EDGAR SUBMISSION SUMMARY

Issuer Name	MMEX RESOURCES CORPORATION
Submission Type	10-Q
Live File	On
Return Copy	On
Exchange	NONE
Confirming Copy	Off
Filer CIK	0001440799
Filer CCC	xxxxxxxx
Period of Report	10-31-2024
Smaller Reporting Company	On
Shell Company	Off
Emerging Growth Company	No
Notify via Filing website Only	Off
Emails	file@discountedgar.com

Documents

Form Type	File Name	Description
10-Q	mmex_10q.htm	FORM 10-Q
EX-31.1	mmex_ex311.htm	CERTIFICATION
EX-32.1	mmex_ex321.htm	CERTIFICATION
EX-101.SCH	mmex-20241031.xsd	XBRL TAXONOMY EXTENSION SCHEMA
EX-101.LAB	mmex-20241031_lab.xml	XBRL TAXONOMY EXTENSION LABEL LINKBASE
EX-101.CAL	mmex-20241031_cal.xml	XBRL TAXONOMY EXTENSION CALCULATION LINKBASE
EX-101.PRE	mmex-20241031_pre.xml	XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE
EX-101.DEF	mmex-20241031_def.xml	XBRL TAXONOMY EXTENSION DEFINITION LINKBASE

Module and Segment References

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended October 31, 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: 000-55831

MMEX RESOURCES Corporation

(Exact name of Issuer as specified in its charter)

Nevada	**26-1749145**
(State or other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
3600 Dickinson **Fort Stockton, Texas 79735**	**855-880-0400**
(Address of principal executive offices, including zip code)	(Issuer's telephone number, including area code)

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" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated Filer	☐	Smaller reporting company	☒
(Do not check if a smaller reporting company)		Emerging growth company	☐

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

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

Applicable only to issuers involved in bankruptcy proceedings during the preceding five years:

Indicate by check mark whether the registrant filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☐ No ☐

Applicable only to corporate issuers:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. As of December 16, 2024, there were 9,692,800,957 shares of common stock, $0.001 par value, issued and outstanding.

MMEX RESOURCES CORPORATION

TABLE OF CONTENTS

QUARTER ENDED OCTOBER 31, 2024

PART I – FINANCIAL INFORMATION

ITEM 1. Financial Statements

The accompanying condensed consolidated financial statements of MMEX Resources Corporation and subsidiaries (the "Company") are unaudited and have been prepared in accordance with generally accepted accounting principles for interim financial information and in accordance with the instructions for Form 10-Q. Accordingly, they do not include all of the information and notes required by generally accepted accounting principles for complete financial statements.

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

Operating results and cash flows for any interim period are not necessarily indicative of the results that may be expected for other interim periods or the full fiscal year. These condensed consolidated financial statements and related notes should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Form 10-K for the year ended April 30, 2024 filed with the Securities and Exchange Commission ("SEC").

MMEX RESOURCES CORPORATION
Condensed Consolidated Balance Sheets

	October 31, 2024 (unaudited)	April 30, 2024
Assets		
Current assets:		
Cash	$ 6,913	$ 898
Prepaid expenses and other current assets	3,500	3,000
Total current assets	10,413	3,898
Property and equipment, net	1,023,212	1,041,409
Total assets	$ 1,033,625	$ 1,045,307
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable	$ 905,868	$ 841,602
Accrued expenses	1,052,166	933,143
Accounts payable and accrued expenses – related parties	1,381,201	1,030,523
Note payable, net of discount of $2,607 and $22,285 at October 31, 2024 and April 30, 2024, respectively	906,292	1,032,630
Note payable, currently in default, net of discount of $0 at October 31, 2024 and April 30, 2024, respectively	377,153	229,653
Note payable – related parties, net of discount of $111,086 and $47,152 at October 31, 2024 and April 30, 2024, respectively	341,444	73,326
Convertible notes payable, currently in default, net of discount of $0 at October 31, 2024 and April 30, 2024, respectively	398,955	150,000
Convertible notes payable, net of discount of $616 and $5,771 at October 31, 2024 and April 30, 2024, respectively	274,384	518,184
Convertible notes payable – related parties, net of discount of $9,751 and $0 at October 31, 2024 and April 30, 2024, respectively	62,253	50,000
Total current liabilities	5,699,716	4,859,061
Long-term liabilities	-	-
Total liabilities	5,699,716	4,859,061
Commitments and contingencies	-	-
Stockholders' deficit:		
Common stock; $0.001 par value; 50,000,000,000 shares authorized, 9,692,800,957 and 9,442,800,957 shares issued and outstanding at October 31, 2024 and April 30, 2024, respectively	9,692,800	9,442,800
Preferred stock; $0.001 par value; 1,000,000 shares authorized:		
1,000 Series A preferred shares issued and outstanding at October 31, 2024 and April 30, 2024	1	1
1,014 and 1,029 Series B preferred shares issued and outstanding at October 31, 2024 and April 30, 2024, respectively	2	2
Additional paid-in capital	67,479,295	67,654,963
Non-controlling interest	9,871	9,871
Accumulated deficit	(81,848,060)	(80,921,391)
Total stockholders' deficit	(4,666,091)	(3,813,754)
Total liabilities and stockholders' deficit	$ 1,033,625	$ 1,045,307

See accompanying notes to condensed consolidated financial statements.

MMEX RESOURCES CORPORATION
Condensed Consolidated Statements of Operations
(Unaudited)

	Three Months Ended October 31, 2024	Three Months Ended October 31, 2023	Six Months Ended October 31, 2024	Six Months Ended October 31, 2023
Revenues	$ -	$ -	$ -	$ -
Operating expenses:				
General and administrative expenses	358,169	312,175	708,700	636,213
Project costs	-	5,482	5,430	5,482
Depreciation and amortization	9,100	9,100	18,197	18,197
Total operating expenses	367,269	326,757	732,327	659,892
Loss from operations	(367,269)	(326,757)	(732,327)	(659,892)
Other income (expense):				
Interest expense	(84,165)	(108,952)	(174,329)	(208,091)
Loss on extinguishment of debt	(20,013)	-	(20,013)	-
Gain (loss) on extinguishment of liabilities	-	1,148	-	(752,150)
Total other income (expense)	(104,178)	(107,804)	(194,342)	(960,241)
Income (loss) before income taxes	(471,447)	(434,561)	(926,669)	(1,620,133)
Provision for income taxes	-	-	-	-
Net income (loss)	(471,447)	(434,561)	(926,669)	(1,620,133)
Net income (loss) attributable to the common shareholders	$ (471,447)	$ (434,561)	$ (926,669)	$ (1,620,133)
Net income (loss) per common share – basic and diluted	$ (0.0001)	$ (0.00)	$ (0.00)	$ (0.00)
Weighted average number of common shares outstanding – basic and diluted	9,692,800,957	6,957,495,841	9,584,105,305	5,628,915,833

See accompanying notes to condensed consolidated financial statements.

MMEX RESOURCES CORPORATION
Condensed Consolidated Statement of Stockholders' Deficit
Three and Six Months Ended October 31, 2023 (Unaudited)

	Common Stock		Series A Preferred Stock		Series B Preferred Stock		Additional Paid-in Capital	Non-Controlling Interest	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance, April 30, 2023	769,618,295	$ 769,618	1,000	$ 1	1,144	$ 2	$ 69,082,490	$ 9,871	$ (72,727,305)	$ (2,865,323)
Shares issued for conversion of convertible notes payable and accrued interest	356,708,619	356,709	-	-	-	-	(327,320)	-	-	29,389
Shares issued for accrued liabilities	279,120,377	279,120	-	-	-	-	(195,384)	-	-	83,736
Shares issued for accrued liabilities – related parties	3,174,187,995	3,174,188	-	-	-	-	(2,282,055)	-	-	892,133
Consideration with debt	-	-	-	-	-	-	44,367	-	-	44,367
Consideration with debt – related parties	-	-	-	-	-	-	20,323	-	-	20,323
Shares of preferred stock converted into common stock	301,724,139	301,724	-	-	(35)	-	(301,724)	-	-	-
Stock-based compensation	-	-	-	-	-	-	28,200	-	-	28,200
Net (loss)	-	-	-	-	-	-	-	-	(1,185,572)	(1,185,572)
Balance, July 31, 2023	4,881,359,425	4,881,359	1,000	1	1,109	2	66,068,897	9,871	(73,912,877)	(2,952,747)
Shares issued for conversion of convertible notes payable and accrued interest	2,400,554,308	2,400,554	-	-	-	-	(2,225,942)	-	-	174,612
Consideration with debt	-	-	-	-	-	-	42,043	-	-	42,043
Shares of preferred stock converted into common stock	350,909,091	350,909	-	-	(19)	-	(350,909)	-	-	-
Net (loss)	-	-	-	-	-	-	-	-	(434,561)	(434,561)
Balance, October 31, 2023	7,632,822,824	$ 7,632,822	1,000	$ 1	1,090	$ 2	$ 63,534,089	$ 9,871	$ (74,347,438)	$ (3,170,653)

See accompanying notes to condensed consolidated financial statements.

MMEX RESOURCES CORPORATION
Condensed Consolidated Statement of Stockholders' Deficit
Three and Six Months Ended October 31, 2024 (Unaudited)

	Common Stock		Series A Preferred Stock		Series B Preferred Stock		Additional Paid-in Capital	Non-Controlling Interest	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance, April 30, 2024	9,442,800,957	$ 9,442,800	1,000	$ 1	1,029	$ 2	$ 67,654,963	$ 9,871	$ (80,921,391)	$ (3,813,754)
Consideration with debt – related parties	-	-	-	-	-	-	39,326	-	-	39,326
Shares of preferred stock converted into common stock	250,000,000	250,000	-	-	(15)	-	(250,000)	-	-	-
Net (loss)	-	-	-	-			-	-	(455,222)	(455,222)
Balance, July 31, 2024	9,692,800,957	9,692,800	1,000	1	1,014	2	67,444,289	9,871	(81,376,613)	(4,229,650)
Consideration with debt – related parties	-	-	-	-	-	-	35,006	-	-	35,006
Net (loss)	-	-	-	-	-	-	-	-	(471,447)	(471,447)
Balance, October 31, 2024	9,692,800,957	$ 9,692,800	1,000	$ 1	1,014	$ 2	$ 67,479,295	$ 9,871	$ (81,848,060)	$ (4,666,091)

See accompanying notes to condensed consolidated financial statements.

MMEX RESOURCES CORPORATION
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Six Months Ended October 31, 2024	Six Months Ended October 31, 2023
Cash flows from operating activities:		
Net income (loss)	$ (926,669)	$ (1,620,133)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation and amortization expense	18,197	18,197
Amortization of debt discount	81,695	63,011
Stock-based compensation	-	28,200
Note recorded for loan penalties	-	25,000
Loss on extinguishment of liabilities	-	752,150
Loss on extinguishment of debt	20,013	-
(Increase) decrease in prepaid expenses and other current assets	(500)	18,500
Increase (decrease) in liabilities:		
Accounts payable	64,266	38,215
Accrued expenses	119,023	89,074
Accounts payable and accrued expenses – related party	352,390	375,622
Net cash used in operating activities	(271,585)	(212,164)
Cash flows from investing activities:		
Purchase of property and equipment	-	-
Net cash used in investing activities	-	-
Cash flows from financing activities:		
Proceeds from notes payable	7,000	100,000
Proceeds from convertible notes payable	-	50,000
Repayments of notes payable	(16,276)	(8,614)
Repayments of convertible notes payable	-	(19,590)
Proceeds from convertible notes payable – related parties		50,000
Proceeds from notes payable – related parties	302,776	30,400
Repayments on notes payable – related parties	(15,900)	-
Net cash provided by financing activities	277,600	202,196
Net increase (decrease) in cash	6,015	(9,968)
Cash at the beginning of the period	898	10,363
Cash at the end of the period	$ 6,913	$ 395
Supplemental disclosure:		
Interest paid	$ 2,152	$ 20,945
Income taxes paid	$ -	$ -
Non-cash investing and financing activities:		
Common stock issued in conversion of debt	$ -	$ 204,001
Common stock issued for accrued liability	$ -	$ 17,808
Related party convertible note for note payable	$ -	$ 20,000
Common stock issued for accrued liability – related parties	$ -	$ 204,763
Warrants issued for debt discount	$ -	$ 86,410
Warrants issued for debt discount – related parties	$ 74,332	$ 20,323
Preferred stock converted into common stock	$ 250,000	$ 652,633

See accompanying notes to condensed consolidated financial statements.

MMEX RESOURCES CORPORATION
Notes to Condensed Consolidated Financial Statements
Six Months Ended October 31, 2024 (Unaudited)

NOTE 1 – BACKGROUND, ORGANIZATION AND BASIS OF PRESENTATION

MMEX Resources Corporation (the "Company" or "MMEX") was formed as a Nevada corporation in 2005. The current management team lead an acquisition of the Company (then named Management Energy, Inc.) through a reverse merger completed on September 23, 2010 and changed the Company's name to MMEX Mining Corporation on February 11, 2011 and to MMEX Resources Corporation on April 6, 2016.

Since 2021 MMEX has expanded its focus to the development, financing, construction and operation of clean fuels infrastructure projects powered by renewable energy.

The accompanying consolidated financial statements include the accounts of the following entities, all of which the Company maintains control through a majority ownership or through common ownership:

Name of Entity	%	Form of Entity	State of Incorporation	Relationship
MMEX Resources Corporation ("MMEX")	-	Corporation	Nevada	Parent
Pecos Clean Fuels & Transport (formerly Refining & Transport, LLC	100%	LLC	Texas	Subsidiary
Trans Permian H2Hub, LLC	100%	LLC	Texas	Subsidiary
MMEX Solar Resources, LLC	100%	LLC	Texas	Subsidiary
Hydrogen Global, LLC	100%	LLC	Texas	Subsidiary

All significant inter-company transactions have been eliminated in the preparation of the consolidated financial statements.

The Company has adopted a fiscal year end of April 30.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Our significant accounting policies are described in our Annual Report on Form 10-K for the year ended April 30, 2024 filed with the SEC on July 29, 2024.

Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its aforementioned subsidiaries and entities under common ownership. All significant intercompany accounts and transactions have been eliminated in consolidation. The ownership interests in subsidiaries that are held by owners other than the Company are recorded as non-controlling interest and reported in our consolidated balance sheets within stockholders' deficit. Losses attributed to the non-controlling interest and to the Company are reported separately in our consolidated statements of operations.

Use of Estimates

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

Property and equipment

Property and equipment is recorded at the lower of cost or estimated net recoverable amount, and is depreciated using the straight-line method over the estimated useful life of the related asset as follows:

Office furniture and equipment	10 years
Computer equipment and software	5 years
Land improvements	15 years
Land easements	10 years

The land easements owned by the Company have a legal life of 10 years.

Maintenance and repairs are charged to expense as incurred. Significant renewals and betterments will be capitalized. At the time of retirement or other disposition of equipment, the cost and accumulated depreciation will be removed from the accounts and the resulting gain or loss, if any, will be reflected in operations.

The Company will assess the recoverability of property and equipment by determining whether the depreciation and amortization of these assets over their remaining life can be recovered through projected undiscounted future cash flows. The amount of equipment impairment, if any, will be measured based on fair value and is charged to operations in the period in which such impairment is determined by management.

Derivative liabilities

We estimate the fair value of the derivatives using multinomial lattice models that value the derivative liabilities based on a probability weighted cash flow model using projections of the various potential outcomes. These estimates are based on multiple inputs, including the market price of our stock, interest rates, our stock price volatility and management's estimates of various potential equity financing transactions. These inputs are subject to significant changes from period to period and to management's judgment; therefore, the estimated fair value of the derivative liabilities will fluctuate from period to period, and the fluctuation may be material.

Fair value of financial instruments

Under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures,* and ASC 825, *Financial Instruments,* the FASB establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This Statement reaffirms that fair value is the relevant measurement attribute. The adoption of this standard did not have a material effect on the Company's consolidated financial statements as reflected herein. The carrying amounts of cash, prepaid expense and other current assets, accounts payable, accrued expenses and notes payable reported on the accompanying consolidated balance sheets are estimated by management to approximate fair value primarily due to the short-term nature of the instruments.

An entity is required to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value using a hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The hierarchy prioritized the inputs into three levels that may be used to measure fair value:

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in markets that are not active.

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

Revenue Recognition

The Company recognizes revenue in accordance with ASC 606, *Revenue from Contracts with Customers* ("ASC 606"), as amended. ASC 606 provides a single comprehensive model to be used in the accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance, including industry-specific guidance. The standard's stated core principle is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve this core principle, ASC 606 includes provisions within a five-step model that includes identifying the contract with a customer, identifying the performance obligations in the contract, determining the transaction price, allocating the transaction price to the performance obligations, and recognizing revenue when, or as, an entity satisfies a performance obligation.

Project costs

All project costs incurred, including acquisition of refinery rights, planning, design and permitting, have been recorded as project costs and expensed as incurred.

Basic and diluted income (loss) per share

Basic net income or loss per share is calculated by dividing net income or loss (available to common stockholders) by the weighted average number of common shares outstanding for the period. Diluted income or loss per share reflects the potential dilution that could occur if securities or other contracts to issue common stock, such as stock options, warrants, convertible debt and convertible preferred stock, were exercised or converted into common stock. For the six months ended October 31, 2024 and October 31, 2023 all potentially dilutive securities had an anti-dilutive effect and were not included in the calculation of diluted net loss per common share; therefore, basic net loss per common share is the same as diluted net loss per share.

Stock-based compensation

Pursuant to FASB ASC 718, the Company accounts for the issuance of equity instruments, including grants of stock options and warrants, to acquire goods and/or services based on the fair value of the goods and services or the fair value of the equity instrument at the time of issuance, whichever is more reliably determinable. The measurement date for the fair value of the equity instruments issued is determined as the earlier of (i) the date at which a commitment for performance is reached or (ii) the date at which the performance is complete. In the case of equity instruments issued for services to be performed over time, the fair value of the equity instrument is recognized over the service period. For the six months ended October 31, 2024 and 2023, the Company recorded stock-based compensation of $0 and $28,200, respectively.

Reclassifications

Certain amounts in the consolidated financial statements for the prior year have been reclassified to conform with the current year presentation.

Recently Issued Accounting Pronouncements

The Company has reviewed all new accounting pronouncements issued or proposed by the FASB and does not believe any of the accounting pronouncements has had, or will have, a material impact on its consolidated financial position or results of operations.

NOTE 3 – GOING CONCERN

Our consolidated financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. We have incurred continuous losses from operations, have an accumulated deficit of $81,848,060 and a total stockholders' deficit of $4,666,091 at October 31, 2024, and have reported negative cash flows from operations since inception. While we have received debt and equity funding during the period and have cash on hand of $6,913 at October 31, 2024, we still have a working capital deficit of $5,689,303, therefore there is a question of whether or not we have the cash resources to meet our operating commitments for the next twelve months and have, or will obtain, sufficient capital investments to implement our business plan, including the development of our planned hydrogen projects. Finally, our ability to continue as a going concern must be considered in light of the problems, expenses and complications frequently encountered by entrance into established and emerging markets and the competitive environment in which we operate.

Since inception, our operations have primarily been funded through private debt and equity financing, and we expect to continue to seek additional funding through private or public equity and debt financing. Our ability to continue as a going concern is dependent on our ability to generate sufficient cash from operations to meet our cash needs and/or to raise funds to finance ongoing operations and repay debt. However, there can be no assurance that we will be successful in our efforts to raise additional debt or equity capital or that amounts will be adequate to meet our needs. These factors, among others, raise substantial doubt that we will be able to continue as a going concern for a reasonable period of time.

The consolidated financial statements do not include any adjustments that might result from the outcome of any uncertainty as to the Company's ability to continue as a going concern. The consolidated financial statements also do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 4 – RELATED PARTY TRANSACTIONS

Accounts Payable and Accrued Expenses – Related Parties

Accounts payable and accrued expenses to related parties, consisting primarily of consulting fees and expense reimbursements payable, totaled $1,381,201 and $1,030,523 as of October 31, 2024 and April 30, 2024, respectively.

Effective July 1, 2019, we entered into a consulting agreement with Maple Resources Corporation ("Maple Resources"), a related party controlled by our President and CEO, that provides for payment of consulting fees and expense reimbursement related to business development, financing and other corporate activities. Effective March 1, 2021 the Maple Resources consulting agreement was amended to provide for monthly consulting fees of $20,000. During the six months ended October 31, 2024, we incurred consulting fees and expense reimbursement to Maple Resources totaling $125,176 and we made payments to Maple Resources of $84,100.

In addition, the consulting agreement provides for the issuance to Maple Resources of shares of our common stock each month with a value of $5,000, with the number of shares issued based on the average closing price of the stock during the prior month. Effective August 1, 2024 the consulting agreement was amended to provide the issuance of shares of our common stock each month with a value of $7,500, with the numbers of shares issued based on the factor of 10% above the lowest notice of conversion price by a 3rd party for the trailing month. During the six months ended October 31, 2024 we recorded $37,500 for accrued consulting fees and we issued no shares for payment.

During the six months ended October 31, 2024, Maple Resources made advances to $6,665 to assist the Company with cash flow challenges, we made payments to Maple Resources of $17,810 resulting in $0 still owed as of October 31, 2024.

Amounts included in accounts payable and accrued expenses – related parties due to Maple Resources totaled $393,726 ($177,500 payable in stock) and $327,049 ($140,000 payable in stock) as of October 31, 2024 and April 30, 2024, respectively.

During the six months ended October 31, 2024 and year ended April 30, 2024, Jack Hanks, our President and CEO, made advances of $2,500 and $2,190 to assist the Company with cash flows challenges, resulting in $5,493 and $2,190 included in accounts payable and accrued expenses – related parties as October 31, 2024 and April 30, 2024.

Effective October 1, 2018, we entered into a consulting agreement with Leslie Doheny-Hanks, the wife of our President and CEO, to issue shares of our common stock each month with a value of $2,500, with the number of shares issued based on the average closing price of the stock during the prior month. The related party consultant provides certain administrative and accounting services and is reimbursed for expenses paid on behalf of the Company. Effective August 1, 2024 the consulting agreement was amended to provide the issuance of shares of our common stock each month with a value of $3,500, with the numbers of shares issued based on the factor of 10% above the lowest notice of conversion price by a 3rd party for the trailing month. During the six months ended October 31, 2024 we recorded $18,000 for the amount payable in stock under the consulting agreement and recorded expense reimbursements owed to Mrs. Hanks of $41,354. We made no payments and issued no shares for payment during the six months ended October 31, 2024.

During the year ended April 30, 2024, Mrs. Hanks made advances of $5,845 to assist the Company with cash flow challenges, resulting in $5,845 still owed as of October 31, 2024.

Amounts included in accounts payable and accrued expenses – related parties due to Mrs. Hanks totaled $211,987 ($88,000 payable in stock) and $152,633 ($70,000 payable in stock) as of October 31, 2024 and April 30, 2024, respectively.

Effective February 1, 2021 the Company entered into consulting agreements with three children of our President and CEO, which were amended as of December 31, 2021 to continue on a month-to-month basis. During the six months ended October 31, 2024 we incurred $66,000 for fees and expense reimbursements to the children and we made payments of $5,900. Amounts included in accounts payable and accrued expenses – related parties due to the CEO's children totaled $188,584 and $128,484 as of October 31, 2024 and April 30, 2024, respectively.

Effective September 1, 2021, we entered into a consulting agreement with BNL Family Trust, a related party to Bruce Lemons, Director, to issue shares of our common stock each month with a value of $2,500, with the number of shares issued based on the average closing price of the stock during the prior month. Effective August 1, 2024 the consulting agreement was amended to provide the issuance of shares of our common stock each month with a value of $2,500, with the numbers of shares issued based on the factor of 10% above the lowest notice of conversion price by a 3rd party for the trailing month. During the six months ended October 31, 2024 we recorded $15,000 for the amount payable in stock under the consulting agreement, we incurred $5,200 for other consulting fees and made no payments.

Amounts included in accounts payable and accrued expenses – related parties due to BNL Family Trust totaled $90,200 ($85,000 payable in stock) and $70,000 (all payable in stock) as of October 31, 2024 and April 30, 2024, respectively.

Effective November 1, 2020, we entered into a consulting agreement with Nabil Katabi, a shareholder of more than ten percent, to provide for monthly consulting fees of $10,000 and to issue shares of our common stock each month with a value of $2,000, with the number of shares issues based on the average closing price of the stock during the prior month. Effective April 30, 2023 the consulting agreement was amended to provide for monthly consulting fees of $20,000. During the six months ended October 31, 2024, we incurred consulting fees and expense reimbursement to Nabil Katabi totaling $134,346 and we made payments of $30,000.

In addition, the consulting agreement provides for the issuance to Nabil Katabi of shares of our common stock each month with a value of $5,000, with the number of shares issued based on the average closing price of the stock during the prior month. Effective August 1, 2024 the consulting agreement was amended to provide the issuance of shares of our common stock each month with a value of $7,500, with the numbers of shares issued based on the factor of 10% above the lowest notice of conversion price by a 3rd party for the trailing month. During the six months ended October 31, 2024 we recorded $37,500 for accrued consulting fees and we issued no shares for payment.

During the year ended April 30, 2024, Nabil Katabi made advances of $16,220 to assist the Company with cash flow challenges, resulting in $16,220 still owed as of October 31, 2024.

Amounts included in accounts payable and accrued expenses - related parties due to Nabil Katabi totaled $491,210 ($129,500 payable in stock) and $349,364 ($92,000 payable in stock) as of October 31, 2024 and April 30, 2024, respectively.

Convertible Notes Payable – Related Parties

Convertible notes payable - related parties consist of the following:

	October 31, 2024	April 30, 2024
Convertible note payable with Maple Resources Corporation, matures on October 13, 2024, with interest at 5%, convertible into common shares of the Company [1]	$ -	$ 50,000
Convertible note payable with Maple Resources Corporation, matures on October 14, 2025, with interest at 18% [2]	72,004	-
Less discount	(9,751)	-
Total	$ 62,253	$ 50,000

[1] This convertible note with Maple Resources, a related party, was entered into on October 13, 2023 in exchange for cash of $50,000 and is convertible into common shares of the Company at a conversion price equal to 110% of the lowest price at which the shares of common stock were issued by the Company during the twenty prior trading days, including the day upon which a notice of conversion is received by the Company. As of October 31, 2024 and April 30, 2024 accrued interest on the convertible note was $0 and $753, respectively. On September 17, 2024 the principle and accrued interest of $51,712 were rolled into a new convertible note, therefore the loan was considered paid in full.

[2] On September 17, 2024 the Company executed a convertible note with Maple Resources, a related party, with a face amount of $51,712, convertible into common shares of the Company at a conversion price equal to 110% of the lowest price at which the shares of common stock were issued by the Company during the twenty prior trading days, including the day upon which a notice of conversion is received by the Company. The note has a maturity date of October 14, 2025. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $10,984 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, a loss of extinguishment of debt of $9,308 was recorded and included in other income (expenses) within the accompanying statement of operations.

Notes Payable – Related Parties

Notes payable – related parties consist of the following at:

		October 31, 2024		April 30, 2024
Note payable to a related party with an issue date of May 7, 2023 with interest at 18% [1]	$	16,430	$	11,800
Note payable to a related party with an issue date of May 16, 2023 with interest at 18% [2]		6,572		4,720
Note payable to a related party with an issue date of May 31, 2023 with interest at 18% [3]		10,515		7,552
Note payable to a related party with an issue date of June 6, 2023 with interest at 18% [4]		8,215		5,900
Note payable to a related party with an issue date of July 3, 2023 with interest at 18% [5]		8,215		5,900
Note payable to a related party with an issue date of November 3, 2023 with interest at 18% [6]		8,260		8,260
Note payable to a related party with an issue date of February 12, 2024 with interest at 18% [7]		2,006		2,006
Note payable to a related party with an issue date of March 17, 2024 with interest at 18% [8]		-		7,080
Note payable to a related party with an issue date of April 25, 2024 with interest at 18% [9]		5,340		8,260
Note payable to a related party with an issue date of April 26, 2024 with interest at 18% [10]		59,000		59,000
Note payable to a related party with an issue date of May 29, 2024 with interest at 18% [11]		59,000		-
Note payable to a related party with an issue date of June 4, 2024 with interest at 18% [12]		3,068		-
Note payable to a related party with an issue date of June 4, 2024 with interest at 18% [13]		3,054		-
Note payable to a related party with an issue date of June 4, 2024 with interest at 18% [14]		3,054		-
Note payable to a related party with an issue date of July 2, 2024 with interest at 18% [15]		-		-
Note payable to a related party with an issue date of July 8, 2024 with interest at 5% [16]				
$60,000 draw on July 8, 2024		63,000		-
$60,000 draw on August 14, 2024		63,000		-
$60,000 draw on September 16, 2024		63,000		-
Note payable to a related party with an issue date of October 16, 2024 with interest at 18% [17]				
$60,000 draw on October 20, 2024		70,800		-
Total		452,529		120,478
Less discount		(111,085)		(47,152)
Net	$	341,444	$	73,326

[1] Effective May 7, 2023, the Company entered into a promissory note with Lake of Silver, LLC, a related party, through its wholly owned subsidiary, Pecos Clean Fuels & Transport, LLC. The note has a principal amount of $10,000 and a maturity date of May 7, 2024. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $1,800 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, the note was issued with 156,739,812 warrants, thus $7,265 of the $10,000 in note proceeds were allocated to the warrants with an increase in additional paid-in capital (see Note 8) and an increase in debt discount. On August 1, 2024 the note payable was amended to extend the maturity date to October 1, 2025 and included an additional 18%, in lieu of interest, of the principal plus the initial in lieu of interest amount. The Company determined the extension and modification to other terms met the conditions of a debt extinguishment; therefore, the Company recorded a loss on extinguishment of debt of $2,124, which was included in other income (expenses) within the accompanying statement of operations. In addition, $2,506 was recorded as a debt discount on the amendment date to be recognized over the extended term of the note.

[2] Effective May 16, 2023, the Company entered into a promissory note with Alpenglow Consulting, LLC, a related party, through its wholly owned subsidiary, Pecos Clean Fuels & Transport, LLC. The note has a principal amount of $4,000 and a maturity date of May 16, 2024. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $720 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, the note was issued with 62,695,925 warrants, thus $3,198 of the $4,000 in note proceeds were allocated to the warrants with an increase in additional paid-in capital (see Note 8) and an increase in debt discount. On August 1, 2024 the note payable was amended to extend the maturity date to October 1, 2025 and included an additional 18%, in lieu of interest, of the principal plus the initial in lieu of interest amount. The Company determined the extension and modification to other terms met the conditions of a debt extinguishment; therefore, the Company recorded a loss on extinguishment of debt of $850, which was included in other income (expenses) within the accompanying statement of operations. In addition, $1,003 was recorded as a debt discount on the amendment date to be recognized over the extended term of the note.

[3] Effective May 31, 2023, the Company entered into a promissory note with BNL Family Trust, a related party, through its wholly owned subsidiary, Pecos Clean Fuels & Transport, LLC. The note has a principal amount of $6,400 and a maturity date of May 31, 2024. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $1,152 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, the note was issued with 100,313,480 warrants, thus $5,386 of the $6,400 in note proceeds were allocated to the warrants with an increase in additional paid-in capital (see Note 8) and an increase in debt discount. On August 1, 2024 the note payable was amended to extend the maturity date to October 1, 2025 and included an additional 18%, in lieu of interest, of the principal plus the initial in lieu of interest amount. The Company determined the extension and modification to other terms met the conditions of a debt extinguishment; therefore, the Company recorded a loss on extinguishment of debt of $1,359, which was included in other income (expenses) within the accompanying statement of operations. In addition, $1,604 was recorded as a debt discount on the amendment date to be recognized over the extended term of the note.

[4] Effective June 6, 2023, the Company entered into a promissory note with Nabil Katabi, a related party, through its wholly owned subsidiary, Pecos Clean Fuels & Transport, LLC. The note has a principal amount of $5,000 and a maturity date of June 6, 2024. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $900 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, the note was issued with 78,369,906 warrants, thus $4,474 of the $5,000 in note proceeds were allocated to the warrants with an increase in additional paid-in capital (see Note 8) and an increase in debt discount. On August 1, 2024 the note payable was amended to extend the maturity date to October 1, 2025 and included an additional 18%, in lieu of interest, of the principal plus the initial in lieu of interest amount. The Company determined the extension and modification to other terms met the conditions of a debt extinguishment; therefore, the Company recorded a loss on extinguishment of debt of $1,062, which was included in other income (expenses) within the accompanying statement of operations. In addition, $1,253 was recorded as a debt discount on the amendment date to be recognized over the extended term of the note.

[5] Effective July 3, 2023, the Company entered into a promissory note with Alpenglow Consulting, LLC, a related party. The note has a principal amount of $5,000 and a maturity date of July 3, 2024. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $900 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, the note was issued with $5,000 consulting fee under a subscription agreement. On August 1, 2024 the note payable was amended to extend the maturity date to October 1, 2025 and included an additional 18%, in lieu of interest, of the principal plus the initial in lieu of interest amount. The Company determined the extension and modification to other terms met the conditions of a debt extinguishment; therefore, the Company recorded a loss on extinguishment of debt of $1,062, which was included in other income (expenses) within the accompanying statement of operations. In addition, $1,253 was recorded as a debt discount on the amendment date to be recognized over the extended term of the note.

[6] Effective November 3, 2023, the Company entered into a promissory note with Alpenglow Consulting, LLC, a related party. The note has a principal amount of $7,000 and a maturity date of November 3, 2024. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $1,260 was recorded as a debt discount at the notes inception to be recognized over the term of the note.

[7] Effective February 12, 2024, the Company entered into a promissory note with BNL Family Trust, a related party. The note has a principal amount of $1,700 and a maturity date of February 12, 2025. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $306 was recorded as a debt discount at the notes inception to be recognized over the term of the note.

[8] Effective March 17, 2024, the Company entered into a promissory note with Alpenglow Consulting, LLC, a related party. The note has a principal amount of $6,000 and a maturity date of March 17, 2025. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $1,080 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, as of October 31, 2024 the loan was paid back in full.

[9] Effective April 25, 2024, the Company entered into a promissory note with Alpenglow Consulting, LLC, a related party. The note has a principal amount of $7,000 and a maturity date of April 25, 2025. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $1,260 was recorded as a debt discount at the notes inception to be recognized over the term of the note. As of October 31, 2024, the note had an outstanding balance of $5,340.

[10] Effective April 26, 2024, the Company entered into a promissory note with Maple Resources, a related party. The note has a principal amount of $50,000 and a maturity date of April 26, 2025. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $9,000 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, the note was issued with 1,247,609,946 warrants, thus $33,947 of the $50,000 in note proceeds were allocated to the warrants with an increase in additional paid-in capital (see Note 8) and an increase in debt discount.

[11] Effective May 29, 2024, the Company entered into a promissory note with Maple Resources, a related party. The note has a principal amount of $50,000 and a maturity date of May 29, 2025. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $9,000 was recorded as a debt discount at the notes inception to be recognized over the term of the note.

[12] Effective June 4, 2024, the Company entered into a promissory note with BNL Family Trust, a related party. The note has a principal amount of $2,600 and a maturity date of June 6, 2025. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $468 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, the note was issued with 38,235,294 warrants, thus $1,443 of the $2,600 in note proceeds were allocated to the warrants with an increase in additional paid-in capital (see Note 8) and an increase in debt discount.

[13] Effective June 4, 2024, the Company entered into a promissory note with Maple Resources, a related party. The note has a principal amount of $2,588 and a maturity date of June 6, 2025. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $466 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, the note was issued with 38,235,294 warrants, thus $1,439 of the $2,588 in note proceeds were allocated to the warrants with an increase in additional paid-in capital (see Note 8) and an increase in debt discount.

[14] Effective June 4, 2024, the Company entered into a promissory note with Nabil Katabi, a related party. The note has a principal amount of $2,588 and a maturity date of June 6, 2025. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $466 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, the note was issued with 38,235,294 warrants, thus $1,439 of the $2,588 in note proceeds were allocated to the warrants with an increase in additional paid-in capital (see Note 8) and an increase in debt discount.

[15] Effective July 2, 2024, the Company entered into a promissory note with Alpenglow Consulting, LLC, a related party. The note has a principal amount of $5,000 and a maturity date of July 2, 2025. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $900 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, as of October 31, 2024 the loan was paid back in full.

[16] Effective July 8, 2024, the Company entered into a promissory note with Maple Resources, a related party. The note has a principal amount of $180,000 to be funded in three drawdowns of $60,000 each and a maturity date of July 8, 2025. In lieu of interest the Company is to pay the lender 5% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $9,000 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, the note was issued with 2,647,058,824 warrants, thus $35,006 of the $60,000 in note proceeds, from the first drawdown, were allocated to the warrants with an increase in additional paid-in capital (see Note 8) and an increase in debt discount. All three drawdowns of $60,000 each for a total of $180,000 were made under the Note.

[17] Effective October 16, 2024, the Company entered into a promissory note with Maple Resources, a related party. The note has a principal amount of $180,000 to be funded in three drawdowns of $60,000 each and a maturity date of October 16, 2025. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $10,800 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, the note was issued with 2,647,058,824 warrants, thus $35,006 of the $60,000 in note proceeds, from the first drawdown, were allocated to the warrants with an increase in additional paid-in capital (see Note 8) and an increase in debt discount. One drawdown of $60,000 was made on October 16, 2024 and a second one of $60,000 was made on November 21, 2024.

Equity Activity – Related Parties

During the six months ended October 31, 2024, the Company issued 5,408,823,530 warrants in consideration of debt therefore $74,332 of note proceeds were allocated to the warrants with an increase in additional paid-in capital (see Note 8).

[Table of Contents](#)

NOTE 5 – PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at:

	October 31, 2024	April 30, 2024
Office furniture and equipment	$ 13,864	$ 13,864
Computer equipment and software	6,555	6,555
Refinery land	721,828	721,828
Refinery land improvements	468,615	468,615
Refinery land easements	37,015	37,015
	1,247,877	1,247,877
Less accumulated depreciation and amortization	(224,665)	(206,468)
	$ 1,023,212	$ 1,041,409

Depreciation and amortization expense totaled $18,197 and $18,197 for the six months ended October 31, 2024 and 2023, respectively.

NOTE 6 – ACCRUED EXPENSES

Accrued expenses consisted of the following at:

	October 31, 2024	April 30, 2024
Accrued payroll	$ 30,090	$ 30,090
Accrued consulting	55,500	26,000
Accrued interest and penalties	872,402	782,879
Other	94,174	94,174
	$ 1,052,166	$ 933,143

NOTE 7 – NOTES PAYABLE

Note Payable, Currently in Default

Note payable, currently in default, consists of the following at:

	October 31, 2024	April 30, 2024
Note payable to an unrelated party, matured March 18, 2014, with interest at 10%	$ 75,001	$ 75,001
Note payable to an unrelated party with an issue date of March 11, 2021 with interest at 10% [1]	136,952	136,952
Note payable to an unrelated party with an issue date of April 25, 2023 with interest at 18% [2]	17,700	17,700
Note payable to an unrelated party with an issue date of July 14, 2023 with interest at 18% [3]	70,800	-
Note payable to an unrelated party with an issue date of August 15, 2023 with interest at 18% [4]	38,350	38,350
Note payable to an unrelated party with an issue date of September 14, 2023 with interest at 18% [5]	38,350	38,350
Total	377,153	229,653
Less Discount	-	-
Net	$ 377,153	$ 229,653

[1] Effective March 11, 2021 the Company entered into a promissory note with Vista Capital Investments, Inc with a principal amount of $250,000. The maturity date of the note was March 11, 2022 which was amended on February 23, 2021 to extend the due date to December 31, 2022. The note has an interest rate of 10% per annum from the date of funding. On February 23, 2022 the Company made a payment of $113,048 to pay down the note principal and effective January 1, 2023 the note went into default as the due date had passed with no extension.

[2] Effective April 25, 2023, the Company entered into a promissory note with Poppy, LLC through its wholly owned subsidiary, Pecos Clean Fuels & Transport, LLC. The note has a principal amount of $15,000 and a maturity date of April 25, 2024. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $2,700 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, the note was issued with 235,109,718 warrants, thus $11,991 of the $15,000 in note proceeds were allocated to the warrants with an increase in additional paid-in capital and an increase in debt discount. On April 25, 2024 the note went into default as the due date had passed with no extension.

[3] Effective July 14, 2023, the Company entered into a promissory note with Eduardo Alberto Maldonado through its wholly owned subsidiary, Pecos Clean Fuels & Transport, LLC. The note has a principal amount of $60,000 and a maturity date of July 14, 2024. The Company received $35,000 cash and rolled $25,000 from a prior convertible note payable into this loan. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $10,800 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, the note was issued with 300,000,000 warrants, which was recorded at the fair market value of $150,000 with an increase in additional paid-in capital and the Company recognized a loss on settlement of debt of $67,196 for the extinguishment of debt of prior convertible note and accrued interest. On July 14, 2024 the note went into default as the due date had passed with no extension.

[4] Effective August 15, 2023, the Company entered into a promissory note with Eduardo Alberto Maldonado through its wholly owned subsidiary, Pecos Clean Fuels & Transport, LLC. The note has a principal amount of $32,500 and a maturity date of August 15, 2024. The Company received $32,500 cash. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $5,850 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, the note was issued with 325,000,000 warrants, thus $16,250 of the $32,500 in note proceeds were allocated to the warrants with an increase in additional paid-in capital (see Note 8) and an increase in debt discount. On August 15, 2024 the note went into default as the due date has passed with no extension.

[5] Effective September 14, 2023, the Company entered into a promissory note with Eduardo Alberto Maldonado through its wholly owned subsidiary, Pecos Clean Fuels & Transport, LLC. The note has a principal amount of $32,500 and a maturity date of September 14, 2024. The Company received $32,500 cash. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $5,850 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, the note was issued with 625,000,000 warrants, thus $25,794 of the $32,500 in note proceeds were allocated to the warrants with an increase in additional paid-in capital (see Note 8) and an increase in debt discount. On September 14, 2024 the note went into default as the due date has passed with no extension.

Notes Payable

Notes payable consist of the following at:

	October 31, 2024	April 30, 2024
Note payable to an unrelated party with an issue date of February 28, 2022 with interest at 10% [1]	$ 81,039	$ 88,815
Note payable to an unrelated party with an issue date of June 2, 2023 with interest at 18% [2]	32,860	23,600
Note payable to an unrelated party with an issue date of July 14, 2023 with interest at 18% [3]	-	70,800
Note payable to an unrelated party with an issue date of August 15, 2023 with interest at 18% [4]	-	38,350
Note payable to an unrelated party with an issue date of September 14, 2023 with interest at 18% [5]	-	38,350
Note payable to an unrelated party with an issue date of February 22, 2021 with interest at 10% [6]		
$250,000 draw on March 5, 2021	250,000	250,000
$200,000 draw on March 26, 2021	200,000	200,000
$50,000 draw on April 13, 2022	50,000	50,000
$295,000 draw on December 18, 2023	295,000	295,000
Note payable to an unrelated party with an issue date of September 13, 2024 with interest at 18% [7]	-	-
Total	908,899	1,054,915
Less Discount	(2,607)	(22,285)
Net	$ 906,292	$ 1,032,630

[1] Effective February 28, 2022 the Company entered into a promissory note with Oscar and Ilda Gonzales with a principal amount of $102,500. The maturity date of the note is February 28, 2026 and repayments on the note are to begin on March 1, 2023 in the amount of $3,309 per month. The note has an interest rate of 10% per annum. As of October 31, 2024 and April 30, 2024 accrued interest on the convertible note was $4,283 and $2,840, respectively.

[2] Effective June 2, 2023, the Maple Resources Corporation, the Company's wholly owned subsidiary entered into an exchange agreement with Seeta Zieger Trust and a subscription agreement through the Company's wholly owned subsidiary, Pecos Clean Fuels & Transport, LLC. Seeta Zieger Trust acquired, through the exchange agreement, the rights to the "Maple Note" (a convertible note was entered into on February 25, 2023 in exchange for cash of $20,000 and is convertible into common shares of the Company at a conversion price equal to 110% of the lowest price at which the shares of common stock were issued by the Company during the twenty prior trading days, including the day upon which a notice of conversion is received by the Company). The note has a principal amount of $20,000 and a maturity date of June 2, 2024. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $3,600 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, the note was issued with 313,479,624 warrants, thus $15,988 of the $20,000 in the note converted were allocated to the warrants with an increase in additional paid-in capital (see Note 8) and an increase in debt discount. On August 1, 2024 the note payable was amended to extend the maturity date to December 2, 2025 and included an additional 18%, in lieu of interest, of the principal plus the initial in lieu of interest amount. The Company determined the extension and modification to other terms met the conditions of a debt extinguishment; therefore, the Company recorded a loss on extinguishment of debt of $4,248, which was included in other income (expenses) within the accompanying statement of operations. In addition, $5,013 was recorded as a debt discount on the amendment date to be recognized over the extended term of the note.

[3] Effective July 14, 2023, the Company entered into a promissory note with Eduardo Alberto Maldonado through its wholly owned subsidiary, Pecos Clean Fuels & Transport, LLC. The note has a principal amount of $60,000 and a maturity date of July 14, 2024. The Company received $35,000 cash with the remainder to be funded on or before December 31, 2023. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $6,300 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, the note was issued with 300,000,000 warrants, thus $28,379 of the $35,000 in note proceeds were allocated to the warrants with an increase in additional paid-in capital (see Note 8) and an increase in debt discount. On July 14, 2024 the note went into default as the due date had passed with no extension.

[4] Effective August 15, 2023, the Company entered into a promissory note with Eduardo Alberto Maldonado through its wholly owned subsidiary, Pecos Clean Fuels & Transport, LLC. The note has a principal amount of $32,500 and a maturity date of August 15, 2024. The Company received $32,500 cash. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $5,850 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, the note was issued with 325,000,000 warrants, thus $16,250 of the $32,500 in note proceeds were allocated to the warrants with an increase in additional paid-in capital (see Note 8) and an increase in debt discount. On August 15, 2024 the note went into default as the due date has passed with no extension.

[5] Effective September 14, 2023, the Company entered into a promissory note with Eduardo Alberto Maldonado through its wholly owned subsidiary, Pecos Clean Fuels & Transport, LLC. The note has a principal amount of $32,500 and a maturity date of September 14, 2024. The Company received $32,500 cash. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $5,850 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, the note was issued with 625,000,000 warrants, thus $25,794 of the $32,500 in note proceeds were allocated to the warrants with an increase in additional paid-in capital (see Note 8) and an increase in debt discount. On September 14, 2024 the note went into default as the due date has passed with no extension.

[6] Effective February 22, 2021 the Company entered into a promissory note with GS Capital Partners, LLC, with a principal amount of $1,000,000, which is subject to drawdown requests by the Company. The original maturity date of the note was the earlier of (i) December 31, 2021 or (ii) the consummation by the Company of an equity or equity-based financing providing net proceeds to the Company sufficient to retire the outstanding indebtedness under the note. On December 30, 2021 the Company entered into an amendment to the notes to extend the maturity date to March 31, 2022 and on April 12, 2022 the Company entered into an amendment to the notes to extend the maturity date to March 31, 2023. The note has an interest rate of 10% per annum from the date of each drawdown. On April 1, 2023 the note went into default as the due date had passed with no extension. On October 30, 2023 the Company entered into an extension agreement to extend the maturity date to December 31, 2024. The note has an interest rate of 10% per annum from the date of each drawdown. During the year ended April 30, 2024, $295,000 was drawn down against the note.

[7] Effective September 13, 2024, the Company entered into a promissory note with Poppy, LLC, with a principal amount of $5,000 and a maturity date of September 13, 2025. In lieu of interest the Company is to pay the lender 18% of the principal amount, in addition to the principal payment, on the maturity date. Accordingly, $1,500 was recorded as a debt discount at the notes inception to be recognized over the term of the note. In addition, as of October 31, 2024 the loan was paid back in full.

Convertible Note Payable, Currently in Default

Convertible notes payable, currently in default, consist of the following at:

	October 31, 2024	April 30, 2024
Note payable to an unrelated party, matured December 31, 2010, with interest at 10%, convertible into common shares of the Company [1]	$ 50,000	$ 50,000
Note payable to an unrelated party, matured January 27, 2012, with interest at 25%, convertible into common shares of the Company [2]	100,000	100,000
Extension fee added to note payable to an accredited investor issued, with interest at 18%, convertible into common shares of the Company at a defined variable exercise price [3]	183,955	-
Note payable to an accredited investor, with interest at 10%, convertible into common shares of the Company at a defined variable exercise price [4]	65,000	-
Total	398,955	150,000
Less discount	-	-
Net	$ 398,955	$ 150,000

[1] On March 8, 2010, the Company closed a note purchase agreement with an accredited investor pursuant to which the Company sold a $50,000 convertible note in a private placement transaction. In the transaction, the Company received proceeds of $35,000 and the investor also paid $15,000 of consulting expense on behalf of the Company. The convertible note was due and payable on December 31, 2010 with an interest rate of 10% per annum. The note is convertible at the option of the holder into our common stock at a fixed conversion price of $3.70, subject to adjustment for stock splits and combinations. On December 31, 2010 the note went into default as the due date had passed with no extension.

[2] Effective September 15, 2022, the Company entered into a convertible promissory note with a principal amount of $100,000 with Boot Capital, LLC. The Company received $91,250 after payment of $8,750 in fees and expenses of the lender and its counsel. The note has an interest rate of 10% per annum and a maturity date of September 15, 2023. The note can be converted into shares of common stock at a 42% discount from the lowest trading price during the 10 days prior to conversion. On September 15, 2023 the note went into default as the due date had passed with no extension.

[3] Effective February 28, 2023, the Company entered into a convertible promissory note with a principal amount of $226,875 with Sabby Volatility Warrant Master Fund, Ltd. This note was in exchange for a prior promissory note dated March 3, 2022 with principal due of $181,500 and accrued interest of $8,749, wherein the Company also incurred $36,626 worth of financing fees for the exchange. The note has an interest rate of 10% per annum and a maturity date of May 1, 2024. The note can be converted into shares of common stock at a variable exercise price that is equal to a 42% discount to the lowest trading price during the 10 days prior to conversion. On May 1, 2024 the note went into default as the due date had passed with no extension.

[4] Effective February 28, 2024, the Company issued and delivered to GS a 10% convertible note in the principal amount of $65,000. The note was issued at a discount and the Company received net proceeds of $60,000 after payment of $5,000 of fees and expenses of the lender and its counsel. GS, at its option, can convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock at a price of $0.00007 per share. The Company can prepay the note with prepayment penalties ranging from 105% to 125% during the first 180 days after issuance. On August 28, 2024 the note went into default as the due date had passed with no extension.

Convertible Notes Payable

Current convertible notes payable consisted of the following at:

	October 31, 2024	April 30, 2024
Note payable to an accredited investor, with interest at 10%, convertible into common shares of the Company at $0.005 per share [1]	$ 200,000	$ 200,000
Note payable to an accredited investor, with interest at 10%, convertible into common shares of the Company at $0.01 per share [2]	-	183,955
Note payable to an accredited investor, with interest at 10%, convertible into common shares of the Company at $0.11 per share [3]	55,000	55,000
Note payable to an accredited investor, with interest at 10%, convertible into common shares of the Company at $0.11 per share [4]	20,000	20,000
Note payable to an accredited investor, with interest at 10%, convertible into common shares of the Company at a defined variable exercise price [5]	-	65,000
Total	275,000	523,955
Less discount	(616)	(5,771)
Net	$ 274,384	$ 518,184

[1] Effective July 26, 2022, the Company issued and delivered to GS a 10% convertible note in the principal amount of $200,000, which was not funded until August 1, 2022. The note was issued at a discount and the Company received net proceeds of $185,000 after payment of $5,000 of fees and expenses of the lender and its counsel. GS, at its option, can convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock at a price of $0.055 per share, subject to adjustment if there are future financings with more favorable rates. The Company can prepay the note with prepayment penalties ranging from 105% to 125% during the first 180 days after issuance. On October 30, 2023 the Company entered into an extension agreement to extend the maturity date to December 31, 2024.

[2] Effective February 28, 2023, the Company entered into a convertible promissory note with a principal amount of $226,875 with Sabby Volatility Warrant Master Fund, Ltd. This note was in exchange for a prior promissory note dated March 3, 2022 with principal due of $181,500 and accrued interest of $8,749, wherein the Company also incurred $36,626 worth of financing fees for the exchange. The note has an interest rate of 10% per annum and a maturity date of May 1, 2024. The note can be converted into shares of common stock at a variable exercise price that is equal to a 42% discount to the lowest trading price during the 10 days prior to conversion. On May 1, 2024 the note went into default as the due date had passed with no extension.

[3] Effective August 24, 2023 the Company issued and delivered to GS a 10% convertible note in the principal amount of $55,000. The note was issued at a discount and the Company received net proceeds of $50,000 after payment of $2,000 of fees and expenses of the lender and its counsel. GS, at its option, can convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock at a price of $0.00007 per share. The Company can prepay the note with prepayment penalties ranging from 105% to 125% during the first 180 days after issuance.

[4] Effective April 12, 2022, the Company issued and delivered to GS a 10% convertible note in the principal amount of $165,000. The note was issued at a discount and the Company received net proceeds of $155,000 after payment of $10,000 of fees and expenses of the lender and its counsel. GS, at its option, can convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock at a price of $0.10 per share. The Company can prepay the note with prepayment penalties ranging from 105% to 125% during the first 180 days after issuance. During the year ended April 30, 2024 the Company converted $41,250 into 823,771,549 shares of common stock in accordance with the terms of the agreement and based on the variable conversion prices in effect on the date of the conversions, therefore no gain or loss was recorded. On October 30, 2023 the Company entered into an extension agreement to extend the maturity date to December 31, 2024. As of October 31, 2024, the note had an outstanding balance of $20,000.

[5] Effective February 28, 2024, the Company issued and delivered to GS a 10% convertible note in the principal amount of $65,000. The note was issued at a discount and the Company received net proceeds of $60,000 after payment of $5,000 of fees and expenses of the lender and its counsel. GS, at its option, can convert the unpaid principal balance of, and accrued interest on, the note into shares of common stock at a price of $0.00007 per share. The Company can prepay the note with prepayment penalties ranging from 105% to 125% during the first 180 days after issuance. On August 28, 2024 the note went into default as the due date had passed with no extension.

NOTE 8 – STOCKHOLDERS' DEFICIT

Authorized Shares

As of October 31, 2024 and April 30, 2024, the Company has authorized 50,001,000,000 and 25,001,000,000 shares of capital stock, consisting of 50,000,000,000 and 25,000,000,000 shares of common stock and 1,000,000 and 1,000,000 shares of preferred stock.

Common Stock Issuances

During the six months ended October 31, 2024, the Company issued a total of 250,000,000 shares of its common stock by converting from Series B preferred stock.

During the six months ended October 31, 2023, the Company issued a total of 6,863,204,529 shares of its common stock: 652,633,230 shares converted from Series B preferred stock; 2,757,262,927 shares valued at $204,001 in conversion of convertible notes principal of $193,170, accrued interest payable of $9,751, gain on settlement of $1,148 and conversion fees of $1,080; 279,120,377 shares for accrued liabilities of $17,808 which were valued at $83,736 based on the closing market price of the Company's stock on the day of conversions and therefore a loss of $65,928 was recognized; and 3,174,187,995 shares for accrued liabilities – related parties of $204,763 which were valued at $892,133 based on the closing market price of the Company's stock on the day of conversion and therefore a loss of $687,370 was recognized.

Series A Preferred Stock

The Series A preferred stock has no redemption, conversion or dividend rights; however, the holders of the Series A preferred stock, voting separately as a class, have the right to vote on all shareholder matters equal to 51% of the total vote.

During the six months ended October 31, 2024 and 2023 the Company did not issue any shares of its Series A preferred stock.

Series B Preferred Stock

The Series B preferred stock has a stated value equal to $1,000, has no redemption or voting rights, and are entitled to receive dividends on preferred stock equal, on an as-of-converted-to-common-stock basis, to and in the same form as the dividends paid on shares of the common stock. The Series B preferred stock was convertible, at the option of the holder, into the number of shares of common stock determined by dividing the stated value of such share of Preferred Stock by the initial Conversion Price of $0.10, which was adjusted to $0.05 per share effective June 7, 2022 and to $0.000058 effective May 5, 2023.

During the six months ended October 31, 2024 and 2023 the Company did not issue any shares of its Series B preferred stock. During the six months ended October 31, 2024 and 2023, 15 and 54 shares, respectively of Series B preferred stock were converted into 250,000,000 and 652,633,230 shares of common stock in accordance with the terms set forth in the certificate of designation, therefore no gain or loss was recorded.

Warrants

A summary of warrant activity during the six months ended October 31, 2024 is presented below:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)
Outstanding, April 30, 2024	3,614,267,692	$ 0.000212	4.66
Granted	5,408,823,530	$ 0.0001	4.56
Cancelled / Expired	-	$ -	
Outstanding, October 31, 2024	9,023,091,222	$ 0.000144	4.56

During the six months ended October 31, 2024 the Company issued warrants with debt arrangements that were recorded as debt discounts: 5,408,823,530 warrants to related parties valued at $74,332 (see Note 4).

Common Stock Reserved

Combined with the 9,692,800,957 common shares outstanding as of October 31, 2024, all authorized common shares had been issued or reserved for issuance of outstanding warrants, stock options, and convertible notes payable and no common shares were available for share issuances other than those shares included in the reserves.

NOTE 9 – COMMITMENTS AND CONTINGENCIES

Legal

In the ordinary course of business, we may be, or have been, involved in legal proceedings from time to time.

Sabby Volatility Warrant Master Fund, Ltd. ("Sabby") commenced litigation against us in a New York State Court, alleging the Company's breach of contract, fraud, and failure to maintain and deliver shares under the convertible note previously issued by the Company to Sabby. Sabby also holds the Company's Series B Preferred Stock and substantial warrants to purchase shares of our Common Stock. During September 2023, the court granted Sabby's request for an order (i) granting specific performance of Sabby's past and future requests for conversion, (ii) enjoining the Company from issuing shares of its Common Stock until it has complied with the order and (iii) directing the Company's transfer agent to take all actions necessary to enforce the order, including reserving shares issuable upon Sabby's conversion of its outstanding note payable.

Sabby subsequently sought and obtained a default order of contempt, entered on October 20, 2023, which among other matters cited the Company's failure to transfer shares without restriction and to reserve a sufficient number of shares of Common Stock to honor Sabby's potential conversions of its convertible note, Series B Preferred Stock and warrants. Upon the Company's motion to vacate the contempt order, the court vacated the contempt order on December 5, 2023.

On May 6, 2024, Sabby filed for an order of contempt against the Company for not complying with the Court's Order issued September 13, 2023. The Company agreed in a Stipulation Resolving Motion for Contempt filed on June 10, 2024 with Sabby to increase its authorized shares reserves to 35 billion shares and to place into reserves for Sabby conversions, 10 billion shares. On July 17, 2024, the Parties agreed to a Stipulation withdrawing the Motion for Contempt. The litigation has entered the discovery phase pursuant to the court's orders.

The Company is in compliance with the Court's September 13, 2023 Order.

NOTE 10 – SUBSEQUENT EVENTS

In accordance with ASC 855-10, all subsequent events have been reported through the filing date as set forth below.

Subsequent to October 31, 2024, the Company received the second drawdown of $60,000 from a related party promissory note originally issued on October 16, 2024 for $180,000 to be funded in three drawdowns of $60,000 each.

On November 3, 2024 the Company approved an amended promissory note with a related party to extend the maturity date of the note.

In December 2024, the Company approved amended promissory notes with third parties to extend the maturity dates of the notes.

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

The following discussion and analysis constitute forward-looking statements for purposes of the Securities Act and the Exchange Act and as such involves known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. The words "expect", "estimate", "anticipate", "predict", "believes", "plan", "seek", "objective" and similar expressions are intended to identify forward-looking statements or elsewhere in this report. Important factors that could cause our actual results, performance or achievement to differ materially from our expectations are discussed in detail in Item 1 above. All written or oral forward-looking statements attributable to us are expressly qualified in their entirety by such factors. We undertake no obligation to publicly release the result of any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Notwithstanding the foregoing, we are not entitled to rely on the safe harbor for forward looking statements under 27A of the Securities Act or 21E of the Exchange Act as long as our stock is classified as a penny stock within the meaning of Rule 3a51-1 of the Exchange Act. A penny stock is generally defined to be any equity security that has a market price (as defined in Rule 3a51-1) of less than $5.00 per share, subject to certain exceptions.

The following discussion should be read in conjunction with the Condensed Consolidated Financial Statements, including the notes thereto.

Overview

Company Information and Business Plan

MMEX Resources Corporation ("MMEX") was formed as a Nevada corporation in 2005. The current management team lead an acquisition of the Company (then named Management Energy, Inc.) through a reverse merger completed in 2010 and thereafter changed the Company's name to MMEX Mining Corporation.

MMEX is focused on the development, financing, construction and operation of clean fuels infrastructure projects powered by renewable energy. We have formed three special purpose entities of the Company - one to transition from legacy refining transportation fuels by producing them as ultra clean fuels with low CO_2, a second which plans to produce blue hydrogen from natural gas with carbon capture and utilize the hydrogen to produce electric power and a third which plans to produce green hydrogen converted to green ammonia for export. These three sub-divisions will be operating respectively as Pecos Clean Fuels & Transport, LLC, Trans Permian H2Hub, LLC and Hydrogen Global, LLC. The planned projects are designed to be powered by solar and wind renewable energy.

Our portfolio contains the following pipeline of planned projects:

Pecos Clean Fuel & Transport, LLC

Project 1: Pecos Clean Fuels & Transport, LLC -Ultra Clean Fuels Refining-Pecos County, Texas

We have teamed with Polaris Engineering to develop an ultra-clean transportation fuels refinery, up to 11,600 barrel per day feedrate crude oil refining facility at our Pecos County, Texas site. The planned product slate will consist of transportation grade finished products, including zero sulfur 87° gasoline, ultra-low sulfur diesel and low-sulfur fuel oil. In addition, to finished products, the Ultra Fuel® configuration has expected criteria pollutant emissions that are on the order of 95% lower than those of a traditional refinery in the US Gulf Coast. The planned Blue Hydrogen project if implemented, will provide the refinery with Hydrogen for fuel gas and thus reduce CO_2 emitting refineries in the world. The Ultra Fuels® configuration, with capex and technical details completed in the Front-End Load-2 ("FEL-2") engineering package, features modular design features to take advantage of proximity to Permian Basin fuel markets and to locate directly near crude oil production areas near the Company's owned 126-acre site. Because equipment is fabricated in modular units and shipped to site, this allows for an 18-month project completion time-frame and more rapid implementation. The modular concept with reduced footprint, as well as lower emissions, also allowed for faster permitting which we obtained for this facility from the Texas Commission on Environmental Quality on February 18, 2022.

Trans Permian H2Hub, LLC

Project 1: Pecos County, Texas- Blue Hydrogen to Power Project

The Company is in planning discussions with a super major oil company (the "Super Major") to utilize its natural gas in the Permian Basin to develop a Blue Hydrogen to Power Project at the Company's Pecos County, Texas site. The Project plans to utilize a portion of the Super Major's significant natural gas production and transportation from the Permian in Siemens Energy gas turbines and generators in combined cycle to produce electric power in Phase 1. In Phase 2 the natural gas will be converted into hydrogen utilizing a major international company's reformer technology, with the gas turbines converted to utilize 100% hydrogen to generate electric power. The produced electric power in both Phases will be managed and marketed to ERCOT, the Texas power distribution hub, by the Super Major power trading desk. The project design also includes a CO_2 capture and production facility with the CO_2 marketed to another Super Major oil company. The Project plans to utilize wind and solar power as its source of energy. Additionally, the Project plans to utilize its Hydrogen production as fuel gas to the refinery, and this fuel gas will generate zero CO_2 emissions from the refinery.

Hydrogen Global, LLC

Project 1: Hydrogen Global- Pecos County, Texas- Green Hydrogen Project to Green Ammonia Project

This planned project to utilize the proprietary electrolyzer technology of Siemens Energy, a major international technology provider to the Company, plans to convert water to hydrogen through electrolysis. The facility will utilize solar power, with the Company's owned water supply to produce up to 110 tons of hydrogen production per day. The Company and Siemens have completed the Front-End Engineering and Design ("FEED") study, which outlines the scope of the electrolyzer complex on the Company's 321-acre site in Pecos County, Texas. The Company is in discussions with several renewable power developers to become the technology provider for 320 MW solar power component. In addition, the Company is in discussions with a major international technology provider for the Ammonia complex, for conversion of the green hydrogen to green ammonia. The project plans to transport the ammonia by rail to the Port of Corpus Christi, then to utilize planned terminal and storage facilities at the Port to load out the ammonia with a major international shipping company for export markets. The major shipper had patterned technology to re-crack the ammonia to hydrogen on board ship for the last mile delivery to the ultimate buyer.

Project 2: Hydrogen Global- Tierra del Fuego Province Argentina-Green Hydrogen Project

On April 28, 2022, the Province of Tierra del Fuego and the Company announced the potential joint development of a green hydrogen project in the Río Grande, Tierra del Fuego area powered by wind energy. The Company has signed an amendment with Siemens Energy to adapt the Green H2 electroylzer FEED Study completed for Pecos County to this Project. In addition, the Company has a preliminary understanding with Siemens Gamesa as the technology provider for the wind energy. The Company estimates the land requirement of up to 10,000 hectares for the wind farm and the Green H2 facilities. The Company plans to use the same Pecos County project major international technology provider for the Ammonia complex and the same international shipping company for the green Ammonia to be delivered to Europe or Asia and to be re-cracked to hydrogen for the last mile delivery.

Completion of these projects is dependent upon our obtaining the necessary capital for planning, construction and start-up costs. There is no assurance that such financing can be obtained on favorable terms.

Results of Operations

Revenues

We have not yet begun to generate revenues.

General and Administrative Expenses

Our general and administrative expenses increased to $358,169 for the three months ended October 31, 2024 from $312,175 for the three months ended October 31, 2023. The increase is a result of the Company recognizing additional consultant fees during the three months ended October 31, 2024, as compared to the three months ended October 31, 2023. Our general and administrative expenses increased to $708,700 for the six months ended October 31, 2024 from $636,213 for the six months ended October 31, 2023. The increase is a result of the Company recognizing additional consultant fees during the six months ended October 31, 2024, as compared to the six months ended October 31, 2023.

Project Costs

We expense the direct costs incurred on our projects, including acquisition of rights, planning, design and permitting. The levels of spending on our projects will vary from period to period based on availability of financing. Our project costs have decreased to $0 for the three months ended October 31, 2024 from $5,482 for the three months ended October 31, 2023 and decreased to $5,430 for the six months ended October 31, 2024 from $5,482 for the six months ended October 31,2023. The decrease is a result of timing of costs on our Trans Permian H2Hub project during the three and six months ended October 31, 2024 versus the three and six months ended October 31, 2023.

Depreciation and Amortization Expense

Our depreciation and amortization expense results from the depreciation of land improvements and amortization of land easements and totaled to $9,100 for the three months ended October 31, 2024 and 2023, respectively and totaled $18,197 for the six months ended October 31, 2024 and 2023, respectively.

Other Income (Expense)

Our interest expense includes interest accrued on debt, amortization of debt discount and penalties assessed on debt. Interest expense totaled $84,165 and $108,952 for the three months ended October 31, 2024 and 2023, respectively and totaled $174,329 and $208,091 for the six months ended October 31, 2024 and 2023, respectively. The decrease in interest expense is due to new non-related party notes payable and related party notes payable in the current period, as a result of borrowing funds to assist with cash flows, containing provisions in lieu of interest. Additionally, the debt also resulted in amortization of debt discount to interest expense incurred in the period.

We reported a net gain (loss) on extinguishment of liabilities of $0 and $1,148 for the three months ended October 31, 2024 and 2023, respectively and $0 and $(752,150) for the six months ended October 31, 2024 and 2023, respectively. The gain in the prior three-month period was due to a note conversion that waived a portion of unpaid interest. The loss in the prior six-month period was due to accrued liabilities being converted into common shares that were valued in excess of the liabilities being extinguished.

We reported a net loss on extinguishment of debt of $20,013 and $0 for the three and six months ended October 31, 2024 and 2023, respectively. The loss in the current period was a result of loan modifications that met the conditions of a debt extinguishment.

Net Income (Loss)

As a result of the above, we reported net income (loss) of $(471,447) and $(434,561) for the three months ended October 31, 2024 and 2023, respectively and ($926,669) and ($1,620,133) for the six months ended October 31, 2024 and 2023, respectively.

Liquidity and Capital Resources

Working Capital

As of October 31, 2024, we had current assets of $10,413, comprised of cash and prepaid expenses, and current liabilities of $5,699,716, resulting in a working capital deficit of $5,689,303.

Sources and Uses of Cash

Our sources and uses of cash for the six months ended October 31, 2024 and 2023 were as follows:

	2024	2023
Cash, beginning of period	$ 898	$ 10,363
Net cash used in operating activities	(271,585)	(212,164)
Net cash used in investing activities	-	-
Net cash provided by financing activities	277,600	202,196
Cash, end of period	$ 6,913	$ 395

We used net cash of $271,585 in operating activities for the six months ended October 31, 2024 as a result of our net loss of $926,669, an increase in prepaid expenses of $500, offset by non-cash net expense totaling $119,905, and increases in accounts payable, accrued expenses, and accounts payable and accrued expenses - related party of $535,679.

We used net cash of $212,614 in operating activities for the six months ended October 31, 2023 as a result of our net loss of $1,620,133, offset by non-cash net expense totaling $886,558, a decrease in prepaid expenses of $18,500, and increases in accounts payable, accrued expenses, and accounts payable and accrued expenses - related party of $502,911.

Net cash used in investing activities for the six months ended October 31, 2024 and 2023 was $0.

Net cash provided by financing activities for the six months ended October 31, 2024 was $277,600, comprised of proceeds from notes payable of $7,000, proceeds from notes payable -related parties of $302,776 offset by repayments of notes payable of $16,276 and repayment of notes payable – related parties of $15,900.

Net cash provided by financing activities for the six months ended October 31, 2023 was $202,196, comprised of proceeds from notes payable of $100,000, proceeds from convertible notes payable of $50,000, proceeds from convertible note payable – related parties of $50,000 and proceeds from notes payable – related parties of $30,400 offset by repayments of notes payable of $8,614, and repayments of convertible notes payable of $19,590.

Going Concern Uncertainty

Our financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. We have incurred continuous losses from operations, have an accumulated deficit, and have reported negative cash flows from operations since inception. Additionally, we have a working capital deficit, therefore there is a question of whether or not we have the cash resources to meet our operating commitments for the next twelve months and have, or will obtain, sufficient capital investments to implement our business plan. Our ability to continue as a going concern must be considered in light of the problems, expenses and complications frequently encountered by entrance into established and emerging markets and the competitive environment in which we operate.

Since inception, our operations have primarily been funded through private debt and equity financing, and we expect to continue to seek additional funding through private or public equity and debt financing. Our ability to continue as a going concern is dependent on our ability to generate sufficient cash from operations to meet our cash needs and/or to raise funds to finance ongoing operations and repay debt. However, there can be no assurance that we will be successful in our efforts to raise additional debt or equity capital and/or that our cash generated by our operations will be adequate to meet our needs. These factors, among others, raise substantial doubt that we will be able to continue as a going concern for a reasonable period of time.

The financial statements do not include any adjustments that might result from the outcome of any uncertainty as to the Company's ability to continue as a going concern. The financial statements also do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Critical Accounting Policies

Our results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to inventories, investments, intangible assets, income taxes, financing operations, and contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

For further information on our significant accounting policies see the notes to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended April 30, 2024 filed with the SEC and Note 2 to our condensed consolidated financial statements included in this quarterly report. There were no changes to our significant accounting policies during the six months ended October 31, 2024.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

As a smaller reporting company, we are not required to provide the information required by this Item.

ITEM 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined) in Exchange Act Rules 13a – 15(c) and 15d – 15(e). Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered in this report, our disclosure controls and procedures were effective to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934 ("Securities Exchange Act") is recorded, processed, summarized and reported within the required time periods and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act, as amended. Our management assessed the effectiveness of our internal control over financial reporting as of October 31, 2024. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in 2013 Internal Control-Integrated Framework. Based on our evaluation, management concluded that we maintained effective internal control over financial reporting as of October 31, 2024, based on the COSO framework criteria. Management believes our processes and controls are sufficient to ensure the that the consolidated financial statements included in this report fairly present in all material respects our financial condition, results of operations and cash flows for the periods presented in accordance with U.S. GAAP.

(b) Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. Legal Proceedings

None.

ITEM 1A. Risk Factors

Not applicable.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

On July 19, 2024 the Company issued 250,000,000 shares of its common stock in exchange for the conversion of 15 shares of its Series B preferred stock.

ITEM 3. Defaults Upon Senior Securities

There is no information required to be disclosed by this Item.

ITEM 4. Mine Safety Disclosures

There is no information required to be disclosed by this Item.

ITEM 5. Other Information

During the quarter ended October 31, 2024, no director or officer of the Company adopted or terminated a "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

31.1*	Certification by Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a)
32.1*	Certification by Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document).
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

* Filed herewith.

** Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Act of 1934 and otherwise are not subject to liability.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MMEX Resources Corporation

Dated: December 16, 2024

By: */s/ Jack W. Hanks*
Chief Executive Officer (Principal Executive Officer), President and Chief Financial Officer (Principal Financial and Accounting Officer)

EXHIBIT 31.1

Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer and Chief Financial Officer

I, Jack W. Hanks, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of MMEX Resources Corporation.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exhibit Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: December 16, 2024

/s/ Jack W. Hanks

By: Jack W. Hanks
Chief Executive Officer and Chief Financial Officer

EXHIBIT 32.1

**CERTIFICATION PURSUANT TO 18 USC, SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of MMEX Resources Corporation (the "Company") on Form 10-Q for the quarter ended October 31, 2024, as filed with the Securities and Exchange Commission on or about the date hereof (the "Report"), I, Jack W. Hanks, Chief Executive Officer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: December 16, 2024

/s/ Jack W. Hanks
By: Jack W. Hanks
Chief Executive Officer and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to MMEX Resources Corporation and will be retained by MMEX Resources Corporation and furnished to the Securities and Exchange Commission or its staff upon request.