



**AMERICAN GRAPHITE TECHNOLOGIES INC.**

6370 Woodhaven Blvd., Suite 2F  
Rego Park, NY 11374

Telephone: (800) 513-4142  
Website: www.travelmix.ca  
Email: efibabayev@gmail.com

**Annual Report**

**For the year ending October 31, 2024 (the "Reporting Period")**

**Outstanding Shares**

The number of shares outstanding of our Common Stock was:

419,342,963 as of October 31, 2024, the current reporting period

419,342,963 as of October 31, 2024, our most recently completed fiscal year end

**Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes:  No:

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

Yes:  No:

**Change in Control**

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

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<sup>4</sup> "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

Yes:  No:

## 1) Name and address(es) of the issuer and its predecessors (if any)

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

Green & Quality Home Life Inc., from June 1, 2010 to July 18, 2012  
**American Graphite Technologies Inc. from July 18, 2012 to Present**

Current State and Date of Incorporation or Registration:

The current state of incorporation is the State of Nevada where the issuer has been incorporated since June 1, 2010  
Standing in this jurisdiction: (e.g. active, default, inactive): The issuer is currently active in the State of Nevada.

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

Not applicable

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

N/A

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

Address of the issuer's principal executive office:

6370 Woodhaven Blvd., Suite 2F  
Rego Park, NY 11374

Address of the issuer's principal place of business:

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

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

No:  Yes:  If Yes, provide additional details below:

## 2) Security Information

### Transfer Agent

Name: Empire Stock Transfer  
Phone: (702) 818-5898  
Email: [info@empirestock.com](mailto:info@empirestock.com)

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

Address: 1859 Whitney Mesa Dr., Henderson, NV 89014

**Publicly Quoted or Traded Securities:**

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

Trading symbol:	AGIN
Exact title and class of securities outstanding:	Common Stock
CUSIP:	0001497316
Par or stated value:	\$0.001
Total shares authorized:	500,000,000 as of date: October 31, 2024
Total shares outstanding:	419,342,963 as of date: October 31, 2024
Total number of shareholders of record:	24 as of date: October 31, 2024

*Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.*

N/A

**Other classes of authorized or outstanding equity securities that do not have a trading symbol:**

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	Series A Preferred
CUSIP (if applicable):	N/A
Par or stated value:	\$0.001
Total shares authorized:	50,000,000 as of date: December 31, 2024
Total shares outstanding (if applicable):	0 as of date: December 31, 2024
Total number of shareholders of record (if applicable):	0 as of date: December 31, 2024

*Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.*

N/A

**Security Description:**

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

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

In any election participated in by the shareholders, each shareholder shall have one vote for each share of stock he owns, either in person or by proxy as proved by law. Cumulative voting shall not prevail in any election by the shareholders of this corporation.

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

N/A

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

The articles of incorporation of the corporation may be amended from time to time by a majority vote of all shareholders voting by written ballot in person or by proxy held at any general or special meeting of shareholders upon lawful notice.

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

There have been no material modifications to the rights of holders of the Company's securities that have occurred over the reporting period covered by this report.

**3) Issuance History**

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

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

**A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.**

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

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

Shares Outstanding <u>Opening Balance</u> :			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>October 31, 2022</u> Common: <u>165,083,348</u> Preferred: N/A									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
12/30/2022	New Issuance	62,500,000	Common Stock	\$0.008	No	Efraim Babayov, President, Secretary, Treasurer and Director of the Issuer. Owner of more than 5% of Issuer outstanding shares.	Consulting and Management Services	Restricted	Reg S
03/15/2023	New Issuance	175,000,000	Common Stock	\$0.001	Yes	Boris Golan, CEO and Director of the Issuer. Owner	Share Exchange Agreement-reverse merger	Restricted	4(a)(2)

						of more than 5% control of the Issuer	and recapitalization		
04/20/2023	New Issuance	8,461,538	Common Stock	\$0.0052	No	Rosa Shimonov	Conversion of note	Restricted	Reg S
04/20/2023	New Issuance	8,298,077	Common Stock	\$0.0052	No	Yohanan Aharon	Conversion of note	Restricted	Reg S
Shares Outstanding on Date of This Report: <u>Ending Balance:</u>									
Date October 31, 2024 Common: 419,342,963 Preferred: N/A									

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

N/A

## B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>5</sup>	Name of Noteholder. (entities much have individual with voting/investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
6/15/2018	44,130	44,130	June 15, 2019	Convertible into Shares of Common Stock at \$0.0052 per share	-0-	8,486,538	Dmitry Solomovich	Accounts payable for services converted to non-interest bearing convertible note.
6/15/2018	44,200	44,200	June 15, 2019	Convertible into Shares of Common Stock at \$0.0052 per share	-0-	8,500,000	Alena Ivanova	Accounts payable for services converted to non-interest bearing convertible note.

Any additional material details, including footnotes to the table are below:

N/A

#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

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

On October 15, 2024 with an effective date for accounting purposes of August 1, 2024, the Company concluded agreements for the divestiture of its Canadian subsidiary, Travel Mix, Inc. The Company's former wholly-owned subsidiary had been operating as a travel agency in Canada since 2005, offering travel arrangements to clients both online and offline and primarily sells hotel bookings, car rental services, flight tickets, cruises, destination wedding arrangements, corporate events, tours, and travel insurance. The Company continues to operate its US-based subsidiary, Travel Mix USA Inc. and commenced its first revenue generating operations in December 2024. Travel Mix USA expects to fully launch its new travel booking platform in the second quarter of fiscal 2025 which will enable Travel Mix USA to compete as the most superior and advanced travel booking engine platform for heavily discounted hotel reservations in the United States.

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

The issuer has one subsidiary, Travel Mix USA Inc., a Florida corporation.

C. Describe the issuers' principal products or services.

Florida based Travel Mix USA Inc. has developed and is launching the Company's new accommodation technology platform to enable Travel Mix USA to compete as the most superior and advanced travel booking engine platform for heavily discounted hotel reservations in the United States. The new booking site is expected to launch in the second quarter of fiscal 2025 and is currently under final testing protocols.

#### 5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The issuer currently occupies office space in Rego Park, NY which is provided by an officer and director free of charge, and is a shared office space. The Company's subsidiary Travel Mix USA Inc. has shared office space located at 4111 S. Ocean Drive Unit Cu5, Hollywood, FL 33019 currently provided free of charge by the Company's CEO.

#### 6) All Officers, Directors, and Control Persons of the Company

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Information below is based on 419,342,963 shares of common stock issued and outstanding at October 31, 2024.

<b>Individual Name</b> (First, Last) or <b>Entity Name</b> (Include names of control person(s) if a corporate entity)	<b>Position/Company Affiliation</b> (ex: CEO, 5% Control person)	<b>City and State</b> (Include Country if outside U.S.)	<b>Number of Shares Owned</b> (List common, preferred, warrants and options separately)	<b>Class of Shares Owned</b>	<b>Percentage of Class of Shares Owned</b> (undiluted)
Efraim Babayov	Director. Owner of more than 5%	Tikva, Israel	62,500,000	Common Stock	14.90%
Boris Golan	CEO, CFO, President, Secretary and Treasurer and Director. Owner of more than 5%	Delray Beach, Florida	175,000,000	Common Stock	41.73%
Ilya Aharon	Owner of more than 5%	Seven Mile Beach, Grand Cayman	25,000,000	Common Stock	5.96%
Ioulia Chpilevskaia	Owner of more than 5%	Richmond Hill, Ontario, Canada	40,000,000	Common Stock	9.54%

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

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

None

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

None

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

None

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

None

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

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

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None.

## 8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

### Securities Counsel.

Name: Allen Tucci  
Firm McNees Wallace & Nurick LLC  
Address 1: 426 Lancaster Ave, Suite 110  
Address 2: Devon, PA 19333  
Phone (484) 329-8046  
Email: [atucci@mcneeslaw.com](mailto:atucci@mcneeslaw.com)

### Accountant or Auditor

Name: Li Shen, CPA

Firm: The Accounting Connection  
Address 1: 145-251 Midpark Blvd. SE  
Address 2: Calgary, Alberta T2X 1S3, Canada  
Phone: 403-693-8004  
Email: [support@theaccountingconnection.com](mailto:support@theaccountingconnection.com)

#### Investor Relations

N/A

*All other means of Investor Communication:*

X(Twitter): -  
Discord: -  
LinkedIn: -  
Facebook: -  
[Other ] <https://www.travelmix.com/>

#### Other Service Providers

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

Name: Jacqueline Danforth  
Firm: The Ideal Connection  
Nature of Services: Compliance Consulting Services  
Address 1: 30 North Gould, Suite 5953  
Address 2: Sheridan, WY 82801  
Phone: 646-831-6244  
Email: [jd@theidealconnection.com](mailto:jd@theidealconnection.com)

### **9) Disclosure & Financial Information**

A. This Disclosure Statement was prepared by:

Name: Jacqueline Danforth  
Title: Independent Service Provider  
Relationship to Issuer: Consultant

This disclosure statement was prepared based on documents and information supplied by management of the Issuer.

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

- IFRS  
 U.S. GAAP

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

Name: **Li Shen, CPA**  
Title: **Accountant**  
Relationship to Issuer: **N/A**

Describe the qualifications of the person or persons who prepared the financial statements:<sup>6</sup>

Ms. Shen is a CPA (Chartered Professional Accountant)

We have provided the following qualifying financial statements for the fiscal years ended October 31, 2024 and 2023:

- Condensed Consolidated Balance Sheets;
- Condensed Consolidated Statements of Income;
- Condensed Consolidated Statements of Cash Flows;
- Condensed Consolidated Statements of Retained Earnings (Statements of Changes in Stockholders' Equity)
- Financial Notes to Condensed Consolidated Financial Statements

## 10) Issuer Certification

*Principal Executive Officer and Principal Financial Officer*

I, Boris Golan certify that:

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

Date: February 13, 2025

/s/ Boris Golan

Principal Executive Officer  
and Principal Financial Officer

**AMERICAN GRAPHITE TECHNOLOGIES INC.**  
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**FOR THE FISCAL YEARS ENDED**  
**October 31, 2024 and 2023**

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**AMERICAN GRAPHITE TECHNOLOGIES INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

	<u>October 31, 2024</u>	<u>October 31, 2023</u>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 3,715	\$ 6,728
Prepaid expense	49,953	-
Assets held for sale	<u>-</u>	<u>33,832</u>
<b>TOTAL CURRENT ASSETS</b>	<b>53,668</b>	<b>40,560</b>
Prepaid expense	11,873	-
<b>TOTAL ASSETS</b>	<b><u>\$ 65,541</u></b>	<b><u>\$ 40,560</u></b>
<b>LIABILITIES AND STOCKHOLDERS' (DEFICIT)</b>		
Accounts payable and accrued liabilities	\$ 98,096	\$ 78,063
Customer deposits	54,450	-
Liabilities held for sale	-	121,213
Advances, unsecured, non-interest bearing	29,122	5,500
Advances, related parties	55,283	23,783
Convertible notes	<u>88,330</u>	<u>88,330</u>
<b>TOTAL CURRENT LIABILITIES</b>	<b>325,281</b>	<b>316,889</b>
<b>TOTAL LIABILITIES</b>	<b><u>325,281</u></b>	<b><u>316,889</u></b>
<b>STOCKHOLDERS' (DEFICIT)</b>		
Capital stock, Authorized – 500,000,000 shares of common stock, \$0.001 par value. 419,342,963 shares of common stock, issued and outstanding at October 31, 2024 and October 31, 2023	419,343	419,343
Additional paid in capital	(590,177)	(590,177)
Other comprehensive income	-	7,934
Accumulated deficit	<u>(88,906)</u>	<u>(113,429)</u>
<b>TOTAL STOCKHOLDERS' (DEFICIT)</b>	<b>(259,740)</b>	<b>(276,329)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT)</b>	<b><u>\$ 65,541</u></b>	<b><u>\$ 40,560</u></b>

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

**AMERICAN GRAPHITE TECHNOLOGIES INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**AND OTHER COMPREHENSIVE INCOME**  
**(Unaudited)**

	<b>For the Fiscal Years</b>	
	<b>Ended October 31,</b>	
	<b>2024</b>	<b>2023</b>
Revenue, net	\$ -	\$ -
Operating expenses:		
Sale and marketing expenses	21,350	-
Professional fees	26,234	24,842
General and administrative expenses	8,864	-
Total operating expenses	<u>56,448</u>	<u>24,842</u>
Gain on divestiture of subsidiary	74,706	-
Net income (loss) from continuing operation	<u>18,258</u>	<u>(24,842)</u>
Net income (loss) from discontinued operation	6,265	(3,596)
Net income (loss)	<u>\$ 24,523</u>	<u>\$ (28,438)</u>
<b>Net income/(loss) per common share –</b>		
<b>Basic and diluted</b>	<u>\$ 0.00</u>	<u>\$ (0.00)</u>
Weighted average common shares outstanding – basic and diluted	<u>419,342,963</u>	<u>327,317,014</u>
<b>Other comprehensive income (expense)</b>		
Net income (Loss)	\$ 24,523	\$ (28,438)
Foreign currency translation adjustment	(7,934)	1,212
Total comprehensive income (expense)	<u>\$ 16,589</u>	<u>\$ (27,226)</u>

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

**AMERICAN GRAPHITE TECHNOLOGIES INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT**  
**(Unaudited)**

	Common Stock		Additional Paid-in Capital (\$)	Accumulated (Deficit) (\$)	Other Comprehensive Income (\$)	Stockholders' (Deficit) (\$)
	Shares	Amount (\$)				
<b>Balance, October 31, 2022</b>	<b>175,000,000</b>	<b>175,000</b>	<b>(175,000)</b>	<b>(84,991)</b>	<b>6,722</b>	<b>(78,269)</b>
Share exchange agreement under reverse acquisition	227,583,348	227,583	(485,567)	-	-	(257,984)
Common stock issued under notice of conversion	16,760,515	16,760	70,390	-	-	87,150
Foreign currency translation	-	-	-	-	1,212	1,212
Loss for the period	-	-	-	(28,438)	-	(28,438)
<b>Balance, October 31, 2023</b>	<b>419,342,963</b>	<b>419,343</b>	<b>(590,177)</b>	<b>(113,429)</b>	<b>7,934</b>	<b>(276,329)</b>
Foreign currency translation	-	-	-	-	(7,934)	(7,934)
Income for the period	-	-	-	24,523	-	24,523
<b>Balance, October 31, 2024</b>	<b>419,342,963</b>	<b>419,343</b>	<b>(590,177)</b>	<b>(88,906)</b>	<b>-</b>	<b>(259,740)</b>

-

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

**AMERICAN GRAPHITE TECHNOLOGIES INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

	<b>For the Fiscal Years Ended</b>	
	<b>October 31,</b>	
	<b>2024</b>	<b>2023</b>
	<u>2024</u>	<u>2023</u>
<b>Cash flows from operating activities:</b>		
Net income (loss)	\$ 24,523	\$ (28,438)
Net (income) loss from discontinued operations	\$ (6,265)	\$ 3,596
<b>Adjustments to reconcile net loss to net cash used in operating activities:</b>		
(Gain) on divestiture of subsidiary	(74,706)	-
Realized foreign exchange	(7,617)	-
<i>Changes in certain assets and liabilities:</i>		
Prepaid expense	(61,826)	-
Accounts payable and accrued liabilities	20,034	24,842
Deferred revenue	54,450	-
Advances	23,622	-
Advances, related parties	31,500	-
Net cash used in operating activities	<u>3,715</u>	<u>-</u>
<b>Cash flows from investing activities:</b>		
Cash payment due to divestiture	<u>(2,802)</u>	<u>-</u>
Net cash provided by investing activities	<u>(2,802)</u>	<u>-</u>
<b>Cash flows from discontinued operations:</b>		
Operating activities	<u>(3,836)</u>	<u>5,818</u>
Net cash provided by discontinued operation	<u>(3,836)</u>	<u>5,818</u>
Net increase (decrease) in cash and cash equivalents	(2,923)	5,818
Effect of exchange rate changes on cash and cash equivalent	(90)	10
Cash and cash equivalents, beginning of year	<u>6,728</u>	<u>900</u>
Cash and cash equivalents, end of period	<u>\$ 3,715</u>	<u>\$ 6,728</u>
<b>Non-cash Investing and Financing Activities:</b>		
Net assets on divestiture of subsidiary	<u>\$ 74,706</u>	<u>\$ -</u>

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

**AMERICAN GRAPHITE TECHNOLOGIES INC.**  
**Notes to the Unaudited Condensed Consolidated Financial Statements**

**NOTE 1 - NATURE OF OPERATIONS**

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

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

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

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

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

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

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

On December 30, 2022, the Company agreed to issue 62,500,000 shares of unregistered, restricted common stock to Efraim Babayov, its sole officer and director, in full payment of fees for management and consulting services provided through December 31, 2022.

On March 6, 2023, the Company entered into a share exchange agreement with the sole shareholder of Travel Mix, Inc. (“Travel Mix”) whereby the Company acquired all of the issued and outstanding shares of Travel Mix in exchange for the issuance of 175,000,000 shares of the Company’s unregistered, restricted common stock. Effective March 15, 2023 the Company and the shareholder of Travel Mix, Mr. Boris Golan, concluded the transaction and Travel Mix become a wholly owned subsidiary of the Company. Mr. Golan was appointed Chief Executive Officer and to the Company’s board of directors. The Company changed its fiscal year end from June 30 to October 31 in conjunction with the aforementioned acquisition in order to be in line with the fiscal year end of its operating subsidiary, Travel Mix. With the acquisition of the operations of Travel Mix, the Company exited shell status. For accounting purposes, the acquisition of Travel Mix was treated as a reverse recapitalization and the historical data presented is that of Travel Mix.

Travel Mix has been operating as a travel agency in Canada since 2005, offering travel arrangements to clients both online and offline. The Company primarily sells hotel bookings, car rental services, flight tickets, cruises, destination wedding arrangements, corporate events, tours, and travel insurance. On March 5, 2024 the Company incorporated Travel Mix USA Inc. in the State of Florida to undertake its planned US based operations including the creation of an innovative membership-based booking site offering a state-of-the-art travel booking engine platform for heavily discounted hotel reservations.

**AMERICAN GRAPHITE TECHNOLOGIES INC.**  
**Notes to the Unaudited Condensed Consolidated Financial Statements**

**NOTE 1 - NATURE OF OPERATIONS (Continued)**

On October 15, 2024 with an effective date for accounting purposes of August 1, 2024, the Company concluded agreements for the divestiture of its Canadian subsidiary, Travel Mix. As a result, operations of this subsidiary are included in these financial statements as Discontinued operations for all prior comparative periods with assets and liabilities reported as Held for Sale. The Company continues to operate its US-based subsidiary, Travel Mix USA Inc. and commenced its first revenue generating operations in December 2024. The Company expects to fully launch its new booking platform in the second quarter of fiscal 2025.

**NOTE 2 – GOING CONCERN**

The Company's consolidated financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. While the Company's subsidiary has been generating year-over-year revenue since inception, operations continue to recover from the impact of COVID-19. As at October 31, 2024, the Company has an accumulated deficit of \$88,906. Operational shortfalls have been funded by our CEO, Boris Golan, as well as third party loans and advances. The Company has plans to raise additional capital through placement of our common stock or debt financing in order to fully implement our 2024/25 business plan, including expansion of our travel services to include a fully optimized online booking service, which will enable clients to obtain the very best prices online for hotel bookings. There can be no assurance that the Company will be successful in either situation in order to continue as a going concern.

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

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

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

**NOTE 4 – SUMMARY OF ACCOUNTING POLICIES**

Fiscal Year End

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

Principal of Consolidation

The accompanying unaudited consolidated financial statements, including the accounts of American Graphite Technologies Inc, its 100% controlled subsidiaries, Travel Mix, Inc. and Travel Mix USD Inc., have been prepared in accordance with generally accepted accounting principles (US GAAP). All significant intercompany balances and transactions have been eliminated. In the opinion of management adjustments considered necessary for a fair presentation have been included. All such adjustments are of a normal recurring nature.

Cash and Cash Equivalents

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

**AMERICAN GRAPHITE TECHNOLOGIES INC.**  
**Notes to the Unaudited Condensed Consolidated Financial Statements**

**NOTE 4 – SUMMARY OF ACCOUNTING POLICIES (Continued)**

Foreign Currency Translation and Transactions

The reporting currency of the Company is the U.S. dollar. The functional currency of the Company’s Canadian subsidiary through date of divestiture, August 1, 2024, is the local currency, the Canadian dollar. The assets and liabilities of foreign subsidiaries are translated using exchange rates in effect at the consolidated balance sheet date. Revenues and expenses are translated using the average exchange rates prevailing during the period. Exchange-rate differences resulting from translation adjustments are accounted for as a component of accumulated other comprehensive loss. Borrowings in foreign currencies are recorded at the rate of exchange at the time of the transaction and are adjusted for any exchange rate gains or losses as of the balance sheet date.

Translation of amounts from CAD\$ into US\$ has been made at the following exchange rates for the periods ended July 31, 2024 (divestment date) and October 31, 2023:

	<u>July 31, 2024</u>	<u>October 31, 2023</u>
Period-end CAD: US\$ exchange rate	\$ 0.7242	\$ 0.7209
Period average CAD: US\$ exchange rate	\$ 0.7353	\$ 0.7414

Translation gains and losses that arise from exchange rate fluctuations from transactions denominated in a currency other than the functional currency are translated, as the case may be, at the rate on the date of the transaction and included in the results of operations as incurred.

Comprehensive Income

ASC Topic 220, “*Comprehensive Income*”, establishes standards for reporting and display of comprehensive income, its components and accumulated balances. Comprehensive income as defined includes all changes in equity during a period from non-owner sources. Accumulated other comprehensive income, as presented in the accompanying consolidated statements of changes in shareholders’ equity, consists of changes in unrealized gains and losses on foreign currency translation. This comprehensive income is not included in the computation of income tax expense or benefit.

Revenue Recognition

The Company follows ASC 606, Revenue from Contracts with Customers. Under ASC 606, the Company recognizes revenue from sales of travel service contracts by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied. Travel Mix offers travel products and services to leisure and corporate travelers and receives a commission from the sale of these services. The revenue from rendering these services is recognized upon transfer of control of promised services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those services. This is generally the case: 1) on the date of departure for tours and packages, 2) date of check-in for hotel booking business, and 3) on the issuance of the ticket in the case of sale of airline tickets. Travel mix considers both the traveler and travel supplier to be its customers.

Income from the sale of airline tickets including commission earned and convenience fees is recognized as an agent on a net basis when the traveler books the airline ticket as the performance obligation is satisfied by the Company on issuance of an airline ticket to the traveler.

Income from hotel reservations including commission earned and convenience fees is recognized on a net basis as an agent on the date of check-in as the performance obligation is satisfied by the Company on the date of check-in by the traveler.

**AMERICAN GRAPHITE TECHNOLOGIES INC.**  
**Notes to the Unaudited Condensed Consolidated Financial Statements**

**NOTE 4 – SUMMARY OF ACCOUNTING POLICIES (Continued)**

Revenue Recognition (Cont'd)

Commission income from tours and packages, including income on airline tickets sold to the travelers as a part of tours and packages is recorded when such services are transferred to the traveler. All income from sale of airline tickets, hotel reservations, packages and tours is recorded on net basis (i.e., the amount billed to a traveler less amount paid to a supplier) as the supplier is primarily responsible for providing the underlying travel services and the Company does not control the service provided by the supplier to the traveler.

In the event of cancellation of airline tickets, revenue recognized in respect of commissions earned by the Company on such tickets is reversed and is netted off from the revenue earned during the period at the time the cancellation is made by the customers. The revenue from the sale of tours and packages and hotel reservations is recognized on the customer's departure, check-in date and date of journey respectively. Cancellations, if any, do not impact revenue recognition since revenue is recognized upon the utilization of services by the customer.

Commission income from discontinued operations was generated from gross sales of \$229,020 and \$665,350 in the fiscal years ended October 31, 2024 and 2023, respectively.

Basic and Diluted Loss Per Share

The Company computes net income (loss) per share in accordance with ASC 260, *Earning per Share*. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. At October 31, 2024 and 2023 there were a total of 16,986,538 potentially dilutive shares, as a result of certain convertible promissory notes with a conversion price of \$0.0052 per share.

Convertible debt and beneficial conversion features

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

Income Taxes

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

Reclassification

Certain prior period balances have been reclassified to conform to the current period presentation in the Company's unaudited condensed consolidated financial statements and the accompanying notes.

**AMERICAN GRAPHITE TECHNOLOGIES INC.**  
**Notes to the Unaudited Condensed Consolidated Financial Statements**

**NOTE 4 – SUMMARY OF ACCOUNTING POLICIES (Continued)**

Recent Accounting Pronouncements (Cont'd)

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

**NOTE 5: REVERSE ACQUISITION**

On March 15, 2023, the Company closed a share exchange agreement with the sole shareholder of Travel Mix, Inc. (“Travel Mix”) whereby the Company would acquire all of the issued and outstanding shares of Travel Mix in exchange for the issuance of 175,000,000 shares of the Company’s unregistered, restricted common stock.

For accounting purposes, mergers of operating private companies into public shell companies are considered to be reverse recapitalization rather than business combinations.

The following table sets forth the net assets as of March 15, 2023:

Accounts payable and accrued liabilities	\$	(61,031)
Advances		(5,500)
Advances, related parties		(15,973)
Convertible notes		(175,480)
Net assets	\$	<u>(257,984)</u>

With the acquisition of the operations of Travel Mix, the Company exited shell status. For accounting purposes, the acquisition of Travel Mix was treated as a reverse recapitalization and the historical data presented is that of Travel Mix.

**NOTE 6: ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS**

On October 15, 2024 with an effective date for accounting purposes of August 1, 2024, the Company concluded agreements for the divestiture of its Canadian subsidiary, Travel Mix. As a result, operations of this subsidiary are included in these financial statements as Discontinued operations for all prior comparative periods with assets and liabilities reported as Held for Sale. The Company recorded a gain on divestiture of \$74,406.

The results of the Discounted Operations are as follows:

	<b>Fiscal Year Ended October 31,</b>	
	<b>2024</b>	<b>2023</b>
<b>Net revenues</b>	<u>\$ 32,379</u>	<u>\$ 35,010</u>
<b>Operating expenses</b>		
Sales and marketing expenses	11,924	11,147
Professional fees	-	1,266
General and administrative expenses	14,190	26,193
<b>Total operating expenses</b>	<u>26,114</u>	<u>38,606</u>
<b>Income (loss) from discontinued operations</b>	<u>\$ 6,265</u>	<u>\$ (3,596)</u>

**AMERICAN GRAPHITE TECHNOLOGIES INC.**  
**Notes to the Unaudited Condensed Consolidated Financial Statements**

**NOTE 6: ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS (Continued)**

Assets and liabilities disposed of are as follows:

	<b>July 31, 2024</b>
<b>Assets:</b>	
Sales tax receivable	28,392
Security deposit	7,242
<b>Total Assets</b>	<b>\$ 35,634</b>
<b>Liabilities:</b>	
Accounts payable and accrued liabilities	14,056
Advances, related parties	99,086
Total Liabilities	113,142
<b>Net Assets</b>	<b>\$ (77,508)</b>
<b>Consideration – cash balance on account</b>	<b>\$ 2,802</b>
<b>Gain on divestiture</b>	<b>\$ 74,706</b>

Groups of assets and liabilities held for sale as of August 1, 2024 and October 31, 2023

	<b>August 1, 2024</b>	<b>October 31, 2023</b>
<b>ASSETS:</b>		
Sales tax receivable	-	26,623
Security deposit	-	7,209
<b>TOTAL ASSETS</b>	<b>\$ -</b>	<b>\$ 33,832</b>
<b>LIABILITIES:</b>		
Accounts payable and accrued liabilities	\$ -	\$ 12,942
Advances, related parties	-	108,271
<b>TOTAL LIABILITIES</b>	-	121,213
<b>NET ASSETS</b>	<b>\$ -</b>	<b>\$ (87,381)</b>

**NOTE 7 – CUSTOMER DEPOSITS**

During the three months ended October 31, 2024 the Company received customer deposits of \$54,450 with respect to future travel services invoiced by Travel Mix USA, Inc. which were earned after the year ended October 31, 2024.

**NOTE 8 – CONVERTIBLE NOTES**

The Company acquired convertible notes with debt holders as a part of the business combination discussed in Note 5 above. The convertible notes are payable on demand and are non-interest-bearing convertible notes. The holder has the right to convert any or all of the outstanding principal into shares of the Company's common stock at a conversion rate of \$0.0052 per share.

**AMERICAN GRAPHITE TECHNOLOGIES INC.**  
**Notes to the Unaudited Condensed Consolidated Financial Statements**

**NOTE 8 – CONVERTIBLE NOTES (Continued)**

On April 20 2023, the Company issued 16,760,515 shares of common stock in consideration of notices of conversion for \$87,150 in principal debt with respect to convertible notes exercisable at \$0.0052 per share.

Balance, October 31, 2022	\$	-
Convertible notes acquired under business combination		175,480
Common stock issued under notices of conversion		(87,150)
<u>Balance, October 31, 2024 and October 31, 2023</u>	<u>\$</u>	<u>88,330</u>

**NOTE 9 – RELATED PARTY TRANSACTIONS**

A shareholder of the Company has unsecured, non-interest-bearing advances payable of \$55,283 as of October 31, 2024, of which \$15,973 was acquired under the business combination effective March 15, 2023 (Note 5 above).

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

**NOTE 10 – COMMON STOCK**

The Company has authorized 500,000,000 shares of common stock, \$0.001 par value.

On April 20, 2023, the Company issued 16,760,515 shares of common stock at \$0.0052 per share to settle \$87,150 in loans previously provided under the terms of a convertible note agreement. (Ref: Note 6 above)

As of October 31, 2024 and October 31, 2023 there were a total of 419,342,963 shares of common stock issued and outstanding, respectively.

**NOTE 11 – OTHER EVENTS**

Effective March 5, 2024 Mr. Boris Golan assumed all officer positions upon the resignation of Efraim Babayov as President, Secretary and Treasurer. Mr. Babayov remains a member of the Board of Directors.

**NOTE 12 - SUBSEQUENT EVENTS**

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