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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2023

OR

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

For the transition period from to

Commission File Number: 001-40809

EZFILL HOLDINGS INC.
(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of incorporation or organization)**	**83-4260623** **(I.R.S. Employer Identification Number)**
67 NW 183rd Street Miami FL **(Address of principal executive offices)**	**33169** **(Zip Code)**

Registrant's telephone number, including area code: (305) 791-1169

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value $0.0001 per share	EZFL	NASDAQ Capital Market

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

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

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company filer	☒
Emerging growth company	☒		

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

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

As of November 14, 2023, the registrant had 4,270,690 shares of common stock, par value $0.0001 per share, outstanding.

EZFILL HOLDINGS, INC.
TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

EzFill Holdings, Inc.

EzFill Holdings, Inc. and Subsidiary
Consolidated Balance Sheets

	September 30, 2023 (Unaudited)	December 31, 2022 (Audited)
Assets		
Current Assets		
Cash	$ 405,230	$ 2,066,793
Investment in debt securities	-	2,120,082
Accounts receivable - net	1,326,133	766,692
Inventory	183,271	151,248
Prepaids and other	357,929	329,351
Total Current Assets	2,272,563	5,434,166
Property and equipment - net	3,715,860	4,589,159
Operating lease - right-of-use asset	354,601	521,782
Deposits	53,017	52,737
Total Assets	$ 6,396,041	$ 10,597,844
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable and accrued expenses	$ 1,141,624	$ 1,256,479
Accounts payable and accrued expenses - related parties	31,815	-
Line of credit	-	1,000,000
Notes payable - net	818,629	811,516
Notes payable - related parties - net	3,145,997	-
Operating lease liability	238,042	230,014
Total Current Liabilities	5,376,107	3,298,009
Long Term Liabilities		
Notes payable - net	742,053	1,198,380
Operating lease liability	140,375	316,008
Total Long Term Liabilities	882,428	1,514,388
Total Liabilities	6,258,535	4,812,397
Commitments and Contingencies		
Stockholders' Equity		
Preferred stock - $0.0001 par value; 5,000,000 shares authorized none issued and outstanding, respectively	-	-
Common stock - $0.0001 par value, 50,000,000 shares authorized 3,962,461 shares issued and 3,812,461 shares outstanding at September 30, 2023 and 3,335,674 shares issued and outstanding at December 31, 2022	396	334
Additional paid-in capital	42,026,591	40,674,864
Accumulated deficit	(41,889,481)	(34,845,161)
Accumulated other comprehensive loss	-	(44,590)
Total Stockholders' Equity	137,506	5,785,447
Total Liabilities and Stockholders' Equity	$ 6,396,041	$ 10,597,844

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

EzFill Holdings, Inc. and Subsidiary
Consolidated Statements of Operations and Comprehensive Loss
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2023	2022	2023	2022
Sales - net	$ 6,163,682	$ 4,091,403	$ 17,525,677	$ 10,185,902
Costs and Expenses				
Cost of sales	5,813,957	4,208,155	16,529,030	10,288,176
General and administrative expenses	1,684,340	3,476,261	6,250,013	9,830,523
Depreciation and amortization	278,442	480,632	829,137	1,277,108
Total Costs and Expenses	7,776,739	8,165,048	23,608,180	21,395,807
Loss from operations	(1,613,057)	(4,073,645)	(6,082,503)	(11,209,905)
Other income (expense)				
Interest income	9,096	26,957	31,717	58,982
Interest expense	(622,777)	(29,721)	(966,374)	(64,666)
Loss on sale of marketable debt securities	-	-	(27,160)	-
Total other income (expense) - net	(613,681)	(2,764)	(961,817)	(5,684)
Net loss	$ (2,226,738)	$ (4,076,409)	$ (7,044,320)	$ (11,215,589)
Loss per share - basic and diluted	$ (0.58)	$ (1.23)	$ (2.02)	$ (3.40)
Weighted average number of shares - basic and diluted	3,816,332	3,310,135	3,493,760	3,295,953
Comprehensive loss:				
Net loss	$ (2,226,738)	$ (4,076,409)	$ (7,044,320)	$ (11,215,589)
Change in fair value of debt securities	-	66	-	(69,501)
Total comprehensive loss:	$ (2,226,738)	$ (4,076,343)	$ (7,044,320)	$ (11,285,090)

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

EzFill Holdings, Inc. and Subsidiary
Consolidated Statements of Changes in Stockholders' Equity
For the Three and Nine Months Ended September 30, 2023
(Unaudited)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
	Shares	Amount	Shares	Amount				
December 31, 2022	**-**	**$ -**	**3,335,674**	**$ 334**	**$ 40,674,864**	**$ (34,845,161)**	**$ (44,590)**	**$ 5,785,447**
Stock based compensation - related parties	-	-	6,510	-	116,250	-	-	116,250
Stock based compensation - other	-	-	-	-	75,811	-	-	75,811
Stock sold for cash (ATM) - net of offering costs	-	-	8,393	1	25,307	-	-	25,308
Cash paid for direct offering costs					(25,308)			(25,308)
Unrealized gain on debt securities	-	-	-	-	-	-	31,062	31,062
Net loss	-	-	-	-	-	(2,348,771)	-	(2,348,771)
March 31, 2023	-	-	3,350,577	335	40,866,924	(37,193,932)	(13,528)	3,659,799
Stock based compensation - related parties	-	-	185,113	18	334,160	-	-	334,178
Stock based compensation - other	-	-	-	-	4,671	-	-	4,671
Stock issued as debt issue costs - related party	-	-	100,000	10	255,990	-	-	256,000
Stock issued as debt issue costs (contingent shares) - related party	-	-	150,000	15	(15)	-	-	-
Unrealized gain on debt securities	-	-	-			-	13,528	13,528
Net loss	-	-	-	-	-	(2,468,811)	-	(2,468,811)
June 30, 2023	-	-	3,785,690	378	41,461,730	(39,662,743)	-	1,799,365
Stock based compensation - related parties	-	-	-	-	38,269	-	-	38,269
Stock based compensation - other	-	-	1,771	-	360	-	-	360
Stock issued as debt issue costs - related party	-	-	150,000	15	406,485	-	-	406,500
Stock issued for services	-	-	25,000	3	119,747	-	-	119,750
Net loss	-	-	-	-	-	(2,226,738)	-	(2,226,738)
September 30, 2023	**-**	**$ -**	**3,962,461**	**$ 396**	**$ 42,026,591**	**$ (41,889,481)**	**$ -**	**$ 137,506**

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

EzFill Holdings, Inc. and Subsidiary
Consolidated Statements of Changes in Stockholders' Equity
For the Three and Nine Months Ended September 30, 2022
(Unaudited)

	Preferred Stock		Common Stock		Additional Paid-in	Accumulated	Accumulated Other Comprehensive	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	Loss	Equity
December 31, 2021	**-**	**$ -**	**3,280,434**	**$ 328**	**$ 39,212,587**	**$ (17,339,396)**	**$ (5,073)**	**$ 21,868,446**
Stock based compensation - related party	-	-	2,790	-	429,331	-	-	429,331
Stock based compensation - other	-	-	752	-	41,354	-	-	41,354
Stock sold for cash (ATM) - net	-	-	-	-	-	-	-	-
Consideration for acquisition	-	-	5,040	1	49,999	-	-	50,000
Unrealized loss on debt securities	-	-	-	-	-	-	(47,286)	(47,286)
Net loss	-	-	-	-	-	(3,266,510)	-	(3,266,510)
March 31, 2022	-	-	3,289,016	329	39,733,271	(20,605,906)	(52,359)	19,075,335
Notes payable - net	-	-	20,958	2	402,059	-	-	402,061
Unrealized loss on debt securities	-	-	-	-	-	-	(17,208)	(17,208)
Net loss	-	-	-	-	-	(3,872,670)	-	(3,872,670)
June 30, 2022	-	-	3,309,974	331	40,135,330	(24,478,576)	(69,567)	15,587,518
Stock based compensation - other	-	-	10,629	2	272,724	-	-	272,726
Unrealized loss on debt securities							66	66
Net loss	-	-	-	-	-	(4,076,409)	-	(4,076,409)
September 30, 2022	**-**	**$ -**	**3,320,603**	**$ 333**	**$ 40,408,054**	**$ (28,554,985)**	**$ (69,501)**	**$ 11,783,901**

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

EzFill Holdings, Inc. and Subsidiary
Consolidated Statements of Cash Flows
(Unaudited)

	For the Nine Months Ended September 30, 2023	2022
Operating activities		
Net loss	$ (7,044,320)	$ (11,215,589)
Adjustments to reconcile net loss to net cash used in operations		
Depreciation and amortization	829,137	1,171,638
Amortization of bond premium and realized loss on investments in debt securities	34,556	36,760
Amortization of operating lease - right-of-use asset	167,181	105,470
Amortization of debt discount	755,457	-
Bad debt expense	83,564	16,938
Warrants issued for services rendered	-	-
Stock issued for services	200,592	1,145,472
Stock issued for services - related parties	488,697	-
Changes in operating assets and liabilities		
(Increase) decrease in		
Accounts Receivable	(643,005)	(575,119)
Inventory	(32,023)	(91,205)
Prepaids and other	(28,578)	(78,947)
Deposits	(280)	-
Increase (decrease) in		
Accounts payable and accrued expenses	(114,855)	472,581
Accounts payable and accrued expenses - related party	31,815	-
Operating lease liability	(167,605)	28,115
Net cash used in operating activities	(5,439,667)	(8,983,886)
Investing activities		
Proceeds from sale of marketable debt securities	2,130,116	831,716
Acquisition of business	-	(321,250)
Purchase of fixed assets - net of refunds on prior purchases	19,498	(3,242,162)
Net cash used provided by (used in) investing activities	2,149,614	(2,731,696)
Financing activities		
Proceeds from line of credit	-	1,000,000
Proceeds from notes payable	250,000	2,187,122
Proceeds from notes payable - related party	3,321,100	-
Proceeds from stock issued for cash	25,308	-
Cash paid for direct offering costs	(25,308)	-
Repayments on line of credit	(1,000,000)	-
Repayments on notes payable	(680,110)	-
Repayments on loan payable - related party	(262,500)	(455,209)
Net cash provided by financing activities	1,628,490	2,731,913
Net decrease in cash	(1,661,563)	(8,983,669)
Cash - beginning of period	2,066,793	13,561,266
Cash - end of period	$ 405,230	$ 4,577,597
Supplemental disclosure of cash flow information		
Cash paid for interest	$ 73,262	$ 64,666
Cash paid for income tax	$ -	$ -
Supplemental disclosure of non-cash investing and financing activities		
Debt discount	$ 990,250	$ -
Realized gains on sale of investments in debt securities - elimination of AOCL	$ 44,590	
Adjust note balance for actual borrowings	$ 24,664	$ -

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

Note 1 - Organization and Nature of Operations

Organization and Nature of Operations

EzFill Holding, Inc. and Subsidiary ("EzFill," "EHI," "we," "our" or "the Company"), and its operating subsidiary, was incorporated on March 28, 2019, in the State of Delaware and operates in Florida providing an on-demand mobile gas delivery service. Its wholly owned subsidiary Neighborhood Fuel Holdings, LLC is inactive.

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial statements ("U.S. GAAP") and with the instructions to Form 10-Q and Article 8 of Regulation S-X of the United States Securities and Exchange Commission ("SEC"). Accordingly, they do not contain all information and footnotes required by accounting principles generally accepted in the United States of America for annual financial statements.

In the opinion of the Company's management, the accompanying unaudited consolidated financial statements contain all of the adjustments necessary (consisting only of normal recurring accruals) to present the financial position of the Company as of September 30, 2023 and the results of operations and cash flows for the periods presented. The results of operations for the nine months ended September 30, 2023 are not necessarily indicative of the operating results for the full fiscal year or any future period.

These unaudited consolidated financial statements should be read in conjunction with the financial statements and related notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 filed with the SEC on March 20, 2023.

Management acknowledges its responsibility for the preparation of the accompanying unaudited consolidated financial statements which reflect all adjustments, consisting of normal recurring adjustments, considered necessary in its opinion for a fair statement of its consolidated financial position and the consolidated results of its operations for the periods presented.

Liquidity and Going Concern

As reflected in the accompanying consolidated financial statements, for the nine months ended September 30, 2023, the Company had:

- Net loss of $7,044,320; and
- Net cash used in operations was $5,439,667

Additionally, at September 30, 2023, the Company had:

- Accumulated deficit of $41,889,481
- Stockholders' equity of $137,506; and
- Working capital deficit of $3,103,544

The Company anticipates that it will need to raise additional capital immediately in order to continue to fund its operations. The Company has relied on a related party for funding its operations over the past couple of months. There is no assurance that the Company will be able to obtain funds on commercially acceptable terms, if at all. There is also no assurance that the amount of funds the Company might raise will enable the Company to complete its initiatives or attain profitable operations.

The Company's operating needs include the planned costs to operate its business, including amounts required to fund working capital and capital expenditures. The Company's future capital requirements and the adequacy of its available funds will depend on many factors, including the Company's ability to successfully expand to new markets, competition, and the need to enter into collaborations with other companies or acquire other companies to enhance or complement its product and service offerings.

There can be no assurances that financing will be available on terms which are favorable, or at all. If the Company is unable to raise additional funding to meet its working capital needs in the future, it will be forced to delay, reduce, or cease its operations.

We manage liquidity risk by reviewing, on an ongoing basis, our sources of liquidity and capital requirements. The Company had cash on hand of $405,230 at September 30, 2023.

The Company has historically incurred significant losses since inception and has not demonstrated an ability to generate sufficient revenues from the sales of its products and services to achieve profitable operations. In making this assessment we performed a comprehensive analysis of our current circumstances including: our financial position, our cash flows and cash usage forecasts for the twelve months ended September 30, 2024, and our current capital structure including equity-based instruments and our obligations and debts.

These factors create substantial doubt about the Company's ability to continue as a going concern within the twelve-month period subsequent to the date that these financial statements are issued.

The consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. Accordingly, the financial statements have been prepared on a basis that assumes the Company will continue as a going concern and which contemplates the realization of assets and satisfaction of liabilities and commitments in the ordinary course of business.

Management's strategic plans include the following:

- Seeking to expand into new markets,
- Collaborations with other operating businesses; and
- Acquire other businesses to enhance or complement our current business model while accelerating our growth.

Note 2 - Summary of Significant Accounting Policies

Principles of Consolidation

These consolidated financial statements have been prepared in accordance with U.S. GAAP and include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated.

Business Combinations

The Company accounts for business acquisitions using the acquisition method of accounting, in accordance with which assets acquired and liabilities assumed are recorded at their respective fair values at the acquisition date.

The fair value of the consideration paid, including contingent consideration, is assigned to the assets acquired and liabilities assumed based on their respective fair values. Goodwill represents the excess of the purchase price over the estimated fair values of the assets acquired and liabilities assumed.

Significant judgments are used in determining fair values of assets acquired and liabilities assumed, as well as intangibles. Fair value and useful life determinations are based on, among other factors, estimates of future expected cash flows, and appropriate discount rates used in computing present values. These judgments may materially impact the estimates used in allocating acquisition date fair values to assets acquired and liabilities assumed, as well as the Company's current and future operating results.

Actual results may vary from these estimates which may result in adjustments to goodwill and acquisition date fair values of assets and liabilities during a measurement period or upon a final determination of asset and liability fair values, whichever occurs first. Adjustments to fair values of assets and liabilities made after the end of the measurement period are recorded within the Company's operating results.

See Note 9 regarding acquisition and related impairment during the year ended December 31, 2022.

Business Segments and Concentrations

The Company uses the "management approach" to identify its reportable segments. The management approach requires companies to report segment financial information consistent with information used by management for making operating decisions and assessing performance as the basis for identifying the Company's reportable segments. The Company manages its business as one reportable segment.

Customers in the United States accounted for 100% of our revenues. We do not have any property or equipment outside of the United States.

Use of Estimates

Preparing financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reported period. Actual results could differ from those estimates, and those estimates may be material.

Significant estimates during the nine months ended September 30, 2023 and 2022, respectively, include, allowance for doubtful accounts and other receivables, inventory reserves and classifications, valuation of loss contingencies, valuation of stock-based compensation, estimated useful lives related to property and equipment, implicit interest rate in right-of-use operating leases, uncertain tax positions, and the valuation allowance on deferred tax assets.

Risks and Uncertainties

The Company operates in an industry that is subject to intense competition and changes in consumer demand. The Company's operations are subject to significant risk and uncertainties including financial and operational risks including the potential risk of business failure.

The Company has experienced, and in the future may experience, variability in sales and earnings. The factors expected to contribute to this variability include, among others, (i) the cyclical nature of the industry, (ii) general economic conditions in the various local markets in which the Company competes, including a potential general downturn in the economy, and (iii) the volatility of prices in connection with the Company's distribution of the product. These factors, among others, make it difficult to project the Company's operating results on a consistent basis.

Fair Value of Financial Instruments

The Company accounts for financial instruments under Financial Accounting Standards Board ("FASB") ASC 820, *Fair Value Measurements*. ASC 820 provides a framework for measuring fair value and requires disclosures regarding fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, based on the Company's principal or, in absence of a principal, most advantageous market for the specific asset or liability.

The Company uses a three-tier fair value hierarchy to classify and disclose all assets and liabilities measured at fair value on a recurring basis, as well as assets and liabilities measured at fair value on a non-recurring basis, in periods subsequent to their initial measurement. The hierarchy requires the Company to use observable inputs when available, and to minimize the use of unobservable inputs, when determining fair value.

The three tiers are defined as follows:

- Level 1 – Observable inputs that reflect quoted market prices (unadjusted) for identical assets or liabilities in active markets;
- Level 2 – Observable inputs other than quoted prices in active markets that are observable either directly or indirectly in the marketplace for identical or similar assets and liabilities; and
- Level 3 – Unobservable inputs that are supported by little or no market data, which require the Company to develop its own assumptions.

See Investments below regarding classification as Level 1 for our Corporate Bonds (all investments were fully liquidated during 2023).

The determination of fair value and the assessment of a measurement's placement within the hierarchy requires judgment. Level 3 valuations often involve a higher degree of judgment and complexity. Level 3 valuations may require the use of various cost, market, or income valuation methodologies applied to unobservable management estimates and assumptions. Management's assumptions could vary depending on the asset or liability valued and the valuation method used. Such assumptions could include estimates of prices, earnings, costs, actions of market participants, market factors, or the weighting of various valuation methods. The Company may also engage external advisors to assist us in determining fair value, as appropriate. Although the Company believes that the recorded fair value of our financial instruments is appropriate, these fair values may not be indicative of net realizable value or reflective of future fair values.

The Company's financial instruments, including cash, accounts receivable, accounts payable and accrued expenses, and accounts payable and accrued expenses – related party, are carried at historical cost. At September 30, 2023 and December 31, 2022, respectively, the carrying amounts of these instruments approximated their fair values because of the short-term nature of these instruments.

ASC 825-10 *"Financial Instruments"* allows entities to voluntarily choose to measure certain financial assets and liabilities at fair value ("fair value option"). The fair value option may be elected on an instrument-by-instrument basis and is irrevocable unless a new election date occurs. If the fair value option is elected for an instrument, unrealized gains and losses for that instrument should be reported in earnings at each subsequent reporting date. The Company did not elect to apply the fair value option to any outstanding financial instruments.

Cash and Cash Equivalents and Concentration of Credit Risk

For purposes of the consolidated statements of cash flows, the Company considers all highly liquid instruments with a maturity of three months or less at the purchase date and money market accounts to be cash equivalents.

At September 30, 2023 and December 31, 2022, respectively, the Company did not have any cash equivalents.

The Company is exposed to credit risk on its cash and cash equivalents in the event of default by the financial institutions to the extent account balances exceed the amount insured by the FDIC, which is $250,000.

At September 30, 2023 and December 31, 2022, respectively, the Company did not experience any losses on cash balances in excess of FDIC insured limits.

Investments

Available-for-sale debt securities are recorded at fair value with the net unrealized gains and losses (that are deemed to be temporary) reported as a component of other comprehensive income (loss).

Realized gains and losses and charges for other-than-temporary impairments are included in determining net income, with related purchase costs based on the first-in, first-out method.

Premiums or discounts on debt are amortized straight line over the term.

The Company evaluates its available-for-sale-investments for possible other-than-temporary impairments by reviewing factors such as the extent to which, and length of time, an investment's fair value has been below the Company's cost basis, the issuer's financial condition, and the Company's ability and intent to hold the investment for sufficient time for its market value to recover. For impairments that are other-than-temporary, an impairment loss is recognized in earnings equal to the difference between the investment's cost and its fair value at the balance sheet date of the reporting period for which the assessment is made. The fair value of the investment then becomes the new amortized cost basis of the investment, and it is not adjusted for subsequent recoveries in fair value.

The following is a summary of the unrealized gains, losses, and fair value by investment type at September 30, 2023 and December 31, 2022, respectively:

September 30, 2023	Amortized Cost	Gross Unrealized Losses	Fair Value
Corporate Bonds	$ -	$ -	$ -

December 31, 2022	Amortized Cost	Gross Unrealized Losses	Fair Value
Corporate Bonds	$ 2,164,672	$ (44,590)	$ 2,120,082

Realized losses, including amortization of bond premiums on these debt securities were $34,556 and $26,072 at September 30, 2023 and 2022, respectively.

During the year ended December 31, 2022, corporate bonds totaling $1,151,186 matured.

All remaining corporate bonds were liquidated in 2023, resulting in a non-cash gain on sale of debt securities of $44,590, which also resulted in the elimination of the historical accumulated other comprehensive loss balance.

At December 31, 2022, all of our corporate bonds were considered a Level 1 asset as their pricing was identifiable through quote prices in active markets for identical assets.

Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from outstanding customer balances. Credit is extended to customers based on an evaluation of their financial condition and other factors. Interest is not accrued on overdue accounts receivable. The Company does not require collateral.

Management periodically assesses the Company's accounts receivable and, if necessary, establishes an allowance for estimated uncollectible amounts. The Company provides an allowance for doubtful accounts based upon a review of the outstanding accounts receivable, historical collection information and existing economic conditions. Accounts determined to be uncollectible are charged to operations when that determination is made.

The following is a summary of the Company's accounts receivable at September 30, 2023 and December 31, 2022:

	September 30, 2023	December 31, 2022
Accounts receivable	$ 1,407,905	$ 766,692
Less: allowance for doubtful accounts	81,772	-
Accounts receivable - net	$ 1,326,133	$ 766,692

There was bad debt expense of $1,086 and $2,040 for the three months ended September 30, 2023 and 2022, respectively.

There was bad debt expense of $83,564 and $16,938 for the nine months ended September 30, 2023 and 2022, respectively.

Bad debt expense (recovery) is recorded as a component of general and administrative expenses in the accompanying consolidated statements of operations.

Inventory

Inventory consists solely of fuel. Inventory is stated at the lower of cost or net realizable value using the first-in, first-out ("FIFO") method of inventory valuation. Management assesses the recoverability of its inventory and establishes reserves on a quarterly basis.

There were no provisions for inventory obsolescence for the three and nine months ended September 30, 2023 and 2022, respectively.

At September 30, 2023 and December 31, 2022, the Company had inventory of $183,271 and $151,248, respectively.

Concentrations

The Company has the following concentrations related to its sales, accounts receivable and vendor purchases greater than 10% of the respective totals:

Sales

	Nine Months Ended September 30	
Customer	**2023**	**2022**
A	21.83%	7.68%
B	12.27%	16.41%
C	0.00%	36.76%
Total	34.11%	60.85%

Accounts Receivable

Customer	**Nine Months Ended September 30 2023**	**Year Ended December 31, 2022**
A	38.80%	47.48%
Total	38.80%	47.48%

Vendor Purchases

	Nine Months Ended September 30	
Vendor	**2023**	**2022**
A	50.30%	85.08%
B	37.21%	14.10%
C	11.65%	0.00%
Total	99.16%	99.18%

Impairment of Long-lived Assets including Internal Use Capitalized Software Costs

Management evaluates the recoverability of the Company's identifiable intangible assets and other long-lived assets when events or circumstances indicate a potential impairment exists, in accordance with the provisions of ASC 360-10-35-15 *"Impairment or Disposal of Long-Lived Assets."* Events and circumstances considered by the Company in determining whether the carrying value of identifiable intangible assets and other long-lived assets may not be recoverable include but are not limited to significant changes in performance relative to expected operating results; significant changes in the use of the assets; significant negative industry or economic trends; and changes in the Company's business strategy. In determining if impairment exists, the Company estimates the undiscounted cash flows to be generated from the use and ultimate disposition of these assets.

If impairment is indicated based on a comparison of the assets' carrying values and the undiscounted cash flows, the impairment to be recognized is measured as the amount by which the carrying amount of the assets exceeds the fair value of the assets.

There were no impairment losses for the three and nine months ended September 30, 2023 and 2022, respectively.

Property and Equipment

Property and equipment is stated at cost less accumulated depreciation. Depreciation is provided on the straight-line basis over the estimated useful lives of the assets.

Expenditures for repair and maintenance which do not materially extend the useful lives of property and equipment are charged to operations. When property or equipment is sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the respective accounts with the resulting gain or loss reflected in operations.

Management reviews the carrying value of its property and equipment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable.

There were no impairment losses for the three and nine months ended September 30, 2023 and 2022, respectively.

Derivative Liabilities

The Company analyzes all financial instruments with features of both liabilities and equity under FASB ASC Topic No. 480, ("ASC 480"), "*Distinguishing Liabilities from Equity"* and FASB ASC Topic No. 815, ("ASC 815") "Derivatives and Hedging". Derivative liabilities are adjusted to reflect fair value at each reporting period, with any increase or decrease in the fair value recorded in the results of operations (other income/expense) as a gain or loss on the change in fair value of derivative liabilities. The Company uses a binomial pricing model to determine fair value of these instruments.

Upon conversion or repayment of a debt instrument in exchange for shares of common stock, where the embedded conversion option has been bifurcated and accounted for as a derivative liability (generally convertible debt and warrants), the Company records the shares of common stock at fair value, relieves all related debt, derivative liabilities, and any remaining unamortized debt discounts, and where appropriate recognizes a net gain or loss on debt extinguishment (debt based derivative liabilities). In connection with any extinguishments of equity based derivative liabilities (typically warrants), the Company records an increase to additional paid-in capital for any remaining liability balance extinguished..

Equity instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815 are reclassified to liabilities at the fair value of the instrument on the reclassification date.

At September 30, 2023 and December 31, 2022, the Company had no derivative liabilities.

Debt Discount

For certain notes issued, the Company may provide the debt holder with an original issue discount. The original issue discount is recorded as a debt discount, reducing the face amount of the note, and is amortized to interest expense over the life of the debt, in the Consolidated Statements of Operations.

Debt Issue Cost

Debt issuance cost paid to lenders, or third parties are recorded as debt discounts and amortized to interest expense over the life of the underlying debt instrument, in the Consolidated Statements of Operations.

Right of Use Assets and Lease Obligations

The Right of Use Asset and Lease Liability reflect the present value of the Company's estimated future minimum lease payments over the lease term, which may include options that are reasonably assured of being exercised, discounted using a collateralized incremental borrowing rate.

Typically, renewal options are considered reasonably assured of being exercised if the associated asset lives of the building or leasehold improvements exceed that of the initial lease term, and the performance of the business remains strong. Therefore, the Right of Use Asset and Lease Liability may include an assumption on renewal options that have not yet been exercised by the Company. The Company's operating leases contained renewal options that expire at various dates with no residual value guarantees. Future obligations relating to the exercise of renewal options is included in the measurement if, based on the judgment of management, the renewal option is reasonably certain to be exercised. Factors in determining whether an option is reasonably certain of exercise include, but are not limited to, the value of leasehold improvements, the value of the renewal rate compared to market rates, and the presence of factors that would cause a significant economic penalty to the Company if the option is not exercised. Management reasonably plans to exercise all options, and as such, all renewal options are included in the measurement of the right-of-use assets and operating lease liabilities.

As the rate implicit in leases are not readily determinable, the Company uses an incremental borrowing rate to calculate the lease liability that represents an estimate of the interest rate the Company would incur to borrow on a collateralized basis over the term of a lease within a particular currency environment. See Note 7.

Revenue Recognition

The Company generates its revenue from mobile fuel sales, either as a one-time purchase, or through a monthly membership. Revenue is recognized at the time of delivery and includes a delivery fee for each delivery or a subscription fee on a monthly basis for memberships.

Under Accounting Standards Update ("ASU") No. 2014-09 (Topic 606) "Revenue from Contracts with Customers", revenue from contracts with customers is measured based on the consideration specified in the contract with the customer, and excludes any sales incentives, discounts, rebates, and amounts collected on behalf of third parties.

A performance obligation is a promise in a contract to transfer a distinct good or service to a customer and is the unit of account under Topic 606. The Company's contracts with its customers do not include multiple performance obligations. The Company recognizes revenue when a performance obligation is satisfied by transferring control over a product or service to a customer. The amount of revenue recognized reflects the consideration the Company expects to be entitled to in exchange for such products or services.

The following represents the analysis management has considered in determining its revenue recognition policy:

Identify the contract with a customer

A contract with a customer exists when (i) the Company enters into an enforceable contract with a customer that defines each party's rights regarding the services to be transferred and identifies the payment terms related to these services, (ii) the contract has commercial substance and, (iii) the Company determines that collection of substantially all consideration for services that are transferred is probable based on the customer's intent and ability to pay the promised consideration. The Company applies judgment in determining the customer's ability and intention to pay, which is based on a variety of factors including the customer's historical payment experience or, in the case of a new customer, published credit and financial information pertaining to the customer.

Identify the performance obligations in the contract

Performance obligations promised in a contract are identified based on the services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the service either on its own or together with other resources that are readily available from third parties or from the Company, and are distinct in the context of the contract, whereby the transfer of the services is separately identifiable from other promises in the contract. To the extent a contract includes multiple promised services, the Company must apply judgment to determine whether promised services are capable of being distinct and distinct in the context of the contract. If these criteria are not met the promised services are accounted for as a combined performance obligation. Currently, the Company only has single performance obligations.

Determine the transaction price

The transaction price is determined based on the consideration to which the Company will be entitled in exchange for transferring services to the customer. To the extent the transaction price includes variable consideration, the Company estimates the amount of variable consideration that should be included in the transaction price utilizing either the expected value method or the most likely amount method depending on the nature of the variable consideration. Variable consideration is included in the transaction price if, in the Company's judgment, it is probable that a significant future reversal of cumulative revenue under the contract will not occur. None of the Company's contracts contain a significant financing component.

Allocate the transaction price to performance obligations in the contract

If the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. However, if a series of distinct services that are substantially the same qualifies as a single performance obligation in a contract with variable consideration, the Company must determine if the variable consideration is attributable to the entire contract or to a specific part of the contract. For example, a bonus or penalty may be associated with one or more, but not all, distinct services promised in a series of distinct services that forms part of a single performance obligation. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative standalone selling price basis unless the transaction price is variable and meets the criteria to be allocated entirely to a performance obligation or to a distinct service that forms part of a single performance obligation. The Company determines standalone selling price based on the price at which the performance obligation is sold separately. If the standalone selling price is not observable through past transactions, the Company estimates the standalone selling price taking into account available information such as market conditions and internally approved pricing guidelines related to the performance obligations. The Company's contracts have a distinct single performance obligation and there are no contracts with variable consideration.

Recognize revenue when or as the Company satisfies a performance obligation

The Company satisfies performance obligations either over time or at a point in time. Revenue is recognized at the time the related performance obligation is satisfied by transferring a promised service to a customer.

The following reflects additional discussion regarding our revenue recognition policies for each of our material revenue streams. For each revenue stream we do not offer any returns, refunds or warranties, and no arrangements are cancellable. Additionally, all contract consideration is fixed and determinable at the initiation of the contract. Performance obligations are satisfied when a delivery is completed or a membership fee has been paid. Therefore, revenue is recognized at a point in time.

For each of our revenue streams we only have a single performance obligation.

Contract Liabilities (Deferred Revenue)

Contract liabilities represent deposits made by customers before the satisfaction of performance obligation and recognition of revenue. Upon completion of the performance obligation(s) that the Company has with the customer based on the terms of the contract, the liability for the customer deposit is relieved and revenue is recognized.

At September 30, 2023 and December 31, 2022, the Company had deferred revenue of $0 and $0, respectively.

The following represents the Company's disaggregation of revenues for the nine months ended September 30, 2023 and 2022:

	Nine Months Ended September 30,			
	2023		2022	
	Revenue	% of Revenues	Revenue	% of Revenues
Fuel sales	$ 17,129,808	97.74%	$ 10,075,711	98.92%
Other	395,869	2.26%	110,191	1.08%
Total Sales	$ 17,525,677	100.00%	$ 10,185,902	100.00%

Cost of Sales

Cost of sales primarily include fuel costs and wages paid to our drivers.

Income Taxes

The Company accounts for income tax using the asset and liability method prescribed by ASC 740, *"Income Taxes"*. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial reporting and tax bases of assets and liabilities using enacted tax rates that will be in effect in the year in which the differences are expected to reverse. The Company records a valuation allowance to offset deferred tax assets if based on the weight of available evidence, it is more-likely-than-not that some portion, or all, of the deferred tax assets will not be realized. The effect on deferred taxes of a change in tax rates is recognized as income or loss in the period that includes the enactment date.

The Company follows the accounting guidance for uncertainty in income taxes using the provisions of ASC 740 "Income Taxes". Using that guidance, tax positions initially need to be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. As of September 30, 2023 and December 31, 2022, respectively, the Company had no uncertain tax positions that qualify for either recognition or disclosure in the financial statements.

The Company recognizes interest and penalties related to uncertain income tax positions in other expense. No interest and penalties related to uncertain income tax positions were recorded for the three months ended September 30, 2023 and 2022, respectively.

For the three and nine months ended September 30, 2023, the Company generated net losses. At September 30, 2023, the Company has an estimated income tax liability of $0.

Advertising Costs

Advertising costs are expensed as incurred. Advertising costs are included as a component of general and administrative expense in the consolidated statements of operations.

The Company recognized $20,020 and $488,288 in marketing and advertising costs during the three months ended September 30, 2023 and 2022, respectively.

The Company recognized $68,740 and $1,072,089 in marketing and advertising costs during the nine months ended September 30, 2023 and 2022, respectively.

Stock-Based Compensation

The Company accounts for our stock-based compensation under ASC 718 *"Compensation – Stock Compensation"* using the fair value-based method. Under this method, compensation cost is measured at the grant date based on the value of the award and is recognized over the service period, which is usually the vesting period. This guidance establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments.

The Company uses the fair value method for equity instruments granted to non-employees and uses the Black-Scholes model for measuring the fair value of options.

The fair value of stock-based compensation is determined as of the date of the grant or the date at which the performance of the services is completed (measurement date) and is recognized over the vesting periods.

When determining fair value of stock-based compensation, the Company considers the following assumptions in the Black-Scholes model:

- Exercise price,
- Expected dividends,
- Expected volatility,
- Risk-free interest rate; and
- Expected life of option

Stock Warrants

In connection with certain financing (debt or equity), consulting and collaboration arrangements, the Company may issue warrants to purchase shares of its common stock. The outstanding warrants are standalone instruments that are not puttable or mandatorily redeemable by the holder and are classified as equity awards. The Company measures the fair value of warrants issued for compensation using the Black-Scholes option pricing model as of the measurement date. However, for warrants issued that meet the definition of a derivative liability, fair value is determined based upon the use of a binomial pricing model.

Warrants issued in conjunction with the issuance of common stock are initially recorded at fair value as a reduction in additional paid-in capital of the common stock issued. All other warrants (for services) are recorded at fair value and expensed over the requisite service period or at the date of issuance if there is not a service period.

Basic and Diluted Earnings (Loss) per Share and Reverse Stock Split

Pursuant to ASC 260-10-45, basic earnings (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding for the periods presented.

Diluted earnings per share is computed by dividing net income by the weighted average number of shares of common stock, common stock equivalents and potentially dilutive securities outstanding during the period.

Potentially dilutive common shares may consist of contingently issuable shares, common stock issuable upon the conversion of stock options and warrants (using the treasury stock method), and convertible notes. These common stock equivalents may be dilutive in the future.

In the event of a net loss, diluted loss per share is the same as basic loss per share since the effect of the potential common stock equivalents upon conversion would be anti-dilutive.

The following potentially dilutive equity securities outstanding as of September 30, 2023 and 2022 were as follows:

	September 30, 2023	September 30, 2022
Stock options (vested)	-	28,135
Warrants (vested)	203,629	203,629
Total common stock equivalents	203,629	231,764

Warrants and stock options included as commons stock equivalents represent those that are fully vested and exercisable. See Note 9.

See Note 5 regarding the Company's 150,000 shares of common stock issued to a lender, of which shares are considered issued but not outstanding. The related contingency was resolved in October 2023.

Based on the potential common stock equivalents noted above at September 30, 2023, the Company has sufficient authorized shares of common stock (50,000,000) to settle any potential exercises of common stock equivalents.

On April 27, 2023, the Company executed a 1-for-8 reverse stock split and decreased the number of shares of its authorized common stock from 500,000,000 shares to 50,000,000 and its preferred stock from 50,000,000 to 5,000,000. As a result, all share and per share amounts have been retroactively restated to the earliest period presented.

Related Parties

Parties are considered to be related to the Company if the parties, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal with if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests.

Related Party Agreement with Company owned by Daniel Arbour

On February 15, 2023, the Company entered into a consulting agreement (the "Consulting Agreement") with Mountain Views Strategy Ltd ("Mountain Views"). Daniel Arbour (who as set forth above became a member of the Board on February 10, 2023) is the principal and founder of Mountain Views. Pursuant to the Consulting Agreement, Mountain Views agrees to provide services as an outsourced chief revenue officer. Pursuant to the Consulting Agreement, the Company will pay Mountain Views $13,000 USD per month and cover other certain expenses. The term of the Consulting Agreement is for twelve months from the Effective Date. However, either party may terminate the Consulting Agreement on two weeks written notice to the other party.

Effective May 15, 2023, EzFill Holdings, Inc. (the "Company") and Mountain Views Strategy Ltd. ("Mountain Views") entered into an amendment (the "Amendment to the Consulting Agreement") to the consulting services agreement (the "Consulting Agreement"). As previously reported on the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 16, 2023, Daniel Arbour, who became a member of the Company's Board of Directors on February 10, 2023, is the principal and founder of Mountain Views.

The Consulting Agreement was amended to revise the scope of services that will be provided and to bring the Consulting Fees to $5,000 per month.

See Note 7.

Related Party Agreement with Company owned by Avishai Vaknin

On April 19, 2023 (the Effective Date”), the Company entered into a services agreement (the “Services Agreement”) with Telx Computers Inc. (“Telx”). Mr. Avishai Vaknin (“Vaknin”) is the Chief Operating Officer of Telx and its sole shareholder. Pursuant to the Services Agreement, Telx agrees to provide the services listed in Exhibit A of the Services Agreement, which generally entails overseeing all matters relating to the Company’s technology. Pursuant to the Services Agreement, the Company will pay Telx $10,000 USD per month and cover other pre-approved expenses. The term of the Services Agreement is for twelve months from the Effective Date however, the Company may terminate the Services Agreement with written notice to the other party.

In connection with this agreement, Vaknin is entitled to receive up to 325,000 shares of common stock. At September 30, 2023, 130,000 shares have vested, the remaining 190,000 shares remain unvested. See Note 7.

See Note 10 regarding share exchange agreement with Next Charging, LLC.

Recent Accounting Standards

Changes to accounting principles are established by the FASB in the form of Accounting Standards Updates (“ASU’s”) to the FASB’s Codification. We consider the applicability and impact of all ASU’s on our consolidated financial position, results of operations, stockholders’ equity, cash flows, or presentation thereof. Management has evaluated all recent accounting pronouncements issued through the date these financial statements were available to be issued and found no recent accounting pronouncements issued, but not yet effective accounting pronouncements, when adopted, will have a material impact on the consolidated financial statements of the Company.

In March 2022, the Financial Accounting Standards Board (the “FASB”) issued ASU 2022-02, Financial Instruments – Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures (“ASU 2022-02”), which eliminates the accounting guidance on troubled debt restructurings (“TDRs”) for creditors in ASC 310, Receivables (Topic 310), and requires entities to provide disclosures about current period gross write-offs by year of origination. Also, ASU 2022-02 updates the requirements related to accounting for credit losses under ASC 326, Financial Instruments – Credit Losses (Topic 326), and adds enhanced disclosures for creditors with respect to loan refinancing’s and restructurings for borrowers experiencing financial difficulty. ASU 2022-02 was effective for the Company January 1, 2023. The adoption of ASU 2022-02 did not have a material impact on the Company’s consolidated financial statements.

This guidance was adopted on January 1, 2023. The adoption of ASU 2022-02 did not have a material impact on the Company’s consolidated financial statements.

Reclassifications

Certain prior year amounts have been reclassified for consistency with the current year presentation. These reclassifications had no material effect on the consolidated results of operations, stockholders' equity, or cash flows.

Note 3 – Property and Equipment

Property and equipment consisted of the following:

	September 30, 2023	December 31, 2022	Estimated Useful Lives (Years)
Equipment	$ 265,637	$ 265,637	5
Leasehold improvements	29,422	29,422	5
Vehicles	5,135,840	5,142,828	5
Office furniture	129,475	129,475	5
Office equipment	9,471	9,471	5
Vehicle construction in process	109,832	147,006	5
	5,679,677	5,723,839	
Accumulated depreciation	(1,963,817)	(1,134,680)	
Total property and equipment - net	$ 3,715,860	$ 4,589,159	

On April 7, 2021, the Company entered into a Technology License Agreement with Fuel Butler LLC ("Licensor"), under which the Company licensed certain proprietary technology. Under the terms of the license, the Company issued 33,216 shares of its common stock to the Licensor upon signing. The Company also issued 41,520 shares to the Licensor in May 2021 upon the filing of a patent application related to the licensed technology. Upon completion of the Company's IPO, 23,251 shares were issued to the Licensor. The Company will issue up to 91,344 additional shares to the Licensor upon the achievement of certain milestones. In addition, the Company has granted stock options for 66,432 shares at an exercise price of $30.08 per share that will become exercisable for three years after the end of the fiscal year in which certain sales levels are achieved using the licensed technology. The Company has the option for four years after the achievement of certain milestones to either acquire the technology or acquire the Licensor for the purchase price of 132,864 of its common shares. Until the Company exercises one of these options, it will share with the Licensor 50% of pre-revenue costs and 50% of the net revenue, as defined, from the use of the technology. Under the Technology Agreement, the Company licensed proprietary technology that it believed would enable the Company to expand its services to provide its fuel service in high density areas. Fuel Butler has delivered a purported notice of termination of the Technology Agreement based on certain alleged breaches arising from our failure to issue equity securities to Fuel Butler. The Company has been in communications with Fuel Butler regarding the termination of the Technology Agreement and continues to believe that the Company is in compliance with the Technology Agreement and that the Technology Agreement continues to be in force. While the Company contests Fuel Butler's claims of breach and contends that in fact Fuel Butler is in breach, the Company has communicated to Fuel Butler that it wishes to terminate the Technology Agreement. The Company has sent a proposal to Fuel Butler whereby it would cease utilizing the Technology and Fuel Butler would return any shares it received under the Technology Agreement. Accordingly, the Company considers the license to be fully impaired and has fully amortized the license as of December 31, 2022.

The impairment loss of $1,987,500 was included in impairment loss during the year ended December 31, 2022.

See Note 9 for details of intangibles from an acquisition during the year ended December 31, 2022.

Additionally, goodwill was considered impaired, and the Company recognized an impairment loss of $166,838, or the remaining balance of goodwill, during the year ended December 31, 2022. This loss was primarily due to the fall in the Company's stock price and the decrease of the Company's market capitalization as well as past operating performance. As a consequence, management forecasts were revised, and additional risk factors were applied.

The fair value of the intangibles was estimated using a combination of market comparables (level 1 inputs) and expected present value of future cash flows (level 3 inputs) and as a result impairment was recorded for a total of $482,064.

Depreciation and amortization expense for the three months ended September 30, 2023 and 2022 was $278,442 and $226,724, respectively.

Depreciation and amortization expense for the nine months ended September 30, 2023 and 2022 was $829,137 and $1,277,108, respectively.

These amounts are included as a component of general and administrative expenses in the accompanying consolidated statements of operations.

Note 4 – Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities were as follows at September 30, 2023 and December 31, 2022, respectively:

	September 30, 2023	December 31, 2022
Accounts payable	$ 1,068,078	$ 987,012
Accrued payroll	73,546	266,453
Accrued interest	-	3,014
Accounts payable and Accrued Liabilities	$ 1,141,624	$ 1,256,479

Note 5 – Debt

The following represents a summary of the Company's debt (notes payable – related parties, third party debt for notes payable (including those owed on vehicles), and line of credit, including key terms, and outstanding balances at September 30, 2023 and December 31, 2022, respectively.

Notes Payable – Related Parties

Terms	Note #1 Note Payable Related Party	Note #2 Note Payable Related Party	Note #3 Note Payable Related Party	Notes #4 - #9 Note Payable Related Party	Total
Issuance date of note	April 2023	April 2023	September 2023	July 2023 - September 2023	
Maturity date - initial	October 2023	April 2023	March 2024	September 2023 - November 2023	
Maturity date - as amended	April 2024	N/A	N/A	See discussion below	
Interest rate #1	10%	5% - first month	10%	8% - first nine months	
Interest rate #2	18%	13% - beginning second month	18%	18% - beginning tenth month	
Collateral	All assets	Unsecured	All assets	All assets	
Balance - December 31, 2022	$ -	$ -	$ -	$ -	$ -
Advances	1,500,000	262,500	600,000	1,485,000	3,847,500
Original issue discount	(546,000)	(12,500)	(495,400)	(135,000)	(1,188,900)
Amortization of debt discount	537,049	12,500	81,659	118,689	749,897
Repayments	-	(262,500)	-	-	(262,500)
Balance - September 30, 2023	1,491,049	-	186,259	1,468,689	3,145,997
Current	1,491,049	-	186,259	1,468,689	3,145,997
Long term	$ -	$ -	$ -	$ -	$ -

Note #1 and related Loss on Debt Extinguishment

The Company executed a six-month (6) note payable with a face amount of $1,500,000, less an original issue discount of $150,000, along with an additional $140,000 in transaction related fees (total debt discount and issue costs of $290,000), resulting in net proceeds of $1,210,000. The $290,000 in debt discounts and issuance costs are being amortized over the life of the note to interest expense in the accompanying consolidated statements of operations.

In connection with obtaining this debt, the Company also committed 250,000 shares of common stock to the lender as additional interest expense (commitment fee). Under the terms of the agreement, only 100,000 shares of common stock were required to be issued on the commitment date resulting in a fair value of $256,000 ($2.56 /share), based upon the quoted closing price. The Company recorded this amount as a debt discount which is being amortized over the life of the note . See Note 8.

The remaining 150,000 commitment fee shares were deemed to be redeemable common stock (temporary equity), having a stated redemption value of $8. If the Company repaid the note at the maturity date (October 2023), these shares would be returnable.

At September 30, 2023, these 150,000 shares are considered contingently returnable shares and therefore, in accordance with ASC 260-10-45-12C and ASC 260-10-45-13, contingently issuable shares (outstanding common shares that are contingently returnable are treated in the same manner as contingently issuable shares), including shares issuable for little or no consideration, are included in the denominator for basic EPS only when the contingent condition has been met and there is no longer a circumstance in which those shares would not be issued. At September 30, 2023, these 150,000 shares of have been excluded from the calculation of both basic and diluted earnings per share.

In October 2023 (the initial maturity date), the Company executed a loan extension with the lender. In connection with extending the due date from October 2023 to April 2024, the 150,000 shares were deemed earned on that date.

The Company evaluated the modification of terms under ASC 470-50, “Debt - Modification and Extinguishment”, and concluded that the extension of the maturity date resulted in significant and consequential changes to the economic substance of the debt and thus resulted in an extinguishment of the debt.

Specifically, on the date of modification, the Company determined that the present value of the cash flows of the modified debt instrument was greater than 10% different from the present value of the remaining cash flows under the original debt instrument.

Subsequent to September 30, 2023, the Company recorded a loss on debt extinguishment of $291,000 as follows:

Fair value of debt and common stock on extinguishment date*	$	1,791,000
Fair value of debt subject to modification		1,500,000
Loss on debt extinguishment	$	291,000

*The Company valued the issuance of the 150,000 commitment shares at $291,000, based upon the quoted closing trading price on the date of modification ($1.94/share).

Subsequent to September 2023, and in connection with the modification, the contingency is considered resolved.

This note also contains a conversion feature only upon an event of default. The conversion feature is equal to the greater of (a) $0.74 and (b) the lower of (i) the average VWAP over the ten (10) trading day period preceding conversion. Additionally, the note contains an anti-dilution right in the form of a ratchet feature. If at the time of eligible conversion (only if Company is in default) common stock is sold or other debt is converted into common stock at a price lower than the defined conversion price under the terms of this note, the conversion price of this note will be reduced to the lower amount.

The Company has determined that in the event of default, the note will be treated as a derivative liability subject to financial reporting at fair value and related mark to market adjustments in subsequent reporting periods.

At September 30, 2023, no events of default had occurred.

The unamortized debt discount related to this note at September 30, 2023 was $8,951.

This lender is considered a related party since it has a greater than 5% controlling interest in the Company's outstanding common stock.

Note #2

An entity controlled by a majority stockholder (approximately 20% common stock ownership) advanced working capital funds (net proceeds of $250,000) to the Company.

In April 2023, note principal of $262,500 along with accrued interest of $13,125, aggregating $275,625 was repaid.

Note #3

The Company executed a six-month (6) note payable with a face amount of $600,000, less an original issue discount of $60,000, along with an additional $28,900 in transaction related fees (total debt discount and issue costs in cash of $88,900), resulting in net proceeds of $511,100.

In connection with obtaining this note, the Company also issued 150,000 shares of common stock to the lender having a fair value of $406,500, based upon the quoted closing trading price ($2.71/share).

The issuance of these shares resulted in an additional debt issue cost. In total, the Company recorded debt discounts/issuance costs of $495,400 which is being amortized over the life of the note to interest expense in the accompanying consolidated statements of operations. See Note 8.

While the note is initially due in March 2024, the Company has the right to extend the note by an additional six-months (6) to September 2024.

In the event of default, the lender may convert the note into shares of common stock equal to the greater of $1.23 and the lower of the average VWAP over the ten (10) preceding trading days; or the greater of the average of the VWAP over the ten (10) preceding trading days or a floor price of $0.20.

This note is subject to cross-default. In the event this note or any other notes issued by this lender are in default (Note #1), all of the notes with this lender will be considered in default.

At September 30, 2023, no events of default had occurred.

The unamortized debt discount related to this note at September 30, 2023 was $413,741.

This lender is considered a related party since it has a greater than 5% controlling interest in the Company’s outstanding common stock.

The Company executed several two-month (2) notes payable with an aggregate face amount of $1,485,000, less original issue discounts of $135,000, resulting in net proceeds of $1,350,000.

These notes are initially due two-months (2) from their issuance dates. If the notes reach maturity and are still outstanding, the notes and related accrued interest will automatically renew for successive two-month (2) periods under the same terms as noted above (8% interest 1st nine-months (9) then 18% each month thereafter).

The lender is required to issue in writing any event of default. If an event of default occurs, all outstanding principal and accrued interest will be multiplied by 150% and become immediately due. Additionally, if the Company raises $3,000,000 (debt or equity based), the entire outstanding principal and accrued interest are immediately due. Finally, in an event of default, the lender has the right to convert any or all of the outstanding principal and accrued interest into common stock equal to the average closing price over the ten (10) trading days ending on the date of conversion. In the event such a conversion were to occur, which can only happen by default, the Company would evaluate the potential for recording derivative liabilities. At September 30, 2023, the Company is not in default on any of these notes and believes its in compliance with all terms and conditions of the notes.

The unamortized debt discount related to these notes at September 30, 2023 was $16,311.

This lender is considered a related party as it is controlled by Michael Farkas, an approximate 20% stockholder in the Company.

Note Payable (non-vehicles)

The following is a summary of the Company's note payable (non-vehicles) at September 30, 2023 and December 31, 2022, respectively:

Terms		Note #1
Issuance date of note		June 2023
Maturity date		December 2024
Interest rate		N/A
Collateral		All assets
Balance - December 31, 2022	$	-
Face amount of note		275,250
Debt discount /issuance costs		(25,250)
Amortization of debt discount		5,560
Repayments		(74,838)
Balance - September 30, 2023		180,722
Current		-
Long term	$	180,722

Note #1

The Company executed a note payable with a face amount of $275,250. Under the terms of the agreement, the lender will withhold 8.9% of the Company's daily funds arising from sales through the lender's payment processing services until the Company has repaid the $275,250 (interest is $25,250 or approximately 10% of the note amount). The $25,250 is considered a debt issuance cost and is being amortized over the life of the note to interest expense in the accompanying consolidated statements of operations. The Company received net proceeds of $250,000.

The unamortized debt discount at September 30, 2023 was $19,690.

Notes Payable - Vehicles

The following is a summary of the Company's notes payable for its vehicles at September 30, 2023 and December 31, 2022, respectively:

Issue Date	Maturity Date	Interest Rate	Collateral	September 30, 2023	December 31, 2022
2019	2022 - 2023	4.9% - 7.44%	Vehicles	$ 8,586	$ 25,830
2021	2024 - 2025	0% - 11%	Vehicles	186,918	271,217
2022	2025 - 2027	0.9% - 9.05%	Vehicles	1,184,456	1,712,849
				1,379,960	2,009,896
			Less: current portion	819,395	811,516
			Long Term	$ 560,755	$ 1,198,380

The Company executed various vehicle notes with third parties as follows:

Balance - December 31, 2021	$ 476,313
Acquisition of vehicles in exchange for notes payable	2,166,643
Repayments	(633,060)
Balance - December 31, 2022	2,009,896
Repayments	(629,936)
Balance - September 30, 2023	$ 1,379,960

Debt Maturities

The following represents the maturities of the Company's various debt arrangements for each of the five (5) succeeding years and thereafter as follows:

For the Year Ended December 31,	Notes Payable - Related Parties	Notes Payable	Vehicles	Total
2023 (3 Months)	$ 1,468,689	$ -	$ 208,131	$ 1,676,820
2024	1,677,308	180,722	818,903	2,676,933
2025	-	-	282,212	282,212
2026	-	-	55,827	55,827
2027	-	-	14,887	14,887
Total	$ 3,145,997	$ 180,722	$ 1,379,960	$ 4,706,679

Line of Credit

On December 10, 2021, the Company entered into a Securities-Based Line of Credit, Promissory Note, Security, Pledge and Guaranty Agreement (the "Line of Credit") with City National Bank of Florida.

Pursuant to the revolving Line of Credit, the Company may borrow up to the Credit Limit, determined from time to time in the sole discretion of the Bank. The Credit Limit was $1,000,000 and $3,000,000 at September 30, 2023 and December 31, 2022, respectively.

Outstanding borrowings under the line of credit were $0 and $3,000,000 at September 30, 2023 and December 31, 2022, respectively.

The line of credit was repaid in September 2023 for $1,008,813 (principal of $1,000,000 plus accrued interest of $8,813).

To secure the repayment of the Credit Limit, the Bank had a first priority lien and continuing security interest in the securities held in the Company's investment portfolio with the Bank. The Company liquidated its entire position in the investment portfolio during the second quarter of 2023. The amount outstanding under the Line of Credit shall bear interest equal to the Reference Rate plus the Spread (as defined in the Line of Credit) in effect each day. Interest is due and payable monthly in arrears.

The interest rate on the Line of Credit was 5.75% at December 31, 2022.

The Bank may, at any time, without notice, and at its sole discretion, demand the repayment of the outstanding line of credit.

In connection with the repayment of the line of credit, no further advances had been made and the bank closed the line of credit.

Note 6 – Fair Value of Financial Instruments

The Company evaluates its financial assets and liabilities subject to fair value measurements on a recurring basis to determine the appropriate level in which to classify them for each reporting period. This determination requires significant judgments to be made.

The Company did not have any assets or liabilities measured at fair value on a recurring basis at September 30, 2023. As noted above, all of the Company's corporate bonds were measured at fair value at December 31, 2022.

Note 7 – Commitments and Contingencies

Operating Leases

We have entered into various operating lease agreements, including our corporate headquarters. We account for leases in accordance with ASC Topic 842: *Leases,* which requires a lessee to utilize the right-of-use model and to record a right-of-use asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases are classified as either financing or operating, with classification affecting the pattern of expense recognition in the statement of operations. In addition, a lessor is required to classify leases as either sales-type, financing or operating. A lease will be treated as a sale if it transfers all of the risks and rewards, as well as control of the underlying asset, to the lessee. If risks and rewards are conveyed without the transfer of control, the lease is treated as financing. If the lessor does not convey risk and rewards or control, the lease is treated as operating. We determine if an arrangement is a lease, or contains a lease, at inception and record the lease in our financial statements upon lease commencement, which is the date when the underlying asset is made available for use by the lessor.

Right-of-use assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments over the lease term. Lease right-of-use assets and liabilities at commencement are initially measured at the present value of lease payments over the lease term. We generally use our incremental borrowing rate based on the information available at commencement to determine the present value of lease payments except when an implicit interest rate is readily determinable. We determine our incremental borrowing rate based on market sources including relevant industry data.

We have lease agreements with lease and non-lease components and have elected to utilize the practical expedient to account for lease and non-lease components together as a single combined lease component, from both a lessee and lessor perspective with the exception of direct sales-type leases and production equipment classes embedded in supply agreements. From a lessor perspective, the timing and pattern of transfer are the same for the non-lease components and associated lease component and, the lease component, if accounted for separately, would be classified as an operating lease.

We have elected not to present short-term leases on the balance sheet as these leases have a lease term of 12 months or less at lease inception and do not contain purchase options or renewal terms that we are reasonably certain to exercise. All other lease assets and lease liabilities are recognized based on the present value of lease payments over the lease term at commencement date. Because most of our leases do not provide an implicit rate of return, we used our incremental borrowing rate based on the information available at lease commencement date in determining the present value of lease payments.

Our leases, where we are the lessee, do not include an option to extend the lease term. For purposes of calculating lease liabilities, lease term would include options to extend or terminate the lease when it is reasonably certain that we will exercise such options.

Lease expense for operating leases is recognized on a straight-line basis over the lease term as an operating expense, included as a component of general and administrative expenses, in the accompanying consolidated statements of operations.

Certain operating leases provide for annual increases to lease payments based on an index or rate, our lease has no stated increase, payments were fixed at lease inception. We calculate the present value of future lease payments based on the index or rate at the lease commencement date. Differences between the calculated lease payment and actual payment are expensed as incurred.

At September 30, 2023 and December 31, 2022, respectively, the Company had no financing leases as defined in ASC 842, *"Leases."*

On December 3, 2021, the Company signed a lease for 5778 square feet of office space, for occupancy effective January 1, 2022. The lease term is 39 months, and the total monthly payment is $21,773, including base rent, estimated operating expenses and sales tax.

The initial base rent of $14,743 including sales tax was abated for months 1, 13 and 25 of the lease and is subject to a 3% annual increase. An initial Right of Use ("ROU") asset of $735,197 was recognized as a non-cash asset addition with the adoption of the lease accounting standard.

The tables below present information regarding the Company's operating lease assets and liabilities at September 30, 2023 and 2022, respectively:

	September 30, 2023	December 31, 2022
Assets		
Operating lease - right-of-use asset - non-current	$ 354,601	$ 521,782
Liabilities		
Operating lease liability	$ 378,417	$ 546,022
Weighted-average remaining lease term (years)	1.50	2.25
Weighted-average discount rate	5%	5%

The components of lease expense were as follows:

	September 30, 2023	September 30, 2022
Operating lease costs		
Amortization of right-of-use operating lease asset	$ 167,181	$ 105,470
Lease liability expense in connection with obligation repayment	17,152	$ 17,419
Total operating lease costs	$ 184,333	$ 122,889
Supplemental cash flow information related to operating leases was as follows:		
Operating cash outflows from operating lease (obligation payment)	$ 184,756	$ 246,538
Right-of-use asset obtained in exchange for new operating lease liability	$ -	$ 735,197

Future minimum lease payments under non-cancellable leases for the years ended December 31 were as follows:

2023 (3 months)	$	66,647
2024		256,414
2025		69,421
Total undiscounted cash flows		392,482
Less: amount representing interest		(14,065)
Present value of operating lease liability		378,417
Less: current portion of operating lease liability		238,042
Long-term operating lease liability	$	140,375

Employment Agreements

During 2023, the Company executed employment agreements with certain of its officers and directors. These agreements contain various compensation arrangements pertaining to the issuance of stock and cash. The stock portion of the compensation contains vesting provisions and are recorded as earned.

For more information on these agreements see related Form 8K's filed on:

- February 10, 2023 (Non-Independent Director),
- April 19, 2023 (Chief Technology Officer) ("CTO"); and
- April 24, 2023 (Interim Chief Executive Officer) ("ICEO")

In February 2023, the Company's non-independent director received 10,417 shares of common stock, having a fair value of $40,000, based upon the quoted closing price ($3.84/share). This expense was recorded as a component of general and administrative expenses for the nine months ended September 30, 2023.

In April 2023, the Company's CTO was entitled to receive up to 325,000 shares of common stock, subject to vesting provisions for services rendered. These shares had a fair value of $832,000 on the grant date based upon the quoted closing trading price ($2.56/share). For the nine months ended September 30, 2023, the CTO vested in 130,000 shares of common stock, having a fair value of $198,178, This expense was recorded as a component of general and administrative expenses for the nine months ended September 30, 2023.

In June and August 2023, the Company granted various board directors an aggregate 220,840 shares of common stock having a fair value of $455,000 on the grant date based upon the quoted closing trading price ($1.98 - $2.21/share). All shares will vest in June 2024 at the Company's annual meeting.

Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

The Company has filed several Form 8K's during July and August 2023 related to the hiring and termination of various officers, directors and board members.

<u>Contingencies – Legal Matters</u>

The Company is subject to litigation claims arising in the ordinary course of business. The Company records litigation accruals for legal matters which are both probable and estimable and for related legal costs as incurred. The Company does not reduce these liabilities for potential insurance or third-party recoveries. As of September 30, 2023, and December 31, 2022, the Company is not aware of any litigation, pending litigation, or other transactions that would require accrual or disclosure.

<u>Note 8 – Stockholders' Equity</u>

At September 30, 2023 and December 31, 2022, respectively, the Company had two (2) classes of stock:

Preferred Stock

- 5,000,000 shares authorized
- none issued and outstanding
- Par value - $0.0001
- Voting – none
- Ranks senior to any other class of preferred stock
- Dividends - none
- Liquidation preference – none
- Rights of redemption - none
- Conversion - none

Common Stock

- 50,000,000 shares authorized
- 3,962,461 shares issued and 3,812,461 shares outstanding at September 30, 2023, and 3,335,674 shares issued and outstanding at December 31, 2022
- Par value - $0.0001
- Voting at 1 vote per share

Securities and Incentive Plans

See Schedule 14A Information Statements filed with the US Securities and Exchange Commission for complete details of the Company's Stock Incentive Plans.

Equity Transactions for the Nine Months Ended September 30, 2023

Stock Issued for Cash

The Company sold 8,393 shares of common stock for $25,803 ($3.06 – 3.53/share) through at the market ("ATM") sales via a sales agent who was eligible for commissions of 3% for any sales of common stock made. The Company also paid $25,803 in related expenses as direct offering costs in connection with the sale of these shares.

Stock Issued for Services – Related Parties

The Company issued an aggregate 191,623 shares of common stock to a Company officer as well various board members for services rendered, having a fair value of $502,761 ($1.75 – $3.51/share), based upon the quoted closing trading price. The issuance of these shares was pursuant to vesting.

Stock Issued for Services

The Company issued 25,000 shares of common stock to a consultant for services rendered, having a fair value of $119,750 ($4.79/share), based upon the quoted closing trading price.

Stock Issued for Debt Issuance Costs – Related Party

The Company issued 250,000 shares of common stock in connection with the issuance of a note payable (See Note 5), having a fair value of $662,500 ($2.56 - $2.71/share), based upon the quoted closing trading price. The lender holds a greater than 5% controlling interest in the Company.

Equity Transactions for the Year Ended December 31, 2022

Stock Issued for Services – Related Parties

The Company issued 45,932 shares of common stock to certain officers and directors for services rendered, having a fair value of $1,309,524 ($28.51/share), based upon the quoted closing trading price. The recipients were subject to vesting provisions in connection with their restricted stock grants, and in certain cases, for any individual that was terminated, related shares may have received accelerated vesting.

Stock Issued for Services

The Company issued 4,268 shares of common stock for services rendered, having a fair value of $102,759 ($24.08/share), based upon the quoted closing trading price.

Stock Issued for Acquisition

The Company issued 5,040 shares of common stock in connection with the acquisition of Full Service Fueling, having a fair value of $50,000 ($9.92/share), based upon the quoted closing trading price.

Restricted Stock and Related Vesting

A summary of the Company's nonvested shares (due to service based restrictions) as of September 30, 2023 and December 31, 2022, is presented below:

Non-Vested Shares	Number of Shares	Weighted Average Gant Date Fair Value
Balance - December 31, 2021	39,698	$ 26.16
Granted	120,850	5.04
Vested	(50,693)	21.52
Cancelled/Forfeited	(4,375)	16.00
Balance - December 31, 2022	105,481	0.56
Granted	836,800	2.33
Vested	(196,594)	2.90
Cancelled/Forfeited	(23,379)	2.21
Balance - September 30, 2023	722,308	$ 0.71

The Company has issued various equity grants to board directors, officers, consultants and employees. These grants typically contain a vesting period of one to three years and require services to be performed in order to vest in the shares granted.

The Company determines the fair value of the equity grant on the issuance date based upon the quoted closing trading price. These amounts are then recognized as compensation expense over the requisite service period and are recorded as a component of general and administrative expenses in the accompanying consolidated statements of operations.

The Company recognizes forfeitures of restricted shares as they occur rather than estimating a forfeiture rate. Any unvested share based compensation is reversed on the date of forfeiture, which is typically due to service termination.

At September 30, 2023, unrecognized stock compensation expense related to restricted stock was $515,051, which will be recognized over a weighted-average period of 0.19 years

Stock Options

Stock option transactions for the nine months ended September 30, 2023 and the year ended December 31, 2022 are summarized as follows:

Stock Options	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value	Weighted Average Grant Date Fair Value
Outstanding - December 31, 2021	21,923	$ 14.24	3.25	$ -	$ -
Vested and Exercisable - December 31, 2021	21,923	$ 14.24	3.25	$ -	$ -
Unvested and non-exercisable - December 31, 2021	-	$ -	-	$ -	$ -
Granted	71,558	$ 5.59			$ 4.99
Exercised	-	-			
Cancelled/Forfeited	-	-			
Outstanding - December 31, 2022	93,481	$ 7.62	3.68	$ -	$ -
Vested and Exercisable - December 31, 2022	64,823	$ 8.45	3.47	$ -	$ -
Unvested and non-exercisable - December 31, 2022	28,658	$ 5.74	4.16	$ -	$ -
Granted	254,824	$ 6.97			$ 0.29
Exercised	-	$ -			
Cancelled/Forfeited	(348,306)	$ 7.14			
Outstanding - September 30, 2023	-	$ -	-	$ -	$ -
Vested and Exercisable - September 30, 2023	-	$ -	-	$ -	$ -
Unvested and non-exercisable - September 30, 2023	-	$ -	-	$ -	$ -

Nine Months Ended September 30, 2023

The Company granted 254,825 stock options, having a fair value of $73,920.

Of the total, 54,825 were granted to our former Chief Executive Officer in lieu of accrued salary totaling $50,000. These options were fully vested on the grant date.

The remaining 200,000 options were granted to consultants for a project that was cancelled during the third quarter of 2023. As a result, the Company recorded a grant date fair value of $23,920. All previously recorded stock based compensation ($7,973) was reversed during the third quarter of 2023.

The fair value of the stock options granted in 2023 were determined using the Black-Scholes Option pricing model with the following assumptions:

Expected term (years)	5.00
Expected volatility	59% - 62%
Expected dividends	0%
Risk free interest rate	4.00%

At September 30, 2023, the Company determined that all outstanding options previously granted were held by former officers, directors and employees. None of these individuals had timely exercised their options post termination in an allowable time period.

Year Ended December 31, 2022

The Company granted 71,558 stock options, having a fair value of $357,400.

Of the total, 65,308 stock options were granted to certain former officers and directors for services to be rendered, having a fair value of $350,000.

Of these total options granted, 28,572 options were fully vested ($153,125), the remaining 36,736 were subject to cancellation due to termination of services. In 2023, the Company reversed previously recorded stock based compensation of $9,375, which was reversed due to non-vesting in these service based grants. Due to some of these options being cancelled during the third quarter of 2023, an additional $14,063 was also reversed due to non-vesting in those service based grants.

The remaining 6,250 stock options were granted to a consultant for services to be rendered, having a fair value of $7,400. Only 3,125 options having a fair value of $3,700 vested. The remaining 3,125 options ($3,700) will not vest and no additional compensation was recorded.

The fair value of the stock options granted in 2022 were determined using the Black-Scholes Option pricing model with the following assumptions:

Expected term (years)	5.00
Expected volatility	62%
Expected dividends	0%
Risk free interest rate	1.64%

Stock-Based Compensation

Stock-based compensation expense for the nine months ended September 30, 2023 and 2022 included those amounts associated with vesting of common stock and options of $569,519 and $1,145,472, respectively with various officers and directors. These amounts also included a reduction related to common stock and stock options for individuals who were terminated and did not vest in their awards, in which the Company recorded previously recognized expense. These amounts were insignificant.

Of the totals above, $553,994 and $694,524 were for related parties for the nine months ended September 30, 2023 and 2022, respectively.

Warrants

Warrant activity for the nine months ended September 30, 2023 and the year ended December 31, 2022 are summarized as follows:

Warrants	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding - December 31, 2021	203,629	$ 4.15	3.22	$ -
Vested and Exercisable - December 31, 2021	203,629	$ 4.15	3.22	$ -
Unvested - December 31, 2021	-	$ -	-	$ -
Granted	-			
Exercised	-			
Cancelled/Forfeited	-			
Outstanding - December 31, 2022	203,629	$ 4.15	2.22	$ 82,756
Vested and Exercisable - December 31, 2022	203,629	$ 4.15	2.22	$ 82,756
Unvested - December 31, 2022	-	$ -	-	$ -
Granted	-			
Exercised	-			
Cancelled/Forfeited	-			
Outstanding - September 30, 2023	203,629	$ 4.15	1.48	$ 159,271
Vested and Exercisable - September 30, 2023	203,629	$ 4.15	1.48	$ 159,271
Unvested and non-exercisable - September 30, 2023	-	$ -	-	$ -

Note 9 – Acquisition

On March 11, 2022, the Company acquired substantially all of the assets of Full Service Fueling ("Seller"), a mobile fueling service provider, for (a) a net amount of $321,250 cash after a credit of $3,750, and (b) 5,040 common shares, with a value of $50,000 based upon the quoted closing price. Further, the Purchase Agreement includes provisions wherein the Company agrees to utilize Seller's affiliate Palmdale Oil Company, Inc. ("Palmdale") as one if its main fuel suppliers throughout the state of Florida, with preferred pricing on all fuel purchases. Palmdale will also provide the Company with access to vehicle parking at their locations throughout the state in order to support the expansion of the Company's mobile fueling business. This acquisition was considered an acquisition of a business under ASC 805.

A summary of the purchase price allocation at fair value is below:

Consideration paid		
Cash	$	321,250
Common stock		50,000
Fair value of consideration transferred	$	371,250
Recognized amounts of identifiable assets acquired		
Vehicles		153,000
Customer list		66,413
Loading rach license		58,857
Other identifiable intangibles		56,124
Total assets acquired		334,394
Goodwill	$	36,856

The vehicles are being depreciated over their estimated useful lives. Goodwill of $36,856 is primarily related to factors such as synergies and market share. Goodwill is not deductible for tax purposes. Transaction costs related to the acquisition were not material.

All of the remaining intangibles, including goodwill, were deemed fully impaired at December 31, 2022. At September 30, 2023, the vehicles acquired are still in service.

Note 10 – Material Definitive Agreement as Amended and Reverse Acquisition

Entry into Material Definitive Agreement Related Party – as Amended and Restated

On August 10, 2023, the Company, the members (the “Members”) of Next Charging LLC (“Next Charging”) and Michael Farkas, an individual, as the representative of the members, entered into an Exchange Agreement (the “Exchange Agreement”), pursuant to which the Company agreed to acquire from the Members 100% of the membership interests of Next Charging (the “Membership Interests”) in exchange for up to 100,000,000 shares of common stock.

This agreement was amended on November 2, 2023, as follows:

- 35,000,000 shares of common stock will vest upon the closing of the acquisition of Next Charging,
- 35,000,000 shares of common stock will vest upon the acquisition of the first target; and
- 30,000,000 shares of common stock will vest upon the Company commercially deploying the third solar, wireless electric vehicle charging, microgrid, and/or battery storage system.

As an additional condition to be satisfied prior to the Closing, Next Charging is also required to take actions to record the assignment to itself of a patent mentioned in the Amended and Restated Exchange Agreement.

Next Charging is a renewable energy company formed by Michael D. Farkas. Next Charging has plans to develop and deploy wireless electric vehicle charging technology coupled with battery storage and solar energy solutions.

Upon Closing, the board of directors of the Company will appoint Michael Farkas as Chief Executive Officer, Director and Executive Chairman of the Company. Mr. Farkas is the managing member and CEO of Next Charging. Mr. Farkas is also the beneficial owner of approximately 20% of the Company's issued and outstanding common stock.

The Closing is subject to customary closing conditions, including (i) that the Company take the actions necessary to amend its certificate of incorporation to increase the number of authorized shares of Common Stock from 50,000,000 shares of Common Stock to 500,000,000 shares of Common Stock, (ii) the receipt of the requisite stockholder approval, (iii) the receipt of the requisite third-party consents and (iv) compliance with the rules and regulations of The Nasdaq Stock Market.

At the time of closing, there will be a change in control, in a transaction treated as a reverse acquisition.

See Form 8-K filed on November 2, 2023 for additional information.

<u>Note 11 – Subsequent Events</u>

Notes Payable Related Party – Material Stockholder greater than 5%

In October 2023, the Company executed a three-month (3) note payable with a face amount of $320,000, less an original issue discount of $48,000, resulting in net proceeds of $272,000.

In connection with obtaining this note, the Company also issued 260,000 shares of common stock to the lender having a fair value of $539,760, based upon the quoted closing trading price ($2.076/share).

The issuance of these shares resulted in an additional debt issue cost. In total, the Company recorded debt discounts/issuance costs of $587,760 which is being amortized over the life of the note to interest expense.

In the event of default, the lender may convert the note into shares of common stock equal to the greater of $1.23 and the lower of the average VWAP over the ten (10) preceding trading days; or the greater of the average of the VWAP over the ten (10) preceding trading days or a floor price of $0.20.

This note is subject to cross-default. In the event this note or any other notes issued by this lender are in default, all of the notes with this lender will be considered in default.

This lender is considered a related party since it has a greater than 5% controlling interest in the Company's outstanding common stock.

Notes Payable Related Party – Material Stockholder greater than 20%

In November 2023, an entity controlled by a majority stockholder (approximately 20% common stock ownership) advanced $165,000 in working capital funds (net of an original discount of $15,000 resulting in net proceeds of $150,000).

The note bears interest at 8% for the first nine (9) months, then increases to 18% and is due in September 2023. The note will automatically be extended in two (2) month increments at the option of the lender. In the event of a capital raise of at least $3,000,000 all unpaid principal and accrued interest will be due.

In the event of default, all unpaid principal and accrued interest multiplied by 150% will be immediately due. The lender will have the option to convert the defaulted amount at the average of the closing price over the ten (10) preceding trading days.

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

The following discussion and analysis summarizes the significant factors affecting the consolidated operating results, financial condition, liquidity and cash flows of our Company as of and for the periods presented below. The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and related notes included in this Quarterly Report on Form 10-Q and the audited financial statements and notes thereto as of and for the year ended December 31, 2022 and the related Management's Discussion and Analysis of Financial Condition and Results of Operations, both of which are contained in our Registration Statement on Form S-1 filed with the Securities and Exchange Commission, or SEC, on June 1, 2021, as amended, and declared effective on September 14, 2021. Unless the context requires otherwise, references in this Quarterly Report on Form 10-Q to "we," "us," and "our" refer to Ezfill Holdings, Inc.

Forward-Looking Statements

The information in this discussion contains forward-looking statements and information within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, which are subject to the "safe harbor" created by those sections. These forward-looking statements include, but are not limited to, statements concerning our strategy, future operations, future financial position, future revenues, projected costs, prospects and plans and objectives of management. The words "anticipates," "believes," "estimates," "expects," "intends," "may," "plans," "projects," "will," "would" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. We may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements that we make. These forward-looking statements involve risks and uncertainties that could cause our actual results to differ materially from those in the forward-looking statements, including, without limitation, the risks set forth in our filings with the SEC. The forward-looking statements are applicable only as of the date on which they are made, and we do not assume any obligation to update any forward-looking statements.

Overview

We were incorporated under the laws of Delaware in March 2019. We are in the business of operating mobile fueling trucks and are headquartered in Miami, Florida. EzFill provides its customers with the ability to have fuel delivered to their vehicles (cars, boats, trucks) without leaving their home or office and to construction sites, generators and reserve tanks.

Our mobile fueling solution gives our fleet, consumer and other customers the ability to fuel their vehicles with the touch of an app or regularly scheduled service, and without the inconvenience of going to the gas station.

On April 27, 2023, the Company executed a 1-for-8 reverse stock split and decreased the number of shares of its authorized common stock from 500,000,000 shares to 50,000,000 and its preferred stock from 50,000,000 to 5,000,000. As a result, all share activity has been restated as if the reverse stock split had been consummated as of the beginning of the respective period.

Results of Operations

The following table sets forth our results of operations for the three and nine months ended September 30, 2023 and 2022:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2022	2022
Revenues	$ 6,163,682	$ 4,091,403	$ 17,525,677	$ 10,185,902
Cost of sales	5,813,957	4,208,155	16,529,030	10,288,176
Operating expenses	1,684,340	3,476,261	6,250,013	9,830,523
Depreciation and amortization	278,442	480,632	829,137	1,277,108
Operating loss	(1,613,057)	(4,073,645)	(6,082,503)	(11,209,095)
Other income (expense)	(613,681)	(2,764)	(961,817)	(5,684)
Net loss	$ (2,226,738)	$ (4,076,409)	$ (7,044,320)	$ (11,215,589)

Non-GAAP Financial Measures

Adjusted EBITDA is a non-GAAP financial measure which we use in our financial performance analyses. This measure should not be considered a substitute for GAAP-basis measures, nor should it be viewed as a substitute for operating results determined in accordance with GAAP. We believe that the presentation of Adjusted EBITDA, a non-GAAP financial measure that excludes the impact of net interest expense, taxes, depreciation, amortization, and stock compensation expense, provides useful supplemental information that is essential to a proper understanding of our financial results. Non-GAAP measures are not formally defined by GAAP, and other entities may use calculation methods that differ from ours for the purposes of calculating Adjusted EBITDA. As a complement to GAAP financial measures, we believe that Adjusted EBITDA assists investors who follow the practice of some investment analysts who adjust GAAP financial measures to exclude items that may obscure underlying performance and distort comparability.

The following is a reconciliation of net loss to the non-GAAP financial measure referred to as Adjusted EBITDA for the three and nine months ended September 30, 2023 and 2022:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net loss	$ (2,226,738)	$ (4,076,409)	$ (7,044,320)	$ (11,215,589)
Interest expense	622,777	29,721	966,374	64,666
Depreciation and amortization	278,442	480,632	829,137	1,277,108
Stock compensation	158,379	272,726	689,289	1,145,472
Adjusted EBITDA	$ (1,162,140)	$ (3,293,330)	$ (4,559,520)	$ (8,728,343)
Gallons delivered	1,486,199	994,447	4,384,211	2,375,921
Average fuel margin per gallon	$ 0.57	$ 0.43	$ 0.57	$ 0.47

Three months ended September 30, 2023, compared to the three months ended September 30, 2022

Revenues

We generated revenues of $6,163,682 for the three months ended September 30, 2023, compared to $4,091,403 for the prior year, an increase of $2,072,279 or 51%. This increase is primarily due to a 49% increase in gallons delivered and an increase in fees. The additional gallons were in existing as well as new markets.

Cost of sales was $5,813,957 for the three months ended September 30, 2023, compared to $4,208,155 for the prior year. The $1,605,802 or 38% increase in cost of sales is due to the increase in sales as well as the hiring of additional drivers, primarily in new markets. Our gross profit improved year over year due to higher fuel revenues as well as increased delivery fees and driver efficiency.

Operating Expenses

We incurred operating expenses of $1,684,340 during the three months ended September 30, 2023, compared to $3,476,261 during the prior year, a decrease of $1,791,921 or 52%. This decrease was primarily due to decreases in payroll, stock based compensation, marketing and public company expenses.

Depreciation and Amortization

Depreciation increased in the current year as a result of the increase in the fleet of delivery vehicles. Amortization decreased in the current year as a result of the impairment of goodwill and other intangible assets recorded in the fourth quarter of 2022.

Other Income (Expense)

Interest expense increased in the current year due to increased borrowing for truck purchases during 2022.

Nine months ended September 30, 2023 compared to the nine months ended September 30, 2022

Revenues

We generated revenues of $17,525,677 for the nine months ended September 30, 2023, compared to $10,185,902 for the prior year, an increase of 7,339,775 or 72%. This increase is primarily due to an 85% increase in gallons delivered and an increase in fees. The additional gallons were in existing as well as new markets.

Cost of sales was $16,529,030 for the nine months ended September 30, 2023, compared to $10,288,176 for the prior year. The $6,240,854 or 61% increase in cost of sales is mainly due to due to the increase in sales as well as the hiring of additional drivers, primarily in new markets. Our gross profit improved year over year due to higher fuel revenues as well as increased delivery fees and driver efficiency.

Operating Expenses

We incurred operating expenses of $6,250,013 during the nine months ended September 30, 2023, as compared to $9,830,523 during the prior year, a decrease of $3,580,510 or 36%. This decrease was primarily due to decreases in payroll, stock based compensation, marketing and public company expenses.

Depreciation and Amortization

Depreciation increased in the current year as a result of the increase in the fleet of delivery vehicles. Amortization decreased in the current year as a result of the impairment of goodwill and other intangible assets recorded in the fourth quarter of 2022.

Other Income (Expense)

Interest expense increased in the current year due to increased borrowing for truck purchases during 2022.

Liquidity and Capital Resources

Cash Flow Activities

As of September 30, 2023, we had approximately $405,230 in cash and investments compared to approximately $4,186,875 at December 31, 2022.

Operating Activities

Net cash used in operating activities was $5,439,667 for the nine months ended September 30, 2023, which was made up primarily by the net loss of $7,044,320 and offset by non-cash adjustments for a net amount of $1,604,653. Net cash used in operating activities was $8,983,886 during the prior year, which was made up primarily by the net loss of $11,215,589 and offset by non-cash adjustments for a net amount of $2,231,703.

Investing Activities

During the nine months ended September 30, 2023 net cash provided by investing activities was $2,149,614. The cash provided was the result of maturity and sale of debt securities. Net cash used by investing activities during the nine months ended September 30, 2022 was $2,731,696 primarily the result of the acquisition of fixed assets, primarily trucks used for delivery of fuel to our customers.

Financing Activities

We generated $1,624,490 of cash flows from financing activities during the nine months ended September 30, 2023, including $3,321,100 in new loans for truck purchases, $250,000 loan from a related party, less principal repayments of $1,942,610 and received proceeds from the issuance of common stock from the ATM of $25,308 and recorded related expenses of $25,308. We generated $2,731,913 of cash flows from financing activities during the nine months ended September 30, 2022, including $1,000,000 borrowings under our bank line of credit and $2,187,122 in new loans for truck purchases, less principal repayments of $455,209.

Sources of Capital

The Company has sustained net losses since inception and does not have sufficient revenues and income to fully fund the operations. As a result, the Company has relied on equity and debt financings to fund its activities to date. For the nine months ended September 30, 2023, the Company had a net loss of $7,044,320. At September 30, 2023, the Company had an accumulated deficit of $41,889,481. The Company anticipates that it will continue to generate operating losses and use cash in operations through the foreseeable future.

The Company has limited capital and is currently relying on a related party to fund its operations. There is no assurance that the Company will be able to obtain funds on commercially acceptable terms, if at all. There is also no assurance that the amount of funds the Company might raise will enable the Company to complete its initiatives or attain profitable operations. The Company's operating needs include the planned costs to operate its business, including amounts required to fund working capital and capital expenditures. The Company's future capital requirements and the adequacy of its available funds will depend on many factors, including the Company's ability to successfully expand to new markets, competition, and the need to enter into collaborations with other companies or acquire other companies to enhance or complement its product and service offerings. There can be no assurances that financing will be available on terms which are favorable to us, or at all. If we are unable to raise additional funding to meet our working capital needs in the future, we will be forced to delay, reduce, or cease our operations.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements as defined in Regulation S-K Item 303(a)(4).

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not required for smaller reporting companies.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our periodic and current reports that we file with the SEC is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable and not absolute assurance of achieving the desired control objectives. In reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. In addition, the design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

As of September 30, 2023, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of September 30, 2023.

Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

Not required for smaller reporting companies.

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

Not Applicable.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not Applicable.

Item 5. Other Information.

Not applicable.

Item 6. Exhibits

The following exhibits are filed as part of this Quarterly Report on Form 10-Q.

Exhibit Number	Description of Exhibit
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, File 001-40809, filed with the Securities and Exchange Commission on May 1, 2023)
4.1	Promissory Note between EzFill Holdings, Inc. and Next Charging, LLC dated July 5, 2023 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K file 001-40809, filed with the Securities and Exchange Commission on July 11, 2023.)
4.2	Promissory Note between EzFill Holdings, Inc. and Next Charging, LLC dated August 2, 2023 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, file 001-40809, filed with the Securities and Exchange Commission on August 3, 2023.)
4.3	Promissory Note between EzFill Holdings, Inc. and Next Charging, LLC dated August 30, 2023 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, file 001-40809, filed with the Securities and Exchange Commission on September 6, 2023.)
4.4	Promissory Note between EzFill Holdings, Inc. and Next Charging, LLC dated September 6, 2023 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, file 001-40809, filed with the Securities and Exchange Commission on September 7, 2023.)
4.5	Promissory Note between EzFill Holdings, Inc. and Next Charging, LLC dated September 13, 2023 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, file 001-40809, filed with the Securities and Exchange Commission on September 15, 2023.).
10.1	Amendment to the Securities Purchase Agreement dated August 3, 2023 between EzFill Holdings, Inc. and AJB Capital Investments, LLC. (incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, File No. 001-40809, filed with the Securities and Exchange Commission on August 4, 2023.
10.2	Exchange Agreement, dated as of August 10, 2023, by and among EzFill Holdings, Inc. and members of Next Charging LLC and Michael Farkas, an individual, as the representative of the members (incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, File No. 001-40809, filed with the Securities and Exchange Commission on August 16, 2023.)
10.3	Amendment to the Securities Purchase Agreement dated September 18, 2023 between EzFill Holdings, Inc. and AJB Capital Investments, LLC. (incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, File No. 001-40809, filed with the Securities and Exchange Commission on September 21, 2023).
10.4+	Securities Purchase Agreement dated September 22, 2023 between EzFill Holdings, Inc. and AJB Capital Investments, LLC. (incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K, File No. 001-40809, filed with the Securities and Exchange Commission on September 27, 2023).
10.5+	Promissory Note dated September 22, 2023 between EzFill Holdings, Inc. and AJB Capital Investments, LLC. (incorporated by reference to exhibit 10.2 to the Company's Current Report on Form 8-K, File No. 001-40809, filed with the Securities and Exchange Commission on September 27, 2023).
10.6	Amendment to the Security Agreement dated September 22, 2023 between EzFill Holdings, Inc. and AJB Capital Investments, LLC. (incorporated by reference to exhibit 10.3 to the Company's Current Report on Form 8-K, File No. 001-40809, filed with the Securities and Exchange Commission on September 27, 2023).
31.1*	Certification of Principal Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act, as amended.
31.2*	Certification of Principal Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act, as amended.
32.1**	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Rules 13a-14(b) or 15d-14(b) of the Securities Exchange Act, as amended, and 18 U.S.C. Section 1350.
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

** Furnished herewith.

\+ Pursuant to Item 601(b)(10)(iv) of Regulation S-K promulgated by the U.S. Securities and Exchange Commission, certain portions of this exhibit have been omitted because it is both not material and the type of information that the Company treats as private or confidential..

SIGNATURES

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

Date: November 14, 2023

EZFILL HOLDING, INC.

By: */s/ Yehuda Levy*
Yehuda Levy
Chief Executive Officer and Director
(Principal Executive Officer)

By: */s/ Michael Handelman*
Michael Handelman
Chief Financial Officer
(Principal Financial Officer)

Exhibit 31.1

CERTIFICATION

I, Yehuda Levy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of EzFill Holdings, Inc., a Delaware corporation (the "registrant");

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

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

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

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

   (b) 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;

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

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

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

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

Date: November 14, 2023

/s/ Yehuda Levy

Yehuda Levy
Chief Executive Officer and Director
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Michael Handelman certify that:

1. I have reviewed this quarterly report on Form 10-Q of EzFill Holdings, Inc., a Delaware corporation (the "registrant");

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

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

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

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

    (b) 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;

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

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

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

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

Date: November 14, 2023

/s/ Michael Handelman
Michael Handelman
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1

Certification Pursuant to 18 U.S.C. §1350, as Adopted

Pursuant to §906 of the Sarbanes-Oxley Act of 2002

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), each of the undersigned hereby certifies in his capacity as an officer of EzFill Holdings, Inc. (the "Company"), that, to the best of his knowledge:

(1) the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2023, to which this Certification is attached as Exhibit 32.1 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and

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

/s/ Yehuda Levy

Yehuda Levy
Chief Executive Officer and Director
(Principal Executive Officer)

Date: November 14, 2023

/s/ Michael Handelman

Michael Handelman
Chief Financial Officer
(Principal Financial and Accounting Officer)
Date: November 14, 2023

A certification furnished pursuant to this Item will not be deemed "filed" for purposes of section 18 of the Exchange Act (15 U.S.C. 78r), or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the small business issuer specifically incorporates it by reference.