

U. S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2023  
Or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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

Commission File Number: 0-9951

**ADVANCED OXYGEN TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or Other Jurisdiction of Incorporation)	<u>0-9951</u> (Commission File Number)	<u>91-1143622</u> (I.R.S. Employer Identification No.)
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C/O Crossfield Inc., 653 VT Route 12A, PO Box 189, Randolph, VT05060

(Address of Principal Executive Offices) (Zip Code)

(212)727-7085

(Registrant's telephone number, including area code)

Title of Class	Trading Symbol	Name of each exchange on which registered
<u>Common Stock, \$0.01 Par Value</u>	<u>AOXY</u>	<u>OTC:PINK</u>

Securities registered under Section 12(g) of the Exchange Act: Common Stock, par value \$0.01 per share

Indicate by check mark if the registrant is not required to file reports pursuant to section 13 or Section 15(d) of the Act. Yes  No

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

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-accelerated Filer	<input checked="" type="checkbox"/>	Smaller Reporting Company	<input checked="" type="checkbox"/>
Emerging Growth Company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 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

The aggregate market value of Common Stock at December 31, 2022 held by non-affiliates approximated \$224,341 based upon the average bid and asked prices for a share of Common Stock on that date. For purposes of this calculation, persons owning 10% or more of the shares of Common Stock are assumed to be affiliates, although such persons are not necessarily affiliates for any other purpose.

As of August 24, 2023, there were 3,292,945 issued and outstanding shares of the registrant's Common Stock, \$0.01 par value.

Documents incorporated by reference: None.

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### Cautionary Language Regarding Forward-Looking Statements and Industry Data

This Annual Report on Form 10-K contains “forward-looking statements”. Forward-looking statements are based upon our current assumptions, expectations and beliefs concerning future developments and their potential effect on our business. In some cases, you can identify forward-looking statements by the following words: “may,” “could,” “would,” “should,” “expect,” “intend,” “plan,” “anticipate,” “believe,” “approximately,” “estimate,” “predict,” “project,” “potential” or the negative of these terms or other comparable terminology, although the absence of these words does not necessarily mean that a statement is not forward-looking. This information may involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from the future results, performance or achievements expressed or implied by any forward-looking statements.

Factors that may cause or contribute actual results to differ from these forward-looking statements include, but are not limited to, the following:

- all the risks inherent in the owning, buying, leasing, selling, or developing real estate or the real estate business;
- the Company’s absence of significant sales or sales revenues, which make it difficult to predict future performance;
- the need to make multiple assumptions in preparing forecasts and projections of any kind, and significant difficulties in predicting and forecasting accurately the expenses likely to be incurred and the revenues likely to be generated in the Company’s future operations;
- significant competition in the real estate leasing and development business;
- the risk that the Company will have difficulties executing its intended business plan;
- the risk that the Company’s sole source of revenues may discontinue leasing, become insolvent, or not renew its relationship with the Company;
- potential barriers, risks, uncertainties and obstacles to the Company’s business plans;
- risks associated with the tightening or other adverse changes in the overall capital and credit markets and decreased availability of investment capital and/or credit, bank financing or other debt financing as and when needed or at favorable terms including fixed and/or low interest rates; and
- other risks over which we have no control.

All forward-looking statements speak only as of the date of this report. We undertake no obligation to update any forward-looking statements or other information contained herein. Stockholders and potential investors should not place undue reliance on these forward-looking statements. Although we believe that our plans, intentions and expectations reflected in or suggested by the forward-looking statements in this report are reasonable, we cannot assure stockholders and potential investors that these plans, intentions or expectations will be achieved. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf.

Information regarding market and industry statistics contained in this report is included based on information available to us that we believe is accurate. It is generally based on academic and other publications that are not produced for purposes of securities offerings or economic analysis. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications and the additional uncertainties accompanying any estimates of future market size, revenue and market acceptance of products and services. Except as required by U.S. federal securities laws, we have no obligation to update forward-looking information to reflect actual results or changes in assumptions or other factors that could affect those statements.

**PART I**

**ITEM 1- DESCRIPTION OF BUSINESS**

**GENERAL:**

Advanced Oxygen Technologies, Inc. (“Advanced Oxygen Technologies”, “AOXY”, or the “Company”) operations are derived from its wholly owned subsidiaries Anton Nielsen Vojens, ApS (“ANV”), Sharx Inc. and its wholly owned subsidiary Sharx DK ApS (collectively “Sharx”).

AOXY, incorporated in Delaware in 1981 under the name Aquanautics Corporation, was, from 1985 until May 1995, a startup specialty materials company producing new oxygen control technologies. From May of 1995 through December of 1997 AOXY had minimal operations and was seeking funding for operations and companies to which it could merge or acquire. In March of 1998 AOXY began operations in California. From 1998 through 2000, the business consisted of producing and selling CD-ROMS for conference events, advertisement sales on the CD’s, database management and event marketing all associated with conference events. From 2000 through March of 2003, the business consisted solely of database management. From 2003 through April 2005, the business operations were derived totally from the Company’s wholly owned business, IP Service, ApS, a Danish IP security vulnerability company (“IP Service”). Business operations have been solely derived from ANV and Sharx.

ANV is a Danish company that owns commercial real estate in Vojens, Denmark. ANV’s revenues are derived solely from the lease revenue from its real estate. Circle K Denmark A/S, formerly StatOil A/S, leases the facility from ANV. The lease expires in 2026.

Sharx Inc. is a Wyoming corporation incorporated in April 2020 and operations are derived from its wholly owned subsidiary Sharx DK ApS.

Sharx DK ApS is a Danish company, incorporated in April 2020. On June 30, 2020, Sharx DK ApS, entered into a distribution agreement with Cleaver ApS, a Danish corporation (“Cleaver”), whereby Cleaver has appointed the Company as Cleaver’s nonexclusive distributor of its products in Europe, South America and North America. Cleaver is a manufacturer of a line of products for the logistics and cargo industry.

**HISTORY OF THE COMPANY:**

*THE PATENT SALE*

On May 1, 1995, the Company sold its patents, and all related technology and intellectual property rights (collectively the “Patents Rights”) to W. R. Grace & Co. Conn., a Connecticut corporation (“Grace”). The price for the Patents Rights was \$335,000, in cash, and a royalty until April 30, 2007.

*STOCK ACQUISITION AGREEMENT, 12/18/1997*

Pursuant to a Stock Acquisition Agreement dated as of December 18, 1997, Advanced Oxygen Technologies, Inc. (“AOXY”) has issued 23,750,00 shares of its common stock, par value \$.01 per share for \$60,000 cash plus consulting services rendered valued at \$177,500, to Crossland, Ltd., (“Crossland”), Eastern Star, Ltd., (“Eastern Star”), Coastal Oil, Ltd. (“Coastal”) and Crossland, Ltd. (Belize) (“CLB”). Crossland and Eastern Star, Ltd. are Bahamas corporations. Coastal Oil and CLB are Belize corporations.

*PURCHASE AGREEMENT, 12/18/1997*

Pursuant to a Purchase Agreement dated as of December 18, 1997, CLB, Triton-International, Ltd., (“Triton”), a Bahamas corporation, and Robert E. Wolfe purchased an aggregate of 800,000 shares of AOXY’s common stock from Edelson Technology Partners II, L.P. (“ETPII”) for \$10,000 cash. AOXY issued 450,000 shares of its capital stock to ETPII in exchange for consulting services to be rendered. The general partner of ETPII is Harry Edelson, Chairman of the Board and Chief Executive Officer of AOXY prior to the transactions resulting in the change of control (the “Transactions”). Prior to the Transactions Mr. Edelson directly or indirectly owned approximately 25% of the issued and outstanding common stock of AOXY, and following the completion of Mr. Edelson’s consultancy he will own approximately 1.5%.

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*ACQUISITION OR DISPOSITION OF ASSETS, 03/09/1998.*

On March 9, 1998, pursuant to an Agreement for Purchase and Sale of Specified Business Assets, a Promissory Note, and a Security Agreement all dated March 9, 1998, Advanced Oxygen Technologies, Inc. (the "Company") purchased certain tangible and intangible assets (the "Assets") including goodwill and rights under certain contracts, from Integrated Marketing Agency, Inc., a California Corporation ("IMA"). The assets purchased from IMA consisted primarily of furniture, fixtures, equipment, computers, servers, software and databases previously used by IMA in its full service telemarketing business. The purchase price was \$2,000,000.

*PURCHASE AGREEMENT OF 1/29/1999*

On January 29, 1999, pursuant to the Purchase Agreement of 1/28/99, Advanced Oxygen Technologies, Inc. ("AOXY") purchased 1,670,000 shares of convertible preferred stock of Advanced Oxygen Technologies, Inc. ("STOCK") and a \$550,000 promissory note issued by Advanced Oxygen Technologies, Inc. ("Note") from Integrated Marketing Agency, Inc. ("IMA"). The terms of the Purchase Agreement were: AOXY paid \$15,000 to IMA, assumed a Citicorp Computer Equipment Lease, #010-0031648-001 from IMA, delivered to IMA certain tangible business property (as listed in Exhibit A of the Purchase Agreement), executed a one year \$5,000 promissory note with IMA, and delivered to IMA a Request For Dismissal of case #PS003684 (restraining order) filed in Los Angeles county superior court. IMA sold, transferred, and delivered to AOXY the Stock and the Note. IMA sold, transferred, assigned and delivered the Note and the Stock to AOXY, executed documents with Citicorp Leasing, Inc. to effectuate an express assumption by AOXY of the obligation under lease #010-0031648-001 in the amount of \$44,811.26, executed a UCC2 filing releasing UCC-1 filing #9807560696 filed by IMA on March 13, 1998, and delivered such documents as required. In addition, both IMA and AOXY provided mutual liability releases for the other.

*ACQUISITION OR DISPOSITION OF ASSETS OF 03/05/2003*

Pursuant to a stock acquisition agreement, on March 5, 2003 Advanced Oxygen Technologies, Inc. (AOXY or the Buyer) purchased 100% of the issued and outstanding stock of IP Services, ApS (IP or the Company) from all of its owners (the Shareholders) for value of five hundred thousand dollars (Purchase Price). AOXY issued fourteen million shares of common stock and one share of preferred convertible stock to the Shareholders for payment and consideration of the Purchase Price.

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*MOBILIGROUP ApS MERGER AGREEMENT OF 04/ 23/2005*

Pursuant to a merger agreement attached hereto as exhibit I, (“Merger Agreement”), on April 23, 2005 Mobile Group Inc., (“Mobile “a formerly wholly owned subsidiary of Advanced Oxygen Technologies, Inc. acquired 100% of the issued and outstanding stock of Mobiligroup, ApS in exchange for 800 shares of Mobile representing 80% of the issued and outstanding shares of Mobile.

*SALE OF IP SERVICE: STOCK ACQUISITION AGREEMENT OF 04/27/2005*

Pursuant to a stock acquisition agreement, on April 27, 2005 Advanced Oxygen Technologies, Inc. sold 100.00% of the stock of IP Service ApS to SecurAs, Ltd. 7 Stewards Court, Carlisle Close, Kingston Upon Thames, Surrey KT2 7AU, United Kingdom (“SecurAs”).

*PURCHASE OF ANTON NIELSEN VOJENS, ApS: STOCK ACQUISITION AGREEMENT OF FEBRUARY 3, 2006*

Pursuant to a stock acquisition agreement on February 3, 2006 Advanced Oxygen Technologies, Inc. (“AOXY”) purchased 100.00% of the stock of Anton Nielsen Vojens ApS, a Danish company from Borkwood Development Ltd. (a current shareholder of AOXY) for Six Hundred and Fifty Thousand US Dollars. The transaction was financed as follows:

- 1) AOXY executed a promissory note (“Note”) for \$650,000, payable to the sellers of ANV (“Sellers”) payable and amortized monthly and carrying an interest at 5% per year. AOXY has the right to prepay the note at any time with a notice of 14 days. To secure the payment of principal and interest the Sellers will receive a perfect lien and security interest in the Shares in the company ANV until the note with accrued interest is paid in full and,
- 2) In the case that the Note has not been repaid within 12 months from the day of closing the Sellers have the right to convert the debt to common stock of Advanced Oxygen Technologies, Inc. in an amount of non diluted shares calculated on the conversion Date, equal to the lesser of : a) Six hundred and Fifty thousand (650,000) or the Purchase Price minus the principal payments made by the buyer, whichever is greater, divided by the previous ten day closing price of AOXY as quoted on the national exchange, or b) Fifteen million shares, whichever is lesser. The Sellers must demand such conversion with a notice of 1 month.

*SUBDIVISION AND SALE OF REAL ESTATE OF MARCH 3, 2006*

Pursuant to an acquisition agreement (“Acquisition Agreement”), on March 3, 2006 Anton Nielsen Vojens ApS, a wholly owned subsidiary of Advanced Oxygen Technologies, Inc. (“AOXY”) entered into an agreement to sub divide and sell a 3,300 M2 portion of its Vojens City property (“Property”) for Two Million Three hundred Thousand Danish Krone (2.300.000 DKK) to Ejendomsselskabet Ostergade 67 ApS, a Danish company (“EO”). Under the terms of the Acquisition Agreement: EO purchased the Property in an as is condition, and was responsible for all costs of the transaction including but not limited to: sub division costs, legal, financial, 1/2 the filing costs, deed transfer costs (ANV was responsible for the survey costs and 1/2 the filing costs).

*INCORPORATION OF SHARX INC. AND SHARX DK ApS OF APRIL 2020*

In April 2020, the Company formed and incorporated Sharx Inc. in Wyoming. In April 2020, Sharx Inc. incorporated Sharx DK ApS in Denmark. Operations of Sharx DK ApS began in June 2020. On June 30, 2020, Advanced Oxygen Technologies, Inc. (collectively with its subsidiaries, the “Company”), through its indirect wholly owned subsidiary, Sharx DK ApS, a Danish corporation, entered into the Distribution Agreement with Cleaver ApS, a Danish corporation, whereby Cleaver has appointed the Company as Cleaver’s nonexclusive distributor of its products in Europe, South America and North America. Cleaver is a manufacturer of a line of products for the logistics and cargo industry.

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**COMPANY OBJECTIVE AND MISSION:**

The Company currently shares its location with a related company of the President of the Company. The Company owns 100% of subsidiaries, Anton Nielsen Vojens, ApS, Sharx Inc. and Sharx DK ApS.

Anton Nielsen Vojens owns and leases commercial real estate to Circle K Denmark A/S, formerly StatOil A/S a Danish company. The lease expires in 2026. Through this lease, the Company believes that the operations of ANV will continue to produce revenues.

Sharx distributes and sells cargo security straps and tie-downs pursuant to the Distribution Agreement with the manufacturer Cleaver ApS.

The Company continues its efforts to raise capital to support operations and growth, and is actively searching acquisitions or mergers with another company that would complement the Company and increase its earnings potential.

**COMPETITION:**

The Company's subsidiary ANV revenues are currently derived from its lease revenues of its commercial real estate holding. With the global changes in the economies during the year ended June 30, 2023, the Company's direct competition would be other vacant commercial real estate entities. The Company believes that there are no identifiable direct competitors.

Sharx had no revenues for the years ended June 30, 2023 and 2022. The load restraint equipment market in the United States and Europe is dominated by large companies such as Dottie Down, USA Ratchet, LLC, Ratchet Straps, USA, Kinedyne, LLC, The Ratchet Depot, Inc., The Forankra Group, and GTF Factors, Ltd, each of which have far greater capital and operational resources than us. Our products will directly compete in the load restraint markets dominated by these major competitors. In this market, competitive factors include price, product offerings, value-added service programs, service and delivery, credit terms, and customer support.

**CUSTOMERS:**

The Company's subsidiary ANV currently has one customer, Circle K Denmark A/S, formerly StatOil AS., Copenhagen Denmark.

The Company's subsidiary Sharx had zero retail customers for the year ending June 30, 2022 and zero for the year ending June 30, 2023. Sharx has had no sales of product due to the manufacturer's inability to produce and deliver product to Sharx due to COVID.

**EMPLOYEES:**

As of June 30, 2023, the Company had a total of 2 employees.

**ITEM 1A. RISK FACTORS**

**Risks Specific to Our Company**

THE POTENTIAL PROFITABILITY OF COMMERCIAL REAL ESTATE VENTURES DEPENDS UPON FACTORS BEYOND THE CONTROL OF OUR COMPANY.

The potential profitability of commercial real estate properties is dependent upon many factors beyond our control. For instance, world prices and markets for rents and leases of commercial properties are unpredictable, and respond to changes in domestic, international, political, social, and economic environments. Additionally, due to worldwide economic uncertainty, the availability and cost of funds for maintenance, repair, expansion and other expenses have become increasingly difficult, if not impossible, to project. These changes and events may materially affect our financial performance. These factors cannot be accurately predicted and the combination of these factors may result in our Company not receiving an adequate return on invested capital.

*WE ARE SUBJECT TO RISKS ASSOCIATED WITH FOREIGN CURRENCY*

ANV and SharxDK ApS are Danish companies with operations only in Denmark. During the year ended June 30, 2023 and 2022, foreign revenues accounted for 100% of our total revenue. As a result, we are subject to risks associated with generating revenue in multiple countries, including:

- increased time, effort and attention of our management to manage our foreign operations;
- balance sheet fluctuations.
- currency devaluations and fluctuations in currency exchange rates, including impacts of transactions in various currencies and translation of various currencies into dollars for U.S. reporting and financial covenant compliance purposes;
- language barriers and other difficulties in staffing and managing foreign operations;
- longer customer payment cycles and greater difficulties in collecting accounts receivable;
- uncertainties of laws and enforcement relating to the protection of property;
- imposition of or increases in currency exchange controls, including imposition of or increases in limitations on conversion of various currencies into U.S. dollars;
- imposition of or increases in revenue, income or earnings taxes and withholding and other taxes;
- imposition of or increases in investment or trade restrictions and other restrictions or requirements by non-U.S. Governments;
- inability to definitively determine or satisfy legal requirements, inability to effectively enforce contract or legal rights and inability to obtain complete financial or other information under local legal, judicial, regulatory, disclosure and other systems; and
- nationalization and other risks, which could result from a change in government or other political, social or economic instability.

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*WE ARE SUBJECT TO RISKS ASSOCIATED WITH OPERATIONS THAT HAVE A CONCENTRATION OF CUSTOMERS*

ANV has only one customer. There is no guarantee that this customer will remain solvent, and or continue with the Company in the same manner as it is now. As such, if ANV were to lose this customer, 100% of ANV's revenues would be lost representing a 100% decrease in the Company's revenues.

Sharx DK ApS ("Sharx") had zero retail customers for the year ending June 30, 2022 and zero for the year ending June 30, 2023. The manufacturer of the products that Sharx sells has had no product available for Sharx to sell due to COVID and supply chain interruption.

*IN THE FUTURE, WE MAY NEED TO OBTAIN ADDITIONAL FINANCING TO FUND OUR OPERATIONS AND TO ACQUIRE ADDITIONAL BUSINESSES*

In the future, we may need to obtain additional financing to fund our operations and to acquire additional businesses. There is no guarantee that we will be able to raise additional capital.

*PROVISIONS OF OUR CORPORATE DOCUMENTS AND DELAWARE CORPORATE LAW MAY DETER A THIRD PARTY FROM ACQUIRING OUR COMPANY*

Provisions of our articles of incorporation and our bylaws, authorize our Board of Directors to, among other things, issue preferred stock and fix the rights, preferences, privileges and restrictions of such shares without any further vote, approval or action by our stockholders. Our Board could take actions that could discourage a third party from attempting to acquire control of us and that could make it more difficult for a third party to acquire us. Our Board could take such actions even if our stockholders consider a change in control to be in their best interests.

*WE PLAN TO GROW OUR BUSINESS THROUGH ACQUISITIONS AND JOINT VENTURES, WHICH WILL RESULT IN OUR INCURRING SIGNIFICANT COSTS*

The acquisition of new businesses is costly, such new businesses may not enhance our financial condition, and we may face difficulties and be unsuccessful in integrating new businesses. The resources expended in identifying, negotiating and structuring acquisitions and joint ventures may be significant and may not result in any transactions. Any future acquisitions will be subject to a number of challenges in integrating new operations into our existing operations, including but not limited to:

- diversion of management time and resources;
- difficulty of assimilating the operations and personnel of the acquired companies;
- potential disruption of our ongoing business;
- difficulties in maintaining uniform standards, controls, procedures and policies;
- impairment of relationships with employees and customers as a result of any integration of new management personnel; and
- potential unknown liabilities associated with acquired businesses

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**Risks Specific to Our Industry**

*WE ARE SUBJECT TO RISKS ASSOCIATED WITH GLOBAL DECLINE IN REAL ESTATE*

ANV, has only one commercial real estate property. There is no guarantee that the demand for rental of this property will continue and potentially this would affect the Company's performance.

*WE ARE SUBJECT TO RISKS ASSOCIATED WITH COMPETITION IN THE LOGISTICS AND TRANSPORTATION INDUSTRY*

Sharx is only selling one type of product and only to the logistics and transportation industry. There are larger competitors with less expensive products. Technologies in the logistics and transportation industry are advancing, and possibly eliminating the need for the Sharx products. There is no assurance that the demand for this product will continue in these industries.

*WE ARE SUBJECT TO RISKS ASSOCIATED WITH SUPPLY OF PRODUCT*

Sharx's supply of products is derived from only one vendor and there can be no assurance that the vendor would continue to, or have the ability to, continue supply of product. Should the vendor discontinue supplying product, Sharx would lose 100% of its supply of product.

*WE ARE SUBJECT TO RISKS ASSOCIATED WITH DELIVERY OF PRODUCT*

Sharx's delivery of its products to its customers is via drop shipping from the manufacturer or third party to the customer. There can be no assurance that the manufacturer would continue to, or have the ability to, continue drop shipping Sharx's products. Should the manufacturer discontinue drop shipping, there is no assurance that Sharx could obtain alternate delivery solutions and that alternate shipping solutions would be cost effective for the sales of Sharx's products.

**Risks Related to Our Securities**

OUR COMMON STOCK IS SUBJECT TO THE "PENNY STOCK" RULES OF THE SEC AND THE TRADING MARKET IN OUR SECURITIES IS LIMITED, WHICH MAKES TRANSACTIONS IN OUR STOCK CUMBERSOME AND MAY REDUCE THE VALUE OF AN INVESTMENT IN OUR STOCK.

The Securities and Exchange Commission has adopted Rule 15c-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require: that a broker or dealer approve a person's account for transactions in penny stocks; and the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must: obtain financial information and investment experience objectives of the person; and make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Commission relating to the penny stock market, which, in highlight form: sets forth the basis on which the broker or dealer made the suitability determination; and that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

**Other Risk and Uncertainties:**

In connection with the COVID-19 pandemic, governments have implemented significant measures, including closures, quarantines, travel restrictions and other social distancing directives, intended to control the spread of the virus. Companies have also taken precautions, such as requiring employees to work remotely, imposing travel restrictions and temporarily closing businesses. To the extent that these restrictions remain in place, additional prevention and mitigation measures are implemented in the future, or there is uncertainty about the effectiveness of these or any other measures to contain or treat COVID-19, there is likely to be an adverse impact on global economic conditions and consumer confidence and spending, which could materially and adversely affect the Company's research and development, as well as operational activities. At this time, the Company is working to manage and mitigate potential disruptions to its future manufacturing and supply chain considerations. The Company has not experienced hindrance to its operations or material negative financial impacts as compared to prior periods. At this time, the extent to which the COVID-19 pandemic impacts the Company's business will depend on future developments, which are highly uncertain and cannot be predicted.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

There are none.

**ITEM 2. DESCRIPTION OF PROPERTY**

The assets of the Company consist of its wholly owned subsidiary, Anton Nielsen Vojens, ApS whose sole asset is commercial real estate in Vojens, Denmark. The commercial real estate is leased to Circle K Denmark, A/S, formerly StatOil, A/S until 2026. The property is land only and is a 750 square meter parcel currently used as a fuel station and is located at Ostergade 67, 6500 Vojens Denmark.

**ITEM 3. LEGAL PROCEEDINGS**

During the period ending June 30, 2023, the pending or threatened legal actions as follows:

None

**ITEM 4: MINE SAFETY DISCLOSURES.**

Not applicable.

**PART II**

***ITEM 5. MARKET OF COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND SMALL BUSINESS ISSUER PURCHASES OF EQUITY SECURITIES.***

*HOLDERS*

At June 30, 2023 the company had 1,556 shareholders of record. At June 30, 2023, the closing bid price of the Company's Common Stock as reported by the National Quotation Bureau, Inc., was \$0.17.

*DIVIDENDS*

We have not paid or declared any dividends on our common stock since our inception. Our Board of Directors does not expect to declare cash dividends on our common stock in the near future. We anticipate that we will retain our future earnings to finance the continuing development of our business.

*RECENT SALES OF UNREGISTERED SECURITIES*

None.

***ITEM 6. SELECTED FINANCIAL DATA***

Not Applicable.

***ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION.***

The following discussion of our plan of operation, financial condition and results of operations should be read in conjunction with the Company's consolidated financial statements, and notes thereto, included elsewhere herein. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors including, but not limited to, those discussed in this Annual Report.

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*CRITICAL ACCOUNTING POLICIES AND ESTIMATES*

The SEC defines critical accounting policies as those that are, in management's view, most important to the portrayal of our financial condition and results of operations and those that require significant judgments and estimates.

The discussion and analysis of our financial condition and results of operations is based upon our financial statements that 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 and liabilities. On an on-going basis, we evaluate our estimates including the allowance for doubtful accounts, the salability and recoverability of inventory, income taxes and contingencies. We base our estimates on historical experience and on other assumptions that we believe to be reasonable under the circumstances, the results of which form our 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.

We cannot predict what future laws and regulations might be passed that could have a material effect on our results of operations. We assess the impact of significant changes in laws and regulations on a regular basis and update the assumptions and estimates used to prepare our financial statements when we deem it necessary.

*Principles of Consolidation:*

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries (ANV and Sharx), after elimination of all intercompany accounts, transactions, and profits.

*Basis of Presentation:*

The consolidated financial statements of the Company have been prepared in accordance with U.S. GAAP and are expressed in United States dollars. The Company's fiscal year end is June 30.

*Revenue Recognition*

Revenue from Contracts with Customers

For our rental revenue and commission revenue, we recognize revenue under the five steps in Topic 606, which are as follows: 1) identify the contract with the customer; 2) identify the performance obligations in the contract; 3) determine the transaction price; 4) allocate the transaction price to the performance obligations; and 5) recognize revenue when (or as) performance obligations are satisfied.

Rental Revenue

Rental revenue is derived from the Commercial Property lease in which quarterly payments are received pursuant to the property lease which is in effect until 2026. We recognize revenue when we have satisfied a performance obligation by transferring control over a product or delivering a service to a client. We measure revenue based upon the consideration set forth in an arrangement or contract with a client. We recognize revenue from these services when the services are completed. If we are paid in advance for these services, we record such payment as a contract liability until we complete the services. As of June 30, 2023, the Company recorded \$3,059 of contract liabilities in connection to rental revenues.

The Company leases land to a customer. We, as a lessor, retain substantially all of the risks and benefits of ownership of the investment properties and account for our leases as operating leases. We accrue fixed lease income on a straight-line basis over the terms of the leases when we believe substantially all lease income, including the related straight-line rent receivable, is probable of collection. For our leases, we receive a fixed payment from the customer which is recognized as lease income on a straight-line basis over the term of the lease beginning with the adoption of ASC 842.

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In April 2020, the FASB staff released guidance focused on treatment of concessions related to the effects of COVID-19 on the application of lease modification guidance in Accounting Standards Codification (ASC) 842, "Leases." The guidance provides a practical expedient to forgo the associated reassessments required by ASC 842 when changes to a lease result in similar or lower future consideration. We have elected to generally account for rent abatements as negative variable lease consideration in the period granted, or in the period we determine we expect to grant an abatement. Further abatements granted in the future will reduce lease income in the period we grant, or determine we expect to grant, an abatement. We have not agreed to any deferral or abatement arrangements with any of our customers.

The Company has elected to exclude short-term leases from the recognition requirements of ASC 842. A lease is short-term if, at the commencement date, it has a term of less than or equal to one year. Lease expense related to short-term leases is recognized on a straight-line basis over the lease term.

### Commission revenue

For our commission revenue, we recognize revenue under the five steps in Topic 606, which are as follows: 1) identify the contract with the customer; 2) identify the performance obligations in the contract; 3) determine the transaction price; 4) allocate the transaction price to the performance obligations; and 5) recognize revenue when (or as) performance obligations are satisfied.

The Company's source of commission revenue is from the Company's subsidiary Sharx in which quarterly payments are received when the customer pre-pays or pays upon the date products are drop shipped from the manufacturer pursuant to a non-exclusive distribution agreement. At such time the products are drop shipped, the Company's performance obligation has been satisfied and revenue is recorded. The Company has determined that it is an agent of the manufacturer and collects commission revenue at or before the delivery of product (See Note 3 for further details).

### *Property and Equipment:*

Land is recognized at cost. Land is carried at cost less accumulated impairment losses.

### *Foreign Currency Translation:*

Foreign currency transactions are translated applying the current rate method. Assets and liabilities are translated at current rates. Stockholders' equity accounts are translated at the appropriate historical rates and revenue and expenses are translated at weighted average rates for the year.

### *Foreign Currency Transactions:*

The Company applies the guidelines as set out in Section 830-20-35 of the FASB Accounting Standards Codification ("Section 830-20-35") for foreign currency transactions. Pursuant to Section 830-20-35 of the FASB Accounting Standards Codification, foreign currency transactions are transactions denominated in currencies other than U.S. Dollar, the Company's reporting currency. Foreign currency transactions may produce receivables or payables that are fixed in terms of the amount of foreign currency that will be received or paid. A change in exchange rates between the reporting currency and the currency in which a transaction is denominated increases or decreases the expected amount of reporting currency cash flows upon settlement of the transaction. That increase or decrease in expected reporting currency cash flows is a foreign currency transaction gain or loss that generally shall be included in determining net income for the period in which the exchange rate changes. Likewise, a transaction gain or loss (measured from the transaction date or the most recent intervening balance sheet date, whichever is later) realized upon settlement of a foreign currency transaction generally shall be included in determining net income for the period in which the transaction is settled. The exceptions to this requirement for inclusion in net income of transaction gains and losses pertain to certain intercompany transactions and to transactions that are designated as, and effective as, economic hedges of net investments and foreign currency commitments. Pursuant to Section 830-20-25 of the FASB Accounting Standards Codification, the following shall apply to all foreign currency transactions of an enterprise and its investees: (a) at the date the transaction is recognized, each asset, liability, revenue, expense, gain, or loss arising from the transaction shall be measured and recorded in the functional currency of the recording entity by use of the exchange rate in effect at that date as defined in section 830-10-20 of the FASB Accounting Standards Codification; and (b) at each balance sheet date, recorded balances that are denominated in currencies other than the functional currency or reporting currency of the recording entity shall be adjusted to reflect the current exchange rate.

The Company's wholly owned subsidiary ANV uses the Danish Krone, DKK as its reporting currency as well as its functional currency.

The wholly owned subsidiary Sharx DK ApS uses the US Dollar as its reporting currency as well as its functional currency and from time to time has transactions in foreign currencies. The change in exchange rates between the U.S. Dollar, the Company's reporting and functional currency and the foreign currency, the currency in which a transaction is denominated increases or decreases the expected amount of reporting currency cash flows upon settlement of the transaction. That increase or decrease in expected reporting currency cash flows is a foreign currency transaction gain or loss that generally is included in determining net income (loss) for the period in which the exchange rate changes.

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### *Income Taxes:*

The Company accounts for income taxes under the asset and liability method of accounting. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is required when it is less likely than not that the Company will be able to realize all or a portion of its deferred tax assets. Because it is doubtful that the net operating losses of recent years will ever be used, a valuation allowance has been recognized equal to the tax benefit of net operating losses generated.

### *Earnings per Share:*

Basic earnings per share is computed by dividing income available to common shareholders by the weighted-average number of common shares available. Diluted earnings per share is computed similar to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. As of June 30, 2023, and June 30, 2022 there were 10,000 and 10,000, potential dilutive shares that need to be considered as common share equivalents and because of the net income for June 30, 2023 and 2022, the effect of these potential common shares is dilutive.

### *Cash and Cash Equivalents:*

For purposes of the statement of cash flows, the Company considers all highly-liquid investments purchased with original maturities of three months or less to be cash equivalents.

The Company maintains its cash in bank deposit accounts which, at June 30, 2023 did not exceed federally insured limits. The Company has not experienced any losses in such accounts and believes that it is not exposed to any significant credit risk on such amounts.

### *Stock-Based Compensation:*

The Company records stock-based compensation in accordance with ASC 718, Compensation. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. Equity instruments issued to employees and the cost of the services received as consideration are measured and recognized based on the grant date fair value of the equity instruments issued and are recognized over the employees required service period, which is generally the vesting period.

### *Concentrations of Credit Risk:*

Financial instruments that potentially subject the Company to major credit risk consist principally of a single subsidiary of Anton Nielsen Vojens ApS. ANV's rent revenues are derived from one customer. The Company's commission revenues are subject to concentration risk as the commission revenues are derived from one product.

### *New Accounting Pronouncements already adopted:*

None.

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*New Accounting Pronouncements Not Yet Adopted*

Other recent accounting pronouncements issued by the FASB did not or are not believed by management to have a material impact on the Company's present or future financial statements.

*RESULTS OF OPERATIONS OF FISCAL YEAR 2023 COMPARED TO FISCAL YEAR 2022*

REVENUES. Revenues from operations were \$39,406 in 2023 compared to \$39,515 in 2022. The decrease was attributable to no sales of cargo security products from the Company's subsidiary Sharx in 2023 or 2022. The following table summarizes the Company's revenue allocations:

<b>Year ending June 30,</b>	<b>2023</b>	<b>2022</b>
Subsidiary ANV Lease Revenues	\$ 39,406	\$ 39,515
Subsidiary Sharx commissions from the sales of cargo security products	—	—
<b>Total</b>	<b>\$ 39,406</b>	<b>\$ 39,515</b>

GENERAL AND ADMINISTRATIVE EXPENSES. G&A expenses were \$7,001 in 2023 compared to \$7,336 in 2022. The expenses are attributable to the Company's SEC compliance and accounting costs.

PROFESSIONAL EXPENSES. The professional expenses were \$21,201 in 2023 compared to \$19,100 in 2022. The expenses were attributable to the ordinary audit of \$19,000 and \$2,201 attributable to transfer agent fees for 2023, and 2022.

OTHER INCOME. Other income was \$0 in 2023 compared to \$53,902 in 2022 and mainly attributable to the gain on a tax refund in 2022.

NET INCOME. Net income attributed to common stockholders was \$2,271 or \$0.00 per share for 2023 as compared to \$56,992 or \$0.02 per share for 2022 and mainly attributable to the gain on a tax settlement.

LIQUIDITY AND CAPITAL RESOURCES. As of June 30, 2023, the Company had \$104,836 of cash and cash equivalents and working capital deficit of \$101,897 compared to June 30, 2022 the Company had \$94,216 of cash and cash equivalents and working capital deficit of \$113,179. The change in cash is primarily due to the ANV'S payment of debt and normal operations. The decrease in the working capital deficit is primarily related to the operations of the Subsidiary.

Net cash provided by operating activities for 2023 and 2022 was \$35,396 and \$89,592 respectively. The decrease was primarily due to no gain on a tax settlement in 2023 compared to the gain of \$56,992 in 2022.

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Net cash (used for) investing activities for 2023 and 2022 was \$0 and \$0 respectively.

Net cash (used for) financing activities for 2023 and 2022 was (\$29,166) and (\$33,278) respectively. Net cash used for financing activities for both periods is related to the repayment of debt and related party debt.

OFF BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE MARKET DISCLOSURES ABOUT RISK**

Not required.

**ITEM 8. AUDITED CONSOLIDATED FINANCIAL STATEMENTS**

See the consolidated financial statements on Exhibit F for the period ending June 30, 2023 and June 30, 2022.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH AUDITORS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURE**

***Evaluation of Disclosure Controls and Procedures***

We conducted an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer who is also our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. The term “disclosure controls and procedures”, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as amended (“Exchange Act”), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by the company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures also include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. Based on this evaluation, our Chief Executive Officer and Acting Chief Financial Officer concluded as of June 30, 2023 that our disclosure controls and procedures were not effective at ensuring that the material information required to be disclosed in the Exchange Act reports is recorded, processed, summarized and reported as required in applicable SEC rules and the Company’s filed 10-K.

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***Management's Report on Internal Control Over Financial Reporting***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934). Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework set forth in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework set forth in Internal Control - Integrated Framework, our management concluded that our internal control over financial reporting was not effective as of June 30, 2023.

***Inherent Limitations on Effectiveness of Controls***

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all errors and all fraud. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as amended ("Exchange Act"), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by the company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures also include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. 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. Our disclosure controls and procedures and our internal controls over financial reporting have been designed to provide reasonable assurance of achieving their objectives. Because of 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.

***Changes in Internal Control over Financial Reporting***

During the twelve month period ended June 30, 2023, there were no changes in our internal control over financial reporting identified in connection with management's evaluation of the effectiveness of our internal control over the financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act.

***ITEM 9B. OTHER INFORMATION.***

Not applicable.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS, CONTROL PERSONS AND CORPORATE GOVERNANCE: COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT**

Set forth below is information regarding the Company's directors and executive officers, including information furnished by them as to their principal occupations for the last five years, other directorships held by them and their ages as of June 30, 2023. All directors are elected for one-year terms, which expire as of the date of the Company's annual meeting.

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Director Since:</b>
Robert E. Wolfe	60	Chairman of the Board, CEO, and CFO	1997
Lawrence Donofrio	72	Director	2003

Robert Wolfe has been the Chairman and CEO for Advanced Oxygen Technologies Inc. since 1997. Concurrently he has been the President and CEO of Crossfield, Inc. a corporate consulting company. Enochian Biosciences, Inc. ("ENOB"), a company that engages in the research and development, manufacturing and clinical trials of pharmaceutical and biological products for the human treatment of cancer using the dendritic cell technology appointed Robert Wolfe as the CFO from July 11, 2017 to January 9, 2019 and as the CFO and Director from January 1, 2014 to April 28, 2015. From 1992-1993 he was Vice President and partner for CFI, NY Ltd. A Subsidiary of Corporate Financial Investments, PLC, London.

Lawrence Donofrio has been a director of the Company and a member of the Compensation Committee since March 2003. He graduated from Hamilton College with a BA in English studies. He then worked at Citibank for three years as a financial analyst, and five years as a private financial consultant. He then took a position with Bankers Trust for two years and since 1982 has been a private consultant in the financial industry.

**Compliance with Section 16(a) of the Exchange Act**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors, executive officers and persons who beneficially own more than 10% of a registered class of our securities to file with the SEC reports of ownership and changes in ownership of the common stock and other equity securities. Officers, directors and greater than 10% beneficial owners are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. No officer, director or Section 16(a) officer has sold or acquired any of our stock during the last calendar year, thus not requiring any reports under Section 16(a) to be filed.

**Audit Committee Financial Expert**

As of June 30, 2023, we do not have an audit committee financial expert, as that term is defined in Item 407(d)(5) of Regulation S-B, because at this time our current level of operations and the cost of retaining such a financial expert are prohibitive. The Board of Directors as a whole fulfilled the duties normally assigned to an audit committee.

**Code of Ethics**

As of June 30, 2023, we have a code of ethics that applies to our Principal Executive Officer and Principal Financial and Accounting Officer(s) and to all of our staff. While we are a small company we believe that our code of ethics directs the Company to practice its business in an ethical way.

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**Procedure for Nominating Directors**

We have not made any material changes to the procedures by which security holders may recommend nominees to our Board of Directors. The Board does not have a written policy or charter regarding how director candidates are evaluated or nominated for the Board. Our directors annually review all director performance over the prior year and make recommendations to the Board of Directors for future nominations.

**ITEM 11. EXECUTIVE COMPENSATION**

Robert Wolfe, Chairman, CEO and CFO waived his \$500,000 annual salary for the year ending June 30, 2023. No other officer or director received any compensation from the Company during the last fiscal year. The Company paid no bonuses in the last three fiscal years ended June 30, 2023 to officers or other employees.

The following table sets forth the total compensation paid or accrued to its Chief Executive Officer and Chief Financial Officer, Robert E. Wolfe during the fiscal year ending June 30, 2023. There were no other corporate officers in any of the last three fiscal years.

**EXECUTIVE COMPENSATION**

<u>Name</u>	<u>Year</u>	<u>Salary</u>	<u>Bonus</u>	<u>Compensation</u>	<u>Awards</u>	<u>Awards</u>	<u>Other</u>
Robert E. Wolfe(1)	2023	—	—	—	—	—	—
	2022			—			
	2021	—	—	—	—	—	—

**EMPLOYMENT AGREEMENTS**

We do not currently have any oral or written employment contracts, severance or change-in-control agreements with any of our executive officers.

**OPTION GRANTS DURING 2023; VALUE OF OPTIONS AT YEAR-END**

The following tables set forth certain information covering the grant of options to the Company's Chief Executive Officer and Chief Financial Officer, Robert E. Wolfe during the fiscal year ended June 30, 2023 and unexercised options held as of that date. Mr. Wolfe did not exercise any options during fiscal 2023.

<u>Name</u>	<u># of Securities</u>	<u>% Total Options</u>	<u>Option Price</u>	<u>Exercise Price</u>	<u>Expiration Date</u>
Robert E. Wolfe	—	—	—	—	—

## **Compensation Committee Report**

The Compensation Committee of the Board of Directors was responsible for reviewing and approving the Company's compensation policies and the compensation paid to executive officers. Mr. Wolfe and Mr. Donofrio, who comprise the Compensation Committee are employee and non-employee directors respectively.

### **Compensation Philosophy**

The general philosophy of the Company's compensation program, which has been reviewed and endorsed by the Committee, was to provide overall competitive compensation based on each executive's individual performance and the Company's overall performance.

There are two basic components in the Company's executive compensation program: (i) base salary and (ii) stock option awards.

### **Base Salary**

Executive Officers' salaries are targeted at the median range for rates paid by competitors in comparably sized companies. The Company recognizes the need to attract and retain highly skilled and motivated executives through a competitive base salary program, while at the same time considering the overall performance of the Company and returns to stockholders.

### **Stock Option Awards**

With respect to executive officers, stock options are generally granted on an annual basis, usually at the commencement of the new fiscal year. Generally, stock options vest ratably over a four-year period and the executive must be employed by the Company in order to vest the options. The Compensation Committee believes that the stock option grants provide an incentive that focuses the executives' attention on managing the Company from the perspective of an owner with an equity stake in the business. The option grants are issued at no less than 85% of the market price of the stock at the date of grant, hence there is incentive on the executive's part to enhance the value of the stock through the overall performance of the Company.

### **Compensation Pursuant to Plans**

The Company has three plans (the "Plans") under which its directors, executive officers and employees may receive compensation. The principal features of the 1981 Long-Term Incentive Plan (the "1981 Plan"), the 1988 Stock Option Plan (the "1988 Plan"), and the Non-Employee Director Plan (the "Director Plan") are described below. During the fiscal year ended June 30, 1994, the Company terminated its tax qualified cash or deferred profit-sharing plan (the "401(k) Plan"). During fiscal 2023, no executive officer received compensation pursuant to any of the Plans.

#### **The 1981 and 1988 Plans**

The purpose of the 1981 Plan and 1988 Plan (the "Option Plans") is to provide an incentive to eligible directors, consultants and employees whose present and potential contributions to the Company are or will be important to the success of the Company by affording them an opportunity to acquire a proprietary interest in the Company and to enable the Company to enlist and retain in its employ the best available talent for the successful conduct of its business.

#### **The 1981 Plan**

The 1981 Plan was adopted by the Board of Directors in May 1981 and approved by the Company's stockholders in March 1982. A total of 500,000 shares have been authorized for issuance under the 1981 Plan. With the adoption of the 1988 Plan, no additional awards may be made under the 1981 Plan. As a result, the shares remaining under the 1981 Plan are now available solely under the 1988 Plan. Prior to its termination, the 1981 Plan provided for the grant of the following five types of awards to employees (including officers and directors) of the Company and any subsidiaries: (a) incentive stock rights, (b) incentive stock options, (c) non-statutory stock options, (d) stock appreciation rights, and (e) restricted stock. The 1981 Plan is administered by the Compensation Committee of the Board of Directors.

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The 1988 Plan

The 1988 Plan provides for the grant of options to purchase Common Stock to employees (including officers) and consultants of the Company and any parent or subsidiary corporation. The aggregate number of shares which remained available for issuance under the 1981 plan as of the effective date of the 1988 Plan plus an additional 500,000 shares of Common Stock.

Options granted under the 1988 Plan may either be immediately exercisable for the full number of shares purchasable thereunder or may become exercisable in cumulative increments over a period of months or years as determined by the Compensation Committee. The exercise price of options granted under the 1988 Plan may not be less than 85% of the fair market value of the Common Stock on the date of the grant and the maximum period during which any option may be paid in cash, in shares if the Company's Common Stock or through a broker-dealer same-day sale program involving a cash-less exercise of the option. One or more optionees may also be allowed to finance their option exercises through Company loans, subject to the approval of the Compensation Committee.

Issuable Shares

As of September 20, 1995, approximately 374,000 shares of Common Stock had been issued upon the exercise of options granted under the Option Plans, no shares of Common Stock were subject to outstanding options under the Options Plans and 626,000 shares of Common Stock were available for issuance under future option grants. From July 1, 1991 to September 20, 1995, options were granted at exercise prices ranging from \$1.22 to \$8.15 per share. The exercise price of each option was equal to 85% of the closing bid price of Company's Common Stock as reported on the NASDAQ Over the Counter Bulletin Board Exchange. Due to employee terminations, all options became void in August 1995. As of September 30, 2001, 1,000,000 shares of Common Stock were available for issuance under future option grants and were still available at June 30, 2023.

**Board of Directors Compensation**

As of June 30, 2023, the directors did not receive any compensation for serving as members of the Board.

In addition to any cash compensation, non-employee directors also are eligible to participate in the Non-Employee Director Stock Option Plan and to receive automatic option grants thereunder. The Director Plan provides for periodic automatic option grants to non-employee members of the Board. An individual who is first elected or appointed as a non-employee Board member receives an annual automatic grant of 25,000 shares plus the first annual grant of 5,000 shares, and will be eligible for subsequent 5,000 share grants at the second Annual Meeting following the date of his initial election or appointment as a non-employee Board member.

During the fiscal year ended June 30, 2023, no options were granted to non-employee Board members.

***ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS***

The following table sets forth certain information regarding the beneficial ownership of the Company's Common Stock as of June 30, 2023, by (i) all those known by the Company to be beneficial owners of more than 5% of its Common Stock; (ii) all directors; and (iii) all officers and directors of the Company as a group.

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<b>Name and Address of Beneficial Owner</b>	<b>No. Shares fully diluted</b>	<b>Percent ownership</b>
Robert E. Wolfe, Randolph, VT, Chairman, CEO, CFO	1,004,500	30.41%
Hennistone Projects Ltd.2 Eastglade Northwood Middlessex, HA6 3LD UK	588,000	17.80%
Crossland Ltd. Belize, 60 Market Square, PO Box 364, Belize City, Belize, Central America	315,625	9.56%
Crossland, Ltd. 104B Saffrey Square, Nassau, Bahamas	296,875	8.99%
Lawrence Donofrio, San Diego, CA, Director	—	0.00%
5% Shareholders Total:	2,205,000	66.76%
Officers and Directors		
Robert E. Wolfe, Randolph, VT, Chairman, CEO, CFO	1,004,500	30.41%
Lawrence Donofrio, San Diego, CA, Director	—	0.00%
Directors and Officers Total:	1,004,500	30.41%

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE**

The Company's transactions with its officers, directors and affiliates have been and such future transactions will be, on terms no less favorable to the Company than could have been realized by the Company in arms-length transactions with non-affiliated persons and will be approved by a majority of the independent disinterested directors.

On February 3, 2006 the Company purchased 100% of the stock of Anton Nielsen Vojens ApS, a Danish company from Borkwood Development Ltd., a prior shareholder of AOXY. At the time of the transaction, a director of Borkwood Development, Ltd., Aage Madsen was also a director of Anton Nielsen Vojens ApS. As of May 25, 2007, Mr. Madsen is not a director, owner, beneficiary or affiliate of the Company or its wholly owned subsidiary Anton Nielsen Vojens, ApS.

**Director Independence**

During the year ended June 30, 2023, Robert Wolfe and Lawrence Donofrio served as our directors and only Mr. Donofrio is an independent director as he has no ownership, employment, or business interaction with the Company. We are currently traded on the Over-the-Counter Bulletin Board system and specifically the OTC PINK. The OTC PINK does not require that a majority of the Board be independent.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The Company's auditors for the periods ending June 30, 2023 and June 30, 2022 were Sadler, Gibb & Associates, LLC, 344 W 13800 S, Suite 250, Draper, UT 84020. We have paid or expect to pay the following fees to Sadler, Gibb & Associates, LLC for work performed for the fiscal years ending June 30, 2023, and June 30, 2022, attributable to the audits of consolidated financial statements:

<b>Year ending June 30,</b>	<b>2023</b>	<b>2022</b>
Audit-Related Fees	\$ 19,000	\$ 17,000
Tax and consulting Fees	\$ —	\$ —
Other fees	\$ —	\$ —

The aggregate fees billed include amounts for interim reviews and the audit of the consolidated financial statements for 2023.

In January 2003, the SEC released final rules to implement Title II of the Sarbanes-Oxley Act of 2003. The rules address auditor independence and have modified the proxy fee disclosure requirements. Audit fees include fees for services that normally would be provided by the accountant in connection with statutory and regulatory filings or engagements and that generally only the independent accountant can provide. In addition to fees for an audit or review in accordance with generally accepted auditing standards, this category contains fees for comfort letters, statutory audits, consents, and assistance with and review of documents filed with the SEC. Audit-related fees are assurance-related services that traditionally are performed by the independent accountant, such as employee benefit plan audits, due diligence related to mergers and acquisitions, internal control reviews, attest services that are not required by statute or regulation, and consultation concerning financial accounting and reporting standards.

The board has reviewed the fees paid to Sadler, Gibb & Associates, LLC and In-Revision. The board has also adopted policies and procedures to approve audit and non-audit services provided in the fiscal year 2023 by Sadler, Gibb & Associates, LLC and In-Revision. These policies and procedures involve annual pre-approval by the board of the types of services to be provided by our independent auditor and fee limits for each type of service on both a per-engagement and aggregate level. The board may additionally ratify certain de minimis services provided by the independent auditor without prior board approval, as permitted by the Sarbanes-Oxley Act and rules of the SEC promulgated thereunder.

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**PART IV**

**ITEM 15: EXHIBITS AND REPORTS ON FORMS 8K,**

**Reports filed on Form 8-K for the year ending June 30, 2023:**

None

**Exhibits**

<b>Exhibit Number</b>	<b>Description of the Document</b>
<a href="#">3.1</a>	<a href="#">Certificate of Incorporation as Amended and filed with the Secretary of State of Delaware effective on December 5, 2014 (1)</a>
<a href="#">3.2</a>	<a href="#">Bylaws</a>
<a href="#">21.1*</a>	<a href="#">Subsidiaries of Registrant</a>
<a href="#">31.1*</a>	<a href="#">Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
<a href="#">31.2*</a>	<a href="#">Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
<a href="#">32.1*</a>	<a href="#">Certification of Chief Executive Officer in accordance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
<a href="#">32.2*</a>	<a href="#">Certification of Chief Financial Officer in accordance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
101.INS	XBRL Instance
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

\*Filed herewith

(1) Filed as an exhibit to the Company's 8-K filed with the SEC on December 9, 2014 and incorporated herein by reference.

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

(Registrant): ADVANCED OXYGEN TECHNOLOGIES, INC.

Date: August 24, 2023

By (Signature and Title):

/s/ Robert E. Wolfe

Robert E. Wolfe, CEO & Chairman of the Board

Date: August 24, 2023

By (Signature and title):

/s/ Lawrence Donofrio

Lawrence Donofrio, Director

**EXHIBIT F**

**FINANCIAL STATEMENTS AND REPORT OF INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM OF ADVANCED OXYGEN TECHNOLOGIES, INC. AND SUBSIDIARY  
June 30, 2023**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of Advanced Oxygen Technologies, Inc.:

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Advanced Oxygen Technologies, Inc. (“the Company”) as of June 30, 2023 and 2022, the related consolidated statements of operations and comprehensive income (loss), stockholders’ equity, and cash flows for each of the years in the two-year period ended June 30, 2023 and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of June 30, 2023 and 2022, and the results of its operations and its cash flows for each of the years in the two-year period ended June 30, 2023, in conformity with accounting principles generally accepted in the United States of America.

**Basis for Opinion**

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

**Critical Audit Matters**

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there were no critical audit matters.

*/s/ Sadler, Gibb & Associates, LLC*

We have served as the Company’s auditor since 2016.

Draper, UT  
August 24, 2023

**ADVANCED OXYGEN TECHNOLOGIES, INC.  
AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS**

	<b>As of June 30,</b>	
	<b>2023</b>	<b>2022</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 104,836	\$ 94,216
Property tax receivable	1,166	1,117
<b>Total Current Assets</b>	<b>106,002</b>	<b>95,333</b>
Property and equipment	591,705	566,856
<b>TOTAL ASSETS</b>	<b>\$ 697,707</b>	<b>\$ 662,189</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$ -	\$ -
Contract liabilities	3,059	2,929
Taxes payable	62,523	51,111
Current portion of notes payable	6,930	16,889
Advances from a related party	147,387	137,583
<b>Total Current Liabilities</b>	<b>219,899</b>	<b>208,512</b>
<b>Long Term Liabilities</b>		
Notes payable, net of current portion	127,029	134,008
<b>Total Long-Term Liabilities</b>	<b>127,029</b>	<b>134,008</b>
<b>Total Liabilities</b>	<b>346,928</b>	<b>342,520</b>
<b>STOCKHOLDERS' EQUITY-</b>		
Convertible preferred stock, Series 2, par value \$0.01; authorized 10,000,000 shares; issued and outstanding 5,000 At June 30, 2023 and June 30, 2022	50	50
Convertible preferred stock, Series 3, par value \$0.01; authorized 1,670,000 shares, zero shares issued and outstanding	—	—
Convertible preferred stock, Series 5; no par value, 1 share authorized and zero shares issued and outstanding, respectively	—	—
Common stock, par value \$0.01; At June 30, 2023 and June 30, 2022, authorized 60,000,000 shares; issued and outstanding 3,292,945 and 3,292,945 shares, respectively	32,929	32,929
Additional paid-in capital	21,057,116	21,057,116
Accumulated other comprehensive income (loss)	23,019	(5,820)
Accumulated deficit	(20,762,335)	(20,764,606)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>350,779</b>	<b>319,669</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 697,707</b>	<b>\$ 662,189</b>

See accompanying notes to consolidated financial statements.

**ADVANCED OXYGEN TECHNOLOGIES, INC.  
AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)**

	<b>For the Years ended June 30,</b>	
	<b>2023</b>	<b>2022</b>
Revenues		
Rent Revenues	\$ 39,406	\$ 39,515
Total Revenues	39,406	39,515
Operating Expenses		
General and Administrative	7,001	7,336
Professional fees	21,201	19,100
Total Operating Expenses	28,202	26,436
Income (Loss) from operations	11,204	13,079
Other income (expenses)		
Interest (Expense)	(771)	(1,940)
Gain on Tax Settlement	-	53,902
Total Other Income (Expenses)	(771)	51,962
Income before Income Taxes	10,433	65,041
Income Taxes Expense	8,162	8,049
NET INCOME	<u>\$ 2,271</u>	<u>\$ 56,992</u>
Weighted Average number of common shares outstanding		
Basic	3,292,945	3,292,945
Diluted	3,302,945	3,302,945
Basic earnings per Share	<u>\$ 0.00</u>	<u>\$ 0.02</u>
Dilutive earnings per Share	<u>\$ 0.00</u>	<u>\$ 0.02</u>
OTHER COMPREHENSIVE INCOME (LOSS)		
NET INCOME	\$ 2,271	\$ 56,992
Foreign Currency Translation Adjustments	28,839	(83,262)
TOTAL COMPREHENSIVE INCOME (LOSS)	<u>\$ 31,110</u>	<u>\$ (26,270)</u>

See accompanying notes to consolidated financial statements.

**ADVANCED OXYGEN TECHNOLOGIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**For the Years Ended June 30, 2023 and 2022**

	Preferred Stock Convertible Series 2		Common Stock		Additional Paid In Capital Amount	Accumulated Deficit Amount	Accumulated Other Comprehensive Income (loss) Amount	Total Stockholders' Equity Amount
	Shares	Amount	Shares	Amount				
<b>Balance at June 30, 2021</b>	5,000	\$ 50	3,292,945	\$ 32,929	\$ 21,057,116	\$ (20,821,598)	\$ 77,442	\$ 345,939
Foreign Currency Translation Adjustment	—	—	—	—	—	—	(83,262)	(83,262)
Net Income	—	—	—	—	—	56,992	—	56,992
<b>Balance at June 30, 2022</b>	5,000	50	3,292,945	32,929	21,057,116	(20,764,606)	(5,820)	319,669
Foreign Currency Translation Adjustment	—	—	—	—	—	—	28,839	28,839
Net Income	—	—	—	—	—	2,271	—	2,271
<b>Balance at June 30, 2023</b>	5,000	\$ 50	3,292,945	\$ 32,929	\$ 21,057,116	\$ (20,762,335)	\$ 23,019	\$ 350,779

See accompanying notes to consolidated financial statements.

**ADVANCED OXYGEN TECHNOLOGIES, INC.  
AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>For the Years Ended June 30,</b>	
	<b>2023</b>	<b>2022</b>
Cash flows from operating activities:		
Net income	\$ 2,271	\$ 56,992
Adjustments to reconcile net income to net cash provided by operating activities		
Expenses paid on behalf of the company by a related party	24,251	23,779
Changes in operating assets and liabilities		
Accounts payable	-	(682)
Taxes payable	8,874	9,503
Net cash provided by operating activities	<u>35,396</u>	<u>89,592</u>
Cash flow from financing activities:		
Repayment of related party debt	(11,921)	(16,139)
Repayment of long-term debt	(17,245)	(17,139)
Net cash used in financing activities	<u>(29,166)</u>	<u>(33,278)</u>
Change due to FX Translation	4,389	(12,077)
<b>NET CHANGE IN CASH</b>	<b><u>10,620</u></b>	<b><u>44,237</u></b>
Cash at beginning of period	\$ 94,216	\$ 49,979
Cash at end of period	<u>\$ 104,836</u>	<u>\$ 94,216</u>
Supplemental Disclosures of Cash Flow Information		
Cash paid for Interest	\$ 771	\$ 1,940
Cash paid for Income Taxes	<u>\$ 8,162</u>	<u>\$ 7,939</u>

See accompanying notes to the consolidated financial statements.

**ADVANCED OXYGEN TECHNOLOGIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 - ORGANIZATION AND LINE OF BUSINESS:**

*Organization:*

Advanced Oxygen Technologies Inc., (“Advanced Oxygen Technologies”, “AOXY”, or the “Company”), was incorporated in Delaware in 1981 under the name Aquanautics Corporation and was, from 1985 until May 1995, a startup stage specialty materials company producing new oxygen control technologies. From May of 1995 through December of 1997 the Company had minimal operations and was seeking funding for operations and companies to which it could merge or acquire. In March of 1998 the Company began operations again in California. From 1998 through 2000, the business produced and sold CD- ROMS for conference events, advertisement sales on the CD's, database management and event marketing all associated with conference events. From 2000 through March of 2003, the business consisted solely of database management. From 2003 through April 2005, the business operations were derived totally from the Company's wholly owned business, IP Service, ApS, a Danish IP security vulnerability company (“IP Service”). Since then, business operations have been solely derived from its wholly owned subsidiaries Anton Nielsen Vojens, ApS (“ANV”), Sharx Inc. and its wholly owned subsidiary Sharx DK ApS (collectively “Sharx”).

*Lines of Business:*

Advanced Oxygen Technologies, Inc. operations are derived from its wholly owned subsidiaries Anton Nielsen Vojens, ApS (“ANV”), Sharx Inc. and its wholly owned subsidiary Sharx DK ApS.

ANV is a Danish company that owns commercial real estate in Vojens, Denmark. ANV's revenues are derived solely from the lease revenue from its real estate. Circle K Denmark A/S, formerly StatOil A/S, leases the facility from ANV. The lease expires in 2026.

Sharx Inc. is a Wyoming corporation incorporated in 2020 and operations are derived from its wholly owned subsidiary Sharx DK ApS.

Sharx DK ApS is a Danish company, incorporated in 2020. On June 30, 2020, Sharx DK ApS, entered into a Distribution Agreement (the “Distribution Agreement” Exhibit 10.1) with a third party vendor, Cleaver ApS, a Danish corporation (“Cleaver”), whereby Cleaver has appointed the Company as Cleaver's nonexclusive distributor of its products in Europe, South America and North America. Cleaver is a manufacturer of a line of products for the logistics and cargo industry. Sharx had no activity for the period ending June 30, 2023.

*Other Risk and Uncertainties:*

In connection with the COVID-19 pandemic, governments have implemented significant measures, including closures, quarantines, travel restrictions and other social distancing directives, intended to control the spread of the virus. Companies have also taken precautions, such as requiring employees to work remotely, imposing travel restrictions and temporarily closing businesses. To the extent that these restrictions remain in place, additional prevention and mitigation measures are implemented in the future, or there is uncertainty about the effectiveness of these or any other measures to contain or treat COVID-19, there is likely to be an adverse impact on global economic conditions and consumer confidence and spending, which could materially and adversely affect the Company's research and development, as well as operational activities. At this time, the Company is working to manage and mitigate potential disruptions to its future manufacturing and supply chain considerations. The Company has not experienced hindrance to its operations or material negative financial impacts as compared to prior periods. At this time, the extent to which the COVID-19 pandemic impacts the Company's business will depend on future developments, which are highly uncertain and cannot be predicted.

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

*Principles of Consolidation:*

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries (ANV and Sharx), after elimination of all intercompany accounts, transactions, and profits.

*Basis of Presentation:*

The consolidated financial statements of the Company have been prepared in accordance with U.S. GAAP and are expressed in United States dollars. The Company's fiscal year end is June 30.

*Use of Estimates*

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

*Revenue Recognition:*

Revenue from Contracts with Customers

For our rental revenue and commission revenue, we recognize revenue under the five steps in Topic 606, which are as follows: 1) identify the contract with the customer; 2) identify the performance obligations in the contract; 3) determine the transaction price; 4) allocate the transaction price to the performance obligations; and 5) recognize revenue when (or as) performance obligations are satisfied.

Rental Revenue

Rental revenue is derived from the Commercial Property lease in which quarterly payments are received pursuant to the property lease which is in effect until 2026. We recognize revenue when we have satisfied a performance obligation by transferring control over a product or delivering a service to a client. We measure revenue based upon the consideration set forth in an arrangement or contract with a client. We recognize revenue from these services when the services are completed. If we are paid in advance for these services, we record such payment as a contract liability until we complete the services. As of June 30, 2023, the Company recorded \$3,059 of contract liabilities in connection to rental revenues.

The Company leases land to a customer. We, as a lessor, retain substantially all of the risks and benefits of ownership of the investment properties and account for our leases as operating leases. We accrue fixed lease income on a straight-line basis over the terms of the leases when we believe substantially all lease income, including the related straight-line rent receivable, is probable of collection. For our leases, we receive a fixed payment from the customer which is recognized as lease income on a straight-line basis over the term of the lease beginning with the adoption of ASC 842.

In April 2020, the FASB staff released guidance focused on treatment of concessions related to the effects of COVID-19 on the application of lease modification guidance in Accounting Standards Codification (ASC) 842, "Leases." The guidance provides a practical expedient to forgo the associated reassessments required by ASC 842 when changes to a lease result in similar or lower future consideration. We have elected to generally account for rent abatements as negative variable lease consideration in the period granted, or in the period we determine we expect to grant an abatement. Further abatements granted in the future will reduce lease income in the period we grant, or determine we expect to grant, an abatement. We have not agreed to any deferral or abatement arrangements with any of our customers.

The Company has elected to exclude short-term leases from the recognition requirements of ASC 842. A lease is short-term if, at the commencement date, it has a term of less than or equal to one year. Lease expense related to short-term leases is recognized on a straight-line basis over the lease term.

Commission revenue

For our commission revenue, we recognize revenue under the five steps in Topic 606, which are as follows: 1) identify the contract with the customer; 2) identify the performance obligations in the contract; 3) determine the transaction price; 4) allocate the transaction price to the performance obligations; and 5) recognize revenue when (or as) performance obligations are satisfied.

The Company's source of commission revenue is from the Company's subsidiary Sharx in which quarterly payments are received when the customer pre-pays or pays upon the date products are drop shipped from the manufacturer pursuant to a non-exclusive distribution agreement. At such time the products are drop shipped, the Company's performance obligation has been satisfied and revenue is recorded. The Company has determined that it is an agent of the manufacturer and collects commission revenue at or before the delivery of product (See Note 3 for further details).

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### *Cash and Cash Equivalents:*

For purposes of the statement of cash flows, the Company considers all highly-liquid investments purchased with original maturities of three months or less to be cash equivalents.

The Company maintains its cash in bank deposit accounts which, at June 30, 2023 did not exceed federally insured limits. The Company has not experienced any losses in such accounts and believes that it is not exposed to any significant credit risk on such amounts.

### *Property and Equipment:*

Land is recognized at cost. Land is carried at cost less accumulated impairment losses.

### *Foreign currency translation:*

Foreign currency transactions are translated applying the current rate method. Assets and liabilities are translated at current rates. Stockholders' equity accounts are translated at the appropriate historical rates and revenue and expenses are translated at weighted average rates for the year.

### *Foreign currency transactions:*

The Company applies the guidelines as set out in Section 830-20-35 of the FASB Accounting Standards Codification ("Section 830-20-35") for foreign currency transactions. Pursuant to Section 830-20-35 of the FASB Accounting Standards Codification, foreign currency transactions are transactions denominated in currencies other than U.S. Dollar, the Company's reporting currency. Foreign currency transactions may produce receivables or payables that are fixed in terms of the amount of foreign currency that will be received or paid. A change in exchange rates between the reporting currency and the currency in which a transaction is denominated increases or decreases the expected amount of reporting currency cash flows upon settlement of the transaction. That increase or decrease in expected reporting currency cash flows is a foreign currency transaction gain or loss that generally shall be included in determining net income for the period in which the exchange rate changes. Likewise, a transaction gain or loss (measured from the transaction date or the most recent intervening balance sheet date, whichever is later) realized upon settlement of a foreign currency transaction generally shall be included in determining net income for the period in which the transaction is settled. The exceptions to this requirement for inclusion in net income of transaction gains and losses pertain to certain intercompany transactions and to transactions that are designated as, and effective as, economic hedges of net investments and foreign currency commitments. Pursuant to Section 830-20-25 of the FASB Accounting Standards Codification, the following shall apply to all foreign currency transactions of an enterprise and its investees: (a) at the date the transaction is recognized, each asset, liability, revenue, expense, gain, or loss arising from the transaction shall be measured and recorded in the functional currency of the recording entity by use of the exchange rate in effect at that date as defined in section 830-10-20 of the FASB Accounting Standards Codification; and (b) at each balance sheet date, recorded balances that are denominated in currencies other than the functional currency or reporting currency of the recording entity shall be adjusted to reflect the current exchange rate.

The Company's wholly owned subsidiary ANV uses the Danish Krone, DKK as its reporting currency as well as its functional currency.

The wholly owned subsidiary Sharx DK ApS uses the US Dollar as its reporting currency as well as its functional currency and from time to time has transactions in foreign currencies. The change in exchange rates between the U.S. Dollar, the Company's reporting and functional currency and the foreign currency, the currency in which a transaction is denominated increases or decreases the expected amount of reporting currency cash flows upon settlement of the transaction. That increase or decrease in expected reporting currency cash flows is a foreign currency transaction gain or loss that generally is included in determining net income (loss) for the period in which the exchange rate changes.

### *Income Taxes:*

The Company accounts for income taxes under the asset and liability method of accounting. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is required when it is less likely than not that the Company will be able to realize all or a portion of its deferred tax assets. Because it is doubtful that the net operating losses of recent years will ever be used, a valuation allowance has been recognized equal to the tax benefit of net operating losses generated.

### *Earnings per Share:*

Basic earnings per share is computed by dividing income available to common shareholders by the weighted-average number of common shares available. Diluted earnings per share is computed similar to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. As of June 30, 2023, and June 30, 2022 there were 10,000 and 10,000, potential dilutive shares that need to be considered as common share equivalents and because of the net income for June 30, 2023, the effect of these potential common shares is dilutive.

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*Stock-Based Compensation:*

The Company records stock-based compensation in accordance with ASC 718, Compensation. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. Equity instruments issued to employees and the cost of the services received as consideration are measured and recognized based on the grant date fair value of the equity instruments issued and are recognized over the employees required service period, which is generally the vesting period.

*Concentrations of Credit Risk:*

Financial instruments that potentially subject the Company to major credit risk consist principally of a single subsidiary of Anton Nielsen Vojens ApS. ANV's rent revenues are derived from one customer. The Company's commission revenues are subject to concentration risk as the commission revenues are derived from one product.

*New Accounting Pronouncements already adopted:*

None.

*New Accounting Pronouncements Not Yet Adopted*

None.

Other recent accounting pronouncements issued by the FASB did not or are not believed by management to have a material impact on the Company's present or future financial statements.

**NOTE 3 - REVENUE:**

The Company's subsidiary, Anton Nielsen Vøjens, ApS has one customer who is a non-related party and leases property from the Company. Rent revenues related to the operating lease are recognized as earned. The Company's subsidiary Sharx DK ApS had zero retail customers for the year ending June 30, 2022 and zero for the year ending June 30, 2023. The Company has determined that is an agent of the manufacturer and collects commission revenue at or before the delivery of product.

The Company disaggregates revenues by revenue type and geographic location. See the below tables:

Revenue Type	Year Ended June 30,	
	2023	2022
Real Estate Rental	\$ 39,406	\$ 39,515
Commission Revenues	—	—
<b>Total Sales by Revenue Type</b>	<b>\$ 39,406</b>	<b>\$ 39,515</b>

The Company's derives revenues from 100% of foreign revenues. For the period ending June 30, 2023 and June 30, 2022 the major geographic concentrations were as follows:

Revenue Type	Geographic Regions for the Twelve Months Ended June 30,	
	2023	2022
International	\$ 39,406	\$ 39,515
Domestic	—	—
<b>Total Sales by Geographic Location</b>	<b>\$ 39,406</b>	<b>\$ 39,515</b>

**NOTE 4 – PROPERTY & EQUIPMENT:**

The Land owned by the Company’s wholly owned subsidiary constitutes the largest asset of the Company. During the period ending June 30, 2023 the Company recorded an increase in the carrying value of the Land of \$24,849, due to the currency translation difference. The carrying value of the Land of the Company was as follows:

	Carrying Value of Land at June 30,	
	2023	2022
US Dollars	\$ 591,705	\$ 566,856

**NOTE 5 - RELATED PARTY TRANSACTIONS:**

Crossfield, Inc., a company of which the CEO, Robert Wolfe is an officer and director, has made advances to the Company which are not collateralized, non-interest bearing, and payable upon demand. At June 30, 2023 and 2022, the Company had a balance of \$147,387 and \$137,583 respectively. During the twelve-month period ended June 30, 2023 and 2022 expenses paid on behalf of the Company were \$24,251 and \$23,779 respectively. The Company repaid \$11,921 of the advancement during the year ending June 30, 2023.

**NOTE 6 - NOTES PAYABLE:**

During 2006, the Company issued a promissory note (“Note”) for \$650,000, payable to the Borkwood Development Ltd, a previous shareholder of the Company (“Seller”), payable and amortized monthly and carrying an interest at 5% per year. The Company has the right to prepay the note at any time with a notice of 14 days. To secure the payment of principal and interest the Sellers will receive a perfect lien and security interest in the Shares in the company ANV until the note with accrued interest is paid in full, and, 2) In the case that the Note has not been repaid within 12 months from the day of closing the Sellers have the right to convert the debt to common stock of Advanced Oxygen Technologies, Inc. in an amount of non-diluted shares calculated on the conversion Date, equal to the lesser of : a) Six hundred and Fifty thousand (650,000) or the Purchase Price minus the principal payments made by the buyer, whichever is greater, divided by the previous ten day closing price of AOXY as quoted on the national exchange, or b) Fifteen million shares, whichever is lesser. The Note has been extended until July 1, 2024, prior to period end and interest waived through the period ending June 30, 2024. As of June 30, 2023, the unpaid balance was \$127,029.

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The Company has a note payable with a bank ("Note B"). The original amount of Note B was kr1, 132,000 Danish Krone (kr). Note B is secured by the subsidiary's real estate, with a 2.00% interest rate and .5 years left on the term. The balance on the note as of June 30, 2023 was \$6,930. During the period ended June 30, 2023, the Company paid \$17,245, in principal payments and \$771 in interest.

The Company's commitments and contingencies are \$6,930 for 2024. See below table for the years 2024 through 2025 with total principal payments due on outstanding notes payable of \$133,959. The amounts stated reflect the Company's commitments in the currencies that those commitments were made and the amounts are an estimate of what the US dollar amount would be if the currency rates did not change.

<b>Year</b>	<b>Amount</b>
2024	\$ 6,930
2025	127,029
<b>Total</b>	<b>\$ 133,959</b>
Less: Long-term portion of notes payable	127,029
<b>Notes payable, current portion</b>	<b>\$ 6,930</b>

The amounts stated reflect the Company's commitments in the currencies that those commitments were made and the amounts are an estimate of what the US dollar amount would be if the currency rates did not change going forward.

**NOTE 7 - INCOME TAXES:**

As of June 30, 2023, the Company had federal and state net operating loss carryforwards of approximately \$20,663,463 of which approximately \$636,466 may be utilized to offset future taxable income. Section 382 of the Internal Revenue Code imposes substantial restrictions on the utilization of net operating loss and tax credit carryforwards when a change in ownership occurs. No deferred tax assets have been recorded because it is considered unlikely that they will be realized. The loss carryforwards will expire during the fiscal years ended June 30 as follows:

<b>Year</b>	<b>Amount</b>
2023	\$ -
Total	\$ -

The overall effective tax rate differs from the federal statutory tax rate of 21% due to operating losses and other deferred assets not providing benefit for income tax purposes.

A reconciliation of income tax expense at the federal statutory rate to income tax expense at the Company's effective rate is as follows at June 30, 2023 and 2022:

	<b>2023</b>	<b>2022</b>
United States Statutory Income Tax Rate	21%	21%
Increase (Decrease) in rate on income subject to Danish income tax rates	1%	1%
Decrease in rate resulting from Non-Deductible expenses	—	—
<b>Income Tax Expense</b>	<b>22%</b>	<b>22%</b>

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The components of income tax expense (benefit) from continuing operations for the years ended June 30, 2023 and 2022 consisted of the following:

<b>Current Tax Expense</b>	<b>2023</b>	<b>2022</b>
Danish Income Tax Expense (Benefit)	\$ 8,162	\$ 8,049
<b>Federal US Income Tax Expense (Benefit)</b>		
Current	—	—
Deferred	—	—
<b>Total Income Tax Expense</b>	<b>\$ 8,162</b>	<b>\$ 8,049</b>

Deferred income tax expense/ (benefit) results primarily from the reversal of temporary timing differences between tax and financial statement income.

The Company had deferred tax income tax assets as of June 30, 2023 and 2022 as follows:

	<b>2023</b>	<b>2022</b>
Net operating loss carryforwards	\$ 4,364,079	\$ 4,363,579
Valuation allowance	(4,364,079)	(4,363,579)
<b>Total net deferred tax assets</b>	<b>\$ —</b>	<b>\$ —</b>

The Company has maintained a full valuation allowance against the total deferred tax assets for all period due to the uncertainty of future utilization.

**NOTE 8 – STOCKHOLDERS' EQUITY:**

Common Stock:

The Company is authorized to issue 60,000,000 shares of Common stock, par value \$0.01; At June 30, 2023 and June 30, 2022 there were 3,292,945 and 3,292,945 shares issued and outstanding, respectively.

Preferred Stock:

Series 2 Convertible Preferred Stock:

The Company is authorized to issue 10,000,000 shares of \$0.01 par value of series 2 convertible preferred stock. Each Series 2 preferred share also includes one warrant to purchase two common shares for \$5.00. The warrants are exercisable over a three-year period. In the event of the liquidation of the Company, holders of Series 2 preferred stock would be entitled to receive \$5.00 per share, plus any unpaid dividends declared on the Series 2 preferred stock from the funds remaining after the Company's creditors, including directors, have been paid. There have been no dividends declared. There are 177,000 Series 2 Convertible Preferred shares designated. As of June 30, 2023, and June 30, 2022 there are 5,000 shares issued, which are convertible into 10,000 common shares. There are no warrants outstanding that have been issued in connection with these preferred shares.

Series 3 Convertible Preferred Stock:

The Company has designated 1,670,000 shares of series 3 convertible preferred stock with a par value \$0.01. Each share automatically converts on March 2, 2000 into either (a) one (1) share of the Company's common stock if the average closing price of the common stock during the ten trading days immediately prior to March 1, 2000 is equal to or greater than sixty-six cents (\$0.66) per share, or (b) one and one-half (1 1/2) shares of common stock if the average closing price of the common stock during the ten trading days immediately prior March 1, 2000 is less than sixty-six cents (\$0.66) per share. There were zero shares of Series 3 Convertible Preferred Stock converted to common stock. There are zero shares issued and outstanding at June 30, 2023 and 2022.

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Series 5 Convertible Preferred Stock:

The Company has designated 1 share of series 5 convertible preferred stock, no par value. There is 1 Series 5 Convertible Preferred shares designated. The shares are collectively convertible to common stock of the Company on March 5, 2004, in an amount equal to the greater of a.) 290,000 shares divided by the ten day closing price, prior to the date of acquisition of IPS, of the Company's common stock as quoted on the national exchange and not to exceed twenty million shares, or b.) six million shares. There were zero shares of Series 5 Convertible Preferred Stock converted to common stock. There are zero shares issued and outstanding at June 30, 2023 and 2022.

**NOTE 9 – SEGMENT AND GEOGRAPHIC INFORMATION**

***Segment Performance***

We have three reporting segments:

1. The ANV lease segment which leases land in Denmark by long term leases.
2. The Sharx's segment which generate commissions for the sale cargo security products.
3. The Corporate segment, Advanced Oxygen Technologies, Inc. which does not generate revenues, but has administrative expenses.

The following table summarizes financial information regarding each reportable segment's results of operations for the periods presented:

	<b>Year Ended June 30,</b>	
	<b>2023</b>	<b>2022</b>
<b>Revenue by segment</b>		
Lease revenues	\$ 39,406	\$ 39,515
Commission revenues from security product sales	—	—
Corporate revenues	—	—
Total revenue	<u>\$ 39,406</u>	<u>\$ 39,515</u>
<b>Segment profitability</b>		
Lease income (loss)	\$ 28,935	\$ 82,442
Commission income (loss) from security product sales	(2,414)	(2,354)
Corporate income (loss)	(24,250)	(23,096)
Total segment profitability	<u>\$ 2,271</u>	<u>\$ 56,992</u>

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The following table presents net sales, based on the location in which the sale originated, and long-lived assets, representing property, plant and equipment, net of related depreciation, by geographic region. All of the assets are land that are held by the Company's subsidiary, ANV.

<i>Year Ending June 30:</i>	<b>2023</b>	<b>2022</b>
<b>Net Sales</b>		
United States	\$ —	\$ —
Denmark	39,406	39,515
<b>Total</b>	<u>\$ 39,406</u>	<u>\$ 39,515</u>
<b>Long-Lived Assets</b>		
United States	\$ —	\$ —
Denmark	591,705	566,856
<b>Total</b>	<u>\$ 591,705</u>	<u>\$ 566,856</u>

**Year Ended June 30, 2023**

	<u>ANV</u>	<u>Sharx</u>	<u>Corporate</u>	<u>Total</u>
Net sales	\$ 39,406	\$ —	\$ —	\$ 39,406
Operating income (loss)	37,868	(2,414)	(24,250)	11,204
Interest expense	(771)	—	—	(771)
Goodwill	-	-	-	-
Depreciation and amortization	—	—	—	—
Total assets	\$ 697,559	\$ (2)	\$ 150	\$ 697,707

**Year Ended June 30, 2022**

	<u>ANV</u>	<u>Sharx</u>	<u>Corporate</u>	<u>Total</u>
Net sales	\$ 39,515	\$ —	\$ —	\$ 39,515
Operating (loss) income	38,528	(2,354)	(23,095)	13,079
Interest expense	(1,940)	—	—	(1,940)
Goodwill	-	-	-	-
Depreciation and amortization	—	—	—	—
Total assets	\$ 659,627	\$ 2,412	\$ 150	\$ 662,189

**NOTE 10 - SUBSEQUENT EVENTS:**

In accordance with ASC 855-10, Company management reviewed all material events through the date of this report.

## Exhibit 21: SUBSIDIARIES OF ADVANCED OXYGEN TECHNOLOGIES, INC.

SUBSIDIARIES OF ADVANCED OXYGEN TECHNOLOGIES, INC.		
Name of Incorporation	State and/or Country of Incorporation	Percent Ownership
Anton Nielsen Vojens, ApS	Vojens, Denmark	100%
Sharx, Inc.	WY, USA	100%
Sharx DK, ApS	Arhus, Denmark	100%

## CERTIFICATIONS

I, Robert Wolfe, certify that:

1. I have reviewed this Annual Report on Form 10-K for the 12 month period ended June 30, 2023 of Advanced Oxygen Technologies, Inc.;
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. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 24, 2023

By: /s/ Robert Wolfe  
Robert Wolfe  
Chief Executive Officer

## CERTIFICATIONS

I, Robert Wolfe, certify that:

1. I have reviewed this Annual Report on Form 10-K for the 12 month period ended June 30, 2023 of Advanced Oxygen Technologies, Inc.;
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. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 24, 2023

By: /s/ Robert Wolfe  
Robert Wolfe  
Chief Financial Officer

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

In connection with the Annual Report of Advanced Oxygen Technologies, Inc. (the "Company") on Form 10-K for the 12 month period ended June 30, 2023 filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert Wolfe, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 24, 2023

By: /s/ Robert Wolfe  
Robert Wolfe  
Chief Executive Officer

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

In connection with the Annual Report of Advanced Oxygen Technologies, Inc. (the "Company") on Form 10-K for the period ended June 30, 2023 filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert Wolfe, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 24, 2023

By: /s/ Robert Wolfe  
Robert Wolfe  
Chief Financial Officer