

**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

Commission File Number 001-41171

AULT DISRUPTIVE TECHNOLOGIES CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of incorporation or organization)

86-2279256
(I.R.S. Employer Identification Number)

11411 Southern Highlands Pkwy, Suite 240,
Las Vegas, NV
(Address of principal executive offices)

89141
(Zip Code)

(949) 444-5464
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of common stock, par value \$0.001 per share and three-fourths of one redeemable warrant to purchase one share of common stock	ADRU	NYSE American
Common stock, \$0.001 par value	ADRT	NYSE American

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
Non-accelerated Filer

Accelerated filer
Smaller reporting company
Emerging growth company

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

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

As of November 16, 2023, there were 3,063,875 outstanding shares of the registrant's common stock, \$0.001 par value per share, of which 188,875 shares are subject to possible redemption.

AULT DISRUPTIVE TECHNOLOGIES CORPORATION
Quarterly Report on Form 10-Q
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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

AULT DISRUPTIVE TECHNOLOGIES CORPORATION
CONDENSED BALANCE SHEETS

	<u>September 30, 2023</u> (Unaudited)	<u>December 31, 2022</u>
Assets		
Cash	\$ 158,164	\$ 206,527
Prepaid expenses	108,734	391,443
Cash and marketable securities held in Trust Account	-	118,193,123
Total current assets	<u>266,898</u>	<u>118,791,093</u>
Prepaid expenses, noncurrent	-	10,873
Cash and marketable securities held in Trust Account	2,171,423	-
Deferred tax asset, noncurrent	27,062	27,062
Total Assets	<u>\$ 2,465,383</u>	<u>\$ 118,829,028</u>
Liabilities Commitments and Stockholders' Deficit		
Current liabilities:		
Accounts payable	\$ 288,693	\$ 60,952
Accrued expenses	50,956	200,000
Accrued excise tax	1,200,638	-
Income tax payable	152,609	285,003
Related party note payable	326,300	-
Common stock subject to possible redemption, 11,500,000 shares at redemption value ⁽¹⁾	-	117,800,181
Total current liabilities	<u>2,019,196</u>	<u>118,346,136</u>
Deferred underwriting commissions	3,450,000	3,450,000
Total Liabilities	<u>5,469,196</u>	<u>121,796,136</u>
Commitments		
Common stock subject to possible redemption, 188,875 shares at redemption value as of September 30, 2023 ⁽¹⁾	2,179,478	-
Stockholders' Deficit:		
Preferred stock, \$0.001 par value; 1,000,000 shares authorized; none issued or outstanding	-	-
Common stock, \$0.001 par value; 100,000,000 shares authorized; 2,875,000 shares issued and outstanding	2,875	2,875
Accumulated deficit	(5,186,166)	(2,969,983)
Total stockholders' deficit	<u>(5,183,291)</u>	<u>(2,967,108)</u>
Total Liabilities, Commitments and Stockholders' Deficit	<u>\$ 2,465,383</u>	<u>\$ 118,829,028</u>

(1) The common stock redemption value is net of amounts eligible to be withdrawn from the Trust Account to pay franchise and income taxes.

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

AULT DISRUPTIVE TECHNOLOGIES CORPORATION
CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2023	2022	2023	2022
Operating costs	\$ 213,305	\$ 218,893	\$ 1,028,156	\$ 1,099,778
Loss from operations	(213,305)	(218,893)	(1,028,156)	(1,099,778)
Other income:				
Income from investments held in Trust Account	28,728	526,850	2,561,472	696,223
Interest expense, net	(6,125)	(1,236)	(6,125)	(7,375)
Total other income	22,603	525,614	2,555,347	688,848
Net (loss) income before income taxes	(190,702)	306,721	1,527,191	(410,930)
Provision for income taxes	(205,270)	145,161	431,606	157,409
Net income (loss)	<u>\$ 14,568</u>	<u>\$ 161,560</u>	<u>\$ 1,095,585</u>	<u>\$ (568,339)</u>
Basic and diluted weighted average shares outstanding, common stock subject to redemption	188,875	11,500,000	7,356,731	11,500,000
Basic and diluted net income (loss) per share attributable to common stock subject to redemption	\$ -	\$ 0.01	\$ 0.11	\$ (0.04)
Basic and diluted weighted average shares outstanding, common stock	2,875,000	2,875,000	2,875,000	2,875,000
Basic and diluted net income(loss) per share attributable to common stockholders	\$ -	\$ 0.01	\$ 0.11	\$ (0.04)

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

AULT DISRUPTIVE TECHNOLOGIES CORPORATION
CONDENSED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT FOR THE THREE AND
NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022
(Unaudited)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
Balance as of January 1, 2023	2,875,000	\$ 2,875	\$ -	\$ (2,969,983)	\$ (2,967,108)
Remeasurement adjustment on redeemable common stock, net ⁽¹⁾	-	-	-	(872,023)	(872,023)
Net income	-	-	-	555,672	555,672
Balance as of March 31, 2023	2,875,000	2,875	-	(3,286,334)	(3,283,459)
Remeasurement adjustment on redeemable common stock ⁽¹⁾	-	-	-	(1,010,609)	(1,010,609)
Excise tax imposed on common stock redemptions	-	-	-	(1,200,638)	(1,200,638)
Net income	-	-	-	525,344	525,344
Balance as of June 30, 2023	2,875,000	2,875	-	(4,972,236)	(4,969,361)
Remeasurement adjustment on redeemable common stock ⁽¹⁾	-	-	-	(228,498)	(228,498)
Net income	-	-	-	14,568	14,568
Balance as of September 30, 2023	2,875,000	\$ 2,875	\$ -	\$ (5,186,166)	\$ (5,183,291)

(1) Remeasurement adjustment is net of amounts eligible to be withdrawn from the Trust Account to pay franchise and income taxes for the period.

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
Balance as of January 1, 2022	2,875,000	\$ 2,875	\$ -	\$ (1,766,410)	\$ (1,763,535)
Net loss	-	-	-	(288,200)	(288,200)
Balance as of March 31, 2022	2,875,000	2,875	-	(2,054,610)	(2,051,735)
Remeasurement adjustment on redeemable common stock ⁽¹⁾	-	-	-	(169,539)	(169,539)
Net loss	-	-	-	(441,699)	(441,699)
Balance as of June 30, 2022	2,875,000	2,875	-	(2,665,848)	(2,662,973)
Remeasurement adjustment on redeemable common stock, net	-	-	-	(219,441)	(219,441)
Net income	-	-	-	161,560	161,560
Balance, September 30, 2022	2,875,000	\$ 2,875	\$ -	\$ (2,723,729)	\$ (2,720,854)

(1) Remeasurement adjustment is net of amounts eligible to be withdrawn from the Trust Account to pay franchise and income taxes for the period.

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

AULT DISRUPTIVE TECHNOLOGIES CORPORATION
CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended September 30,	
	2023	2022
Cash Flows from Operating Activities:		
Net income (loss)	\$ 1,095,585	\$ (568,339)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Income from investments held in Trust Account	(2,561,472)	(696,223)
Changes in current assets and current liabilities:		
Prepaid expenses	293,582	267,322
Accounts payable	227,741	(157,646)
Accrued expenses	(149,044)	(603,427)
Income tax payable	(132,394)	157,409
Net cash used in operating activities	(1,226,002)	(1,600,904)
Cash Flows from Investing Activities:		
Sale of investment held in Trust Account for tax obligation	851,339	-
Extension payments deposited into Trust Account	(2,300,000)	-
Extension fee interest payments deposited into Trust Account	(31,995)	-
Cash withdrawn from Trust Account in connection with redemptions	120,063,828	-
Net cash provided by investing activities	118,583,172	-
Cash Flows from Financing Activities:		
Proceeds from extension fee interest accrued	31,995	-
Proceeds from related party notes payable	326,300	-
Proceeds from extension fees	2,300,000	-
Payment from Trust Account in connection with redemption	(120,063,828)	-
Net cash used in financing activities	(117,405,533)	-
Net change in cash	(48,363)	(1,600,904)
Cash, beginning of the period	206,527	1,849,679
Cash, end of the period	\$ 158,164	\$ 248,775
Supplemental disclosure of noncash investing and financing activities:		
Remeasurement of common stock subject to possible redemption	\$ 2,111,130	\$ 388,980
Excise tax liability accrued for common stock redemptions	\$ 1,200,638	\$ -

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

AULT DISRUPTIVE TECHNOLOGIES CORPORATION
NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS

Note 1 — Organization and Business Operations

Organization

Ault Disruptive Technologies Corporation (the “Company” or “We”) is a blank check company organized on February 22, 2021, under the laws of the State of Delaware. The Company was formed for the purpose of acquiring, engaging in a share exchange, share reconstruction and amalgamation with, purchasing all or substantially all of the assets of, entering into contractual arrangements with, or engaging in any other similar business combination with one or more businesses or entities (“Business Combination”). Although the Company is not limited to a particular industry or geographic region for purposes of consummating a Business Combination, the Company intends to focus on companies with innovative and emerging technologies, products or services in the United States.

As of September 30, 2023, the Company had not commenced any operations. All activity for the period from February 22, 2021 through September 30, 2023, relates to the Company’s formation, the Initial Public Offering (“IPO” or “Public Offering”) described below and the search for a Business Combination. The Company will not generate any operating revenues until after the completion of its initial Business Combination, at the earliest. The Company will generate nonoperating income in the form of interest income on cash and cash equivalents from the proceeds derived from the IPO and the sale of the Private Placement Warrants (as defined below). The Company has selected December 31 as its fiscal year end.

The Company’s Sponsor is Ault Disruptive Technologies Company, LLC, a Delaware limited liability company that is a wholly owned subsidiary of Ault Alliance, Inc., a Delaware corporation (NYSE American: AULT) (the “Sponsor”).

Financing

The registration statement for the Company’s IPO was declared effective on December 15, 2021 (the “Effective Date”). On December 20, 2021, the Company consummated its IPO of 10,000,000 units at \$10.00 per unit (the “Units”), which is discussed in Note 3. Each Unit consists of one share of common stock, par value of \$0.001 per share, and three-fourths of one redeemable warrant (the “Public Warrants”). Each whole warrant entitles the holder to purchase one share of common stock at a price of \$11.50 per share. On December 20, 2021, the underwriters exercised their full over-allotment option and purchased the additional Units available to them. The aggregate Units sold in the IPO and subsequent over-allotment were 11,500,000 and generated gross proceeds of \$115,000,000.

Simultaneously with the consummation of the IPO, the Company consummated the private placement of 6,500,000 warrants or 9,400,000 warrants in total (the “Private Placement Warrants” and, together with the Public Warrants, the “Warrants”) when the underwriters’ over-allotment option of 600,000 Private Placement Warrants was fully exercised on December 20, 2021 and the required outstanding deposit payment of \$2,300,000 to purchase 2,300,000 Private Placement Warrants, related to the Company’s extension of the time it had to consummate the initial Business Combination, was paid by the Sponsor, at a price of \$1.00 per Private Placement Warrant. The sale of the Private Placement Warrants in connection with the IPO, subsequent over-allotment option exercise and automatic extension fees generated gross proceeds of \$9,431,995 (inclusive of \$31,995 of interest related to the delayed extension fee payment).

Transaction costs related to the IPO amounted to \$6,297,333 consisting of \$2,513,333 of underwriting commissions, \$3,000,000 of deferred underwriting commissions, and \$784,000 of other offering costs. The underwriters’ exercise of their full over-allotment option generated an additional \$825,000 in transaction costs for aggregate transaction costs of \$7,122,333 consisting of \$2,888,333 of underwriting commissions, \$3,450,000 of deferred underwriting commissions, and \$784,000 of other offering costs. In addition, \$1,849,679 of cash was held outside of the Trust Account (as defined below) and used for working capital purposes.

Initial Business Combination

The Company's management has broad discretion with respect to the specific application of the net proceeds of the IPO and the sale of Private Placement Warrants, although substantially all of the net proceeds are intended to be applied generally toward consummating a Business Combination.

The Company must complete one or more initial Business Combinations having an aggregate fair market value of at least 80% of the net assets held in the Trust Account (excluding the deferred underwriting commissions and taxes payable on the interest earned on the Trust Account) at the time of signing a definitive agreement in connection with the initial Business Combination. However, the Company will complete the initial Business Combination only if the post-Business Combination company in which its public shareholders own shares will own or acquire 50% or more of the outstanding voting securities of the target or is otherwise not required to register as an investment company under the Investment Company Act of 1940, as amended (the "Investment Company Act"). There is no assurance that the Company will be able to complete a Business Combination successfully.

Trust Account

Following the closing of the IPO on December 20, 2021, \$116,725,000 from the net proceeds of the sale of the Units in the IPO and the sale of the Private Placement Warrants was deposited into a trust account (the "Trust Account"). This amount was comprised of \$10.15 per Unit for the 11,500,000 Units sold in the IPO. Following the closing of the IPO and the exercise of the underwriters' full over-allotment option, \$116,725,000 was held in the Trust Account and will only be invested in United States "government securities" within the meaning of Section 2(a)(16) of the Investment Company Act having a maturity of 185 days or less or in money market funds meeting certain conditions under Rule 2a-7 promulgated under the Investment Company Act which invest only in direct U.S. government treasury obligations. Pursuant to the trust agreement, the trustee is not permitted to invest in other securities or assets. By restricting the investment of the proceeds to these instruments, and by having a business plan targeted at acquiring and growing businesses for the long term (rather than buying and selling businesses in the manner of a merchant bank or private equity fund), the Company intends to avoid being deemed an "investment company" within the meaning of the Investment Company Act. The Trust Account is intended as a holding place for funds pending the earliest to occur of: (i) the consummation of the Company's initial Business Combination; (ii) the redemption of any public shares properly submitted in connection with a stockholder vote to amend its amended and restated certificate of incorporation (A) to modify the substance or timing of its obligation to allow redemptions in connection with the Company's initial Business Combination or certain amendments to its charter prior thereto or to redeem 100% of the Company's public shares if the Company does not consummate its initial Business Combination within 26 months following the effectiveness of the Public Offering or (B) with respect to any other provision relating to stockholders' rights or pre-initial Business Combination activity; or (iii) absent an initial Business Combination within 26 months following the effectiveness of the Public Offering, the Company's return of the funds held in the Trust Account to its public stockholders as part of its redemption of the public shares. On June 15, 2023, the Company's stockholders approved a proposal to amend the Company's amended and restated certificate of incorporation (the "Extension Amendment") to extend the time that the Company has to consummate its initial Business Combination from June 20, 2023 to September 20, 2023 (the "Extended Date") and to allow the board of directors of the Company, without another stockholder vote, to elect to further extend the date to consummate an initial Business Combination after the Extended Date up to five times, by an additional month each time, up to February 20, 2024, providing the Company a 21-month period (or up to a 26-month period) from the closing of the IPO to consummate its initial Business Combination (the "Combination Period"). On October 20, 2023, we received a written request from the Sponsor that we extend the deadline to consummate a Business Combination from October 20, 2023, to November 20, 2023, which was accepted.

In connection with the votes to approve the Extension Amendment, 11,311,125 shares of common stock were redeemed at a redemption price of approximately \$10.61 per share (without giving effect to any interest that may be withdrawn to pay taxes), for an aggregate redemption amount of approximately \$120,063,828 (the "Redemption"). After accounting for the Redemption amount, the balance in the Trust Account was approximately \$2,004,845. The common stock was redeemed at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the Trust Account deposits, divided by the number of then outstanding shares of common stock subject to redemption.

If the Company does not invest the proceeds as discussed above, the Company may be deemed to be subject to the Investment Company Act. If the Company is deemed to be subject to the Investment Company Act, compliance with these additional regulatory burdens would require additional expenses for which the Company has not allotted funds and may hinder its ability to consummate an initial Business Combination or may result in its liquidation. If the Company is unable to consummate its initial Business Combination, the Company's public stockholders may receive only approximately \$10.35 per public share on the liquidation of the Company's Trust Account and its Warrants will expire worthless.

The Company will provide holders (the “Public Shareholders”) of its common stock sold in the IPO (the “Public Shares”), with the opportunity to redeem all or a portion of their Public Shares upon the completion of a Business Combination either (i) in connection with a general meeting called to approve the Business Combination or (ii) by means of a tender offer. The decision as to whether the Company will seek shareholder approval of a proposed Business Combination or conduct a tender offer will be made by the Company, solely at its discretion, and will be based on a variety of factors such as the timing of the transaction and whether the terms of the transaction would require the Company to seek shareholder approval under applicable law or stock exchange listing requirement.

The Company will provide its Public Shareholders with the opportunity to redeem all or a portion of their common stock upon the completion of the initial Business Combination, regardless of whether such shareholder votes on such proposed Business Combination, and if they do vote, regardless of whether they vote for or against such proposed Business Combination, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account calculated as of two business days prior to the consummation of the initial Business Combination, including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its income taxes, if any, divided by the number of then-outstanding public shares, subject to the limitations described herein. The amount in the Trust Account is currently anticipated to be \$10.35 per public share.

The per share amount the Company will distribute to investors who properly redeem their shares will not be reduced by the deferred underwriting commissions the Company will pay to the underwriters. The redemption rights will include the requirement that a beneficial holder must identify itself in order to validly redeem its shares. There will be no redemption rights upon the completion of the initial Business Combination with respect to the Company’s warrants. Further, the Company will not proceed with redeeming the Public Shares, even if a Public Shareholder has properly elected to redeem its shares if a Business Combination does not close.

All common stock subject to redemption was recorded at a redemption value and classified as temporary equity upon the completion of the Public Offering, in accordance with Financial Accounting Standards Board’s (“FASB”) Accounting Standards Codification (“ASC”) Topic 480 “Distinguishing Liabilities from Equity.” In such case, the Company will proceed with a Business Combination if the Company has net tangible assets of at least \$5,000,001 upon such consummation of a Business Combination and, if the Company seeks shareholder approval, a majority of the issued and outstanding shares voted are voted in favor of the Business Combination. Following the Extension Amendment approval, the Company’s amended and restated certificate of incorporation provides that the Company will have a total of 26 months following the effectiveness of the Public Offering to consummate its initial Business Combination. If the Company has not consummated an initial Business Combination within the Combination Period, the Company will: (i) cease all operations except for the purpose of winding up; (ii) as promptly as reasonably possible but not more than ten business days thereafter, redeem the public shares, at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Trust Account, including interest earned on the funds held in the Trust Account and not previously released to the Company to pay its franchise and income taxes, if any (less up to \$50,000 of interest to pay dissolution expenses) divided by the number of the then-outstanding public shares, which redemption will completely extinguish Public Shareholders’ rights as stockholders (including the right to receive further liquidation distributions, if any); and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the Company’s remaining stockholders and its board of directors, liquidate and dissolve, subject in the case of clauses (ii) and (iii), to the Company’s obligations under Delaware law to provide for claims of creditors and the requirements of other applicable law. There will be no redemption rights or liquidating distributions with respect to the Company’s warrants, which will expire worthless if the Company fails to consummate an initial Business Combination within the Combination Period.

The Sponsor and each member of its management team have entered into an agreement with the Company, pursuant to which they have agreed to (i) waive their redemption rights with respect to their Founder Shares (defined in Note 7), Private Placement Warrants and Public Shares held by them (ii) to waive their redemption rights with respect to their Founder Shares, Private Placement Warrants and Public Shares in connection with a shareholder vote to approve an amendment to the Company's amended and restated certificate of incorporation (A) that would modify the substance or timing of the Company's obligation to provide holders of shares of common stock the right to have their shares redeemed in connection with the initial Business Combination or to redeem 100% of the public shares if the Company does not complete the initial Business Combination within Combination Period or (B) with respect to any other provision relating to the rights of holders of shares of common stock or pre-initial Business Combination activity and (iii) waive their rights to liquidating distributions from the Trust Account with respect to any Founder Shares and Private Placement Warrants they hold if the Company fails to consummate an initial Business Combination within Combination Period (although they will be entitled to liquidating distributions from the Trust Account with respect to any public shares they hold if the Company fails to complete the initial Business Combination within the prescribed time frame).

The Sponsor has agreed to waive its liquidation rights with respect to the Founder Shares and Private Placement Warrants if the Company fails to consummate a Business Combination within the Combination Period. However, if the Sponsor acquires Public Shares in or after the Public Offering, such Public Shares will be entitled to liquidating distributions from the Trust Account if the Company fails to consummate a Business Combination within the Combination Period. The underwriters have agreed to waive their rights to their deferred underwriting commission (see Note 6) in the event the Company does not consummate a Business Combination within the Combination Period and, in such event, such amounts will be included with the other funds held in the Trust Account that will be available to fund the redemption of the Public Shares. In the event of such distribution, it is possible that the per share value of the assets remaining available for distribution will be less than the Public Offering price per Unit (\$10.35 per Public Share).

In order to protect the amounts held in the Trust Account, the Sponsor has agreed to be liable to the Company if and to the extent any claims by a third party for services rendered or products sold to the Company, or a prospective target business with which the Company has entered into a written letter of intent, confidentiality or similar agreement or business combination agreement, reduce the amount of funds in the Trust Account to below the lesser of (1) \$10.35 per public share, and (2) the actual amount per Public Share held in the Trust Account as of the date of the liquidation of the Trust Account due to reductions in the value of the trust assets, in each case net of the interest which may be withdrawn to pay the Company's taxes. This liability will not apply with respect to any claims by a third party who executed a waiver of any and all rights to seek access to the Trust Account and except as to any claims under the Company's indemnity of the underwriters of the Public Offering against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the "Securities Act"). Moreover, in the event that an executed waiver is deemed to be unenforceable against a third party, the Sponsor will not be responsible to the extent of any liability for such third-party claims. The Company will seek to reduce the possibility that the Sponsor will have to indemnify the Trust Account due to claims of creditors by endeavoring to have all vendors, service providers (except the Company's independent registered public accounting firm), prospective target businesses, or other entities with which the Company does business, execute agreements with the Company waiving any right, title, interest or claim of any kind in or to monies held in the Trust Account.

Liquidity and Going Concern

As of September 30, 2023, the Company had \$158,164 in its operating bank account and negative working capital of \$(1,752,298).

Until the consummation of a Business Combination, the Company will be using funds not held in the Trust Account for identifying and evaluating prospective acquisition candidates, performing due diligence on prospective target businesses, paying for travel expenditures, selecting the target business to acquire, and structuring, negotiating and consummating the Business Combination. We may withdraw interest from the Trust Account to pay taxes, if any.

The Company may need to raise additional capital through loans or additional investments from its Sponsor, stockholders, officers, directors, or third parties. The Company's officers, directors and Sponsor may, but are not obligated to, loan the Company funds, from time to time or at any time, in whatever amount they deem reasonable in their sole discretion, to meet the Company's working capital needs. Accordingly, the Company may not be able to obtain additional financing. If the Company is unable to raise additional capital, it may be required to take additional measures to conserve liquidity, which could include, but not necessarily be limited to, curtailing operations, suspending the pursuit of a potential transaction, and reducing overhead expenses. The Company cannot provide any assurance that new financing will be available to it on commercially acceptable terms, if at all. As of September 30, 2023, the Company has been unable to consummate its initial business combination, and it is uncertain that it will be able to consummate a business combination prior to the maximum Extended Date of February 20, 2024.

In connection with the Company's assessment of going concern considerations in accordance with FASB ASC Topic 205-40, "Presentation of Financial Statements – Going Concern" ("ASC 205-40"), management has determined that the liquidity condition, mandatory liquidation and subsequent dissolution raises substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time, which is considered to be one year from the issuance date of the financial statements. Management continues to seek to complete a *Business Combination* prior to the mandatory liquidation date. No adjustments have been made to the carrying amounts of assets or liabilities should the Company be required to liquidate after the maximum Extended Date of February 20, 2024. The accompanying unaudited condensed financial statements do not include any adjustment that might be necessary if the Company is unable to continue as a going concern.

Risks and Uncertainties

The Company has a limited operating history and has not yet generated revenue from intended operations. The Company's business and operations are sensitive to general business and economic conditions in the U.S. along with local, state, and federal government policy decisions. A host of factors beyond the Company's control could cause fluctuations in these conditions, including but not limited to, credit risk, and changes to regulations governing the Company's industry. Adverse developments in this general business and economic conditions could have a material adverse effect on the Company's financial condition and the results of its operations.

In February 2022, Russia invaded Ukraine and is still engaged in active armed conflict against the country. On October 7, 2023, the State of Israel was attacked by and subsequently declared war on Hamas. To date, the impact of these conflicts on our business operations and financial performance in Europe and the Middle East has not been and is not expected to be material. However, the full impact of these conflicts on our business operations and financial performance remains uncertain and will depend on future developments, including the severity and duration of the conflicts and their impact on regional and global economic conditions.

Note 2 — Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC"). Accordingly, they do not include all of the information and footnotes required by U.S. GAAP. In the opinion of management, the unaudited condensed financial statements reflect all adjustments, which include only normal recurring adjustments, necessary for the fair statement of the balances and results for the periods presented. Operating results for the three and nine months ended September 30, 2023 are not necessarily indicative of the results that may be expected in the future.

The accompanying unaudited condensed financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Annual Report on Form 10-K/A for the year ended December 31, 2022, as filed by the Company with the SEC on May 23, 2023.

Emerging Growth Company Status

The Company is an "emerging growth company," as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart our Business Startups Act of 2012, (the "JOBS Act"), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. The Company has elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of the Company's financial statement with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Use of Estimates

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

Accounting Policy on Redeemable Shares

The Company accounts for its common stock subject to possible redemption in accordance with the guidance in FASB ASC Topic 480 "Distinguishing Liabilities from Equity." Common stock subject to mandatory redemption (if any) will be classified as a liability instrument and measured at fair value. Conditionally redeemable shares of common stock (including shares of common stock that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within its control) will be classified outside of permanent equity. At all other times shares of common stock will be classified as stockholders' equity. The Company's common stock features certain redemption rights that are considered to be outside of its control and subject to the occurrence of uncertain future events. Accordingly, as of September 30, 2023, we had 188,875 shares of common stock subject to possible redemption that are presented at redemption value as temporary equity, outside of the stockholders' equity section of the Company's balance sheet and as of December 31, 2022, we had 11,500,000 shares of common stock subject to possible redemption that are presented at redemption value as a current liability in the Company's balance sheet.

The Company recognizes changes in redemption value immediately as they occur and adjusts the carrying value of the shares of common stock to equal the redemption value at the end of each reporting period. Increases or decreases in the carrying amount of redeemable shares of common stock are affected by charges against accumulated deficit.

In connection with the votes to approve the Extension Amendment, 11,311,125 shares of common stock of the Company were tendered for redemption at a per-share price of \$10.61. As such, approximately 98.36% of the public shares were redeemed and approximately 1.64% of the public shares remain outstanding. This resulted in a redemption from the Trust Account in the amount of \$120,063,828.

As of September 30, 2023 and December 31, 2022, the common stock subject to possible redemption reflected in the unaudited condensed balance sheets are reconciled in the following table:

IPO gross proceeds	\$	115,000,000
Less:		
Proceeds allocated to Public Warrants		(4,312,500)
Issuance costs allocated to common stock		(6,866,913)
Plus:		
Remeasurement of carrying value to redemption value		13,979,594
Common stock subject to possible redemption as of December 31, 2022		117,800,181
Less:		
Redemption of common stock		(120,063,828)
Plus:		
Remeasurement of carrying value to redemption value		2,111,130
Extension proceeds paid by the Sponsor		2,331,995
Common stock subject to possible redemption as of September 30, 2023	\$	<u>2,179,478</u>

Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents. The Company had no cash equivalents as of September 30, 2023 and December 31, 2022.

Marketable Securities Held in Trust Account

As of September 30, 2023 and December 31, 2022, the Company held \$2,171,423 and \$118,193,123, respectively, which was invested in U.S. government securities with a maturity of 185 days or less or in money market funds meeting certain conditions under Rule 2a-7 under the Investment Company Act which invest only in direct U.S. government treasury obligations. All of the Company's investments held in the Trust Account are classified as trading securities. Trading securities are presented on the balance sheet at fair value at the end of each reporting period. Gains and losses resulting from the change in fair value of investments held in the Trust Account are included in interest earned on marketable securities held in Trust Account in the accompanying statements of operations. The estimated fair values of investments held in Trust Account are determined using available market information. During the three and nine months ended September 30, 2023, the Company withdrew \$0 and \$851,339, respectively, of dividend income from the Trust Account to pay its tax obligations. Additionally, during the nine month period ended September 30, 2023, the Company withdrew \$120,063,828 in relation to common stock redemptions.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash accounts in a financial institution, which, at times, may exceed the federal depository insurance coverage of \$250,000. The Company has not experienced losses on these accounts.

Fair Value of Financial Instruments

The fair value of the Company's assets and liabilities, which qualify as financial instruments under FASB ASC 820, "Fair Value Measurements and Disclosures," approximates the carrying amounts represented in the balance sheet, primarily due to its short-term nature.

Offering Costs Associated with the Initial Public Offering

Offering costs consist of underwriting, legal, accounting and other expenses incurred through the balance sheet date that are directly related to the IPO. The Company complies with the requirements of the ASC 340-10-S99-1. Offering costs are allocated ratably with the redeemable and non-redeemable shares they are allocated to. Offering costs associated with warrants and shares of common stock not subject to redemption are charged to stockholders' deficit. The Company incurred offering costs amounting to \$6,297,333 consisting of \$2,513,333 of underwriting commissions, \$3,000,000 of deferred underwriting commissions, and \$784,000 of other offering costs. The underwriters' exercise of their full over-allotment option generated an additional \$825,000 in transaction costs for aggregate transaction costs of \$7,122,333 consisting of \$2,888,333 of underwriting commissions, \$3,450,000 of deferred underwriting commissions and \$784,000 of other offering costs.

Warrant Instruments

The Company has accounted for the 8,625,000 Public Warrants and 6,500,000 Private Placement Warrants (9,400,000 Private Placement Warrants when the underwriters' over-allotment option of 600,000 was fully exercised on December 20, 2021 and the payments to extend the period of time the Company had to complete its initial Business Combination were deposited in exchange for 2,300,000 additional Private Placement Warrants) issued in connection with the IPO, Private Placement and the extensions in accordance with the guidance contained in ASC 480, "Distinguishing Liabilities from Equity" and ASC 815 "Derivatives and Hedging". The assessment considers whether the instruments are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, or whether the instruments meet all of the requirements for equity classification under ASC 815, including whether the instruments are indexed to the Company's own common stock and whether the holders could potentially require "net cash settlement" in a circumstance outside of the Company's control, among other conditions for equity classification. The Public and Private Placement Warrants were deemed to meet equity classification.

Net Income (Loss) per Share of Common Stock

We comply with accounting and disclosure requirements of the Financial Accounting Standards Board ("FASB") ASC Topic 260, Earnings Per Share. Net income (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period excluding common stock subject to forfeiture. Remeasurement associated with the redeemable shares of common stock is excluded from net income (loss) per share as the redemption value approximates fair value. At September 30, 2023 and 2022, we did not have any dilutive securities and other contracts that could, potentially, be exercised or converted into shares of common stock and then share in our earnings. As a result, diluted income (loss) per share is the same as basic income (loss) per share for the periods presented.

The following table reflects the calculation of basic and diluted net income (loss) per share of common stock:

	For the Three Months Ended September 30, 2023		For the Nine Months Ended September 30, 2023	
	Common Stock Subject to Redemption	Non-Redeemable Common Stock	Common Stock Subject to Redemption	Non-Redeemable Common Stock
<i>Basic and diluted net income per share of common stock</i>				
Numerator:				
Allocation of net income	\$ 898	\$ 13,670	\$ 787,738	\$ 307,847
Denominator:				
Basic and diluted weighted average shares outstanding	188,875	2,875,000	7,356,731	2,875,000
Basic and diluted net income per share of common stock	\$ -	\$ -	\$ 0.11	\$ 0.11

The following table reflects the calculation of basic and diluted net income (loss) per share of common stock:

	For the Three Months Ended September 30, 2022		For the Nine Months Ended September 30, 2022	
	Common Stock Subject to Redemption	Non-Redeemable Common Stock	Common Stock Subject to Redemption	Non-Redeemable Common Stock
<i>Basic and diluted net income (loss) per share of common stock</i>				
Numerator:				
Allocation of net income (loss)	\$ 129,248	\$ 32,312	\$ (454,671)	\$ (113,668)
Denominator:				
Basic and diluted weighted average common shares outstanding	11,500,000	2,875,000	11,500,000	2,875,000
Basic and diluted net income (loss) per share of common stock	\$ 0.01	\$ 0.01	\$ (0.04)	\$ (0.04)

Income Taxes

The Company calculates its interim income tax provision in accordance with ASC Topic 270, Interim Reporting, and ASC Topic 740, Income Taxes (“ASC 740”). The Company’s effective tax rate (“ETR”) from continuing operations was (108%) and 28% for the three and nine months ended September 30, 2023, respectively, and 47% and 38% for the three and nine months ended September 30, 2022, respectively. The Company recorded income tax credit of (\$205,270) and income tax expense of \$431,606 for the three and nine months ended September 30, 2023, respectively, and \$145,161 and \$157,409 for the three and nine months ended September 30, 2022, respectively. The tax expense for the three-month period ended September 30, 2023 included a discrete tax expense of (\$96,519). The difference between the ETR and federal statutory rate of 21.0% is primarily attributable to a U.S. federal valuation allowance and non-deductible transaction costs.

A valuation allowance is recorded when it is more-likely-than-not some of the Company’s deferred tax assets may not be realized. Significant judgment is applied when assessing the need for a valuation allowance and the Company considers future taxable income, reversals of existing deferred tax assets and liabilities and ongoing prudent and feasible tax planning strategies, in making such assessment. As of September 30, 2023, the valuation allowance was \$465,104. As of September 30, 2022, the Company’s net deferred tax assets are not more-likely-than-not to be realized and a full valuation allowance was maintained.

The Company records uncertain tax positions in accordance with ASC 740 on the basis of a two-step process in which (i) the Company determines whether it is more likely than not a tax position will be sustained on the basis of the technical merits of such position and (ii) for those tax positions meeting the more-likely-than-not recognition threshold, the Company would recognize the largest amount of tax benefit that is more than 50.0% likely to be realized upon ultimate settlement with the related tax authority. The Company has determined it had no uncertain tax positions as of September 30, 2023 and 2022. The Company classifies interest and penalties recognized on uncertain tax positions as a component of income tax expense.

Recent Accounting Pronouncements

Management does not believe that any recently issued, but not effective, accounting standards, if currently adopted, would have a material effect on the Company’s financial statement.

Note 3 — Initial Public Offering

On December 20, 2021, the Company consummated its IPO of 10,000,000 Units at a purchase price of \$10.00 per Unit. Each Unit that the Company is offering has a price of \$10.00 and consists of one share of common stock and three-fourths of one redeemable warrant. Each whole warrant entitles the holder to purchase one share of common stock at a price of \$11.50 per share, subject to adjustment (see Note 7). On December 20, 2021, the underwriters exercised their full over-allotment option and purchased the additional Units available to them. The aggregate Units sold in the IPO and subsequent over-allotment were 11,500,000 and generated gross proceeds of \$115,000,000.

Following the closing of the IPO on December 20, 2021, \$116,725,000 from the net proceeds of the sale of the Units in the IPO and the sale of the Private Placement Warrants was deposited into the Trust Account. This amount was comprised of \$10.15 per Unit for the 11,500,000 Units sold in the IPO. Following the closing of the IPO and the exercise of the underwriters’ full over-allotment option, \$116,725,000 (\$10.15 per Unit) was placed in a Trust Account and will be invested only in U.S. government treasury obligations with a maturity of 185 days or less or in money market funds meeting certain conditions under Rule 2a-7 under the Investment Company Act which invest only in direct U.S. government treasury obligations.

Note 4 — Private Placement Warrants

Simultaneously with the closing of the IPO, the Company's Sponsor purchased an aggregate of 6,500,000 Private Placement Warrants (9,400,000 Private Placement Warrants when the underwriters' over-allotment option of 600,000 was fully exercised on December 20, 2021 and the required outstanding deposit payment of \$2,300,000 to purchase 2,300,000 Private Placement Warrants, related to the Company's extension of the time it had to consummate the initial Business Combination), each exercisable to purchase one share of common stock at \$11.50 per share, at a price of \$1.00 per Private Placement Warrant. The sale of the Private Placement Warrants in connection with the IPO, over-allotment option exercise and subsequent Extension Amendment generated gross proceeds of \$9,431,995 (inclusive of \$31,995 of interest related to the delayed extension fee payment).

The Private Placement warrants are not transferable, assignable or salable (and the shares of common stock issuable upon exercise of the Private Placement Warrants are not transferable, assignable or salable until 30 days after the completion of the initial Business Combination).

If the Private Placement Warrants are held by holders other than the Sponsor or its permitted transferees, the Private Placement Warrants are redeemable by the Company in all redemption scenarios and exercisable by the holders on the same basis as the warrants included in the Units sold in the Public Offering. Any amendment to the terms of the Private Placement Warrants or any provision of the warrant agreement with respect to the Private Placement Warrants requires a vote of holders of at least 50% of the number of the then outstanding Private Placement Warrants.

Note 5 — Related Party Transactions

Founder Shares

On February 23, 2021, the Company issued the Sponsor an aggregate of 2,875,000 shares of the Company's common stock, par value \$0.001 per share (the "Founder Shares") for an aggregate purchase price of \$25,000. The Sponsor has agreed, subject to certain limited exceptions, not to transfer, assign or sell any of the Founder Shares until the earlier to occur of: (A) one year following the date of the consummation of the Company's initial Business Combination or (B) the date on which the Company completes a liquidation, merger, capital stock exchange or other similar transaction that results in all of the Public Shareholders having the right to exchange their shares of common stock for cash, securities or other property. Notwithstanding the foregoing, all Founder Shares will be released from the lock-up if (1) the last reported sale price of the Company's common stock equals or exceeds \$12.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and other similar transactions) for any 20 trading days within any 30-trading day period commencing at least 150 days after the Company's initial Business Combination or (2) if after a Business Combination there is a transaction whereby all of the Company's stockholders have the right to exchange their shares for cash, securities or other property. The Sponsor did not transfer, assign or sell any of the Founder shares during the three and nine months ended September 30, 2023 or 2022.

Private Placement Warrants

The Sponsor purchased an aggregate of 9,400,000 Private Placement Warrants, which includes the purchase of 6,500,000 Warrants simultaneously with the closing of the IPO, 600,000 Warrants purchased by the Sponsor to account for the underwriters' exercise of the over-allotment option, and 2,300,000 Warrants issued in relation to the extension payments, at a price of \$1.00 per warrant, for an aggregate purchase price of \$9,400,000. Each Private Placement Warrant is identical to the Public Warrants, except as described below. There will be no redemption rights or liquidating distributions from the trust account with respect to the Founder Shares, Private Placement Warrants or placement rights, which will expire worthless if the Company does not consummate a Business Combination within the Extension Amendment period following the effectiveness of the Public Offering.

Administrative Services Agreement

The Company's Sponsor through the earlier of the Company's consummation of a Business Combination and its liquidation, makes available to the Company certain general and administrative services, including office space, utilities, and administrative services, as the Company may require from time to time. The Company has agreed to pay the Sponsor \$10,000 per month for these services. The Company incurred \$30,000 and \$90,000 in operating cost associated with the administrative service fees for each of the three and nine months ended September 30, 2023 and 2022.

Line of Credit

On June 30, 2023, we entered into a line of credit agreement (the "Line of Credit") with Ault Alliance, Inc., who owns the majority of our Sponsor ("AAI"), which bears interest at 9.5% per annum. The Line of Credit agreement is for six months (unless a credit extension is granted by AAI) and provides for up to an aggregate of \$500,000 of advances from the Sponsor under a promissory note. As of September 30, 2023, we had an outstanding principal advance balance of \$326,300 and accrued interest of \$6,125 under the Line of Credit agreement. The outstanding principal balance of the promissory note will become due and payable five business days after written demand for repayment is made by AAI. We can prepay any advances without penalty or premium upon notice. If any payment is not made within ten (10) days after the date such payment is due, we shall pay AAI a late fee equal to the lesser of (i) five percent (5%) of the amount of such unpaid amount or (ii) the maximum amount permitted to be charged under applicable law. As of the date of this report, we have not received a demand for repayment from AAI.

Note 6 — Commitments and Contingencies

In the course of normal operations, the Company may be involved in various claims and litigation that management intends to defend. The range of loss, if any, from potential claims cannot be reasonably estimated.

Initial Business Combination Period Extension

On June 1, 2023, the Sponsor made deposit payments totaling \$2,331,995, including \$31,995 of interest, for previously elected extensions of the period the Company had to consummate its initial business combination by six months from the initial deadline of December 20, 2022, until June 20, 2023, and received 2,300,000 Private Placement Warrants. The Company's Sponsor currently holds 9,400,000 Private Placement Warrants (consisting of the private placement of 6,500,000 warrants upon consummation of the IPO, the underwriters' over-allotment option of 600,000 that was fully exercised on December 20, 2021, and the required outstanding deposit payment of \$2,300,000 to purchase 2,300,000 Private Placement Warrants, related to the Company's extension of the time it had to consummate the initial Business Combination).

On June 15, 2023 the Company's stockholders voted and approved an amendment to the amended and restated certificate of incorporation to extend the Combination Period to September 20, 2023 and to allow the Company, without another stockholder vote or any additional extension payments required, to elect to extend the Extended Date to consummate a Business Combination on a monthly basis up to five times by an additional one month each time after September 20, 2023, upon the request by the Sponsor, and approval by the Company's board of directors until February 20, 2024 or a total of up to eight months, unless the closing of a Business Combination shall have occurred prior thereto.

As of September 30, 2023, all required outstanding deposit payments, including unpaid interest, related to the two automatic extensions that occurred on December 20, 2022 and March 20, 2023 were paid in full.

The extension proceeds deposited into the Trust Account are invested in United States "government securities" within the meaning of Section 2(a)(16) of the Investment Company Act having a maturity of 185 days or less or in money market funds meeting certain conditions under Rule 2a-7 promulgated under the Investment Company Act which invest only in direct U.S. government treasury obligations.

Registration and Shareholder Rights

The holders of the Founder Shares, Public Warrants, and Private Placement Warrants that may be issued upon conversion of Working Capital Loans (and any shares of common stock issuable upon the exercise of the Private Placement Warrants, including those issued upon conversion of the Working Capital Loans and upon conversion of the Founder Shares) will be entitled to registration rights pursuant to a registration rights agreement signed on the effective date of the IPO requiring the Company to register such securities for resale (in the case of the Founder Shares, only after conversion to shares of common stock). The holders of these securities will be entitled to make up to three demands, excluding short form registration demands, that the Company registers such securities. In addition, the holders have certain “piggy-back” registration rights with respect to registration statements filed subsequent to the Company’s completion of the initial Business Combination and rights to require the Company to register for resale such securities pursuant to Rule 415 under the Securities Act. However, the registration rights agreement provides that no sales of these securities will be effected until after the expiration of the applicable lock-up period, as described herein. The Company will bear the expenses incurred in connection with the filing of any such registration statements.

Excise Tax

In connection with the votes to approve the Extension Amendment, 11,311,125 shares of common stock of the Company were tendered for redemption at a per-share price of \$10.61 for an aggregate redemption amount of approximately \$120,063,828. As such, the Company has recorded a 1% excise tax liability in the amount of \$1,200,638 on the condensed balance sheets as of September 30, 2023. The liability does not impact the condensed statements of operations and is offset against accumulated deficit. This excise tax liability can be offset by future share issuances within the same fiscal year which will be evaluated and adjusted in the period in which the issuances occur. Should the Company liquidate prior to December 31, 2023, the excise tax liability will not be due.

Underwriting Agreement

The underwriters had a 45-day option from the date of the IPO to purchase up to an additional 1,500,000 Units to cover over-allotments if any. On December 20, 2021, the underwriters fully exercised the over-allotment option.

The underwriters were paid at the closing of the IPO an underwriting commission of \$0.25 per Unit sold in the IPO or \$2,513,333. Following the exercise of the underwriters’ over-allotment option on December 20, 2021, the underwriters earned an additional \$375,000 for an aggregate of \$2,888,333 in underwriting commissions related to the IPO and over-allotment.

In addition, \$3,000,000 is payable to the underwriters for deferred underwriting commissions related to the Units sold in the IPO. Following the exercise of the underwriters’ over-allotment option on December 20, 2021, the underwriters earned an additional \$450,000 for an aggregate of \$3,450,000 in deferred underwriting commissions related to the IPO and over-allotment. The deferred underwriting commission will become payable to the underwriters from the amounts held in the Trust Account solely in the event that the Company completes a Business Combination, subject to the terms of the underwriting agreement.

Note 7 — Stockholders’ Equity

Preferred Stock

The Company is authorized to issue 1,000,000 preferred shares with a par value of \$0.001 and with such designations, voting, and other rights and preferences as may be determined from time to time by the Company’s board of directors. As of September 30, 2023 and December 31, 2022, there were no preferred shares issued or outstanding.

Common Stock

The Company is authorized to issue 100,000,000 shares of common stock with a par value of \$0.001 per share. As of September 30, 2023 and December 31, 2022, there were 2,875,000 shares of common stock outstanding, excluding 188,875 and 11,500,000, respectively, shares of common stock subject to possible redemption issued and outstanding.

Founder Shares

On February 23, 2021, the Company issued the Sponsor an aggregate of 2,875,000 shares of the Company's common stock, par value \$0.001 per share (the "Founder Shares") for an aggregate purchase price of \$25,000. The Sponsor has agreed, subject to certain limited exceptions, not to transfer, assign or sell any of the Founder Shares until the earlier to occur of: (A) one year following the date of the consummation of the Company's initial Business Combination or (B) the date on which the Company completes a liquidation, merger, capital stock exchange or other similar transaction that results in all of the Public Shareholders having the right to exchange their shares of common stock for cash, securities or other property. Notwithstanding the foregoing, all Founder Shares will be released from the lock-up if (1) the last reported sale price of the Company's common stock equals or exceeds \$12.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and other similar transactions) for any 20 trading days within any 30-trading day period commencing at least 150 days after the Company's initial Business Combination or (2) if after a Business Combination there is a transaction whereby all of the Company's stockholders have the right to exchange their shares for cash, securities or other property. The Sponsor did not transfer, assign or sell any of the Founder shares during the three and nine months ended September 30, 2023 or 2022.

Public Warrants and Private Placement Warrants

Public Warrants may only be exercised for a whole number of shares. No fractional Public Warrants were issued upon separation of the Units and only whole Public Warrants trade. The Public Warrants will become exercisable on the later of (a) one year after the date that the registration statement for the offering is declared effective by the SEC and (b) the consummation of a Business Combination; provided in each case that the Company has an effective registration statement under the Securities Act covering the shares of common stock issuable upon exercise of the Public Warrants and a current prospectus relating to them is available.

The Public Warrants have an exercise price of \$11.50 per share, subject to adjustment as described herein. In addition, if (x) the Company issues additional shares of common stock or equity-linked securities for capital raising purposes in connection with the consummation of the Company's initial Business Combination at an issue price or effective issue price of less than \$9.20 per share of common stock (with such issue price or effective issue price to be determined in good faith by the Company's board of directors and, in the case of any such issuance to the Sponsor or its affiliates, without taking into account any Founder Shares held by the Sponsor or such affiliates, as applicable, prior to such issuance) (the "Newly Issued Price"), (y) the aggregate gross proceeds from such issuances represent more than 60% of the total equity proceeds, and interest thereon, available for the funding of the Company's initial Business Combination on the date of the consummation of the Company's initial Business Combination (net of redemptions), and (z) the volume weighted average trading price of the Company's common stock during the 20 trading day period starting on the trading day prior to the day on which the Company consummates its initial Business Combination (such price, the "Market Value") is below \$9.20 per share, then the exercise price of the warrants will be adjusted (to the nearest cent) to be equal to 115% of the greater of the Market Value and the Newly Issued Price, and the \$18.00 per share redemption trigger price described below under "Redemption of warrants" will be adjusted (to the nearest cent) to be equal to 180% of the greater of the Market Value and the Newly Issued Price.

If a registration statement covering the issuance of the shares of common stock issuable upon exercise of the warrants is not effective by the 60th business day following the consummation of the Company's initial Business Combination, warrant holders may, until such time as there is an effective registration statement and during any period when the Company will have failed to maintain an effective registration statement, exercise warrants on a "cashless basis" in accordance with Section 3(a)(9) of the Securities Act or another exemption. If that exemption, or another exemption, is not available, holders will not be able to exercise their warrants on a cashless basis.

Once the warrants become exercisable, the Company may redeem the outstanding warrants (except as described herein with respect to the Private Placement Warrants):

- in whole and not in part;
- at a price of \$0.01 per warrant;
- upon not less than 30 days prior written notice of redemption given after the warrants become exercisable (the "30-day redemption period") to each warrant holder; and

- if, and only if, the reported last sale price of the common stock equals or exceeds \$18.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within a 30-trading day period commencing once the warrants become exercisable and ending three days before the Company sends the notice of redemption to the warrant holders.

The Company will not redeem the warrants as described above unless a registration statement under the Securities Act covering the issuance of the shares of common stock issuable upon exercise of the warrants is then effective and a current prospectus relating to those shares of common stock is available throughout the 30-day redemption period, except if the warrants may be exercised on a cashless basis and such cashless exercise is exempt from registration under the Securities Act. If and when the warrants become redeemable by the Company, the Company may not exercise its redemption right if the issuance of shares of common stock upon exercise of the warrants is not exempt from registration or qualification under applicable state blue sky laws or the Company is unable to effect such registration or qualification. The Company will use its best efforts to register or qualify such shares of common stock under the blue sky laws of the state of residence in those states in which the warrants were offered by the Company in the Public Offering.

If the Company calls the warrants for redemption as described above, the Company's management will have the option to require all holders that wish to exercise warrants to do so on a "cashless basis." In determining whether to require all holders to exercise their warrants on a "cashless basis," the Company's management will consider, among other factors, its cash position, the number of outstanding warrants and the dilutive effect on the Company's stockholders of issuing the maximum number of shares of common stock issuable upon the exercise of the Company's warrants. In such an event, each holder would pay the exercise price by surrendering the warrants for that number of shares of common stock equal to the quotient obtained by dividing (x) the product of the number of shares of common stock underlying the warrants, multiplied by the difference between the exercise price of the warrants and the "fair market value" (defined below) by (y) the fair market value. The "fair market value" for this purpose shall mean the average reported last sale price of the common stock for the 10 trading days ending on the third trading day prior to the date on which the notice of redemption is sent to the holders of warrants.

The Sponsor purchased an aggregate of 9,400,000 Private Placement Warrants which includes the purchase of 6,500,000 Warrants simultaneously with the closing of the IPO, the 600,000 Private Placement Warrants purchased by the Sponsor to account for the underwriters' exercise of the over-allotment option and 2,300,000 Private Placement Warrants related to the Company's extension of the time it had to consummate the initial Business Combination in exchange for \$2,300,000, at a price of \$1.00 per warrant, for an aggregate purchase price of \$9,400,000. Each Private Placement Warrant is identical to the Public Warrants except as described below. There will be no redemption rights or liquidating distributions from the trust account with respect to the Founder Shares, Private Placement Warrants or placement rights, which will expire worthless if the Company does not consummate a Business Combination by February 20, 2024. The Company's initial stockholders have agreed to waive their redemption rights with respect to any Founder Shares or Private Placement Warrants (i) in connection with the consummation of a Business Combination, (ii) in connection with a stockholder vote to amend its amended and restated certificate of incorporation to modify the substance or timing of its obligation to allow redemption in connection with the Company's initial Business Combination or certain amendments to its charter prior thereto, to redeem 100% of the Company's Public Shares if the Company does not consummate its initial Business Combination by February 20, 2024 or with respect to any other provision relating to stockholders' rights or pre-initial Business Combination activity and (iii) if the Company fails to consummate a Business Combination by February 20, 2024 or if the Company liquidates prior to February 20, 2024. However, the Company's initial stockholders will be entitled to redemption rights with respect to any Public Shares held by them if the Company fails to consummate a Business Combination or liquidate by February 20, 2024.

All warrants meet the requirements for equity classification and the Company accounts for the warrants as equity instruments in accordance with ASC 815, "Derivatives and Hedging", effective with the Public Offering.

NYSE Regulation Notice of Noncompliance

On July 19, 2023, the Company received a letter (the “Letter”) from the staff of NYSE of the New York Stock Exchange (“NYSE”) indicating that the Company is not currently in compliance with (i) Section 1003(b)(i)(A) of the NYSE American LLC (“NYSE American”) Company Guide (the “Company Guide”), which requires the Company to maintain a minimum of 200,000 shares publicly held on a continuous basis (the “Minimum Public Float”), and (ii) Section 1003(b)(i)(B) of the Company Guide, which requires the Company to maintain a minimum of 300 public stockholders on a continuous basis (the “Minimum Public Holders”).

On August 18, 2023, the Company submitted a plan of compliance (the “Plan”) to the NYSE American addressing how it intends to regain compliance with these requirements by December 20, 2024. On September 27, 2023, the Company received notice from the NYSE American that it had accepted the Plan and granted a Plan period until December 20, 2024, in order to regain compliance. The Company’s progress toward regaining compliance is subject to periodic review by the NYSE American, including quarterly monitoring for compliance with the initiatives outlined in the Plan. However, there can be no assurance that the Company will be able to satisfy the NYSE American’s continued listing requirements, regain compliance with the Minimum Public Float and Minimum Public Holders requirements, or maintain compliance with the other listing requirements.

Note 8 — Fair Value Measurements

Fair value is defined as the price that would be received for the sale of an asset or paid for the transfer of a liability, in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). These tiers include:

- Level 1, defined as observable inputs such as quoted prices (unadjusted) for identical instruments in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and
- Level 3, is defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The following table presents information about the Company’s assets that are measured at fair value on a recurring basis at September 30, 2023 and December 31, 2022, and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value:

Description	September 30, 2023	Quoted Prices In Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)
Assets:				
U.S. Money Market Funds held in Trust Account	\$ 2,171,423	\$ 2,171,423	\$ -	\$ -
Total	\$ 2,171,423	\$ 2,171,423	\$ -	\$ -

Description	<u>December 31, 2022</u>	<u>Quoted Prices In Active Markets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Other Unobservable Inputs (Level 3)</u>
Assets:				
U.S. Money Market Funds held in Trust Account	\$ 118,193,123	\$ 118,193,123	\$ -	\$ -
Total	<u>\$ 118,193,123</u>	<u>\$ 118,193,123</u>	<u>\$ -</u>	<u>\$ -</u>

There were no transfers between Levels 1, 2 or 3 for the period from Inception through September 30, 2023.

Note 9 — Subsequent Events

The Company evaluated subsequent events and transactions that occurred after the unaudited condensed balance sheet date up to the date that the unaudited condensed financial statements were issued. The Company did not identify any subsequent events that would have required adjustment or disclosure in the unaudited condensed financial statements.

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

References to the “Company,” “Ault Disruptive Technologies Corporation,” “our,” “us” or “we” refer to Ault Disruptive Technologies Corporation. The following discussion and analysis of the Company’s financial condition and results of operations should be read in conjunction with the unaudited condensed financial statements and the notes thereto contained elsewhere in this report. Certain information contained in the discussion and analysis set forth below includes forward-looking statements that involve risks and uncertainties.

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). We have based these forward-looking statements on our current expectations and projections about future events. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “may,” “should,” “could,” “would,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “continue,” or the negative of such terms or other similar expressions. Factors that might cause or contribute to such a discrepancy include, but are not limited to, those described in our other SEC filings.

Overview

We are a newly-organized blank check company incorporated as a Delaware corporation and formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses, which we refer to as our initial business combination throughout this Quarterly Report. While we may pursue an initial business combination opportunity in any business, industry, sector or geographical location, we are focused on opportunities to acquire companies with innovative and emerging technologies, products or services that have the potential to transform major industries and radically impact society. We intend to acquire a target business or businesses with disruptive technologies that our management team believes can achieve mainstream adoption and create opportunities for long-term appreciation in value. We have not selected any specific business combination target, although we have engaged in substantive discussions, directly and indirectly, with a significant number of business combination targets with respect to an initial business combination with us.

We intend to effectuate our initial business combination using cash from the proceeds of the Initial Public Offering and the sale of the Placement Warrants, the proceeds of the sale of our shares in connection with our initial business combination (including pursuant to backstop agreements we may enter into), shares issued to the owners of the target, debt issued to a bank or other lenders or the owners of the target, or a combination of the foregoing.

We are not prohibited from pursuing an initial Business Combination with a business that is owned by Ault Disruptive Technologies Company, LLC (the “Sponsor”) or any of the related companies or making the acquisition through a joint venture or other form of shared ownership with any of them.

We cannot assure you that our plans to complete our initial Business Combination will be successful.

Results of Operations

Our entire activity since February 22, 2021 through September 30, 2023 relates to our formation, the IPO and since the closing of the IPO, a search for a Business Combination candidate. We will not be generating any operating revenues until the closing and completion of our initial Business Combination, at the earliest.

For the three months ended September 30, 2023 and 2022, we had net income of \$14,568 and \$161,560, respectively, which consisted of \$28,728 and \$526,850, respectively, in interest earned on marketable securities held in the Trust Account coupled with decreased income taxes of \$205,270 for the current year three month period. For the three months ended September 30, 2023 and 2022, we had \$213,305 and \$218,893, respectively, in operating costs and \$6,125 and \$1,236, respectively, of interest expense and in the prior year three month period we had \$145,161 of income tax expense.

For the nine months ended September 30, 2023, and 2022, we had net income (loss) of \$1,095,585 and \$(568,339), respectively, which consisted of \$2,561,472 and \$696,223, respectively, in interest earned on marketable securities held in the Trust Account, offset by \$1.0 million and \$1.1 million, respectively, in operating costs, \$431,606 and \$157,409, respectively, of income tax expense and \$6,125 and \$7,375, respectively of interest expense.

Liquidity and Capital Resources

As of September 30, 2023, we had \$158,164 in our operating bank account, and negative working capital of \$(1,752,298) exclusive of taxes payable (adjusted for amounts available for withdrawal from the trust for franchise and income tax obligations).

Prior to the completion of the IPO, our liquidity needs had been satisfied through a capital contribution from the Sponsor of \$25,000, to cover certain offering costs, for the founder shares, and the loan under an unsecured promissory note from the Sponsor of \$1,500,000. Subsequent to the consummation of the IPO and Private Placement, our liquidity needs have been satisfied through the proceeds from the consummation of the Private Placement not held in the Trust Account.

In addition, in order to finance transaction costs in connection with a Business Combination, our Sponsor or an affiliate of the Sponsor, or certain of our officers and directors may, but are not obligated to, provide us with funds as may be required (“Working Capital Loans”). As of September 30, 2023, there were no Working Capital Loans.

On June 30, 2023, we entered into a line of credit agreement (the “Line of Credit”) with Ault Alliance, Inc., who owns the majority of our Sponsor (“AAI”), which bears interest at 9.5% per annum. The Line of Credit agreement is for six months (unless a credit extension is granted by AAI) and provides for up to an aggregate of \$500,000 of advances from the Sponsor under a promissory note. As of September 30, 2023, we had an outstanding principal advance balance of \$326,300 and accrued interest of \$6,125 under the Line of Credit agreement. The outstanding principal balance of the promissory note will become due and payable five business days after written demand for repayment is made by AAI. We can prepay any advances without penalty or premium upon notice. If any payment is not made within ten (10) days after the date such payment is due, we shall pay AAI a late fee equal to the lesser of (i) five percent (5%) of the amount of such unpaid amount or (ii) the maximum amount permitted to be charged under applicable law. As of the date of this report, we have not received a demand for repayment from AAI.

We may need to raise additional capital through loans or additional investments from our Sponsor, stockholders, officers, directors, or third parties. Our officers, directors and our Sponsor may, but are not obligated to, loan us funds, from time to time or at any time, in whatever amount they deem reasonable in their sole discretion, to meet our working capital needs. Accordingly, we may not be able to obtain additional financing. If we are unable to raise additional capital, we may be required to take additional measures to conserve liquidity, which could include, but not necessarily be limited to, curtailing operations, suspending the pursuit of a potential transaction, and reducing overhead expenses. We cannot provide any assurance that new financing will be available to it on commercially acceptable terms, if at all. We will provide our public stockholders with the opportunity to redeem all or a portion of their shares of our common stock upon the consummation of our initial Business Combination, subject to the limitations described herein.

As of September 30, 2023, we have been unable to consummate its initial business combination, and it is uncertain that it will be able to consummate a business combination prior to the maximum Extended Date of February 20, 2024. These conditions raise substantial doubt about our ability to continue as a going concern for a reasonable period of time, which is considered to be one year from the issuance date of the financial statements. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should we be unable to continue as a going concern.

As we were unable to consummate our initial Business Combination within 12 months following the effectiveness of the IPO, which was December 15, 2021, we extended the period of time to complete an initial Business Combination by an additional three months and further extended it for an additional three months in March 2023.

On June 15, 2023, we held a special meeting of stockholders. At the meeting, our stockholders voted and approved two proposals amending our Amended and Restated Certificate of Incorporation to (i) extend the date by which we must complete the initial Business Combination from June 20, 2023 to September 20, 2023 (the “Termination Date”) and to allow us, without another stockholder vote, to elect to extend the Termination Date to consummate a Business Combination on a monthly basis up to five times by an additional one month each time after September 20, 2023, upon the request by the Sponsor, and approval by our board of directors until February 20, 2024 or a total of up to eight months, unless the closing of a Business Combination shall have occurred prior thereto (the “Extension Amendment”) and (ii) delete (a) the limitation that we shall not consummate a Business Combination if it would cause our net tangible assets (as determined in accordance with Rule 3a51-1(g)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (or any successor rule)) to be less than \$5,000,001 following such redemptions and (b) the limitation that we shall not redeem public shares that would cause our net tangible assets to be less than \$5,000,001 following such redemptions.

On September 13, 2023, we received a written request from the Sponsor that we extend the deadline to consummate a Business Combination from September 20, 2023, to October 20, 2023. On September 14, 2023, the board approved the Sponsor’s request to extend the deadline date to October 20, 2023 and, provided that the Sponsor provides us with a timely request for any future monthly extensions pursuant to the Charter Amendment, the board approved to further extend the Deadline Date until the earlier of (i) the date that we consummate our initial Business Combination or (ii) February 20, 2024. On October 20, 2023, we received a written request from the Sponsor that we extend the deadline to consummate a Business Combination from October 20, 2023, to November 20, 2023, which was accepted.

In connection with the votes to approve the Extension Amendment, 11,311,125 shares of our common stock were tendered for redemption at a per-share price of \$10.61. As such, approximately 98.36% of the public shares were redeemed and approximately 1.64% of the public shares remain outstanding. This resulted in a redemption from the Trust Account in the amount of \$120,063,828.

JOBS Act

We are an “emerging growth company,” as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart our Business Startups Act of 2012, (the “JOBS Act”), and it may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.

Further, Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act) are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can elect to opt out of the extended transition period and comply with the requirements that apply to non-emerging growth companies but any such election to opt out is irrevocable. We have elected not to opt out of such extended transition period which means that when a standard is issued or revised and it has different application dates for public or private companies, we, as an emerging growth company, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This may make comparison of our financial statement with another public company which is neither an emerging growth company nor an emerging growth company which has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

Critical Accounting Policies and Estimates

Management's discussion and analysis of our results of operations and liquidity and capital resources are based on our unaudited condensed financial information. We describe our significant accounting policies in Note 2 – Basis of Presentation and Summary of Significant Accounting Policies, within the Notes to these unaudited condensed financial statements included in this report on Form 10-Q. Our unaudited condensed financial statements have been prepared in accordance with U.S. GAAP. Certain of our accounting policies require that management apply significant judgments in defining the appropriate assumptions integral to financial estimates. On an ongoing basis, management reviews the accounting policies, assumptions, estimates and judgments to ensure that our financial statements are presented fairly and in accordance with U.S. GAAP. Judgments are based on historical experience, terms of existing contracts, industry trends and information available from outside sources, as appropriate. However, by their nature, judgments are subject to an inherent degree of uncertainty, and, therefore, actual results could differ from our estimates.

We have identified the following as our critical accounting policies:

Accounting Policy on Redeemable Shares

We account for our common stock subject to possible redemption in accordance with the guidance in FASB ASC Topic 480 "Distinguishing Liabilities from Equity." Common stock subject to mandatory redemption (if any) will be classified as a liability instrument and measured at fair value. Conditionally redeemable shares of common stock (including shares of common stock that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within our control) will be classified outside of permanent equity. At all other times shares of common stock will be classified as stockholders' equity. Our common stock features certain redemption rights that are considered to be outside of our control and subject to the occurrence of uncertain future events. Accordingly, as of September 30, 2023, we had 188,875 shares of common stock subject to possible redemption that are presented at redemption value as temporary equity, outside of the stockholders' equity section of the Company's balance sheet and as of December 31, 2022, we had 11,500,000 shares of common stock subject to possible redemption that are presented at redemption value as a current liability in the Company's balance sheet.

We recognize changes in redemption value immediately as they occur and adjust the carrying value of the shares of common stock to equal the redemption value at the end of each reporting period. Increases or decreases in the carrying amount of redeemable shares of common stock are affected by charges against additional paid in capital or accumulated deficit if additional paid in capital is zero.

Net (Loss) Income per Share of Common Stock

We comply with accounting and disclosure requirements of the Financial Accounting Standards Board ("FASB") ASC Topic 260, Earnings Per Share. Net income (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period, excluding common stock subject to forfeiture. Remeasurement associated with the redeemable shares of common stock is excluded from net income (loss) per share as the redemption value approximates fair value. At September 30, 2023 and 2022, we did not have any dilutive securities and other contracts that could, potentially, be exercised or converted into shares of common stock and then share in our earnings. As a result, diluted income (loss) per share is the same as basic income (loss) per share for the period presented.

Warrant Instruments

We accounted for the 8,625,000 Warrants and the 9,400,000 Private Placement Warrants issued in connection with the IPO, the Private Placement and the 2,300,000 Private Placement Warrants issued in exchange for extending the time we had to consummate the initial Business Combination in accordance with the guidance contained in ASC 480, "Distinguishing Liabilities from Equity" and ASC 815 "Derivatives and Hedging". The assessment considers whether the instruments are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, or whether the instruments meet all of the requirements for equity classification under ASC 815, including whether the instruments are indexed to our common stock and whether the holders could potentially require "net cash settlement" in a circumstance outside of our control, among other conditions for equity classification. The Public and Private Placement Warrants were deemed to meet equity classification.

Accounting Estimates

The preparation of 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 disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

We have not identified any additional critical accounting estimates in addition to those disclosed included in the Annual Report on Form 10-K/A for the year ended December 31, 2022.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Not applicable for a smaller reporting company.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the fiscal quarter ended September 30, 2023, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based on this evaluation, our chief executive officer and chief financial officer have concluded that during the period covered by this report, our disclosure controls and procedures were not effective due to material weaknesses in our internal control over financial reporting because the Company has not yet completed its remediation of the material weaknesses previously identified and disclosed in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023.

The material weaknesses identified related to applying complex accounting principles relating to the analysis of financial instruments for proper classification in the financial statements, in a timely manner as well as our controls over reconciliations and the accrual of liabilities during the financial statement close and disclosure review process. We do not have sufficient resources in our accounting department, which restricts our ability to gather, analyze and properly review information related to reconciliations, accruals and financial reporting, including applying complex accounting principles relating to analysis of financial instruments for proper classification in the financial statements, in a timely manner. In addition, we have a deficiency in the operation of our control that is designed over reconciliations and the accrual of liabilities during the financial statement close and disclosure review process. Such control did not operate effectively to reconcile payments that had been made prior to the closing of the interim period.

The material weaknesses described above may have an impact to the Company's financial reporting process which creates a reasonable possibility that a material misstatement to the consolidated financial statements will not be prevented or detected on a timely basis and represent material weaknesses in the Company's internal control over financial reporting. Our management, including our principal executive officer and principal financial officer, has concluded that, notwithstanding the material weaknesses in our internal control over financial reporting, the unaudited condensed consolidated financial statements in this Form 10-Q present fairly, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with U.S. GAAP.

As a result, we performed additional analysis as deemed necessary to ensure that our unaudited condensed financial statements were prepared in accordance with U.S. generally accepted accounting principles. Despite the existence of these material weaknesses, we believe that the condensed consolidated financial statements included in the period covered by this Quarterly Report on Form 10-Q fairly present, in all material respects, our financial condition, results of operations and cash flows for the periods presented in conformity with U.S. generally accepted accounting principles.

Remediation Plan

Management started implementing remediation steps in prior periods to improve our disclosure controls and procedures and our internal control over financial reporting. Specifically, we have begun to expand and improve our review process for applying complex accounting principles relating to analysis of financial instruments for proper classification in the financial statements in a timely manner. We plan to improve this process by enhancing access to accounting literature and consideration of additional staff with the requisite experience and training to supplement existing accounting professionals.

Management is enhancing its internal control over the identification of expenses and payments by expanding and improving our review process while also enhancing access to accounting literature and consideration of additional staff with the requisite experience and training to supplement existing accounting professionals.

The Company plans to continue to assess its internal controls and procedures and intends to take further action as necessary or appropriate to address any other matters it identifies or are brought to its attention. We will not be able to fully remediate these material weaknesses until these steps have been completed and have been operating effectively for a sufficient period of time. We believe our ongoing efforts will be sufficient to remediate the identified material weaknesses.

Changes in Internal Control over Financial Reporting

Except as described above, there were no changes to our internal control over financial reporting that occurred during our fiscal quarter ended September 30, 2023, that have materially affected or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings.

There is no material litigation, arbitration or governmental proceeding currently pending against us or any members of our management team in their capacity as such.

Item 1A. Risk Factors.

The risks described in Part I, Item 1A, “Risk Factors,” in our amended Annual Report on Form 10-K/A for the year ended December 31, 2022 (the “2022 Annual Report”), could materially and adversely affect our business, financial condition and results of operations, and the trading price of our common stock could decline. These risk factors do not identify all risks that we face - our operations could also be affected by factors that are not presently known to us or that we currently consider to be immaterial to our operations. The Risk Factors section of our 2022 Annual Report remains current in all material respects, with the addition of the following new risk factor:

If we do not regain compliance with or continue to satisfy the NYSE American continued listing requirements, our common stock could be delisted from the NYSE American.

The listing of our common stock on the NYSE American is contingent on our compliance with the NYSE American’s conditions for continued listing. We are currently not in compliance with NYSE American’s listing requirements, specifically the requirements to maintain a minimum of (i) 200,000 shares publicly held and (ii) 300 public stockholders on a continuous basis. On August 18, 2023, we submitted a plan of compliance (the “Plan”) to the NYSE American addressing how we intend to regain compliance with these requirements by December 20, 2024.

On September 27, 2023, we received notice from the NYSE American that it had accepted the Plan and granted a plan period until December 20, 2024, in order to regain compliance. Our progress toward regaining compliance is subject to periodic review by the NYSE American, including quarterly monitoring for compliance with the initiatives outlined in the Plan. If we do not make progress consistent with the plan during the plan period, then we will cease to be eligible to trade on the NYSE American and will likely be delisted by the NYSE American.

If we were to fail to meet an NYSE American listing requirement, we may be subject to delisting by the NYSE American. In the event our common stock is no longer listed for trading on the NYSE American, our trading volume and share price may decrease. Further, delisting from the NYSE American could also have other negative effects, including making it harder for us to find a company that is willing to complete an initial Business Combination with us.

Impact of Current Events

The Company has a limited operating history and has not yet generated revenue from intended operations. The Company’s business and operations are sensitive to general business and economic conditions in the U.S. along with local, state, and federal government policy decisions. A host of factors beyond the Company’s control could cause fluctuations in these conditions, including but not limited to, credit risk, and changes to regulations governing the Company’s industry. Adverse developments in this general business and economic conditions could have a material adverse effect on the Company’s financial condition and the results of its operations.

In February 2022, Russia invaded Ukraine and is still engaged in active armed conflict against the country. On October 7, 2023, the State of Israel was attacked by and subsequently declared war on Hamas. To date, the impact of these conflicts on our business operations and financial performance in Europe and the Middle East has not been and is not expected to be material. However, the full impact of these conflicts on our business operations and financial performance remains uncertain and will depend on future developments, including the severity and duration of the conflicts and their impact on regional and global economic conditions.

Item 2. Unregistered Sales of Equity Securities, Use of Proceeds, and Issuer Purchases of Equity Securities.

Use of Proceeds

On December 20, 2021, we sold 11,500,000 units, including 1,500,000 units pursuant to the exercise of the underwriters' over-allotment option in full, at a purchase price of \$10.00 per unit in our IPO. Simultaneously with the closing of the IPO, we consummated the private placement of 7,100,000 private warrants for an aggregate purchase price of \$7,100,000 (the "Private Placement"). Following the closing of the IPO and the Private Placement on December 20, 2021, \$116,725,000 from the net proceeds of the sale of the units in the IPO and the sale of the private placement units was deposited into our trust account (the "Trust Account"), and \$1,849,679 of cash was held outside of the Trust Account and is available for our working capital purposes. Transaction costs amounted to \$7,087,891 in transaction costs, including \$6,338,333 of underwriting fees (\$3,450,000 consisted of deferred underwriting fees) and \$749,558 of other costs.

As of September 30, 2023, after reflecting the deposit payment for the extensions, and unpaid interest associated with the extension fees, and the redemption of 11,311,125 shares of redeemable common stock, the amount in our trust account, that was established in connection with our initial public offering, was \$2,171,423. In addition, in connection with such deposit payments for the extensions mentioned above, our Sponsor, now currently holds 9,400,000 private placement warrants (consisting of the private placement of 6,500,000 warrants upon consummation of the IPO, the underwriters' over-allotment option, of 600,000 private placement warrants, that was fully exercised on December 20, 2021 and 2,300,000 Private Placement Warrants related to the extension of the time we have to consummate the initial Business Combination in exchange for \$2,300,000).

The net proceeds deposited into the Trust Account are invested in United States "government securities" within the meaning of Section 2(a)(16) of the Investment Company Act having a maturity of 185 days or less or in money market funds meeting certain conditions under Rule 2a-7 promulgated under the Investment Company Act which invest only in direct U.S. government treasury obligations.

In connection with the votes to approve the Extension Amendment, 11,311,125 shares of common stock were tendered for redemption at a per-share price of \$10.61. There has been no other material change in the planned use of the proceeds from the IPO, the Private Placement and extension fees.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not Applicable.

Item 5. Other Information.

Not Applicable.

Item 6. Exhibits.

The following exhibits are filed as part of, or incorporated by reference into, this Quarterly Report on Form 10-Q.

Exhibit	Description
3.1	Certification of Incorporation. Incorporated herein by reference to the Registration Statement on Form S-1 filed on November 5, 2021, as Exhibit 3.1 thereto.
3.2	Amended and Restated Certificate of Incorporation. Incorporated herein by reference to the Current Report on Form 8-K filed on December 20, 2021, as Exhibit 3.1 thereto.
3.3	Amendment to Amended and Restated Certificate of Incorporation. Incorporated herein by reference to the Current Report on Form 8-K filed on June 16, 2023, as Exhibit 3.1 thereto.
3.4	By-Laws. Incorporated herein by reference to the Registration Statement on Form S-1 filed on November 5, 2021, as Exhibit 3.3 thereto.
31.1*	Certification of the Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a).
31.2*	Certification of the Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a).
32.1**	Certification of the Chief Executive Officer and Chief Financial Officer required by Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code.
101.INS*	XBRL Instance Document. The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith.

** Furnished herewith.

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.

Dated: November 17, 2023

Ault Disruptive Technologies Corporation

/s/ William B. Horne

William B. Horne

Chief Executive Officer

(Principal Executive Officer)

Dated: November 17, 2023

/s/ Kenneth S. Cragun

Kenneth S. Cragun

Chief Financial Officer

(Principal Financial and Accounting Officer)

CERTIFICATION

I, William B. Horne, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ault Disruptive Technologies Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 17, 2023

/s/ William B. Horne

Name: William B. Horne
Title: Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, Kenneth S. Cragun, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ault Disruptive Technologies Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 17, 2023

/s/ Kenneth S. Cragun

Name: Kenneth S. Cragun

Title: Chief Financial Officer

(Principal Accounting Officer)

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

In connection with the quarterly report of Ault Disruptive Technologies Corporation (the “Company”) on Form 10-Q for the period ended September 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

Date: November 17, 2023

By: /s/ William B. Horne

Name: William B. Horne
Title: Chief Executive Officer
(Principal Executive Officer)

Date: November 17, 2023

By: /s/ Kenneth S. Cragun

Name: Kenneth S. Cragun
Title: Chief Financial Officer
(Principal Accounting Officer)
