years.

The Company leases land from an affiliated entity, LRR, located in Hamilton County, Indiana. We pay a minimum of \$2,000 a month in rent or 20% of the immediately prior month’s total monthly gross revenues from the lessee’s operations. The initial lease term is 5 years.

At March 31, 2024 and December 31, 2023, right of use assets and liabilities were comprised of the following:

	March 31, 2024	December 31, 2023
Assets:		
ROU Asset	\$ 445,335	\$ 453,686

Liabilities		
Current:		
Operating Lease Liabilities	\$ 34,777	33,923
Non-Current		
Operating Lease Liabilities	409,641	\$ 418,662

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As of **March 31, 2024** **June 30, 2024** and 2023 right of use assets and liabilities were comprised of the following:

		For the Three Months Ended March 31,	
	Expense Classification	2024	2023
<b>Operating lease expense:</b>			
Amortization of ROU asset	General and administrative	\$ 8,351	\$ 7,547
Accretion of Operating lease liability	General and administrative	8,167	9,361
Total operating lease expense		\$ 16,518	\$ 16,908
Other information related to leases is as follows:		<b>As of March 31, 2024</b>	<b>As of December 31, 2023</b>
Weighted-average remaining lease term: Operating leases (in years)		3.08	3.12
Weighted-average discount rate: Operating leases		10.00 %	10.00 %

		For the Three Months Ended June 30,	
	Expense Classification	2024	2023
<b>Operating Lease Expense:</b>			
Amortization of ROU Asset	General and Administrative	\$ 8,559	\$ 7,734
Accretion of Operating Lease Liability	General and Administrative	8,372	7,770
Total Operating Lease Expense		\$ 16,931	\$ 15,504

As of **June 30, 2024** and 2023 right of use assets and liabilities were comprised of the following:

		For the Six Months Ended June 30,	
	Expense Classification	2024	2023
<b>Operating Lease Expense:</b>			
Amortization of ROU Asset	General and Administrative	\$ 16,910	\$ 15,281

Accretion of Operating Lease Liability	General and Administrative	16,539	16,909
Total Operating Lease Expense		\$ 33,449	\$ 32,190

**Other information related to leases is as follows:**

	As of June 30, 2024	As of December 31, 2023
Weighted-average remaining lease term: Operating leases (in years)	3.05	3.12
Weighted-average discount rate: Operating leases	10.00 %	10.00 %

**As of June 30, 2024, remaining maturities of lease liabilities were as follows:**

2025	35,655
2026	40,947
2027	51,709
2028	23,958
2029 and thereafter	283,777
	436,046

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**NOTE 7 – LEASES (cont.)**

**As of March 31, 2024, remaining maturities of lease liabilities were as follows:**

2025	34,777
2026	39,941
2027	56,338
2028	23,370
2029 and thereafter	289,992
	444,418

**NOTE 8 – NOTE PAYABLE – RELATED PARTY**

As of **March 31, 2024** **June 30, 2024** and December 31, 2023, the amount outstanding of non-convertible Note Payable to related parties amount to:

	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Gross Principal Value of Note Payable – Related Party	\$ -	\$ 1,681,755	\$ -	\$ 1,681,755
Unamortized Loan Discounts	-	-	-	-
Total Notes Payable – Related Party, Net	\$ -	\$ 1,681,755	\$ -	\$ 1,681,755

As of **March 31, 2024** **first quarter 2024**, this note will no longer be required to be classified as related **party, as party**. At the effective **the** date of our business combination on October 31, 2023, the Manager of Westside Advisors LLC was no longer **was** an officer of the Company.

**NOTE 9 – NOTES PAYABLE**

As of **March 31, 2024** **June 30, 2024** and December 31, 2023, notes payable amounted to:

	March 31, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Notes Payable – Round A – Westside Advisors	\$ 1,681,755	\$ -	\$ 1,010,098	\$ -

Notes Payable – Round B	292,000	250,000	307,000	250,000
MC Mining Note Payable	14,000	20,000	8,000	20,000
T Sauve Note Payable	150,000	-	150,000	-
White River Holdings Consultant Note Payable	75,000	-	75,000	-
Total Notes Payable	\$ 2,212,755	\$ 270,000	\$ 1,550,098	\$ 270,000

As of **March 31, 2024** **June 30, 2024**, remaining maturities of notes payable were as follows:

2025	489,000	483,000
2026	1,723,755	1,067,098
2027	-	-
2028	-	-
2029 and thereafter	-	-
	<u>2,212,755</u>	<u>1,550,098</u>

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### Notes Payable – Round A – Westside Advisors

The note payable bears a 10.0% annual interest rate, compounded calendar quarterly. Accrued interest of **\$9,240** **\$22,924** and \$310,507 was recorded at **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively. The note was due two years from the date of issuance but was extended until June 30, 2026.

### Notes Payable – Round B

These notes bear a 10% annual interest rate, compounded calendar quarterly. Accrued interest of **\$12,237** **\$20,122** and \$5,712 was recorded at **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively. The notes issued under Round B are due two years from the date of issuance. Due dates range from October 2025 through March 2026.

### MC Mining

On April 1, 2022, the Company purchased the rights to receive rental income from a related party from property located in Pike County, Kentucky. The rental income is \$2,500 per month and the consideration paid by the Company to the seller was a total of \$149,150, which represents \$60,000 in cash to be paid to the seller in the form of 80% of the monthly rental income until the cash consideration is paid in full, plus the issuance of \$89,150 worth of shares of the Company that will be valued at the same per common share value at the consummation of a transaction that results in the Company becoming publicly traded. Of the \$60,000 in cash to be paid to the seller, **\$14,000** **\$8,000** and \$20,000 is outstanding at **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively. There is no interest due on the unpaid portion of the monthly rental income.

### T Sauve Note Payable

On January 1, 2024, the Company created a promissory note due to Thomas M. Sauve, CEO for 2023 salary that was previously accrued and unpaid at December 31, 2023. This note bears interest of 5.13% annual rate, compounded calendar monthly on the outstanding note amount. Accrued interest of **\$1,927** **\$3,878** and \$0 was recorded at **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively. The note shall be repaid in full by January 1, 2025.

### White River Holdings Consultant Note Payable

On January 1, 2024, the Company created a promissory note due to White River Holdings, a consultant, for 2023 fees that were previously accrued and unpaid at December 31, 2023. This note bears interest of 5.13% annual rate, compounded monthly on the outstanding note amount. Accrued interest of **\$963** **\$1,939** and \$0 was recorded at **March 31, 2024** **June 30, 2024** and December 31, 2023, respectively. The note shall be repaid in full by January 1, 2025.

## NOTE 10 – STOCKHOLDERS' EQUITY

**Preferred Stock** - The Company is authorized to issue 10,000,000 shares of preferred stock with a par value of \$0.0001 per share with such designations, voting and other rights and preferences as may be determined from time to time by the Company's board of directors. At **March 31, 2024** **June 30, 2024** there were no shares of preferred stock issued or outstanding.

**Class A Common Stock** — The Company is authorized to issue 100,000,000 shares of Class A common stock with a par value of \$0.0001 per share. Holders of the Company's Class A common stock are entitled to one vote for each share. At **March 31, 2024** **June 30, 2024** and December 31, 2023, there were **14,504,095** **14,954,504** and **14,270,761**, respectively shares of Class A common stock issued and outstanding. **On April 13, 2024, the Company's board of directors unanimously voted to**

approve a discretionary stock repurchase program. Under the program, the Company may purchase up to \$2,000,000 of its Class A common stock over the next 24 months, as market conditions warrant. The shares may be repurchased in the open market or in privately negotiated transactions, at prices that the Company deems appropriate and subject to market conditions, applicable law and other factors deemed relevant in the Company's sole discretion.

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#### NOTE 11 – RELATED PARTY TRANSACTIONS

##### Land Resources & Royalties LLC & Wabash Enterprises LLC

The Company may at times in the future lease property from Land Resources & Royalties LLC (“LRR”) and enter into various other agreements with LRR and/or its parent company, Wabash Enterprises LLC, an entity managed by Thomas Sauve and which Kirk Taylor is part beneficial owner. Furthermore, on October 31, 2023, as part of the Business Combination, Wabash Enterprises LLC and LRR became an owner of Class A Common Stock of the Company and several leases and agreements exist between LRR and the Company, for which LRR receives income.

##### Land Betterment Corporation

The Company may at times in the future enter into agreements with Land Betterment Corporation, an entity in which Kirk Taylor is a director, President and Chief Financial Officer and Thomas Sauve who is a director and Chief Development Officer. As of March 31, 2024, the Company had entered into a contractor services agreement with Land Betterment Corporation for environmental services personnel. The contract called for cost plus 12.5% margin.

##### American Resources Corporation

The Company may at times enter into agreements with American Resources Corporation and its subsidiaries, an entity in which Thomas Sauve is a director and President, and Kirk Taylor is the Chief Financial Officer.

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#### NOTE 11 – RELATED PARTY TRANSACTIONS (cont.)

##### First Frontier Capital LLC

The Company may at times enter into financing agreements with First Frontier Capital LLC, an entity managed and beneficially owned by Thomas Sauve, Chief Executive Officer and Chairman of the Company. On February 1, 2022, First Frontier Capital LLC invested \$10,000 cash into the Company in the form of the Round A Convertible Note and 385 warrants issued under Warrant “A-7.” On October 31, 2023, as part of the Business Combination, the notes and warrants held by First Frontier Capital LLC were converted into Class A Common Stock of the Company.

##### T.R. Mining & Equipment Ltd.

The Company may at times enter into agreements with T. R. Mining & Equipment Ltd., an entity owned 51% by a subsidiary of American Resources Corporation.

##### Administrative Services Arrangement

The Company's Sponsor agreed, commencing from the date that the Company's securities are first listed on NASDAQ through the earlier of the Company's consummation of a Business Combination and its liquidation, to make available to the Company certain general and administrative services, including office space, utilities and administrative services, as the Company may require from time to time. The Company agreed to pay the Sponsor \$10,000 per month for these services. At the date of the business combination, the services agreement terminated. As of March 31, 2024, June 30, 2024 and December 31, 2023, \$220,000 is accrued and owed under this agreement.

##### Promissory Note — Related Party

On March 22, 2021, the Sponsor agreed to loan the Company an aggregate of up to \$800,000 to cover expenses related to Initial Public Offering pursuant to a promissory note (the “Note”). This loan was non-interest bearing and payable in full on or before March 22, 2022 or could be converted into equity on March 22, 2022. From inception to date, \$485,900 was advanced and repaid. As of March 31, 2024, June 30, 2024 and December 31, 2023, \$161,243 is outstanding for both periods.

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#### NOTE 12 – WARRANTS

Upon the Company initial capitalization, private warrants were issued to its founding investors. Upon the Company's initial public offering, public warrants were issued to the participating investors. Details of each are below.

Public Warrants may only be exercised for a whole number of shares. No fractional shares will be issued upon exercise of the Public Warrants. The Public Warrants will become exercisable on the later of (a) 30 days after the completion of a Business Combination and (b) one year from the closing of the Initial Public Offering. The Public Warrants will expire five years from the completion of a Business Combination or earlier upon redemption or liquidation.

The Company will not be obligated to deliver any Class A common stock pursuant to the exercise of a warrant and will have no obligation to settle such warrant exercise unless a registration statement under the Securities Act with respect to the Class A common stock underlying the warrants is then effective and a prospectus relating thereto is current, subject to the Company satisfying its obligations with respect to registration, or a valid exemption from registration is available. No warrant will be exercisable, and the Company will not be obligated to issue a Class A common stock upon exercise of a warrant unless the Class A common stock issuable upon such warrant exercise has been registered, qualified or deemed to be exempt under the securities laws of the state of residence of the registered holder of the warrants.

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**NOTE 12 – WARRANTS (cont.)**

The Company has agreed that as soon as practicable, but in no event later than 20 business days, after the closing of a Business Combination, it will use its commercially reasonable efforts to file with the SEC a registration statement for the registration, under the Securities Act, of the Class A common stock issuable upon exercise of the warrants. The Company will use its best efforts to cause the same to become effective and to maintain the effectiveness of such registration statement, and a current prospectus relating thereto, until the expiration of the warrants in accordance with the provisions of the warrant agreement. If a registration statement covering the shares of Class A common stock issuable upon exercise of the warrants is not effective by the sixtieth (60th) business day after the closing of a Business Combination, warrant holders may, until such time as there is an effective registration statement and during any period when the Company will have failed to maintain an effective registration statement, exercise warrants on a "cashless basis" in accordance with Section 3(a)(9) of the Securities Act or another exemption. Notwithstanding the above, if shares of Class A common stock are at the time of any exercise of a warrant not listed on a national securities exchange such that they satisfy the definition of a "covered security" under Section 18(b)(1) of the Securities Act, the Company may, at its option, require holders of Public Warrants who exercise their warrants to do so on a "cashless basis" in accordance with Section 3(a)(9) of the Securities Act and, in the event the Company so elect, it will not be required to file or maintain in effect a registration statement, and in the event the Company does not so elect, it will use its best efforts to register or qualify the shares under applicable blue sky laws to the extent an exemption is not available.

Once the warrants become exercisable, the Company may redeem the outstanding warrants:

- in whole and not in part;
- at a price of \$0.01 per warrant;
- upon not less than 30 days' prior written notice of redemption, or the 30-day redemption period, to each warrant holder; and
- if, and only if, the reported last sale price of the Class A common stock equals or exceeds \$18.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within a 30-trading day period ending three business days before the Company sends the notice of redemption to the warrant holders.

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**NOTE 12 – WARRANTS (cont.)**

If and when the warrants become redeemable by the Company, the Company may exercise its redemption right even if it is unable to register or qualify the underlying securities for sale under all applicable state securities laws.

If the Company calls the Public Warrants for redemption, management will have the option to require any holder that wishes to exercise the Public Warrants to do so on a "cashless basis," as described in the warrant agreement. The exercise price and number of shares of Class A common stock issuable upon exercise of the Public Warrants may be adjusted in certain circumstances including in the event of a stock dividend, or recapitalization, reorganization, merger or consolidation. However, except as described below, the Public Warrants will not be adjusted for issuances of Class A common stock at a price below its exercise price. Additionally, in no event will the Company be required to net cash settle the Public Warrants. If the Company is unable to complete a Business Combination within the Combination Period and the Company liquidates the funds held in the Trust Account, holders of Public Warrants will not receive any of such funds with respect to their Public Warrants, nor will

they receive any distribution from the Company's assets held outside of the Trust Account with respect to such Public Warrants. Accordingly, the Public Warrants may expire worthless.

In addition, if (x) the Company issues additional Class A common stock or equity-linked securities for capital raising purposes in connection with the closing of a Business Combination at an issue price or effective issue price of less than \$9.20 per Class A common stock (with such issue price or effective issue price to be determined in good faith by the Company's board of directors and, in the case of any such issuance to the Sponsor or its affiliates, without taking into account any Founder Shares held by the Sponsor or its affiliates, as applicable, prior to such issuance) (the "Newly Issued Price"), (y) the aggregate gross proceeds from such issuances represent more than 60% of the total equity proceeds, and interest thereon, available for the funding of a Business Combination on the date of the consummation of a Business Combination (net of redemptions), and (z) the volume weighted average trading price of its Class A ordinary shares during the 20 trading day period starting on the trading day after the day on which the Company consummates its Business Combination (such price, the "Market Value") is below \$9.20 per share, the exercise price of the warrants will be adjusted (to the nearest cent) to be equal to 115% of the higher of the Market Value and the Newly Issued Price, and the \$18.00 per share redemption trigger price will be adjusted (to the nearest cent) to be equal to 180% of the higher of the Market Value and the Newly Issued Price.

The Private Warrants are identical to the Public Warrants underlying the Units sold in the Initial Public Offering, except that the Private Warrants and the Class A common stock issuable upon the exercise of the Private Warrants will not be transferable, assignable or salable until 30 days after the completion of a Business Combination, subject to certain limited exceptions. Additionally, the Private Warrants will be exercisable on a cashless basis and be non-redeemable, except as described above, so long as they are held by the initial purchasers or their permitted transferees. If the Private Warrants are held by someone other than the initial purchasers or their permitted transferees, the Private Warrants will be redeemable by the Company and exercisable by such holders on the same basis as the Public Warrants.

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#### NOTE 12 – WARRANTS (cont.)

The Company uses the black Scholes option pricing model to value its warrants and options. The significant inputs are as follows:

	2024	2023
Expected Dividend Yield	0.00 %	0.0 %
Expected volatility	60.00 %	1.55 %
Risk-Free Rate	5.15 %	4.27 %
Expected life of warrants	1.25	1.72

	Weighted				Weighted				Weighted
	Number of	Average	Contractual	Intrinsic	Number of	Average	Contractual	Intrinsic	Aggregate
Public Warrants	Warrants	Exercise Price	Life in Years	Value	Warrants	Exercise Price	Life in Years	Value	
Granted	-	\$ -		\$ -	-	\$ -		\$ -	
Forfeited or Expired	-	\$ -		\$ -	-	\$ -		\$ -	
Exercised	-	\$ -		\$ -	-	\$ -		\$ -	
Outstanding December 31, 2023	5,252,990	\$ 0	2.3	\$ 157,584	5,252,990	\$ 0	2.3	\$ 157,584	
Exercisable (Vested) December 31, 2023	5,252,990	\$ 0	2.3	\$ 157,584	5,252,990	\$ 0	2.3	\$ 157,584	
Granted	-	\$ -		\$ -	-	\$ -		\$ -	



Forfeited or Expired	-				-
Exercised	-				-
Outstanding March 31, 2024	5,252,990	\$ 0	2.0	\$ 113,465	5,252,990 \$ 0 2.0 \$ 113,465
Exercisable (Vested) - March 31, 2024	5,252,990	\$ 0	2.0	\$ 113,465	5,252,990 \$ 0 2.0 \$ 113,465

Private Warrants	Number of Warrants	Weighted Average Exercise Price	Weighted Average Contractual Life in Years	Aggregate Intrinsic Value
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Granted	-	\$ -		\$ -	- \$ - \$ -
Forfeited or Expired	-	\$ -		\$ -	-
Exercised	-	\$ -		\$ -	-

Outstanding December 31, 2023	3,901,201	\$ 0.03	2.3	\$ 117,036
Exercisable (Vested) - December 31, 2023	3,901,201	\$ 0.03	2.3	\$ 117,036

Outstanding June 30, 2024					5,252,990 \$ 0 2.0 \$ 92,453
Exercisable (Vested) - June 30, 2024					5,252,990 \$ 0 2.0 \$ 92,453

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Contractual Life in Years	Aggregate Intrinsic Value
Private Warrants				
Granted	-	\$ -		\$ -
Forfeited or Expired	-	\$ -		\$ -
Exercised	-	\$ -		\$ -
Outstanding December 31, 2023	3,901,201	\$ 0.03	2.3	\$ 117,036
Exercisable (Vested) - December 31, 2023	3,901,201	\$ 0.03	2.3	\$ 117,036

Granted	-	\$ -		\$ -
Forfeited or Expired	-	\$ -		\$ -
Exercised	-	\$ -		\$ -
Outstanding March 31, 2024	3,901,201	\$ 0.03	2.0	\$ 0
Exercisable (Vested) - March 31, 2024	3,901,201	\$ 0.03	2.0	\$ 0

Granted	-	\$ -		\$ -
Forfeited or Expired	-	\$ -		\$ -

Exercised	-	\$	-	\$	-
Outstanding June 30, 2024	3,901,201	\$	0.03	2.0	\$ 0
Exercisable (Vested) - June 30, 2024	3,901,201	\$	0.03	2.0	\$ 0

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#### NOTE 13 – FAIR VALUE MEASUREMENTS

The Company follows the guidance in ASC 820 for its financial assets and liabilities that are re-measured and reported at fair value at each reporting period, and non-financial assets and liabilities that are re-measured and reported at fair value at least annually.

The fair value of the Company's financial assets and liabilities reflects management's estimate of amounts that the Company would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. In connection with measuring the fair value of its assets and liabilities, the Company seeks to maximize the use of observable inputs (market data obtained from independent sources) and to minimize the use of unobservable inputs (internal assumptions about how market participants would price assets and liabilities). The following fair value hierarchy is used to classify assets and liabilities based on the observable inputs and unobservable inputs used in order to value the assets and liabilities:

**Level 1:** Quoted prices in active markets for identical assets or liabilities. An active market for an asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

**Level 2:** Observable inputs other than Level 1 inputs. Examples of Level 2 inputs include quoted prices in active markets for similar assets or liabilities and quoted prices for identical assets or liabilities in markets that are not active.

**Level 3:** Unobservable inputs based on our assessment of the assumptions that market participants would use in pricing the asset or liability.

At December 31, 2023, the Company is the holder of 250,000 LBX Tokens which were initially recorded at their purchase price of \$8 per token. During 2022 and 2023, the value of the LBX Tokens were written to \$0 to reflect that there was no market for the tokens. No cash consideration was given but a convertible note in the amount of \$2,000,000 and 76,924 warrants (Warrant "A-2") were issued to Westside Advisors LLC. The note remains outstanding, and the warrants were converted into shares of the Company as part of the Business Combination on October 31, 2023.

The following table presents information about the Company's liabilities that are measured at fair value on a recurring basis at March 31, 2024 June 30, 2024 and December 31, 2023 and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value:

Description	Level	March 31, 2024	December 31, 2023	Level	June 30, 2024	December 31, 2023
<b>Liabilities:</b>						
Warrant Liability – Public Warrants	3	113,465	157,584	3	92,453	157,584
Warrant Liability – Private Warrants	3	-	117,036	3	-	117,036

The Warrants were accounted for as liabilities in accordance with ASC 815-40 and are presented within warrant liabilities on our accompanying March 31, 2024 June 30, 2024 and December 31, 2023 consolidated balance sheets. The warrant liabilities are measured at fair value at inception and on a recurring basis, with changes in fair value presented within change in fair value of warrant liabilities in the consolidated statement of operations.

The Private Warrants were initially valued using a Modified Black Scholes Option Pricing Model, which is considered to be a Level 3 fair value measurement. The Modified Black Scholes model's primary unobservable input utilized in determining the fair value of the Private Warrants is the expected volatility of the common stock. The expected volatility as of the IPO date was derived from observable public warrant pricing on comparable 'blank-check' companies without an identified target. The expected volatility as of subsequent valuation dates was implied from the Company's own Public Warrant pricing. A Monte Carlo simulation methodology was used in estimating the fair value of the Public Warrants for periods where no observable traded price was available, using the same expected volatility as was used in measuring the fair value of the Private Warrants. For periods subsequent to the detachment of the warrants from the Units, the close price of the public warrant price was used as the fair value as of each relevant date.

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## NOTE 13 – FAIR VALUE MEASUREMENTS (cont.)

The following tables present the changes in the fair value of warrant liabilities:

	Private Placement	Public	Warrant Liabilities	Private Placement	Public	Warrant Liabilities
Fair value as of January 1, 2023	\$ 101,431	\$ 110,182	\$ 211,613	\$ 101,431	\$ 110,182	\$ 211,613
Change in valuation inputs or other assumptions	15,604	47,402	63,006	15,605	47,402	63,007
Fair value as of December 31, 2023	117,036	157,584	274,620	117,036	157,584	274,620

  

	Private Placement	Public	Warrant Liabilities	Private Placement	Public	Warrant Liabilities
Fair value as of January 1, 2024	\$ 117,036	\$ 157,584	\$ 274,620	\$ 117,036	\$ 157,584	\$ 274,620
Change in valuation inputs or other assumptions	(117,036)	(44,119)	(161,155)	(117,036)	(65,131)	(182,167)
Fair value as of March 31, 2024	0	113,465	113,465	0	92,453	92,453
Fair value as of June 30, 2024	0	92,453	92,453	0	92,453	92,453

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## NOTE 14 – COMMITMENTS AND CONTINGENCIES

In the course of normal operations, the Company is involved in various claims and litigation that management intends to defend. The range of loss, if any, from potential claims cannot be reasonably estimated. However, management believes the ultimate resolution of matters will not have a material adverse impact on the Company's business or financial position.

## Right of First Refusal

For a period beginning on March 21, 2021 and ending 24 months from the closing of a business combination, we have granted the Representative a right of first refusal to act as sole book runner, and/or sole placement agent, at the representative's sole discretion, for each and every future public and private equity and debt offering, including all equity linked financings for us or any of our successors or subsidiaries. In accordance with FINRA Rule 5110(f)(2)(E)(i), such right of first refusal shall not have a duration of more than three years from the effective date of the registration statement of which this prospectus forms a part.

## NOTE 15 – SUBSEQUENT EVENTS

On April 4, 2024, the Company invested an additional \$10,000 in the existing promissory note between the Company and T.R. Mining & Equipment Ltd.

On April 19, 2024, the Company issued a non-convertible promissory note to Westside Advisors in the amount of \$15,000. The note is due two years from the date of issuance on April 19, 2026.

On April 24, 2024, 150,000 shares of restricted common stock were issued to KBB Asset Management LLC pursuant to an existing promissory note purchase and immediate conversion to shares.

On April 29, 2024, 9,591 shares of common stock were purchased thus far by the Company pursuant to the stock buyback program announced on April 17, 2024.

On May 7, 2024, the Company invested an additional \$10,000 in the existing promissory note between the Company and T.R. Mining & Equipment Ltd.

On May 13, 2024, 310,000 shares of restricted common stock were issued to KBB Asset Management LLC pursuant to an existing promissory note purchase and immediate conversion to shares. None.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

References in this report (the "Quarterly Report") to "we," "us" or the "Company" refer to Royalty Management Holding Corporation. References to our "management" or our "management team" refer to our officers and directors. The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the financial statements and the notes thereto contained elsewhere in this Quarterly Report. Certain information contained in the discussion and analysis set forth below includes forward-looking statements that involve risks and uncertainties.

### Special Note Regarding Forward-Looking Statements

This Quarterly Report includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Exchange Act that are not historical facts and involve risks and uncertainties that could cause actual results to differ materially from those expected and projected. All statements, other than statements of historical fact included in this Form 10-Q including, without limitation, statements in this "Management's Discussion and Analysis of Financial Condition and Results of Operations" regarding the Company's financial position, business strategy and the plans and objectives of management for future operations, are forward-looking statements. Words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intends," "may," "might," "plan," "possible," "potential," "predicts," "project," "shall," "should," "would and variations and similar words and expressions are intended to identify such forward-looking statements. Such forward-looking statements relate to future events or future performance, but reflect management's current beliefs, based on information currently available. A number of factors could cause actual events, performance or results to differ materially from the events, performance and results discussed in the forward-looking statements. For information identifying important factors that could cause actual results to differ materially from those anticipated in the forward-looking statements, please refer to the Risk Factors section of the Registration Statement on Form S-1, as amended, filed with the U.S. Securities and Exchange Commission (the "SEC"). The Company's securities filings can be accessed on the EDGAR section of the SEC's website at [www.sec.gov](http://www.sec.gov). Except as expressly required by applicable securities law, the Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

### Overview

We are American Acquisition Opportunity Inc was a blank check company formed organized on January 20, 2021 under the laws of the State of Delaware on January 20, 2021 for the purpose of effecting a merger, share exchange, asset acquisition, stock purchase, recapitalization, reorganization or other similar business and effectuated its combination with one Royalty Management Corporation ("RMC") on October 23, 2023 and at that point changed its name to Royalty Management Holding Corporation ("RMHC" or more target businesses (a "Business Combination" the "Company"). Although the Company The Company's business model is not limited to a particular industry invest or geographic region for purposes of consummating a Business Combination, the Company intends purchase assets that have near and medium-term income potential to focus on companies provide RMC with accretive cash flow from which it can reinvest in the land holdings new assets or expand cash flow from those existing assets. These assets typically are natural resources assets (including real estate and resources industry in the United States. We intend to effectuate our Business Combination using cash from the proceeds of the Initial Public Offering mining permits), patents, intellectual property, and the sale of the Private Warrants, our capital stock, debt or a combination of cash, stock and debt. emerging technologies.

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### Results of Operations

Our total operating revenues for the three and six months ended March 31, 2024 June 30, 2024, were \$254,223 and 2023, were \$162,100 \$162,232 and \$67,292, respectively, \$66,363 and \$133,655 for the three and six months ended June 30, 2023. The increase was primarily due to an increase in RMC Environmental Services additional volume.

Total Our total operating expenses for the three and six months ended March 31, 2024 June 30, 2024, were \$320,218 and 2023, were \$146,498 \$147,864 and \$202,902, respectively, \$113,080 and \$274,788 for the three and six months ended June 30, 2023. The decrease increase was primarily due to lower higher professional fees.

Total other income and expenses for the three and six months ended March 31, 2024 June 30, 2024, were \$16,044 and 2023, were \$119,578 \$154,840 and -\$138,735, respectively, -\$117,620 and -\$237,548 for the three and six months ended June 30, 2023. The primary reasons for the increase were due to a positive gain on warrant fair value adjustment and less interest expense.

Total net income (loss) loss for the three and six months ended March 31, 2024 June 30, 2024, were \$-150,348 and 2023, were \$135,180 \$-14,757 and -\$274,345, respectively, \$-220,295 and -\$494,640 for the three and six months ended June 30, 2023.

## Liquidity and Capital Resources

Liquidity describes the ability of a company to generate sufficient cash flows in the short- and long-term to meet the cash requirements of its business operations, including working capital needs, debt service, acquisitions, other commitments and contractual obligations. We consider liquidity in terms of cash flows from operations and other sources, including availability under our credit facility, and their sufficiency to fund our operating and investing activities. Historically, we have financed our operations and acquisitions from a combination of cash generated from operations and periodic borrowings under the convertible note as well as non-convertible note offerings. Our primary cash needs are for day-to-day operations, to fund working capital requirements, to fund our growth strategy, including acquisitions, and to pay interest and principal on our indebtedness. Royalty currently has no contractual and other arrangement cash requirements.

In connection with the completion of the Business Combination, as a result of the redemption of 253,807 shares of American Acquisition Opportunity Class A Common Stock, we only received \$986,617 in proceeds from the trust account prior to expense at the Closing. Our ability to raise additional funds will depend on financial, economic and other factors, many of which are beyond its control. Royalty cannot be certain that additional funding will be available on acceptable terms, or at all. Royalty has limited committed sources of additional capital and if it is unable to raise additional capital in sufficient amounts or on terms acceptable to it, it may have to significantly delay, scale back or discontinue its intended growth.

**Capital Resources.** **Resources.** Currently we have no commitments to utilize cash on hand other than investments that have already been completed. Our acquisition strategy and our interest expense in particular may require that we seek additional sources of equity or debt financing in future periods.

**Class A Common Stock.** The Company is able to issue shares of Royalty Class A Common Stock for investments as well as services. As of March 31, 2024 June 30, 2024 and December 31, 2023 the Company has issued 14,504,095 14,954,504 and 14,270,761, respectively shares of Royalty Class A Common Stock for execution of Royalty's business plan and services.

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Royalty's ability to raise funds through the sale of equity capital is likely to be impacted by the significant number of shares of Class A Common Stock that were issued in the Business Combination. While our Class A Common Stock is listed for trading on the Nasdaq Capital Market, it is fairly thinly traded. Future sales of shares that have been registered may result in downward pressure on the stock price, thereby making it more difficult for us to raise additional equity capital without resulting in dilution to our existing stockholders.

**Convertible Notes.** The Company has historically raised funds primarily through the issuance of convertible notes. The notes carried and an interest rate of 10% and offered a conversion feature to common equity at \$6.50 for each share. The Company may in the future utilize this structure to raise additional capital. All convertible notes were converted at the time of business combination, therefore the outstanding balance of the convertibles notes amounted to \$0 at March 31, 2024 June 30, 2024 and December 31, 2023.

**Warrants.** As of March 31, 2024 June 30, 2024, there are a total of 9,154,191 outstanding Warrants to purchase shares of our Class A Common Stock, each with a per share exercise price of \$11.50. Upon exercise of any Warrants, we would receive the exercise price. The likelihood that holders of Warrants will exercise any Warrants is dependent upon the trading price of the Class A Common Stock. Until such time as the stock price for our Class A Common Stock exceeds \$11.50, we do not anticipate there will be any exercises of the Warrants. As such, we do not consider the Warrants for purposes of budgeting our sources of cash.

At March 31, 2024 June 30, 2024, cash and cash equivalents totaled \$124,823. \$39,133.

## Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that we are required to disclose pursuant to these regulations. In the ordinary course of business, we enter into operating lease commitments, purchase commitments, and other contractual obligations. These transactions are recognized in our financial statements in accordance with generally accepted accounting principles in the United States.

## Critical Accounting Policies

The preparation of condensed financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and income and expenses during the periods reported. Actual results could materially differ from those estimates. We have identified the following critical accounting policies:

## Common stock subject to possible redemption

We account for our common stock subject to possible conversion in accordance with the guidance in Accounting Standards Codification ("ASC") Topic 480 "Distinguishing Liabilities from Equity." Common stock subject to mandatory redemption is classified as a liability instrument and measured at fair value. Conditionally redeemable common stock (including common stock that features redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within our control) is classified as temporary equity. At all other times, common stock is classified as stockholders' equity. Our common stock features certain redemption rights that are considered to be outside of our control and subject to occurrence of uncertain future events. Accordingly, common stock subject to possible redemption is presented at redemption value as temporary equity, outside of the stockholders' equity section of our condensed balance sheets.

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## Net loss per common share

We apply the two-class method in calculating loss per share. Common stock subject to possible redemption which is not currently redeemable and is not redeemable at fair value, has been excluded from the calculation of basic net loss per common share since such shares, if redeemed, only participate in their pro rata share of the Trust Account earnings. Our net loss is adjusted for the portion of loss that is attributable to common stock subject to possible redemption, as these shares only participate in the earnings of the Trust Account and not our income or losses.

## Warrant Liability

The Company accounts for the Warrants in accordance with the guidance contained in ASC 815-40-15-7D and 7F under which the Warrants do not meet the criteria for equity treatment and must be recorded as liabilities. Accordingly, the Company classifies the Warrants as liabilities at their fair value and adjust the Warrants to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in our statement of operations. The Private Warrants and the Public Warrants for periods where no observable traded price was available are valued using a Monte Carlo simulation. For periods subsequent to the detachment of the Public Warrants from the Units, the Public Warrant quoted market price was used as the fair value as of each relevant date.

## Recent accounting standards

Management does not believe that any recently issued, but not yet effective, accounting pronouncements, if currently adopted, would have a material effect on our condensed financial statements.

## Item 3. Quantitative and Qualitative Disclosures About Market Risk

Because we are a smaller reporting company, we are not required to include any disclosure under this item.

## Item 4. Controls and Procedures

### Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial and accounting officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the fiscal quarter ended March 31, 2024 June 30, 2024, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based on this evaluation, our principal executive officer and principal financial and accounting officer have concluded that during the period covered by this report, our disclosure controls and procedures were effective at a reasonable assurance level and, accordingly, provided reasonable assurance that the information required to be disclosed by us in reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

## Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the fiscal quarter of 2024 covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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## PART II - OTHER INFORMATION

### Item 1. Legal Proceedings

None.

### Item 1A. Risk Factors

**Our Private Warrants are accounted for as liabilities and the changes in value of our Private Warrants could have a material effect on our financial results.**

On April 12, 2021, the Acting Director of the Division of Corporation Finance and Acting Chief Accountant of the SEC issued SEC Statement, wherein the SEC staff expressed its view that certain terms and conditions common to SPAC warrants may require the warrants to be classified as liabilities on the SPAC's balance sheet as opposed to being treated as equity. Specifically, the SEC Statement focused on certain settlement terms and provisions related to certain tender offers following a business combination, which terms are similar to those contained in the warrant agreement governing our warrants. As a result of the SEC Statement, we reevaluated the accounting treatment of our warrants, and pursuant to the guidance in ASC 815, Derivatives and Hedging ("ASC 815"), determined the Private Warrants should be classified as derivative liabilities measured at fair value on our balance sheet, with any changes in fair value to be reported each period in earnings on our statement of operations.

As a result of the recurring fair value measurement, our financial statements may fluctuate quarterly, based on factors which are outside of our control. Due to the recurring fair value measurement, we expect that we will recognize non-cash gains or losses on our Private Warrants each reporting period and that the amount of such gains or losses could be material.

### Item 2.2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

### Item 3. Default upon Senior Securities

None.

### Item 4. Mine Safety Disclosures

N/A

### Item 5. Other Information

None.

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### Item 6. Exhibits

The following exhibits are filed herewith:

No.	Description of Exhibit
<a href="#">3.1<sup>(1)</sup></a>	<a href="#">Certificate of Incorporation</a>
<a href="#">3.2<sup>(2)</sup></a>	<a href="#">Amended &amp; Restated Certificate of Incorporation</a>
<a href="#">3.3<sup>(1)</sup></a>	<a href="#">By-Laws</a>
<a href="#">4.1<sup>(1)</sup></a>	<a href="#">Specimen Unit Certificate</a>

<a href="#">4.2<sup>(1)</sup></a>	<a href="#">Specimen Class A Common Stock Certificate</a>
<a href="#">4.3<sup>(1)</sup></a>	<a href="#">Specimen Warrant Certificate</a>
<a href="#">4.4<sup>(2)</sup></a>	<a href="#">Warrant Agreement, dated March 17, 2021, by and between Registrant and Continental Stock Transfer &amp; Trust Company, LLC</a>
<a href="#">21.1</a>	<a href="#">List of Subsidiaries of Registrant</a>
<a href="#">31.1*</a>	<a href="#">Rule 13a-14(a)/15d-14(a) Certification (CEO)</a>
<a href="#">31.2*</a>	<a href="#">Rule 13a-14(a)/15d-14(a) Certification (CFO)</a>
<a href="#">32.1**</a>	<a href="#">Section 1350 Certification (CEO)</a>
<a href="#">32.2**</a>	<a href="#">Section 1350 Certification (CFO)</a>
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definitions Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	The cover page for the Company's quarterly report on Form 10-Q for the period ended March 31, 2023, formatted in Inline XBRL (included in Exhibit 101 attachments).

\* Filed herewith

\*\* Furnished herewith

- (1) Previously filed as an exhibit to our Form S-1, dated [February 2, 2021](#) [February 5, 2021](#), as amended, and incorporated by reference herein.
- (2) Previously filed as an exhibit to our Current Report on Form 8-K filed on March 23, 2021, and incorporated by reference herein.

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## PART III – SIGNATURES

### SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

#### Royalty Management Holding Corporation

By: /s/ Thomas M. Sauve  
Name: Thomas M. Sauve  
Title: Chief Executive Officer  
Date: [May 24](#),  
[August 14](#), 2024

By: /s/ Kirk P. Taylor  
Name: Kirk P. Taylor  
Title: Chief Financial Officer  
Date: [May 24](#), [August 14](#), 2024

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#### EXHIBIT 21.1

Entity Name	Domestic Jurisdiction
Royalty Management Corporation	Indiana
Coking Coal <a href="#">Financing Leasing</a> LLC	Indiana
RMC Environmental Services LLC	Indiana



CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

Certification of Principal Executive Officer

I, Thomas M. Sauve, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Royalty Management Holding Corporation;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 24, 2024 August 14, 2024

ROYALTY MANAGEMENT HOLDING CORPORATION

/s/: Thomas M. Sauve

Thomas M. Sauve,  
Chief Executive Officer  
Principal Executive Officer

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EXHIBIT 31.2

CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

Certification of Principal Financial Officer and

Principal Accounting Officer

I, Kirk P. Taylor, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Royalty Management Holding Corporation;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 24, 2024 August 14, 2024

ROYALTY MANAGEMENT HOLDING CORPORATION

/s/: Kirk P. Taylor

Kirk P. Taylor,

Chief Financial Officer

Principal Financial Officer

Principal Accounting Officer

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EXHIBIT 32.1

Certification of Principal Executive Officer

Pursuant to 18 U.S.C. SECTION 1350

In connection with the Quarterly Report of Royalty Management Holding Corporation, (the "Company") on Form 10-Q for the period ending March 31, 2024 June 30, 2024 to be filed with the Securities and Exchange Commission on or about the date hereof (the "Report"), I, Thomas M. Sauve, Principal Executive Officer of the Company, certify, to my knowledge, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (i) the accompanying Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods covered by the Report.

It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934.

ROYALTY MANAGEMENT HOLDING CORPORATION

/s/: Thomas M. Sauve

Thomas M. Sauve,

Chief Executive Officer

Principal Executive Officer

May 24,

August 14, 2024

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EXHIBIT 32.2

Certification of Principal Financial Officer

and Principal Accounting Officer

Pursuant to 18 U.S.C. SECTION 1350

In connection with the Quarterly Report of Royalty Management Holding Corporation (the "Company") on Form 10-Q for the period ending March 31, 2024 June 30, 2024 to be filed with the Securities and Exchange Commission on or about the date hereof (the "Report"), I, Kirk P. Taylor, Principal Financial Officer and Principal Accounting Officer of the Company, certify, to my knowledge, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (i) the accompanying Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods covered by the Report.

It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934.

ROYALTY MANAGEMENT HOLDING CORPORATION

/s/ Kirk P. Taylor

Kirk P. Taylor,

Chief Financial Officer

Principal Financial Officer

Principal Accounting Officer

May 24,

August 14, 2024

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#### **DISCLAIMER**

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