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

FORM 10-K

(Mark One)
☒ ANNUAL REPORT UNDER SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2023**

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

For the transition period from ____________to _____________

Commission file number **000-55456**

AMERICAN RESOURCES CORPORATION

(Exact Name of Registrant as specified in its charter)

Florida	**46-3914127**
(State or jurisdiction of Incorporation or organization	*(I.R.S Employer Identification No.)*
12115 Visionary Way Fishers, Indiana	**46038**
(Address of principal executive offices)	*(Zip Code)*

Registrant's telephone number, including area code: **317-855-9926**

Securities registered under Section 12(b) of the Exchange Act: Title of each class Name of each exchange on which registered

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common, $0.0001 Par Value	AREC	NASDAQ Capital Market
Warrant	ARECW	NASDAQ Capital Market

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☐ Yes ☒ No

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

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation s-K (§ 229.405 of this chapter is not contained herein and will not be contained to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐ Yes ☐ No

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated Filer	☐	Smaller reporting company	☒
(Do not check if a smaller 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 Act). ☐ Yes ☒ No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter; $131,330,970.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

The number of shares outstanding of the issuer's Common Stock, $.0001 par value, as of April 15, 2024 was 79,179,958 shares.

DOCUMENTS INCORPORATED BY REFERENCE

List hereunder the following documents if incorporated by reference and the Part of the Form 10-K (e.g., Part I, Part II, etc.) into which the documents is incorporated: (1) Any annual report to security holders; (2) Any proxy or information statement; and (3) Any prospectus filed pursuant to Rule 424(b) or (c) under the Securities Act of 1933. The listed documents should be clearly described for identification purposes (e.g., annual report to security holders for fiscal year ended December 24, 1980).

AMERICAN RESOURCES CORPORATION
ANNUAL REPORT ON FORM 10-K
Fiscal Year Ended December 31, 2023

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Special Note Regarding Forward Looking Statements.

This annual report on Form 10-K of American Resources Corporation for the year ended December 31, 2023 contains certain 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, which are intended to be covered by the safe harbors created thereby. To the extent that such statements are not recitations of historical fact, such statements constitute forward looking statements which, by definition involve risks and uncertainties. In particular, statements under the Sections; Description of Business, Management’s Discussion and Analysis of Financial Condition and Results of Operations contain forward looking statements. Where in any forward-looking statements, the Company expresses an expectation or belief as to future results or events, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the statement of expectation or belief will result or be achieved or accomplished.

The following are factors that could cause actual results or events to differ materially from those anticipated and include but are not limited to: general economic, financial and business conditions; the price of metallurgical coal and or thermal coal changes in and compliance with governmental regulations; changes in tax laws; and the cost and effects of legal proceedings.

You should not rely on forward looking statements in this annual report. This annual report contains forward looking statements that involve risks and uncertainties. We use words such as “anticipates,” “believes,” “plans,” “expects,” “future,” “intends,” and similar expressions to identify these forward-looking statements. Prospective investors should not place undue reliance on these forward-looking statements, which apply only as of the date of this annual report. Our actual results could differ materially from those anticipated in these forward-looking statements.

PART I

Item 1. Business.

Overview

When we formed our company, our focus was to (i) construct and/or purchase and manage a chain of combined gasoline, diesel and natural gas (NG) fueling and service stations (initially, in the Miami, FL area); (ii) construct conversion factories to convert NG to liquefied natural gas (LNG) and compressed natural gas (CNG); and (iii) construct conversion factories to retrofit vehicles currently using gasoline or diesel fuel to also run on NG in the United States and also to build a convenience store to serve our customers in each of our locations.

On January 5, 2017, American Resources Corporation (ARC) executed a Share Exchange Agreement between the Company and Quest Energy Inc. ("Quest Energy"), a private company incorporated in the State of Indiana on May 2015 with offices at 12115 Visionary Way, Fishers, IN 46038, and due to the fulfillment of various conditions precedent to closing of the transaction, the control of the Company was transferred to the Quest Energy shareholders on February 7, 2017. This transaction resulted in Quest Energy becoming a wholly-owned subsidiary of ARC. Through Quest Energy, ARC was able to acquire coal mining and coal processing operations, substantially all located in eastern Kentucky and western West Virginia. On November 25, 2020, Quest Energy changed its name to American Carbon Corp. (American Carbon)

American Carbon currently has seven coal mining and processing operating subsidiaries: McCoy Elkhorn Coal LLC (doing business as McCoy Elkhorn Coal Company) (McCoy Elkhorn), Knott County Coal LLC (Knott County Coal), Deane Mining, LLC (Deane Mining), Wyoming County Coal LLC (Wyoming County), Perry County Resources (Perry County) located in eastern Kentucky and western West Virginia within the Central Appalachian coal basin, and ERC Mining Indiana Corporation (ERC) located in southwest Indiana within the Illinois coal basin. The coal deposits under control by the Company are generally comprise of metallurgical coal (used for steel making), pulverized coal injections (used in the steel making process) and high-BTU, low sulfur, low moisture bituminous coal used for a variety of uses within several industries, including industrial customers and specialty products.

Efforts to diversify revenue streams have led to the establishment of additional subsidiaries; American Metals LLC (AM) which is focused on the aggregation, recovery and sale of recovered metal and steel and American Rare Earth LLC (ARE) which is focused on the purification and monetization of critical and rare earth element deposits and end of life magnets and batteries. During 2022, American Rare Earth LLC changed its name to ReElement Technologies LLC (ReElement). During 2023, ReElement filed and changed from a limited liability company to a corporation.

We have not classified, and as a result, do not have any "proven" or "probable" reserves as defined in United States Securities and Exchange Commission Items 1300 through 1305 of Regulation S-K, and as a result, our company and its business activities are deemed to be in the exploration stage until mineral reserves are defined on our properties.

Since mid-2019, we have not mined or sold coal which is sold into the thermal coal markets. All production and future investment will be for the mining of metallurgical coal. The following table is presented for historical purposes.

Historic Metallurgical Coal Prices		Historic CAPP Thermal Coal Prices	
Year End	Hampton Road Index HCC - High	Year End	Big Sandy / Kanawha Rate District
2014	$ 100.35	2014	$ 56.00
2015	$ 80.25	2015	$ 45.55
2016	$ 223.00	2016	$ 50.65
2017	$ 210.00	2017	$ 60.90
2018	$ 205.34	2018	$ 68.12
2019	$ 135.00	2019	$ 60.30
2020	$ 101.00	2020	$ 54.35
2021	$ 342.00	2021	$ 92.50
2022	$ 364.53	2022	$ 148.57
2023	$ 327.00	2023	$ 78.65

McCoy Elkhorn Coal LLC

General:

Located primarily within Pike County, Kentucky, McCoy Elkhorn is currently comprised of one active mine (the Carnegie 1 Mine), one mine in "idle" status (the Mine#15 Mine), two coal preparation facilities (Bevins #1 and Bevins #2), and other mines and permits in various stages of development or reclamation. The address for the Bevins #1 and #2 preparation facilities is 2069 Highway 194 E Meta, KY 41501. The address for Mine #15 is 2560 Highway194 E Meta, KY 41501. The address for Carnegie 1 is 209 Meathouse Fork Kimper, KY 41502.

McCoy Elkhorn sells its coal to a variety of customers, both domestically and internationally, primarily to the steel making industry as a high-vol "B" coal or blended coal.

The coal controlled at McCoy Elkhorn (along with our other subsidiaries) has not been classified as either “proven” or “probable” as defined in the United States Securities and Exchange Commission Items 1300 through 1305 of Regulation S-K, and as a result, do not have any “proven” or “probable” reserves under such definition and are classified as an “Exploration Stage” pursuant to Items 1300 through 1305 of Regulation S-K. Approximate coal deposits owned is 0 tons and leased by McCoy Elkhorn totals 11,108,724 tons as of September 30, 2023. The current leases contain minimum annual payments of $20,000 and production royalty payments of 7% of gross sales price.

Mines:

Within the McCoy Elkhorn subsidiary, Carnegie 1 is deemed material under Items 1304 of Regulation S-K.

Mine #15 is an underground mine in the Millard (also known as Glamorgan) coal seam and located near Meta, Kentucky. Mine #15 is mined via room-and-pillar mining methods using continuous miners, and the coal is belted directly from the stockpile to McCoy Elkhorn’s coal preparation facility. Mine #15 is currently a “company run” mine, whereby the Company manages the workforce at the mine and pays all expenses of the mine. The coal from Mine #15 is stockpiled at the mine site and belted directly to the Company’s nearby coal preparation facilities. Production at Mine #15 re-commenced under Quest Energy’s ownership in September 2016. Mine #15 has the estimated capacity to produce up to approximately 40,000 tons per month of coal. The Company acquired Mine #15 as an idled mine, and since acquisition, the primary work completed at Mine #15 by the Company includes changing working sections within the underground mine, air ventilation enhancements primarily through brattice work and the use of overcasts and installing underground mining infrastructure as the mine advances due to coal extraction. In 2023, Mine #15 produced approximately 0 tons. In 2022, Mine #15 produced approximately 0 tons. During 2022 and 2021, 100% and 100%, respectively, of the coal extracted from Mine #15 was high-vol “B” metallurgical coal quality, of which 100% was sold into the PCI market and 100% was sold into the metallurgical market, respectively. The mineral available through Mine #15 is leased from various 3rd party mineral holders. Coal mined from the lease requires a payment of greater of $2.50 per ton or 5% of gross sales price.

The Carnegie 1 Mine is an underground mine in the Alma and Upper Alma coal seams and located near Kimper, Kentucky. In 2011, coal production from the Carnegie 1 Mine in the Alma coal seam commenced and then subsequently the mine was idled. Production at the Carnegie 1 Mine was reinitiated in early 2017 under Quest Energy’s ownership and is currently being mined via room-and-pillar mining methods utilizing a continuous miner. The coal is stockpiled on-site and trucked approximately 7 miles to McCoy Elkhorn’s preparation facilities. The Carnegie 1 Mine is currently a “company run” mine, whereby the Company manages the workforce at the mine and pays all expenses of the mine. The Carnegie 1. Mine has the estimated capacity to produce up to approximately 10,000 tons per month of coal. The Company acquired the Carnegie 1 Mine as an idled mine, and since acquisition, the primary work completed at the Carnegie 1 Mine by the Company includes mine rehabilitation work in preparation for production, changing working sections within the underground mine, air ventilation enhancements primarily through brattice work, and installing underground mining infrastructure as the mine advances due to coal extraction. In 2023, the Carnegie 1 Mine produced approximately 67,372.57 tons and sold at an average of $180.32 per ton. In 2022, the Carnegie 1 Mine produced approximately 59,911.58 tons and sold at an average of $166.09 per ton.. During 2023 and 2022 100% of the coal extracted from the Carnegie 1 Mine was high-vol “B” metallurgical coal quality, of which 100% was sold into the metallurgical market. The mineral being mined through Carnegie 1 is leased from a 3rd party professional mineral company. Coal mined from the lease requires a payment of greater of $1.75 per ton or 6% of gross sales price.

The Carnegie 2 Mine is an underground mine in the Alma and Upper Alma coal seams and located near Kimper, Kentucky. In 2021, mine development began and operations at the Carnegie 2 Mine started in August 2022 and is currently being mined via room-and-pillar mining methods utilizing a continuous miner. The coal is stockpiled on-site and trucked approximately 7 miles to McCoy Elkhorn’s preparation facilities. The Carnegie 2 Mine is currently a “company run” mine, whereby the Company manages the workforce at the mine and pays all expenses of the mine. The Carnegie 2. Mine has the estimated capacity to produce up to approximately 10,000 tons per month of coal. In 2023, the Carnegie 2 Mine produced approximately 13,460.99 tons and sold at an average of $237.31 per ton. In 2022, the Carnegie 2 Mine produced approximately 6,200 tons and sold at an average of $233.11 per ton. During 2023 and 2022 100% of the coal extracted from the Carnegie 2 Mine was high-vol “B” metallurgical coal quality, of which 100% was sold into the metallurgical market. The mineral being mined through Carnegie 1 is leased from a 3rd party professional mineral company. Coal mined from the lease requires a payment of greater of $1.75 per ton or 6% of gross sales price.

American Carbon acquired the PointRock Mine in April 2018. On May 8, 2020, the PointRock Mine permits were released from the Company’s control upon the settlement agreement with prior permit holder.

Beginning in January 2020 through the report date, Mine #15 and Carnegie 1 mines were idled due to the adverse market effects Covid-19 global pandemic. The Carnegie 1 mine restarted during October 2021. The Carnegie 2 mine commenced operations in August 2022.

Processing & Transportation:

The Bevins #1 Preparation Plant is an 800 ton-per hour coal preparation facility located near Meta, Kentucky, across the road from Mine #15. Bevins #1 has raw coal stockpile storage of approximately 25,000 tons and clean coal stockpile storage of 100,000 tons of coal. The Bevins #1 facility has a fine coal circuit and a stoker circuit that allows for enhance coal recovery and various coal sizing options depending on the needs of the customer. The Company acquired the Bevins Preparation Plants as idled facilities, and since acquisition, the primary work completed at the Bevins Preparation Plants by the Company includes rehabilitating the plants’ warehouse and replacing belt lines.

The Bevins #2 Preparation Plant is on the same permit site as Bevins #1 and is a 500 ton-per-hour processing facility with fine coal recovery and a stoker circuit for coal sizing options. Bevins #2 has raw coal stockpile storage of 25,000 tons of coal and a clean coal stockpile storage of 45,000 tons of coal. We are currently utilizing less than 10% of the available processing capacity of Bevins #1 and Bevins #2.

Both Bevins #1 and Bevins #2 have a batch-weight loadout and rail spur for loading coal into trains for rail shipments. The spur has storage for 110 rail cars and is serviced by CSX Transportation and is located on CSX’s Big Sandy, Coal Run Subdivision. Both Bevins #1 and Bevins #2 have coarse refuse and slurry impoundments called Big Groundhog and Lick Branch. While the Big Groundhog impoundment is nearing the end of its useful life, the Lick Branch impoundment has significant operating life and will be able to provide for coarse refuse and slurry storage for the foreseeable future at Bevins #1 and Bevins #2. Coarse refuse from Bevins #1 and Bevins #2 is belted to the impoundments. Both Bevins #1 and Bevins #2 are facilities owned by McCoy Elkhorn, subject to certain restrictions present in the agreement between McCoy Elkhorn and the surface land owner.

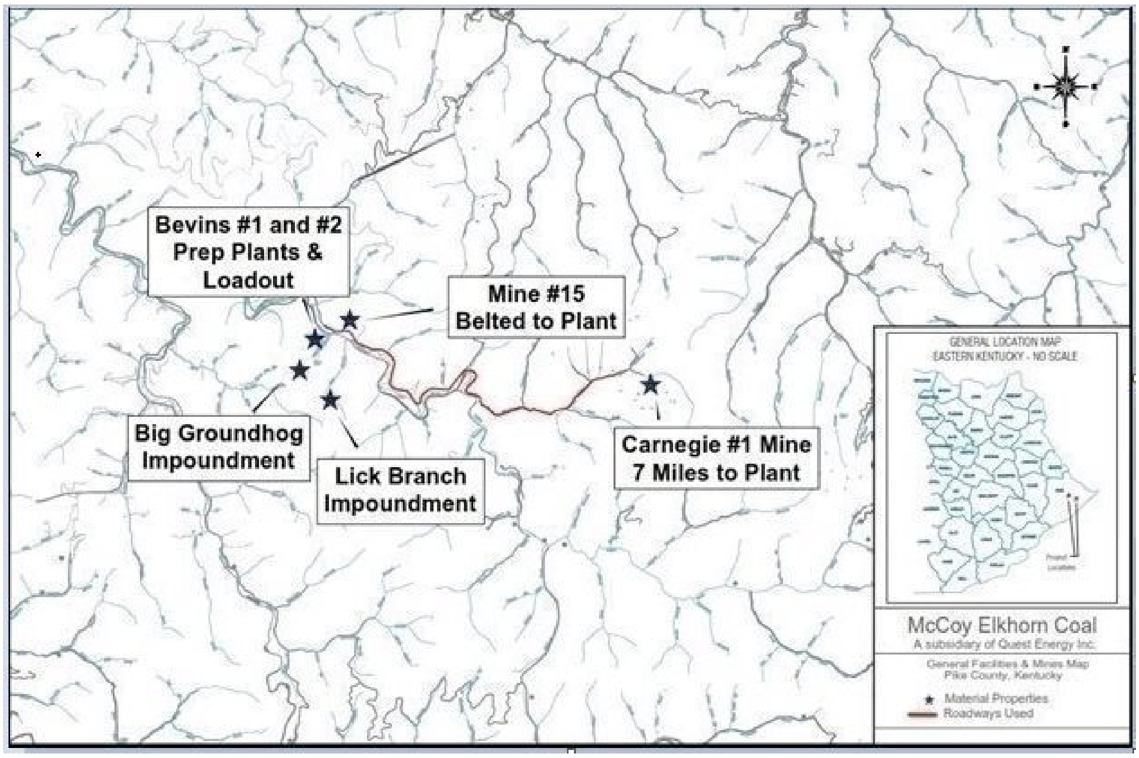
Both Bevins #1 and Bevins #2, as well as the rail loadout, are operational and any work required on any of the plants or loadouts would be routine maintenance. The allocated cost of for this property at McCoy Elkhorn Coal paid by the company is $95,210.

Due to additional coal processing storage capacity at Bevins #1 and Bevins #2 Preparation Plants, McCoy Elkhorn processes, stores, and loads coal for other regional coal producers for an agreed-to fee.

Additional Permits:

In addition to the above mines, McCoy Elkhorn holds 11 additional coal mining permits that are idled operations or in various stages of reclamation. For the idled coal mining operations, McCoy Elkhorn will determine which coal mines to bring back into production, if any, as the coal market changes, and there are currently no other idled mines within McCoy Elkhorn that are slated to go into production in the foreseeable future. Any idled mines that are brought into production would require significant upfront capital investment, and there is no assurance of the feasibility of any such new operations.

Below is a map showing the material properties at McCoy Elkhorn:



Knott County Coal LLC

General:

Located primarily within Knott County, Kentucky (but with additional idled permits in Leslie County, Perry County, and Breathitt County, Kentucky), Knott County Coal is comprised of one active mine (the Wayland Surface Mine) and 22 idled mining permits (or permits in reclamation), including the permits associated with the idled Supreme Energy Preparation Plant. The idled mining permits are either in various stages of planning, idle status or reclamation. The idled mines at Knott County Coal are primarily underground mines that utilize room-and-pillar mining. The coal controlled at Knott County Coal (along with our other subsidiaries) has not been classified as either "proven" or "probable" as defined in the United States Securities and Exchange Commission Items 1300 through 1305 of Regulation S-K, and as a result, do not have any "proven" or "probable" reserves under such definition and are classified as an "Exploration Stage" pursuant to Items 1300 through 1305 of Regulation S-K. Approximate coal deposits owned by Knott County is 0 tons and leased by Knott County totals 3,206,713 tons. The current leases contain minimum annual payments of $0 and production royalty payments of the great of $1.50 per clean ton or 6% of gross sales price.

Mines:

The Wayland Surface Mine is a surface waste-rock reprocessing mine in a variety of coal seams (primarily the Upper Elkhorn 1 coal seam) located near Wayland, Kentucky. The Wayland Surface Mine is mined via area mining through the reprocessing of previously processed coal, and the coal is trucked approximately 22 miles to the Mill Creek Preparation Plant at Deane Mining, where it is processed and sold. The Wayland Surface Mine is currently a "company run" mine, whereby the Company manages the workforce at the mine and pays all expenses of the mine. During June 2018, production at the Wayland Surface Mine commenced under Quest Energy's ownership. The associated permit was purchased during May 2018. Since acquisition, the primary work completed at the Wayland Surface Mine has been removing overburden to access the coal. The Wayland Surface Mine has the estimated capacity to produce up to approximately 15,000 tons per month of coal and started production in mid-2018 with nominal coal extracted and sold as thermal coal. In 2022, the Wayland Surface Mine produced approximately 0 tons. In 2021, the Wayland Surface Mine produced approximately 0 tons. During 2022, the Wayland Surface Mine was idled due to the company's focus on the metallurgical and industrial markets. No tons were produced during 2023.

Other potential customers of Knott County Coal include industrial customers, specialty customers and utilities for electricity generation, although no definitive sales have been identified yet.

Processing & Transportation:

The idled Supreme Energy Preparation Plant is a 400 ton-per-hour coal preparation facility with a fine coal circuit located in Kite, Kentucky. The Bates Branch rail loadout associated with the Supreme Energy Preparation Plant is a batch-weigh rail loadout with 220 rail car storage capacity and serviced by CSX Transportation in their Big Sandy rate district. The coarse refuse is trucked to the Kings Branch impoundment, which is approximately one mile from the Supreme Energy facility. The slurry from coal processing is piped from the Supreme Energy facility to the Kings Branch impoundment.

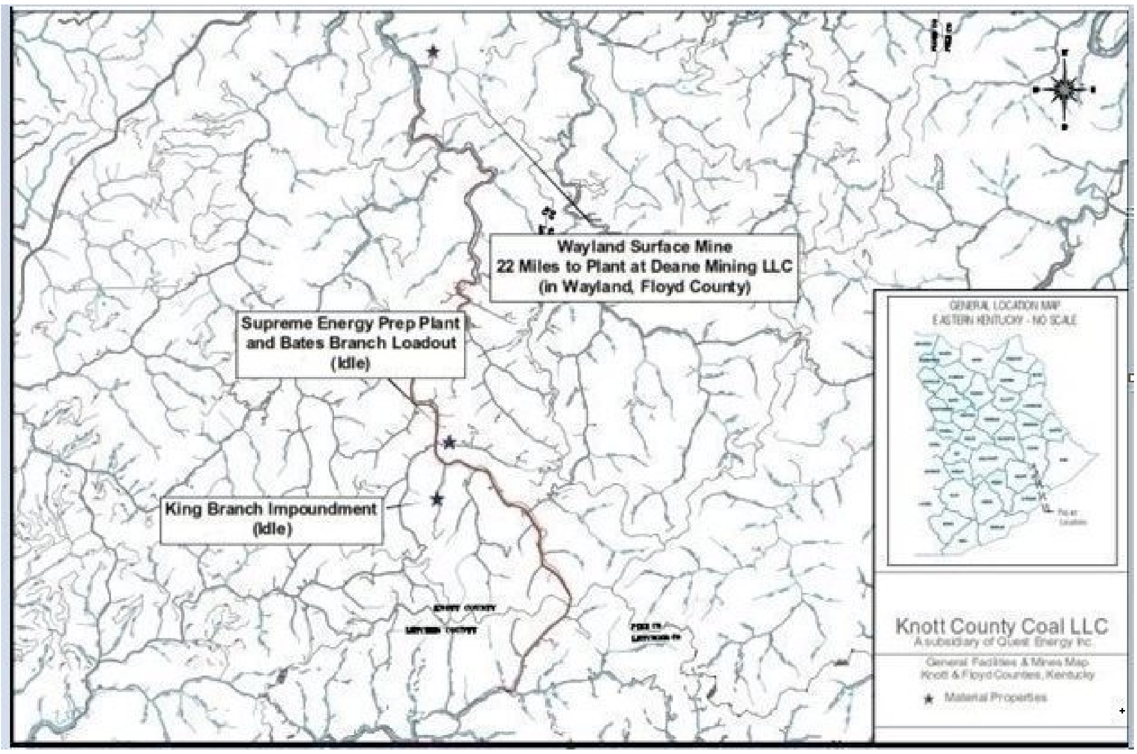
The Supreme Energy Preparation Plant is owned by Knott County Coal, subject to certain restrictions present in the agreement between Knott County Coal and the surface land owner, Land Resources & Royalties LLC.

The Company acquired the Supreme Energy Preparation Plants as an idled facility, and since acquisition, no work has been performed at the facility other than minor maintenance. Both the Supreme Energy Preparation Plant and the rail loadout are idled and would require an undetermined amount of work and capital to bring them into operation. The allocated cost of for the property at Knott County Coal paid by the Company is $286,046.

Additional Permits:

In addition to the above mines, Knott County Coal holds 20 additional coal mining permits that are in development, idled or in various stages of reclamation. Any idled mines that are brought into production would require significant upfront capital investment and there is no assurance of the feasibility of any such new operations.

Below is a map showing the location of the idled Supreme Energy Prep Plant, Raven Prep Plant, Loadouts, and plant impoundments at Knott County Coal:



Deane Mining LLC

General:

Located within Letcher County and Knott County, Kentucky, Deane Mining LLC is comprised of one active underground coal mine (the Access Energy Mine), one active surface mine (Razorblade Surface) and one active coal preparation facility called Mill Creek Preparation Plant, along with 12 additional idled mining permits (or permits in reclamation). The idled mining permits are either in various stages of development, reclamation or being maintained as idled, pending any changes to the coal market that may warrant re-starting production. The coal controlled at Deane Mining (along with our other subsidiaries) has not been classified as either “proven” or “probable” as defined in the United States Securities and Exchange Commission Items 1300 through 1305 of Regulation S-K, and as a result, do not have any “proven” or “probable” reserves under such definition and are classified as an “Exploration Stage” pursuant to Items 1300 through 1305 of Regulation S-K. Approximate coal deposits owned by Deane Mining is 0 tons and leased by Deane Mining totals 0 tons.

Mines:

Access Energy is a deep mine in the Elkhorn 3 coal seam and located in Deane, Kentucky. Access Energy is mined via room-and-pillar mining methods using continuous miners, and the coal is belted directly from the mine to the raw coal stockpile at the Mill Creek Preparation Plant across the road from Access Energy. Access Energy is currently a "company run" mine, whereby the Company manages the workforce at the mine and pays all expenses of the mine. The Company acquired Access Energy as an idled mine, and since acquisition, the primary work completed at Access Energy by the Company includes mine rehabilitation work in preparation for production, air ventilation enhancements primarily through brattice work, and installing underground mining infrastructure as the mine advances due to coal extraction. Access Energy has the estimated capacity to produce up to approximately 20,000 tons per month of coal. In 2023, Access Energy produced approximately 0 tons. In 2022, Access Energy produced approximately 0 tons. During 2019, the permit related to the Access Energy mine was idled and is not expected to produce again under the Company's control due to the continued focused on the metallurgical and industrial markets.

Razorblade Surface is a surface mine currently mining the Hazard 4 and Hazard 4 Rider coal seams and located in Deane, Kentucky. Razorblade Surface is mined via contour, auger, and highwall mining methods, and the coal is stockpiled on site where it trucked to the Mill Creek Preparation Plant approximately one mile away for processing. Razorblade Surface is run as both a contractor mine and as a "company run" mine for coal extraction and began extracting coal in spring of 2018. Coal produced from Razorblade Surface is trucked approximately one mile to the Mill Creek Preparation Plant. The Company acquired the Razorblade Surface mine as a new, undisturbed mine, and since acquisition, the primary work completed at Razorblade Surface has been some initial engineering work and removing overburden to access the coal. Razorblade Surface mine has the estimated capacity to produce up to approximately 8,000 tons per month of coal and started production in mid-2018 with nominal coal extracted and sold as thermal coal. During 2019, the permit related to the Access Energy mine was idled and is not expected to produce again under the Company's control due to the continued focused on the metallurgical and industrial markets.

The coal production from Deane Mining LLC was currently sold a utility located in southeast United States under a contract that expired December 2018 and extended until June 2019, along with coal sold in the spot market. Deane Mining is in discussions with various customers to sell additional production from Access Energy, Razorblade, and Wayland Surface mines, combined with other potential regional coal production, as pulverized coal injection (PCI) to steel mills, industrial coal, and thermal coal to other utilities for electricity generation.

Processing & Transportation:

The Mill Creek Preparation Plant is an 800 ton-per-hour coal preparation facility located in Deane, Kentucky. The associated Rapid Loader rail loadout is a batch-weight rail loadout with 110 car storage capacity and services by CSX Transportation in their Big Sandy and Elkhorn rate districts. The Mill Creek Preparation Plant is owned by Deane Mining, subject to certain restrictions present in the agreement between Deane Mining and the surface land owner, Land Resources & Royalties LLC. We are currently utilizing less than 10% of the available processing capacity of the Mill Creek Preparation Plant.

Both the Mill Creek Preparation Plant and the rail loadout are operational, and any work required on any of the plant or loadouts would be routine maintenance. The allocated cost of for the property at Deane Mining paid by the Company is $1,569,641.

Additional Permits:

In addition to the above mines and preparation facility, Deane Mining holds 12 additional coal mining permits that are in development, idled or in various stages of reclamation. Any idled mines that are brought into production would require significant upfront capital investment and there is no assurance of the feasibility of any such new operations.

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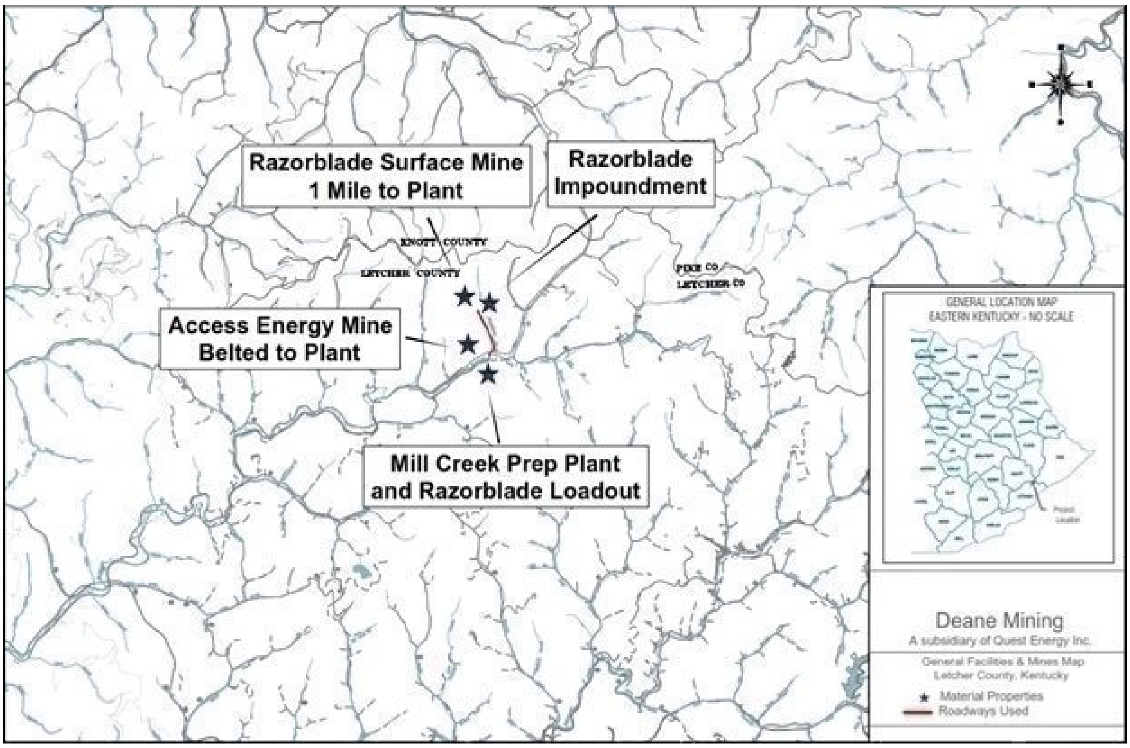
Below is a map showing the material properties at Deane Mining:



Wyoming County Coal LLC

General:

Located within Wyoming County, West Virginia, Wyoming County Coal is comprised of two idled underground mining permits and the three permits associated with the idled Pioneer Preparation Plant, the Hatcher rail loadout, and Simmons Fork Refuse Impoundment. The two idled mining permits are undisturbed underground mines that are anticipated to utilize room-and-pillar mining. The coal controlled at Wyoming County Coal (along with our other subsidiaries) has not been classified as either "proven" or "probable" as defined in the United States Securities and Exchange Commission Items 1300 through 1305 of Regulation S-K, and as a result, do not have any "proven" or "probable" reserves under such definition and are classified as an "Exploration Stage" pursuant to Items 1300 through 1305 of Regulation S-K. Approximate coal deposits owned by Wyoming County is 5,668,115 tons and leased by Knott County totals 0 tons.

Mines:

The mining permits held by Wyoming County Coal are in various stages of planning and development with no mines currently in production.

Potential customers of Wyoming County Coal would include steel mills in the United States or international marketplace although no definitive sales have been identified yet.

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Processing & Transportation:

The idled Pioneer Preparation Plant is a 350 ton-per-hour coal preparation facility located near Oceana, West Virginia. The Hatcher rail loadout associated with the Pioneer Preparation Plant is a rail loadout serviced by Norfolk Southern Corporation. The refuse from the preparation facility is trucked to the Simmons Fork Refuse Impoundment, which is approximately 1.0 mile from the Pioneer Preparation facility. The preparation plant utilizes a belt press technology which eliminates the need for pumping slurry into a slurry pond for storage within an impoundment.

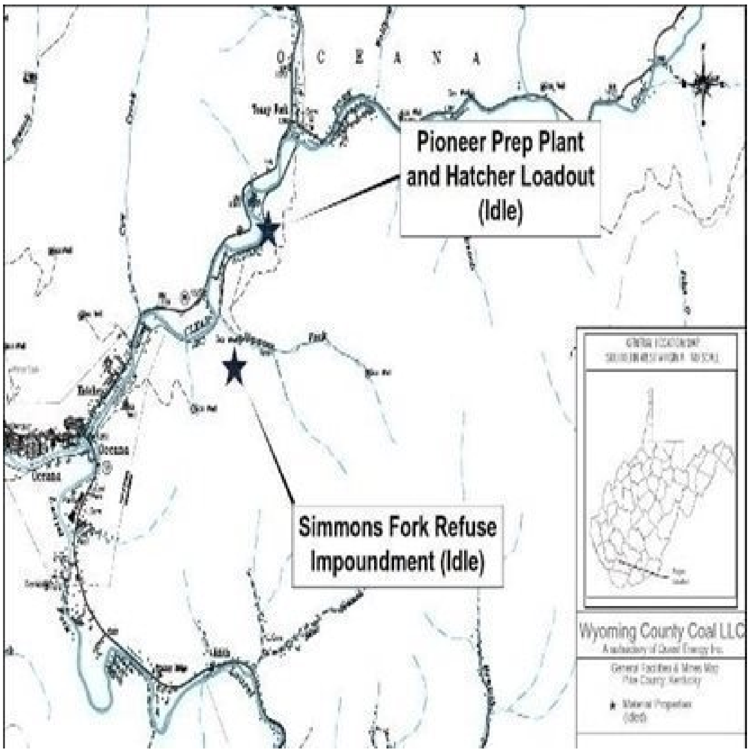
The Company is in the process of upgrading and redeveloping the preparation facility to a modern 350 ton per hour preparation facility. The Company is also in the planning phase of upgrading the rail load out facility to a modern batch weight load out system.

The Company acquired the Pioneer Preparation Plants as an idled facility, and since acquisition, no work has been performed at the facility. Both the Pioneer Preparation Plant and the rail loadout are idled and would require an undetermined amount of work and capital to bring them into operation, which is currently in the initial phases of planning and no cost estimates have been received. The allocated cost for the property at Wyoming County Coal will pay by the Company is $22,326,101 of which $22,091,688 has been paid using shares of the Company's Class A Common stock. The remaining portion was satisfied in the form of a convertible note which was converted to company common stock in December 2020.

Permits:

Wyoming County Coal holds two coal mining permits that are in the initial planning phase and three permits associated with the idled Pioneer Preparation Plant, the Hatcher rail loadout, and Simmons Fork Refuse Impoundment. Any mine that is brought into production would require significant upfront capital investment and there is no assurance of the feasibility of any such new operations. As of the report date, the permits have not been fully transferred as they await final regulatory approval. As of the balance sheet date and report date, the West Virginia permit transfers have not yet been approved, and WCC has not substituted its reclamation surety bonds for the seller's bond collateral. The transfer of any new permits to the Company is subject to regulatory approval. This approval is subject to the review of both unabated or uncorrected violations that are listed on the Applicator Violator List. The Company, to include several of its subsidiaries, does have unabated and/or uncorrected violations that are listed on the Applicator Violator List. Should the state regulators believe that the Company is not in the process of abating or correcting the currently outstanding issues associated with their currently held permits they may choose not to issue the Company any new permits until such issues are properly rectified.

Below is a map showing the location of the idled Pioneer Prep Plant, Hatcher rail Loadout, and Simmons Fork Refuse Impoundment at Wyoming County Coal:



Perry County Resources LLC

General:

Located primarily within Perry County, Kentucky, Perry County Resources LLC is comprised of one active underground mine (the E4-2 mine) and one active coal processing facility called the Davidson Branch Preparation Plant, along with two additional idled underground mining permits. The E4-2 mine and Davidson Branch Preparation Plan are located at 1845 KY-15 Hazard, KY 41701.

The two idled mining permits are for underground mines and have been actively mined in the past and being maintained as idled, pending any changes to the coal market that may warrant re-starting production. The coal controlled at Perry County Resources (along with our other subsidiaries) has not been classified as either "proven" or "probable" as defined in the United States Securities and Exchange Commission Items 1300 through 1305 of Regulation S-K, and as a result, do not have any "proven" or "probable" reserves under such definition and are classified as an "Exploration Stage" pursuant to Items 1300 through 1305 of Regulation S-K. Approximate coal deposits owned by Perry County is 0 tons and leased by Perry County totals 58,108,612 tons. The current leases contain minimum annual payments of $12,000 and production royalty payments ranging from 6% to 7% of gross sales price.

Mines:

Within the Perry County subsidiary, E4-2 mine is deemed material under Items 1304 of Regulation S-K.

The E4-2 mine is an underground mine in the Elkhorn 4 (aka the Amburgy) coal seam located near the town of Hazard, Kentucky. The E4-2 mine is mined via room-and-pillar mining methods using both continuous miners and continuous haulage systems, and the coal is belted directly from the mine to the raw coal stockpile at the Davidson Branch Preparation Plant less than a mile away. The E4-2 mine is currently a "company-run" mine, whereby the Company manages the workforce at the mine and pays all expenses of the mine. The Company acquired the E4-2 mine as an active mine, and since acquisition in September 2019, the primary work at the E4-2 mine has been rehabilitation of existing infrastructure to increase the operational efficiencies of the mine, including replacing belt structure, repairing equipment, replacing underground mining infrastructure, and installing new mining infrastructure as the mine advances due to coal extraction. The E4-2 mine has the estimated capacity to produce up to approximately 80,000 tons per month of coal. The mineral available through the E4-2 mine is partially owned by the Company and partially leased from various mineral holders. The lease terms are the greater of $1.50 per ton or 6% of gross sales price.

In 2023, the EF-2 mine produced approximately 0 tons.

In 2022, the E4-2 mine produced approximately 105,577.11 tons and sold the coal at an average price of $153.43. During the period of ownership by the Company, 100% of the coal sold was sold as industrial stoker and PCI.

Beginning in January 2020, The E4-2 mine was idled due to the adverse market effects Covid-19 global pandemic. The E4-2 Mine was restarted during March 2021. During 2022, the E4-2 Mine was idled due to regional historic flooding and the declared national emergency.

Processing and Transportation:

The Davidson Branch Preparation Plant is a 1,300 ton-per-hour coal preparation facility located near Hazard, Kentucky. The associated "Bluegrass 4" rail loadout is a batch-weight rail loadout with 135 car storage capacity and services by CSX Transportation in their Hazard/Elkhorn rate district. The Davidson Branch Preparation Plant is owned by Perry County Resources. We are currently utilizing less than 10% of the available processing capacity of the Davidson Branch Preparation Plant.

Both the Davidson Branch Preparation Plant and the rail loadout are operational, and any work required on any of the plant or loadouts would be routine maintenance. The allocated cost of for the property at Perry County Resources paid by the Company is $1,550,663.

Additional Permits:

In addition to the above mine, preparation facility, and related permits, Perry County Resources holds four additional coal mining permits that are idled or in development. Any idled mines that are brought into production would require significant upfront capital investment and there is no assurance of the feasibility of any such new operations. Three of the idled permits were sold to an unrelated entity on March 4, 2020 for $700,000 cash and $300,000 of value for equipment. As of the report date, the permits have not been fully transferred as they await final regulatory approval.

The transfer of any new permits to the Company is subject to regulatory approval. This approval is subject to the review of both unabated or uncorrected violations that are listed on the Applicator Violator List. The Company, to include several of its subsidiaries, does have unabated and/or uncorrected violations that are listed on the Applicator Violator List. Should the state regulators believe that the Company is not in the process of abating or correcting the currently outstanding issues associated with their currently held permits they may choose not to issue the Company any new permits until such issues are properly rectified.

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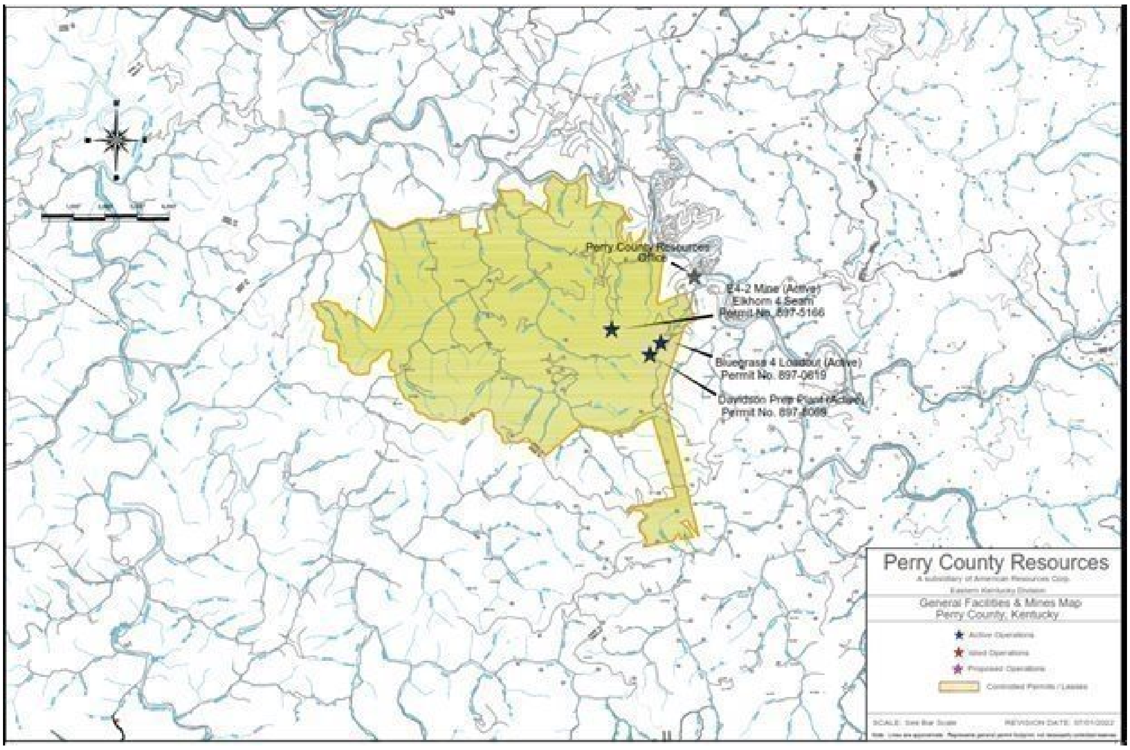
Below is a map showing the location of the Davidson Prep Plant, Bluegrass 4 rail Loadout, and E4-2 Mine at Perry County Resources:



<u>ERC Mining Indiana Corporation (the Gold Star Mine)</u>

<u>General:</u>

Located primarily within Greene and Sullivan Counties, Indiana, ERC Mining Indiana Corporation ("ERC") is currently comprised of one idled underground mine (the Gold Star Mine), one idled coal preparation plant and rail loadout. ERC sold its coal in the past as thermal coal to utilities. The Company does not plan to mine the property and purchased it for monetization of infrastructure assets and to reclaim the property which was in process during 2021 and continued during 2022 and 2023.

The coal controlled at ERC (along with our other subsidiaries) has not been classified as either "proven" or "probable" as defined in the United States Securities and Exchange Commission Items 1300 through 1305 of Regulation S-K, and as a result, do not have any "proven" or "probable" reserves under such definition and are classified as an "Exploration Stage" pursuant to Items 1300 through 1305 of Regulation S-K. Approximate coal deposits owned by ERC is 4,383,298 tons and leased by ERC totals 0 tons. All of the deposits are in reclamation.

<u>Mines:</u>

The Gold Star Mine is an underground mine in the Indiana IV (aka the Survant) coal seam located near the town of Jasonville, Indiana. Currently idled, the Gold Star Mine has been mined in the past via room-and-pillar mining methods using continuous miners, and the coal is belted directly from the mine to the raw coal stockpile at the preparation plant less than a mile away. The Company is facilitating the full reclamation and remediation of the former mine site.

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Processing and Transportation:

The idled preparation plant is a 165 ton-per-hour coal preparation facility located near the underground mine portal. The rail loadout associated with the preparation plant is a rail loadout serviced by the Indiana Rail Road. The preparation plant has a coarse refuse and slurry impoundment. The allocated cost of for the property at Gold Star paid by the Company is $-.

Permits:

ERC holds one permit that covers the Gold Star Mine, processing plant, rail loadout, and related infrastructure which are in reclamation status.

Mineral and Surface Leases

Coal mining and processing involves the extraction of coal (mineral) and the use of surface property incidental to such extraction and processing. All of the mineral and surface related to the Company's coal mining operations is leased from various mineral and surface owners (the "Leases"). The Company's operating subsidiaries, collectively, are parties to approximately 200 various Leases and other agreements required for the Company's coal mining and processing operations. The Leases are with a variety of Lessors, from individuals to professional land management firms such as the Roadrunner Land Company. In some instances, the Company has leases with Land Resources & Royalties LLC (LRR), a professional leasing firm that is an entity wholly owned by Wabash Enterprises, an entity owned by members of the Company's management.

Coal Sales

ARC sells its coal to domestic and international customers, some which blend ARC's coal at east coast ports with other qualities of coal for export. During the year ended December 31, 2023, coal sales came from the Company's Carnegie 1 and 2 mines. During the year ended December 31, 2022, coal sales came from the Company's Perry' E4-2 mine and McCoy's Carnegie 1 and 2 mines. The Company may, at times, purchase coal from other regional producers to sell on its contracts.

Coal sales at the Company is primarily outsource to third party intermediaries who act on the Company's behalf to source potential coal sales and contracts. The third-party intermediaries have no ability to bind the Company to any contracts, and all coal sales are approved by management of the Company.

Met coal accounted for approximately 100% and 91% of our coal revenues for the years ended December 31, 2023 and 2022, respectively. Two customers made up approximately 74% and 26% of our coal revenues for the year ended December 31, 2023. Three customers made up approximately 62%, 28% and 19% of our coal revenues for the year ended December 31, 2022.

Due to the Covid-19 global pandemic, traditional sales channels have been disrupted. As a supplier of the raw materials into the steel and industrial industries, our customers are sensitive to global fluctuations in steel demand.

Competition

The coal industry is intensely competitive. The most important factors on which the Company competes are coal quality, delivered costs to the customer and reliability of supply. Our principal domestic competitors will include Corsa Coal Corporation, Ramaco Resources, Blackhawk Mining, Coronado Coal, Arch Resources, Contura Energy, and Warrior Met Coal. Many of these coal producers may have greater financial resources and larger coal deposit bases than we do. We also compete in international markets directly with domestic companies and with companies that produce coal from one or more foreign countries, such as China, Australia, Colombia, Indonesia and South Africa.

Legal Proceedings

From time to time, we are subject to ordinary routine litigation incidental to our normal business operations.

Please see financial statement Note 9 for detail on cases.

Environmental, Governmental, and Other Regulatory Matters

Our operations are subject to federal, state, and local laws and regulations, such as those relating to matters such as permitting and licensing, employee health and safety, reclamation and restoration of mining properties, water discharges, air emissions, plant and wildlife protection, the storage, treatment and disposal of wastes, remediation of contaminants, surface subsidence from underground mining and the effects of mining on surface water and groundwater conditions. In addition, we may become subject to additional costs for benefits for current and retired coal miners. These environmental laws and regulations include, but are not limited to, SMCRA with respect to coal mining activities and ancillary activities; the CAA with respect to air emissions; the CWA with respect to water discharges and the permitting of key operational infrastructure such as impoundments; RCRA with respect to solid and hazardous waste management and disposal, as well as the regulation of underground storage tanks; the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA" or "Superfund") with respect to releases, threatened releases and remediation of hazardous substances; the Endangered Species Act of 1973 ("ESA") with respect to threatened and endangered species; and the National Environmental Policy Act of 1969 ("NEPA") with respect to the evaluation of environmental impacts related to any federally issued permit or license. Many of these federal laws have state and local counterparts which also impose requirements and potential liability on our operations.

Compliance with these laws and regulations may be costly and time-consuming and may delay commencement, continuation or expansion of exploration or production at our facilities. They may also depress demand for our products by imposing more stringent requirements and limits on our customers' operations. Moreover, these laws are constantly evolving and are becoming increasingly complex and stringent over time. These laws and regulations, particularly new legislative or administrative proposals, or judicial interpretations of existing laws and regulations related to the protection of the environment could result in substantially increased capital, operating and compliance costs. Individually and collectively, these developments could have a material adverse effect on our operations directly and/or indirectly, through our customers' inability to use our products.

Certain implementing regulations for these environmental laws are undergoing revision or have not yet been promulgated. As a result, we cannot always determine the ultimate impact of complying with existing laws and regulations.

Due in part to these extensive and comprehensive regulatory requirements and ever- changing interpretations of these requirements, violations of these laws can occur from time to time in our industry and also in our operations. Expenditures relating to environmental compliance are a major cost consideration for our operations and safety and compliance is a significant factor in mine design, both to meet regulatory requirements and to minimize long-term environmental liabilities. To the extent that these expenditures, as with all costs, are not ultimately reflected in the prices of our products and services, operating results will be reduced.

In addition, our customers are subject to extensive regulation regarding the environmental impacts associated with the combustion or other use of coal, which may affect demand for our coal. Changes in applicable laws or the adoption of new laws relating to energy production, GHG emissions and other emissions from use of coal products may cause coal to become a less attractive source of energy, which may adversely affect our mining operations, the cost structure and, the demand for coal. For example, if the emissions rates or caps adopted under the CPP on GHGs are upheld or a tax on carbon is imposed, the market share of coal as fuel used to generate electricity would be expected to decrease.

We believe that our competitors with operations in the United States are confronted by substantially similar conditions. However, foreign producers and operators may not be subject to similar requirements and may not be required to undertake equivalent costs in or be subject to similar limitations on their operations. As a result, the costs and operating restrictions necessary for compliance with United States environmental laws and regulations may have an adverse effect on our competitive position with regard to those foreign competitors. The specific impact on each competitor may vary depending on a number of factors, including the age and location of its operating facilities, applicable legislation and its production methods.

Surface Mining Control and Reclamation Act

SMCRA establishes operational, reclamation and closure standards for our mining operations and requires that comprehensive environmental protection and reclamation standards be met during the course of and following completion of mining activities. SMCRA also stipulates compliance with many other major environmental statutes, including the CAA, the CWA, the ESA, RCRA and CERCLA. Permits for all mining operations must be obtained from the United States Office of Surface Mining (“OSM”) or, where state regulatory agencies have adopted federally approved state programs under SMCRA, the appropriate state regulatory authority. Our operations are located in states which have achieved primary jurisdiction for enforcement of SMCRA through approved state programs.

SMCRA imposes a complex set of requirements covering all facets of coal mining. SMCRA regulations govern, among other things, coal prospecting, mine plan development, topsoil or growth medium removal and replacement, disposal of excess spoil and coal refuse, protection of the hydrologic balance, and suitable post mining land uses.

From time to time, OSM will also update its mining regulations under SMCRA. For example, in December 2016, OSM finalized a new version of the Stream Protection Rule which became effective in January 2017. The rule would have impacted both surface and underground mining operations, as it would have imposed stricter guidelines on conducting coal mining operations, and would have required more extensive baseline data on hydrology, geology and aquatic biology in permit applications. The rule also required the collection of increased pre-mining data about the site of the proposed mining operation and adjacent areas to establish a baseline for evaluation of the impacts of mining and the effectiveness of reclamation associated with returning streams to pre-mining conditions. However, in February 2017, both the House and Senate passed a resolution disapproving of the Stream Protection Rule pursuant to the Congressional Review Act (“CRA”). President Trump signed the resolution on February 16, 2017 and, pursuant to the CRA, the Stream Protection Rule “shall have no force or effect” and cannot be replaced by a similar rule absent future legislation. On November 17, 2017, OSMRE published a Federal Register notice that removed the text of the Stream Protection Rule from the Code of Federal Regulations. Whether Congress will enact future legislation to require a new Stream Protection Rule remains uncertain. The existing rules, or other new SMCRA regulations, could result in additional material costs, obligations and restrictions upon our operations.

Abandoned Mine Lands Fund

SMCRA also imposes a reclamation fee on all current mining operations, the proceeds of which are deposited in the AML Fund, which is used to restore unreclaimed and abandoned mine lands mined before 1977. The current per ton fee is $0.224 per ton for surface mined coal and $0.096 per ton for underground mined coal. In 2023, we recorded $X.X million of expense related to these reclassification fees.

Mining Permits and Approvals

Numerous governmental permits and approvals are required for mining operations. We are required to prepare and present to federal, state, and local authorities data detailing the effect or impact that any proposed exploration project for production of coal may have upon the environment, the public and our employees. The permitting rules, and the interpretations of these rules, are complex, change frequently, and may be subject to discretionary interpretations by regulators. The requirements imposed by these permits and associated regulations can be costly and time-consuming and may delay commencement or continuation of exploration, production or expansion at our operations. The governing laws, rules, and regulations authorize substantial fines and penalties, including revocation or suspension of mining permits under some circumstances. Monetary sanctions and, in certain circumstances, even criminal sanctions may be imposed for failure to comply with these laws.

Applications for permits and permit renewals at our mining operations are also subject to public comment and potential legal challenges from third parties seeking to prevent a permit from being issued, or to overturn the applicable agency’s grant of the permit. Should our permitting efforts become subject to such challenges, they could delay commencement, continuation or expansion of our mining operations. If such comments lead to a formal challenge to the issuance of these permits, the permits may not be issued in a timely fashion, may involve requirements which restrict our ability to conduct our mining operations or to do so profitably, or may not be issued at all. Any delays, denials, or revocation of these or other similar permits we need to operate could reduce our production and materially adversely impact our cash flow and results of our operations.

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In order to obtain mining permits and approvals from state regulatory authorities, mine operators must also submit a reclamation plan for restoring the mined property to its prior condition, productive use or other permitted condition. The conditions of certain permits also require that we obtain surface owner consent if the surface estate has been split from the mineral estate. This requires us to negotiate with third parties for surface access that overlies coal we acquired or intend to acquire. These negotiations can be costly and time-consuming, lasting years in some instances, which can create additional delays in the permitting process. If we cannot successfully negotiate for land access, we could be denied a permit to mine coal we already own.

Finally, we typically submit necessary mining permit applications several months, or even years, before we anticipate mining a new area. However, we cannot control the pace at which the government issues permits needed for new or ongoing operations. For example, the process of obtaining CWA permits can be particularly time-consuming and subject to delays and denials. The EPA also has the authority to veto permits issued by the Corps under the CWA's Section 404 program that prohibits the discharge of dredged or fill material into regulated waters without a permit. Even after we obtain the permits that we need to operate, many of the permits must be periodically renewed, or may require modification. There is some risk that not all existing permits will be approved for renewal, or that existing permits will be approved for renewal only upon terms that restrict or limit our operations in ways that may be material.

Financial Assurance

Federal and state laws require a mine operator to secure the performance of its reclamation and lease obligations under SMCRA through the use of surety bonds or other approved forms of financial security for payment of certain long-term obligations, including mine closure or reclamation costs. The changes in the market for coal used to generate electricity in recent years have led to bankruptcies involving prominent coal producers. Several of these companies relied on self-bonding to guarantee their responsibilities under the SMCRA permits including for reclamation. In response to these bankruptcies, OSMRE issued a Policy Advisory in August 2016 to state agencies that are authorized under the SMCRA to implement the act in their states. Certain states, including Virginia, had previously announced that it would no longer accept self-bonding to secure reclamation obligations under the state mining laws. This Policy Advisory is intended to discourage authorized states from approving self-bonding arrangements and may lead to increased demand for other forms of financial assurance, which may strain capacity for those instruments and increase our costs of obtaining and maintaining the amounts of financial assurance needed for our operations. In addition, OSMRE announced in August 2016 that it would initiate a rulemaking under SMCRA to revise the requirements for self-bonding. Individually and collectively, these revised various financial assurance requirements may increase the amount of financial assurance needed and limit the types of acceptable instruments, straining the capacity of the surety markets to meet demand. This may delay the timing for and increase the costs of obtaining the required financial assurance.

We may use surety bonds, trusts and letters of credit to provide financial assurance for certain transactions and business activities. Federal and state laws require us to obtain surety bonds to secure payment of certain long-term obligations including mine closure or reclamation costs and other miscellaneous obligations. The bonds are renewable on a yearly basis. Surety bond rates have increased in recent years and the market terms of such bonds have generally become less favorable. Sureties typically require coal producers to post collateral, often having a value equal to 40% or more of the face amount of the bond. As a result, we may be required to provide collateral, letters of credit or other assurances of payment in order to obtain the necessary types and amounts of financial assurance. Under our surety bonding program, we are not currently required to post any letters of credit or other collateral to secure the surety bonds; obtaining letters of credit in lieu of surety bonds could result in a significant cost increase. Moreover, the need to obtain letters of credit may also reduce amounts that we can borrow under any senior secured credit facility for other purposes. If, in the future, we are unable to secure surety bonds for these obligations, and are forced to secure letters of credit indefinitely or obtain some other form of financial assurance at too high of a cost, our profitability may be negatively affected.

Although our current bonding capacity approved by our sureties, Lexon Insurance Company and Continental Heritage, is substantial and enough to cover our current and anticipated future bonding needs, this amount may increase or decrease over time. As of December 31, 2023, and 2022, we had outstanding surety bonds at all of our mining operations totaling approximately $23.49 million and $30.94 million, respectively. While we anticipate reducing the outstanding surety bonds through continued reclamation of any of our permits, that number may increase should we acquire additional mining permits, acquire additional mining operations, expand our mining operations that result in additional reclamation bonds, or if any of our sites encounters additional environmental liability that may require additional reclamation bonding. While we intend to maintain a credit profile that eliminates the need to post collateral for our surety bonds, our surety has the right to demand additional collateral at its discretion.

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Mine Safety and Health

The Mine Act and the MINER Act, and regulations issued under these federal statutes, impose stringent health and safety standards on mining operations. The regulations that have been adopted under the Mine Act and the MINER Act are comprehensive and affect numerous aspects of mining operations, including training of mine personnel, mining procedures, roof control, ventilation, blasting, use and maintenance of mining equipment, dust and noise control, communications, emergency response procedures, and other matters. MSHA regularly inspects mines to ensure compliance with regulations promulgated under the Mine Act and MINER Act.

From time to time MSHA will also publish new regulations imposing additional requirements and costs on our operations. For example, MSHA implemented a rule in August 2014 to lower miners' exposure to respirable coal mine dust. The rule requires shift dust to be monitored and reduces the respirable dust standard for designated occupants and miners. MSHA also finalized a new rule in January 2015 on proximity detection systems for continuous mining machines, which requires underground coal mine operators to equip continuous mining machines, except full-face continuous mining machines, with proximity detection systems.

Kentucky, West Virginia, and Virginia all have similar programs for mine safety and health regulation and enforcement. The various requirements mandated by federal and state statutes, rules, and regulations place restrictions on our methods of operation and result in fees and civil penalties for violations of such requirements or criminal liability for the knowing violation of such standards, significantly impacting operating costs and productivity. The regulations enacted under the Mine Act and MINER Act as well as under similar state acts are routinely expanded or made more stringent, raising compliance costs and increasing potential liability. Our compliance with current or future mine health and safety regulations could increase our mining costs. At this time, it is not possible to predict the full effect that new or proposed statutes, regulations and policies will have on our operating costs, but any expansion of existing regulations, or making such regulations more stringent may have a negative impact on the profitability of our operations. If we were to be found in violation of mine safety and health regulations, we could face penalties or restrictions that may materially and adversely impact our operations, financial results and liquidity.

In addition, government inspectors have the authority to issue orders to shut down our operations based on safety considerations under certain circumstances, such as imminent dangers, accidents, failures to abate violations, and unwarrantable failures to comply with mandatory safety standards. If an incident were to occur at one of our operations, it could be shut down for an extended period of time, and our reputation with prospective customers could be materially damaged. Moreover, if one of our operations is issued a notice of pattern of violations, then MSHA can issue an order withdrawing the miners from the area affected by any enforcement action during each subsequent significant and substantial ("S&S") citation until the S&S citation or order is abated. In 2013 MSHA modified the pattern of violations regulation, allowing, among other things, the use of non-final citations and orders in determining whether a pattern of violations exists at a mine.

Workers' Compensation and Black Lung

We are insured for workers' compensation benefits for work related injuries that occur within our United States operations. We retain exposure for the first $10,000 per accident for all of our subsidiaries and are insured above the deductible for statutory limits. Workers' compensation liabilities, including those related to claims incurred but not reported, are recorded principally using annual valuations based on discounted future expected payments using historical data of the operating subsidiary or combined insurance industry data when historical data is limited. State workers' compensation acts typically provide for an exception to an employer's immunity from civil lawsuits for workplace injuries in the case of intentional torts. However, Kentucky's workers' compensation act provides a much broader exception to workers' compensation immunity. The exception allows an injured employee to recover against his or her employer where he or she can show damages caused by an unsafe working condition of which the employer was aware that was a violation of a statute, regulation, rule or consensus industry standard. These types of lawsuits are not uncommon and could have a significant impact on our operating costs.

The Patient Protection and Affordable Care Act includes significant changes to the federal black lung program including an automatic survivor benefit paid upon the death of a miner with an awarded black lung claim and the establishment of a rebuttable presumption with regard to pneumoconiosis among miners with 15 or more years of coal mine employment that are totally disabled by a respiratory condition. These changes could have a material impact on our costs expended in association with the federal black lung program. In addition to possibly incurring liability under federal statutes, we may also be liable under state laws for black lung claims.

Clean Air Act

The CAA and comparable state laws that regulate air emissions affect coal mining operations both directly and indirectly. Direct impacts on coal mining and processing operations include CAA permitting requirements and emission control requirements relating to air pollutants, including particulate matter such as fugitive dust. The CAA indirectly affects coal mining operations by extensively regulating the emissions of particulate matter, sulfur dioxide, nitrogen oxides, mercury and other compounds emitted by coal-fired power plants. In addition to the GHG issues discussed below, the air emissions programs that may materially and adversely affect our operations, financial results, liquidity, and demand for our coal, directly or indirectly, include, but are not limited to, the following:

- *Clean Air Interstate Rule and Cross-State Air Pollution Rule*. the Clean Air Interstate Rule ("CAIR") calls for power plants in 28 states and the District of Columbia to reduce emission levels of sulfur dioxide and nitrogen oxide pursuant to a cap-and-trade program similar to the system now in effect for acid rain. In June 2011, the EPA finalized the Cross-State Air Pollution Rule ("CSAPR"), a replacement rule to CAIR, which requires 28 states in the Midwest and eastern seaboard of the U.S. to reduce power plant emissions that cross state lines and contribute to ozone and/or fine particle pollution in other states. Following litigation over the rule, the EPA issued an interim final rule reconciling the CSAPR rule with a court order, which calls for Phase 1 implementation of CSAPR in 2015 and Phase 2 implementation in 2017. In September 2016, the EPA finalized an update to CSAPR for the 2008 ozone NAAQS by issuing the final CSAPR Update. Beginning in May 2017, this rule will reduce summertime (May—September) nitrogen oxide emissions from power plants in 22 states in the eastern United States. For states to meet their requirements under CSAPR, a number of coal-fired electric generating units will likely need to be retired, rather than retrofitted with the necessary emission control technologies, reducing demand for thermal coal. However, the practical impact of CSAPR may be limited because utilities in the U.S. have continued to take steps to comply with CAIR, which requires similar power plant emissions reductions, and because utilities are preparing to comply with the Mercury and Air Toxics Standards ("MATS") regulations, which require overlapping power plant emissions reductions.

- *Acid Rain*. Title IV of the CAA requires reductions of sulfur dioxide emissions by electric utilities and applies to all coal-fired power plants generating greater than 25 Megawatts of power. Affected power plants have sought to reduce sulfur dioxide emissions by switching to lower sulfur fuels, installing pollution control devices, reducing electricity generating levels or purchasing or trading sulfur dioxide emission allowances. These reductions could impact our customers in the electric generation industry. These requirements are not supplanted by CSAPR.

- *NAAQS for Criterion Pollutants*. The CAA requires the EPA to set standards, referred to as NAAQS, for six common air pollutants: carbon monoxide, nitrogen dioxide, lead, ozone, particulate matter and sulfur dioxide. Areas that are not in compliance (referred to as non-attainment areas) with these standards must take steps to reduce emissions levels. The EPA has adopted more stringent NAAQS for nitrogen oxide, sulfur dioxide, particulate matter and ozone. As a result, some states will be required to amend their existing individual state implementation plans ("SIPs") to achieve compliance with the new air quality standards. Other states will be required to develop new plans for areas that were previously in "attainment," but do not meet the revised standards. For example, in October 2015, the EPA finalized the NAAQS for ozone pollution and reduced the limit to parts per billion (ppb) from the previous 75 ppb standard. Under the revised ozone NAAQS, significant additional emissions control expenditures may be required at coal-fired power plants. The final rules and new standards may impose additional emissions control requirements on our customers in the electric generation, steelmaking, and coke industries. Because coal mining operations emit particulate matter and sulfur dioxide, our mining operations could be affected when the new standards are implemented by the states.

- *Nitrogen Oxide SIP Call*. The nitrogen oxide SIP Call program was established by the EPA in October 1998 to reduce the transport of nitrogen oxide and ozone on prevailing winds from the Midwest and South to states in the Northeast, which alleged that they could not meet federal air quality standards because of migrating pollution. The program is designed to reduce nitrogen oxide emissions by one million tons per year in 22 eastern states and the District of Columbia. As a result of the program, many power plants have been or will be required to install additional emission control measures, such as selective catalytic reduction devices. Installation of additional emission control measures will make it costlier to operate coal-fired power plants, potentially making coal a less attractive fuel.

- *Mercury and Hazardous Air Pollutants*. In February 2012, the EPA formally adopted the MATS rule to regulate emissions of mercury and other metals, fine particulates, and acid gases such as hydrogen chloride from coal- and oil-fired power plants. Following a legal challenge to MATS, the EPA issued a new determination in April 2016 that it is appropriate and necessary to regulate these pollutants from power plants. Like CSAPR, MATS and other similar future regulations could accelerate the retirement of a significant number of coal-fired power plants. Such retirements would likely adversely impact our business.

Global Climate Change

Climate change continues to attract considerable public and scientific attention. There is widespread concern about the contributions of human activity to such changes, especially through the emission of GHGs. There are three primary sources of GHGs associated with the coal industry. First, the end use of our coal by our customers in electricity generation, coke plants, and steelmaking is a source of GHGs. Second, combustion of fuel by equipment used in coal production and to transport our coal to our customers is a source of GHGs. Third, coal mining itself can release methane, which is considered to be a more potent GHG than CO2, directly into the atmosphere. These emissions from coal consumption, transportation and production are subject to pending and proposed regulation as part of initiatives to address global climate change.

As a result, numerous proposals have been made and are likely to continue to be made at the international, national, regional and state levels of government to monitor and limit emissions of GHGs. Collectively, these initiatives could result in higher electric costs to our customers or lower the demand for coal used in electric generation, which could in turn adversely impact our business.

At present, we are principally focused on metallurgical coal production, which is not used in connection with the production of power generation. However, we may seek to sell greater amounts of our coal into the power-generation market in the future. The market for our coal may be adversely impacted if comprehensive legislation or regulations focusing on GHG emission reductions are adopted, or if our customers are unable to obtain financing for their operations. At the international level, the United Nations Framework Convention on Climate Change released an international climate agreement in December 2015. The agreement has been ratified by more than 70 countries, and entered into force in November 2016. Although this agreement does not create any binding obligations for nations to limit their GHG emissions, it does include pledges to voluntarily limit or reduce future emissions. In addition, in November 2014, President Obama announced that the United States would seek to cut net GHG emissions 26-28 percent below 2005 levels by 2025 in return for China's commitment to seek to peak emissions around 2030, with concurrent increases in renewable energy.

At the federal level, no comprehensive climate change legislation has been implemented to date. The EPA has, however, has determined that emissions of GHGs present an endangerment to public health and the environment, because emissions of GHGs are, according to the EPA, contributing to the warming of the earth's atmosphere and other climatic changes. Based on these findings, the EPA has begun adopting and implementing regulations to restrict emissions of GHGs under existing provisions of the CAA. For example, in August 2015, EPA finalized the CPP to cut carbon emissions from existing power plants. The CPP creates individualized emission guidelines for states to follow and requires each state to develop an implementation plan to meet the individual state's specific targets for reducing GHG emissions. The EPA also proposed a federal compliance plan to implement the CPP in the event that a state does not submit an approvable plan to the EPA. In February 2016, the U.S. Supreme Court granted a stay of the implementation of the CPP. This stay suspends the rule and will remain in effect until the completion of the appeals process. The Supreme Court's stay only applies to EPA's regulations for CO2 emissions from existing power plants and will not affect EPA's standards for new power plants. If the CPP is ultimately upheld and depending on how it is implemented by the states, it could have an adverse impact on the demand for coal for electric generation.

At the state level, several states have already adopted measures requiring GHG emissions to be reduced within state boundaries, including cap-and-trade programs and the imposition of renewable energy portfolio standards. Various states and regions have also adopted GHG initiatives and certain governmental bodies, have imposed, or are considering the imposition of, fees or taxes based on the emission of GHGs by certain facilities. A number of states have also enacted legislative mandates requiring electricity suppliers to use renewable energy sources to generate a certain percentage of power.

The uncertainty over the outcome of litigation challenging the CPP and the extent of future regulation of GHG emissions may inhibit utilities from investing in the building of new coal-fired plants to replace older plants or investing in the upgrading of existing coal-fired plants. Any reduction in the amount of coal consumed by electric power generators as a result of actual or potential regulation of GHG emissions could decrease demand for our coal, thereby reducing our revenues and materially and adversely affecting our business and results of operations. We or prospective customers may also have to invest in CO2 capture and storage technologies in order to burn coal and comply with future GHG emission standards.

Finally, there have been attempts to encourage greater regulation of coalbed methane because methane has a greater GHG effect than CO2. Methane from coal mines can give rise to safety concerns and may require that various measures be taken to mitigate those risks. If new laws or regulations were introduced to reduce coalbed methane emissions, those rules could adversely affect our costs of operations by requiring installation of air pollution controls, higher taxes, or costs incurred to purchase credits that permit us to continue operations.

Clean Water Act

The CWA and corresponding state laws and regulations affect coal mining operations by restricting the discharge of pollutants, including dredged or fill materials, into waters of the United States. Likewise, permits are required under the CWA to construct impoundments, fills or other structure in areas that are designated as waters of the United States. The CWA provisions and associated state and federal regulations are complex and subject to amendments, legal challenges and changes in implementation. Recent court decisions, regulatory actions and proposed legislation have created uncertainty over CWA jurisdiction and permitting requirements.

Prior to discharging any pollutants into waters of the United States, coal mining companies must obtain a National Pollutant Discharge Elimination System ("NPDES") permit from the appropriate state or federal permitting authority. NPDES permits include effluent limitations for discharged pollutants and other terms and conditions, including required monitoring of discharges. Failure to comply with the CWA or NPDES permits can lead to the imposition of significant penalties, litigation, compliance costs and delays in coal production. Changes and proposed changes in state and federally recommended water quality standards may result in the issuance or modification of permits with new or more stringent effluent limits or terms and conditions. For instance, waters.

For instance, waters that states have designated as impaired (i.e., as not meeting present water quality standards) are subject to Total Maximum Daily Load regulations, which may lead to the adoption of more stringent discharge standards for our coal mines and could require more costly treatment. Likewise, the water quality of certain receiving streams requires an anti-degradation review before approving any discharge permits. TMDL regulations and anti-degradation policies may increase the cost, time and difficulty associated with obtaining and complying with NPDES permits.

In addition, in certain circumstances private citizens may challenge alleged violations of NPDES permit limits in court. While it is difficult to predict the outcome of any potential or future suits, such litigation could result in increased compliance costs following the completion of mining at our operations.

Finally, in June 2015, the EPA and the Corps published a new definition of "waters of the United States" ("WOTUS") that became effective on August 28, 2015. Many groups have filed suit to challenge the validity of this rule. The U.S. Court of Appeals for the Sixth Circuit stayed the rule nationwide pending the outcome of this litigation. On January 22, 2018, the Supreme Court held that the courts of appeals do not have original jurisdiction to review challenges to the 2015 Rule. With this final rule, the agencies intend to maintain the status quo by adding an applicability date to the 2015 Rule and thus providing continuity and regulatory certainty for regulated entities, the States and Tribes, and the public while the agencies continue to consider possible revisions to the 2015 Rule. In light of this holding, in February 2018 the agencies published a final rule adding an applicability date to the 2015 Rule of February 6, 2020. We anticipate that the WOTUS rules, if upheld in litigation, will expand areas requiring NPDES or Corps Section 404 permits. If so, the CWA permits we need may not be issued, may not be issued in a timely fashion, or may be issued with new requirements which restrict our ability to conduct our mining operations or to do so profitably.

Resource Conservation and Recovery Act

RCRA and corresponding state laws establish standards for the management of solid and hazardous wastes generated at our various facilities. Besides affecting current waste disposal practices, RCRA also addresses the environmental effects of certain past hazardous waste treatment, storage and disposal practices. In addition, RCRA requires certain of our facilities to evaluate and respond to any past release, or threatened release, of a hazardous substance that may pose a risk to human health or the environment.

RCRA may affect coal mining operations by establishing requirements for the proper management, handling, transportation and disposal of solid and hazardous wastes. Currently, certain coal mine wastes, such as earth and rock covering a mineral deposit (commonly referred to as overburden) and coal cleaning wastes, are exempted from hazardous waste management under RCRA. Any change or reclassification of this exemption could significantly increase our coal mining costs.

EPA began regulating coal ash as a solid waste under Subtitle D of RCRA in 2015. The EPA's rule requires closure of sites that fail to meet prescribed engineering standards, regular inspections of impoundments, and immediate remediation and closure of unlined ponds that are polluting ground water. The rule also establishes limits for the location of new sites. However, the rule does not regulate closed coal ash impoundments unless they are located at active power plants. These requirements, as well as any future changes in the management of coal combustion residues, could increase our customers' operating costs and potentially reduce their ability or need to purchase coal. In addition, contamination caused by the past disposal of coal combustion residues, including coal ash, could lead to material liability for our customers under RCRA or other federal or state laws and potentially further reduce the demand for coal.

Comprehensive Environmental Response, Compensation and Liability Act

CERCLA and similar state laws affect coal mining operations by, among other things, imposing cleanup requirements for threatened or actual releases of hazardous substances into the environment. Under CERCLA and similar state laws, joint and several liabilities may be imposed on hazardous substance generators, site owners, transporters, lessees and others regardless of fault or the legality of the original disposal activity. Although the EPA excludes most wastes generated by coal mining and processing operations from the primary hazardous waste laws, such wastes can, in certain circumstances, constitute hazardous substances for the purposes of CERCLA. In addition, the disposal, release or spilling of some products used by coal companies in operations, such as chemicals, could trigger the liability provisions of CERCLA or similar state laws. Thus, we may be subject to liability under CERCLA and similar state laws for coal mines that we currently own, lease or operate or that we or our predecessors have previously owned, leased or operated, and sites to which we or our predecessors sent hazardous substances. These liabilities could be significant and materially and adversely impact our financial results and liquidity.

Endangered Species and Bald and Golden Eagle Protection Acts

The ESA and similar state legislation protect species designated as threatened, endangered or other special status. The U.S. Fish and Wildlife Service (the "USFWS") works closely with the OSM and state regulatory agencies to ensure that species subject to the ESA are protected from mining-related impacts. Several species indigenous to the areas in which we operate area protected under the ESA. Other species in the vicinity of our operations may have their listing status reviewed in the future and could also become protected under the ESA. In addition, the USFWS has identified bald eagle habitat in some of the counties where we operate. The Bald and Golden Eagle Protection Act prohibits taking certain actions that would harm bald or golden eagles without obtaining a permit from the USFWS. Compliance with the requirements of the ESA and the Bald and Golden Eagle Protection Act could have the effect of prohibiting or delaying us from obtaining mining permits. These requirements may also include restrictions on timber harvesting, road building and other mining or agricultural activities in areas containing the affected species or their habitats.

Use of Explosives

Our surface mining operations are subject to numerous regulations relating to blasting activities. Due to these regulations, we will incur costs to design and implement blast schedules and to conduct pre-blast surveys and blast monitoring, either directly or through the costs of a contractor we may employ. In addition, the storage of explosives is subject to various regulatory requirements. For example, pursuant to a rule issued by the Department of Homeland Security in 2007, facilities in possession of chemicals of interest (including ammonium nitrate at certain threshold levels) are required to complete a screening review. Our mines are low risk, Tier 4 facilities which are not subject to additional security plans. In 2008, the Department of Homeland Security proposed regulation of ammonium nitrate under the ammonium nitrate security rule. Additional requirements may include tracking and verifications for each transaction related to ammonium nitrate, though a final rule has yet to be issued. Finally, in December 2014, the OSM announced its decision to pursue a rulemaking to revise regulations under SMCRA which will address all blast generated fumes and toxic gases. OSM has not yet issued a proposed rule to address these blasts. The outcome of these rulemakings could materially adversely impact our cost or ability to conduct our mining operations.

National Environmental Policy Act

NEPA requires federal agencies, including the Department of Interior, to evaluate major agency actions that have the potential to significantly impact the environment, such as issuing a permit or other approval. In the course of such evaluations, an agency will typically prepare an environmental assessment to determine the potential direct, indirect and cumulative impacts of a proposed project. Where the activities in question have significant impacts to the environment, the agency must prepare an environmental impact statement. Compliance with NEPA can be time-consuming and may result in the imposition of mitigation measures that could affect the amount of coal that we are able to produce from mines on federal lands and may require public comment. Furthermore, whether agencies have complied with NEPA is subject to protest, appeal or litigation, which can delay or halt projects. The NEPA review process, including potential disputes regarding the level of evaluation required for climate change impacts, may extend the time and/or increase the costs and difficulty of obtaining necessary governmental approvals, and may lead to litigation regarding the adequacy of the NEPA analysis, which could delay or potentially preclude the issuance of approvals or grant of leases.

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The Council on Environmental Quality recently released guidance discussing how federal agencies should consider the effects of GHG emissions and climate change in their NEPA evaluations. The guidance encourages agencies to provide more detailed discussion of the direct, indirect, and cumulative impacts of a proposed action's reasonably foreseeable emissions and effects. This guidance could create additional delays and costs in the NEPA review process or in our operations, or even an inability to obtain necessary federal approvals for our operations due to the increased risk of legal challenges from environmental groups seeking additional analysis of climate impacts.

Other Environmental Laws

We are required to comply with numerous other federal, state, and local environmental laws and regulations in addition to those previously discussed. These additional laws include but are not limited to the Safe Drinking Water Act, the Toxic Substances Control Act, and the Emergency Planning and Community Right-to-Know Act. Each of these laws can impact permitting or planned operations and can result in additional costs or operational delays.

Property

Our principal offices are located at 12115 Visionary Way, Fishers, Indiana 46038. We pay $8,911.56 per month in rent for the office space and the rental lease expires December 2032.

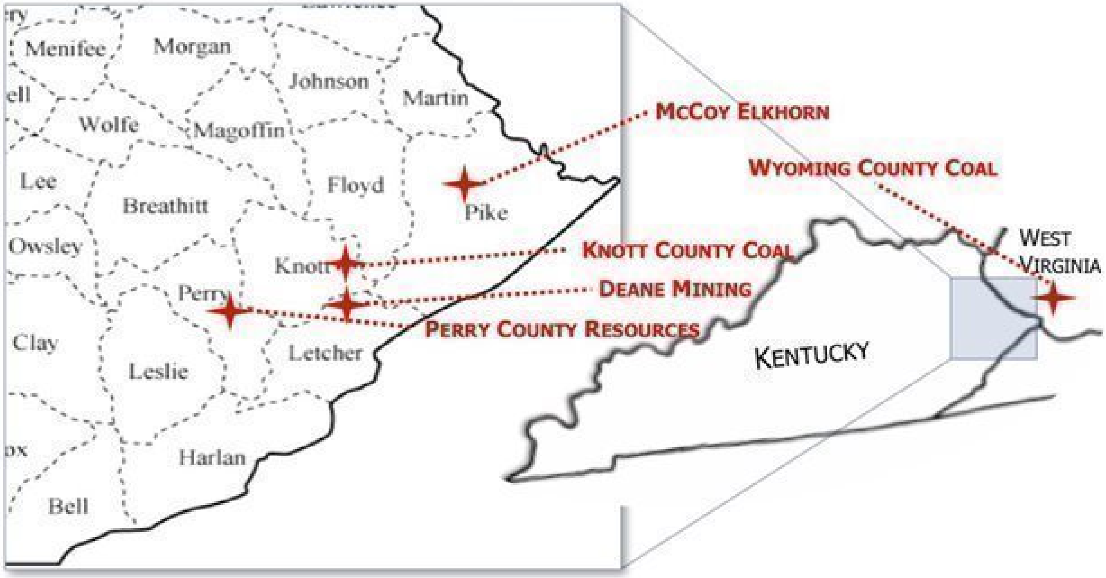
We also rent office space from an affiliated entity, LRR, at 11000 Highway 7 South, Kite, Kentucky 41828 and pay $1,702 per month rent and the rental lease expires January 1, 2030.

On August 17, 2021, ReElement entered into a Commercial Land Lease sublease agreement with Land Betterment for nearly 7 acres of land for the purpose of building a commercial grade critical element purification facility. The sublease is for the period of 5 years with a rate of $3,500 a month.

On October 8, 2021, ReElement entered into a Commercial Lease for 6,700 square feet of warehouse space for the operation of a commercial grade critical element purification facility. This for the period of 2 years with a rate of $5,059.28 a month which has ability for annual extensions

The Company also utilizes various office spaces on-site at its coal mining operations and coal preparation plant locations in eastern Kentucky, with such rental payments covered under any surface lease contracts with any of the surface land owners.

The following map shows the location of our mining properties:



Employees

ARC, through its operating subsidiaries, employs a combination of company employees and contract labor to mine coal, process coal, and related functions. The Company is continually evaluating the use of company employees and contract labor to determine the optimal mix of each, given the needs of the Company. Currently, McCoy Elkhorn's Carnegie 1 and 2 Mines and Perry's E4-1 mine and are primarily run by contract labor under Company management and direction, and the Company's various coal preparation facilities are run by contract labor.

The Company currently has approximately 23 direct employees. The Company is headquartered in Fishers, Indiana with four members of the Company's executive team based at this location.

Item 1A. Risk Factors.

Because we are a Smaller Reporting Company, we are not required to provide the information required by this item.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

Our principal offices are located at 12115 Visionary Way, Fishers, Indiana 46038. We pay $8,911.56 per month in rent for the office space and the rental lease expires December 2032.

We also rent office space from an affiliated entity, LRR, at 11000 Highway 7 South, Kite, Kentucky 41828 and pay $1,702 per month rent and the rental lease expires January 1, 2030.

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Item 3. Legal Proceedings.

From time to time, we are subject to ordinary routine litigation incidental to our normal business operations.

Please see financial statement note 9 for detail on cases.

Item 4. Mine Safety Disclosures.

The information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K is included in Exhibit 95.1 to this Annual Report.

PART II.

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information.

Our Class A Common Stock (also referred to as common stock or shares) is presently traded on the NASDAQ Capital Market under the ticker symbol AREC. Our common stock has been thinly traded since our Company's inception. Moreover, we do not believe that any institutional or other large-scale trading of our stock has occurred or will in fact occur in the near future. The following table sets forth information as reported by the Nasdaq Capital Markets for the high and low bid and ask prices for each of the eight quarters ending December 31, 2023 for our common stock. The following prices reflect inter-dealer prices without retail markup, markdown or commissions and may not reflect actual transactions.

	High	Low
Quarters ending in 2022		
March 31	$ 2.64	$ 2.32
June 30	1.45	1.37
September 30	2.74	2.60
December 31	$ 1.33	$ 1.21
Quarters ending in 2023		
March 31	$ 1.72	$ 1.31
June 30	2.03	1.11
September 30	2.04	1.25
December 31	$ 1.72	$ 1.29

(b) Holders

As of March 30, 2024, the Company had 139 Class A Common Stock shareholders of record holding 79,179,958 shares of our Class A Common Stock issued and outstanding. This number includes one position at Cede & Co., which includes an unknown number of shareholders holding shares of 51,895,080 Class A Common Stock. The number of both shareholders of record and beneficial shareholders may change on a daily basis and without the Company's immediate knowledge.

(c) Dividends

Holders of common stock are entitled to receive dividends as may be declared by our Board of Directors and, in the event of liquidation, to share pro rata in any distribution of assets after payment of liabilities and preferred shareholders. Our Board of Directors has sole discretion to determine: (i) whether to declare a dividend; (ii) the dividend rate, if any, on the shares of any class of series of our capital stock, and if so, from which date or dates; and (iii) the relative rights of priority of payment of dividends, if any, between the various classes and series of our capital stock. We have not paid any dividends and do not have any current plans to pay any dividends.

Public market for common stock

Effective, February 15, 2019, The Company's Common Stock began trading on the NASDAQ Capital Market.

Recent Sales of Unregistered Securities.

CLASS A COMMON STOCK

During the periods ending December 31, 2023 and December 31, 2022, the Company engaged in the sale of its unregistered securities as described below. The shares of our Class A Common Stock were issued pursuant to an exemption from registration in Section 4(a)(2) of the Securities Act of 1933. These shares of our Class A Common Stock qualified for exemption under Section 4(a)(2) of the Securities Act of 1933 since the issuance of shares by us did not involve a public offering. The offering was not a "public offering" as defined in Section 4(a)(2) due to the insubstantial number of persons involved in the deal, size of the offering, manner of the offering and number of shares offered. We did not undertake an offering in which we sold a high number of shares to a high number of investors. In addition, these shareholders had necessary investment intent as required by Section 4(a)(2) since they agreed to receive share certificates bearing a legend stating that such shares are restricted pursuant to Rule 144 of the 1933 Act. This restriction ensures that these shares would not be immediately redistributed into the market and therefore not be part of a "public offering." All shareholders are "sophisticated investors" and are family members, friends or business acquaintances of our officers and directors. Based on an analysis of the above factors, we believe we have met the requirements to qualify for exemption under section 4(a)(2) of the Securities Act of 1933 for this transaction.

During 2022, the Company issued 1,587,916 share of Class A Common Stock pursuant to warrant conversions.

During 2022, the Company issued 6,242,859 shares of Class A Common Stock pursuant to debt conversions.

During 2022, the Company issued 137,250 shares of Class A Common Stock pursuant to various consulting arrangements.

During 2022, the Company re-purchased 86,410 shares of Class A Common Stock pursuant to stock re-purchase program.

During 2023, the Company issued 9,420,230 shares of Class A Common Stock pursuant to debt conversions.

During 2023, the Company issued 49,020 shares of Class A Common Stock pursuant to consulting arrangements.

During 2023, the Company re-purchased 86,410 shares of Class A Common Stock pursuant to stock re-purchase program.

SERIES A PREFERRED STOCK

Our certificate of incorporation authorizes our board of directors, subject to any limitations prescribed by law, without further stockholder approval, to establish and to issue from time to time our Series A Preferred stock, par value $0.0001 per share, covering up to an aggregate of 5,000,000 shares of Series A Preferred stock. The Series A Preferred stock will cover the number of shares and will have the powers, preferences, rights, qualifications, limitations and restrictions determined by the board of directors, which may include, among others, dividend rights, liquidation preferences, voting rights, conversion rights, preemptive rights and redemption rights. Except as provided by law or in a preferred stock designation, the holders of preferred stock will not be entitled to vote at or receive notice of any meeting of stockholders. Effective November 5, 2018, the eleven Series A Preferred holders elected to proportionally convert a total of 4,336,012 of the 4,817,792 total Series A Preferred stock outstanding into 14,453,373 common shares of the company, and as a result, 481,780 shares of Series A Preferred stock remained. On February 14, 2019, the remaining outstanding shares of Series A Preferred stock were converted into 1,509,070 common shares of the company.

Pursuant to the Series A Preferred Stock Designation, the holders of the Series A Preferred stock are entitled to three hundred thirty-three and one-third votes, on an "as-converted" basis, per each Series A Preferred share held of record on all matters to be voted upon by the stockholders. The holders of the Series A Preferred stock are not entitled to receive dividends.

The holders of the Series A Preferred stock are entitled to convert into common shares, at the holder's discretion, at a rate of one Series A Preferred share for three and one-third common shares. Any fractional common shares created by the conversion is rounded to the nearest whole common share.

Upon our liquidation, dissolution, distribution of assets or other winding up, the holders of the Series A Preferred stock shall be entitled to receive in preference to the holders of the Common Stock a per share amount equal to $1.65 per share.

SERIES B PREFERRED STOCK

Our certificate of incorporation authorizes our Board of Directors, subject to any limitations prescribed by law, without further stockholder approval, to establish and to issue from time to time our Series B Preferred stock, par value $0.001 per share, covering up to an aggregate of 20,000,000 shares of Series B Preferred stock. The Series B Preferred stock will cover the number of shares and will have the powers, preferences, rights, qualifications, limitations and restrictions determined by the Board of Directors, which may include, among others, dividend rights, liquidation preferences, voting rights, conversion rights, preemptive rights and redemption rights. Except as provided by law or in a preferred stock designation, the holders of preferred stock will not be entitled to vote at or receive notice of any meeting of stockholders. As of December 31, 2022, and 2021, 0 shares of Series B Preferred stock are outstanding, respectively. The amount outstanding as of 2017 includes 850,000 shares of Series B Preferred stock issued to investors and 53,157 shares of Series B Preferred stock issued as part of the 8.0% annual dividend that is accrued and paid in-kind, as described below.

The holders of Series B Preferred shares are entitled to no voting rights until the holder converts any or all of their Series B Preferred shares to common shares. The holders of the Series B Preferred shall accrue and pay-in-kind with additional Series B Preferred stock a dividend based on an 8.0% annual percentage rate, compounded quarterly in arrears, for any Series B Preferred stock that is outstanding at the end of such prior quarter.

The holders of the Series B Preferred stock are entitled to convert into common shares, at the holder's discretion, at a conversion price of Three Dollars Sixty Cents ($3.60) per share of common stock, subject to certain price adjustments found in the Series B Preferred stock purchase agreements.

Upon our liquidation, dissolution, distribution of assets or other winding up, the holders of Series B Preferred shares shall have a liquidation preference to the common shares and Series A Preferred shares outstanding in the amount equal to the amount initially invested by the Series B Preferred holder in the Series B Preferred stock at the time of such investment minus the pro rata amount that has been converted into common stock or redeemed.

On November 7, 2018, all outstanding shares totaling 964,290 Series B preferred shares were converted into 267,859 common shares of the company in a cashless conversion.

SERIES C PREFERRED STOCK

Our certificate of incorporation authorizes our Board of Directors, subject to any limitations prescribed by law, without further stockholder approval, to establish and to issue from time to time our Series C Preferred stock, par value $0.001 per share, covering up to an aggregate of 20,000,000 shares of Series C Preferred stock. The Series C Preferred stock will cover the number of shares and will have the powers, preferences, rights, qualifications, limitations and restrictions determined by the Board of Directors, which may include, among others, dividend rights, liquidation preferences, voting rights, conversion rights, preemptive rights and redemption rights. Except as provided by law or in a preferred stock designation, the holders of preferred stock will not be entitled to vote at or receive notice of any meeting of stockholders.

The holders of Series C Preferred shares are entitled to vote on an "as-converted" basis of one share of Series C Preferred Stock voting for one vote of common stock. The holders of the Series C Preferred shall accrue and pay-in-kind with additional Series C Preferred stock a dividend based on an 10.0% annual percentage rate, compounded annually in arrears, for any Series C Preferred stock that is outstanding at the end of such prior year.

The holders of the Series C Preferred stock are entitled to convert into common shares, at the holder's discretion, at a conversion price of Six Dollars ($6.00) per share of common stock, subject to certain price adjustments found in the Series C Preferred stock purchase agreements. Should the company complete an equity offering (including any offering convertible into equity of the Company) of greater than Five Million Dollars ($5,000,000) (the "Underwritten Offering"), then the Series C Preferred stock shall be automatically and without notice convertible into Common Stock of the company concurrently with the subsequent Underwritten Offering at the same per share offering price of the Underwritten Offering. If the Underwritten Offering occurs within twelve months of the issuance of the Series C Preferred stock to the holder, the annual dividend of 10.0% shall become immediately accrued to the balance of the Series C Preferred stock and converted into the Underwritten Offering.

Upon our liquidation, dissolution, distribution of assets or other winding up, the holders of Series C Preferred shares shall have a liquidation preference to the common shares at an amount equal to $1.00 per share.

On November 27, 2018, 50,000 shares of Series C preferred shares were sold at $1.00 per share resulting in proceeds of $50,000 for the Company. On February 21, 2019, all outstanding shares totaling 50,000 of Series C preferred shares were converted into 122,750 shares of Class A Common Stock in a cashless exchange.

"BLANK CHECK" PREFERRED STOCK

Our certificate of incorporation authorizes our board of directors, subject to any limitations prescribed by law, without further stockholder approval, to establish and to issue from time to time up to an aggregate of 70,000,000 shares of preferred stock that is considered "blank check". The blank check preferred stock shall be designed by the Board of Directors at the time of classification

OPTIONS AND WARRANTS

During July and September 2022, the Company issued 2,675,000 Employee Stock options under the current plan. The individual option awards vest over a period of 1 to 9 years.

On July 28, 2022, the Company issued Common Stock Purchase Warrant "A-12" in conjunction with a IR Services. The warrant provides the option to purchase 60,000 Class A Common Shares at a price of $3.50. The warrants expire on July 28, 2026.

During the period the options and warrants are outstanding, we will reserve from our authorized and unissued common stock a sufficient number of shares to provide for the issuance of shares of common stock underlying the options and warrants upon the exercise of the options and warrants. No fractional shares will be issued upon the exercise of the options or warrants. The options and warrants are not listed on any securities exchange. Except as otherwise provided within the option or warrant, the option and warrant holders have no rights or privileges as members of the Company until they exercise their options or warrants.

Item 6. Selected Financial Data.

The registrant qualifies as a smaller reporting company, as defined by Rule 229.10(f)(1) and is not required to provide the information required by this Item.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following Management's Discussion and Analysis of Financial Condition and Results of Operations contain forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under "Risk Factors" and elsewhere in this report. The management's discussion, analysis of financial condition, and results of operations should be read in conjunction with our financial statements and notes thereto contained elsewhere in this annual report.

Overview.

Our primary source of revenue is the sale of metallurgical coal and coal used in pulverized coal injection (PCI). Both metallurgical and PCI coal is an essential building block in the steel manufacturing process.

The overall outlook of the metallurgical coal business is dependent on a variety of factors such as pricing, regulatory uncertainties and global economic conditions. Coal consumption and production in the U.S. have been driven in recent periods by several market dynamics and trends, such as the global economy, a strong U.S. dollar and accelerating production cuts.

Results of Operations.

Year Ended December 31, 2023 compared to Year Ended December 31, 2022.

	Year Ended December 31, 2023	Year Ended December 31, 2022	$ Change	% Change
Revenue				
Coal sales	$ 16,120,841	$ 39,103,995	$ (22,983,154)	-59%
Metal recovery and sales	66,552	48,199	18,353	100%
Royalty income	556,682	322,075	234,607	73%
Total revenue	16,744,075	39,474,269	(22,730,194)	-58%
Operating expenses (income)				
Cost of coal sales and processing	11,611,886	21,687,656	(10,075,770)	-46%
Accretion	993,165	1,344,047	(350,882)	-26%
Depreciation	46,953	2,157,763	(2,110,810)	-98%
Amortization of mining rights	1,240,914	1,238,449	2,465	0%
General and administrative	7,013,833	4,020,464	2,993,369	74%
Professional fees	1,340,745	1,103,322	237,423	22%

Production taxes and royalties	2,647,655	3,785,049	(1,137,394)	-30%
Gain on sale of equipment	(8,475,468)	(4,510,043)	(3,965,425)	88%
Development	11,746,725	28,134,883	(16,388,158)	-58%
Total operating expenses	28,166,408	58,961,590	(30,795,182)	-52%
Net loss from operations	(11,422,333)	(19,487,321)	8,064,988	-41%
Other income (expense)				
Other income and (expense)	423,281	317,045	106,236	34%
Unrealized gain on short-term investments	499,639	-	499,639	100%
Gain on cancelation of debt	-	3,119,775	(3,119,775)	-100%
Gain on sales of patents	-	16,000,000	(16,000,000)	-100%
Interest income	381,324	30,982	350,342	1131%
Interest expense	(1,336,997)	(1,426,153)	89,156	-6%
Total other (expenses) income	(32,753)	18,041,649	(18,074,402)	-100%
Net loss	$ (11,455,086)	$ (1,445,672)	$ (9,755,650)	675%
Net loss per share - basic	$ (0.15)	$ (0.02)		
Weighted average shares outstanding - basic	75,422,390	66,777,620		

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Revenues.

Revenues for the year ended December 31, 2023 were $16,744,075 and 2022 were $39,474,269, respectively. The primary drivers for revenue decline were slowing down of global infrastructure markets, international import bans and overall softening in customer pricing. In response to slower demand and customer requests, Perry County was idled.

Contribution of revenues:

All our sales are located in the United States with our operations located in the Central Appalachian basin of eastern Kentucky and West Virgina. Our coal sales are categorized as metallurgical coal ("Met") used for steel making, pulverized coal injections ("PCI") used in the steel making process and high-BTU, low sulfur, low moisture bituminous coal ("High BTU") used for a variety of uses within several industries, including industrial customers and specialty products. Disaggregated information about our revenue is presented below:

	For the year Ended December 31,			
	2023	**2022**	**$ Change**	**% Change**
MET	$ 16,120,841	$ 35,584,635	$ 19,463,794	(54.7)%
PCI	-	3,402,048	3,402,048	(100)%
High BTU	-	117,312	(117,312)	(100)%
	$ 16,120,841	$ 39,103,995	$ 19,983,154	(51.1)%

Year ended 2023

For the year ended 2023, tons sold to steel making end users amounted to 67,372.57 with a realized sales price of $180.32. Steelmaking coal was contributed by McCoy Elkhorn's Carnegie 1 mine.

For the year ended 2023, tons sold to industrial and specialty end users amounted to 0 tons.

Year ended 2022

For the year ended 2022, tons sold to steel making end users amounted to 111,807 with a realized sales price of $233.11. Steelmaking coal was contributed by McCoy Elkhorn's Carnegie 1 and Carnegie 2 mines.

For the year ended 2022, tons sold to industrial and specialty end users amounted to 105,577.11 with a realized sales price of $153.43. For the year ended 2022, 100% of coal sales revenue was contributed by Perry County for industrial and specialty end users.

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Cost and Expenses.

Cost of sales. The decrease in cost of sales is due to lower sales volumes as a result of the ceasing of production on the Perry County mines.

Accretion. The decrease in accretion expense in the year ended December 31, 2023 is driven primarily by the reduced liability balance due to no changes in the previous estimates.

Depreciation. The decrease in depreciation expense in the year ended December 31, 2023 is primarily due to the Company's significant disposal of fixed assets in 2022. The Company has acquired the majority of new fixed assets under financing leases.

General and administrative. The increase in general and administrative expense in the year ended December 31, 2023 is primarily due to higher compensation cost, higher stock compensation recognized during the year and increase in travel and health benefits.

Production taxes and royalties. The decrease in production taxes and royalties in the year ended December 31, 2023 is due to lower sales volumes and prices.

Development. To meet specific demand and customer requests, Perry County and Carnegie 1 were re-opened with updated mine plans and more efficient long term operating structure. This re-working included one-time development costs for expanding and increasing efficient capacity at the operating locations was primarily recognized in the prior period and is the reason for the significant decrease in December 31, 2023. The Company expects to continue to improve mining performance and offset inflationary pressures through efficiency gains.

Other income (expenses). The decrease in other income (expenses) is primarily due to the sale of patents that occurred totaling $16,000,000, the forgiveness of the PPP loan of $1,521,304 and the cancellation of notes payable by issuing common stock in lieu of payment to reduce our debt balance in prior year.

Liquidity and Capital Resources.

Our primary sources of liquidity are derived from existing unrestricted cash balances, proceeds from future coal sales, and certain financing arrangements. Our primary capital resource requirements stem from the cost of coal sales and processing, general and administrative, capital expenditures, debt service obligations, reclamation obligations, and collateral requirements.

As of December 31, 2023, the company has a cash balance of $7,034,370 and working capital of $16,814,931. The Company will use a combination of cash proceeds from operations, issuance of common stock for cash or for debt conversion and issuance of new debt instruments to satisfy both short term and long term obligations, including the settlement of payables and debt that are in default of their original agreements.

These financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has incurred recurring losses and as of December 31, 2023, had an accumulated deficit of $178,694,329. For the year ending December 31, 2023, the Company sustained a net loss of $11,455,086. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern for the next twelve months from the date these financial statements were issued. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that may be necessary should the Company be unable to continue as a going concern. The Company's continuation as a going concern is contingent upon its ability to obtain additional financing and to generate revenue and cash flow to meet its obligations on a timely basis. The Company will continue to seek to raise additional funding through debt or equity financing during the next twelve months from the date of issuance of these financial statements. Management believes that actions presently being taken to obtain additional funding provide the opportunity for the Company to continue as a going concern. There is no guarantee the Company will be successful in achieving these objectives.

We are not aware of any trends or known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in material increases or decreases in liquidity.

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Cash Flows

Year Ended December 31, 2023 compared to Year Ended December 31, 2022.

	Years Ended December 31,	
	2023	**2022**
Consolidated statement of cash flow data:		
Cash (used for) provided by operating activities	$ (14,515,241)	$ 2,549,189
Cash provided by (used for) investing activities	(28,833,246)	(1,125,759)
Cash provided by (used for) financing activities	37,387,162	(1,015,848)
Net change in cash and restricted cash	$ (5,961,325)	$ (12,995,695)

Cash used for operating activities during 2023 was $14,515,241 compared to cash provided by $2,549,189 in 2022. The change was primarily due to a net loss of $11,455,086, offset by amortization of mining rights of $1,240,914, accretion expense of $993,165, amortization of right-of-use asset of $626,253, option expense of $1,506,292, unrealized gain on short-term investments of $499,639, gain on sale of equipment of $8,475,468 and a change in working capital of $1,284,489.

Cash used by investing activities during 2023 was $28,833,246 compared to $1,125,759 in 2022. The change was primarily due to an increase in the net purchase of short-term investments of $29,797,565 in 2023 compared to $0 in 2022.

Cash provided by financing activities during 2023 was $37,387,162 compared to cash used by financing activities in 2022 of $1,015,848 for the prior year. The change was due to $1,112,850 repayments on long term debt, $5,599,988 repayments of finance lease liabilities, and $44,100,000 proceeds from tax exempt bonds.

Capital Resources.

We had no material commitments for capital expenditures as of December 31, 2023.

Off-Balance Sheet Arrangements

As of December 31, 2023, we had no off-balance sheet arrangements.

Critical Accounting Policies and Estimates

The preparation of consolidated 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 consolidated financial statements and the amounts of revenues and expenses reported for the period then ended.

Mine development costs. Mine development costs represent the costs incurred to prepare future mine sites for mining. These costs include costs of acquiring, permitting, planning, research, and establishing access to identify mineral reserves and other preparations for commercial production as necessary to develop and permit the properties for mining activities. Operating expenditures, including certain professional fees and overhead costs, are not capitalized but are expensed as incurred.

Amortization of mine development costs, with respect to a specific mine, commences when mining of the related reserves begins. Amortization is computed using the units-of-production method over the proven and probable reserves dedicated to the specific mine.

Asset retirement obligations. We recognize as a liability an asset retirement obligation, or ARO, associated with the retirement of a tangible long-lived asset in the period in which it is incurred or becomes determinable, with an associated increase in the carrying amount of the related long-lived asset. The initially recognized asset retirement cost is amortized using the same method and useful life as the long-lived asset to which it relates. Amortization begins when mining of the specific mineral property begins. Accretion expense is recognized over time as the discounted liability is accreted to its expected settlement value.

Estimating the future ARO requires management to make estimates and judgments regarding timing and existence of a liability, as well as what constitutes adequate restoration. Inherent in the fair value calculation are numerous assumptions and judgments including the ultimate costs, inflation factors, credit adjusted discount rates, timing of settlement and changes in the legal, regulatory, environmental and political environments. To the extent future revisions to these assumptions impact the fair value of the existing ARO liability, a corresponding adjustment is made to the related asset.

Cost of Goods Sold and Gross Profit. Cost of Goods Sold for coal mined and processed include direct labor, materials and utilities. Activities related to metal recover are inherent in both direct coal labor and overhead labor and does not require additional variable costs.

Impairment of Long-lived Assets. We review our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. These events and circumstances include, but are not limited to, a current expectation that a long-lived asset will be disposed of significantly before the end of its previously estimated useful life, a significant adverse change in the extent or manner in which we use a long-lived asset or a change in its physical condition.

When such events or changes in circumstances occur, a recoverability test is performed comparing projected undiscounted cash flows from the use and eventual disposition of an asset or asset group to its carrying amount. If the projected undiscounted cash flows are less than the carrying amount, an impairment is recorded for the excess of the carrying amount over the estimated fair value.

We make various assumptions, including assumptions regarding future cash flows in our assessments of long-lived assets for impairment. The assumptions about future cash flows and growth rates are based on the current and long-term business plans related to the long-lived assets.

Item 7A. Quantitative and Qualitative Disclosure About Market Risk.

The Company qualifies as a smaller reporting company, as defined by SEC Rule 229.10(f)(1) and is not required to provide the information required by this Item.

Item 8. Financial Statements and Supplementary Data.

The report of the independent registered public accounting firm and the financial statements listed on the accompanying index at page F-1 of this report are filed as part of this report and incorporated herein by reference.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

We did not have any disagreements on accounting and financial disclosure with our accounting firm during the reporting period.

Item 9A. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures.

The management, with participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 12a-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as of the end of the period covered by this Annual Report. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply is judgement in evaluating the benefits of possible controls and procedures relative to their costs.

Based on management's evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2023, due to the weakness in internal control over financial reporting described below, our disclosure controls and procedures are not designed at a reasonable assurance level or effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. As discussed below, we plan on increasing the size of our accounting staff at the appropriate time for our business and its size to ameliorate the concern that the Company does not effectively segregate certain accounting duties, which we believe would resolve the material weakness in internal control over financial reporting and similarly improve disclosure controls and procedures, but there can be no assurances as to the timing of any such action or that the Company will be able to do so.

(b) Management's Annual Report on Internal Control over Financial Reporting.

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f). The Company's internal control over financial reporting is a process designed under the supervision of the Company's Principal Executive Officer and Principal Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with the U.S. generally accepted accounting principles.

As of December 31, 2023, under the supervision and with the participation of our management, we conducted an evaluation of the effectiveness of the design and operations of our disclosure controls and procedures, as defined in Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934 and based on the criteria for effective internal control described *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.. Based on this evaluation, management concluded that our internal controls over financial reporting were not effective for the purposes for which it is intended. Specifically, managements determination was based on the following material weakness which existed as of December 31, 2023:

Due to the Company's insufficient number of staff performing accounting and reporting functions, there is a lack of segregation of duties within the financial reporting function resulting in limited level of multiple reviews among those tasked with preparing the financial statements, resulting in the need for adjustments.

A material weakness is a deficiency, or a combination of control deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim consolidated financial statements will not be prevented or detected on a timely basis. Notwithstanding the determination that our internal control over financial reporting was not effective, as of December 31, 2023, and that there was a material weakness as identified in this Annual Report, we believe that our consolidated financial statements contained in this Annual Report fairly present our financial position, results of operations and cash flows for the years covered hereby in all material respects.

The management, including its Principal Executive Officer and Principal Financial Officer, does not expect that its disclosure controls and procedures, or its internal controls over financial reporting will prevent all error and all fraud. A control system no matter how well conceived and operated, can provide only reasonable not absolute assurance that the objectives of the control system are met. Further, the design of control system must reflect the fact that there are resource constraints, and the benefit of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any within the Company have been detected.

This Annual Report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to the temporary rules of the SEC that permit the Company to provide only management's report in this Annual Report.

This report shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of this section, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

(c) Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the period ended December 31, 2023 that have materially affected the Company's internal controls over financial reporting.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Directors and Executive Officers.

The following individuals serve as our executive officers and members of our board of directors as of December 31, 2022:

Name	Age	Positions
Mark C. Jensen	44	Chief Executive Officer, Chairman of the Board of Directors
Thomas M. Sauve	45	President, Director
Kirk P. Taylor	44	Chief Financial Officer
Tarlis R. Thompson	41	Chief Operating Officer
Josh Hawes	31	Director
Gerardine Botte, PH.D.	52	Director
Courtenay O. Taplin	72	Director

Mark C. Jensen (age 44) – Chief Executive Officer

Mark has been an operator, investor and consultant in various natural resources and energy businesses. He has been highly involved in the navigation of numerous growth businesses to mature businesses, working as a managing member at T Squared Capital LLC since 2007, an investment firm focused on private equity styled investing in start-up businesses. Mark has significant experience with major Wall Street firms such as Citigroup and graduated from the Kelley School of Business at Indiana University with a BS in Finance and International Studies with a focus on Business. Mark also studied in Sydney Australia through Boston University completing his International Studies degree with a focus on East Asian culture and business. There are no arrangements or understandings between Mark and any other persons pursuant to which he was selected as an officer. He has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Thomas M. Sauve (age 45) – President

Tom has been involved a number of energy related businesses. Prior he had been an investor and partner in various natural resources assets over the last seven years including coal mining operations and various oil and gas wells throughout Texas and the Appalachia region. Since 2007, Tom also worked as a managing member at T Squared Capital LLC, an investment firm focused on private equity styled investing in start-up businesses Tom received his Bachelor's degree in Economics, magna cum laude, from the University of Rochester, New York, with additional studies at the Simon Graduate School of Business. There are no arrangements or understandings between Tom and any other persons pursuant to which he was selected as an officer. He has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Kirk Taylor, CPA (age 44) – Chief Financial Officer

Kirk conducts all tax and financial accounting roles of the organization, and has substantial experience in tax credit analysis and financial structure. Kirk's main focus over his 13 years in public accounting had been the auditing, tax compliance, financial modeling and reporting on complex real estate and business transactions utilizing numerous federal and state tax credit and incentive programs. Prior to joining American Resources Corporation, Kirk was Chief Financial Officer of Quest Energy, Inc., ARC's wholly-owned subsidiary. Prior to joining Quest Energy in 2015, he was a Manager at K.B. Parrish & Co. LLP where he worked since 2014. Prior to that, he worked at Katz Sapper Miller since 2012 as Manager. In addition, Kirk is an instructor for the CPA examination and has spoken at several training and industry conferences. He received a BS in Accounting and a BS in Finance from the Kelley School of Business at Indiana University, Bloomington Indiana and is currently completing his Masters of Business Administration from the University of Saint Francis at Fort Wayne, Indiana. Kirk serves his community in various ways including as the board treasurer for a community development corporation in Indianapolis, Indiana. Kirk does not have any family relationships with any of the Company's directors or executive officers. There are no arrangements or understandings between Kirk and any other persons pursuant to which he was selected as an officer. He has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Tarlis R. Thompson (age 41) – Chief Operating Officer

Tarlis overseas all operations at American Resources' Central Appalachian subsidiaries, which includes McCoy Elkhorn, Deane Mining, and Knott County Coal. In this role, Tarlis manages the activities at the company's various coal processing facilities and loadout, coordinates coal production at the company's various mines, manages environmental compliance and reclamation, and is responsible for coal quality control and shipments to customers. Tarlis graduated from Millard High School in Kentucky in 2001 and subsequently worked for Commercial Testing and Engineering, working underground, performing surveying services and coal sampling. In 2002 he joined SGS Minerals, working as a Quality Control Manager. Shortly thereafter, he joined Massey Energy, working as logistics manager for coal shipments via truck and train, as well as a coal quality manager, working under Jim Slater and Mike Smith. After several years at Massey, Tarlis joined Central Appalachian Mining (CAM), in charge of lab analysis and environmental compliance at CAM's various processing plants and loadouts. Tarlis graduated from Millard High School and has additional courses in Mining Engineering from Virginia Tech (Training), Business Administration Management from National College in Pikeville, and LECO Certified Course from West Virginia Training Institute. Tarlis does not have any family relationships with any of the Company's directors or executive officers. There are no arrangements or understandings between Tarlis and any other persons pursuant to which he was selected as an officer. He has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Directors:

Mark C. Jensen – Chairman of Board & Director

Mark has been an operator, investor and consultant in various natural resources and energy businesses. He has been highly involved in the navigation of numerous growth businesses to mature businesses, working as a managing member at T Squared Capital LLC since 2007, an investment firm focused on private equity styled investing in start-up businesses. Mark has significant experience with major Wall Street firms such as Citigroup and graduated from the Kelley School of Business at Indiana University with a BS in Finance and International Studies with a focus on Business. Mark also studied in Sydney Australia through Boston University completing his International Studies degree with a focus on East Asian culture and business. There are no arrangements or understandings between Mark and any other persons pursuant to which he was selected as an officer. He has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Thomas M. Sauve – Director

Tom has been involved a number of energy related businesses. Prior he had been an investor and partner in various natural resources assets over the last seven years including coal mining operations and various oil and gas wells throughout Texas and the Appalachia region. Since 2007, Tom also worked as a managing member at T Squared Capital LLC, an investment firm focused on private equity styled investing in start-up businesses Tom received his Bachelor's degree in Economics, magna cum laude, from the University of Rochester, New York, with additional studies at the Simon Graduate School of Business. There are no arrangements or understandings between Tom and any other persons pursuant to which he was selected as an officer. He has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

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Josh Hawes – Director

Josh Hawes is an Independent Board Director at American Resources Corporation (AREC). He brings over 15+ years of leadership experience, specializing in commodities, buy-side/sell-side investments, and advanced technologies, to assist AREC with its capital markets plan and corporate strategy. He has a vast knowledge of capital markets integration with strategic vision and vertical integration. Josh is currently the chair of the Audit and Compensation committees for AREC. His prior experience includes chief strategy officer of USA Rare Earth, CEO of Delta1x and Hawking Alpha. Hawes holds licenses spanning commodities, investment banking, public, and private securities, including Series 3, 63, 65, 7, 79, 82, and SIE. As well, Josh holds several professional designations, such as Wharton Business School's Corporate Governance program certificate , "Maximizing Your Effectiveness in the Boardroom," and University of Cambridge Judge Business School, " Circular Economy and Sustainability Strategies." He is also holder of the Chartered Market Technician, Certified Hedge Fund Professional, and Qualified Family Office Professional A Wireless Software Engineering graduate from Auburn University. The Board nominated Josh to serve as a director because of his experience and relationships in the critical minerals sector, banking sector and his experience in growth businesses. He has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Gerardine Botte, PH.D. – Director

Dr. Botte has over 21 years of experience in the development of electrochemical processes and advanced water treatment. She has served in leadership roles for the Electrochemical Society and is currently the Chair of the Electrochemical Process Engineering and Technology Division of the International Society of Electrochemistry. Dr. Botte also serves as the Editor in Chief of the Journal of Applied Electrochemistry. In 2014, she was named a Fellow of the Electrochemical Society for her contributions and innovation in electrochemical processes and engineering. She became a Chapter Fellow of the National Academy of Inventors in 2012. In 2010, she was named a Fellow of the World Technology Network for her contributions on the development of sustainable and environmental technologies. Prior to Texas Tech, Dr. Botte was University Distinguished Professor and Russ Professor of Chemical and Biomolecular Engineering at Ohio University, the founder and Director of Ohio University's Center for Electrochemical Engineering Research, and the founder and Director of the Consortium for Electrochemical Processes and Technology – an Industry University Cooperative Research Center. Her entrepreneurial spirit has led to the commercialization of various technologies and has founded and co-founded various companies to help achieve this goal. The Board nominated Dr. Botte to serve as a director because of her thought leadership in the technical innovations of in carbon and rare earth elements. She has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Courtenay O. Taplin – Director

Courtenay serves as Director of American Resources Corporation. He brings over 40 years of experience of sourcing and supplying iron ore, coke and metallurgical coal to the steel industry to assist American Resources with their supply chain, logistics, customers, overall corporate strategy. He has a vast knowledge of both the global and domestic marketplace where he works with both suppliers and consumers. Courtenay is currently Managing Director of Compass Point Resources, LLC which he founded in 2007. Mr. Taplin also acts as Managing Director for Clay Resources LLC, a commodities firm trading in African origin minerals and metals with sales to the world's merchant consumers from its offices in the U. S. and Durban, South Africa. His prior experience includes Crown Coal & Coke Company and Pickands Mather & Company out of Cleveland, OH. Mr. Taplin attended Hobart College and received his degree from Case Western Reserve University. The Board nominated Courtenay to serve as a director because of his experience and relationships in the raw materials and coking sector and his experience in managing growing businesses. He has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

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None of the directors have been involved in any legal proceedings that would require a disclosure under Item 401 of Regulation SK.

During the past ten years, none of our directors or executive officers has been:

- the subject of any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- convicted in a criminal proceeding or is subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
- subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities;
- found by a court of competent jurisdiction (in a civil action), the SEC or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, that has not been reversed, suspended, or vacated;
- subject of, or a party to, any order, judgment, decree or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of a federal or state securities or commodities law or regulation, law or regulation respecting financial institutions or insurance companies, law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

- subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization, any registered entity or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

None of our directors, executive officers or affiliates, or any beneficial owner of 5% or more of our common stock, or any associate of such persons, is an adverse party in any material proceeding to, or has a material interest adverse to, us.

Separation of Duties of the Chairman of the Board, the Chief Executive Officer and the President

Due to the inherent limitations of nonexecutive chairs, the duties of the Chairman of the Board and the Chief Executive Officer have not been separated. In order to increase objectivity and fiduciary responsibilities to the shareholders both in appearance and operation, the duties of the Chief Executive Officer and the President have been separated.

Director Independence

Currently our board of directors consist of Mark C. Jensen, our Chief Executive Officer, Thomas M. Sauve, our President, Josh Hawes, Gerardine Botte, PHD, and Courtenay O. Taplin, of which Ms. Botte and Messrs Hawes and Taplin are considered independent in accordance under the requirements of the NASDAQ, NYSE and SEC.

Limitation of Director Liability; Indemnification

Indemnity

To the fullest extent permitted by the Florida Business Corporation Act, the Company shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Company; (ii) is or was serving at the request of the Company as a director of another Company, provided that such person is or was at the time a director of the Company; or (iv)is or was serving at the request of the Company as an officer of another Company, provided that such person is or was at the time a director of the Company or a director of such other Company, serving at the request of the Company. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Company shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Company as an officer, employee or agent of another Company, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

Section 16(a) Beneficial Ownership Reporting Compliance

Our shares of common stock are registered under the Exchange Act, and therefore our officers, directors and holders of more than 10% of our outstanding shares are subject to the provisions of Section 16(a) which requires them to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and our other equity securities. Officers, directors and greater than 10% beneficial owners are required by SEC regulations to furnish us with copies of all Section 16(a) reports they file. During the fiscal year ended December 31, 2021, none of our officers, directors or 10% shareholders failed to file any Section 16 report on a timely basis.

Code of Ethics

We have adopted a Code of Business Conduct and Ethics that applies to all of our employees, officers and directors. In addition to the Code of Business Conduct and Ethics, our principal executive officer, principal financial officer and principal accounting officer are also subject to written policies and standards that are reasonably designed to deter wrongdoing and to promote: honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; full, fair, accurate, timely and understandable disclosure in reports and documents that are filed with, or submitted to the SEC and in other public communications made by us; compliance with applicable government laws, rules and regulations; the prompt internal reporting of violations of the code to an appropriate person or persons identified in the code; and accountability for adherence to the code. We have posted the text of our Code of Business Conduct and Ethics on our internal website. We intend to disclose future amendments to, or waivers from, certain provisions of our Code of Business Conduct and Ethics as applicable.

Legal Proceedings.

To the best of our knowledge, except as set forth herein, none of the directors or director designees to our knowledge has been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors, or has been a party to any judicial or administrative proceeding during the past five years that resulted in a judgment decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or finding of any violation of federal or state securities laws, except for matters that were dismissed without sanction or settlement.

Committees of the Board of Directors

Currently, our board of directors has four committees: an Audit Committee, a Compensation Committee, a Nomination Committee, and a Safety and Environmental Committee. The Audit Committee and Compensation Committee are both comprised of the three independent directors of the Company.

The Safety and Environmental Committee and Nomination Committee are both comprised of Thomas M. Sauve and Mark C. Jensen. The composition and responsibilities of the three committees are described below.

Audit Committee

As required by the rules of the SEC, the audit committee consists solely of independent directors, who are Ms. Botte and Messrs Hawes, and Taplin. SEC rules also require that a public company disclose whether its audit committee has an "audit committee financial expert" as a member. An "audit committee financial expert" is defined as a person who, based on his or her experience, possesses the attributes outlined in such rules.

This committee oversees, reviews, acts on and reports on various auditing and accounting matters to our board of directors, including: the selection of our independent accountants, the scope of our annual audits, fees to be paid to the independent accountants, the performance of our independent accountants and our accounting practices. In addition, the audit committee oversees our compliance programs relating to legal and regulatory requirements. We have adopted an audit committee charter defining the committee's primary duties in a manner consistent with the rules of the SEC and applicable stock exchange or market standards.

Compensation Committee

As required by the rules of the SEC, the compensation committee consists solely of independent directors, who are Ms. Botte and Mr. Hawes. The purpose of this committee shall be to (i) assist the board of directors in the oversight of the Company's executive officer and director compensation programs, (ii) discharge the board of director's duties relating to administration of the Company's incentive compensation and any other stock- based plans, and (iii) act on specific matters within its delegated authority, as determined by the board of directors from time to time.

Nomination Committee

The board of directors formed the Nomination Committee, which is comprised of Mr. Sauve and Mr. Jensen. The purpose of this committee shall be to (i) assist the board of directors in cultivating valuable board of director nominees and (ii) navigating the onboarding for selected directors.

Safety and Environmental Committee

The board of directors formed a Safety and Environmental Committee, which is comprised of Messrs Jensen and Sauve. The purpose of this committee is to assist the board in fulfilling its responsibilities by providing oversight and support in assessing the effectiveness of the Company's environmental, health, and safety policies, programs and initiatives. This committee will monitor the continued effectiveness of these policies and procedures by periodically reviewing the applicable environmental, health and safety laws, rules and regulations. The Committee will also perform such other functions as the Board may assign to the Committee from time to time.

Item 11. Executive Compensation.

The following table sets forth information concerning the annual and long-term compensation of our executive officers for services rendered in all capacities to us during the last two completed fiscal years. The listed individuals shall hereinafter be referred to as the "Named Executive Officers." We also have included below a table regarding compensation paid to our directors who served during the last completed fiscal year. The address for all individuals identified in the following tables is 12115 Visionary Way, Suite 174, Fishers, IN 46038.

Summary Compensation Table - Officers

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(I)	(j)
Name and principal position	**Year**	**Salary ($)**	**Bonus ($)**	**Stock Awards ($)**	**Option Awards ($)**	**Non-equity Incentive plan Compensation ($)**	**Nonqualified deferred compensation earnings ($)**	**All other Compensation ($)**	**Total ($)**
Mark C. Jensen, (1) CEO	2022	375,000	-0-	-0-	-0-	-0-	-0-	-0-	375,000
	2022	350,000	-0-	-0-	262,625	-0-	-0-	-0-	612,625
Thomas M. Sauve, (2) President	2022	300,000	-0-	-0-	-0-	-0-	-0-	8,074	308,074
	2022	275,000	-0-	-0-	137,375	-0-	-0-	7,335	419,710
Kirk P. Taylor, (3) CFO	2022	300,000	-0-	-0-	-0-	-0-	-0-	25,298	325,298
	2022	275,000	-0-	-0-	95,500	-0-	-0-	23,135	393,635
Tarlis R Thompson, (4) COO	2022	197,837	-0-	-0-	-0-	-0-	-0-	-0-	197,837
	2022	197,837	-0-	-0-	-0-	-0-	-0-	-0-	197,837

(1) On October 1, 2020, the Company entered into an employment agreement, beginning January 1, 2021 and expiring on December 31, 2021, with Mr. Jensen increasing base pay to $250,000 and carrying certain performance bonuses which would be awarded by the board of directors. 60,976 options were issued under the new contract and vest immediately. 25,000 Options issued on January 28, 2021 and 450,000 Options were issued on December 13, 2021. On November 23, 2021, the Company entered into an employment agreement, beginning January 1, 2022 and expiring on December 31, 2022, with Mr. Jensen increasing base pay to $350,000 any carrying certain performance bonuses which would be awarded by the board of directors and stock options totaling 150,000. The value in the option awards represents Black-Scholes Option Pricing Model. No bonus was awarded during 2021 and 2022.

(2) On October 1, 2020, the Company entered into an employment agreement with Mr. Sauve increasing base pay to $200,000 and carrying certain performance bonuses which would be awarded by the board of directors.49,342 options were issued under the new contract and vest immediately. 25,000 Options issued on January 28, 2021 and 275,000 Options were issued on December 13, 2021. On November 23, 2021, the Company entered into an employment agreement, beginning January 1, 2022 and expiring on December 31, 2022, with Mr. Sauve increasing base pay to $275,000 any carrying certain performance bonuses which would be awarded by the board of directors and stock options totaling 100,000. The value in the option awards represents Black-Scholes Option Pricing Model. No bonus was awarded during 2021 and 2022. During 2021, other compensation included $2,865 health insurance reimbursement. During 2022 and 2021, other compensation totaling $2,865 and $7,335 included health insurance reimbursement.

(3) On October 1, 2020, the Company entered into an employment agreement with Mr. Taylor increasing base pay to $200,000 and carrying certain performance bonuses which would be awarded by the board of directors. 49,342 options were issued under the new contract and vest immediately. 25,000 Options issued on January 28, 2021 and 100,000 Options were issued on December 13, 2021. On November 23, 2021, the Company entered into an employment agreement, beginning January 1, 2022, and expiring on December 31, 2022, with Mr. Taylor increasing base pay to $275,000 any carrying certain performance bonuses which would be awarded by the board of directors and stock options totaling 100,000. The value in the option awards represents Black-Scholes Option Pricing Model. No bonus was awarded during 2020 and 2021. During 2021, other compensation totaling included $4,973 health insurance reimbursement. During 2022 and 2021, other compensation totaling $4,973 and $23,045 included health insurance reimbursement.

(4) There is no employment agreement in place for Mr. Thompson. 0 Options were issued during 2022. The value in the option awards represents Black-Scholes Option Pricing Model.

Director Compensation

(a) Name and principal position		(b) Fees Earned or Paid in Cash ($)	(c) Stock Awards ($)	(d) Option Awards ($)	(e) Non-Equity Incentive Plan Compensation ($)	(f) Nonqualified deferred compensation earnings ($)	(g) All Other Compensation ($)	(h) Total ($)
Mark C. Jensen (1)	2023	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2022	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Thomas M. Sauve (2)	2023	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2022	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Courtenay O. Taplin (3)	2023	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2022	-0-	-0-	199,500	-0-	-0-	-0-	199,500
Michael Layman (4)	2023	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2022	-0-	-0-	332,500	-0-	-0-	-0-	332,500
Dr. Gerardine Botte (5)	2023	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2022	-0-	-0-	266,000	-0-	-0-	-0-	266,000
Josh Hawes (6)	2023	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2022	-0-	-0-	-0-	-0-	-0-	-0-	-0-

(1) The value of the Option Award to Directors in Column (d) represents the amortized book value of warrants priced using the Black-Scholes Option Pricing Model, and does not represent the actual cash value of the warrants to the warrant holder. During 2021, 300,000 of options were issued to Mr. Jensen for his service on the board and as serving as chairman. The value of the options have been included in the officer compensation table. During 2024, 450,000 of options were issued to Mr. Jensen for his service on the board and as serving as chairman and member of the strategic committee. During 2022, 400,000 of options were issued to Mr. Jensen for his service on the board and as serving as chairman and member of the strategic committee. The value of the options have been included in the officer compensation table.

(2) The value of the Option Award to Directors in Column (d) represents the amortized book value of warrants priced using the Black-Scholes Option Pricing Model, and does not represent the actual cash value of the warrants to the warrant holder. During 2024, 300,000 of options were issued to Mr. Sauve for his service on the board. The value of the options have been included in the officer compensation table. During 2022, 300,000 of options were issued to Mr. Sauve for his service on the board and as serving member of the strategic committee. The value of the options have been included in the officer compensation table.

(3) Mr. Taplin was appointed as a director on November 15, 2018. The value of the Option Award to Directors in Column (d) represents the amortized book value of warrants priced using the Black-Scholes Option Pricing Model, and does not represent the actual cash value of the warrants to the warrant holder. During 2021, 150,000 options were issued to Mr. Taplin for his service on the board. During 2024, 150,000 options were issued to Mr. Taplin for his service on the board. During 2022, 150,000 options were issued to Mr. Taplin for his service on the board.

(4) Mr. Layman was appointed as a director on July 16, 2020. The value of the Option Award to Directors in Column (d) represents the amortized book value of warrants valued using the Black-Scholes Option Pricing Model, and does not represent the actual cash value of the warrants to the warrant holder. During 2021, 250,000 options were issued to Mr. Layman for his service on the board and as chairs of the Audit Committee and

Compensation Committee. During 2022, 450,000 options were issued to Mr. Layman for his service on the board and as chairs of the Strategic, Audit Committee and Compensation Committee.

(5) Dr. Botte was appointed as a director on November 23, 2020. The value of the Option Award to Directors in Column (d) represents the amortized book value of warrants priced using the Black-Scholes Option Pricing Model, and does not represent the actual cash value of the warrants to the warrant holder. During 2021, 200,000 options were issued to Dr. Botte for her service on the board. During 2024, 150,000 options were issued to Dr. Botte for her service on the board. During 2022, 200,000 options were issued to Dr. Botte for her service on the board.

(6) Mr. Hawes was appointed as a director on XX, 2023. During 2024, 250,000 options were issued to Mr. Hawes for his service on the board and chair of the audit and compensation committees.

No retirement, pension, profit sharing, stock option or insurance programs or other similar programs have been adopted by the Company for the benefit of its employees.

There are no understandings or agreements regarding compensation our management will receive after a business combination that is required to be included in this table, or otherwise.

Employment Agreements

Except for our Chief Operating Officer, we have employment agreements with the Named Executive Officers that provide for the base salaries and a discretionary annual performance bonus of up to three times their annual base salary, plus potential participation in the Company's Employee Incentive Stock Option Plan. The payment of such bonus and/or incentive stock options shall be in the sole discretion of the Company's Board of Directors. The in-place contracts we effective beginning January 1, 2023 and expired December 31, 2023 with one year automatic extensions effective through December 31, 2024.

Outstanding Equity Awards

The following equity awards, including, options, restricted stock or other equity incentives from the Company to current officers are as follows:

- Chief Executive Officer:

· November 23, 2020 to purchase up to 85,976 shares of our Company at $1.64 per share. Those options vest upon issuance.
· February 3, 2021 to purchase up to 25,000 shares of our Company at $2.56 per share. Those options vest upon issuance.
· December 13, 2021 to purchase up to 450,000 shares of our Company at $1.74 per share. Those options vest over 9 years.
· September 26, 2022 to purchase 550,000 shares of our Company at $2.44 per share. Those options vest over 7 years.

- President:

· November 23, 2020 to purchase up to 70,732 shares of our Company at $1.64 per share. Those options vest upon issuance.
· February 3, 2021 to purchase up to 25,000 shares of our Company at $2.56 per share. Those options vest upon issuance.
· December 13, 2021 to purchase up to 275,000 shares of our Company at $1.74 per share. Those options vest over 7 years.
· September 26, 2022 to purchase 350,000 shares of our Company at $2.44 per share. Those options vest over 7 years.

- Chief Financial Officer:

· November 23, 2020 to purchase up to 45,732 shares of our Company at $1.64 per share. Those options vest upon issuance.
· February 3, 2021 to purchase up to 25,000 shares of our Company at $2.56 per share. Those options vest upon issuance.
· December 13, 2021 to purchase up to 100,000 shares of our Company at $1.74 per share. Those options vest over 7 years.
· September 26, 2022 to purchase 200,000 shares of our Company at $2.44 per share. Those options vest over 7 years.

- Chief Operating Officer, who was issued options under our Employee Incentive Stock Option Plan on

· June 18, 2020 to purchase up to 500,000 shares of our Company at $1.13 per share
· June 5, 2019 to purchase up to 75,000 shares of our Company at $2.63 per share
· September 12, 2018 to purchase up to 136,830 shares of our Company at $1.00 per share. Those options vest equally over the course of three years.
· December 13, 2021 to purchase up to 200,000 shares of our Company at $1.74 per share. Those options vest over 7 years.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table lists, as of December 31, 2021, the number of shares of our Class A Common Stock and Series A Convertible Preferred Stock that are beneficially owned by (i) each person or entity known to us to be the beneficial owner of more than 5% of our common stock; (ii) each executive officer and director of our company; and (iii) all executive officers and directors as a group. Information relating to beneficial ownership of Common Stock and our Convertible Preferred Stock by our principal shareholders and management is based upon information furnished by each person using "beneficial ownership" concepts under the rules of the Securities and Exchange Commission. Under these rules, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or direct the voting of the security, or investment power, which includes the power to vote or direct the voting of the security. The person is also deemed to be a beneficial owner of any security of which that person has a right to acquire beneficial ownership within 60 days under any contract, option or warrant. Under the Securities and Exchange Commission rules, more than one person may be deemed to be a beneficial owner of the same securities, and a person may be deemed to be a beneficial owner of securities as to which he or she may not have any pecuniary beneficial interest. Except as noted below, each person has sole voting and investment power. Unless otherwise specified, the address of each beneficial owner listed in the tables is c/o American Resources Corporation, 12115 Visionary Way, Fishers, IN 46038.

Name and Address of Shareholder	Number of Shares of Common Stock Beneficially Owned (1)	Percent of Common Stock Owned
Golden Properties, Ltd. (2) (3)	14,350,711	18.35%
White River Ventures LLC (2) (4)	5,199,896	7.56%
Midwest General Investment Company LLC (2) (5)	4,429,501	6.44%

(1) A person is deemed to be the beneficial owner of securities that can be acquired by such a person within 60 days upon exercise of options, warrants or convertible securities. Each beneficial owner's percentage ownership is determined by assuming that options, warrants and convertible securities that are held by such a person (but not those held by any other person) and are exercisable within 60 days from that date have been exercised;

(2) Based on 78,213,454 shares of Common Stock deemed to be outstanding as of December 31, 2023. This percentage has been rounded for convenience;

(3) Golden Properties, Ltd. is the owner of several Company common stock warrants for the purchase of shares of our Common Stock, which warrants are exercisable at such company's discretion, subject to the following limitation on amount. The warrant agreements provide that at no time may Golden Properties, Ltd. or its affiliates exercise any warrant that would result in their ownership of more than 9.99% of the issued and outstanding shares of our Common Stock on the date of exercise. Additionally, as of December 31, 2023 Alexander Lau, who is a principal of Golden Properties and a beneficial owner through Golden Properties and a beneficial owner through TAU Holdings LTD., is believed to be a holder of 199,373 Class A Common shares. Accordingly, Golden Properties, Ltd. is presently deemed the beneficial owner of 14,350,711 shares of our Common Stock pursuant to Securities and Exchange Commission Rule 13d-3, promulgated under the Securities Exchange Act of 1934.

(4) Represents shares gifted in an exempt transaction under Rule 16b-5 by Mark Jensen for no consideration to White River Ventures LLC, which is wholly owned by a family trust of which certain members of the Jensen family are beneficiaries. Thomas Sauve serves as sole manager of this entity.

(5) Represents shares gifted in an exempt transaction under Rule 16b-5 by Thomas Sauve for no consideration to Midwest General Investment Company LLC, which is wholly owned by a family trust of which certain members of the Sauve family. Mark Jensen serves as sole manager of this entity.

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Name	Number of Shares of Series A Preferred Stock Beneficially Owned (4)	Percent of Series A Preferred Stock Owned (5)	Common Stock Beneficially Owned (4)	Percent of Common Stock Beneficially Owned (6)
Officers and Directors				
Mark C. Jensen, (7) Chief Executive Officer, Director	-	0%	89,981	0.13%
Thomas M. Sauve, (8) President, Director	-	0%	59,988	0.09%
Kirk P. Taylor, Chief Financial Officer	-	0%	1,624,883	2.08%
Tarlis R. Thompson, Chief Operating Officer	-	0%	163,170	0.00%
All Directors and Officers as a Group (4 persons)	**-**	**0%**	**11,554,919**	**16.80%**
5% Holders				
All Directors, Officers and 5% Holders as a Group (5 persons)	**-**	**0%**	**11,554,919**	**16.80%**

(4) A person is deemed to be the beneficial owner of securities that can be acquired by such a person within 60 days from December 31, 2023, upon exercise of options, warrants or convertible securities. Each beneficial owner's percentage ownership is determined by assuming that options, warrants and convertible securities that are held by such a person (but not those held by any other person) and are exercisable within 60 days from that date have been exercised;

(5) Based on 0 shares of Series A Convertible Preferred Stock outstanding as of December 31, 2023;

(6) Based on 78,213,454 Class A Common Stock outstanding as of December 31, 2023. These percentages have been rounded for convenience;

(7) Mr. Jensen beneficially owns 89,981 shares of our Class A Common Stock through his equity ownership in Westside Advisors LLC,.

(8) Mr. Sauve beneficially owns 59,988 shares of our Class A Common Stock through his equity ownership in T Squared Capital LLC and Westside Advisors LLC.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Transactions with Related Persons, Promoters and Certain Control Persons.

During 2015, equipment purchasing was paid by an affiliate resulting in a note payable. The balance of the note was $0 and $74,000 as of December 31, 2022 and 2021, respectively.

On April 30, 2017, the Company purchased $250,000 of secured debt that had been owed to that party, by an operating subsidiary of a related party. As a result of the transaction, the Company is now the creditor on the notes. The first note in the amount of $150,000 is dated March 13, 2013, carries an interest rate of 12% and was due on September 13, 2015. The second note in the amount of $100,000 is dated July 17, 2013, carries an interest rate of 12% and was due January 17, 2016. Both notes are in default and have been fully impaired due to collectability uncertainty.

On October 24, 2016, the Company sold certain mineral and land interests to a subsidiary of an entity, LRR, owned by members of the Company's management. LRR leases various parcels of land to QEI and engages in other activities creating miscellaneous income. The consideration for the transaction was a note in the amount of $178,683. The note bears no interest and is due in 2026. As of January 28, 2017, the note was paid in full. From October 24, 2016. this transaction was eliminated upon consolidation as a variable interest entity. As of July 1, 2018, the accounts of Land Resources & Royalties, LLC have been deconsolidated from the financial statements based upon the ongoing review of its status as a variable interest entity. As of December 31, 2022, and 2021, amounts owed to LRR totaled $338,246 and $45,359, respectively.

On February 13, 2020, the Company entered into a Contract Services Agreement with Land Betterment Corp, an entity controlled by certain members of the Company's management who are also directors and shareholders. The contract terms state that service costs are passed through to the Company with a 10% mark-up and a 50% share of cost savings. The agreement covers services across all of the Company's properties. During 2022 and 2021, the amount incurred under the agreement amounted to $5,572,644 and $4,296,266 and the amount paid amounted to $3,080,783 and $2,578,335. As of December 31, 2022 and 2021, the amount due under the agreement amounted to $4,481,922 and $2,073,830.

The Company is the holder of 2,000,000 LBX Tokens with a par value of $250 for each token. The token issuance process is undertaken by a related party, Land Betterment, and is predicated on proactive environmental stewardship and regulatory bond releases. As of December 31, 2022, there is no market for the LBX Token and therefore no value has been assigned.

On June 11, 2020 the Company purchased $1,494,570 of secured debt included accrued interest that had been owed to that party, by an operating subsidiary of a related party. As a result of the transaction, the Company is now the creditor on the four notes. The first note in the amount of $75,000 is dated June 28, 2013, carries an interest rate of 12% and was due on June 28, 2015. The second note in the amount of $150,000 is dated June 28, 2013, carries an interest rate of 12% and was due June 28, 2015. The third note in the amount of $199,500 is dated March 18, 2014, carries an interest rate of 4% and was due on March 18, 2016. The fourth note in the amount of $465,500 is dated March 18, 2014, carries an interest rate of 4% and was due on March 18, 2016. The notes are in default and have been fully impaired due to collectability uncertainty.

On January 1, 2021, the Company purchased $250,000 of secured debt including accrued interest that has been owed to that party, by an operating subsidiary of a related party. As a result of the transaction, the Company is now the creditor on the note. The note is in default and has been fully impaired due to collectability uncertainty.

Director Independence.

The Board of Directors determined that Ms. Botte and Messrs. Hawes, Taplin are independent are independent within the meaning of the listing standards for general independence of the NASDAQ Capital Market.

Under the listing standards, the Audit Committee is required to be composed solely of independent directors. The standards for audit committee membership include additional requirements under rules of the Securities and Exchange Commission. The Board has determined that all of the members of the audit committee meet the applicable independence requirements.

To the extent required by the trading market on which our shares are listed, we will ensure that the overall composition of our Board complies with the Sarbanes-Oxley Act, and the rules thereunder, and the listing requirements of the trading market, including the requirement that one member of the Board qualifies as a "financial expert."

Item 14. Principal Accounting Fees and Services.

B.F. Borgers CPA, PC (PCAOB ID: 5041), services as the Company's independent registered public accounting firm.

The following is a summary of fees paid or to be paid to B.F. Borgers CPA, PC, for services rendered for the years ended December 31, 2023 and 2022.

	2023	2022
Audit fees – BF Borgers, PC	$ 225,000	$ 210,000
Tax fees	-	-
All other fees	-	-

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Audit Fees — This category includes the audit of our annual financial statements, review of financial statements included in our quarterly reports on Form 10-Q and services that are normally provided by the independent registered public accounting firm in connection with engagements for those fiscal years. This category also includes advice on audit and accounting matters that arose during, or as a result of, the audit or the review of interim financial statements.

Audit Related Fees— This category consists of assurance and related services by the independent registered public accounting firm that are reasonably related to the performance of the audit or review of our financial statements and are not reported above under "Audit Fees." The services for the fees disclosed under this category include consultation regarding our correspondence with the Securities and Exchange Commission and other accounting consulting.

Tax Fees— This category consists of professional services rendered for tax compliance and tax advice. The services for the fees disclosed under this category include tax return preparation and technical tax advice.

All Other Fees— This category consists of fees for other miscellaneous items.

Pre-Approval Policy

Our audit committee was formed upon the consummation of our Initial Public Offering. As a result, the audit committee did not preapprove all of the foregoing services, although any services rendered prior to the formation of our audit committee were approved by our board of directors. Since the formation of our audit committee, and on a going forward basis, the audit committee has and will preapprove all auditing services and permitted nonaudit services to be performed for us by our auditors, including the fees and terms thereof (subject to the de minimis exceptions for nonaudit services described in the Exchange Act which are approved by the audit committee prior to the completion of the audit).

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PART IV

Item 15. Exhibits, Financial Statement Schedule.

The following exhibits are filed herewith except as otherwise noted. Exhibits referenced in previous filings by the Company with the SEC are incorporated by reference herein.

Exhibit Number	Description	Location Reference
3.1	Articles of Incorporation of Natural Gas Fueling and Conversion Inc.	Incorporated herein by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1, filed with the SEC on November 27, 2013.
3.2	Amended and Restated Articles of Incorporation of NGFC Equities Inc.	Incorporated herein by reference to Exhibit 3.1 to the Company's 8k filed on February 25, 2015.
3.3	Articles of Amendment to Articles of Incorporation of NGFC Equities, Inc.	Incorporated herein by reference to Exhibit 10.2 to the Company's Form 8-K on February 21, 2017.
3.4	Articles of Amendment to Articles of Incorporation of American Resources Corporation dated March 24, 2017.	Incorporated herein by reference to Exhibit 3.4 to the Company's Form 10-Q, filed with the SEC on February 20, 2018.
3.5	Bylaws of Natural Gas Fueling and Conversion Inc.	Incorporated herein by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1, filed with the SEC on November 27, 2013.
3.6	Bylaws, of NGFC Equities Inc., as amended and restated.	Incorporated herein by reference to Exhibit 3.2 to the Company's 8k filed on February 25, 2015.
3.7	Articles of Amendment to Articles of Incorporation of American Resources Corporation dated November 8, 2018.	Filed as Exhibit 99.1 to the Company's 8k filed on November 13, 2018, incorporated herein by reference.
3.8	Bylaws of American Resources Corporation, as amended and restated	Incorporated herein by reference to Exhibit 99.2 to the Company's 8k filed on November 13, 2018.
4.1	Common Stock Purchase Warrant "B-4" dated October 4, 2017	Incorporated herein by reference to Exhibit 4.1 to the Company's 8k filed on October 11, 2017.
4.2	Common Stock Purchase Warrant "C-1" dated October 4, 2017	Incorporated herein by reference to Exhibit 4.2 to the Company's 8k filed on October 11, 2017.
4.3	Common Stock Purchase Warrant "C-2" dated October 4, 2017	Incorporated herein by reference to Exhibit 4.3 to the Company's 8k filed on October 11, 2017.
4.4	Common Stock Purchase Warrant "C-3" dated October 4, 2017	Incorporated herein by reference to Exhibit 4.4 to the Company's 8k filed on October 11, 2017.
4.5	Common Stock Purchase Warrant "C-4" dated October 4, 2017	Incorporated herein by reference to Exhibit 4.5 to the Company's 8k filed on October 11, 2017.
4.6	Promissory Note for $600,000.00 dated October 4, 2017	Incorporated herein by reference to Exhibit 4.6 to the Company's 8k filed on October 11, 2017.
4.7	Promissory Note for $1,674,632.14 dated October 4, 2017	Incorporated herein by reference to Exhibit 4.7 to the Company's 8k filed on October 11, 2017.
4.8	Loan Agreement for up to $6,500,000 dated December 31, 2018	Incorporated herein by reference to Exhibit 99.1 to the Company's 8k filed on January 3, 2019.
4.9	Promissory Note for up to $6,500,000 dated December 31, 2018	Incorporated herein by reference to Exhibit 99.2 to the Company's 8k

		filed on January 3, 2019.
10.1	Secured Promissory Note	Incorporated herein by reference to Exhibit 99.1 to the Company's 8k filed on May 15, 2018.
10.2	Security Agreement	Incorporated herein by reference to Exhibit 99.2 to the Company's 8k filed on May 15, 2018.
10.3	Pledge Agreement	Incorporated herein by reference to Exhibit 99.3 to the Company's 8k filed on May 15, 2018.
10.4	Guaranty Agreement	Incorporated herein by reference to Exhibit 99.4 to the Company's 8k filed on May 15, 2018.
10.5	Bill of Sale	Incorporated herein by reference to Exhibit 99.5 to the Company's 8k filed on May 15, 2018.
10.6	Sublease Agreement Between Colonial Coal Company, Inc. and McCoy Elkhorn Coal LLC	Incorporated herein by reference to Exhibit 99.1 to the Company's 8k filed on May 1, 2018
10.7	Interim Operating Agreement	Incorporated herein by reference to Exhibit 99.2 to the Company's 8k filed on May 1, 2018
10.8	Consolidated and Restated Loan and Security Agreement dated October 4, 2017	Incorporated herein by reference to Exhibit 10.1 to the Company's 8k filed on October 11, 2017
10.9	Asset Purchase Agreement between Wyoming County Coal LLC and Thomas Shelton dated November 7, 2018	Incorporated herein by reference to Exhibit 10.9 to the Company's registration statement filed on February 14, 2019.

10.10	Asset Purchase Agreement between Wyoming County Coal LLC and Synergy Coal, LLC dated November 7, 2018	Incorporated herein by reference to Exhibit 10.10 to the Company's registration statement filed on February 14, 2019.
10.11	Security Agreement	Incorporated herein by reference to Exhibit 99.3 to the Company's 8k filed on January 3, 2019.
10.12	Purchase Order	Incorporated herein by reference to Exhibit 99.4 to the Company's 8k filed on January 3, 2019.
10.13	Employment Agreement with Mark C. Jensen	Incorporated herein by reference Form 8-K filed on November 25, 2020.
10.14	Employment Agreement with Thomas M. Sauve	Incorporated herein by Form 8-K filed on November 25, 2020.
10.15	Employment Agreement with Kirk P. Taylor	Incorporated herein by reference Form 8-K filed on November 25, 2020.
10.16	Employee Stock Option Plan	Incorporated herein by reference to Exhibit 10.16 to the Company's registration statement filed on February 14, 2019.
10.17	Letter of Intent	Incorporated herein by reference to Exhibit 10.17 to the Company's registration statement filed on February 14, 2019.
10.18	Merger Agreement with Colonial Coal	Incorporated herein by reference to Exhibit 10.18 to the Company's registration statement filed on February 14, 2019.
10.19	Share Exchange Agreement to replace Merger Agreement with Colonial Coal	Incorporated herein by reference to Exhibit 10.19 to the Company's registration statement filed on February 14, 2019.
14.1	Code of Conduct	Incorporated herein by reference to Exhibit 99.2 to the Company's 8k filed on November 13, 2018.
14.2	Financial Code of Ethics	Incorporated herein by reference to Exhibit 99.3 to the Company's 8k filed on November 13, 2018.
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed Herewith
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed Herewith
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Filed Herewith
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Filed Herewith
95.1	Mine Safety Disclosure pursuant to Regulation S-K, Item 104	Filed Herewith.

101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN RESOURCES CORPORATION

NAME	TITLE	DATE
/s/ Mark C. Jensen Mark C. Jensen	Principal Executive Officer, Chief Executive Officer, Chairman of the Board of Directors	April 15, 2024

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

NAME	TITLE	DATE
/s/ Mark C. Jensen Mark C. Jensen	Principal Executive Officer, Chief Executive Officer, Chairman of the Board of Directors	April 15, 2024
/s/ Kirk P. Taylor Kirk P. Taylor	Principal Financial Officer, Chief Financial Officer	April 15, 2024
/s/ Thomas M. Sauve Thomas M. Sauve	Director, President	April 15, 2024
/s/ Josh Hawes Josh Hawes	Director	April 15, 2024
/s/ Gerardine Botte Gerardine Botte, PHD	Director	April 15, 2024
/s/ Courtenay O. Taplin Courtenay O. Taplin	Director	April 15, 2024

Supplemental Information to be Furnished With Reports Filed Pursuant to Section 15(d) of the Act by Registrants Which Have Not Registered Securities Pursuant to Section 12 of the Act

None.

AMERICAN RESOURCES CORPORATION

CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023 and 2022

AMERICAN RESOURCES CORPORATION

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Report of Independent Registered Public Accounting Firm

To the shareholders and the board of directors of American Resources Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of American Resources Corporation as of December 31, 2023 and 2022, the related statements of operations, stockholders' equity (deficit), and cash flows for the years then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States.

Substantial Doubt about the Company's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has suffered recurring losses from operations and has a significant accumulated deficit. In addition, the Company continues to experience negative cash flows from operations. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

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

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

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

Critical Audit Matter

Critical audit matters are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments.

We determined that there are no critical audit matters.

/S/ BF Borgers CPA PC (PCAOB ID 5041)
We have served as the Company's auditor since 2020
Lakewood, CO
April 15, 2024

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AMERICAN RESOURCES CORPORATION
CONSOLIDATED BALANCE SHEETS

	December 31, 2023	December 31, 2022
Assets		
Current assets:		
Cash	$ 2,666,638	$ 10,873,432
Accounts receivable	-	660,755
Short-term investments held in Trust Account - restricted	30,297,204	-
Inventories	54,000	446,690
Prepaid expenses and other current assets	1,867,651	786,576
Total Current Assets	34,885,493	12,767,453

Cash - restricted	6,798,029	2,122,263
Property and Equipment, net	15,337,004	9,113,722
Right-of-use assets, net	18,276,913	13,033,889
Investment in LLC- Related Party	18,780,000	18,780,000
Notes receivables	99,022	99,022
Total Assets	$ 91,746,164	$ 55,916,349
Liabilities And Equity		
Current liabilities:		
Trade payables	$ 6,709,224	$ 4,916,243
Non-trade payables	2,607,942	2,524,243
Accounts payable - related party	2,371,697	4,295,232
Accrued interest	512,558	106,886
Other Liabilities	200,000	-
Current portion of long term debt	804,656	1,917,506
Current portion of convertible debt	-	9,787,423
Operating lease liabilities	57,663	82,669
Finance lease liabilities	4,806,822	3,803,175
Total current liabilities	18,070,562	27,433,377
Remediation liability	21,288,799	20,295,634
Bond payable, net	44,152,500	-
Operating lease liabilities, non-current	495,611	547,667
Finance lease liabilities, non-current	7,514,848	7,354,975
Total liabilities	91,522,320	55,631,653
Commitments and contingencies (Note 9)		
Stockholders' equity:		
Common stock, $0.0001 par value; 230,000,000 shares authorized, 892,044 and 0 shares issued and outstanding	7,627	6,680
Additional paid-in capital	178,910,546	167,517,259
Accumulated deficit	(178,694,329)	(167,239,243)
Total stockholders' equity	223,844	284,696
Total liabilities and stockholders' equity	$ 91,746,164	$ 55,916,349

The accompanying footnotes are integral to the consolidated financial statements.

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AMERICAN RESOURCES CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31,	
	2023	**2022**
Revenue		
Coal sales	$ 16,120,841	$ 39,103,995
Metal recovery and sales	66,552	48,199
Royalty income	556,682	322,075
Total revenue	16,744,075	39,474,269
Operating expenses (income)		
Cost of coal sales and processing	11,611,886	21,687,656
Accretion	993,165	1,344,047
Depreciation	46,953	2,157,763
Amortization of mining rights	1,240,914	1,238,449
General and administrative	7,013,833	4,020,464
Professional fees	1,340,745	1,103,322
Production taxes and royalties	2,647,655	3,785,049
Gain on sale of equipment	(8,475,468)	(4,510,043)
Development	11,746,725	28,134,883
Total operating expenses	28,166,408	58,961,590
Net loss from operations	(11,422,333)	(19,487,321)
Other income (expense)		
Other income and (expense)	423,281	317,045
Unrealized gain on short-term investments	499,639	-
Gain on cancelation of debt	-	3,119,775
Gain on sales of patents	-	16,000,000
Interest income	381,324	30,982
Interest expense	(1,336,997)	(1,426,153)
Total other (expenses) income	(32,753)	18,041,649

	2023	2022
Net loss	$ (11,455,086)	$ (1,445,672)
Net loss per share - basic	$ (0.15)	$ (0.02)
Weighted average shares outstanding - basic	75,422,390	66,777,620

The accompanying footnotes are integral to the consolidated financial statements.

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AMERICAN RESOURCES CORPORATION
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
DECEMBER 31, 2023

	Common Stock Par Value Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Total Equity
Balance as of December 31, 2021	65,084,992	$ 6,508	$ 163,441,655	$ (165,793,571)	$ (2,345,408)
Shares issued in connection with warrant and option conversions	549,395	55	756,556	-	756,611
Shares issued in connection with debt and payable conversions	1,209,643	124	2,428,795	-	2,428,919
Shares issued for services	20,000	2	38,798	-	38,800
Amortization of debt discount	-	-	(40,655)	-	(40,655)
Stock compensation – options	-	-	985,536	-	985,536
Repurchase of Shares Outstanding	(86,410)	(9)	(93,426)	-	(93,435)
Net loss	-	-	-	(1,445,672)	(1,445,672)
Balance as of December 31, 2022	66,777,620	$ 6,680	$ 167,517,259	$ (167,239,243)	$ 284,696
Issuance of common shares for Convertible Debt Conversion	9,420,730	942	9,787,000	-	9,787,942
Issuance of common shares for consulting services	49,020	5	99,995	-	100,000
Stock compensation – options	-	-	1,506,292	-	1,129,717
Net loss	-	-	-	(11,455,086)	(11,455,086)
Balance as of December 31, 2023	76,247,370	$ 7,627	$ 178,910,546	$ (178,694,329)	$ 223,844

The accompanying footnotes are integral to the consolidated financial statements.

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AMERICAN RESOURCES CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Year Ended December 31 2023	For the Year Ended December 31 2022
Cash Flows from Operating activities:		
Net loss	$ (11,455,086)	$ (1,445,672)
Adjustments to reconcile net income loss) to net cash		
Depreciation expense	46,953	2,157,763
Amortization of mining rights	1,240,914	1,238,449
Accretion expense	993,165	1,344,047
Amortization of right-to-use assets	626,253	128,926
Accretion of right-to-use assets	64,386	73,475
Amortization of issuance costs and debt discount	52,500	-
Option Expense	1,506,292	1,742,145
Gain on sale of equipment	(8,475,468)	(4,510,043)
Unrealized gain on short-term investments	(499,639)	(9,562)
Gain on debt forgiveness	-	(3,046,062)
Issuance of common shares for services	100,000	38,800
Change in current assets and liabilities:		
Accounts receivable	660,755	2,514,880
Inventories	392,690	(446,690)
Prepaid expenses and other current assets	(1,081,075)	(161,971)
Accounts payable	1,876,680	2,428,974
Accrued interest	406,191	363,684
Accounts payable related party	(1,923,535)	293,516
Right of use assets	752,783	(165,032)
Other Liabilities	200,000	-
Cash provided by operating activities	(14,515,241)	2,549,189

Cash Flows from Investing activities:		
Purchases of short-term investments	(51,865,545)	-
Proceeds from sales and maturities of short-term investments	22,067,980	-
Cash received (paid) for PPE, net	964,319	16,908,129
Cash invested in note receivable	-	250,978
Investment in LLCs	-	(18,284,866)
Cash used in investing activities	(28,833,246)	(1,125,759)
Cash Flows from Financing activities:		
Repayments on long term debt	(1,112,850)	(2,214,603)
Proceeds from long term debt	-	2,563,000
Cash used to repurchase shares	-	(93,435)
Repayments of finance lease liabilities	(5,599,988)	(1,270,810)
Proceeds from tax exempt bonds, net	44,100,000	-
Cash provided by (used for) financing activities	37,387,162	(1,015,848)
Increase (decrease) in cash	(5,599,988)	407,582
Cash and cash equivalents, including restricted cash, beginning of period	12,995,695	12,588,113
Cash and cash equivalents, including restricted cash, end of period	$ 7,034,370	$ 12,995,695

The accompanying footnotes are integral to the consolidated financial statements.

AMERICAN RESOURCES CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

American Resources Corporation (ARC or the Company) operates through subsidiaries that were formed or acquired in 2020, 2019, 2018, 2016 and 2015 for the purpose of acquiring, rehabilitating and operating various natural resource assets including coal used in the steel making and industrial markets, critical and rare earth elements used in the electrification economy and aggregated metal and steel products used in the recycling industries.

Basis of Presentation and Consolidation:

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries American Carbon Corp (ACC), Deane Mining, LLC (Deane), ERC Mining Indiana Corp (ERC), McCoy Elkhorn Coal LLC (McCoy), Knott County Coal LLC (KCC), Wyoming County Coal (WCC),Perry County Resources LLC (PCR), reElement Technologies LLC (RLMT), American Metals LLC (AM), American Opportunity Venture, LLC (AOV) and American Opportunity Venture II, LLC (AOV II). All significant intercompany accounts and transactions have been eliminated.

On January 5, 2017, ACC entered into a share exchange agreement with NGFC Equities, Inc (NGFC). Under the agreement, the shareholders of ACC exchanged 100% of its common stock to NGFC for 4,817,792 newly created Series A Preferred shares that is convertible into approximately 95% of outstanding common stock of NGFC. The previous NGFC shareholders retained 845,377 common shares as part of the agreement. The conditions to the agreement were fully satisfied on February 7, 2017, at which time the Company took full control of NGFC. NGFC has been renamed to American Resources Corporation ARC. The transaction was accounted for as a recapitalization. ACC was the accounting acquirer and ARC will continue the business operations of ACC, therefore, the historical financial statements presented are those of ACC and its subsidiaries. The equity and share information reflect the results of the recapitalization. On May 15, 2017, ARC initiated a one-for-thirty reverse stock split. The financial statements have been retrospectively restated to give effect to this split.

Entities for which ownership is less than 100% a determination is made whether there is a requirement to apply the variable interest entity (VIE) model to the entity. Where the company holds current or potential rights that give it the power to direct the activities of a VIE that most significantly impact the VIE's economic performance, combined with a variable interest that gives the Company the right to receive potentially significant benefits or the obligation to absorb potentially significant losses, the Company would be deemed to have a controlling interest.

The company is the primary beneficiary of Advanced Carbon Materials LLC (ACM), which qualifies as a variable interest entity. Accordingly, the assets, liabilities, revenue and expenses of ACM have been included in the accompanying consolidated financial statements. The company is a 49.9% owner in ACM and has control of 90% of the cash flow which led to the determination of the company as the primary beneficiary. As of December 31, 2023, ACM had no assets, liabilities or operations.

Deane was formed in November 2007 for the purpose of operating underground coal mines and coal processing facilities. Deane was acquired on December 31, 2015 and as such no operations are presented prior to the acquisition date.

Quest Processing was formed in November 2014 for the purpose of operating coal processing facilities and had no operations before March 8, 2016. Quest Processing was dissolved on December 6, 2021.

ERC was formed in April 2015 for the purpose managing an underground coal mine and coal processing facility. Operations commenced in June 2015.

McCoy was formed in February 2016 for the purpose of operating underground coal mines and coal processing facilities. McCoy was acquired on February 17, 2016 and as such no operations are presented prior to the acquisition date.

KCC was formed in September 2004 for the purpose of operating underground coal mines and coal processing facilities. KCC was acquired on April 14, 2016 and as such no operations are presented prior to the acquisition date. On August 23, 2018, KCC disposed of certain non-operating assets totaling $111,567 and the corresponding asset retirement obligation totaling $919,158 which resulted in a gain of $807,591.

WCC was formed in October 2018 for the purpose of acquiring and operating underground and surface coal mine and a coal processing facility. No operations were undergoing at the time of formation or acquisition.

On September 25, 2019, Perry County Resources LLC (PCR) was formed as a wholly owned subsidiary of ACC.

On June 8, 2020, American Rare Earth LLC was created as a wholly owned subsidiary of ARC for the purpose of developing and monetizing rare earth mineral deposits. During 2022, American Rare Earth LLC was renamed to reElement Technology LLC. During 2023, reElement's corporate designation was converted to a corporation.

On June 28, 2020, American Metals LLC was created as a wholly owned subsidiary of ARC for the purpose of aggregating, processing and selling recovered steel and metals.

During January 2021, the Company invested $2,250,000 for 50% ownership and become the managing member of American Opportunity Venture, LLC. (AOV) It has been determined that AOV is a variable interest entity and that the Company is not primary beneficiary. As such, the investment in AOV will be accounted for using the equity method of accounting. (Note 5)

During March 2021, the Company invested $25,000 for 100% ownership and become the managing member of American Opportunity Venture II, LLC. (AOVII). As such, the investment in AOVII has been eliminated in the accompanying financial statements. As of September 30, 2021, AOVII has had no operational activity. (Note 5)

During March 2021, the Company licensed certain technology to an unrelated entity, Novusterra, Inc. According to the commercial terms of the license, the Company is to receive 50% of future cash flows and 15,750,000 common shares of Novusterra, Inc. During August 22, 2022, the Company sold the licensed patents to Novusterra, Inc. All prior licensing obligations were voided upon the sale. It has been determined that Novusterra is a variable interest entity and that the Company is not the primary beneficiary. As such, the investment in Novusterra will be accounted for using the equity method of accounting. (Note 5)

Going Concern:

These financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has incurred recurring losses and as of December 31, 2023, had an accumulated deficit of $178,694,329. For the year ending December 31, 2023, the Company sustained a net loss of $11,455,086. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern for the next twelve months from the date these financial statements were issued. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that may be necessary should the Company be unable to continue as a going concern. The Company's continuation as a going concern is contingent upon its ability to obtain additional financing and to generate revenue and cash flow to meet its obligations on a timely basis. The Company will continue to seek to raise additional funding through debt or equity financing during the next twelve months from the date of issuance of these financial statements. Management believes that actions presently being taken to obtain additional funding provide the opportunity for the Company to continue as a going concern. There is no guarantee the Company will be successful in achieving these objectives.

Estimates: Management uses estimates and assumptions in preparing financial statements in accordance with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of assets, liabilities, revenues, expenses and the disclosure of contingent assets and liabilities. Actual results could vary from those estimates.

Convertible Preferred Securities: We account for hybrid contracts that feature conversion options in accordance with generally accepted accounting principles in the United States. ASC 815, *Derivatives and Hedging Activities* ("ASC 815") requires companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments according to certain criteria. The criteria includes circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

We also follow ASC 480-10, *Distinguishing Liabilities from Equity* ("ASC 480-10") in its evaluation of the accounting for a hybrid instrument. A financial instrument that embodies an unconditional obligation, or a financial instrument other than an outstanding share that embodies a conditional obligation, that the issuer must or may settle by issuing a variable number of its equity shares shall be classified as a liability (or an asset in some circumstances) if, at inception, the monetary value of the obligation is based solely or predominantly on any one of the following: (a) a fixed monetary amount known at inception; (b) variations in something other than the fair value of the issuer's equity shares; or (c) variations inversely related to changes in the fair value of the issuer's equity shares. Hybrid instruments meeting these criteria are not further evaluated for any embedded derivatives, and are carried as a liability at fair value at each balance sheet date with remeasurements reported in interest expense in the accompanying Consolidated Statements of Operations.

Related Party Policies: In accordance with FASB ASC 850 related parties are defined as either an executive, director or nominee, greater than 10% beneficial owner, or an immediate family member of any of the proceeding. Transactions with related parties are reviewed and approved by the directors of the Company, as per internal policies.

Advance Royalties: Coal leases that require minimum annual or advance payments and are recoverable from future production are generally deferred and charged to expense as the coal is subsequently produced.

Cash is maintained in bank deposit accounts which, at times, may exceed federally insured limits. To date, there have been no losses in such accounts.

Restricted cash:

Consist of reclamation bonding collateral fund and approximately $2.2 million held in trust related to the Tax Exempt Bond as of December 31, 2023. Consist of reclamation bonding collateral funds as of December 31, 2022.

The following table sets forth a reconciliation of cash, cash equivalents, and restricted cash reported in the consolidated balance sheet that agrees to the total of those amounts as presented in the consolidated statement of cash flows for the year ended December 31, 2023 and December 31, 2022.

	December 31, 2023	December 31, 2022
Cash	$ 2,666,638	$ 10,873,432
Restricted Cash	4,367,732	2,122,263
Total cash and restricted cash presented in the consolidated statement of cash flows	$ 7,034,370	$ 12,995,695

Short-term investment held in Trust Account – restricted: Consist of U.S. government securities, corporate fixed income, and U.S. government securities that are held in trust related to the Tax Exempt Bond and are restricted as to withdrawal as required by the agreement entered into by the Company. All investments are classified as trading securities as of December 31, 2023 and 2022. Trading securities are recorded initially at cost and are adjusted to fair value at each reporting period with unrealized gains and losses recorded in current period earnings or loss.

Property and Equipment: Property and Equipment are recorded at cost. For equipment, depreciation is calculated using the straight-line method over the estimated useful lives of the assets, generally ranging from three to seven years. Amortization of the equipment under capital lease is included with depreciation expense.

Property and equipment and amortizable intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is measured by comparison of the carrying amount to the future net undiscounted cash flows expected to be generated by the related assets. If these assets are determined to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount exceeds the fair market value of the assets.

There was no impairment loss recognized during the period ending December 31, 2023 and 2022.

Costs related to maintenance and repairs which do not prolong the asset's useful life are expensed as incurred.

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Mine Development: Costs of developing new coal mines, including asset retirement obligation assets, are capitalized and amortized using the units-of-production method over estimated coal deposits or proven reserves. Costs incurred for the development and expansion of existing reserves are expensed as incurred.

Cost of Goods Sold and Gross Profit: Cost of Goods Sold for coal mined and processed include direct labor, materials and utilities. Activities related to metal recover are inherent in both direct coal labor and overhead labor and does not require additional variable costs.

Asset Retirement Obligations (ARO) – Reclamation: At the time they are incurred, legal obligations associated with the retirement of long-lived assets are reflected at their estimated fair value, with a corresponding charge to mine development. Obligations are typically incurred when we commence development of underground and surface mines, and include reclamation of support facilities, refuse areas and slurry ponds or through acquisitions.

Obligations are reflected at the present value of their future cash flows. We reflect accretion of the obligations for the period from the date they incurred through the date they are extinguished. The asset retirement obligation assets are amortized based on expected reclamation outflows over estimated recoverable coal deposit lives. We are using discount rates ranging from 6.16% to 7.22%, risk free rates ranging from 1.76% to 2.92% and inflation rate of 2%. Revisions to estimates are a result of changes in the expected spending estimate or the timing of the spending estimate associated with planned reclamation. Federal and State laws require that mines be reclaimed in accordance with specific standards and approved reclamation plans, as outlined in mining permits. Activities include reclamation of pit and support acreage at surface mines, sealing portals at underground mines, and reclamation of refuse areas and slurry ponds.

We assess our ARO at least annually and reflect revisions for permit changes, changes in our estimated reclamation costs and changes in the estimated timing of such costs. During 2023 and 2022, $0 were incurred for gain or loss on settlement on ARO.

The table below reflects the changes to our ARO:

	2023	2022
Beginning Balance	$ 20,295,634	$ 18,951,587
Accretion	993,165	1,344,047
Ending Balance	$ 21,288,799	$ 20,295,634

Income Taxes include U.S. federal and state income taxes currently payable and deferred income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period of enactment. Deferred income tax expense represents the change during the year in the deferred tax assets and liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax asset will not be realized.

The Company filed an initial tax return in 2015. Management believes that the Company's income tax filing positions will be sustained on audit and does not anticipate any adjustments that will result in a material change. Therefore, no reserve for uncertain income tax positions has been recorded. The Company's policy for recording interest and penalties, if any, associated with income tax examinations will be to record such items as a component of income taxes.

Revenue Recognition: Revenue is recognized when performance obligations under the terms of a contract with our customers are satisfied; for all contracts this occurs when control of the promised goods have been transferred to our customers. For coal shipments to domestic and international customers via rail, control is transferred when the railcar is loaded. Our revenue is comprised of sales of mined coal, sales of recovered metals and services for processing coal.

All the activity is undertaken in eastern Kentucky and Southern Indiana. Revenue from metal recovery and sales are recognized when conditions within the contract or sales agreement are met including transfer of title. Revenue from coal processing and loading are recognized when services have been performed according to the contract in place. Our coal sales generally include 10 to 30-day payment terms following the transfer of control of the goods to the customer. We typically do not include extended payment terms in our contracts with customers. Our contracts with customers typically provide for minimum specifications or qualities of the coal we deliver. Variances from these specifications or quantities are settled by means of price adjustments. Generally, these price adjustments are settled within 30 days of delivery and are insignificant.

Customer Concentration and Disaggregation of Revenue:

The Company's concentration of contract receivables are as follows:

	As of December 31,	
	2023	**2022**
Customer A	*	84%
Customer B	*	16%
Customer C	100%	*

* Represents amounts less than 10%

The Company's concentration of revenues are as follows:

	For the Year Ended December 31,	
	2023	**2022**
Customer A	$ 11,929,422	$ 24,244,477
Customer B	*	$ 11,183,743
Customer C	*	$ 3,402,048
Customer D	$ 4,191,419	*

	For the Year Ended December 31,	
	2023	**2022**
Customer A	74%	62%
Customer B	*	29%
Customer C	*	9%
Customer D	26%	*

* Represents amounts less than 10%

As of December 31, 2023, and 2022 100% and 99.7% of revenue came from two coal customers and three coal customers, respectively. During December 31, 2023 and 2022, 100% and 100% of revenue came from two and three metal recovery customers. As of December 31, 2023, and 2022, 100% and 100% of outstanding accounts receivable came from two and two customers, respectively.

For the year ended December 31, 2022 and 2021, 100% and 100% of generated from sales to the steel and industrial industry, respectively. For the year ended December 31, 2022 and 2021, 0% and 0% of generated from sales to the utility industry, respectively.

	For the Year Ended December 31,	
	2023	**2022**
MET	$ 16,120,841	$ 35,584,635
PCI	-	3,402,048

High BTU	-	117,312
	$ 16,120,841	$ 39,103,995

Leases: The Company reviews all arrangements for potential leases, and at inception, determines whether a lease is an operating or finance lease. Lease assets and liabilities, which generally represent the present value of future minimum lease payments over the term of the lease, are recognized as of the commencement date. Leases with an initial lease term of twelve months or less are classified as short-term leases and are not recognized in the balance sheets unless the lease contains a purchase option that is reasonably certain to be exercised.

Lease term, discount rate, variable lease costs and future minimum lease payment determinations require the use of judgment and are based on the facts and circumstances related to the specific lease. Lease terms are generally based on their initial non-cancelable terms, unless there is a renewal option that is reasonably certain to be exercised. Various factors, including economic incentives, intent, past history and business needs are considered to determine if a renewal option is reasonably certain to be exercised. The implicit rate in a lease agreement is used when it can be determined to value the lease obligation. Otherwise, the Company's incremental borrowing rate, which is based on information available as of the lease commencement date, including applicable lease terms and the current economic environment, is used to determine the value of the lease obligation.

Beneficial Conversion Features of Convertible Securities: Conversion options that are not bifurcated as a derivative pursuant to ASC 815 and not accounted for as a separate equity component under the cash conversion guidance are evaluated to determine whether they are beneficial to the investor at inception (a beneficial conversion feature) or may become beneficial in the future due to potential adjustments. The beneficial conversion feature guidance in ASC 470-20 applies to convertible stock as well as convertible debt which are outside the scope of ASC 815. A beneficial conversion feature is defined as a nondetachable conversion feature that is in the money at the commitment date. In addition, our preferred stock issues contain conversion terms that may change upon the occurrence of a future event, such as antidilution adjustment provisions. The beneficial conversion feature guidance requires recognition of the conversion option's in-the-money portion, the intrinsic value of the option, in equity, with an offsetting reduction to the carrying amount of the instrument. The resulting discount is amortized as a dividend over either the life of the instrument, if a stated maturity date exists, or to the earliest conversion date, if there is no stated maturity date. If the earliest conversion date is immediately upon issuance, the dividend must be recognized at inception. When there is a subsequent change to the conversion ratio based on a future occurrence, the new conversion price may trigger the recognition of an additional beneficial conversion feature on occurrence.

The Company's convertible notes including principal and accrued interest was converted into common shares at $1.05 per share during January 2023.

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Loan Issuance Costs and Discounts are amortized using the effective interest method. Amortization expense amounted to $52,500 and $0 as of December 31, 2023 and 2022, respectively. Amortization expense for the next five years is expected to be approximately $90,000, annually.

Allowance For Doubtful Accounts: The Company recognizes an allowance for losses on trade and other accounts receivable in an amount equal to the estimated probable losses net of recoveries. The allowance is based on an analysis of historical bad debt experience, current receivables aging and expected future write-offs, as well as an assessment of specific identifiable amounts considered at risk or uncollectible.

Allowance for trade receivables as of December 31, 2023 and 2022 amounted to $253,764 and 0, respectively. Allowance for other accounts receivables, including note receivables as of December 31, 2023 and 2022 amounted to $0 and $1,744,570, respectively. The allowance as of December 31, 2022 related to the purchase of a note receivable from a third party. The note receivable has collateral in certain mining permits which are strategic to KCC. Timing of payment on the note is uncertain resulting a full allowance for the note.

Trade and loan receivables are carried at amortized cost, net of allowance for losses. Amortized cost approximated book value as of December 31, 2023 and 2022.

Inventory: Inventory consisting of mined coal is stated at the lower of cost (first in, first out method) or net realizable value.

Stock-based Compensation: Stock-based compensation is measured at the grant date based on the fair value of the award and is recognized as expense over the applicable vesting period of the stock award (generally 0 to 5 years) using the straight-line method.

Stock-based compensation to employees is accounted for under ASC 718, Compensation-Stock Compensation. Stock-based compensation expense related to stock awards granted to an employee is recognized based on the grant-date estimated fair values of the awards using the Black Scholes option pricing model ("Black Scholes"). The value is recognized as expense ratably over the requisite service period, which is generally the vesting term of the award. We adjust the expense for actual forfeitures as they occur. Stock-based compensation expense is classified in the accompanying consolidated statements of operations based on the function to which the related services are provided.

Black-Scholes requires a number of assumptions, of which the most significant are expected volatility, expected option term (the time from the grant date until the options are exercised or expire) and risk-free rate. Expected volatility is determined using the historical volatility for the Company. The risk-free interest rate is based on the yield of US treasury government bonds with a remaining term equal to the expected life of the option. Expected dividend yield is zero because we have never paid cash dividends on common shares, and we do not expect to pay any cash dividends in the foreseeable future.

Earnings Per Share: The Company's basic earnings per share (EPS) amounts have been computed based on the average number of shares of common stock outstanding for the period and include the effect of any participating securities as appropriate. Diluted EPS includes the effect of the Company's outstanding stock options, restricted stock awards, restricted stock units and performance-based stock awards if the inclusion of these items is dilutive.

For the years ended December 31, 2023 and 2022, the Company had 5,200,000 and 8,186,250 outstanding stock warrants, respectively.

For the years ended December 31, 2022 and 2022, the Company had 9,626,770 and 5,990,270 outstanding stock options, respectively.

For the years ended December 31, 2023 and 2022, the Company had 0 shares of Series A Preferred Stock, that has the ability to convert at any time into 0 shares of common stock.

For the years ended December 31, 2023 and 2022, the Company had 0 shares of Series B Preferred Stock, that has the ability to convert at any time into 0 shares of common stock.

For the years ended December 31, 2023 and 2022, the Company had 6,364,269 and 6,364,269 restrictive stock awards, restricted stock units, or performance-based awards.

Reclassifications: Reclassifications have been made to conform with current year presentation.

New Accounting Pronouncements: Management has determined that the impact of the following recent FASB pronouncements will not have a material impact on the financial statements.

ASU 2020-10, *Codification Improvements*, effective for years beginning after December 15, 2020.

ASU 2020-09, *Debt (Topic 470) Amendments to SEC Paragraphs Pursuant to SEC Release No. 33-10762*, effective for years beginning after December 31, 2021.

ASU 2020-08, *Codification Improvements to Subtopic 310-20, Receivables – Nonrefundable and other Costs*, effective for years beginning after December 15, 2020.

ASU 2020-06, *Debt – Debt with Conversion and Other Options*, effective for years beginning after December 15, 2021. Management is still evaluating the effects of this pronouncement ahead of its effective date.

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NOTE 2 - PROPERTY AND EQUIPMENT

As of December 31, 2023 and 2022, property and equipment were comprised of the following:

	2023	2022
Mine development	$ 749,115	$ 561,575
Coal refuse storage	12,134,192	12,134,192
Rare Earth Processing	553,105	-
Construction in Progress	6,770,504	-
Land	1,617,435	1,617,435
Less: Accumulated depreciation	(6,487,347)	(5,199,480)
Total Property and Equipment, Net	$ 15,337,004	$ 9,113,722

Depreciation expense amounted to $46,953 and $2,157,763 for the years of December 31, 2023 and 2022, respectively. Amortization of mining rights amounted to $1,240,914 and $1,238,449 for the years of December 31, 2023 and 2022, respectively.

The estimated useful lives are as follows:

Processing and Rail Facilities	7-20 years
Surface Equipment	7 years
Underground Equipment	5 years
Mine Development	5-10 years
Coal Refuse Storage	10 years

NOTE 3 – RIGHT OF USE ASSETS

Our principal offices are located at 12115 Visionary Way, Fishers, Indiana 46038. We pay $5,869 per month in rent for the office space and the rental lease expires December 2032.

We also rent office space from an affiliated entity, LRR, at 11000 Highway 7 South, Kite, Kentucky 41828 and pay $1,702 per month rent and the rental lease expires January 1, 2030.

On August 17, 2021, American Rare Earth entered into a Commercial Land Lease sublease agreement with Land Betterment for nearly 7 acres of land for the purpose of building a commercial grade critical element purification facility. The sublease is for the period of 5 years with a rate of $3,500 a month.

On October 8, 2021, American Rare Earth entered into a Commercial Lease for 6,700 square feet of warehouse space for the purpose of building a commercial grade critical element purification facility. The is for the period of 2 years with a rate of $4,745.83 a month.

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On June 22, 2022 ReElement Technologies LLC entered into a Financial Lease for equipment at 2069 Highway 194 E., Meta, KY 41501 with Maxus Capital Group.

On August 16, 2022 the Company entered into a Financial Lease for equipment for it facilitates with Maxus Capital Group.

As of December 31, 2023 and 2022 Right of use assets and liabilities were comprised of the following:

	Expense Classification	2023	2022
Operating lease expense:			
Amortization of ROU asset	General and administrative	$ 91,354	$ 89,392
Accretion of Operating lease liability	General and administrative	64,386	73,475
Total operating lease expense		$ 155,740	$ 162,866
Finance lease expense:			
Amortization on lease assets	Development	534,899	39,535
Interest on lease liabilities	Development	1,055,818	91,233
Total finance lease expense		$ 1,590,717	$ 130,768
Total		$ 1,746,457	$ 293,634

Other information related to leases is as follows:

	For Year End December 31, 2023	2022
Weighted-average remaining lease term:		
Operating leases (in years)	7.32	7.69
Financing leases (in years)	2.35	2.67
Weighted-average discount rate:		
Operating leases	10.82%	10.82%
Financing leases	8.15%	8.15%

Amounts relating to leases were presented on the Balance Sheets as of December 31, 2023 and 2022 in the following line items:

	Balance Sheet Classification	For Year End December 31, 2023	2022
Assets:			
Operating lease assets	Right-of-use assets	$ 545,449	$ 636,803
Finance lease assets, net	Right-of-use assets	17,731,464	12,404,756
Total non-current assets		$ 18,276,913	$ 13,041,560
Liabilities:			
Current			
Operating lease liabilities	Operating lease liabilities	$ 57,663	$ 82,669
Finance lease liabilities	Finance lease liabilities	4,806,822	3,803,175
Non-current			
Operating lease liabilities	Operating lease liabilities, non-current	495,611	547,667
Finance lease liabilities	Finance lease liabilities, non-current	7,514,848	7,354,975
Total lease liabilities		$ 12,874,944	$ 11,788,486

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The future minimum lease payments required under leases as of December 31, 2023 were as follows:

Fiscal Year	Operating Leases	Finance Leases	Total
2024	114,768	6,240,731	6,355,499
2025	116,595	5,057,198	5,173,793
2026	109,372	1,661,272	1,770,644
2027	93,095	661,864	754,959
2028	95,065	-	95,065
Thereafter	282,755	-	282,755
Undiscounted cash flows	811,650	13,621,065	14,432,715
Less imputed interest	(258,376)	(1,299,395)	(1,557,771)
Present value of lease liabilities	$ 553,274	$ 12,321,670	$ 12,874,944

NOTE 4 – NOTES & BONDS PAYABLE

During the year ended December 31, 2023 and 2022, principal payments on long term debt totaled $1,112,850 and $2,214,603, respectively. During the year ended December 31, 2023 and 2021, new debt issuances totaled $0 and $2,563,000, respectively.

Short-term and Long-term debt consisted of the following as of December 31, 2023 and 2022:

	2023	2022
Equipment Loans - ACC		
On December 7, 2017, ACC entered into an equipment financing agreement with an unaffiliated entity, to purchase certain surface equipment for $56,900. The agreement calls for an interest rate of 8.522%, monthly payments until maturity of January 7, 2021. The note is secured by the equipment purchased. The balance of the note was repaid with cash during 2021.	11,082	11,082
On January 25, 2018, ACC entered into an equipment loan agreement with an unrelated party in the amount of $346,660. The agreement calls for monthly payments of $11,360 until maturity date of December 24, 2020 and carries an interest rate of 9%. The loan is secured by the underlying surface equipment purchased by the loan. Loan proceeds were used directly to purchase equipment.	1,390	57,509
ARC Corporate Loan		
On June 3, 2022, the Company entered into a loan agreement with an unrelated party in the amount of $2,500,000 with a maturity date of June 27, 2023. The interest rate is 5% and payments are based on coal sales.	547,448	1,604,180
On April 20, 2022 the Company entered into a loan agreement with an unrelated party in the amount of $45,000 and will repay $63,000.	63,000	63,000
Equipment Loans - McCoy		
On September 25, 2017, ACC entered into an equipment purchase Agreement, which carries 0% interest with an unaffiliated entity, Inc. to purchase certain underground mining equipment for $350,000. The agreement provided for $20,000 monthly payments until the balance is paid in full. The note matures on September 25, 2019, and the note is in default. The note is secured by the equipment purchased with the note.	181,736	181,736
Total notes payable - current	804,656	1,917,507

Convertible notes payable consisted of the following as of December 31, 2023 and 2022:

	2023	2022
ARC		
In 2020, the Company created a convertible debt offering. The debt matures in two years, with interest at 12.5% capitalizing monthly. The remaining portion of convertible debt outstanding was converted to common shares during January 2023.	9,797,423	9,797,423
Less: Debt Discounts	-	-
Total convertible note payables, net of discount	9,797,423	9,797,423

Total interest expense was $1,336,997 in 2023 and $1,426,153 in 2022.

On May 31, 2023, the West Virginia Economic Development Authority (the "Issuer") issued $45 million aggregate principal amount of Solid Waste Disposal Facility Revenue Bonds, Series 2023 (the "2023 Tax Exempt Bonds") pursuant to an Indenture of Trust dated as of June 8, 2023 between the Issuer and UMB Bank N.A., as trustee (the "Trustee"). The Tax Exempt Bonds are payable solely from payments to be made by the Company under the Loan Agreement as evidenced by a Note from the Company to the Trustee. The proceeds of the Tax Exempt Bonds were used to finance certain costs of the acquisition, construction, reconstruction, and equipping of solid waste disposal facilities at the Company's Wyoming County, West Virgina development, and for capitalized interest and certain costs related to issuance of the Tax Exempt Bonds.

The Tax Exempt Bonds bear interest of 9% and have a final maturity of June 8, 2038.

The Tax Exempt Bonds are subject to redemption (i) in whole or in part at any time on or after June 1, 2030 at the option of the Issuer, upon the Company's direction at a redemption price of 103% between June 1, 2030, through May 31, 2031, 102% between June 1, 2031, through May 31, 2032, 101% between June 1, 2032, through May 31, 2033, 100% from June 1, 2033 and thereafter, plus interest accrued to the redemption date; and (ii) at par plus interest accrued to the redemption date from certain excess Tax Exempt Bonds proceeds as further described in the Indenture of Trust.

The Company's obligations under the Loan Agreement are (i) except as otherwise described below, secured by first priority liens on and security interests in substantially all of the Company's and Subsidiary Guarantors' real property and other assets, subject to certain customary exceptions and permitted liens, and in any event excluding accounts receivable and inventory; and (ii) jointly and severally guaranteed by the Subsidiary Guarantors, subject to customary exceptions.

The Loan Agreement contains certain affirmative covenants and representations, including but not limited to: (i) maintenance of a rating on the Tax Exempt Bonds; (ii) maintenance of proper books of records and accounts; (iii) agreement to add additional guarantors to guarantee the obligations under the Loan Agreement in certain circumstances; (iv) procurement of customary insurance; and (v) preservation of legal existence and certain rights, franchises, licenses and permits. The Loan Agreement also contains certain customary negative covenants, which, among other things, and subject to certain exceptions, include restrictions on (i) release of collateral securing the Company's obligations under the Loan Agreement; (ii) mergers and consolidations and disposition of assets, and (iii) restrictions on actions that may jeopardize the tax-exempt status of the Tax Exempt Bonds.

The Loan Agreement contains customary events of default, subject to customary thresholds and exceptions, including, among other things: (i) nonpayment of principal, purchase price, interest and other fees (subject to certain cure periods); (ii) bankruptcy or insolvency proceedings relating to us; (iii) material inaccuracy of a representation or warranty at the time made; and (v) cross defaults to the Indenture of Trust, the guaranty related to the Tax Exempt Bonds or any related security documents.

NOTE 5 - RELATED PARTY TRANSACTIONS

On April 30, 2017, the Company purchased $250,000 of secured debt that had been owed to that party, by an operating subsidiary of a related party. As a result of the transaction, the Company is now the creditor on the notes. The first note in the amount of $150,000 is dated March 13, 2013, carries an interest rate of 12% and was due on September 13, 2015. The second note in the amount of $100,000 is dated July 17, 2013, carries an interest rate of 12% and was due January 17, 2016. Both notes are in default and have been fully impaired due to collectability uncertainty.

On October 24, 2016, the Company sold certain mineral and land interests to a subsidiary of an entity, LRR, owned by members of the Company's management. LRR leases various parcels of land to QEI and engages in other activities creating miscellaneous income. The consideration for the transaction was a note in the amount of $178,683. The note bears no interest and is due in 2026. As of January 28, 2017, the note was paid in full. From October 24, 2016. this transaction was eliminated upon consolidation as a variable interest entity. As of July 1, 2018, the accounts of Land Resources & Royalties, LLC have been deconsolidated from the financial statements based upon the ongoing review of its status as a variable interest entity. As of December 31, 2023, and 2022, amounts owed to LRR totaled $509,130 and $338,246, respectively.

On February 13, 2020, the Company entered into a Contract Services Agreement with Land Betterment Corp, an entity controlled by certain members of the Company's management who are also directors and shareholders. The contract terms state that service costs are passed through to the Company with a 10% mark-up and a 50% share of cost savings. The agreement covers services across all of the Company's properties. During 2023 and 2022, the amount incurred under the agreement amounted to $5,572,644 and $5,572,644 and the amount paid amounted to $3,080,783 and $3,080,783. As of December 31, 2023 and 2022, the amount due under the agreement amounted to $2,696,181 and $4,481,922.

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The Company is the holder of 2,000,000 LBX Tokens with a par value of $250 for each token. The token issuance process is undertaken by a related party, Land Betterment, and is predicated on proactive environmental stewardship and regulatory bond releases. As of December 31, 2023, there is no market for the LBX Token and therefore no value has been assigned.

On June 11, 2020 the Company purchased $1,494,570 of secured debt included accrued interest that had been owed to that party, by an operating subsidiary of a related party. As a result of the transaction, the Company is now the creditor on the four notes. The first note in the amount of $75,000 is dated June 28, 2013, carries an interest rate of 12% and was due on June 28, 2015. The second note in the amount of $150,000 is dated June 28, 2013, carries an interest rate of 12% and was due June 28, 2015. The third note in the amount of $199,500 is dated March 18, 2014, carries an interest rate of 4% and was due on March 18, 2016. The fourth note in the amount of $465,500 is dated March 18, 2014, carries an interest rate of 4% and was due on March 18, 2016. The notes are in default and have been fully impaired due to collectability uncertainty.

On January 1, 2021, the Company purchased $250,000 of secured debt including accrued interest that has been owed to that party, by an operating subsidiary of a related party. As a result of the transaction, the Company is now the creditor on the note. The note is in default and has been fully impaired due to collectability uncertainty.

American Opportunity Venture, LLC

During January 2021, the company invested $2,250,000 for 50% ownership and become the managing member of American Opportunity Venture, LLC. (AOV) It has been determined that AOV is a variable interest entity and that the Company is not primary beneficiary. As such, the investment in AOV will be accounted for using the equity method of accounting.

Condensed Summary Financials as Of December 31, 2023:

AOV	**December 31, 2023**
Balance Sheet	
Assets	
Investment in American Acquisition Opportunity Inc	$ 4,500,000
Assets	$ 4,500,000
Liabilities	$ -
Members Equity	$ 4,500,000
Total Liabilities and Members' Equity	$ 4,500,000

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American Opportunity Venture II, LLC

During March 2021, the Company invested $25,000 for 100% ownership and become the managing member of American Opportunity Venture II, LLC. (AOVII). As such, the investment in AOVII has been eliminated in the accompanying financial statements. As of December 31, 2023, AOVII has had no operational activity.

Condensed Summary Financials as Of December 31, 2023:

AOV II		**December 31, 2023**
Balance Sheet		
Assets		
Deposits	$	25,000
Assets	$	25,000
Liabilities	$	-
Members Equity	$	25,000
Total Liabilities and Members' Equity	$	25,000

Novusterra, Inc.

During March 2021, the Company licensed certain technology to an unrelated entity, Novusterra, Inc. According to the commercial terms of the license, the Company is to receive 50% of future cash flows and 15,750,000 common shares of Novusterra, Inc. During August 22, 2022, the Company sold the licensed patents to Novusterra, Inc. All prior licensing obligations were voided upon the sale. It has been determined that Novusterra is a variable interest entity and that the Company is not the primary beneficiary. As such, the investment in Novusterra will be accounted for using the equity method of accounting.

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Condensed Summary Financials as Of December 31, 2023:

ASSETS		**December 31, 2023**		**December 31, 2023**
Current assets:				
Cash and cash equivalents	$	186,106	$	186,106
Accounts receivable		27,000		
Prepaid expenses		54,003		
Total current assets		186,106		186,106
Non-current assets:				
Intangible assets		2,026,167		422,515
Operating lease right-of-use asset		394,404		437,352
Total non-current assets		-		859,868
Total Assets	**$**	**2,520,378**	**$**	**1,050,974**
Liabilities and Stockholders' Equity				
Current liabilities:				
Accounts payables	$	10,342	$	9,500
Accrued interest		49,299		6,022
Other current liabilities		609,347		247,827
Current portion of operating lease liabilities		43,162		40,165
Total current liabilities		712,150		273,514
Long term debt, net of current portion		241,332		208,029
Operating lease liabilities, less current portion		360,177		403,339
Total liabilities		1,313,659		914,881

Commitments and contingencies		
Stockholders' Equity		
Preferred stock - no par value; 400,000,000 shares authorized; 0 shares issued and outstanding as of December 31, 2021 and December 31, 2020	-	-
Class A Common stock - no par value; 2,600,000,000 shares and 2,400,000,000 shares authorized as of December 31, 2021 and December 31, 2020, respectively; 10,481,347 shares and 832,670 shares issued and outstanding as of December 31, 2021 and December 31, 2020, respectively	2,590,776	806,777
Class B Common stock - no par value; 0 shares and 200,000,000 shares authorized as of December 31, 2021 and December 31, 2020, respectively; 0 shares and 3,666,667 shares issued and outstanding as of December 31, 2021 and December 31, 2020, respectively	-	-
Additional paid-in capital	19,800	
Accumulated deficit	(1,403,857)	(670,685)
Total stockholders' equity	1,206,719	136,092
Total Liabilities and Stockholders' Equity	**$ 2,520,378**	**$ 1,050,974**

NOTE 6 – INVESTMENTS

The Company has invested in marketable debt securities, primarily highly liquid U.S. Treasury securities and investment grade corporate bonds. These investments are held in the custody of a major financial institution. These securities are classified as available-for-sale securities and, accordingly, the unrealized gains and losses are recorded through other comprehensive income.

The Company's investments in available-for-sale marketable securities are as follows:

	December 31, 2023				
		Gross Unrealized		Allowance	
	Cost Basis	Gains	Losses	for - Credit Losses	Fair Value
Available-for-sale:					
U.S. government and agency securities	$ 29,797,564	$ 499,639	$ -	$ —	$ 30,297,203

The Company classifies its investments as current based on the nature of the investments and their availability to provide cash for use in current operations, if needed.

NOTE 7 - INCOME TAXES

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The primary temporary differences that give rise to the deferred tax assets and liabilities are as follows: accrued expenses.

Deferred tax liability and assets consisted of $1,827,392 and $344,509 as of December 31, 2023 and 2022, respectively, which was fully reserved. Deferred tax assets consist of net operating loss carryforwards in the amount of $25,658,401 and $23,831,009 as of December 31, 2023 and 2022, respectively, which was fully reserved. The net operating loss carryforwards for years 2015, 2016, 2017, 2018, 2019, 2020, and 2021 begin to expire in 2035. The application of net operating loss carryforwards are subject to certain limitations as provided for in the tax code. The Tax Cuts and Jobs Act was signed into law on December 22, 2017, and reduced the corporate income tax rate from 34% to 21%. The Company's deferred tax assets, liabilities, and valuation allowance have been adjusted to reflect the impact of the new tax law.

On March 25, 2020, the CARES Act was established with implications of corporate tax treatment. The CARES Act provides that NOLs arising in a tax year beginning after December 31, 2018 and before January 1, 2021 can be carried back to each of the five tax years preceding the tax year of such loss. The CARES Act temporarily and retroactively increases the limitation on the deductibility of interest expense under Code Sec. 163(j)(1) from 30% to 50% for the tax years beginning in 2019 and 2020.

The Company's effective income tax rate is lower than what would be expected if the U.S. federal statutory rate (21%) were applied to income before income taxes primarily due to certain expenses being deductible for tax purposes but not for financial reporting purposes. The Company files income tax returns in the U.S. federal jurisdiction and various state jurisdictions. All years are open to examination as of December 31, 2023.

NOTE 8 – EQUITY TRANSACTIONS

As of December 31, 2023, the following describes the various types of the Company's securities:

Common Stock

Voting Rights. Holders of shares of common stock are entitled to one vote per share held of record on all matters to be voted upon by the stockholders. The holders of common stock do not have cumulative voting rights in the election of directors.

Dividend Rights. Holders of shares of our common stock are entitled to ratably receive dividends when and if declared by our board of directors out of funds legally available for that purpose, subject to any statutory or contractual restrictions on the payment of dividends and to any prior rights and preferences that may be applicable to any outstanding preferred stock. Please read "Dividend Policy."

Liquidation Rights. Upon our liquidation, dissolution, distribution of assets or other winding up, the holders of common stock are entitled to receive ratably the assets available for distribution to the stockholders after payment of liabilities and the liquidation preference of any of our outstanding shares of preferred stock.

Other Matters. The shares of common stock have no preemptive or conversion rights and are not subject to further calls or assessment by us. There are no redemption or sinking fund provisions applicable to the common stock. All outstanding shares of our common stock, are fully paid and non-assessable.

Series A Preferred Stock

Our certificate of incorporation authorizes our board of directors, subject to any limitations prescribed by law, without further stockholder approval, to establish and to issue from time to time our Series A Preferred stock, par value $0.0001 per share, covering up to an aggregate of 100,000 shares of Series A Preferred stock. The Series A Preferred stock will cover the number of shares and will have the powers, preferences, rights, qualifications, limitations and restrictions determined by the board of directors, which may include, among others, dividend rights, liquidation preferences, voting rights, conversion rights, preemptive rights and redemption rights. Additionally, the holders of preferred stock will entitled to vote at or receive notice of any meeting of stockholders. As of the date of this filing, no shares of Series A Preferred stock are outstanding. See "Security Ownership of Certain Beneficial Owners and Management" for more detail on the Series A Preferred stockholders.

Voting Rights. The holders of Series A Preferred Stock shall be entitled to vote on an "as-converted" basis for any matters that require voting of the Class A Common Stock.

Dividend Rights. The holders of the Series A Preferred stock are entitled to receive its proportional distribution or accrual of the cash dividend as if the Series A Preferred Stock were converted to Class A Common Stock (plus any Class A Common Stock equivalents that may be entitled to receive a dividend).

Conversion Rights. The holders of the Series A Preferred stock are entitled to convert into common shares, at the holder's discretion, Into Forty Percent (40.0%) of the outstanding amount of Class A Common Stock plus common stock equivalents that are existing at the time of the conversion, at any time and from time to time. No additional consideration is required for the conversion.

Liquidation Rights. Upon our liquidation, dissolution, distribution of assets or other winding up, the holders of the Series A Preferred shares shall be entitled to receive in preference to the holders of the Common Stock a per share amount equal to $1.00 per share.

Anti-Dilution Protections. The Series A Preferred stock shall have full anti-dilution protection until March 1, 2020, such that, when the sum of the shares of the common stock plus the Series A Convertible stock that are held by the Series A Preferred stock holders as of the date of the Articles of Amendment are summed (the sum of which is defined as the "Series A Holdings", and the group defined as the "Series A Holders"), the Series A Holdings held by the Series A Holders shall be convertible into, and/or equal to, no less than Seventy-Two Percent (72.0%) of the fully-diluted common stock outstanding of the company (inclusive of all outstanding "in-the-money" options and warrants). Any amount that is less than Seventy-Two Percent (72.0%) shall be adjusted to Seventy-Two Percent (72.0%) through the immediate issuance of additional common stock to the Series A Holders to cure the deficiency, which shall be issued proportionally to each respective Series A Holder's share in the Series A Holdings at the time of the adjustment. This anti-dilution protection shall include the effect of any security, note, common stock equivalents, or any other derivative instruments or liability issued or outstanding during the anti-dilution period that could potential cause dilution during the anti-dilution period or in the future.

As of February 14, 2019, all Series A Preferred stock has been converted into Common shares of the company.

Series B Preferred Stock

Our certificate of incorporation authorizes our board of directors, subject to any limitations prescribed by law, without further stockholder approval, to establish and to issue from time to time our Series B Preferred stock, par value $0.001 per share, covering up to an aggregate of 20,000,000 shares of Series B Preferred stock. The Series B Preferred stock will cover the number of shares and will have the powers, preferences, rights, qualifications, limitations and restrictions determined by the board of directors, which may include, among others, dividend rights, liquidation preferences, voting rights, conversion rights, preemptive rights and redemption rights. Except as provided by law or in a preferred stock designation, the holders of preferred stock will not be entitled to vote at or receive notice of any meeting of stockholders. As of the date of this filing, no shares of Series B Preferred stock are outstanding. See "Security Ownership of Certain Beneficial Owners and Management" for more detail on the Series B Preferred stock holders.

Voting Rights. The holders of Series B Preferred shares have no voting rights.

Dividend Rights. The holders of the Series B Preferred shall accrue a dividend based on an 8.0% annual percentage rate, compounded quarterly in arrears, for any Series B Preferred stock that is outstanding at the end of such prior quarter.

Conversion Rights. The holders of the Series B Preferred stock are entitled to convert into common shares, at the holder's discretion, at a conversion price of Three Dollars and Sixty Cents ($3.60) per share of common stock, subject to certain price adjustments found in the Series B Preferred stock purchase agreements.

Liquidation Rights. Upon our liquidation, dissolution, distribution of assets or other winding up, the holders of Series B Preferred shares shall have a liquidation preference to the Series A Preferred and Common shares at an amount equal to the holders' investment in the Series B Preferred stock.

Series C Preferred Stock

Our certificate of incorporation authorizes our board of directors, subject to any limitations prescribed by law, without further stockholder approval, to establish and to issue from time to time our Series C Preferred stock, par value $0.0001 per share, covering up to an aggregate of 20,000,000 shares of Series C Preferred stock. The Series C Preferred stock will cover the number of shares and will have the powers, preferences, rights, qualifications, limitations and restrictions determined by the board of directors, which may include, among others, dividend rights, liquidation preferences, voting rights, conversion rights, preemptive rights and redemption rights. Except as provided by law or in a preferred stock designation, the holders of preferred stock will not be entitled to vote at or receive notice of any meeting of stockholders. As of the date of this filing, no shares of Series C Preferred stock are outstanding. See "Security Ownership of Certain Beneficial Owners and Management" for more detail on the Series C Preferred stock holders.

Voting Rights. The holders of Series C Preferred shares are entitled to vote on an "as-converted" basis of one share of Series C Preferred Stock voting one vote of common stock.

Dividend Rights. The holders of the Series C Preferred shall accrue a dividend based on an 10.0% annual percentage rate, compounded annually in arrears, for any Series C Preferred stock that is outstanding at the end of such prior year.

Conversion Rights. The holders of the Series C Preferred stock are entitled to convert into common shares, at the holder's discretion, at a conversion price of Six Dollars ($6.00) per share of common stock, subject to certain price adjustments found in the Series C Preferred stock purchase agreements. Should the company complete an equity offering (including any offering convertible into equity of the Company) of greater than Five Million Dollars ($5,000,000) (the "Underwritten Offering"), then the Series C Preferred stock shall be automatically and without notice convertible into Common Stock of the company concurrently with the subsequent Underwritten Offering at the same per share offering price of the Underwritten Offering. If the Underwritten Offering occurs within twelve months of the issuance of the Series C Preferred stock to the holder, the annual dividend of 10.0% shall become immediately accrued to the balance of the Series C Preferred stock and converted into the Underwritten Offering.

Liquidation Rights. Upon our liquidation, dissolution, distribution of assets or other winding up, the holders of Series C Preferred shares shall have a liquidation preference to the Common shares at an amount equal to $1.00 per share.

As of February 21, 2019, all Series C Preferred stock has been converted into Common shares of the company.

Common Share Transactions

During 2022, the Company issued 549,395 share of Class A Common Stock pursuant to warrant conversions.

During 2022, the Company issued 1,209,643 shares of Class A Common Stock pursuant to debt conversions.

During 2022, the Company issued 20,000 shares of Class A Common Stock pursuant to various consulting arrangements.

During 2022, the Company repurchased 86,410 shares of Class A Common Stock.

During 2023, the Company issued 0 share of Class A Common Stock pursuant to warrant conversions.

During 2022, the Company issued 9,426,094 shares of Class A Common Stock pursuant to debt conversions.

During 2022, the Company issued 49,020 shares of Class A Common Stock pursuant to various consulting arrangements.

Common Stock Option Transactions

A 2016 Stock Incentive Plan (2016 Plan) was approved by the Board during January 2016. The Company may grant up to 6,363,225 shares of Series A Preferred stock under the 2016 Plan. The 2016 Plan is administered by the Board of Directors, which has substantial discretion to determine persons, amounts, time, price, exercise terms, and restrictions of the grants, if any. The options issued under the 2016 Plan vest upon issuance.

A new 2018 Stock Option Plan (2018 Plan) was approved by the Board on July 1, 2018 and amended on July 16, 2020. The Company may grant up to 4,000,000 shares of common stock under the 2018 Plan. The 2018 Plan is administered by the Board of Directors, which has substantial discretion to determine persons, amounts, time, price, vesting schedules, exercise terms, and restrictions of the grants, if any. On September 12, 2018, the Board issued a total of 636,830 options to four employees of the Company under the 2018 Plan. The options have an expiration date of September 10, 2025 and have an exercise price of $1.00 per share. Of the total options issued, 25,000 vested immediately, with the balance of 611,830 options vesting equally over the course of three years, subject to restrictions regarding the employee's continued employment by the Company. On June 18, 2020, the Board issued a total of 750,000 options to 2 employees of the Company under the 2018 Plan. The options have an expiration date of June 17, 2027 and have an exercise price of $2.630. The options vested equally over the course of seven years, subject to restrictions regarding the employee's continued employment by the Company. On July 16, 2020, the Board issued a total of 50,000 options to a director of the Company under the 2018 Plan as amended. The options have an expiration date of March 15, 2021 and vest immediately. On November 23, 2020, the Board issued a total of 302,439 options to 3 employees and 4 directors. The options have an expiration of November 22, 2027 and vest immediately.

During July and September 2022, the Company issued 2,675,000 Employee Stock options under the current plan. The individual option awards vest over a period of 1 to 9 years.

During July and September 2023, the Company issued 3,736,500 Employee Stock options under the current plan. The individual option awards vest over a period of 1 to 9 years.

Warrant Transactions

On June 12, 2019, we entered into an agreement with Golden Properties Ltd., a British Columbia company based in Vancouver, Canada ("Golden Properties") to amend warrants "C-1", "C-2" "C-3", and "C-4" that were originally part of a October 4, 2017 agreement with Golden Properties that involved a series of loans made by Golden Properties to the Company. As a result, the following warrants are issued to Golden Properties:

- Warrant B-4, for the purchase of 3,417,006 shares of common stock at $0.01 per share, as adjusted from time to time, expiring on October 4, 2020, and providing the Company with up to $34,170 in cash proceeds should all the warrants be exercised. There was no change to Warrant B-4 as part of the June 12, 2019 amendment;

- Warrant C-1, for the purchase of 750,000 shares of common stock at $3.55 per share, as adjusted from time to time, expiring on October 4, 2020, and providing the Company with up to $2,662,500 in cash proceeds should all the warrants be exercised;

- Warrant C-2, for the purchase of 750,000 shares of common stock at $4.25 per share, as adjusted from time to time, expiring on October 4, 2020, and providing the Company with up to $2,836,000 in cash proceeds should all the warrants be exercised;

- Warrant C-3, for the purchase of 750,000 shares of common stock at $4.50 per share, as adjusted from time to time, expiring April 4, 2022, and providing the Company with up to $3,375,000 in cash proceeds should all the warrants be exercised; and

- Warrant C-4, for the purchase of 750,000 shares of common stock at $5.00 per share, as adjusted from time to time, expiring April 4, 2022, and providing the Company with up to $3,750,000 in cash proceeds should all the warrants be exercised.

On February 3 2020, we entered into a warrant adjustment agreement with Golden Properties Ltd., a British Columbia company based in Vancouver, Canada ("Golden Properties") to amend warrants "C-1", "C-2" "C-3", and "C-4" that were originally part of a October 4, 2017 agreement with Golden Properties that involved a series of loans made by Golden Properties to the Company. As a result, the following warrants modified for Golden Properties:

- Warrant C-1, for the purchase of 750,000 shares of common stock at $1.05 per share, as adjusted from time to time, expiring on January 31, 2023, and providing the Company with up to $787,500 in cash proceeds should all the warrants be exercised;

- Warrant C-2, for the purchase of 750,000 shares of common stock at $1.05 per share, as adjusted from time to time, expiring on January 31, 2023, and providing the Company with up to $787,500 in cash proceeds should all the warrants be exercised;

- Warrant C-3, for the purchase of 750,000 shares of common stock at $1.05 per share, as adjusted from time to time, expiring January 31, 2023, and providing the Company with up to $787,500 in cash proceeds should all the warrants be exercised; and

- Warrant C-4, for the purchase of 750,000 shares of common stock at $1.05 per share, as adjusted from time to time, expiring January 31, 2023, and providing the Company with up to $787,500 in cash proceeds should all the warrants be exercised.

New Warrant Issuances

On July 28, 2022, the Company issued Common Stock Purchase Warrant "A-12" in conjunction with a IR Services. The warrant provides the option to purchase 60,000 Class A Common Shares at a price of $3.50. The warrants expire on July 28, 2026.

The company uses the black Scholes option pricing model to value its warrants and options. The significant inputs are as follows:

	2023	2022
Expected Dividend Yield	0%	0%
Expected volatility	87.97%	87.97%
Risk-free rate	2.37%	0.98%
Expected life of warrants	.47-9 years	1-9 years

Company Warrants:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Contractual Life in Years	Aggregate Intrinsic Value
Exercisable (Vested) - December 31, 2021	11,126,679	$ 2.66	2.15	$ 834,000
Granted	260,000	2.30	1.85	$ -
Forfeited or Expired	2,881,034	3.25	-	$ -
Exercised	379,395	1.5	-	$ -
Outstanding - December 31, 2022	8,186,250	2.49	2.07	$ -
Exercisable (Vested) - December 31, 2022	8,126,250	2.48	2.06	$ 834,000
Granted	330,000	1.57	1.86	$ 36,750
Forfeited or Expired	3,316,250	1.18	-	$ 1,393,500
Exercised	-	-	-	-
Outstanding - December 31, 2023	5,200,000	$ 3.27	2.44	$ -
Exercisable (Vested) - December 31, 2023	5,075,000	$ 3.30	2.41	$ -

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Company Options:

	Number of Options		Weighted Average Exercise Price	Weighted Average Contractual Life in Years		Aggregate Intrinsic Value
Exercisable (Vested) - December 31, 2021	4,014,270	$	1.6187	5.05	$	298,285
Granted	2,206,000	$	1.6870	2.61	$	3,890
Forfeited or Expired	50,000	$	3.5200	-		-
Exercised	-		-	-		-
Outstanding - December 31, 2022	5,990,270	$	1.6259	5.58	$	302,175
Granted	3,736,500	$	1.4689	3.48	$	550,325
Forfeited or Expired	100,000	$	1.0000	-	$	49,000
Exercised	-		-	-		-
Outstanding - December 31, 2023	9,626,770	$	1.5715	5.39	$	1,035,181
Exercisable (Vested) - December 31, 2023	3,681,245	$	1.6142	4.46	$	402,881

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NOTE 9 – CONTINGENCIES AND COMMITMENTS

In the course of normal operations, the Company is involved in various claims and litigation that management intends to defend. The range of loss, if any, from potential claims cannot be reasonably estimated. However, management believes the ultimate resolution of matters will not have a material adverse impact on the Company's business or financial position.

In the course of normal operations, the Company is involved in various claims and litigation that management intends to defend. The range of loss, if any, from potential claims cannot be reasonably estimated. However, management believes the ultimate resolution of matters will not have a material adverse impact on the Company's business or financial position. These claims include amounts assessed by the Kentucky Energy Cabinet totaling $1,242,000, the Company has accrued $1,393,107 as a payable to the Commonwealth of Kentucky including amounts owed to the Kentucky Energy Cabinet. Claims assessed by the Mine Health Safety Administration amount to $671,300 of which the Company has accrued $351,071 as a payable. During 2019, McCoy and Deane, received notice of intent to place liens for amounts owed on federal excise taxes. The amounts associated with the notices are included in the company's trade payables.

On November 7, 2018, Wyoming County Coal LLC, acquired 5 permits, coal processing and loading facilities, surface ownership, mineral ownership, and coal refuse storage facilities from unrelated entities. Consideration for the acquired assets was the assumption of reclamation bonds totaling $234,240, 1,727,273 shares of common stock of the company, a seller note of $350,000 and a seller note of $250,000. As of the balance sheet date, the West Virginia permit transfers have not yet been approved.

On September 26, 2019, the Company received notice that a certain lease assumption as part of the PCR acquisition was being disputed by the lessor.

Our principal offices are located at 12115 Visionary Way, Fishers, Indiana 46038. We pay $5,726 per month in rent for the office space and the rental lease expires December 2026. On January 1, 2022, the Company entered into an expansion lease for the site. The amended lease has a ten year term and $5,869 per month rate.

We also rent office space from an affiliated entity, LRR, at 11000 Highway 7 South, Kite, Kentucky 41828 and pay $1,702 per month rent and the rental lease expires January 1, 2030.

On August 17, 2021, ReElement entered into a Commercial Land Lease sublease agreement with Land Betterment for nearly 7 acres of land for the purpose of building a commercial grade critical element purification facility. The sublease is for the period of 5 years with a rate of $3,500 a month.

On October 8, 2021, ReElement entered into a Commercial Lease for 6,700 square feet of warehouse space for the purpose of building a commercial grade critical element purification facility. The is for the period of 2 years with a rate of $4,745.83 a month.

On August 17, 2022, American Rare Earth entered into a Commercial Land Lease sublease agreement with Land Betterment for nearly 7 acres of land for the purpose of building a commercial grade critical element purification facility. The sublease is for the period of 5 years with a rate of $3,500 a month.

On October 8, 2022, American Rare Earth entered into a Commercial Lease for 6,700 square feet of warehouse space for the purpose of building a commercial grade critical element purification facility. The is for the period of 2 years with a rate of $4,745.83 a month.

The Company also utilizes various office spaces on-site at its coal mining operations and coal preparation plant locations in eastern Kentucky, with such rental payments covered under any surface lease contracts with any of the surface land owners.

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On August 11, 2023 American Carbon Corp ("ACC") entered into a coal sale agreement with Marco International Corporation. The agreement is for an amount up to $20,000,000 and is based on an advance rate of 70% of the index pricing value of accepted coal and the agreement carries a premium of 3.25% of the index pricing. As of the report date, $2,020,311 has been sold under this agreement.

On August 13, 2023 American Resources Corporation ("American Resources" or the "Company"), received a non-binding letter of interest for the assets of American Carbon Corporation ("American Carbon" or "ACC"), from a non-affiliated party. Total consideration for ACC's assets is approximately $300,000,000 of cash value which consists of: (i) $20,000,000 cash at closing and (2) balance to be paid out as a royalty agreement at a rate of 10% plus a profit split to determined subject to further diligence.

NOTE 10 - SUBSEQUENT EVENTS

On February 5, 2024, American Carbon entered into a Share Purchase Agreement ("Purchase Agreement") with T.R. Mining & Equipment Ltd. ("TR Mining"), to where ACC has purchased 51% of the fully diluted shares outstanding of TR Mining in exchange for approximately 6% of the primary shares outstanding of ACC. The Purchase Agreement was fully executed and closed on February 5, 2024.

On March 4, 2024, members of the American Resources Corporation's ("American Resources" or the "Company") Board of Directors received an unsolicited investment letter ("Shareholder Investment Letter") from a current shareholder and former board member of American Resources Corporation. The letter references the strategic direction of the Company along with to its wholly owned subsidiary, ReElement Technologies Corporation ("ReElement").

The investment letter is currently under review and carries the following details:

- The spinout or sale of American Carbon Corporation
- The spinout of ReElement Technologies Corporation
- The spinout of interest in Novusterra Inc.
- The focus of American Resources Corporation post such events on the critical mineral industry growth.

The ReElement Technologies Corporation Term Sheet is currently under review and carries the following details:

- Pre Money Valuation: $300 million
- Financing Size: Minimum of $7 million up to $50 million
- Structure: Common Stock
- Management Participation: Requirement of members of current management to participate in the round, which is agreeable by certain members

On March 28, 2024, American Resources Corporation's ("American Resources" or the "Company") wholly owned subsidiary, ReElement Technologies Corporation ("ReElement"), closed a Bond Purchase Agreement ("Purchase Agreement") with Hilltop Securities Inc. (the "Underwriter"), Knott County, Kentucky (the "Issuer"), a county and political subdivision organized and existing under the laws of the Commonwealth of Kentucky (the "Commonwealth"), whereby the Underwriter agrees to purchase from the Issuer, and the Issuer agrees to sell and deliver to the Underwriter, all (but not less than all) of the Knott County, Kentucky Industrial Building Revenue Bonds (Solid Waste Project), Series 2024 (the "Bonds"), at the purchase price of $150,000,000 (which is equal to the aggregate principal amount of the Bonds). The Bonds have been authorized pursuant to the laws of the Commonwealth. The proceeds of the sale of the Bonds will be used to develop ReElement's Kentucky Lithium refining facility which is being designed with an initial capacity to produce 15,000 metric ton per annum of battery-grade lithium carbonate and/or lithium hydroxide. The Bonds are being offered and sold only to a limited number of "Qualified Institutional Buyers" within the meaning of Rule 144A of the Securities Act of 1933, as amended (the "1933 Act"), or "Accredited Investors" within the meaning of Regulation D promulgated under the 1933 Act.

EXHIBIT 31.1

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002
Certification of Principal Executive Officer

I, Mark C. Jensen, certify that:

1. I have reviewed this annual report on Form 10-K of American Resources Corporation;

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

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

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in 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.

AMERICAN RESOURCES CORPORATION

Date: April 15, 2024

By: */s/: Mark C. Jensen*
Mark C. Jensen,
Chief Executive Officer
Principal Executive Officer

EXHIBIT 31.2

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002
Certification of Principal Financial Officer and
Principal Accounting Officer

I, Kirk P. Taylor, certify that:

1. I have reviewed this annual report on Form 10-K of American Resources Corporation;

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

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

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in 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.

AMERICAN RESOURCES CORPORATION

Date: April 15, 2024

By: */s/: Kirk P. Taylor*
Kirk P. Taylor,
Chief Financial Officer
Principal Financial Officer
Principal Accounting Officer

EXHIBIT 32.1

Certification of Principal Executive Officer
Pursuant to 18 U.S.C. SECTION 1350

In connection with the Annual Report of American Resources Corporation, (the "Company") on Form 10-K for the year ending December 31, 2023 to be filed with the Securities and Exchange Commission on or about the date hereof (the "Report"), I, Mark C. Jensen, Principal Executive Officer of the Company, certify, to my knowledge, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

(i) the accompanying Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods covered by the Report.

It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934.

AMERICAN RESOURCES CORPORATION

Date: April 15, 2024

By: */s/: Mark C. Jensen*
Mark C. Jensen,
Chief Executive Officer
Principal Executive Officer

EXHIBIT 32.2

Certification of Principal Financial Officer
and Principal Accounting Officer
Pursuant to 18 U.S.C. SECTION 1350

In connection with the Annual Report of American Resources Corporation (the "Company") on Form 10-K for the year ending December 31, 2023 to be filed with the Securities and Exchange Commission on or about the date hereof (the "Report"), I, Kirk P. Taylor, Principal Financial Officer and Principal Accounting Officer of the Company, certify, to my knowledge, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

(i) the accompanying Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods covered by the Report.

It is not intended that this statement be deemed to be filed for purposes of the Securities Exchange Act of 1934.

AMERICAN RESOURCES CORPORATION

Date: April 15, 2024

By: */s/: Kirk P. Taylor*
Kirk P. Taylor,
Chief Financial Officer
Principal Financial Officer
Principal Accounting Officer

Federal Mine Safety and Health Act Information

We work to prevent accidents and occupational illnesses. We have in place health and safety programs that include extensive employee training, safety incentives, drug and alcohol testing and safety audits. The objectives of our health and safety programs are to provide a safe work environment, provide employees with proper training and equipment and implement safety and health rules, policies and programs that foster safety excellence.

Our mining operations are subject to extensive and stringent compliance standards established pursuant to the Federal Mine Safety and Health Act of 1977 (the "Mine Act"). MSHA monitors and rigorously enforces compliance with these standards, and our mining operations are inspected frequently. Citations and orders are issued by MSHA under Section 104 of the Mine Act for violations of the Mine Act or any mandatory health or safety standard, rule, order or regulation promulgated under the Mine Act.

The Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act") requires issuers to include in periodic reports filed with the SEC certain information relating to citations or orders for violations of standards under the Mine Act. We present information below regarding certain mining safety and health violations, orders and citations, issued by MSHA and related assessments and legal actions and mine-related fatalities with respect to our active coal mining operations. In evaluating this information, consideration should be given to factors such as: (i) the number of violations, orders and citations will vary depending on the size of the coal mine, (ii) the number of violations, orders and citations issued will vary from inspector to inspector and mine to mine, and (iii) violations, orders and citations can be contested and appealed, and in that process, are often reduced in severity and amount, and are sometimes dismissed.

The following tables include information required by the Dodd-Frank Act for the twelve months ended December 31, 2023. The mine data retrieval system maintained by MSHA may show information that is different than what is provided herein. Any such difference may be attributed to the need to update that information on MSHA's system and/or other factors.

Mine or Operating Name / MSHA Identification Number	*Section 104(a) S&S Citations*(1)	*Section 104(b) Orders*(2)	*Section 104(d) Citations and Orders*(3)	*Section 110(b)(2) Violations*(4)	*Section 107(a) Orders*(5)	*Total Dollar Value of MSHA Assessments Proposed (in thousands)* (6)
Active Operations						
McCoy Elkhorn Mine #15 / 15-18775	0	0	0	0	0	$ 442.0
McCoy Elkhorn Carnegie Mine / 15-19313	1	0	0	0	0	$ 19.2
McCoy Elkhorn Carnegie 2 Mine / 15-19801	0	0	0	0	0	$ 17.8
McCoy Elkhorn Bevins Branch Preparation Plant / 15-10445	0	0	0	0	0	$ 29.2
Deane Mining Access Mine/ 15-19532	0	0	0	0	0	$ 95.0
Deane Mining Mill Creek Preparation Plant / 15-16577	0	0	0	0	0	$ 0.0
Deane Mining Razorblade / 15-19829	0	0	0	0	0	$ 0.0
Perry County Resources / E4-2 15-19015	7	5	0	0	0	$ 157.5
Perry County Resources Davidson Preparation Plant / 15-05485	2	0	0	0	0	$ 26.8
Knott County Coal Wayland / 15-19402	0	0	0	0	0	$ 0
Wyoming County Loadout / 46-05893	0	0	0	0	0	$ 0.0

Mine or Operating Name / MSHA Identification Number	*Total Number of Mining Related Fatalities*	*Received Notice of Pattern of Violations Under Section 104(e) (yes/no)*(7)	*Legal Actions Pending as of Last Day of Period*	*Legal Actions Initiated During Period*	*Legal Actions Resolved During Period*
Active Operations					
McCoy Elkhorn Mine #15 / 15-18775	0	No	0	0	0
McCoy Elkhorn Carnegie Mine / 15-19313	0	No	0	0	0
McCoy Elkhorn Carnegie 2 Mine / 15-19801	0	No	0	0	0
McCoy Elkhorn Bevins Branch Preparation Plant / 15-10445	0	No	0	0	0
Deane Mining Access Mine / 15-19532	0	No	0	0	0
Deane Mining Mill Creek Preparation Plant / 15-16577	0	No	0	0	0
Deane Mining Razorblade / 15-19829	0	No	0	0	0
Perry County Resources E4-2 / 15-19402	0	No	0	0	0
Perry County Resources Davidson Preparation Plant / 15-05485	0	No	0	0	0
Knott County Coal Wayland / 15-19402	0	No	0	0	0
Wyoming County Loadout / 46-05893					

The number of legal actions pending before the Federal Mine Safety and Health Review Commission as of December 31, 2023 that fall into each of the following categories is as follows:

Mine or Operating Name / MSHA Identification Number	*Contests of*	*Contests of*	*Complaints for*	*Complaints of Discharge /*	*Applications*	*Appeals of*

	Citations and Orders	Proposed Penalties	Compensation	Discrimination / Interference	for Temporary Relief	Judge's Ruling
Active Operations						
McCoy Elkhorn Mine #15 / 15-18775	0	0	0	0	0	0
McCoy Elkhorn Carnegie Mine / 15-19313	4	0	0	0	0	0
McCoy Elkhorn Carnegie 2 Mine / 15-19801	0	0	0	0	0	0
McCoy Elkhorn Bevins Branch Preparation Plant / 15-10445	0	0	0	0	0	0
Deane Mining Access Mine / 15-19532	0	0	0	0	0	0
Deane Mining Mill Creek Preparation Plant / 15-16577	0	0	0	0	0	0
Deane Mining Razorblade / 15-19829	0	0	0	0	0	0
Perry County Resources E4-2/ 15-19402	0	0	0	0	0	0
Perry County Resources Davidson Preparation Plant / 15-05485	6	0	0	0	0	0
Knott County Coal Wayland / 15-19402	0	0	0	0	0	0
Wyoming County Loadout / 46-05893	0	0	0	0	0	0

(1) Mine Act section 104(a) S&S citations shown above are for alleged violations of mandatory health or safety standards that could significantly and substantially contribute to a coal mine health and safety hazard. It should be noted that, for purposes of this table, S&S citations that are included in another column, such as Section 104(d) citations, are not also included as Section 104(a) S&S citations in this column.

(2) Mine Act section 104(b) orders are for alleged failures to totally abate a citation within the time period specified in the citation.

(3) Mine Act section 104(d) citations and orders are for an alleged unwarrantable failure (i.e., aggravated conduct constituting more than ordinary negligence) to comply with mandatory health or safety standards.

(4) Mine Act section 110(b)(2) violations are for an alleged "flagrant" failure (i.e., reckless or repeated) to make reasonable efforts to eliminate a known violation of a mandatory safety or health standard that substantially and proximately caused, or reasonably could have been expected to cause, death or serious bodily injury.

(5) Mine Act section 107(a) orders are for alleged conditions or practices which could reasonably be expected to cause death or serious physical harm before such condition or practice can be abated and result in orders of immediate withdrawal from the area of the mine affected by the condition.

(6) Amounts shown include assessments proposed by MSHA during the twelve months ended December 31, 2023 on all citations and orders, including those citations and orders that are not required to be included within the above chart. This number may differ from actual assessments paid to MSHA as the Company may contest any proposed penalty.

(7) Mine Act section 104(e) written notices are for an alleged pattern of violations of mandatory health or safety standards that could significantly and substantially contribute to a coal mine safety or health hazard.