

AVANT TECHNOLOGIES INC.

FORM 10-Q/A (Amended Quarterly Report)

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q/A
(Amendment No. 1)☒ Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended June 30, 2024☐ 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 333-225433

AVANT TECHNOLOGIES, INC.
(f/k/a TREND INNOVATIONS HOLDING INC.)
(Exact name of small business issuer as specified in its charter)**Nevada**
(State or other jurisdiction of incorporation or
organization)**7370**
(Primary Standard Industrial
Classification Number)**38-4053064**
(IRS Employer
Identification Number)**c/o Eastbiz.com, Inc 5348 Vegas Drive, Las Vegas, NV 89108**
(Address of principal executive offices and Zip Code)**(866) 533-0065**
(Registrant's telephone number, including area code)info@avanttechnologies.com
(Registrant's email)

Securities registered under Section 12(b) of the Exchange Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.001 par value	AVAI	OTC Markets

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 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, or a smaller reporting 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	<input type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-accelerated Filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
(Do not check if a smaller reporting company)		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act. ☐

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

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 121,902,442 common shares issued and outstanding as of September 3, 2024.

EXPLANATORY NOTE

This Amendment No. 1 to the Quarterly Report on Form 10-Q (this “Amendment”) amends the Quarterly Report on Form 10-Q of Avant Technologies, Inc. (the “Company,” “we,” and “our”) for the quarter ended June 30, 2024, which was originally filed with the Securities and Exchange Commission on August 19, 2024 (the “Original Filing”).

The Company is filing this Amendment, form 10-Q/A solely for the purpose of correcting an unintentional error and including the Exhibit 31.2 - Certification of the Chief Executive Officer.

Except as described above or as otherwise expressly provided by the terms of this Amendment, no other changes have been made to the Original Filing. Except as otherwise indicated herein, this Amendment continues to speak as of the date of the Original Filing, and the Company has not updated the disclosures contained therein to reflect any events that occurred subsequent to the date of the Original Filing.

AVANT TECHNOLOGIES, INC.
(f/k/a TREND INNOVATIONS HOLDING INC.)

QUARTERLY REPORT ON FORM 10-Q

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The accompanying interim financial statements of Avant Technologies, Inc. (formerly Trend Innovations Holding Inc) (“the Company”, “we”, “us” or “our”), have been prepared without audit pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with United States generally accepted principles have been condensed or omitted pursuant to such rules and regulations.

The interim financial statements are condensed and should be read in conjunction with the company’s latest annual financial statements.

In the opinion of management, the financial statements contain all material adjustments, consisting only of normal adjustments considered necessary to present fairly the financial condition, results of operations, and cash flows of the Company for the interim periods presented.

AVANT TECHNOLOGIES, INC.
(f/k/a TREND INNOVATIONS HOLDING INC.)
Consolidated Balance Sheets

	June 30, 2024 (Unaudited)	March 31, 2024
ASSETS		
Current Assets		
Cash and Cash Equivalents	\$ 444	\$ 281
Prepaid Expenses	58,036	115,685
Prepaid Rent	-	116
Total Current Assets	58,480	116,082
Fixed Assets		
Accumulated Depreciation	(1,500)	(1,500)
Furniture and Equipment (note 4)	1,500	1,500
Total Fixed Assets	-	-
Intangible Assets, Net (note 5)	186,414	205,932
TOTAL ASSETS	\$ 244,894	\$ 322,014
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Liabilities		
Current Liabilities		
Accounts Payable	\$ 1,520,661	\$ 1,081,803
Loan from Related Parties (note 6)	634,892	406,777
Convertible Notes Payable (note 7)	75,000	201,000
Notes payable - Related Party	99,000	99,000
Total Current Liabilities	2,329,553	1,788,580
Total Liabilities	2,329,553	1,788,580
Stockholders' Equity (Deficit)		
Preferred stock, \$0.001 par value, 20,000,000 shares authorized; 10,000,000 and 10,000,000 common shares issued and outstanding respectively	10,000	10,000
Preferred stock Series A, \$0.001 par value, 5,000 shares authorized; 3,050 and 3,050 shares issued and outstanding, respectively	15,250	15,250
Common stock, \$0.001 par value, 500,000,000 shares authorized; 117,017,906 and 117,167,906 common shares issued and outstanding respectively	117,018	117,168
Additional Paid in Capital	1,278,311	1,367,411
Accumulated Deficit	(3,505,238)	(2,976,395)
Total Stockholders' Equity (Deficit)	(2,084,659)	(1,466,566)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$ 244,894	\$ 322,014

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

AVANT TECHNOLOGIES, INC.
(f/k/a TREND INNOVATIONS HOLDING INC.)
Consolidated Statements of Operations
Three months ended June 30, 2024 and 2023 (Unaudited)

	Three months ended June 30, 2024	Three months ended June 30, 2023
REVENUE	\$ -	\$ -
OPERATING EXPENSES		
Amortization and Depreciation Expense	19,517	9,101
Consulting Services	176,739	-
General and Administrative Expenses	254,674	361,493
Marketing Expenses	36,100	-
Professional Fees	24,530	40,595
Rent Expenses	235	333
Website Expenses	5,499	-
TOTAL OPERATING EXPENSES	517,294	411,522
OTHER INCOME (EXPENSES)	(11,549)	-
NET INCOME (LOSS) FROM OPERATIONS	\$ (528,843)	\$ (411,522)
PROVISION FOR INCOME TAXES	-	-
NET INCOME (LOSS)	\$ (528,843)	\$ (411,522)
COMPREHENSIVE INCOME (LOSS)	\$ (528,843)	\$ (411,522)
NET LOSS PER SHARE: BASIC AND DILUTED	\$ (0.00)	\$ (0.00)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING: BASIC AND DILUTED	115,827,600	57,646,668

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

AVANT TECHNOLOGIES, INC.
(f/k/a TREND INNOVATIONS HOLDING INC.)
Consolidated Statement of Stockholders' Equity (Deficit)
Three months ended June 30, 2024 and 2023 (Unaudited)

	Common Stock		Preferred Stock		Preferred Stock Series A		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Stockholders' Equity (Deficit)
Balance, March 31, 2023	38,503,811	\$ 38,504	5,000,000	\$ 3,950	-	\$ -	\$ 172,207	\$ (847,920)	\$ (633,259)
Common Shares issued for acquisition	26,000,000	26,000	-	-	-	-	-	-	26,000
Preferred Shares Series A issued for acquisition	-	-	-	-	5,000	25,000	-	-	25,000
Preferred Shares adjustment	-	-	-	1,050	-	-	(1,050)	-	-
Net income (loss) for the three-months period	-	-	-	-	-	-	-	(411,522)	(411,522)
Balance, June 30, 2023	64,503,811	\$ 64,504	5,000,000	\$ 5,000	5,000	\$ 25,000	\$ 171,157	\$ (1,259,442)	\$ (993,781)
Balance, March 31, 2024	117,167,906	\$ 117,168	10,000,000	\$10,000	3,050	\$ 15,250	\$ 1,367,411	\$ (2,976,395)	\$ (1,466,566)
Cancellation of Common Shares	(150,000)	(150)	-	-	-	-	(89,100)	-	(89,250)
Net loss for the three-months period	-	-	-	-	-	-	-	(528,843)	(528,843)
Balance, June 30, 2024	117,017,906	\$ 117,018	10,000,000	\$10,000	3,050	\$ 15,250	\$ 1,278,311	\$ (3,505,238)	\$ (2,084,659)

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

AVANT TECHNOLOGIES, INC.
(f/k/a TREND INNOVATIONS HOLDING INC.)
Consolidated Statements of Cash Flows
Three months ended June 30, 2024 and 2023 (Unaudited)

	Three months ended June 30, 2024	Three months ended June 30, 2023
OPERATING ACTIVITIES		
Net Income	\$ (528,843)	\$ (411,522)
Foreign currency translation adjustment	-	-
Adjustments to reconcile Net Income to net cash used in operations:		
Amortization and Depreciation	19,517	9,101
Accounts Payable	438,859	342,709
Prepaid Expenses	57,765	(14)
Net cash used in Operating Activities	(12,702)	(59,726)
INVESTING ACTIVITIES		
Intangible Assets Acquisition	\$ -	\$ (149,000)
Net cash provided by Investing Activities	-	(149,000)
FINANCING ACTIVITIES		
Additional paid in capital	\$ (89,100)	\$ -
Capital Stock	(150)	26,000
Convertible Notes Payable	(126,000)	125,100
Loan from Related Parties	228,115	50,772
Series A Preferred Stock	-	25,000
Net cash provided by Financing Activities	12,865	101,772
Net cash increase (decrease) for period	\$ 163	\$ (106,954)
Cash at beginning of period	\$ 281	\$ 107,472
Cash at end of period	\$ 444	\$ 518
Supplemental disclosure of non-cash investing and financing activities:		
Right-of-use assets obtained in exchange for lease obligations	\$ -	\$ -

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

AVANT TECHNOLOGIES, INC.
(f/k/a TREND INNOVATIONS HOLDING INC.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
As of June 30, 2024
(Unaudited)

Note 1 – ORGANIZATION AND NATURE OF BUSINESS

Avant Technologies, Inc. (formerly Trend Innovations Holding Inc.) is a technology company specializing in acquiring, creating, and developing innovative and advanced technologies utilizing artificial intelligence (AI) as well as providing a host of information technology consulting services. The Company considers itself a native expert in the field of information technology based on artificial intelligence. Recently, the Company acquired Avant! AI and InstantFAME as well as the assets of Wired4Health, Inc., pertaining to certain technology assets providing full-stack software development, database management, data integration, project management and cloud services resources. Utilize its latest assets acquisitions, Avant mission is to provide innovative and effective AI solutions that transform businesses and positively impact society. Avant strive to push the boundaries of AI technology and empower organizations to achieve their full potential. We believe that our technology can provide a self-sustained system that prepares its data from unlabeled information (Unsupervised Clustering), and then analyzes it using various, proprietary, supervised learning techniques, Improved data efficiency: Unsupervised learning pre-processes and extracts meaningful features from raw or unlabeled data, preparing them as inputs for the supervised learning model. This improves data efficiency and preparations. Our technology deployed over the acquired assets (in sum or as a whole) potentially provides True Learning from Experience - Unsupervised learning is utilized to learn relevant information from many source domains. This knowledge is then evaluated and applied to a related or different domain(s), where information might be in short supply. This feature is a true learning capability. Avant! can leverage the knowledge learned from the source domain to improve performance in the other domains, as well as Factual discovery/conclusion by learning data - Avant! Unsupervised learning techniques, like clustering, help identify groups or patterns in the data, reaching conclusions. Then its supervised learning mechanism can create new datasets (information), which are used for further domains, improving classification and regression tasks. This feature is a true reasoning mechanism.

Until the above acquisitions, the Company's "Thy News" application was one of the Company's key projects. Thy News is a worldwide application used for processing news from multiple sources. Thy News was created for users who value their time but want to keep up with the latest in world news. The app offers the user the opportunity to create their own news feeds solely from those sources that are of interest to them, as well as creating additional news feeds segmented by topic.

On May 23, 2023, the Company filed an application with the Financial Industry Regulation Authority (FINRA) in order to change the name and trading symbol of the Company. On July 18, 2023, FINRA announced the Company's Name Change and Symbol Change, which became effective on July 19, 2023 on the OTC Markets. The Name Change and Symbol Change do not affect the rights of the Company's security holders. The Company's securities will continue to be quoted on the OTC Markets. Following the Name Change, the stock certificates, which reflect the former name of the Company, will continue to be valid. Certificates reflecting the Name Change will be issued in due course as old stock certificates are tendered for exchange or transfer to the Company's transfer agent.

Our virtual principal office address is located at c/o Eastbiz.com, Inc 5348 Vegas Drive, Las Vegas, NV 89108

Sale and Purchase of Ownership Interest Agreement

On June 28, 2019 Avant Technologies, Inc. (formerly Trend Innovations Holding Inc.) a Nevada corporation ("Buyer", "Company"), entered into a Sale and Purchase of Ownership Interest Agreement with ThyNews Tech LLC, a Wyoming corporation, ("Thynews Tech" or the "Seller"), wherein Avant Technologies, Inc. (formerly Trend Innovations Holding Inc.) purchased 100% of the ownership of Thynews Tech. Upon completion of the Agreement, Avant Technologies, Inc. (formerly Trend Innovations Holding Inc.) agreed to deliver to Thynews Tech's owners a cumulative total of one hundred thousand (100,000) restricted shares of Avant Technologies, Inc. (formerly Trend Innovations Holding Inc.) treasury valued at One Dollar (\$1.00) per share. The shares were to be delivered to Thynews Tech within 60 days following the execution of the agreement. Additionally, Avant Technologies, Inc. (formerly Trend Innovations Holding Inc.) provided to Thynews Tech's owners, as consideration, a Promissory Note in the amount of One Hundred Thousand United States Dollars (\$100,000 US). Avant Technologies, Inc. (formerly Trend Innovations Holding Inc.) acquired 100% of the ownership of duly and validly issued, fully paid and non-assessable ownership interest of ThyNews Tech LLC, including ThyNews Application. Prior to the transaction, Avant Technologies, Inc. (formerly Trend Innovations Holding Inc.) had 5,014,080 shares of common stock issued and outstanding. Upon the transaction, the additional 100,000 of Avant Technologies, Inc. (formerly Trend Innovations Holding Inc.) common stock were issued and outstanding. Upon the issuance of shares to Thynews, there were 5,014,080 shares of common stock issued and outstanding.

On March 30, 2020 Avant Technologies, Inc. (formerly Trend Innovations Holding Inc.), being represented by its President and Director, Natalija Tunevic, entered into Sale and Purchase of Ownership Interest Of 100% of Itnia Co. LLC, a Wyoming limited liability company which owns 100% of MB Lemalike Innovations, a Lithuanian IT consulting company with Mikhail Bukshpan. Upon completion of the Agreement, Avant Technologies, Inc. (formerly Trend Innovations Holding Inc.) agreed to deliver to Itnia Co. LLC's owners a cumulative total of one hundred fifty thousand (150,000) restricted shares of Avant Technologies, Inc. (formerly Trend Innovations Holding Inc.) treasury valued at One Dollar (\$1.00) per share. The shares were to be delivered to Mr. Bukshpan within the mutually agreed upon time frame following the execution of the agreement. Additionally, Avant Technologies, Inc. (formerly Trend Innovations Holding Inc.) were to provide to Mr. Bukshpan, as consideration, a Promissory Note in the amount of One Hundred and Fifty Thousand United States Dollars (\$150,000 US).

MB Lemalike Innovations

MB 'Lemalike Innovations', formerly known as MB 'Repia', was incorporated in Lithuania on October 9, 2017. The company was originally engaged in providing business and other consulting services for the companies intending to seek for new markets outside Lithuania. Recently the company has also been developing in the IT direction. In providing consultations, Lemalike Innovations helps enterprises in the Baltic countries looking for export opportunities. Lemalike Innovations is currently working to enter the area of implementing and consulting on the matter of Artificial Intelligence technologies.

On January 31, 2020, Mr. Mikhail Bukshpan became the director of the entity. On March 10, 2020, he merged Lemalike Innovations into his limited liability company, Itnia Co. LLC. Upon that, on March 30, 2020, Itnia Co. LLC merged into Avant Technologies, Inc. (formerly Trend Innovations Holding Inc.) and became a part of the holding.

On January 9, 2023, the Company transferred to Mikhail Bukshpan all rights, title and interest of one hundred percent (100%) of our wholly owned subsidiary, Itnia Co. LLC, which owns 100% of MB Lemalike Innovations, a Lithuanian IT company, in exchange for return for cancellation of his 5,000,000 common shares of the Company.

The company's registered office is located at Sv. Stepono g. 27D-2, LT-01315 Vilnius, Lithuania, and its virtual US office is located at c/o Eastbiz.com, Inc 5348 Vegas Drive, Las Vegas, NV 89108.

Acquiring Avant! AI Assets

On April 3, 2023, the Company, entered into an Asset Purchase Agreement ("APA") along with GBT Tokenize Corp. ("Seller"), which Seller developed and owns a proprietary system and method named Avant-Ai, which is a text-generation, deep learning self-training model that is working based on an innovative, unique concept which learns on its own and constantly enhances its information database with the advantage of unsupervised learning capabilities (the "System").

At closing, in consideration of acquiring the System, the Company shall issue to the Seller 26,000,000 common shares of the Company (the "Shares"). The Shares will be restricted per Rule 144 as promulgated under the Securities Act of 1933, as amended (the "1933 Act") and Seller agreed to a lock-up period of nine (9) months following closing (the "Lock Up Term"). In the event the Company is unable to up-list to Nasdaq either through a business combination or otherwise prior to the expiration of the Lock Up Term, the Seller may request within three (3) business days of the expiration of the Lock-Up Term, that all transactions contemplated by the APA be unwound.

In addition, the Company and Seller entered into a license agreement regarding the System, granting the Seller a perpetual, irrevocable, non-exclusive, non-transferable license for using the System.

Acquiring Instant Fame Assets

On April 3, 2023, the Company, entered into an Asset Purchase Agreement ("Treasure APA") with Treasure Drive Ltd. ("TD") pursuant to which the Company agreed to acquire a technology portfolio including certain source codes and pending patent applications which have applications in a variety of areas including creating systems and methods of facilitating digital rating and secured sales of digital works as well as core virtual reality platforms known as digital auction systems, rating and secure sales via open bid auctions ("Instant Fame Assets").

At closing, in consideration of the Instant Fame Assets, the Company shall issue to TD 5,000 convertible preferred shares of the Company with a stated value at \$5,000 per share each (the “Preferred Shares Series A”). The Preferred Shares Series A may be converted at the option of TD into the Company shares of common stock at a conversion price equal to a 5% discount to the weighted average closing price during the five (5) days prior of such conversion, and will include a 4.99% beneficial ownership limitation. The Preferred Shares Series A will have voting rights on an as converted and will be entitled to a payment equal to the stated value of the Preferred Shares Series A in the event of the Company liquidation only. In the event the Company is unable to up-list to Nasdaq either through a business combination or otherwise prior to the expiration of the Lock Up Term, TD may request within three (3) business days of the expiration of the Lock-Up Term, that all transactions contemplated by the Treasury APA be unwound.

In addition, the Company and Elentina Group, LLC (“Elentina”) entered into a Service Agreements in which Elentina, was engaged to provide certain capital markets services for a flat quarterly fee of \$75,000 paid in shares of common stock (the “Elentina Common Stock”). The Elentina Common Stock to be issued within five days of the first day of quarter during the term (ie January 1, April 1, July 1 and October 1). The Elentina Common Stock shall be fully earned upon issuance. The number of shares of Elentina Common Stock to be issued will be determined by dividing the quarterly fee of \$75,000 by the Company’s ten (10) day VWAP, which shall at no point be less than \$0.10 per share.

In connection with the offering, the Company filed a Certificate of Designation to its Articles of Incorporation designating 5,000 shares of its Preferred Stock of Series A.

Note 2 – GOING CONCERN

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States (“GAAP”), which contemplate continuation of the Company as a going concern. The Company had recurring losses as of June 30, 2024 and has not completed its efforts to establish a stabilized source of revenue sufficient to cover operating costs over an extended period of time. Therefore, there is substantial doubt about the Company’s ability to continue as a going concern. Management anticipates that the Company will be dependent, for the near future, on additional investment capital to fund operating expenses. The Company intends to position itself so that it will be able to raise additional funds through the capital markets. In light of management’s efforts, there are no assurances that the Company will be successful in this or any of its endeavors or become financially viable and continue as a going concern.

Note 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The accompanying condensed financial statements have been prepared by Avant Technologies, Inc. (formerly Trend Innovations Holding Inc.) in accordance with GAAP without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows as of June 30, 2024 and for the related periods presented.

The results for the three months ended June 30, 2024, are not necessarily indicative of the results of operations for the full year. These financial statements and related footnotes should be read in conjunction with the consolidated financial statements and footnotes thereto included in the Company’s Annual Report on Form 10-K for the year ended March 31, 2024, filed with the Securities and Exchange Commission.

Use of Estimates

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

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.

Application Development Costs

The Company follows the provisions of ASC 985, Software, which requires that all costs relating to the purchase or internal development and production of software products to be sold, leased or otherwise marketed, be expensed in the period incurred unless the requirements for technological feasibility have been established. The Company capitalizes all eligible software costs incurred once technological feasibility is established. The Company amortizes these costs using the straight-line method over a period from one to five years, which is the remaining estimated economic life of the costs. At the end of each reporting period, the Company writes down any excess of the unamortized balance over the net realizable value.

Depreciation, Amortization, and Capitalization

The Company records depreciation and amortization when appropriate using straight-line method over the estimated useful life of the assets. We estimate that the useful life of equipment is 5 years and intangible assets is from 1 to 5 years. Expenditures for maintenance and repairs are charged to expense as incurred. Additions, major renewals and replacements that increase the property's useful life are capitalized. Property sold or retired, together with the related accumulated depreciation is removed from the appropriate accounts and the resultant gain or loss is included in net income.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. The Company had \$444 of cash as of June 30, 2024.

Prepaid Expenses

Prepaid expenses are amounts paid to secure the use of assets or the receipt of services at a future date or continuously over one or more future periods. When the prepaid expenses are eventually consumed, they are charged to expense. Prepaid Expenses are recorded at fair market value.

The Company had \$58,036 in prepaid expenses as of June 30, 2024 (March 31, 2024 – \$115,685). Prepaid expenses consist of prepaid services.

Lease

The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use (“ROU”) assets, other current liabilities, and operating lease liabilities in our consolidated balance sheets. Finance leases are included in property and equipment, other current liabilities, and other long-term liabilities in the consolidated balance sheets.

ROU assets represent the right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of the leases do not provide an implicit rate, The Company generally use the incremental borrowing rate based on the estimated rate of interest for collateralized borrowing over a similar term of the lease payments at commencement date. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

Website Development Costs

The Company amortizes these costs using the straight-line method over a period of one year, which is the remaining estimated economic life of the costs. At the end of each reporting period, the Company writes down any excess of the unamortized balance over the net realizable value.

Foreign Currency Translation

The Company considers the U.S. dollar to be its functional currency as it is the currency of the primary economic environment in which the Company operates. All assets, liabilities, revenues and expenses denominated in foreign currencies are translated into U.S. dollars at the exchange rate in effect at the balance sheet date. All exchange gains and losses are included in operations.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

Revenue Recognition

The Company adopted Accounting Standards Codification (“ASC”) 606. ASC 606, Revenue from Contracts with Customers, establishes principles for reporting information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity’s contracts to provide goods or services to customers. The core principle requires an entity to recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration that it expects to be entitled to receive in exchange for those goods or services recognized as performance obligations are satisfied.

The Company has assessed the impact of the guidance by performing the following five steps analysis:

- Step 1: Identify the contract
- Step 2: Identify the performance obligations
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price
- Step 5: Recognize revenue

Revenue is measured at the fair value of the consideration received or receivable, net of discounts and taxes applicable to the revenue.

Revenue from supplies of consulting services is recognized when title and risk of loss are transferred and there are no continuing obligations to the customer. Title and the risks and rewards of ownership transfer to and accepted by the customer when the services are collected by the customer at the Company's office. Revenue is recorded net of sales discounts, returns, allowances, and other adjustments that are based upon management's best estimates and historical experience and are provided for in the same period as the related revenues are recorded. Based on limited operating history, management estimates that there was no sales return for the period reported.

The Company derives its revenue from direct sales to individuals and business companies. Generally, the Company recognizes revenue when services are sold and accepted by the customers and there are no continuing obligations to the customer.

Basic Income (Loss) Per Share

The Company computes income (loss) per share in accordance with FASB ASC 260 "Earnings per Share". Basic loss per share is computed by dividing net income (loss) available to common shareholders by the weighted average number of outstanding common shares during the period. Diluted income (loss) per share gives effect to all dilutive potential common shares outstanding during the period. Dilutive loss per share excludes all potential common shares if their effect is anti-dilutive. For the period from November 6, 2017 (inception) through June 30, 2024, there were no potentially dilutive debt or equity instruments issued or outstanding.

Comprehensive Income (Loss)

Comprehensive income is defined as all changes in stockholders' equity (deficit), exclusive of transactions with owners, such as capital investments. Comprehensive income includes net income or loss, changes in certain assets and liabilities that are reported directly in equity such as translation adjustments on investments in foreign subsidiaries and unrealized gains (losses) on available-for-sale securities. For the three months ended June 30, 2024 and 2024, there were no difference between our net loss and comprehensive loss.

Recent Accounting Pronouncements

We have reviewed all the recently issued, but not yet effective, accounting pronouncements and we do not believe any of these pronouncements will have a material impact on the Company.

Note 4 – FIXED ASSETS

As of June 30, 2024, our fixed assets comprised of \$1,500 in equipment. Depreciation expense of equipment was \$1,500 as of June 30, 2024.

Note 5 – INTANGIBLE ASSETS

As of June 30, 2024, the total amount of website development was \$8,361. Depreciation expense of website development was \$8,361 as of June 30, 2024.

As of June 30, 2024, the unamortized balance of the costs related to the purchase or internal development and production of software to be sold, leased, or otherwise marketed was \$97,400, which is deemed to be equal to the net realizable value, and is included within Application Development Costs in the balance sheet. Depreciation expense of application development was \$97,400 as of June 30, 2024.

In December 2019 and March 2020, the Company purchased an RSS Database. As of June 30, 2024, the total amount of RSS Database was \$149,000. Amortization expense of RSS Database was \$113,750 as of June 30, 2024.

In April 2023, the Company acquired Avant! AI™ and Instant FAME™ technologies. As of June 30, 2024, the total amount of the acquired assets was \$124,000 and \$25,000, respectively. Depreciation expense of Avant! AI™ was \$14,467 as of June 30, 2024. Amortization expense of Instant FAME™ was \$2,917 as of June 30, 2024.

The Company had the following intangible assets as of June 30, 2024 and March 31, 2024:

	As of June 30, 2024	As of March 31, 2024
Avant! AI™	\$ 124,000	\$ 124,000
Chatbot Developments	4,060	4,060
Instant FAME™	25,000	25,000
Mobile Application Development Costs	126,850	126,850
RSS Database	149,000	149,000
Website Development	8,361	8,361
Amortization expense	(250,857)	(231,339)
Total Intangible Assets, Net	\$ 186,414	\$ 205,932

Note 6 – RELATED PARTY TRANSACTIONS

As of June 30, 2024, our secretary, Natalija Tunevic, has loaned to the Company \$114,328. This loan is unsecured, non-interest bearing and due on demand.

As of June 30, 2024, our director, Vitalis Racijs, has loaned to the Company \$56,634, of which \$112,634 was advanced to the Company and \$56,100 was repaid. This loan is unsecured, non-interest bearing and due on demand.

As of June 30, 2024, our shareholder, Marieta Seiranova, has loaned to the Company \$205,778, of which \$305,778 was advanced to the Company and \$100,000 was repaid. This loan is unsecured, non-interest bearing and due on demand.

As of June 30, 2024, our shareholder, Mehrabian Investments LLC, has loaned to the Company \$30,000. This loan is unsecured, non-interest bearing and due on demand.

As of June 30, 2024, our shareholder, IGOR 1 CORP, has loaned to the Company \$103,562. This loan is unsecured, non-interest bearing and due on demand.

The Company's subsidiary Thynews Tech LLC received \$124,590 as advances from related parties as of June 30, 2024. The advances are interest-free and due on demand.

As of June 30, 2024, the Company has an outstanding debt to our former Treasurer, COO and Director, Mikhail Bukshpan. The amount of such debt is \$99,000.

Note 7 – THIRD PARTY TRANSACTIONS

Since January 2021, Natalija Tunevic, assigned her accrued loans that she provided the Company with to third parties for the total amount of \$229,500 been assigned. A conversion clause into common was added to the Notes. Other than one note for \$60,000 that can be converted into common at conversion price shall be at market share price on the day of conversion subject to a 40% discount, all remaining assigned notes can be converted into common Stock at a fixed conversion price of \$0.01 per share.

On March 27, 2023, the Company entered into a Securities Purchase Agreement with 1800 Diagonal Lending LLC ("DL") pursuant to which the Company issued to DL a Convertible Promissory Note (the "DL Convertible Note") in the aggregate principal amount of \$125,100 for a purchase price of \$104,250. The DL Convertible Note has a maturity date of June 27, 2024 and the Company has agreed to pay interest on the unpaid principal balance of the DL Convertible Note at the rate of eight percent (8.0%) per annum from the date on which the DL Convertible Note is issued until the same becomes due and payable, whether at maturity or upon acceleration or by prepayment or otherwise.

The Company shall have the right to prepay the DL Convertible Note, provided it makes a payment including a prepayment to DL as set forth in the DL Convertible Note. The outstanding principal amount of the DL Convertible Note may not be converted prior to the period beginning on the date that is 180 days following the date the DL Convertible Note is issued. Following the 180th day, DL may convert the DL Convertible Note into shares of the Company's common stock at a conversion price equal to 85% of the lowest trading price during the 20-day period preceding the date of conversion. In addition, upon the occurrence and during the continuation of an event of default (as defined in the DL Convertible Note), the DL Convertible Note shall become immediately due and payable and the Company shall pay to DL, in full satisfaction of its obligations hereunder, additional amounts as set forth in the DL Convertible Note.

In no event shall DL be allowed to effect a conversion if such conversion, along with all other shares of Company common stock beneficially owned by DL and its affiliates would exceed 4.99% of the outstanding shares of the common stock of the Company. On September 26, 2023 the Company paid off the DL Convertible Note, in cash for \$136,393.

On April 3, 2023, the Company, entered into an Asset Purchase Agreement (“Treasure APA”) with Treasure Drive Ltd. (“TD”) pursuant to which the Company agreed to acquire a technology portfolio including certain source codes and pending patent applications which have applications in a variety of areas including creating systems and methods of facilitating digital rating and secured sales of digital works as well as core virtual reality platforms known as digital auction systems, rating and secure sales via open bid auctions (“Instant Fame Assets”).

At closing, in consideration of the Instant Fame Assets, the Company shall issue to TD 5,000 convertible preferred shares of the Company with a stated value at \$5,000 per share each (the “Preferred Shares Series A”). The Preferred Shares Series A may be converted at the option of TD into the Company shares of common stock at a conversion price equal to a 5% discount to the weighted average closing price during the five (5) days prior of such conversion, and will include a 4.99% beneficial ownership limitation. The Preferred Shares Series A will have voting rights on an as converted and will be entitled to a payment equal to the stated value of the Preferred Shares Series A in the event of the Company liquidation only. In the event the Company is unable to up-list to Nasdaq either through a business combination or otherwise prior to the expiration of the Lock Up Term, TD may request within three (3) business days of the expiration of the Lock-Up Term, that all transactions contemplated by the Treasure APA be unwound.

In addition, the Company and Elentina Group, LLC (“Elentina”) entered into a Service Agreements in which Elentina, was engaged to provide certain capital markets services for a flat quarterly fee of \$75,000 paid in shares of common stock (the “Elentina Common Stock”). The Elentina Common Stock to be issued within five days of the first day of quarter during the term (ie January 1, April 1, July 1 and October 1). The Elentina Common Stock shall be fully earned upon issuance. The number of shares of Elentina Common Stock to be issued will be determined by dividing the quarterly fee of \$75,000 by the Company’s ten (10) day VWAP, which shall at no point be less than \$0.10 per share.

The offer, sale and issuance of the above securities was made to an accredited investor and the Company relied upon the exemptions contained in Section 4(a) (2) of the Securities Act of 1933, as amended, and/or Rule 506 of Regulation D promulgated there under with regard to the sale. No advertising or general solicitation was employed in offering the securities. The offer and sales were made to an accredited investor and transfer of the common stock will be restricted by the Company in accordance with the requirements of the Securities Act of 1933, as amended.

As disclosed above, on April 3, 2023, the Company, entered into an Asset Purchase Agreement (“Treasure APA”) with Treasure Drive Ltd. (“TD”) pursuant to which the Company acquired a technology portfolio including certain source codes and pending patent applications which have applications in a variety of areas including creating systems and methods of facilitating digital rating and secured sales of digital works as well as core virtual reality platforms known as digital auction systems, rating and secure sales via open bid auctions (“Instant Fame Assets”).

At closing, in consideration of the Instant Fame Assets, the Company shall issue to TD 5,000 convertible preferred shares of the Company with a stated value at \$5,000 per share each (the “Preferred Shares Series A”). The Preferred Shares Series A may be converted at the option of TD into the Company shares of common stock at a conversion price equal to a 5% discount to the weighted average closing price during the five (5) days prior of such conversion, and will include a 4.99% beneficial ownership limitation. The Preferred Shares Series A will have voting rights on an as converted and will be entitled to a payment equal to the stated value of the Preferred Shares Series A in the event of the Company liquidation only. In the event the Company is unable to up-list to Nasdaq either through a business combination or otherwise prior to the expiration of the Lock Up Term, TD may request within three (3) business days of the expiration of the Lock-Up Term, that all transactions contemplated by the Treasure APA be unwound.

In connection with the offering, the Company filed a Certificate of Designation to its Articles of Incorporation designating 5,000 shares of its Preferred Stock of Series A.

On August 17, 2023, the Company accepted the initiative of Mrs. Tunevic to write off the Company’s salary debt in the amount of \$114,600.00 with the possibility of converting this amount into restricted common shares at a value of \$0.012 per share which is equivalent to 9,550,000 common shares. The Company approved the issuance and transfer of shares to third parties.

On October 2, 2023, the Company entered into a Securities Purchase Agreement with DL pursuant to which the Company issued to DL a Convertible Promissory Note (the "October 2023 DL Convertible Note") in the aggregate principal amount of \$126,000 for a purchase price of \$105,000. The October 2023 DL Convertible Note has a maturity date of March 2, 2025 and the Company has agreed to pay interest on the unpaid principal balance of the DL Convertible Note at the rate of eight percent (8.0%) per annum from the date on which the October 2023 DL Convertible Note is issued until the same becomes due and payable, whether at maturity or upon acceleration or by prepayment or otherwise. The Company shall have the right to prepay the October 2023 DL Convertible Note, provided it makes a payment including a prepayment to DL as set forth in the October 2023 DL Convertible Note. The outstanding principal amount of the DL Convertible Note may not be converted prior to the period beginning on the date that is 180 days following the date the DL Convertible Note is issued. Following the 180th day, DL may convert the DL Convertible Note into shares of the Company's common stock at a conversion price equal to 85% of the lowest trading price during the 20-day period preceding the date of conversion. In addition, upon the occurrence and during the continuation of an event of default (as defined in the DL Convertible Note), the DL Convertible Note shall become immediately due and payable and the Company shall pay to DL, in full satisfaction of its obligations hereunder, additional amounts as set forth in the DL Convertible Note. In no event shall DL be allowed to effect a conversion if such conversion, along with all other shares of Company common stock beneficially owned by DL and its affiliates would exceed 4.99% of the outstanding shares of the common stock of the Company. On April 2, 2024 the Company paid off the October 2023 DL Convertible Note, in cash for \$137,549.

On November 27, 2023, the Company approved the initiative from Treasure Drive Ltd. to convert and transfer part of Series A Preferred Stock shares in the amount of 1,950 Series A Preferred Stock shares into 26,973,528 shares of Common Stock of the Corporation to third parties in compliance with the Asset Purchase Agreement dated April 3, 2023, along with the Annex A "Notice of Conversion".

Note 8 – STOCKHOLDERS' EQUITY

On March 6, 2023, the Company filed a Certificate of Amendment to its Articles of Incorporation, as amended, with the Secretary of State of the State of Nevada to increase the number of authorized shares of the Company's common stock from 255,000,000 to 520,000,000 shares (the "Charter Amendment") of which 500,000,000 shall be common stock, \$0.001 par value per share, and 20,000,000 shall be blank check preferred stock, \$0.001 par value per share. The term "blank check" refers to preferred stock, the creation and issuance of which is authorized in advance by the stockholders and the terms, rights and features of which are determined by the Board upon issuance. The authorization of such blank check preferred stock would permit the Board to authorize and issue preferred stock from time to time in one or more series.

Preferred Stock

The Company has 20,000,000, \$0.001 par value shares of preferred stock authorized as of June 30, 2024.

On November 21, 2023, the Company issued 3,000,000 shares of preferred stock in exchange for 3,000,000 shares of common stock.

On December 1, 2023, the Company issued 2,000,000 shares of preferred stock as bonuses to officers of the Company.

There were 10,000,000 shares of preferred stock issued and outstanding as of June 30, 2024.

Preferred Stock Series A

The Company has 5,000, \$0.001 par value shares of preferred stock series A authorized as of June 30, 2024.

In April 2023, the Company issued 5,000 shares of preferred stock series A for InstantFAME™ acquisition.

On November 27, 2023, the Company converted 1,950 series A preferred stock shares into 26,973,528 shares of Common Stock.

There were 3,050 shares of preferred stock series A issued and outstanding as of June 30, 2024.

Common Stock

The Company has 500,000,000, \$0.001 par value shares of common stock as of June 30, 2024.

On April 25, 2023, the Company issued 26,000,000 common shares for Avant! AI™ acquisition.

On June 1, 2023, the Company issued 5,250,000 common shares in exchange for convertible notes in the amount of \$94,500.

On July 27, 2023, the Company issued 213,243 common shares for cancelation of \$287,500 payroll debt.

On August 17, 2023, the Company issued 9,550,000 common shares for cancelation of \$114,600 payroll debt.

On October 20, 2023, the Company issued 3,000,000 common shares for cancelation of \$54,000 related party loan.

On November 20, 2023, the Company issued 3,000,000 shares of preferred stock, featuring a 1:5 voting right, in exchange for 3,000,000 shares of common stock.

On November 27, 2023, the Company converted 1,950 series A preferred stock shares into 26,973,528 shares of Common Stock.

During the year ended March 31, 2024, the Company issued 8,477,324 common shares for cancelation of \$604,318 payroll debt and 2,050,000 common shares as bonuses to officers of the Company.

On March 22, 2024, the Company issued 150,000 common shares for consulting services that were cancelled on May 29, 2024.

There were 117,017,906 shares of common stock issued and outstanding as of June 30, 2024.

Warrants

No warrants were issued or outstanding as of June 30, 2024.

Stock Options

The Company has never adopted a stock option plan and has never issued any stock options.

Note 9 – COMMITMENTS AND CONTINGENCIES

The Company rents an office at 44A Gedimino avenue, Vilnius, 01110, Lithuania, and operate in the USA via a virtual office located at 5348 Vegas Drive Las Vegas, NV 89108

On April 18, 2023, Vladimir Hanin resigned from the positions of the Chief Financial Officer and Secretary.

On April 20, 2023, the Company and Kenneth L. Waggoner entered into an Executive Compensation Agreement pursuant to which Mr. Waggoner was retained as Chief Executive Officer. In consideration for serving as CEO, Mr. Waggoner will receive an annual base salary of \$720,000 payable in shares of common stock of the Company (the “CEO Shares”), which shall be increased to \$1,440,000 upon the Company up-listing to a national exchange. The CEO Shares will be paid on a quarterly basis at the beginning of each quarter, prorated for partial quarters. The number of CEO Shares will be issued on a quarterly basis and shall be determined by dividing \$180,000 (which is the quarterly pay for three months) by the Company’s 20-day VWAP. On April 26, 2023, the parties enter into Amendment No. 1 to Executive Compensation Agreement adding to the consideration of Mr. Waggoner for serving as CEO, that If Mr. Waggoner raises sufficient equity financing or other working capital, Mr. Waggoner shall be entitled to an additional bonus to be determine by the Company’s Board of Directors which in any event will not be less than \$200,000 payable to the Executive within 30 days of such financing or infusion of capital.

On April 27, 2023, the Company and Paul Averill entered into an Employment Agreement pursuant to which Mr. Averill was retained as Chief Operating Officer (“COO”). In consideration for serving as COO, Mr. Averill will receive an annual base salary of \$600,000 payable in shares of common stock of the Company (the “COO Shares”), which shall be increased to \$1,200,000 upon the Company up-listing to a national exchange. The COO Shares will be paid on a quarterly basis at the beginning of each quarter, prorated for partial quarters. The number of COO Shares to be issued on a quarterly basis shall be determined by dividing \$150,000 (which is the quarterly pay for three months) by the Company’s 20-day VWAP. Mr. Averill shall be paid a one-time \$150,000 cash payment no later than thirty (30) days after the Company raises sufficient equity financing or other working capital. Mr. Averill is an accomplished technology and operational entrepreneur who excels at developing and executing growth strategies for venture and private equity-backed companies.

He has extensive experience in building and managing high performance teams that tackle market challenges in creative and innovative ways. From August 2022 to present, Mr. Averill served as the acting CEO of Wired4Tech, Inc., an information technology services and software development company providing a range of technology services including application development, public/private cloud development, outsourcing, performance testing and tuning. Parallel to Wired4Tech, Inc Mr. Averill is acting President and COO of SOS Technologies, LLC, a crisis notification and response-time mitigation, threat surveillance and workplace safety platform. From 2011 to 2022, Mr. Averill was the founder of Wired4Health Inc., a full-service healthcare technology services company focused on data integration, any-to-any data transformation, technology risk assessment, due diligence, data-driven customer product implementations and software development. Wired4Health has implemented data-driven applications for over 3,000+ healthcare organizations and maintains in excess of 25,000 data feeds supporting 123 million unique patients.

On May 8, 2023, the Company and Percy Kwong (“PK”) entered into a Technology Advisor Compensation Agreement pursuant to which PK agreed to provide certain technical consulting services similar in nature to the services a Chief Technology Officer at a Nasdaq listed technology company of the same size as the Company would provide. In consideration for providing the services, PK will receive a quarterly base compensation of \$150,000 payable in shares of common stock of the Company (the “PK Shares”). The PK Shares will be paid on a quarterly basis at the beginning of each quarter, prorated for partial quarters. The number of PK Shares to be issued on a quarterly basis shall be determined by dividing \$150,000 (which is the quarterly pay for three months) by 85% of the Company’s VWAP prior to issuance, which shall at no point be less than \$0.10 per share. once the Company’s Stock is listed on Nasdaq or any other National Stock Exchange, retroactive to April 15, 2023, the Company shall pay the Advisor a quarterly fee of \$250,000 during the Term and any Additional Term.

On May 23, 2023, the Company, filed a Certificate of Amendment to its Articles of Incorporation changing the Company’s name to Avant Technologies, Inc. (the “Name Change”). On May 23, 2023, in connection with the foregoing, the Company filed an Issuer Company-Related Action Notification Form with the Financial Industry Regulatory Authority (“FINRA”), requesting confirmation of the Name Change and also to request the change of the Company’s ticker symbol from “TREN” to “AVAI” (the “Symbol Change”). On July 18, 2023, FINRA announced the Company’s Name Change and Symbol Change, which became effective on July 19, 2023 on the OTC Markets. The Name Change and Symbol Change do not affect the rights of the Company’s security holders. The Company’s securities will continue to be quoted on the OTC Markets. Following the Name Change, the stock certificates, which reflect the former name of the Company, will continue to be valid. Certificates reflecting the Name Change will be issued in due course as old stock certificates are tendered for exchange or transfer to the Company’s transfer agent.

On June 1, 2023, the Company issued to Mr. Cherniienko 5,250,000 common shares for cancelation of \$94,500 debt.

On June 20, 2023, Mikhail Bukshpan, assigned his \$5,217 debt to Mr. Vitalus Racijs. A conversion clause was added to the Note, pursuant to which, the \$5,217 debt is convertible at any time, at the discretion of Mr. Vitalis Racijs, into shares of the Company’s Common Stock.

On June 27, 2023, Natalija Tunevic, the Company’s Secretary, accepted the resignation of Kenneth Waggoner, which was submitted by Mr. Waggoner through a third party. Mr. Waggoner's resignation was due to a perceived disagreement over the company's operations as dictated by the board of directors. Effectively immediately, Mr. Waggoner no longer represents the company or its employees or consultants in any way. Ms. Racijs will fill the vacancy as interim CEO until the board appoints a new one.

On July 24, 2023, the Company and Danny Rittman entered into an Employment Agreement pursuant to which Mr. Rittman was retained as consultant filling in the task as a Chief Information Security Officer (“CISO”), though not an officer of the Company. In consideration for serving as CISO, Mr. Rittman will receive an annual base salary of \$300,000 payable in shares of common stock of the Company (the “CISO Shares”), which shall be increased to \$600,000 upon the Company up-listing to a national exchange. The CISO Shares will be paid on a quarterly basis at the beginning of each quarter, prorated for partial quarters. The number of CISO Shares to be issued on a quarterly basis shall be determined by dividing \$75,000 (which is the quarterly pay for three months) by the Company’s 20-day VWAP. Mr. Rittman shall be paid a one-time \$50,000 cash payment no later than thirty (30) days after the Company raises sufficient equity financing or other working capital.

Dr. Rittman is a veteran software architect and integrated circuit technology expert with over 20 years of experience in the technology sector. From 2014 through the present, Dr. Rittman served as the Chief Technology Officer and as a director of GBT Technologies, Inc. (OTC: GTCH) (“GBT”), leading its technological direction and managing teams of mobile software developers. From 2012, through 2014, Dr. Rittman served as a Senior Integrated Circuit Consultant for Qualcomm / Max Linear, managing teams of integrated circuit designers within the mobile technology arena. From 2005 through 2010, Dr. Rittman served as the Founder and Chief Technology Officer of Micrologic Design Automation, leading the company’s technological direction, including architecture, design and development of EDA software tools. From 2002 through 2007, Dr. Rittman served as an Integrated Circuit CAD / Software Senior Consultant for IBM, managing integrated circuit back-end projects and leading back-end CAD and QA software tool development and

implementation. From 1995 through 2002, Dr. Rittman served as the Founder and VP of R&D for Bind-key Technologies, leading the company's technological direction, research and development of EDA software tools for integrated circuits and back-end design. Dr. Rittman received a BS in Electrical Engineering - VLSI Design from the University of Bridgeport, graduating Magna Cum Laude in 1992; a MS in Computer Science VLSI Design, specializing in Automation Algorithms, from La Salle University, graduating Magna Cum Laude in 1996; and a PhD in Computer Science - VLSI Design, specializing in EDA Concepts and Algorithms, from La Salle University, graduating Summa Cum Laude in 1998. Dr. Rittman completed a master's degree in information and cybersecurity at Berkeley University. The UC Berkeley MICS (Master of Information and Cybersecurity) program is a graduate-level, accredited program providing comprehensive information and cybersecurity education. The School of Information (iSchool) offers it in collaboration with the College of Engineering at the University of California, Berkeley. The MICS program is designed to provide students with the technical and policy aspects of information and cybersecurity. It covers computer security, cryptography, network security, privacy, risk management, and cybercrime. The program emphasizes a hands-on, project-based approach to learning and provides students with opportunities to work on real-world cybersecurity problems. The MICS program provides participants with the cybersecurity skills and knowledge needed to assume leadership positions in private-sector technology companies and government and military organizations.

On July 27, 2023, the Company issued shares of Common Stock to Kenn Kerr, Paul Averill, and Percy Kwong in compliance with the Consulting as well as Employment and Compensation Agreements, pursuant to which Mr. Kerr, Mr. Averill and Mr. Kwong earned 69,367, 64,599 and 79,277 shares of Common Stock respectively for the relevant quarter as of July 1, 2023.

On August 17, 2023 the Company and Timothy Lantz ("TL") entered into a Chief Product & Market Strategy Advisor Compensation Agreement (Agreement effective date of August 1, 2023) pursuant to which TL agrees to provide certain product & marketing consulting services similar in nature to the combined services a Chief Product Officer and Chief Marketing Officer at a Nasdaq listed technology company of the same size as the Company would provide. In consideration for providing the services, TL will receive a quarterly base compensation of \$375,000 payable in shares of common stock of the Company, provided that at least 40% of the quarterly base compensation shall be paid in cash (the "TL Shares"). The TL Shares will be paid on a quarterly basis at the beginning of each quarter, prorated for partial quarters, commencing April 1, 2025. The number of TL Shares to be issued on a quarterly basis shall be determined by dividing the portion to be paid in shares (which is the quarterly pay for three months, less the cash portion) by 85% of the Company's 10-day VWAP prior to issuance, which shall at no point be less than \$0.10 per share. Once the Company's Stock is listed on Nasdaq or any other National Stock Exchange, the Company shall pay the Advisor a quarterly fee of \$450,000 during the Term, retroactive to August 1, 2023 and for any Additional Term.

On August 17, 2023, the Company accepted the initiative of Mrs. Tunevic to write off the Company's salary debt in the amount of \$114,600.00 with the possibility of converting this amount into restricted common shares at a value of \$0.012 per share which is equivalent to 9,550,000 common shares. The Company approved the issuance and transfer of shares to third parties.

On October 2, 2023, the Company entered into a Securities Purchase Agreement with DL pursuant to which the Company issued to DL a Convertible Promissory Note (the "October 2023 DL Convertible Note") in the aggregate principal amount of \$126,000 for a purchase price of \$105,000. The October 2023 DL Convertible Note has a maturity date of March 2, 2025 and the Company has agreed to pay interest on the unpaid principal balance of the DL Convertible Note at the rate of eight percent (8.0%) per annum from the date on which the October 2023 DL Convertible Note is issued until the same becomes due and payable, whether at maturity or upon acceleration or by prepayment or otherwise. The Company shall have the right to prepay the October 2023 DL Convertible Note, provided it makes a payment including a prepayment to DL as set forth in the DL Convertible Note. The outstanding principal amount of the October 2023 DL Convertible Note may not be converted prior to the period beginning on the date that is 180 days following the date the DL Convertible Note is issued. Following the 180th day, DL may convert the October 2023 DL Convertible Note into shares of the Company's common stock at a conversion price equal to 85% of the lowest trading price during the 20-day period preceding the date of conversion. In addition, upon the occurrence and during the continuation of an event of default (as defined in the October 2023 DL Convertible Note), the October 2023 DL Convertible Note shall become immediately due and payable and the Company shall pay to DL, in full satisfaction of its obligations hereunder, additional amounts as set forth in the October 2023 DL Convertible Note. In no event shall DL be allowed to effect a conversion if such conversion, along with all other shares of Company common stock beneficially owned by DL and its affiliates would exceed 4.99% of the outstanding shares of the common stock of the Company. On April 2, 2024, the Company paid off the October 2023 DL Convertible Note, in cash for \$137,549.

On October 20, 2023, the Company issued 3,000,000 shares of Common Stock to Vitalis Raciuc in exchange for related party loan accrued as of June 30, 2023.

On November 3, 2023, Avant Technologies, Inc. (the "Company") and Timothy Lantz entered into an Employment Agreement pursuant to which Mr. Lantz was retained as Director and Chief Executive Officer ("CEO").

In consideration for serving as CEO, Mr. Lantz will receive an annual base cash salary of \$480,000 plus an annual cash bonus equal to 50% of the annual base salary, to be paid no later than March 15th of the year immediately following the year in which the bonus was earned. In addition, Mr. Lantz will be eligible to an equity compensation as following: (i) Incentive Stock Options (ISOs): Effective upon the Start Date, Mr. Lantz shall receive an initial options grant in the form of an ISO, in a quantity equivalent to 3% of the total outstanding common stock of the Company at that date, subject to the following key terms: (a) 4-year vesting, with a 1-year cliff (25% to vest immediately on the 1-yr anniversary of the Start Date, the remaining 75% to ratably vest monthly – 1/36 each month, thereafter.) (b) The strike price shall be \$.01 per share. (ii) Restricted Stock Awards (RSAs): In keeping with Mr. Lantz's current Advisory Agreement, the Company shall grant Mr. Lantz a quarterly RSA equal to \$375,000 (the "Quarterly RSA") for each calendar quarter beginning on August 1, 2023 and continuing throughout the term of employment, payable on a deferred basis. Payment shall be made in shares of common stock of the Company ("Stock"). The number of shares of Stock to be issued in such case will be determined by dividing that portion of the Quarterly RSA payable in Stock by 85% of the Company's ten-day Volume Weighted Average Price ("VWAP") of the Stock, for the ten-day period immediately prior to the date of issuance. This represents a 15% discount to the relevant VWAP, which discount shall at no point be less than \$0.10 per share of Stock.

Notwithstanding the foregoing, if the Stock is listed on Nasdaq or any other National Stock Exchange while Mr. Lantz is employed by, or performing advisory services for, the Company in any capacity, the Company shall increase the Quarterly RSA to \$450,000 during such employment or performance of advisory services, which increase shall be applied retroactive to August 1, 2023.

Mr. Lantz is an accomplished technology and operational entrepreneur who excels for over 20 years at all stages of business operations, developing and executing growth strategies, including start-up, growth, turn-around, and successful exit—to both strategic and financial buyers. Mr. Lantz served as the acting President & COO of Caresyntax Corporation sine 2019 to present, a Venture-backed, multi-national healthcare technology company focused on transforming perioperative care through technology. From 2014 to 2019, Mr. Lantz served as the acting COO and CIO of Sentry Data Systems, a Craneware Company a Healthcare technology company providing software, analytics, consulting services and real-world data/evidence related to pharmaceutical procurement, utilization and compliance to over 600 US hospitals, 7000 retail pharmacies, and domestic/international life sciences companies.

The above offers and sales of the Shares were made to Mr. Lantz, an accredited investor, and the Company relied upon the exemptions contained in Section 4(a)(2) of the Securities Act of 1933, as amended (the "1933 Act"), with regards to the sales. No advertising or general solicitation was employed in offerings the securities. The offer and sale were made to an accredited investors and transfer of the securities was restricted by the Company in accordance with the requirements of the 1933 Act.

Effective November 3, 2023 with the appointment of Mr. Lantz as Director and Chief Executive Officer, Mr. Racuis vacated his position as CEO and continues serve as a Director, Chief Financial Officer ("CFO") and Treasurer of the Company.

Effective November 3, 2023 Paul Averill resigned as Chief Operating Officer of the Company, so that he may fully devote his efforts to his other business Mr. Averill's resignation was not the result of any disagreements with management or board of directors of the Company. The Company under the guidance of Mr. Lantz will negotiate with Mr. Averill a consulting agreement potentially.

On November 20, 2023, the Company issued 3,000,000 shares of Preferred Stock, featuring a 1:5 voting right, instead of 3,000,000 shares of Common Stock issued to Vitalis Racius on October 20, 2023.

On November 21, 2023, the Company issued the shares of Common Stock to Kenn Kerr, Paul Averill, Percy Kwong and Danny Rittman in compliance with the Consulting as well as Employment and Compensation Agreements, pursuant to which Mr. Kerr, Mr. Averill, Mr. Kwong and Mr. Rittman earned 139,901, 160,211, 199,859 and 60,686 shares of Common Stock respectively for the relevant quarter as of October 2, 2023. The Company granted the issuance of the bonus to Paul Averill of a sum of 50,000 shares of Common Stock as a reward for exceptional assignment over the three months as of November 2023.

On November 21, 2023, the Company executed Amendments to Compensation Agreements effective as of December 1, 2023. Pursuant to these amendments, Ivan Lunegov, Vitalis Racius and Natalija Tunevic will receive annual base compensation amounts of \$400,000, \$200,000 and \$50,000 respectively.

On November 24, 2023, the Company appointment Mr. Lunegov as Director while retaining his role as the current President of the Corporation, effective from November 24, 2023.

On November 27, 2023, the Company granted approval for the issuance of (i) 3,750,000 shares of Common Stock to Vitalis Racius, aligning with the Compensation Agreement and covering his payroll as of September 30, 2023, (ii) 3,750,000 shares of Common Stock to Ivan Lunegov in accordance with the Compensation Agreement and addressing his payroll as of May 31, 2023, (iii) 416,667 shares of Common Stock to Natalija Tunevic in compliance with the Amendment to Employment Agreement and corresponding to her payroll as of September 30, 2023.

On November 27, 2023, the Company approved the initiative from Treasure Drive Ltd. to convert and transfer part of Series A Preferred Stock shares in the amount of 1,950 Series A Preferred Stock shares into 26,973,528 shares of Common Stock of the Corporation to third parties in compliance with the Asset Purchase Agreement dated April 3, 2023, along with the Annex A “Notice of Conversion”.

On December 1, 2023, the Company authorized the allocation of (i) 1,000,000 shares of Preferred Stock, featuring a 1:5 voting right, to Vitalis Racijs as bonuses in recognition of his outstanding performance from June 27, 2023 till November 3, 2023, concurrently assuming dual key executive roles as Chief Executive Officer and Chief Financial Officer; (ii) 2,000,000 shares of Common Stock to Ivan Lunegov, the current President and Director of the Corporation, as bonuses of appreciation for his exceptional contributions over the last two years of his employment; (iii) 1,000,000 shares of Preferred Stock, featuring a 1:5 voting right, to Natalija Tunevic, the Secretary of the Corporation, as bonuses for her years of dedicated service.

On December 11, 2023 (the "Effective Date"), the Company and Wired-4-Tech, Inc., controlled by Mr. Paul Averill ("Developer") entered into a Technology Co-Development Agreement (the "Agreement"). Pursuant to the Agreement, Developer agrees to develop and deliver certain unique and proprietary hardware and software developed and/or customized specifically (the "Technologies") for Company's exclusive use. Company will provide Developer with its specific requirements and specifications for the Technologies. Developer will be responsible for all aspects of the development and delivery of the Technologies, including design, engineering, testing, and deployment. The Company will have the right to review and approve the Technologies at various stages of development. Upon completion of the development of the Technologies, Developer will grant Client an exclusive, perpetual license to use, modify, and sublicense the Technologies. Developer will transfer all intellectual property rights of the Technologies to the Company.

On January 17, 2024, the Avant Technologies, Inc. entered into an Employment Agreement (the "Agreement") with Jared Pelski, and appoint Mr. Pelski to serve as Vice President – Business Development of the Company. Jared Pelski is not a relative of any director or executive officer of the Company and does not own more than 5% of the Company's outstanding common stock. Jared Pelski will undertake the responsibilities of Vice President of Business Development, without concurrent membership on the board.

On January 26, 2024, the Avant Technologies, Inc. entered into an Employment Agreement (the "Agreement") with Angela Harris and appointed Mrs. Harris to assume the role of Chief Operating Officer (the “COO”) for the Company. Angela Harris is not a relative of any director or executive officer of the Company and does not own more than 5% of the Company's outstanding common stock. Angela Harris will undertake the responsibilities of COO, starting February 1, 2024 (the “Start Date”) without concurrent membership on the board but as a member of the Senior Management Team.

On February 12, 2024, the Company entered into a Services Agreement with PCG Advisory, Inc., a New York corporation, to receive certain services in the areas of investor relations, strategic advisory and digital strategies in exchange for the issuance of 200,000 shares of common stock.

On March 22, 2024, the Company revised and re-signed the Services Agreement dated February 12, 2024, with PCG Advisory, Inc., a New York corporation, to receive certain services in the areas of investor relations, strategic advisory and digital strategies, with the compensation revised to 150,000 shares of common stock. On March 22, 2024, the Company authorized and approved the issuance of 150,000 shares of Common Stock as compensation to PCG Advisory, Inc., a New York corporation, in exchange for their services. On May 29, 2024, the Company cancelled the issuance to PCG Advisory, Inc.

On April 5, 2024, Avant Technologies Inc., entered into an Asset Purchase Agreement (“APA”) with Wired4Health, Inc. (“Seller” or “W4H”), pertaining to certain technology assets, providing full-stack software development, database management, data integration, project management and cloud services resources. The assets being acquired include an agreement and amendments between W4H and Sentry Data Systems/Craneware, an agreement between W4H and Respec, Inc., agreements between W4H and all of its employees and contractors assigned to Sentry Data Systems/Craneware and Respec, Inc. customer accounts, Website and Internet Domain Name, Wired4Health.com and all of its content (the “Website”), and any other rights associated with the Website, including, without limitation, any intellectual property rights, all related domains, logos, customer lists and agreements, email lists, passwords, usernames and trade names, and all of the related social media accounts, if any, and any other associated rights, etc. (the “Assets”).

At closing, in consideration of acquiring the Assets, the Company paid Seller \$2,200,000 through a combination of an amortizing secured promissory note in the principal amount of \$1,200,000 (“Secured Note”) of the Company’s Series B Convertible Preferred Stock (the “Preferred Stock”). The Secured Note is payable by the Company to the Seller in 24 equal monthly installments of principal and interest in the amount of \$52,427.22 on the first day of each month, beginning on the first day of the month following the closing of the transaction and continuing on the first day of each consecutive month thereafter until the note is fully paid, but in no case less than two billing cycles of W4H activity. The Secured Note bears interest of five percent (5%) per annum accrued monthly (0.42% per month on the outstanding principal balance).

The Preferred Stock Series B has an aggregate stated value of \$1,000,000, where the conversion price is equal to the lesser of \$1.00 per share each, on a fully diluted basis, or the volume-weighted average market price (VWAP) of the Company's common stock as traded on the OTC Markets for the most recent 30 days prior to deal closure (the "Conversion Price"). Conversion will include a 4.99% beneficial ownership limitation and a leak out agreement allowing daily sales to not exceed 25% of the total daily volume.

The Secured Note is secured by the Assets pursuant to the terms of a Security Agreement which, among other things, will authorize the Seller to file a UCC1 Financing Statement in the State of Nevada. As of the date hereof, the Company is obligated on approximately \$1,200,000 face amount of Secured Notes issued to the Seller. The Secured Note is a debt obligation arising other than in the ordinary course of business which constitute a direct financial obligation of the Company.

The offer, sale and issuance of the above securities was made to Seller as an accredited investor and the Company relied upon the exemptions contained in Section 4(a)(2) of the Securities Act of 1933, as amended, and/or Rule 506 of Regulation D promulgated there under with regard to the sale. No advertising or general solicitation was employed in offering the securities. The offer and sales were made to an accredited investor and transfer of the common stock will be restricted by the Company in accordance with the requirements of the Securities Act of 1933, as amended.

Effective April 24, 2024, Mr. Lantz vacated his positions as CEO and Director of the Company. Mr. Lantz vacated without any conflicts with the Company's Board of Directors.

Effective April 24, 2024, Angela Harris resigned as Chief Operating Officer ("COO") of the Company. Ms. Harris's resignation was not the result of any disagreements with the Company's Board of Directors.

Effective April 24, 2024, Jared Pelski resigned as Vice President – Business Development of the Company. Mr. Pelski's resignation was not the result of any disagreements with the Company's Board of Directors.

Effective April 24, 2024, the Company's Board of Directors terminated the Employment Agreement with Timothy Lantz dated November 3, 2023; Employment Agreement with Jared Pelski dated January 17, 2024; and the Employment Agreement with Angela Harris dated January 26, 2024. The Employment Agreements with Mr. Lantz, Mr. Pelski, and Ms. Harris were canceled by mutual consent and none of the parties has a claim against any of the others.

On April 24, 2024, Avant Technologies Inc. and William Hisey entered into an Employment Agreement pursuant to which Mr. Hisey was retained as Interim Chief Executive Officer ("CEO"). William Hisey is not a relative of any director or executive officer of the Company and does not own more than 5% of the Company's outstanding common stock. Mr. Hisey will undertake the responsibilities of Interim CEO, starting April 25, 2024, without concurrent membership on the board but as a member of the Senior Management Team.

Mr. Hisey is a veteran business executive, having held senior positions in business operations and finance, including private equity and corporate finance. His experiences run the spectrum from initial start-ups to Fortune 100 Companies. Mr. Hisey began his career at Ernst & Young before moving on to multiple financial roles at Pitney Bowes for the next decade. After several years as VP Business Development at IVAX Pharmaceuticals, he served as CFO of the boutique venture capital firm Snowmark Capital for several years. Mr. Hisey then transitioned to the entrepreneurial side of business by founding RxStrategies, a 340b pharmaceutical services startup, focusing on developing the business model, raising capital, and directing the ramp up of company infrastructure and front of the house activities. Subsequently, he served various roles at Sentry Data Systems, including CFO and VP-Business Development. Mr. Hisey has spent the last 13 years consulting with new business startups and providing fractional CFO services, primarily through Wired4Health.

From 2011 to present, Mr. Hisey has provided CFO and private equity services to a variety of companies, while also serving as the CFO for Wied4Health. These activities include financial structuring, business modeling, strategic planning, capital raises and due diligence/process improvement projects. From January 2005 to August 2010, Mr. Hisey held various roles with Sentry Data Systems, a healthcare solutions technology company, a PBM focused company. These roles included CFO and VP – Business Development. During his tenure, the company grew from 15 employees to 100+ employees with revenues growing dramatically from less than \$1mm to \$100mm+. He was instrumental in securing company recapitalization with PE firm and the ultimate sale to Craneware Corporation.

In consideration for serving as Interim CEO, Mr. Hisey will receive a base salary of \$4,000 per month. Cash compensation will be reviewed and adjusted annually, as determined by the Compensation Committee of the Company. In addition to the monthly compensation, Mr. Hisey will be eligible to equity incentive in the form of the following: (i) Restricted Stock Awards (RSAs): The Company shall grant Mr. Hisey a quarterly RSA equal 70,000 shares of common stock (the "Quarterly RSA") for each calendar quarter beginning on April 1, 2024 and continuing throughout the term of employment. Payment shall be made in shares of common stock of the Company ("Stock"). To the extent that any portion of the Quarterly RSA is paid in Stock, shares of Stock shall be fully earned and vested upon issuance. The number of shares of Stock to be issued in such case will be determined by dividing that portion of the Quarterly RSA payable in Stock by 85% of the Company's ten-day Volume Weighted Average Price ("VWAP") of the Stock, for the ten-day period immediately prior to the date of issuance. This represents a 15% discount to the relevant VWAP, which discount shall at no point be less than \$0.10 per share of Stock; (ii) Bonus: In connection with the issuance of any Quarterly RSA (the "RSA Quarterly Issuance"), the Company shall pay a bonus to Mr. Hisey in an amount equal to the estimated tax owed by Mr. Hisey in connection to the RSA Quarterly Issuance (including a grossed-up amount to reflect the tax impact of such bonus). Such bonus shall be payable within ten days of the issuance; (iii) Upon a Change in Control of the Company, defined as the sale of at least 50% of the shares of the Company, any non-vested ISOs and/or RSAs shall immediately vest. At Company's discretion, Mr. Hisey may also receive special bonus awards for reaching mutually agreed upon fundraising and up-listing milestones.

As previously disclosed, on April 5, 2024, Avant Technologies, Inc. (the "Company" or "AVAI"), entered into an Asset Purchase Agreement ("APA") with Wired4Health, Inc. ("Seller" or "W4H"), pertaining to certain technology assets, providing full-stack software development, database management, data integration, project management and cloud services resources. The assets being acquired include an agreement and amendments between W4H and Sentry Data Systems/Craneware, an agreement between W4H and Respec, Inc., agreements between W4H and all of its employees and contractors assigned to Sentry Data

Systems/Craneware and Respec, Inc. customer accounts, Website and Internet Domain Name, Wired4Health.com and all of its content (the “Website”), and any other rights associated with the Website, including, without limitation, any intellectual property rights, all related domains, logos, customer lists and agreements, email lists, passwords, usernames and trade names, and all of the related social media accounts, if any, and any other associated rights, etc. (the “Assets”).

At closing, in consideration of acquiring the Assets, the Company paid Seller \$2,200,000 through a combination of an amortizing secured promissory note in the principal amount of \$1,200,000 (“Secured Note”) of the Company’s Series B Convertible Preferred Stock (the “Preferred Stock”). The Preferred Stock Series B has an aggregate stated value of \$1,000,000, where the conversion price is equal to the lesser of \$1.00 per share each, on a fully diluted basis, or the volume-weighted average market price (VWAP) of the Company’s common stock as traded on the OTC Markets for the most recent 30 days prior to deal closure (the “Conversion Price”). Conversion will include a 4.99% beneficial ownership limitation and a leak out agreement allowing daily sales to not exceed 25% of the total daily volume. In connection with the offering, the Company filed a Certificate of Designation to its Articles of Incorporation designating 1,000,000 shares of its preferred stock.

On May 29, 2024, Avant Technologies, Inc. cancelled the issuance of 150,000 shares of Common Stock to PCG Advisory, Inc. and voided the Services Agreement dated March 22, 2024, with PCG Advisory, Inc.

On June 3, 2024, the Company entered into a binding letter of intent (the “Letter of Intent”) with Flow Wave, LLC, a company formed in Florida (“FW”) which has developed supercomputer servers (“Assets”) pursuant to which the Company will acquire up to 50 fully developed supercomputer servers (the “Transaction”). Consummation of the Transaction shall be subject to the execution of a mutually satisfactory definitive agreement by the Company and FW (the “Definitive Agreement”) as well as standard corporate governance measures. Pursuant to the Letter of Intent, the Company is to acquire the Assets. The Company will be obligated to issue FW promissory note in the principal amount of \$50 million payable by the Company to FW in six even monthly payments, bearing interest of five percent (5%) per annum accrued monthly (0.42% per month on the outstanding principal balance) with the payments commencing upon the Company successfully completing a minimum raise of \$20,000,000. The Company will have six (6) months to make full cash payment (plus interest) to FW, post capital raise. In the event the Company fails to make full cash payment to FW within six months following the capital raise, the Definitive Agreement will be rendered null and void and the Company will return title and server equipment to FW in exchange for all historical payments made by the Company to FW. On June 5, 2024, the Company issued a press release announcing the Letter of Intent between FW and the Company.

Note 10 – SUBSEQUENT EVENTS

In accordance with ASC 855, “Subsequent Events”, the Company has analyzed its operations subsequent to June 30, 2024, through the date these financial statements were issued, and has determined that the followings represents material subsequent events to disclose in these financial statements:

Effective July 10, 2024, Mr. Hisey, the current interim CEO of the Company, was reappointed as Chief Financial Officer (the “CFO”). Mr. Racijs, the current CFO, Director, and Treasurer, was reappointed as the Company's Chief Operating Officer (the “COO”) while continuing his roles as Director and Treasurer. Mr. Racijs remains a member of the Board of Directors, whereas Mr. Hisey although not board members, is part of the Senior Management Team.

On July 10, 2024 (the “Effective Date”), the Company and Kenneth L. Waggoner entered into an Executive Compensation Agreement (the “Agreement”) pursuant to which Mr. Waggoner was retained as Chief Executive Officer (“CEO”). Kenneth L. Waggoner is not a relative of any director or executive officer of the Company and does not own more than 5% of the Company's outstanding common stock. Mr. Waggoner will undertake the responsibilities of CEO, started July 10, 2024, without concurrent membership on the board but as a member of the Senior Management Team.

In consideration for serving as CEO, Mr. Waggoner will receive a base salary of \$720,000 annually (the “Base Salary”), payable in shares of common stock of the Company (“Shares”). The base salary shall be increased, retroactively, to the Effective Date to \$1,440,000 upon the Shares being listed on a national stock exchange. The CEO’s base salary in effect, from time to time, exclusive of any other compensation under the Agreement. The Base Salary shall commence upon the Effective Date. The number of Shares shall be paid on a quarterly basis at the beginning of each quarter (“Payment Date”), prorated for partial quarters that will be determined by dividing \$180,000 (which is the CEO’s Base Salary for 3 months) by the Company’s 20-day Volume Weighted Average Price per Share immediately prior to the relevant Payment Date. If, in the reasonable judgement of the Board, the Executive raises sufficient equity financing or other working capital, the Executive shall be entitled to an additional bonus consisting of 10% of the net amount of equity financing or other working capital. This additional bonus shall be payable to the Executive within 30 days of such financing or infusion of capital.

On July 17, 2024 (the “Effective Date”), the Company entered into an equity financing agreement (the “Equity Financing Agreement”) and a registration rights agreement (the “Registration Rights Agreement”) with GHS Investments, LLC (“GHS”), pursuant to which GHS shall purchase from the Company, up to that number of shares of common stock of the Company (the “Shares”) having an aggregate Purchase Price of \$20,000,000, subject to certain limitations and conditions set forth in the Equity Financing Agreement from time to time over the course of 24 months after an effective registration of the Shares with the Securities and Exchange Commission (the “SEC”) pursuant to the Registration Rights Agreement, is declared effective by the SEC (the “Contract Period”).

The Equity Financing Agreement grants the Company the right, from time to time at its sole discretion (subject to certain conditions) during the Contract Period, to direct GHS to purchase shares of Common Stock on any business day (a “Put”), provided that at least ten trading days has passed since the most recent Put. The purchase price of the shares of Common Stock contained in a Put will be 80% of the lowest traded price of the Company’s Common Stock during the ten consecutive trading days preceding the receipt by GHS of the applicable Put notice. Following an up-list to the NASDAQ or an equivalent national exchange by the Company - if at all, the Purchase price shall mean ninety percent (90%) of the lowest volume weighted average price during the Pricing Period, subject to a floor of \$0.50 per share, below which the Company shall not deliver a Put. Such sales of Common Stock by the Company, if any, may occur from time to time, at the Company’s option, during the Contract Period. Subject to the satisfaction of certain conditions set forth in the Equity Financing Agreement, on each Put the Company will deliver an amount of Shares equaling 100% of the dollar amount of each Put. No Put will be made in an amount equaling less than \$10,000 or greater than \$500,000. Puts are further limited to GHS owning no more than 4.99% of the outstanding stock of the Company at any given time. The Equity Financing Agreement and the Registration Rights Agreement contain customary representations, obligations, rights, warranties, agreements and conditions of the parties. The Equity Financing Agreement terminates upon any of the following events: when GHS has purchased an aggregate of \$20,000,000 in the Common Stock of the Company pursuant to the Equity Financing Agreement; on the date that is 24 calendar months from the date the Equity Financing Agreement was executed.

Actual sales of shares of Common Stock to GHS under the Equity Financing Agreement will depend on a variety of factors to be determined by the Company from time to time, including, among others, market conditions, the trading price of the Common Stock and determinations by the Company as to the appropriate sources of funding for the Company and its operations. The Registration Rights Agreement provides that the Company shall use its best efforts to file with the SEC a Registration Statement registering the Shares.

On July 25, 2024, the Company issued 1,362,006 and 4,154,994 shares of Common Stock respectively to Vitalis Racius and Ivan Lunegov in exchange of payroll accrued as of March 31, 2024, in compliance with the Amendments to Compensation Agreement dated November 21, 2023, effective as of December 1, 2023.

On July 26, 2024, the Company issued the shares of Common Stock to Kenn Kerr in compliance with the Consulting Agreement dated January 30, 2024, pursuant to which Mr. Kerr earned 140,534 shares of Common Stock for the relevant term as of June 30, 2024.

On August 1, 2024, the Company issued 1,300,000 shares of Preferred Stock, featuring a 1:5 voting right, instead of 1,300,000 shares of Common Stock issued to Vitalis Racius on July 25, 2024.

On August 2, 2024, the Company issued 527,002 shares of Common Stock to Elentina Group LLC in compliance with the Services Agreement dated April 3, 2023, for the consulting service provided as of June 30, 2024.

MANAGEMENT' DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

ITEM 2.

The following discussion should be read in conjunction with our financial statements ("CFS") and related notes included elsewhere in this report. In addition to historical information, this discussion includes forward-looking information that involves risks and assumptions, which could cause actual results to differ materially from management's expectations. See "Forward-Looking Statements" included in this report.

In this Quarterly report, references to "AVANT" "AVAI" "TREND", "TREN", or "the Company," or "we," or "us," and "our" refer to **AVANT TECHNOLOGIES, INC.** (f/k/a TREND INNOVATIONS HOLDING INC.). Except for the historical information contained herein, some of the statements in this report contain forward-looking statements that involve risks and uncertainties. These statements are found in the sections entitled "Business," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and "Quantitative and Qualitative Disclosures about Market Risk." They include statements concerning: our business strategy; expectations of market and customer response; liquidity and capital expenditures; future sources of revenues; expansion of our proposed product line; and trends in industry activity generally. In some cases, you can identify forward-looking statements by words such as "may," "will," "should," "expect," "plan," "could," "anticipate," "intend," "believe," "estimate," "predict," "potential," "goal," or "continue" or similar terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including, but not limited to, the risks outlined under "Risk Factors," that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. For example, assumptions that could cause actual results to vary materially from future results include, but are not limited to our ability to successfully develop and market our products to customers; our ability to generate customer demand for our products in our target markets; the development of our target markets and market opportunities; our ability to manufacture suitable products at a competitive cost; market pricing for our products and for competing products; the extent of increasing competition; technological developments in our target markets and the development of alternate, competing technologies in them; and sales of shares by existing shareholders. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Unless we are required to do so under U.S. federal securities laws or other applicable laws, we do not intend to update or revise any forward-looking statements.

This section of the report should be read together with Footnotes of the Company audited financials for the year ended March 31, 2024, the unaudited statements of operations for the three months ended June 30, 2024 and 2023 are compared in the sections below.

Business Description

Overview

Avant Technologies, Inc. (formerly Trend Innovations Holding Inc.) is a technology company specializing in acquiring, creating, and developing innovative and advanced technologies utilizing artificial intelligence (AI) as well as providing a host of information technology consulting services. The Company considers itself a native expert in the field of information technology based on artificial intelligence. Recently, the Company acquired Avant! AI and InstantFAME as well as the assets of Wired4Health, Inc., pertaining to certain technology assets providing full-stack software development, database management, data integration, project management and cloud services resources. Utilize its latest assets acquisitions, Avant mission is to provide innovative and effective AI solutions that transform businesses and positively impact society. Avant strive to push the boundaries of AI technology and empower organizations to achieve their full potential. We believe that our technology can provide a self-sustained system that prepares its data from unlabeled information (Unsupervised Clustering), and then analyzes it using various, proprietary, supervised learning techniques, Improved data efficiency: Unsupervised learning pre-processes and extracts meaningful features from raw or unlabeled data, preparing them as inputs for the supervised learning model. This improves data efficiency and preparations. Our technology deployed over the acquired assets (in sum or as a whole) potentially provides True Learning from Experience - Unsupervised learning is utilized to learn relevant information from many source domains. This knowledge is then evaluated and applied to a related or different domain(s), where information might be in short supply. This feature is a true learning capability. Avant! can leverage the knowledge learned from the source domain to improve performance in the other domains, as well as Factual discovery/conclusion by learning data - Avant! Unsupervised learning techniques, like clustering, help identify groups or patterns in the data, reaching conclusions. Then its supervised learning mechanism can create new datasets (information), which are used for further domains, improving classification and regression tasks. This feature is a true reasoning mechanism.

Until the above acquisitions, the Company's "Thy News" application was one of the Company's key projects. Thy News is a worldwide application used for processing news from multiple sources. Thy News was created for users who value their time but want to keep up with the latest in world news. The app offers the user the opportunity to create their own news feeds solely from those sources that are of interest to them, as well as creating additional news feeds segmented by topic.

In summer 2018, the Company started operations with development of a trading platform for users who cook at home and want to sell their food on the Internet and home-cooked food lovers.

On June 28, 2019, the Company acquired Thy News LLC, an owner of a news application with feed from various sources that users can choose and customize. It is available for free download in Apple AppStore and Google Play Market. Users also will be able to subscribe for additional paid features that extend the functionality of the original app. At the moment of the first release, the app's news database consisted of 24,000 processed news sources, and as of December 31, 2019 this amount increased for more 75,000 processed sources to a total of 99,000 processed sources. From January 1, 2020 to September 30, 2023 the Company acquired additional 50,000 processed sources. As of June 30, 2024, the users of the app have an opportunity to choose interesting and relevant news feeds from 149,000 processed sources.

On March 30, 2020, the Company acquired Itnia Co. LLC, a Wyoming limited liability company, an owner of MB Lemalike Innovations. Itnia Co. LLC provides services in the field of IT consulting using artificial intelligence technologies. Itnia Co. LLC, on behalf of Lemalike Innovations, provides IT consulting services including: i) Project Management and Software Administration; ii) Financial and Asset Management for IT; iii) Service Management for IT; and iv) Event Management for IT.

Recent Developments

On March 6, 2023, the Company filed a Certificate of Amendment to its Articles of Incorporation, as amended, with the Secretary of State of the State of Nevada to increase the number of authorized shares of the Company's common stock from 255,000,000 to 520,000,000 shares (the "Charter Amendment") of which 500,000,000 shall be common stock, \$0.001 par value per share, and 20,000,000 shall be blank check preferred stock, \$0.001 par value per share. The term "blank check" refers to preferred stock, the creation and issuance of which is authorized in advance by the stockholders and the terms, rights and features of which are determined by the Board upon issuance. The authorization of such blank check preferred stock would permit the Board to authorize and issue preferred stock from time to time in one or more series.

Acquiring Avant! AI Assets

On April 3, 2023, the Company, entered into an Asset Purchase Agreement ("APA") along with GBT Tokenize Corp. ("Seller"), which Seller developed and owns a proprietary system and method named Avant-Ai, which is a text-generation, deep learning self-training model that is working based on an innovative, unique concept which learns on its own and constantly enhances its information database with the advantage of unsupervised learning capabilities (the "System").

At closing, in consideration of acquiring the System, the Company issued to the Seller 26,000,000 common shares of the Company (the "Shares"). The Shares will be restricted per Rule 144 as promulgated under the Securities Act of 1933, as amended (the "1933 Act") and Seller agreed to a lock-up period of nine (9) months following closing (the "Lock Up Term"). In the event the Company is unable to up-list to Nasdaq either through a business combination or otherwise prior to the expiration of the Lock Up Term, the Seller may request within three (3) business days of the expiration of the Lock-Up Term, that all transactions contemplated by the APA be unwound.

In addition, the Company and Seller entered into a license agreement regarding the System, granting the Seller a perpetual, irrevocable, non-exclusive, non-transferable license for using the System enabling everyday users to have the experience of trading nft/crypto and become famous according to their artwork creations, without actually performing an actual trade while monetizing on their artwork creations.

Acquiring Instant Fame Assets

On April 3, 2023, the Company, entered into an Asset Purchase Agreement ("Treasure APA") with Treasure Drive Ltd. ("TD") pursuant to which the Company agreed to acquire a technology portfolio including certain source codes and pending patent applications which have applications in a variety of areas including creating systems and methods of facilitating digital rating and secured sales of digital works as well as core virtual reality platforms known as digital auction systems, rating and secure sales via open bid auctions ("Instant Fame Assets").

At closing, in consideration of the Instant Fame Assets, the Company issued TD 5,000 shares of Series A Preferred Stock of the Company with a stated value of \$5,000 per share each (the “Preferred Shares Series A”). The Preferred Shares Series A may be converted at the option of TD into the Company shares of common stock at a conversion price equal to a 5% discount to the weighted average closing price during the five (5) days prior of such conversion, and will include a 4.99% beneficial ownership limitation. The Preferred Shares Series A will have no voting rights and will be entitled to a payment equal to the stated value of the Preferred Shares Series A in the event of the Company liquidation only. In the event the Company is unable to up-list to Nasdaq either through a business combination or otherwise prior to the expiration of the Lock Up Term, TD may request within three (3) business days of the expiration of the Lock-Up Term, that all transactions contemplated by the Treasure APA be unwound.

In addition, the Company and Elentina Group, LLC (“Elentina”) entered into a Service Agreements in which Elentina, was engaged to provide certain capital markets services for a flat quarterly fee of \$75,000 paid in shares of common stock (the “Elentina Common Stock”). The Elentina Common Stock to be issued within five days of the first day of quarter during the term (ie January 1, April 1, July 1 and October 1). The Elentina Common Stock shall be fully earned upon issuance. The number of shares of Elentina Common Stock to be issued will be determined by dividing the quarterly fee of \$75,000 by the Company’s ten (10) day VWAP, which shall at no point be less than \$0.10 per share.

In connection with the offering, the Company filed a Certificate of Designation to its Articles of Incorporation designating 5,000 shares of its Preferred Stock of Series A.

Acquiring Wired4Health Assets

On April 5, 2024, the Company, entered into an Asset Purchase Agreement (“W4H APA”) with Wired4Health, Inc. (“Seller” or “W4H”), pertaining to certain technology assets, providing full-stack software development, database management, data integration, project management and cloud services resources. The assets being acquired include an agreement and amendments between W4H and Sentry Data Systems/Craneware, an agreement between W4H and Respec, Inc., agreements between W4H and all of its employees and contractors assigned to Sentry Data Systems/Craneware and Respec, Inc. customer accounts, Website and Internet Domain Name, Wired4Health.com and all of its content (the “Website”), and any other rights associated with the Website, including, without limitation, any intellectual property rights, all related domains, logos, customer lists and agreements, email lists, passwords, usernames and trade names, and all of the related social media accounts, if any, and any other associated rights, etc. (the “W4H Assets”).

At closing, in consideration of acquiring the Assets, the Company issued Seller an amortizing secured promissory note in the principal amount of \$1,200,000 (“Secured Note”) of the Company’s Series B Convertible Preferred Stock with a stated value of \$1,000,000 (the “Preferred Stock”).

The Secured Note is payable by the Company to the Seller in 24 equal monthly installments of principal and interest in the amount of \$52,427.22 on the first day of each month, beginning on the first day of the month following the closing of the transaction and continuing on the first day of each consecutive month thereafter until the note is fully paid, but in no case less than two billing cycles of W4H activity. The Secured Note bears interest of five percent (5%) per annum accrued monthly (0.42% per month on the outstanding principal balance).

The Preferred Stock Series B has an aggregate stated value of \$1,000,000, where the conversion price is equal to the lesser of \$1.00 per share each, on a fully diluted basis, or the volume-weighted average market price (VWAP) of the Company’s common stock as traded on the OTC Markets for the most recent 30 days prior to deal closure (the “Conversion Price”). Conversion will include a 4.99% beneficial ownership limitation and a leak out agreement allowing daily sales to not exceed 25% of the total daily volume.

The Secured Note is secured by the Assets pursuant to the terms of a Security Agreement which, among other things, will authorize the Seller to file a UCC1 Financing Statement in the State of Nevada. As of the date hereof, the Company is obligated on approximately \$1,200,000 face amount of Secured Notes issued to the Seller. The Secured Note is a debt obligation arising other than in the ordinary course of business which constitute a direct financial obligation of the Company. Effective May 7, 2024, in connection with the offering, the Company filed a Certificate of Designation to its Articles of Incorporation designating 1,000,000 shares of its preferred stock.

Equity Financing Agreement

On July 17, 2024 (the “Effective Date”), the Company entered into an equity financing agreement (the “Equity Financing Agreement”) and a registration rights agreement (the “Registration Rights Agreement”) with GHS Investments, LLC (“GHS”), pursuant to which GHS shall purchase from the Company, up to that number of shares of common stock of the Company (the “Shares”) having an aggregate Purchase Price of \$20,000,000, subject to certain limitations and conditions set forth in the Equity Financing Agreement from time to time over the course of 24 months after an effective registration of the Shares with the Securities and Exchange Commission (the “SEC”) pursuant to the Registration Rights Agreement, is declared effective by the SEC (the “Contract Period”).

The Equity Financing Agreement grants the Company the right, from time to time at its sole discretion (subject to certain conditions) during the Contract Period, to direct GHS to purchase shares of Common Stock on any business day (a "Put"), provided that at least ten trading days has passed since the most recent Put. The purchase price of the shares of Common Stock contained in a Put will be 80% of the lowest traded price of the Company's Common Stock during the ten consecutive trading days preceding the receipt by GHS of the applicable Put notice. Following an up-list to the NASDAQ or an equivalent national exchange by the Company - if at all, the Purchase price shall mean ninety percent (90%) of the lowest volume weighted average price during the Pricing Period, subject to a floor of \$0.50 per share, below which the Company shall not deliver a Put. Such sales of Common Stock by the Company, if any, may occur from time to time, at the Company's option, during the Contract Period. Subject to the satisfaction of certain conditions set forth in the Equity Financing Agreement, on each Put the Company will deliver an amount of Shares equaling 100% of the dollar amount of each Put. No Put will be made in an amount equaling less than \$10,000 or greater than \$500,000. Puts are further limited to GHS owning no more than 4.99% of the outstanding stock of the Company at any given time. The Equity Financing Agreement and the Registration Rights Agreement contain customary representations, obligations, rights, warranties, agreements and conditions of the parties. The Equity Financing Agreement terminates upon any of the following events: when GHS has purchased an aggregate of \$20,000,000 in the Common Stock of the Company pursuant to the Equity Financing Agreement; on the date that is 24 calendar months from the date the Equity Financing Agreement was executed.

Actual sales of shares of Common Stock to GHS under the Equity Financing Agreement will depend on a variety of factors to be determined by the Company from time to time, including, among others, market conditions, the trading price of the Common Stock and determinations by the Company as to the appropriate sources of funding for the Company and its operations. The Registration Rights Agreement provides that the Company shall use its best efforts to file with the SEC a Registration Statement registering the Shares.

Employees Identification of Certain Significant Employees.

The Company's Board Members include: Natalija Tunevic, Secretary; Ivan Lunegov, President & Director; Vitalis Raciuss, COO, Director & Treasurer. Independent Contractors which are not directors and members of the Board: Kenneth L. Waggoner, CEO William Hisey, CFO.

Offices

The Company rents a virtual office at c/o Eastbiz.com, Inc 5348 Vegas Drive, Las Vegas, NV 89108.

Results of operations

Results of Operations for the three months ended June 30, 2024 and 2023:

Revenue

For the three months ended June 30, 2024 and 2023 the Company did not generate any revenue.

Operating expenses

Total operating expenses for the three months ended June 30, 2024 and 2023 were \$517,294 and \$411,522. The operating expenses for the three months ended June 30, 2024 included \$19,517 in amortization and depreciation expenses; \$176,739 in consulting services; \$254,674 in general and administrative expenses; \$36,100 in marketing expenses; \$24,530 in professional fees; \$235 in rent expense and \$5,499 in website expenses. The operating expenses for the three months ended June 30, 2023 included \$9,101 in amortization and depreciation expenses; \$361,493 in general and administrative expenses; \$40,595 in professional fees; \$333 in rent expense. Expenses increased for the three months ended June 30, 2024 compared the three months ended June 30, 2023 primarily due to expenses incurred for consulting services.

The total other expenses for the three months ended June 30, 2024 and 2023 were \$11,549 and \$0, respectively.

Net Loss/Income

The net loss for the three months ended June 30, 2024 and 2023 was \$528,843 and \$411,522 accordingly.

LIQUIDITY AND CAPITAL RESOURCES

As of June 30, 2024, our total assets were \$244,894 comprised of \$58,480 in current assets; \$186,414 in intangible assets and our total liabilities were \$2,329,553.

Stockholders' deficit increased from \$1,466,566 as of March 31, 2024 to \$2,084,659 as of June 30, 2024.

CASH FLOWS FROM OPERATING ACTIVITIES

As of June 30, 2024, the Company used (\$12,702) of cash flows in operating activities.

CASH FLOWS FROM INVESTING ACTIVITIES

As of June 30, 2024, the Company did not generate cash flows from investing activities.

CASH FLOWS FROM FINANCING ACTIVITIES

As of June 30, 2024, the Company generated \$12,865 of cash flows in financing activities.

There is no assurance that our company will be able to obtain further funds required for our continued working capital requirements.

Going Concern - There is substantial doubt about our ability to continue as a going concern as the continuation of our business is dependent upon public offering and achieving a profitable level of operations. The issuance of additional equity securities by us could result in a significant dilution in the equity interests of our current stockholders. Obtaining commercial loans, assuming those loans would be available, will increase our liabilities and future cash commitments.

Due to the uncertainty of our ability to meet our current operating and capital expenses, in their report on our audited consolidated financial statements, our independent auditors included an explanatory paragraph regarding substantial doubt about our ability to continue as a going concern. Our financial statements have been prepared assuming that we will continue as a going concern, which contemplates that we will realize our assets and satisfy our liabilities and commitments in the ordinary course of business.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

LIMITED OPERATING HISTORY; NEED FOR ADDITIONAL CAPITAL

There is no historical financial information about us upon which to base an evaluation of our performance. We are in a start-up stage of operations and have generated limited revenues since inception. We cannot guarantee that we will be successful in our business operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible cost overruns due to price and cost increases in services and products.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide this information.

ITEM 4. CONTROLS AND PROCEDURES

Our management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) that is designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

An evaluation was conducted under the supervision and with the participation of our management of the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2024. Based on that evaluation, our management concluded that our disclosure controls and procedures were not effective as of such date to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms.

Changes in Internal Controls over Financial Reporting

There was no change in the Company's internal control over financial reporting during the quarterly period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

During the past ten years, none of the following occurred with respect to the President of the Company: (1) any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; (2) any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses); (3) being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of any competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting her involvement in any type of business, securities or banking activities; and (4) being found by a court of competent jurisdiction (in a civil action), the SEC or the commodities futures trading commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

We are not currently a party to any legal proceedings, and we are not aware of any pending or potential legal actions.

ITEM 1A. RISK FACTORS

As a Smaller Reporting Company, the Company is not required to include the disclosure under this Item 1A. Risk Factors. Despite the fact that we are not required to provide risk factors, we consider the following factors to be risks to our continued growth and development:

WE HAVE A LIMITED OPERATING HISTORY IN AN EVOLVING INDUSTRY, WHICH MAKES IT DIFFICULT TO EVALUATE OUR FUTURE PROSPECTS AND MAY INCREASE THE RISK THAT WE WILL NOT BE SUCCESSFUL.

We have a limited operating history in an evolving industry that may not develop as expected. Assessing our business and future prospects is challenging in light of the risks and difficulties we may encounter. These risks and difficulties include our ability to:

- accurately forecast our revenues and plan our operating expenses;
- successfully expand our business;
- assimilate our acquisitions;
- adapt to rapidly evolving trends in the ways consumers and businesses interact with technology;
- avoid interruptions or disruptions in the offering of our products and our services;
- develop a scalable, high-performance technology infrastructure that can efficiently and reliably handle increased usage, as well as the deployment of new features and products;
- hire, integrate and retain talented sales, customer service, technology and other personnel; and
- effectively manage rapid growth in personnel and operations; and

If the demand for our services and/or platforms/products offered or our products under development are not finalized, our business will be harmed. We may not be able to successfully address these risks and difficulties, which could harm our business and results of operations.

OUR LIMITED OPERATING HISTORY MAKES IT DIFFICULT FOR US TO EVALUATE OUR FUTURE BUSINESS PROSPECTS AND MAKE DECISIONS BASED ON THOSE ESTIMATES OF OUR FUTURE PERFORMANCE.

We have a limited operating history and, as a consequence, it is difficult, if not impossible, to forecast our future results based upon our historical data. Reliance on the historical results may not be representative of the results we will achieve. Because of the uncertainties related to our limited historical

operations, we may be hindered in our ability to anticipate and timely adapt to increases or decreases in revenues or expenses. If we make poor budgetary decisions as a result of unreliable historical data, we could be less profitable or continue to incur losses.

OUR RESULTS OF OPERATIONS HAVE NOT RESULTED IN PROFITABILITY AND WE MAY NOT BE ABLE TO ACHIEVE PROFITABILITY GOING FORWARD

The Company does not accrue or capitalize development costs (or any costs to this effect) and expense it to its profit and loss statements as required by US GAAP. As such, the Company incurred a net loss of \$528,843 for the three months ended June 30, 2024 and net loss of \$2,128,475 for the year ended March 31, 2024. If we incur additional significant operating losses, our stock price, may decline, perhaps significantly. Our management is developing plans to alleviate the negative trends and conditions described above. Our business plan is speculative and unproven. There is no assurance that we will be successful in executing our business plan or that even if we successfully implement our business plan, that we will be able to curtail our losses now or in the future. Further, as we are an emerging enterprise, we expect that net losses will continue, and our working capital deficiency will increase.

WE HAVE NOT GENERATED POSITIVE CASH FLOW FROM OPERATIONS, AND OUR ABILITY TO GENERATE POSITIVE CASH FLOW IS UNCERTAIN. IF WE ARE UNABLE TO GENERATE POSITIVE CASH FLOW OR OBTAIN SUFFICIENT CAPITAL WHEN NEEDED, OUR BUSINESS AND FUTURE PROSPECTS WILL BE ADVERSELY AFFECTED AND WE COULD BE FORCED TO SUSPEND OR DISCONTINUE OPERATIONS.

Our operations have not generated positive cash flow for any period since our inception, and we have funded our operations primarily through the issuance of common stock and short-term and long-term debt and convertible debt. Our limited operating history makes an evaluation of our future prospects difficult. The actual amount of funds that we will need to meet our operating needs will be determined by a number of factors, many of which are beyond our control. These factors include the timing and volume of sales transactions, the success of our marketing strategy, market acceptance of our products, the success of our manufacturing and research and development efforts (including any unanticipated delays), our manufacturing and labor costs, the costs associated with obtaining and enforcing our intellectual property rights, regulatory changes, competition, technological developments in the market, evolving industry standards and the amount of working capital investments we are required to make.

Our ability to continue to operate until we are able to generate sufficient our cash flow from operations will depend on our ability to generate sufficient positive cash flow from our operations. If we are unable to generate sufficient cash flow from our operations, our business and future prospects will be adversely affected and we could be forced to suspend or discontinue operations.

The Company had a stockholders' deficit of \$2,084,659 and an accumulated deficit of \$3,505,238 at June 30, 2024.

WE WILL REQUIRE ADDITIONAL CAPITAL TO SUPPORT BUSINESS GROWTH, AND THIS CAPITAL MIGHT NOT BE AVAILABLE ON ACCEPTABLE TERMS, IF AT ALL.

We intend to continue to make investments to support our business growth and we will require additional funds to respond to business challenges, including the need to develop new features and products or enhance our existing products, improve our operating infrastructure or acquire complementary businesses and technologies. Further, we need additional capital to continue operations. Accordingly, we need to engage in equity or debt financings to secure additional funds. We expect that we have sufficient capital to maintain operations through the year of 2023/4. In order to fully implement our business plan, we will need to raise about \$10,000,000. If we raise additional funds through future issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our common stock. Any debt financing that we secure in the future could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. We may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be impaired, and our business may be harmed.

WE DEPEND UPON KEY PERSONNEL AND NEED ADDITIONAL PERSONNEL

Our success depends on our inability to attract and retain key personnel including our existing personal, and our inability to do so may materially and adversely affect our business operations. The loss of qualified personnel could have a material and adverse effect on our business operations. Additionally, the success of the Company's operations will largely depend upon its ability to successfully attract and maintain competent and qualified key management personnel. As with any company with limited resources, there can be no guaranty that the Company will be able to attract such individuals or that the presence of such individuals will necessarily translate into profitability for the Company.

OUR BUSINESS REQUIRES SUBSTANTIAL CAPITAL, AND IF WE ARE UNABLE TO MAINTAIN ADEQUATE CASH FLOWS FROM OPERATIONS OUR PROFITABILITY AND FINANCIAL CONDITION WILL SUFFER AND JEOPARDIZE OUR ABILITY TO CONTINUE OPERATIONS

We require substantial capital to support our operations. If we are unable to generate adequate cash flows from our operations, maintain adequate financing or other sources of capital are not available, we could be forced to suspend, curtail or reduce our operations, which could harm our revenues, profitability, financial condition and business prospects.

THERE IS CURRENTLY A LIMITED PUBLIC MARKET FOR OUR COMMON STOCK. FAILURE TO FURTHER DEVELOP OR MAINTAIN A TRADING MARKET COULD NEGATIVELY AFFECT THE VALUE OF OUR COMMON STOCK AND MAKE IT DIFFICULT OR IMPOSSIBLE FOR YOU TO SELL YOUR STOCK.

There is a limited public market for our Common Stock, which is traded on the OTC QB under the symbol AVAI. We cannot give any assurances that there will ever be a mature, developed market for our common stock. Failure to further develop or maintain an active trading market could negatively affect the value of our shares and make it difficult for you to sell your shares or recover any part of your investment in us. Even if a market for our common stock does develop in a material way, the market price of our common stock may be highly volatile. In addition to the uncertainties relating to our future operating performance and the profitability of our operations, factors such as variations in our interim financial results, or various, as yet unpredictable factors, many of which are beyond our control, may have a negative effect on the market price of our common stock.

IF WE FAIL TO MAINTAIN AN EFFECTIVE SYSTEM OF INTERNAL CONTROLS, WE MAY NOT BE ABLE TO ACCURATELY REPORT OUR FINANCIAL RESULTS OR PREVENT FRAUD. AS A RESULT, CURRENT AND POTENTIAL STOCKHOLDERS COULD LOSE CONFIDENCE IN OUR FINANCIAL REPORTING, WHICH WOULD HARM OUR BUSINESS AND THE TRADING PRICE OF OUR STOCK.

Effective internal controls are necessary for us to provide reliable financial reports and effectively prevent fraud. If we cannot provide reliable financial reports or prevent fraud, our brand and operating results could be harmed. We have in the past discovered, and may in the future discover, areas of our internal controls that need improvement. For example, for the years ended March 31, 2024 and 2023, we reported that our disclosure controls and procedures were not effective due to the lack of resources and the reliance on outside consultants. We intend to increase management's review of our financials. We cannot be certain that these measures will ensure that we implement and maintain adequate controls over our financial processes and reporting in the future. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm our operating results or cause us to fail to meet our reporting obligations. Inferior internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our stock.

Additional Risks Related to Our Common Stock

Because we are quoted on the OTC QB marketplace instead of a national securities exchange, our investors may experience significant volatility in the market price of our stock and have difficulty selling their shares.

Our Common Stock is currently quoted on the OTC Market Group's OTC QB marketplace under the ticker symbol "AVAI". The OTC is a regulated quotation service that displays real-time quotes and last sale prices in over-the-counter securities. Trading in shares quoted on the OTC QB is often thin and characterized by volatility. This volatility may be caused by a variety of factors, including the lack of readily available price quotations, the absence of consistent administrative supervision of bid and ask quotations, lower trading volume and market conditions. As a result, there may be wide fluctuations in the market price of the shares of our Common Stock for reasons unrelated to operating performance, and this volatility, when it occurs, may have a negative effect on the market price for our securities. Moreover, the OTC QB is not a stock exchange, and trading of securities on this platform is more sporadic than the trading of securities listed on a national quotation system or stock exchange. Accordingly, our stockholders may not be able to realize a fair price from their shares when they determine to sell them or may have to hold them for a substantial period of time until the market for our Common Stock improves.

Our stock price and trading volume may be volatile, which could result in substantial losses for our stockholders.

The equity trading markets may experience periods of volatility, which could result in highly variable and unpredictable pricing of equity securities. The market price of our Common Stock could change in ways that may or may not be related to our business, our industry or our operating performance and financial condition. In addition, the trading volume in our Common Stock has been low and may fluctuate and cause significant price variations to occur. We have experienced significant volatility in the price of our stock. In addition, the stock markets in general can experience considerable price and volume fluctuations.

We have not paid dividends in the past and have no immediate plans to pay cash dividends.

We plan to reinvest all of our earnings, to the extent we have earnings, to develop and deliver our products and cover operating costs and to otherwise become and remain competitive. We do not plan to pay any cash dividends with respect to our securities in the foreseeable future. We cannot assure you that we would, at any time, generate sufficient surplus cash that would be available for distribution to the holders of our Common Stock as a dividend. Therefore, you should not expect to receive cash dividends on our Common Stock.

Shares eligible for future sale may adversely affect the market for our Common Stock.

Of the 117,167,906 shares of our Common Stock outstanding as of the date of this Annual Report, approximately 78,959,044 are restricted and 38,208,862 shares are freely tradable without restriction pursuant to Rule 144. Any substantial sale of our Common Stock pursuant to Rule 144 or pursuant to any resale prospectus may have a material adverse effect on the market price of our Common Stock.

You may experience future dilution as a result of future equity offerings.

To raise additional capital, we may in the future offer additional shares of our Common Stock or other securities convertible into or exchangeable for our Common Stock at prices that may not be the same as the price per share in this offering. We may sell shares or other securities in any future offering at a price per share that is lower than the price per share paid by investors in this offering, which would result in those newly issued shares being dilutive. In addition, investors purchasing shares or other securities in the future could have rights superior to existing stockholders, which could impair the value of your shares. The price per share at which we sell additional shares of our Common Stock, or securities convertible or exchangeable into shares of our Common Stock, in future transactions may be higher or lower than the price per share paid by investors in this offering.

Our charter documents and Nevada law may inhibit a takeover that stockholders consider favorable.

Provisions of our certificate of incorporation and bylaws and applicable provisions of Nevada law may delay or discourage transactions involving an actual or potential change in control or change in our management, including transactions in which stockholders might otherwise receive a premium for their shares, or transactions that our stockholders might otherwise deem to be in their best interests. The provisions in our certificate of incorporation and bylaws:

- limit who may call stockholder meetings;
- do not provide for cumulative voting rights; and
- provide that all vacancies may be filled by the affirmative vote of a majority of directors then in office, even if less than a quorum.

There are limitations on director/officer liability.

As permitted by Nevada law, our certificate of incorporation limits the liability of our directors for monetary damages for breach of a director's fiduciary duty except for liability in certain instances. As a result of our charter provision and Nevada law, shareholders may have limited rights to recover against directors for breach of fiduciary duty. In addition, our certificate of incorporation provides that we shall indemnify our directors and officers to the fullest extent permitted by law.

Penny stock regulations may impose certain restrictions on marketability of our securities.

The SEC adopted regulations which generally define a "penny stock" to be any equity security that has a market price of less than \$5 per share or an exercise price of less than \$5 per share, subject to certain exceptions. A security listed on a national securities exchange is exempt from the definition of a penny stock. Our Common Stock is not currently listed on a national security exchange. Our Common Stock is therefore subject to rules that impose additional sales practice requirements on broker-dealers who sell such securities to persons other than established customers and accredited investors (generally those with assets in excess of \$1,000,000 or annual income exceeding \$200,000, or \$300,000 together with their spouse). For transactions covered by such rules, the broker-dealer must make a special suitability determination for the purchase of such securities and have received the purchaser's written consent to the transaction prior to the purchase.

Additionally, for any transaction involving a penny stock, unless exempt, the rules require the delivery, prior to the transaction, of a risk disclosure document mandated by the SEC relating to the penny stock market. The broker-dealer must also disclose the commission payable to both the broker-dealer and the registered representative, current quotations for the securities and, if the broker-dealer is the sole market maker, the broker-dealer must disclose this fact and the broker-dealer's presumed control over the market. Finally, monthly statements must be sent disclosing recent price information for the penny stock held in the

account and information on the limited market in penny stocks. Broker-dealers must wait two business days after providing buyers with disclosure materials regarding a security before effecting a transaction in such security. Consequently, the “penny stock” rules restrict the ability of broker-dealers to sell our securities and affect the ability of investors to sell our securities in the secondary market and the price at which such purchasers can sell any such securities, thereby affecting the liquidity of the market for our Common Stock.

Stockholders should also be aware that, according to the SEC, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. Such patterns include:

- control of the market for the security by one or more broker-dealers that are often related to the promoter or issuer;
- manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases;
- “boiler room” practices involving high pressure sales tactics and unrealistic price projections by inexperienced sales persons;
- excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and
- the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the inevitable collapse of those prices with consequent investor losses.

FINRA sales practice requirements may limit a stockholder’s ability to buy and sell our stock.

The Financial Industry Regulatory Authority (referred to as FINRA) has rules requiring that, in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative or low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer’s financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA has indicated its belief that there is a high probability that speculative or low-priced securities will not be suitable for at least some customers. If these FINRA requirements are applicable to us or our securities, they may make it more difficult for broker-dealers to recommend that at least some of their customers buy our Common Stock, which may limit the ability of our stockholders to buy and sell our common stock and could have an adverse effect on the market for and price of our common stock.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

No unregistered shares were sold during the three-month period ended June 30, 2024.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

No senior securities were issued and outstanding during the three-month period ended June 30, 2024.

ITEM 4. MINE SAFETY DISCLOSURES

None

ITEM 5. OTHER INFORMATION

During the quarter ended June 30, 2024, no director or officer adopted or terminated any Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement, as each term is defined in Item 408(a) of Regulation S-K.

ITEM 6. EXHIBITS

The following exhibits are included as part of this report by reference:

- 31.1 [Certification of Chief Financial Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14\(a\) or 15d-14\(a\).](#)
- 31.2 [Certification of Chief Executive Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14\(a\) or 15d-14\(a\).](#)
- 32.1 [Certifications of Chief Executive Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14\(b\) or 15d-14\(b\) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.](#)
- 32.2 [Certifications of Chief Financial Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14\(b\) or 15d-14\(b\) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.](#)

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AVANT TECHNOLOGIES, INC.

Dated: September 3, 2024	By:	/s/	Vitalis Racius
	Name:		Vitalis Racius
	Title:		Chief Operating Officer, Director & Treasurer

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated.

Signature	Title	Date
<u>/s/ Natalija Tunevic</u> Natalija Tunevic	Secretary	September 3, 2024
<u>/s/ Ivan Lunegov</u> Ivan Lunegov	President & Director	September 3, 2024
<u>/s/ Vitalis Racius</u> Vitalis Racius	Chief Operating Officer, Director & Treasurer	September 3, 2024
<u>/s/ William Hisey</u> William Hisey	Chief Financial Officer	September 3, 2024
<u>/s/ Kenneth L. Waggoner</u> Kenneth L. Waggoner	Chief Executive Officer	September 3, 2024

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13A-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, William Hisey, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A for the period ended June 30, 2024 of AVANT TECHNOLOGIES, INC. (the “registrant”);
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 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) [Paragraph omitted pursuant to SEC Release Nos. 33-8238/34-47986 and 33-8392/34-49313];
 - 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 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: September 3, 2024

By: /s/ William Hisey
William Hisey
Chief Financial Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13A-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Kenneth L. Waggoner, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A for the period ended June 30, 2024 of AVANT TECHNOLOGIES, INC. (the “registrant”);
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 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) [Paragraph omitted pursuant to SEC Release Nos. 33-8238/34-47986 and 33-8392/34-49313];
 - 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 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: September 3, 2024

By: /s/ Kenneth L. Waggoner
Kenneth L. Waggoner
Chief Executive Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Kenneth L. Waggoner, Chief Executive Officer of AVANT TECHNOLOGIES, INC. (the “Company”), hereby certify, that, to my knowledge:

1.

The Quarterly Report on Form 10-Q/A for the period ended June 30, 2024 (the “Report”) of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2.

The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: September 3, 2024

By: /s/ Kenneth L. Waggoner
Kenneth L. Waggoner
Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, William Hisey, Chief Financial Officer of of AVANT TECHNOLOGIES, INC. (the “Company”), hereby certify, that, to my knowledge:

1.

The Quarterly Report on Form 10-Q/A for the period ended June 30, 2024 (the “Report”) of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2.

The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: September 3, 2024

By: /s/ William Hisey
William Hisey
Chief Financial Officer