SEAFARER EXPLORATION CORP

FORM 10-K
(Annual Report)

Filed 03/26/24 for the Period Ending 12/31/23

Address	14497 N. DALE MABRY HIGHWAY SUITE 209N TAMPA, FL, 33618
Telephone	813-448-3577
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Symbol	SFRX
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Industry	Business Support Services
Sector	Industrials
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For year ended December 31, 2023

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

Commission File Number 000-29461

SEAFARER EXPLORATION CORP.
(Exact name of registrant as specified in its charter)

Florida	**90-0473054**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

14497 N. Dale Mabry Highway, Suite 209-N, Tampa, Florida 33618
(Address of principal executive offices) (Zip code)

(813) 448-3577
Registrant's telephone number

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, par value $0.0001 per share

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 if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☐

Indicate by check 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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. ☐

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

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

Large accelerated filer	☐	Accelerated filer	☐

Non-accelerated Filer	☐	Smaller reporting company	☒
		Emerging growth company	☐

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

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

The aggregate market value of the voting common equity held by non-affiliates of the registrant was approximately $24,064,574 as of the last business day of the registrant's most recently completed second fiscal quarter, based upon the closing sale price on the OTC:BB reported for such date. Shares of common stock held by each officer and director, and by each person who owns 10% or more of the outstanding common stock, have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of March 26, 2024 the Registrant had 8,491,638,962 outstanding shares of its common stock, $0.0001 par value.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS AND ASSOCIATED RISKS

Statements in this Form 10-K under "Item 1. Business", "Item 2. Properties", "Item 3. Legal Proceedings", "Item 7. Management's Discussions and Analysis of Financial Condition and Results of Operations" and elsewhere constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Seafarer Exploration Corp., a company organized under the laws of Florida, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following: our ability to continue as a going concern; general economic and business conditions; competition; success of operating initiatives; our ability to raise capital and the terms thereof; changes in business strategy or development plans; future revenues; the continuity, experience and quality of our management; changes in or failure to comply with government regulations or the lack of government authorization to continue our projects; and other factors referenced in the Form 10-K.

The use in this Form 10-K of such words as "believes", "plans", "anticipates", "expects", "intends" and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. The success of the Company is dependent on our efforts and many other factors including, primarily, our ability to raise additional capital.

We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Such forward-looking statements are based on the beliefs and estimates of our management, as well as on assumptions based on information currently available to us at the time such statements were made. Forward looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward looking statements, including, without limitation, the failure to successfully locate cargo and artifacts from historic shipwreck sites and a number of other risks and uncertainties. Actual results could differ materially from those projected in the forward-looking statements, either as a result of the matters set forth or incorporated in this Report or as a result of certain economic and business factors, some of which may be beyond our control.

We disclaim any obligation to subsequently revise any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

As used in this Form 10-K, the terms "we," "us," "our," "Seafarer," and the "Company" mean Seafarer Exploration Corp. unless otherwise indicated.

PART I

Item 1. Business.

Summary

Seafarer Exploration Corp. ("the Company" or "Seafarer"), a Florida Corporation, was incorporated on May 28, 2003. The Company formerly operated under the name Organetix, Inc. ("Organetix"). The Company's principal business plan is to develop the infrastructure to engage in rescue archaeology, archaeologically-sensitive exploration and research, recovery and conservation of historic shipwrecks and to eventually monetize the recovery of artifacts. The business plan includes in-depth archival research and translation of historical documents from archives and repositories from around the world. The plan also includes the development of various new technologies, including the flagship SeaSearcher technology, which will improve efficiencies of both time and accuracy, as well as create a smaller operational footprint.

The exploration and recovery of historic shipwrecks is by nature very speculative, and there is a high degree of risk inherent in this type of business venture. The exploration and recovery of historic shipwrecks involves a multi-year, multi-stage process that may take very long periods of time, several years to decades, and/or be prohibitively expensive to locate and successfully recover valuable artifacts, if any are ever located at all, from historic shipwreck sites. It is for those reasons that Seafarer and others feel it is mandatory to develop new advanced technologies that can be utilized to more efficiently conduct exploration and recovery operations.

The Company is also actively researching, exploring and testing new technology to help more accurately understand current and future historic shipwreck sites in an unobtrusive manner. Up to the date of this filing, all tests of new and unproven technology and methods have failed with the exception of the Company's proprietary SeaSearcher device which is still in development. Additional scientists have been hired as consultants to assist in these endeavors. The ongoing cost of SeaSearcher development is substantial and is an additional and significant financial hurdle for the Company. Seafarer believes the advancement of this technology is important for the advancement of the field of archaeology.

The Company regularly reviews opportunities to perform exploration and recovery operations at purported historic shipwreck sites; however, the Company does not have specific plans to perform exploration and recovery operations at other shipwreck sites at the present time. The Company is actively reviewing other potential historic shipwreck sites for possible exploration and recovery. Should the Company decide that it will pursue exploration and recovery activities at other potential shipwreck sites it may be necessary to obtain permits as well as environmental permits. Some potential shipwreck sites are outside of State waters which will be very advantageous to Seafarer since state permitting agencies will not be able to continuously hamper or slow Seafarer's operations, as demonstrated in the past.

There are a number of other significant challenges and risks regarding this type of business venture that make it a perilous business venture with the potential that the Company could fail. If the Company were to cease its operations, it is likely that there would be complete loss of all capital invested in and/or borrowed by the Company to date.

Limited Revenue and Significant Operating Losses

The Company expects to continue to incur significant operating losses and to generate negative cash flows from operating activities while developing the necessary infrastructure and technology for the exploration of historic shipwreck sites.

The Company's ability to eliminate operating losses and to generate positive cash flow from operations in the future will depend upon a variety of factors, many of which it is unable to control. Based on our historical rate of expenditures, the Company expects to expend its available cash in three months or less from March 26, 2024. If the Company is unable to implement its business plan successfully, it may not be able to eliminate operating losses, generate positive cash flow, or achieve or sustain profitability, which would materially and adversely affect its business, operations, and financial results, as well as its ability to make payments on its debt obligations, and the Company may be forced to cease its operations. If the Company is not able to continue to raise capital, then it will be forced to cease its operations, which would likely result in both the complete loss of all capital invested in and loans provided to the Company.

The Company's Auditor has Substantial Doubts as to the Company's Ability to Continue as a Going Concern.

The Company has not generated any meaningful revenue since inception. Our future is dependent upon our ability to obtain financing to continue our exploration activities. We may seek additional funds through private placements of our common stock. For the past several years the Company's auditors have issued an opinion that substantial doubt exists as to whether the Company can continue as a going concern, making it more challenging for the Company to obtain financing from investors. If the Company becomes unable to obtain financing, then it is very likely that it will be forced to cease operations and all capital invested in or loaned to the Company will be lost. Our consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event we cannot continue in existence.

Companies such as Seafarer that do not generate significant cash flow to cover expenses must rely on outside financing, which carries a very high degree of risk due to the fact that it may become extremely challenging or impossible to obtain such outside financing. We cannot guarantee we will be successful in generating revenue in the future or be successful in raising funds through the sale of shares to pay for the Company's business plan and expenditures. During the years ended December 31, 2023 and 2022, we did not generate any significant revenues from continuing operations. Failure to generate revenue or to raise funds could cause us to go out of business, which would result in the complete loss of all investors' capital in the Company.

General

It has been estimated by the United Nations Educational, Scientific and Cultural Organization ("UNESCO") that there are over three million undiscovered shipwrecks around the world and some of these shipwrecks were lost with verifiable cargoes that contained valuable materials, including artifacts and treasure. However, many of these shipwrecks may have very little archaeological or historical value, and furthermore, a high percentage of these shipwrecks would not have been carrying valuable cargo including artifacts or treasure.

The Company's principal business plan is to develop the infrastructure and technology to engage in the rescue archaeology-sensitive exploration, recovery and conservation of historic shipwrecks and develop new technologies to vastly improve archaeology. Once artifacts have been properly conserved, they will be made available for scientific research and allowed to be displayed for the public.

The Company believes it may eventually be conducting archaeological research and rescue archaeology around the world and potentially supporting governmental or quasi-governmental organizations, universities and affiliated research groups and private research entities in the documentation and survey of historic shipwrecks based on their discretion. The business plan also includes in-depth archival research and translation of historical documents from various international archives and repositories. These translations of archival research will be made available to the country of origin, the State of Florida, university researchers, and other responsible academic parties upon reasonable request. The Company works with archaeologists to attempt to further ensure all sensitive archaeological guidelines are met or exceeded.

The Company has investigated various technologies and non-scientific equipment to help better explore or document historic shipwreck sites. To the present date, none of these technologies have been proven to have any efficacy with the exception of the SeaSearcher. The SeaSearcher has however experienced technical issues during the development phase that have caused operational delays that are expensive both in terms of repairs and down time. The Company, along with its development partner, is attempting to develop a hand held metal discriminator for precision location of ferrous and nonferrous metals based on the SeaSearcher technology, as well as other technologies to improve operating efficiencies. The Company will continue to experiment with unproven technologies and will actively work with third parties, consultants and scientists to develop its own proprietary technology which will result in extra expenses to the Company. These development expenses will continue indefinitely.

The exploration and recovery of historic shipwrecks involves a multi-year, multi-stage process. It may take many years and/or be prohibitively expensive to locate, if any are ever located at all, and recover valuable artifacts from historic shipwrecks. Locating and recovering valuable artifacts is very challenging, expensive, and rare which is why the Company is developing the SeaSearcher at significant expense. If the Company is not able to locate artifacts or treasure with significant value, then there is a high probability that the Company will face adverse consequences which would likely result in the loss of both all capital invested in or loaned to the Company.

There are a number of significant issues and challenges including, but not limited to, government regulation and/or the Company's inability to secure permits and contracts, lack of financing, lack of revenue and cash flow and continued losses from operations that make the exploration and recovery of historic shipwrecks a speculative business venture. There is also significant expense involved in research and ongoing educational programs. Research expenses may involve paying scientists for translations, and research dues and fees for various historical entities such as archives, travel and accommodations, and research materials, as well as developmental expenses for the SeaSearcher and the continued expense of teaching our divers archaeology.

Furthermore, underwater recovery operations are inherently difficult and dangerous and may be delayed or suspended by weather, sea conditions or other natural hazards. In addition, even though sea conditions in a particular search location may be somewhat predictable, the possibility exists that unexpected conditions may occur, and already have occurred, that adversely affect the Company's operations. It is also possible that natural hazards may prevent or significantly delay search and recovery operations.

In addition to natural hazards there may be constant repair and maintenance issues with historic shipwreck exploration and recovery vessels. The Company's past primary exploration vessel was an older vessel that was originally used in other capacities and has been converted for use in historic shipwreck exploration and recovery operations. The repairs, maintenance and upkeep of vessels, is time consuming and can be very expensive and there may be significant periods of vessel down time that results from needed repairs being made or a lack of current financing to make repairs to the vessel.

Even if the Company is able to obtain permits for historic shipwreck projects, there is a possibility that the shipwrecks may have already been salvaged, may not be located, or may not have had anything valuable on board at the time that they sank. The potential advantage of the newly developed technology is designed to potentially eliminate or reduce these risks. It is the Company's intent to find shipwrecks where available research suggests there were not any previous recovery efforts or past recovery efforts failed or were not completed. In the event that valuable artifacts are located and recovered, it is possible that the cost of recovery will exceed the value of the artifacts recovered. It is also possible that other entities, including both private parties and governmental entities, will assert conflicting claims and challenge the Company's rights to the recovered artifacts.

Moreover, there is the possibility that should the Company be successful in locating and recovering artifacts that have significant archeological and/or monetary value, that a country whose ship was salvaged may attempt to claim ownership of the artifacts by pursuing litigation. In the event that the Company is able to make a valid claim to artifacts or other items at a shipwreck site, there is a risk of theft of such items at sea, both before or after the recovery or while the artifacts are in transit to a safe destination, as well as when stored in a secured location. Such thefts may not be adequately covered by insurance. Based on a number of these and other potential issues the Company could spend a great deal of time and invest a large sum in a specific shipwreck project and receive very little or no salvage claim or revenue for its work. The Company does have plans for security at sea, however it may never implement such plans.

There is currently a limited trading market for our securities. We cannot assure when and if an active-trading market in our shares will be established, or whether any such market will be sustained or sufficiently liquid to enable holders of shares of our common stock to liquidate their investment in our company. The ability to deposit restricted shares has also become increasingly more difficult over the past several years. Some clearing firms who used to clear low priced securities for multiple brokerage firms have closed or been acquired, resulting in fewer brokerage firms that are willing or able to accept lower priced securities for deposit. Unless an investor has a large and well-established relationship with a brokerage firm, it may be very challenging and potentially expensive to deposit lower priced securities. An investor should consider consulting with professional financial advisers before making an investment in our securities. Furthermore, the sale of unregistered and restricted securities by current shareholders, including shares issued to consultants and shares issued to settle convertible promissory notes and to settle debt, may cause a significant drop in the market prices of the Company's securities. Also, because the Company primarily finances the operations with the sale of securities, an increase to the authorized shares may need to be done from time to time.

Accordingly, an investment in Seafarer's securities is highly speculative and extremely risky and should only be considered by those investors and lenders who do not require liquidity and who can afford to suffer a total loss of their investment. An investor should consult with professional advisers before making an investment in our securities.

Competition

There are a number of competing entities who are engaged in various aspects of the exploration and salvage of historic shipwrecks, and in the future other competitors may emerge. Some of these companies are publicly traded companies and there are a number of small private companies, as well as some loosely affiliated groups and individuals, who claim to be in this business as well. Some of these entities may be better capitalized and may have greater resources to devote to the pursuit of locating and salvaging historic shipwrecks. A few of these competing entities may also have significantly more experience than the Company in the exploration and recovery of historic shipwrecks. The Company could be at a material competitive disadvantage as compared to competing entities that are better capitalized, have more resources and/or who possess greater experience in the business. The Company will, and has, actively considered working with other entities in this industry sector.

Lack of Revenues and Cash Flow/Significant Losses from Operations

The exploration and recovery of historic shipwrecks requires a multi-year, multi-stage process and it may be many years before any revenue is generated from exploration and recovery activities, if ever. Without significant revenues and cash flow the Company does not have reliable cash flow to pay its expenses. The Company relies on outside financing in the form of equity and debt and it is possible that the Company may not be able to obtain outside financing in the future. If the Company is not able to obtain financing, then it would more than likely be forced to cease operations and all capital invested in the Company or borrowed by the Company will be lost. If the Company is unable to secure additional financing or meaningful revenues, our business may fail and our stock price may be adversely affected, which could result in a total loss of investment capital. The raising of additional financing will, as it has over the last several years, result in dilution of the Company's current shareholders or a significant decrease in the value of the Company's securities.

In addition, the expenses associated with operating a small publicly traded company engaged in the historic shipwreck recovery business are exorbitantly high. The cost of operations may include the cost of buying or leasing vessels, regular vessel maintenance and upkeep, ongoing vessel repairs due to wear and tear and damage by natural or human causes, docking fees, fuel, upgrades, equipment costs, personnel costs, insurance, registration costs, permitting, temporary lodging and provisions for divers and other personnel. In addition to the operating expenses, a publicly traded company also incurs the significant recurring costs of maintaining publicly traded status, which include, but are not limited to administrative, accounting, audit, executive, legal, including legal expenses required in responding to comments from permitting agencies, shutdowns, and administrative appeals.

The additional delays to the Company's operational goals and objectives as a result of being prohibited by a state permitting agency from utilizing ground disturbing work for periods of time have been harmful as the Company must still cover overhead and fixed expenses while some activities are temporarily on hiatus. These combined expenses are particularly burdensome for a smaller public company. The recurring expenses associated with being a publicly traded company focused on the exploration and recovery of historic shipwrecks may cause the Company to be at a significant competitive disadvantage when compared to some of its competitors who are private companies or other public companies.

Due to these and other factors, the Company may not be able to continue as a going concern. If the Company is not able to continue as a going concern, it is highly likely that all capital invested in the Company or borrowed by the Company will be lost. As discussed in Note 2 – Going Concern to our consolidated financial statements for the years ended December 31, 2023 and 2022, we have experienced operating losses in every year since our inception resulting in an accumulated deficit. Based on our financial results as of December 31, 2023, there are substantial doubts about the Company's ability to continue as a going concern. If the Company is not able to continue as a going concern, it is likely that all capital invested in the Company or borrowed by the Company will be lost.

The Company has experienced a net loss in every fiscal year since inception. The Company's net losses were $3,180,646 for the year ended December 31, 2023 and $2,616,601 for the year ended December 31, 2022. The Company believes that it will continue to generate losses from its operations for the foreseeable future and the Company may not be able to generate a profit in the long-term, or ever.

Governmental Regulation

There are very strict international, federal and state laws that govern the exploration and recovery of historic shipwrecks. While the Company has been able to obtain some permits, there is no guarantee that the Company will be able to secure future permits or enter into agreements with government agencies in order to explore and salvage historic shipwrecks. Seafarer believes they are the only company to be issued a full recovery permit by FBAR since 1986, other than one entity with an Admiralty Claim. This demonstrates the difficulty of obtaining a recovery permit from FBAR. There is a risk that government entities may enact legislation that is so strict that any recovery of artifacts and cargo from historic shipwrecks will be nearly impossible. Additionally, permits and agreements with governmental agencies to conduct historic shipwreck exploration and recovery operations are expensive, in terms of both direct costs and ongoing compliance costs. It is also possible that the Company will not be successful in obtaining title or permission to excavate certain wrecks, even if the law allows it. It is possible that permits that are sought for potential future international projects may never be issued, and if issued, may not be legal or honored by the entities that issued them. For the above reasons, the Company has extended its research into shipwrecks outside of State waters.

The laws and regulations regarding the exploration and recovery of historic shipwrecks in waters controlled by the State of Florida are complex. A large amount of time and expense is required to comply with the existing laws and regulations. For example, the State of Florida has, in the past, proposed new rules and regulations regarding the exploration and recovery of shipwrecks in Florida waters. The Company believes any new rules and regulations that are implemented into law would likely increase the cost of compliance and potentially force the Company to cease its operations in Florida. It is possible that the State of Florida may enact additional laws that ultimately make it impossible to conduct business as a commercial shipwreck exploration and recovery firm. It may also be possible that the State of Florida attempts to enact legislation which altogether bans the commercial exploration and recovery of historic shipwrecks in State controlled waters.

There is a possibility that new governmental regulations could be enacted at any time at the international, federal or state level that would make it impossible for the Company to continue to attempt to locate and salvage historic shipwrecks. Governmental regulation at all levels may substantially increase the costs and expenses incurred by the Company to obtain permits and agreements and comply with the regulations and represent a significant risk to the Company and all companies engaged in the commercial exploration and recovery of historical shipwrecks. This again reflects the need of the Company to continue exploration outside of State waters.

Furthermore, governmental agencies may require various types of permits to explore shipwreck sites, and the permitting process is often lengthy and complex. Obtaining permits and entering into agreements with governmental and quasi-governmental agencies to conduct historic shipwreck exploration and recovery operations is generally a very complicated, time consuming, and expensive process. Moreover, the process of entering into agreements and/or obtaining permits may be subject to lengthy delays, and in some cases in excess of a year. Some governmental agencies may refuse to issue permits to the Company for recovery of artifacts or intentionally delay the permitting process utilizing administrative requirements as a tactic to hamper and delay the process.

The reasons for a lengthy permitting process and delays of existing permits may be due to a number of potential factors including but not limited to requests by permitting agencies for additional information, forcing the Company to perform tasks that are not required by law or regulation, addressing only one subject matter at a time instead of parallel actions and delaying the permitting process, submitted applications that need to be revised or updated, newly discovered information that needs to be added to an application or agreement, requests for core sampling, requests for carbon dating, changes to either the agreement or permit terms or revisions to other information contained in the permit, excessive administrative time lags at permitting agencies, overly aggressive interpretation of statutes by permitting authorities to attempt to hamper private entities engaged in the exploration and recovery of historic shipwrecks and related archaeological materials, etc. The length of time it takes to obtain permits or enter into agreements, and the administrative time lag by permitting agencies with regards to permitting issues may result in the Company having to expend significant resources while waiting to perform exploration and recovery work with little or no visibility as to the timing of resolving such permitting issues.

There are also strict environmental regulations associated with the exploration and recovery of historical shipwrecks. In order to explore and recover shipwreck materials that are located in state regulated waters, the Company must obtain permission from both federal and state environmental agencies in order to conduct operations. There is always the possibility that the Company could be denied access to a historic shipwreck site based on federal or state environmental concerns.

Business Continuity Plan

Seafarer Exploration Corp. established a Business Continuity Group ("BCG") consisting of members of our Board of Directors, our CEO, and key advisors to monitor current events as they relate to our business and to be prepared to respond to any potential threats or issues in order to protect the Company. Seafarer's BCG periodically reviews developments concerning how the Company would respond to events that significantly disrupt the economy and its business.

As a part of its business continuity plan, Seafarer maintains a back office for some of its corporate records and information at the residence of our CEO. Our CEO has agreed to allow his residence to be used as temporary office space, if the need arises, at no charge to the Company.

Litigation

The Company has been engaged in various litigations in the past (please see Item 3. Legal Proceedings below). In the future the Company could be subject to litigations, although none are known or expected at this time. Potential future litigations could materially affect our ability to operate our business, which would negatively impact our results of operations and financial condition.

Historic Shipwreck Exploration and Recovery in Florida

The Company operates year-round, with some years having better diving in the winter and some years in the summer. Good weather conditions may allow operations to extend into the fall and winter months at certain historic shipwreck sites. Inclement weather and hazardous ocean conditions may hamper year round historical shipwreck exploration and recovery efforts when the Company is operating in waters off of the coast of Florida and significantly limit the amount of days that the Company is able to conduct operations.

Other factors that may hinder the Company's ability to conduct year round operations include a lack of financing, the expiration of permits and agreements or the need to renew or enter into permits and agreements with various governmental or quasi-governmental agencies, and delays by state permitting agencies.

Juno Beach

The Company has previously performed some exploration and recovery operations at what it believes to be a shipwreck site located off of the coast of Florida in northern Palm Beach County, more specifically in an area known as "Juno Beach" (the "Juno Beach Shipwreck"). The Company had previously obtained a recovery permit from the State of Florida for the Juno Beach site. The recovery permit expired in April of 2014. In March of 2015, Seafarer was awarded full rights to the Juno site pursuant to a court order, erasing all rights of the Company's previous partner with regards to the site. The Juno site was arrested permanently to Seafarer by the U.S. Marshal's offices in July of 2017 and in November 2017 the Company was granted final judgment on its federal admiralty claim for the Juno Beach shipwreck site (See Item 3 below).

From November 2017 until July 2021, the FBAR had requested that Seafarer submit new recovery permit applications on three separate occasions. Two of the recovery applications were denied for reasons Seafarer found objectionable. After submitting the third recovery application, the FBAR correctly determined that they did not have the authority to issue the recovery permit all along because the site was awarded exclusively to Seafarer by way of an Admiralty Claim. The Admiralty Claim was originally provided to FBAR in November 2017. However, FBAR delayed Seafarer's operations from continuing in Juno Beach until July 2021, a period of approximately three years and eight months.

The Company believes it is possible the Juno Beach Shipwreck site may potentially contain remnants of a sunken 1500s era ship; however, the Company does not have definitive evidence of the ship's country of origin. Due to the fact that the Company does not currently have sufficient data to positively identify the potential Juno Beach shipwreck, or its country of origin, it is not possible to determine with any degree of certainty whether or not the ship was originally carrying cargo of any significant value.

With data from the Master Site Plan from entries by a Florida state archaeologist from 1988 who has since retired, which the Company believes may have been intentionally withheld from it for several years, Seafarer believes that it is possible that a 1500s era shipwreck may be located within the Company's Admiralty Claim at Juno Beach, although it is very possible that if the shipwreck is located it does not contain anything of value. The Company has determined that a large portion of the magnetometer survey of the Juno Beach Shipwreck site that was originally provided to the Company by a past partner on the site was intentionally deleted. Shipwreck material and remnants including pottery, cannon balls, musket balls, ballast stones, nails, spikes, wood and scattered pieces of a sunken ship have all been found in the deleted area of a magnetometer survey.

The Company will attempt to complete a SeaSearcher survey of the entire deleted area when certain conditions are met. While non-ferrous targets have been identified by the SeaSearcher, none of these targets have been exhumed yet. There is also a strong possibility that there are no artifacts of significant value located at the Juno Beach shipwreck site. Even if there are valuable artifacts and/or treasure located at the site, recovering them may be difficult due to a variety of challenges that include, but are not limited to; inclement weather, hazardous ocean conditions, sand and significant overburden that cover large areas of the site, strong multiple layer currents, etc.

Melbourne Beach

There is a purported historic shipwreck site located in the waters off of Melbourne Beach, Florida that the Company has been investigating. In February 2013, the Company signed an agreement with a third party who previously explored this site for the right to investigate the site. In March of 2014, Seafarer entered into a partnership and ownership with Marine Archaeology Partners, LLC ("MAP"), with the formation of Seafarer's Quest, LLC ("SQ"). SQ was formed in the State of Florida for the purpose of permitting, exploration and recovery of artifacts from a designated area on the east coast of Florida. Such site area is from a defined, contracted area by a separate entity, which a portion of such site is designated from a previous contract holding through the State of Florida. Under such agreement, Seafarer is responsible for costs of permitting, exploration and recovery, and is entitled to 60% of such artifact recovery. Seafarer has 50% ownership and is the designated management of SQ. In November of 2019, the Company and MAP agreed to modify the partnership agreement so that the Company receives 80% and MAP receives 20% of any artifacts that are recovered after the state of Florida receives its anticipated 20% under any potential future recovery permits, which none such recovery permits have been applied for or issued as of the date of this filing.

In July of 2014, SQ received a 1A-31 Exploration Permit with a Dig and Identify modification, which gives us written authority to excavate and identify artifacts (the "Permit") from the Florida Division of Historical Resources for an area identified as Area 2 off of Melbourne Beach, Florida. The Permit was active for three years from the date of issuance. Seafarer on behalf of SQ, has been primarily focusing its operations on this site when the weather permits. The Company has utilized additional owned and rented vessels in order to perform search and identify operations at this site. Inclement weather and difficult sea conditions have hampered the Company's ability to perform exploration operations at this site to date, including the previously discussed delays involving FBAR. An archeologist with the technical skills, knowledge, and experience from around the world was hired to help ensure the integrity of the work. The Company has applied for permits from the State of Florida for two additional areas that were formerly permitted solely by an affiliate of MAP. The Permit for one of the additional areas was given to the Company on July 6, 2016 and identified as Area 1. The permits for Areas 1 and 2 were renewed in 2019 for an additional three years. It will be necessary to be granted a recovery permit in order to recover any artifacts and treasure that are located on the site. On October 7, 2020, the Company received a new permit from the Florida Department of Environmental Protection (the "FDEP") for Areas 1 and 2 at the behest of the FBAR. The FDEP permit is valid for 5 years. A permit transfer was completed, transferring a U.S. Army Corps of Engineers permit for Areas 1 and 2 from MAP to SQ. This transfer was done at the behest of the FBAR and the permit is valid until 2025.

Per Florida Statutes, Seafarer made a timely request for renewal of the 2019 permit for Areas 1 and 2 on July 29, 2021. In January of 2022, Seafarer received notification from the Florida Division of Historical Resources ("FDHR") that its permits for Areas 1 and 2, which expired on January 19, 2022, has been continued indefinitely while the renewal request was being processed. The existing permits will continue until the renewals are finalized or rejected.

Certain Agreements

Agreement to Explore a Shipwreck Site Located off of Melbourne Beach, Florida

In March of 2014, Seafarer entered into a partnership and ownership with MAP with the formation of SQ. SQ was formed in the State of Florida for the purpose of permitting, exploration and recovery of artifacts from a designated area on the east coast of Florida. Such site area is from a defined, contracted area by a separate entity, which a portion of such site is designated from a previous contracted holding through the State of Florida. Under such agreement, Seafarer is responsible for costs of permitting, exploration and recovery, and is entitled to 80% of such artifact recovery after the state of Florida has taken their 20% under any future recovery permits. Seafarer has a 50% ownership, with designated management of the SQ coming from Seafarer. As of December 31, 2023, the partnership has had no operations. Seafarer is responsible for managing the site on behalf of SQ.

Florida Division of Historical Resources Agreements/Permits

The Company currently has two separately permitted Melbourne Beach area sites, called Area 1 and Area 2, that it is exploring. The Area 1 permit was renewed on March 1, 2019 for a period of three years. The Area 2 permit was renewed on January 14, 2019 for a period of three years. The Company submitted a permit renewal application for Area 2 on July 29, 2021 that the State of Florida has yet to act upon. The State of Florida has granted the Area 1 and Area 2 permit an extension until the State of Florida acts upon the submitted renewal application.

Item 1A. Risk Factors.

Not required for smaller reporting companies.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

Corporate Office

The Company leases 823 square feet of office space located at 14497 North Dale Mabry Highway, Suite 209-N, Tampa, Florida 33618.

Operations/Dive House

The Company also has an operating lease for a house located in Palm Bay, Florida that it leases on a month-to-month basis. The Company uses the house to store equipment and gear and to provide temporary work-related living quarters for its divers, personnel, consultants and independent contractors involved in its exploration and recovery operations. The Company also pays a rental fee for a space in a park on an as needed basis.

Item 3. Legal Proceedings.

On September 3, 2014, the Company filed a lawsuit against Darrel Volentine, of California. Mr. Volentine was sued in two counts of libel per se under Florida law, as well as a count for injunction against the Defendant to exclude and prohibit internet postings. Such lawsuit was filed in the Circuit Court in Hillsborough County, Florida. Such suit is based upon internet postings on www.investorshub.com. On or about October 15, 2015, the Company and Volentine entered into a stipulation whereby Volentine admitted to his tortious conduct, however the stipulated damages agreed to were rejected by the Court, and the Company is proceeding to trial on damages against Volentine in a non-jury trial on December 1, 2015. The Defendant is the subject of a contempt of court motion which was heard on April 7, 2016, whereby the Court found a violation and modified the injunction against the Defendant, and imposed other matters of potential penalties against the Defendant. The Court also awarded attorney's fees against the Defendant on behalf of Seafarer for such motion. The Defendant subsequently attempted to have such ruling, evidence and testimony attacked through a motion heard before the Court on October 24, 2016. The Court dismissed the Defendant's motion after presentation of the Defendant's case at the hearing. The Plaintiff has set the matter for entry of the attorney's fees amount due from the Defendant for hearing in December 2016. As well the Plaintiff has set for hearing its motion for sanctions in the form of attorney's fees for frivolous filing of the October 24th motion, which motion is also set for hearing in December 2016. The Plaintiff filed a renewed and amended motion for punitive damages in the case on September 11, 2016, which has not been set for hearing. The Defendant had also filed a motion for summary judgment on the matter of notice entitlement pre-suit, which motion is pending before the Court. The Plaintiff filed a motion for sanctions against the Defendant for the motion for summary judgment being frivolous under existing law, and such motion is pending ruling on the motion. On December 7, 2016, the Court held a hearing on the Defendant's motion for sanctions, and essentially attempting to rehear the motion for contempt against the Defendant. The Court dismissed the Defendant's motions, and renewed the ability of the Company to seek attorney's fees on such matter, which hearing has not been set at present. On February 28, 2017, the Court entered an Order denying the Defendant's motion for summary judgment. The Company has filed a motion for punitive damages in March 2021 to be added to the cause of action and to be heard by the Court. The counsel for Volentine filed a motion to withdraw which was granted on March 7, 2021, and Volentine was given 60 days to obtain new counsel or proceed without such. The Company is seeking to get such matter to trial as soon as possible. Volentine, as of the date of this publication, has not obtained new counsel.

On April 17, 2020, the Company filed a lawsuit in the Circuit Court in and for Hillsborough County, Florida against Michael Torres ("Torres"), regarding fraud, fraud in the inducement, breach of contract and civil theft under Florida law, as well as for injunctive relief to cancel shares issued. Such shares are currently locked up with the transfer agent pending ruling of the Court. The civil theft claim seeks triple the damages for monies paid to Torres, plus attorney's fees and costs. Torres filed a motion to dismiss which was denied by the Circuit Court on July 28, 2020. Torres filed a general denial in an answer. Seafarer was in the discovery phase of the case when both sides agreed to a mediation of the matter. Mediation of the case occurred in January 2021, and the parties reached a confidential settlement agreement which is formally being entered, which includes cancellation of all shares issued to Torres.

On January 18, 2022, Seafarer received notification from the Circuit Court of the Thirteenth Judicial Circuit that 61,183,646 restricted common shares from the Defendant could be returned to the Plaintiff. On January 19, 2022, such shares were returned to the treasury stock of Seafarer and accounted for by Seafarer's transfer agent. The settlement also included "Defendant (Torres) has agreed and hereby it is recognized by the Court that Defendant has made a full retraction of his assertions…" and agreed to pay back an undisclosed amount of money to Seafarer that the Company does not anticipate being able to collect.

On December 21, 2022, the Company filed a lawsuit in the Circuit Court in and for Hillsborough County, Florida against John Grimm ("Grimm"), for one count of Conversion. On February 8, 2023, the Company amended its Complaint to include Zachary Smith as co-plaintiff (the Company and Smith are collectively the "Plaintiffs") against Grimm for one count of Conversion, one count of Rescission, one count of Civil Theft, one count of Breach of Fiduciary Duty, and one count of Judicial Dissolution. The Plaintiff's jointly sought treble damages, attorney's fees, the return of all Seafarer equipment and other equitable relief. In December 2023, the Parties agreed to enter into negotiations towards a settlement. In February 2024, Defendant Grimm agreed to the following terms: i) Vessel – "Good Fortune" was sold and Plaintiffs received $15,000 cash payment in recognition of Smith's fifty (50%) percent ownership of the haul; ii) Seakeeper Stabilizer, Garmin GPS, and certain other electronics were removed from the Good Fortune and returned to Seafarer; iii) Grimm relinquished 10,000,000 shares of Seafarer Common Stock, which was conveyed to Seafarer in recognition of Plaintiff's Attorney Fees. Seafarer does not anticipate that it will be able to collect any fees from Grimm.

Item 4. Mine Safety Disclosures.

None.

PART II

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

Market Information

Our common stock is presently quoted on the Pink Sheets under the symbol "SFRX", as reflected below, though the current trading volume is small. No assurance can be given that any market for our common stock will continue in the future or be maintained. If an "established trading market" ever develops in the future, the sale of "restricted securities" (common stock) pursuant to Rule 144 of the Securities and Exchange Commission by members of management, consultants, promissory note holders or others may have a substantial adverse impact on any such market and the sale of restricted securities by management or others may significantly depress the market price of the Company's shares.

We cannot assure when and if an active-trading market in our shares will be established, or whether any such market will be sustained or sufficiently liquid to enable holders of shares of our common stock to liquidate their investment in our company. If an active public market should develop in the future, the sale of restricted securities that have had the restrictive legend removed by current shareholders may be highly dilutive and could potentially have a substantial negative impact on any such market.

The Company's share price is quoted on the Pink Sheets. Accordingly, an investment in our securities should only be considered by those investors who do not require liquidity and can afford to suffer a complete loss of their investment. An investor should strongly consider consulting with professional advisers before making such an investment.

Furthermore, the price of our common stock may be subject to a very high degree of volatility, which makes owning shares of our common stock highly risky. Our stock price fluctuated between $0.0055 and $0.0019 for the year ended December 31, 2023, and $0.0100 and $0.0025 for the year ended December 31, 2022. The price of our shares may fluctuate significantly despite the absence of any apparent reason. In addition, our stock is thinly traded, leading to even greater volatility. You should expect this volatility to continue into the foreseeable future.

The range of high and low intraday prices for our common stock during each quarter for 2023 and 2022 is shown below. The over-the-counter quotations reflect inter-dealer prices, with retail mark-up, mark-down or commission and may not necessarily represent actual transactions. Such prices were determined from information derived from www.nasdaq.com and do not necessarily reflect transactions, retail markups, markdowns or commissions.

Quarter Ended	High Price	Low Price
March 31, 2022	0.0055	0.0028
June 30, 2022	0.0047	0.0019
September 30, 2022	0.0040	0.0019
December 31, 2022	0.0040	0.0020
March 31, 2023	0.0100	0.0037
June 30, 2023	0.0060	0.0025
September 30, 2023	0.0083	0.0027
December 31, 2023	0.0077	0.0034

Penny Stock

Seafarer's stock is considered to be a penny stock. Shares of the Company's stock are subject to certain provisions of the Securities Exchange Act of 1934 (the "Exchange Act"), commonly referred to as the "penny stock" rules as defined in Rule 3a51-1. A penny stock is generally defined to be any equity security that has a market price less than $5.00 per share, subject to certain exceptions. Since Seafarer's stock is deemed to be a penny stock, trading is subject to additional sales practice requirements of broker-dealers.

Consequently, penny stock rules may restrict the ability or willingness of broker-dealers to trade and/or maintain a market in our common stock. Also, prospective investors may not want to get involved with the additional administrative requirements, which may have a material adverse effect on the trading of our shares. In recent years the ability to deposit restricted shares at broker-dealers has become increasingly difficult with burdensome administrative requirements.

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a market price of less than $5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that: (a) contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading; (b) contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation of such duties or other requirements of the securities laws; (c) contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price; (d) contains a toll-free telephone number for inquiries on disciplinary actions; (e) defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and (f) contains such other information and is in such form, including language, type size and format, as the SEC shall require by rule or regulation.

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with: (a) bid and offer quotations for the penny stock; (b) the compensation of the broker-dealer and its salesperson in the transaction; (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and (d) a monthly account statement showing the market value of each penny stock held in the customer's account.

In addition to the "penny stock" rules described above, FINRA has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. The FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and may have an adverse effect on the market for our shares.

Additionally, investors in penny stocks should be aware that in recent years the ability to deposit restricted shares has become significantly more difficult and expensive due to burdensome administrative requirements and finding broker-dealers willing to accept deposits of low priced securities.

Approximate Number of Holders of Common Stock

As of December 31, 2023, there were approximately 2,187 shareholders of record of our common stock, of which there is an indeterminate amount of shareholders holding shares of our common stock in street name.

Transfer Agent

The Company's stock transfer agent is ClearTrust, LLC ("ClearTrust"). ClearTrust's address is 16540 Pointe Village Drive, Suite 205, Lutz, Florida 33558 and their telephone number is (813) 235-4490. ClearTrust is owned and controlled by a person who is related to the Company's CEO.

Dividend Policy

The Company did not declare cash dividends during the years ended December 31, 2023 and 2022. It is not anticipated that cash dividends will be paid at any time in the foreseeable future as the Company intends to retain earnings, if any, for use in the development of its business. The payment of dividends is contingent upon the Company's future earnings, if any, the Company's financial condition and its capital requirements, general business conditions and other factors.

Equity Compensation Plans

The Company has not established any formal equity compensation plans as of the date of this Annual Report on Form 10-K; however, the Company reserves the right to do so at a later date.

Reports to Security Holders

Seafarer Exploration Corp. is a reporting company pursuant to the Securities and Exchange Act of 1934. As such, the Company makes available its annual report which includes audited financial statements, and its quarterly reports which include unaudited financial statements.

Recent Sales and Other Issuances of Unregistered Securities

During the year ended December 31, 2023, the Company issued 147,127,747 shares for various consulting services for board of directors' fees, advisory council fees, and fees to other service providers. The Company believes that the issuance of the securities was exempt from registration under the Securities Act of 1933, as amended, in reliance on Section 4(2) of the Securities Act as a transaction by an issuer not involving any public offering and based on the fact that such securities were issued for services to sophisticated or accredited investors and persons who are thoroughly familiar with the Company's proposed business by virtue of their affiliation with the Company.

On various dates during the year ended December 31, 2023, the Company entered into subscription agreements to sell 950,776,349 shares of its restricted common stock in exchange for proceeds of $2,046,702. The proceeds received were used for general corporate purposes, working capital and the repayment of some debt.

Exemptions from Registration for Sales of Restricted Securities.

The issuance of securities referenced above were issued to persons who the Company believes were either "accredited investors," or "sophisticated investors" who, by reason of education, business acumen, experience or other factors, were fully capable of evaluating the risks and merits of an investment in us; and each had prior access to all material information about us. None of these transactions involved a public offering. An appropriate restrictive legend was placed on each certificate that has been issued, prohibiting public resale of the shares, except subject to an effective registration statement under the Securities Act of 1933, as amended (the "Act") or in compliance with Rule 144. The Company believes that the offer and sale of these securities was exempt from the registration requirements of the Securities Act pursuant to Section 4(2) under the Securities Act of 1933 (the "Act") thereof, and/or Regulation D. There may be additional exemptions available to the Company.

Issuance of Securities Due to Conversion of Notes and to Settle Debt

During the year ended December 31, 2023, the Company issued 21,500,000 shares of restricted common stock as loan origination fees. The Company issued 12,010,537 shares of restricted common stock to settle accrued interest. The Company issued 8,057,917 shares of restricted common stock to settle accounts payable. The Company issued 1,000,000 shares of restricted common stock to lease a vessel. The Company issued 1,000,000 shares of restricted common stock as a charitable donation. The Company believes that the offer and sale of these securities were exempt from the registration requirements of the Securities Act pursuant to Sections 3(a)(9) under the Securities Act of 1933, as amended.

Repurchase of Securities

During the years ended December 31, 2023 and 2022, the Company did not purchase any shares of its common stock and the Company is not likely to purchase any shares in the foreseeable future.

Warrants

The Company did not issue any warrants during the years ended December 31, 2023 and 2022. Please see Note 7 – Stockholders' Deficit for a list of warrants outstanding at December 31, 2023 and 2022.

Item 6. Selected Financial Data.

Not required for smaller reporting companies.

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

FORWARD LOOKING STATEMENTS

The following discussion contains certain forward-looking statements that are subject to business and economic risks and uncertainties, and which speak only as of the date of this annual report. No one should place strong or undue reliance on any forward-looking statements. The use in this Form 10-K of such words as "believes", "plans", "anticipates", "expects", "intends", and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. The Company's actual results or actions may differ materially from these forward-looking statements due to many factors and the success of the Company is dependent on our efforts and many other factors including, primarily, our ability to raise additional capital. Such factors include, among others, the following: our ability to continue as a going concern, general economic and business conditions; competition; success of operating initiatives; our ability to raise capital and the terms thereof; changes in business strategy or development plans; future revenues; the continuity, experience and quality of our management; changes in or failure to comply with government regulations or the lack of government authorization to continue our projects; and other factors referenced in the Form 10-K. This Item should be read in conjunction with the financial statements, the related notes and with the understanding that the Company's actual future results may be materially different from what is currently expected or projected by the Company.

We caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Such forward-looking statements are based on the beliefs and estimates of our management, as well as on assumptions made by and information currently available to us at the time such statements were made. Forward looking statements are subject to a variety of risks and uncertainties, which could cause actual events or results to differ from those reflected in the forward looking statements, including, without limitation, the failure to successfully locate cargo and artifacts from the Juno Beach shipwreck site and a number of other risks and uncertainties. Actual results could differ materially from those projected in the forward-looking statements, either as a result of the matters set forth or incorporated in this Report or due to certain economic and business factors, some of which may be beyond our control.

We disclaim any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

Overview

General

The Company's principal business plan is to develop the infrastructure and technology to engage in the rescue archaeology and archaeologically-sensitive exploration, recovery and conservation of historic shipwrecks and to eventually monetize the recovery of the shipwrecks without selling the treasure by creating revenue through media and technology alternatives for different industry sectors. Once artifacts have been properly conserved, they may be made available for scientific research and allowed to be displayed for the public. The Company's secondary business is to attempt to develop revenue streams to support its historic shipwreck exploration and recovery operations. Such revenue streams will complement the technology developed by Seafarer or potentially be media related although no such revenue has materialized.

The Company has received from the Florida Department of State a notice of lack of authority to permit or deny recovery activities on the unidentified shipwreck on Juno Beach. The Florida Bureau of Archaeological Research (the "Bureau"), Division of Historical Resources, Florida Department of State stated to Seafarer "The shipwreck is non-permittable pursuant to Rule 1A-31.0045(2), F.A.C." The Bureau cited an order dated November 14, 2017 where the United States District Court entered a Final Order of Court Default and Final Judgement Granting Award for Admiralty in Rem. The District Court's order ruled "Seafarer is hereby the true, sole, and exclusive owner of the Defendant Shipwrecked Vessel and having exclusive right to conduct recovery operation on the Defendant Shipwrecked Vessel and any items recovered therefrom." Additional permitting will still be necessary with the Florida Department of Environmental Protection and the U.S. Army Corps of Engineers. Applications have been made to both entities.

In order to potentially find more efficient methods to explore and document historical shipwrecks, the Company has investigated various technologies and non-scientific methodologies. To the present date, none of these technologies have been proven to work with the exception of the SeaSearcher, which has been developed to scan historic shipwreck sites for both ferrous and nonferrous artifacts. The ongoing developmental work and improvements to the SeaSearcher have been expensive and Management anticipates that the expenses for these development costs will continue to be incurred for the foreseeable future. Advances in algorithms and artificial intelligence (AI) will continue indefinitely while the present model can be currently used in the field. The Company will continue to experiment with unproven technologies and will actively work with third parties, consultants and scientists to develop its own proprietary technology which has and will result in considerable expenses.

The Company continues to review revenue producing opportunities including joint ventures and partnerships with other companies and potentially governmental agencies. Blockchain has a strategic partnership to provide referrals to a blockchain software services provider and receive referral fees when the referrals lead to closed business for the blockchain software services company. COVID-19, pricing issues, long sales cycles, and various other reasons have considerably slowed Blockchain's progress and it has not generated any revenues during 2022 or 2023.

There is a possibility that the Company will be forced to cease its operations if it is not successful in eventually locating and recovering valuable artifacts and treasure or can't build a revenue stream to offset its expenses. If the Company were to cease its operations, and not find or engage another business entity, then it is likely that there would be complete loss of all capital invested in or borrowed by the Company. As such, an investment in Seafarer is highly speculative and very risky.

This type of business venture is highly speculative in nature and carries an excessive amount of risk. An investment in the Company's securities is very risky and should only be considered by those investors or lenders who do not require liquidity and who can afford to suffer a complete and total loss of their investment.

There is currently a limited trading market for the Company's securities. It is impossible for the Company to assure that when and if an active-trading market in its shares will be established, or whether any such market will be sustained or sufficiently liquid to enable holders of shares of the Company's common stock to liquidate their investment in our company.

The sale of restricted securities by current shareholders, including shares issued to consultants, independent contractors, Board members, as well as shares issued to settle convertible promissory notes or to settle other loans and debt, are highly dilutive and may cause a significant decline in the market price of the Company's securities. Furthermore, in recent years regulatory agencies have made it very difficult for broker dealers to accept stock certificates from issuers of low priced stocks and the Company believes that it may become even more challenging to deposit stock certificates and this trend may continue for the foreseeable future.

Moreover, in the past few years several major brokerage firms have indicated that they will not allow their clients to deposit stock certificates of low priced stocks. Some securities clearing firms who used to clear low priced securities for multiple brokerage firms have shut down or been acquired, resulting in fewer brokerage firms that are willing or able to accept lower priced securities for deposit. Unless an investor has a large and well-established relationship with a brokerage firm, it may be extremely difficult and potentially expensive to deposit lower priced securities. An investor should consider consulting with professional financial advisers before making an investment in our securities. The Company is a current and fully reporting company and has been for almost 14 years.

Plan of Operation

The Company has taken the following steps to implement its business plan:

- To date, the Company has devoted its time towards establishing its business to develop the infrastructure capable of researching, exploring, recovering and conserving historic shipwrecks. The Company has performed some research, exploration and recovery activities.

- Spent considerable time and capital researching potential shipwrecks, including obtaining information from foreign archives.

- The Company has worked in combination with its technology development partner, Wild Manta Labs, to build a research and conservation lab with full x-ray equipment and detailed metal identification analysis.

- The Company has generated very limited revenues to date. Management does not believe that the Company will generate any significant revenues for the foreseeable future.

- The Company continues to review revenue producing opportunities including joint ventures with other companies. The Company is actively looking to work with revenue producing companies. These opportunities have been slow to develop, but the Company will continue to pursue those endeavors that it believes have the potential to increase the value of the Company's shares.

- The Company has investigated various types of equipment and technology to expedite the process of finding artifacts other than iron or ferrous metals. Most have been of no help, but the Company continues to explore new technologies. The Company has developed its own proprietary technology, the SeaSearcher, and will attempt to continue to develop additional proprietary technologies or work with third parties to develop technologies to aid in its exploration and recovery operations. Development of technologies will require additional time and financing. The cost of developing the new technology has, to date, been very expensive for a small company.

- The Company has investigated media opportunities to develop content centered on its specific historic shipwreck exploration and recovery activities as well as the historic shipwreck and related historical period genre in general and will continue to evaluate various media strategies.

Other Information

There are very strict international, federal and state laws that govern the exploration and recovery of historic shipwrecks. While the Company has been able to obtain some permits, there is no guarantee that the Company will be able to secure future permits or enter into agreements with government agencies in order to explore and salvage historic shipwrecks. Seafarer believes they are the only company to be issued a full recovery permit by FBAR since 1986, other than one entity with an Admiralty Claim. This demonstrates the difficulty of obtaining a recovery permit from FBAR. There is a risk that government entities may enact legislation that is so strict that any recovery of artifacts and cargo from historic shipwrecks will be nearly impossible. Additionally, permits and agreements with governmental agencies to conduct historic shipwreck exploration and recovery operations are expensive, in terms of both direct costs and ongoing compliance costs. It is also possible that the Company will not be successful in obtaining title or permission to excavate certain wrecks, even if the law allows it. It is possible that permits that are sought for potential future international projects may never be issued, and if issued, may not be legal or honored by the entities that issued them. For the above reasons, the Company has extended its research into shipwrecks outside of State waters.

It is possible that permits that are sought for potential future international projects may never be issued, and if issued, may not be legal or honored by the entities that issued them. Governmental agencies may require various types of permits to explore shipwreck sites, and the permitting process is often lengthy and complex. Obtaining permits and entering into agreements with governmental and quasi-governmental agencies to conduct historic shipwreck exploration and recovery operations is generally a very complex, time consuming, and expensive process. Furthermore, the process of entering into agreements and/or obtaining permits may be subject to lengthy delays, possibly in excess of a year. Some governmental agencies may refuse to issue permits to the Company for recovery of artifacts or intentionally delay the permitting process, or go beyond their authority and request halting of ground disturbance.

The reasons for a lengthy permitting process may be due to a number of potential factors including but not limited to requests by permitting agencies for additional information, submitted applications that need to be revised or updated, newly discovered information that needs to be added to an application or agreement, changes to either the agreement or permit terms or revisions to other information contained in the permit, excessive administrative time lags at permitting agencies, work halts based on biased predispositions with no authority given by rule 1A-31, etc. Existing permits and agreements may be put on hold or suspended without notice for lengthy periods of time due to administrative issues and disagreements over the terms and conditions. The length of time it takes to obtain permits, enter into agreements, or rectify any conditions that are causing a permit to be suspended or on hold may cause the Company to expend significant resources while gearing up to do work with little or no visibility as to timing.

The Company regularly reviews opportunities to perform exploration and recovery operations at purported historic shipwreck sites. The Company currently does have some specific plans to perform exploration and recovery operations at other shipwreck sites in the future, however these plans are subject to change based on a number of factors. The Company is actively reviewing other potential historic shipwreck sites, including sites located internationally, for possible exploration and recovery. Should the Company decide that it will pursue exploration and recovery activities at other potential shipwreck sites, it may be necessary to obtain various permits as well as environmental permits.

The Company continually monitors media rights for potential revenue opportunities. The Company has had discussions with media entities to further understand the potential advantages offered. Management believes various forms of media can represent a potential future revenue opportunity for the Company, if the right circumstances arise.

This type of business venture is extremely speculative in nature and carries a tremendous amount of risk. An investment in the Company's securities is highly speculative and very risky and should only be considered by those investors or lenders who do not require near-term liquidity and who can afford to suffer a complete and total loss of their investment.

Results of Operations

Seafarer has generated only minimal revenue from operations and do not expect to report any significant revenue from operations for the foreseeable future. The Company has incurred recurring losses to date. The Company's consolidated financial statements have been prepared assuming that it will continue as a going concern and, accordingly, do not include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should the Company be unable to continue in operation.

The Company expects to continue to incur significant operating losses and to generate negative cash flow from operating activities, while building out its infrastructure in order to explore and salvage historic shipwreck sites and establishing itself in the marketplace. Based on our historical rate of expenditures, the Company expects to expend its available cash in less than one month from March 26, 2024.

At December 31, 2023 and 2022, the Company had working capital deficits of $1,808,783 and $1,660,922, respectively. Such working capital deficit may indicate that there is substantial risk to the continued viability of the Company and that there is a high degree of risk that the Company could become insolvent due to this significant working capital deficit and the lack of meaningful cash flow from its operations. Additionally, the Company's total liabilities were $2,542,732 and $1,839,081. The increase in total debt is largely attributable to increases in notes payable and convertible notes payable, finance lease liability and operating lease liability. The Company does not currently generate the cash flow required to service this debt. Unless the Company is able to generate cash flows from operations then some, or all, of the debt that is not already in default will likely become in default. The Company is in immediate need of further working capital and is seeking options, with respect to financing, in the form of debt, equity or a combination thereof.

Since inception, the Company has funded its operations through common stock issuances and loans in order to meet its strategic objectives; however, there can be no assurance that the Company will be able to obtain further funds to continue with its efforts to establish a new business. There is a very significant risk that the Company will be unable to obtain financing to fund its operation and as such the Company may be forced to cease operations at any time which would likely result in a complete loss of all capital that has been invested in and/or borrowed by the Company to date.

The Company's ability to eliminate operating losses and to generate positive cash flow from operations in the future will depend upon a variety of factors, many of which it is unable to control. If the Company is unable to implement its business plan successfully, it may not be able to eliminate operating losses, generate positive cash flow or achieve or sustain profitability, which may have a material adverse effect on the Company's business, operations, and financial results, as well as its ability to make payments on its debt obligations, and the Company may be forced to cease operations.

If the Company is unable to secure additional financing, our business may fail and our stock price will likely be materially adversely affected. The Company's lack of operating cash flow and reliance on the sale of its common stock and loans to fund operations is extremely risky. If the Company is unable to continue to raise capital or obtain loans or other financing on terms that are acceptable to the Company, or at all, then it is highly likely that the Company will be forced to cease operations. If the Company ceases its operations, then it is very likely that all capital invested in and/or borrowed by the Company will be lost.

Summary of the Year Ended December 31, 2023 Results of Operations Compared to the Year Ended December 31, 2022

Revenue

The Company's core business involving the exploration and recovery of historic shipwrecks has not generated any revenues to date and is not expected to generate any significant revenues for the foreseeable future. During the years ended December 31, 2023 and 2022, the Company generated $19,235 and $12,972 in revenue respectively, an increase of 48%, which is shown as service income on the accompanying consolidated statements of operations.

Operating Expenses

Operating expenses were $3,070,726 for the year ended December 31, 2023 versus $2,438,355 for the year ended December 31, 2022, an increase of approximately 26%. The increase in operating expenses in 2023 was primarily due to increases in consulting and contractor expenses and vessel related expenses. During the year ended December 31, 2023, consulting and contractor expenses were $1,750,806 compared to $1,487,446 during the year ended December 31, 2022, an increase of nearly 18%. Consulting and contractor expenses increased in 2023 primarily due to increased labor costs and inflation. Vessel maintenance expenses were $330,070 during 2023 versus $158,496 during the same period in 2022, an increase of 108%. Vessel related expenses periodically fluctuate due to a variety of factors, during 2023 the Company incurred higher vessel related fuel and maintenance costs. The Company also added a leased vessel that required extensive repairs. Research and development expenses were $325,156 in 2023 versus research and development expenses of $172,877 in 2022, an increase of 88%. The increase in the Company's research and development expenses were related to the ongoing development of its SeaSearcher autonomous underwater device and development of related technology including a handheld metal discriminator. The Company believes that it will continue to expend significant resources to further develop the SeaSearcher and to begin developing next generation versions of the technology. Research and development are expected to fluctuate. During the year ended December 31, 2023, the Company incurred professional fee related expenses of $125,480 versus $70,271 during the year ended December 31, 2022, an increase of 79%. Professional fees increased during 2023 due to the Company's increased legal fees for a case involving the return of equipment and ongoing legal services related to its permitting. General and administrative expenses for the year ended December 31, 2023 were $359,044 compared to $406,560 for the year ended December 31, 2022, a decrease of 12%. Depreciation and amortization expense was $48,775 for the year ended December 31, 2023 and $21,860 in 2022. Depreciation and amortization expenses increased related to the purchase of a vessel, trailer, truck, and sonar purchased in 2023. Rent expense was $38,328 in 2023 versus $46,077 in 2022, an approximate 12% year-over-year decrease. Travel and entertainment expenses for the year ended December 31, 2023 were $93,067 versus $74,768 for the year ended December 31, 2022, an increase of 24%. Travel and entertainment expense fluctuates due to a number of factors including inflation, seasonal items, and travel for meetings, etc.

Other Income (Expenses)

Other income (expense) was $(129,155) during the year ended December 31, 2023 versus $(191,218) during the year ended December 31, 2022. The 32% decrease in other expense in 2023 was primarily due to decreases in the loss on sale of an asset and loss on extinguishment of debt. Interest expense for the year ended December 31, 2023 was $104,801 versus $62,268 for the same period in 2022, an increase of 68%. The increase in interest expense was mostly due to an increase in the amortization of interest of several convertible notes. Loss on extinguishment of debt was $24,354 during the year ended December 31, 2023 versus $43,950 during the same period in 2022. During the year ended December 31, 2023, loss on sale of asset was $0 versus $85,000 in 2022. The loss on sale of asset in 2022 was due to the Company writing off the value of a boat that it was leasing and had agreed to purchase. The Company wrote off the value of the boat om 2022 because it became damaged.

Net Losses

The Company's net loss for the years ended December 31, 2023 and 2022 was $3,180,646, and $2,616,601, respectfully, a year-over-year increase of approximately 22%.

Cash Flows from Operating Activities

For the year ended December 31, 2023 net cash flows used in operating activities was $2,313,688.

For the year ended December 31, 2022 net cash flows used in operating activities was $1,989,194

Cash flows used in operating activities increased in 2023 due to the increase in the Company's net losses from operations and the issuance of stock issued for services.

Cash Flows from Investing Activities

For the year ended December 31, 2023 net cash flows used in investing activities was $0.

For the year ended December 31, 2022 net cash flows used in investing activities was $145.

Cash flows used in investing activities had a nominal increase in 2023.

Cash Flows from Financing Activities

For the year ended December 31, 2023 net cash provided by financing activities was $2,742,546.

For the year ended December 31, 2022 net cash provided by financing activities was $2,084,947.

Cash flows provided by financing activities primarily increased in 2023 due to an increase in the proceeds from the issuance of note payables and convertible notes payable.

Liquidity and Capital Resources

At December 31, 2023, the Company had $606,267 cash in the bank. During the years ended December 31, 2023 and 2022 the Company incurred net losses of $3,180,646 and $2,616,601, respectively. At December 31, 2023, the Company had $622,058 in current assets and $2,430,841 in current liabilities, leaving the Company a working capital deficit of $ (1,808,783).

Lack of Liquidity

A major financial challenge and significant risk facing the Company is a lack of positive cash flow and liquidity. The Company continued to operate with significant debt and a working capital deficit during the year ended December 31, 2023. This working capital deficit indicates that the Company is unable to meet its short-term liabilities with its current assets. This working capital deficit is extremely risky for the Company as it may be forced to cease its operations due to its inability to meet its current obligations. If the Company is forced to cease its operations, then it is highly likely that all capital invested in and/or borrowed by the Company will be lost.

The expenses associated with being a small publicly traded company attempting to develop the infrastructure to explore and salvage historic shipwrecks recovery are extremely prohibitive, especially given that the Company does not currently generate any significant revenues and does not expect to generate any significant revenues in the near future. There are ongoing expenses associated with operations that are incurred whether the Company is conducting shipwreck recovery operations or not. Vessel maintenance, upkeep expenses and docking fees are continuous and unavoidable regardless of the Company's operational status. Management anticipates that the vessels utilized by the Company in its operations will need continuous and unavoidable repairs and maintenance, particularly if the Company ramps up its operational footprint and is working on more than one site simultaneously as anticipated. These repairs and maintenance are expensive and have a negative impact on the Company's cash position.

In addition to the operation expenses, a publicly traded company also incurs the significant recurring corporate expenses related to maintaining publicly traded status, which include, but are not limited to accounting, legal, audit, executive, administrative, corporate communications, rent, telephones, etc. The recurring expenses associated with being a publicly traded company are very burdensome for smaller public companies such as Seafarer. This lack of liquidity creates a very risky situation for the Company in terms of its ability to continue operating, which in turn makes owning shares of the Company's common stock extremely risky and highly speculative. The Company's lack of liquidity may cause the Company to be forced to cease operations at any time which would likely result in a complete loss of all capital invested in or borrowed by the Company to date.

Due to the fact that the Company does not generate any revenues and does not expect to generate revenues for the foreseeable future it must rely on outside equity and debt funding. The combination of the ongoing operating expenses that must be met even during times when there is little or no exploration or recovery activities taking place, and corporate expenses, creates a very risky situation for the Company and its shareholders in terms of the need to access external financing to fund operations. This working capital shortfall and lack of access to cash to fund corporate activities is extremely risky and may force the Company to cease its operations which would more than likely result in a complete loss of all capital invested in or loaned to the Company to date.

Lack of Revenues and Cash Flow/Significant Losses from Operations

The exploration and recovery of historic shipwrecks requires a multi-year, multi-stage process and it may be many years before any significant revenue is generated from exploration and recovery activities, if ever. The Company does not believe that it will generate any significant revenues in the near future. The Company believes that it may be several years before it is able to generate any cash flow from its operations, if any are ever generated at all. Without revenues and cash flow the Company does not have reliable cash flow to pay its expenses. The Company relies on outside financing in the form of equity and debt and it is possible that the Company may not be able to obtain outside financing in the future. If the Company is not able to obtain financing it would more than likely be forced to cease operations and all of the capital that has been invested in or borrowed by the Company would be lost.

If the Company is unable to secure additional financing, our business may fail or our operating results and our stock price may be materially adversely affected. The raising of additional financing would in all likelihood result in dilution or reduction in the value of the Company's securities.

The Company may not be able to continue as a going concern. If the Company is not able to continue as a going concern, it is highly likely that all capital invested in the Company or borrowed by the Company will be lost. The report of our independent auditors for the years ended December 31, 2023 and 2022 raises substantial doubt as to our ability to continue as a going concern. As discussed in Note 2 to our consolidated financial statements for the years ended December 31, 2023 and 2022, we have experienced operating losses in every year since our inception resulting in an accumulated deficit. Our independent auditors believe, based on our financial results as of December 31, 2023, that such results raised substantial doubts about the Company's ability to continue as a going concern. If the Company is not able to continue as a going concern, it is highly likely that all capital invested in the Company or borrowed by the Company will be lost.

The Company has experienced a net loss in every fiscal year since inception. The Company's losses from operations were $3,051,491 for the year ended December 31, 2023 and $2,425,383 for the year ended December 31, 2022. The Company believes that it will continue to generate losses from its operations for the foreseeable future and the Company may not be able to generate positive cash flow or a profit in the long-term, or ever.

Convertible Notes Payable and Notes Payable, in Default

The Company does not have additional sources of debt financing to refinance its convertible notes payable and notes payable that are currently in default. If the Company is unable to obtain additional capital, such lenders may file suit, including suit to foreclose on the assets held as collateral for the obligations arising under the secured notes. If any of the lenders file suit to foreclose on the assets held as collateral, then the Company may be forced to significantly scale back or cease its operations which would more than likely result in a complete loss of all capital that has been invested in or borrowed by the Company. The fact that the Company is in default regarding several loans held by various lenders makes investing in the Company or providing any loans to the Company extremely risky with a very high potential for a complete loss of capital.

The convertible notes that have been issued by the Company are convertible at the lender's option. These convertible notes represent significant potential dilution to the Company's current shareholders as the convertible price of these notes is generally lower than the current market price of the Company's shares. As such when these notes are converted into equity there is typically a highly dilutive effect on current shareholders and very high probability that such dilution may significantly negatively affect the trading price of the Company's common stock. Furthermore, management intends to have discussions or has already had discussions with several of the promissory note holders who do not currently have convertible notes regarding converting their notes into equity. Any such amended agreements to convert promissory notes into equity would more than likely have a highly dilutive effect on current shareholders and there is a very high probability that such dilution may significantly negatively affect the trading price of the Company's common stock. Some of these note holders have already amended their notes and converted the notes into equity. Based on conversations with other note holders, the Company believes that additional note holders will amend their notes to contain a convertibility clause and eventually convert the notes into equity.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires us to make estimates and judgments which affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities (see Note 3, Summary of Significant Accounting Policies, contained in the notes to the Company's consolidated financial statements for the years ended December 31, 2023 and 2022 contained in this filing). On an ongoing basis, we evaluate our estimates. We base our estimates on historical experience and on various other assumptions which we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities which are not readily apparent from other sources. Actual results may differ from these estimates based upon different assumptions or conditions; however, we believe that our estimates are reasonable.

Management is aware that certain changes in accounting estimates employed in generating financial statements can have the effect of making the Company look more or less profitable than it actually is. Management does not believe that the Company has made any such changes in accounting estimates.

Off-balance Sheet Arrangements

None.

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

Not required.

Item 8. Financial Statements.

SEAFARER EXPLORATION CORP.
CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of Seafarer Exploration Corp.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Seafarer Exploration Corp. (the Company) as of December 31, 2023 and 2022, and the related consolidated statements of operations, stockholders' deficit, and cash flows for each of the years in the two-year period ended December 31, 2023, and the related notes and schedules (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 each of the years in the two-year period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

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

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2, the Company has incurred net losses and negative cash flow from operations since inception. These factors, and the need for additional financing in order for the Company to meet its business plans raises substantial doubt about the Company's ability to continue as a going concern. Our opinion is not modified with respect to that matter.

Basis for Opinion

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

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

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

Critical Audit Matters

The critical audit matters communicated below 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. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Stock Based Compensation

As described in Note 3 to the Company's consolidated financial statements, the Company accounts for stock based compensation by applying the fair value method of ASC 718, which states that compensation cost is measured at the grant date based on the fair value of the award and is recognized over the service period, which is usually the vesting period. The Company values stock based compensation at the market price for the company's common stock and other pertinent factors at the grant date. Fully vested and non-forfeitable shares issued prior to the services being performed are classified as prepaid expenses.

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We identified the Company's application of the accounting for stock based compensation as a critical audit matter. The principal considerations for our determination of this critical audit matter related to the significant number of transactions which could potentially require a high degree of subjectivity in the Company's judgments in determining the qualitative factors. Auditing these judgments and assumptions by the Company involves auditor judgment due to the nature and extent of audit evidence and effort required to address these matters.

The primary procedures we performed to address this critical audit matter included the following:

- We obtained equity related agreements and other agreements entered into during the year and performed the following procedures:
    - Reviewed agreements for all relevant terms.
    - Tested management's identification and treatment of agreement terms.
    - Recalculated the fair value of each award based on the market price determined based on the terms in the agreements.
    - Assessed the terms and evaluated the appropriateness of management's application of their accounting policies, along with their use of estimates, in the determination of any portion that should be classified as a prepaid expense.

*/s/ **Accell Audit & Compliance, P.A.***

We have served as the Company's auditor since 2020.

PCAOB Firm ID# 3289
Tampa, Florida
March 26, 2024

SEAFARER EXPLORATION CORP.
CONSOLIDATED BALANCE SHEETS

	December 31, 2023	December 31, 2022
Assets		
Current assets		
Cash	$ 606,267	$ 177,409
Prepaid expenses and deposits	15,791	750
Total current assets	622,058	178,159
Property, plant and equipment, net	248,922	154,761
Right of use asset	30,290	10,464
Total Assets	$ 901,270	$ 343,384
Liabilities and Stockholders' Deficit		
Current liabilities		
Accounts payable and accrued expenses	$ 565,009	$ 624,574
Deferred revenue	140,000	140,000
Convertible notes payable, related parties	—	40,000
Convertible notes payable, in default	355,300	235,300
Convertible notes payable, in default - related parties	789,500	644,500
Notes payable, net of discount of $95,214 and $0, respectively	404,786	—
Notes payable, in default	112,000	118,000
Notes payable, in default - related parties	18,500	18,500
Shareholder loan	5,000	7,400
Operating lease liability, current	18,483	10,807
Finance lease liability, current	22,263	—
Total current liabilities	2,430,841	1,839,081
Operating lease liability, long-term	11,974	—
Finance lease liability, long-term	99,917	—
Total Liabilities	2,542,732	1,839,081
Commitments and contingencies (Note 9)		
Stockholders' Deficit		
Preferred stock, $0.0001 par values - 50,000,000 shares authorized; 67 shares issued		
Series A - 7 shares issued and outstanding at December 31, 2023 and 2022	—	—
Series B - 60 shares issued and outstanding at December 31, 2023 and 2022	—	—
Common stock, $0.0001 par value - 9,900,000,000 shares authorized; 8,314,141,446 and 7,172,668,896 shares issued and outstanding at December 31, 2023 and 2022	831,415	717,268
Common stock to be issued, $0.0001 par value, 31,039,877 and 71,969,820 shares outstanding at December 31, 2023 and 2022, respectively	3,104	7,197
Unearned compensation	(18,935)	(488)
Additional paid in capital	25,890,412	22,947,138
Accumulated deficit	(28,347,458)	(25,166,812)
Total Stockholders' Deficit	(1,641,462)	(1,495,697)
Total Liabilities and Stockholders' Deficit	$ 901,270	$ 343,384

See accompanying notes to the consolidated financial statements.

SEAFARER EXPLORATION CORP.
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Years Ended December 31, 2023	2022
Revenue:		
Service income	$ 19,235	$ 12,972
Operating Expenses		
Consulting and contractor expenses	1,750,806	1,487,446
General and administrative expense	359,044	406,560
Vessel maintenance and dockage	330,070	158,496
Research and development	325,156	172,877
Professional fees	125,480	70,271
Travel and entertainment expense	93,067	74,768
Depreciation and amortization expense	48,775	21,860
Rent expense	38,328	46,077
Total operating expenses	3,070,726	2,438,355
Net loss from operations	(3,051,491)	(2,425,383)
Other income (expense)		
Interest expense	(104,801)	(62,268)
Loss on extinguishment of debt	(24,354)	(43,950)
Loss on sale of asset	—	(85,000)
Total other income (expenses)	(129,155)	(191,218)
Net loss	$ (3,180,646)	$ (2,616,601)
Basic and diluted loss per share	$ (0.00)	$ (0.00)
Weighted average shares outstanding	7,741,579,477	6,686,861,948

See accompanying notes to the consolidated financial statements.

SEAFARER EXPLORATION CORP.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Common Stock To Be Issued		Unearned Compensation	Additional Paid in Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount				
Balance December 31, 2021	**7**	**$ —**	**60**	**$ —**	**6,176,318,579**	**$617,632**	**37,750,000**	**$ 3,775**	**$ (261,536)**	**$20,714,410**	**$(22,550,211)**	**$(1,475,930)**
Common stock issued for cash	—	—	—	—	983,136,125	98,314	44,416,667	4,442	—	1,952,691	—	2,055,447
Stock issued to convert notes payable and accrued interest	—	—	—	—	25,221,918	2,522	—	—	—	70,595	—	73,117
Stock issued for services	—	—	—	—	72,175,920	7,218	(10,196,847)	(1,020)	(3,300)	199,624	—	202,522
Stock issued for financing fees	—	—	—	—	500,000	50	—	—	—	1,350	—	1,400
Cancellation of shares	—	—	—	—	(84,683,646)	(8,468)	—	—	—	8,468	—	—
Amortization of unearned compensation	—	—	—	—	—	—	—	—	264,348	—	—	264,348
Beneficial conversion feature	—	—	—	—	—	—	—	—	—	—	—	—
Net Loss	—	—	—	—	—	—	—	—	—	—	(2,616,601)	(2,616,601)
Balance December 31, 2022	**7**	**—**	**60**	**—**	**7,172,668,896**	**717,268**	**71,969,820**	**7,197**	**(488)**	**22,947,138**	**(25,166,812)**	**(1,495,697)**
Common stock issued for cash	—	—	—	—	950,776,349	95,077	(41,748,000)	(4,175)	—	1,955,800	—	2,046,702
Stock issued for services	—	—	—	—	147,127,747	14,713	(1,181,943)	(118)	(264,900)	789,578	—	539,273
Stock issued in exchange for leasing a vessel	—	—	—	—	1,000,000	100	—	—	—	6,600	—	6,700
Stock issued as charitable donation	—	—	—	—	1,000,000	100	—	—	—	7,100	—	7,200
Stock issued to accrued interest	—	—	—	—	12,010,537	1,202	—	—	—	39,635	—	40,837
Stock issued to settle accounts payable	—	—	—	—	8,057,917	805	—	—	—	28,144	—	28,949
Stock issued for loan origination fee	—	—	—	—	21,500,000	2,150	2,000,000	200	—	116,417	—	118,767
Amortization of unearned compensation	—	—	—	—	—	—	—	—	246,453	—	—	246,453
Net Loss	—	—	—	—	—	—	—	—	—	—	(3,180,646)	(3,180,646)
Balance December 31, 2023	**7**	**$ —**	**60**	**$ —**	**8,314,141,446**	**$831,415**	**31,039,877**	**$ 3,104**	**$ (18,935)**	**$25,890,412**	**$(28,347,458)**	**$(1,641,462)**

See accompanying notes to the consolidated financial statements.

SEAFARER EXPLORATION CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended December 31,	
	2023	**2022**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	$ (3,180,646)	$ (2,616,601)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation	48,775	21,860
Amortization of right of use asset, facilities	17,673	—
Amortization of beneficial conversion feature and loan fees	23,554	3,864
Amortization of unearned compensation	246,453	264,348
Common stock issued for services	539,273	202,522
Common stock issued in payment of a vessel rental	6,700	—
Common stock issued for a charitable contribution	7,200	—
Financing fees on debt	4,595	1,400
Loss on extinguishment of debt	24,354	43,950
Loss on disposal of asset	—	85,000
Decrease (increase) in:		
Prepaid expenses and deposits	(15,041)	3,000
Increase (decrease) in:		
Accounts payable and accrued expenses	(18,726)	1,463
Operating lease liability	(17,852)	—
Net cash used by operating activities	(2,313,688)	(1,989,194)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property, plant and equipment	—	(145)
Net cash used in investing activities	—	(145)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from the issuance of common stock	2,046,702	2,055,447
Proceeds from the issuance of convertible notes payable	120,000	50,000
Proceeds from the issuance of convertible notes payable, related party	—	40,000
Proceeds from the issuance of notes payable	500,000	—
Proceeds from the issuance of notes payable, related party	105,000	5,000
Payments on convertible notes payable, related party	—	(10,000)
Payments on notes payable, related party	—	(5,000)
Payments on notes payable	(6,000)	(50,000)
Payments to shareholders	(2,400)	(500)
Finance lease liability	(20,756)	—
Net cash provided by financing activities	2,742,546	2,084,947
NET INCREASE IN CASH	428,858	95,608
CASH, BEGINNING OF PERIOD	177,409	81,801
CASH, END OF PERIOD	$ 606,267	$ 177,409
Supplemental disclosure of cash flow information		
Cash paid for interest expense	$ 15,314	$ —
Cash paid for income taxes	$ —	$ —
Non-cash operating and financing activities:		
Financing lease liabilities and right of use asset	$ 142,936	$ —
Facilities lease liabilities and right of use asset	$ 37,502	$ —
Convertible debt and accrued interest converted to common stock	$ 40,837	$ 73,117

See accompanying notes to the consolidated financial statements.

NOTE 1 – DESCRIPTION OF BUSINESS

Seafarer Exploration Corp. ("Seafarer" or the "Company"), was incorporated on May 28, 2003 in the State of Delaware.

The principal business of the Company is to engage in the archaeologically-sensitive exploration, documentation, recovery, and conservation of historic shipwrecks with the objective of exploring and discovering Colonial-era shipwrecks for future generations to be able to appreciate and understand.

In March of 2014, Seafarer entered into a partnership with Marine Archaeology Partners, LLC ("MAP"), with the formation of Seafarer's Quest, LLC ("SQ") for the purpose of exploring a shipwreck site off of Melbourne Beach, Florida. Under the partnership with MAP, Seafarer is the designated manager of SQ.

The Company's wholly owned subsidiary Blockchain LogisTech, LLC ("Blockchain"), was formed on April 4, 2018 and began operations in 2019. The Company is evaluating Blockchain's business opportunities and does not believe that Blockchain will generate any significant revenues for the foreseeable future.

The Company formed a wholly owned subsidiary, Exploration Studios, LLC, in May 2018 in order to explore media strategies and opportunities. Exploration Studios, LLC has not had any activity to date.

Florida Division of Historical Resources Agreements/Permits

The Company successfully renewed its permits for both Areas 1 and 2 for the Melbourne Beach site. The Area 1 permit was renewed on March 1, 2019 for a period of three years. The Area 2 permit was renewed on January 14, 2019 for a period of three years. Per Florida Statutes, Seafarer made a timely request for renewal of the 2019 permit for Area 2 on July 29, 2021. In January of 2022, Seafarer received notification from the Florida Division of Historical Resources ("FDHR") that its permit for Area 2, which was set to expire on January 19, 2022, has been continued indefinitely while the renewal request was being processed. The existing permits will continue until the renewal is finalized or rejected. Per Florida Statutes, Seafarer made a timely request for renewal of the 2019 permit for Area 1 on July 29, 2021. On March 2, 2022, Seafarer received notification that the permit would continue indefinitely with the same terms as Area 2.

Federal Admiralty Judgement

Seafarer was granted, through the United States District Court for the Southern District of Florida, a final judgment for its federal admiralty claim on the Juno Beach shipwreck site. The Company is conducting limited exploration operations at the Juno Beach shipwreck site while it awaits updated permitting from the Army Corp of Engineers.

Blockchain Software Services Referral Agreements

Management is reviewing potential alternate plans for Blockchain and believes that it is highly unlikely that Blockchain will generate any revenues for the foreseeable future, if ever.

NOTE 2 – GOING CONCERN

These consolidated financial statements have been prepared on a going concern basis, which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred net losses since inception and has an accumulated deficit of $28,347,458 as of December 31, 2023. During the year ended December 31, 2023, the Company's net loss was $3,180,646 and at December 31, 2023, the Company had a working capital deficit of $1,808,783. These factors raise substantial doubt about the Company's ability to continue as a going concern. Based on its historical rate of expenditures, the Company expects to expend its available cash in less than three months from March 26, 2024. Management's plans include raising capital through the issuance of common stock and debt to fund operations and, eventually, the generation of revenue through its business. The Company does not expect to generate any significant revenues for the foreseeable future. The Company is in immediate need of further working capital and is seeking options, with respect to financing, in the form of debt, equity or a combination thereof.

Failure to raise adequate capital and generate adequate revenues could result in the Company having to curtail or cease operations. The Company's ability to raise additional capital through the future issuances of the common stock is unknown. Additionally, even if the Company does raise sufficient capital to support its operating expenses and generate adequate revenues, there can be no assurances that the revenue will be sufficient to enable it to develop to a level where it will generate profits and cash flows from operations. These matters raise substantial doubt about the Company's ability to continue as a going concern; however, the accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. These consolidated financial statements do not include any adjustments relating to the recovery of the recorded assets or the classifications of the liabilities that might be necessary should the Company be unable to continue as a going concern.

Current Economic Conditions

The Company and certain of its advisors are closely monitoring current domestic economic conditions. Of particular concern is the rate of inflation that has been reported as being near a forty year high and had recently increased nearly 7% on a year-over-year basis from 2021 to 2022 and the rising cost of fuel. The Federal Reserve (the "Fed') observed that while inflation growth has moderated in 2023, inflation was still above the Fed's target of 2% per year for the foreseeable future. The increasing inflation in the overall economy that lead to higher interest rates may make it more expensive and/or potentially more challenging for the Company to access financing. Additionally, the Company's vessels use large amounts of fuel when in operation and the recent rise in the per gallon cost of gasoline will cause an increase in the Company's operating expenses. The increase in the cost of fuel may hamper the Company's ability to conduct operations.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of Seafarer Exploration Corp. is presented to assist in understanding the Company's consolidated financial statements. The consolidated financial statements and notes are representations of the Company's management, who are responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America ("GAAP") and have been consistently applied in the preparation of the consolidated financial statements.

Principles of Consolidation

The consolidated financial statements of the Company include the accounts of the Company and Blockchain, which is a wholly owned subsidiary. Intercompany accounts and transactions have been eliminated in consolidation.

Cash and Cash Equivalents

For purposes of the consolidated statements of cash flows, the Company considers all highly liquid investments and short-term debt instruments with original maturities of three months or less to be cash equivalents. There were no cash equivalents at December 31, 2023 and 2022. Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash deposits. Accounts at each institution are insured by the Federal Deposit Insurance Corporation ("FDIC") up to $250,000. During the years ended December 31, 2023 and 2022, the Company had a concentration of cash in one bank. At December 31, 2023, the Company had deposits that were $356,267 in excess of the FDIC insured limit.

Research and Development Expenses

Expenditures for research and development are expensed as incurred. The Company incurred research and development expenses of $325,156 and $172,877 for the years ended December 31, 2023 and 2022, respectively.

Revenue Recognition

The Company recognizes revenue in accordance with the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") Topic 606, "*Revenue from Contracts with Customers*" ("ASC 606") and all the related amendments.

The core principle of ASC 606 requires that an entity recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. ASC 606 defines a five-step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than required under GAAP, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation.

The Company recognizes revenue from the referrals that Blockchain has made to providers of software services when payment for a referral is received from the provider of software services. Blockchain, at its sole discretion and with no specific sales quotas or targets, provides referrals of potential end users to the software service providers and is paid a referral fee only after the software services providers receive payment from the end user.

The Company also has a separate sales referral agreement, with no sales quotas or specific goals or targets, with a limited liability company that provides product/system engineering and development services. The Company's performance obligation is met when the payment from the customer is received by the provider of the development services, which is at a point in time. The Company receives referral fees when payment is received from the provider of the product/system development services which is when the Company recognizes revenue under the agreement.

The Company recognizes revenue when cash is received or when it has met its obligations per the terms of a contract or agreement for services. Payments received for services not yet provided are recorded as deferred revenue and are recognized as revenue when the services have been provided.

During the year ended December 31, 2021, the Company entered into an agreement to provide scanning services using its SeaSearcher technology to a corporation involved in searching for historic shipwreck material. Under the terms of the agreement the Company received an upfront payment of $140,000 which has been included in the accompanying consolidated balance sheets at December 31, 2023 and 2022 as deferred revenue, as the services have not yet been provided.

Earnings Per Share

The Company has adopted FASB ASC 260-10, which provides for the calculation of "basic" and "diluted" earnings per share. Basic earnings per share includes no dilution and is computed by dividing net income or loss available to common stockholders by the weighted average common shares outstanding for the period. Diluted earnings per share reflect the potential dilution of securities that could share in the earnings of an entity.

The potentially dilutive common stock equivalents for the years ended December 31, 2023 and 2022 were excluded from the dilutive loss per share calculation as they would be antidilutive due to the net loss. As of December 31, 2023 and 2022, there were approximately 824,048,635 and 681,658,102 shares of common stock underlying our outstanding convertible notes payable and warrants, respectively.

Fair Value of Financial Instruments

The carrying amounts of financial assets and liabilities, such as cash, accounts payable, accrued expenses, convertible notes payable and payables, approximate their fair values because of the short maturity of these instruments.

Property, Plant and Equipment

Property, plant and equipment are recorded at historical cost. Depreciation is computed on the straight-line method over the estimated useful lives of the respective assets. During the year ended December 31, 2019, the Company purchased a vessel with an estimated useful life of ten years. During the year ended December 31, 2020 the Company purchased a vehicle with an estimated useful life of seven years. As of December 31, 2023, these are the only capital assets owned by the Company.

Depreciation expense was $21,860 for the years ended December 31, 2023 and 2022, which is included in operating expenses in the accompanying consolidated statements of operations.

Impairment of Long-Lived Assets

In accordance with ASC 360-10, the Company, on a regular basis, reviews the carrying amount of long-lived assets for the existence of facts or circumstances, both internally and externally, that suggest impairment. The Company determines if the carrying amount of a long-lived asset is impaired based on anticipated undiscounted cash flows, before interest, from the use of the asset. In the event of impairment, a loss is recognized based on the amount by which the carrying amount exceeds the fair value of the asset. Fair value is determined based on the appraised value of the assets or the anticipated cash flows from the use of the asset, discounted at a rate commensurate with the risk involved. There were no impairment charges recorded during the years ended December 31, 2023 and 2022.

Use of Estimates

The process of preparing consolidated financial statements in conformity with GAAP requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Significant estimates for the years ended December 31, 2023 and 2022 include useful life of property, plant and equipment, valuation allowances against deferred tax assets and the fair value of non cash equity transactions.

Segment Information

During 2019, Seafarer's wholly owned subsidiary, Blockchain began operations, generated revenue and incurred expenses. The business of Blockchain has no relation to the Company's shipwreck exploration and recovery operations other than common ownership. As such, the Company concluded that the operations of Blockchain and Seafarer Exploration were separate reportable segments as of the years ended December 31, 2023 and 2022 (see Note 11 – Segment Information).

Convertible Debentures

The Company adopted the guidance in Accounting Standards Updated ("ASU") 2020-06, *Accounting for Convertible Instruments and Contracts in an Entity's Own Equity* on January 1, 2022. ASU 2020-06 simplifies an issuer's accounting for convertible instruments and its application of the derivatives scope exception for contracts in its own equity. Additionally, ASU 2020-06 removes the requirements for accounting for beneficial conversion features. The Company adopted ASU 2020-06 utilizing the modified retrospective method, which resulted in an immaterial impact to the Company.

Stock Based Compensation

The Company applies the fair value method of FASB ASC 718, *Share Based Payment*, in accounting for its stock-based compensation. The standard states that compensation cost is measured at the grant date based on the fair value of the award and is recognized over the service period. The Company values stock-based compensation at the market price for the Company's common stock and other pertinent factors at the grant date.

Fully vested and non-forfeitable shares issued prior to the services being performed are classified as unearned compensation.

Leases

The Company accounts for leases under Accounting Standards Update ("ASU") 2016-02. At the inception of a contract the Company assesses whether the contract is, or contains, a lease. The Company's assessment is based on: (1) whether the contract involves the use of a distinct identified asset, (2) whether the Company obtains the right to substantially all the economic benefit from the use of the asset throughout the period, and (3) whether it has the right to direct the use of the asset. The Company will allocate the consideration in the contract to each lease component based on its relative stand-alone price to determine the lease payments.

Operating lease right of use ("ROU") assets represents the right to use the leased asset for the lease term and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. As most leases do not provide an implicit rate, the Company uses an incremental borrowing rate based on the information available at the adoption date in determining the present value of future payments. Lease expense for minimum lease payments is amortized on a straight-line basis over the lease term and is presented in operating expenses on the consolidated statements of operations.

As permitted under the new guidance, the Company has made an accounting policy election not to apply the recognition provisions of the guidance to short term leases (leases with a lease term of twelve months or less that do not include an option to purchase the underlying asset that the lessee is reasonably certain to exercise); instead, the Company will recognize the lease payments for short term leases on a straight-line basis over the lease term.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

Subsequent Events

It is the Company's policy to evaluate all events that occur after the balance sheet date through the date when the financial statements were issued to determine if they must be reported.

Recent Accounting Pronouncements

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

NOTE 4 – OPERATING LEASE RIGHT-OF-USE ASSETS AND OPERATING LEASE LIABILITIES

Operating Leases

Operating lease right-of-use assets and liabilities are recognized at the present value of the future lease payments at the lease commencement date. The interest rate used to determine the present value is the incremental borrowing rate, estimated to be 10%, as the interest rate implicit in most of the Company's leases are not readily determinable. Operating lease expense is recognized on a straight-line basis over the lease term.

The Company leases 823 square feet of office space located at 14497 North Dale Mabry Highway, Suite 209-N, Tampa, Florida 33618. The Company entered into an amended lease agreement commencing on July 1, 2020 through July 31, 2023 with base month rents of $1,475 from July 1, 2020 to June 30, 2021, $1,519 from July 1, 2021 to June 30, 2022, $1,564 from July 1, 2022 to June 30, 2023 and $1,611 from July 1, 2023 to July 31, 2023. The Company entered into an amended lease agreement commencing on August 1, 2023 through July 31, 2025 with base month rents of $1,612 from August 1, 2023 to June 31, 2024 and $1,676 from August 1, 2024 to July 31, 2025. Under the terms of the lease there may be additional fees charged above the base monthly rental fee. During the years ended December 31, 2023 and 2022, the Company recorded $17,792 and $18,403 as operating lease expense, respectively, which is included in rent expense on the unaudited condensed consolidated statements of operations.

On July 1, 2020, upon renewal of the lease, the Company recorded a right-of-use asset and lease liability of $48,957.

On August 1, 2023, upon renewal of the lease, the Company recorded a right-of-use asset and lease liability of $37,502.

Right-of-use assets at December 31, 2023 and 2022 are summarized below:

	December 31, 2023	December 31, 2022
Office lease	$ 37,502	$ 48,957
Less accumulated amortization	(7,212)	(38,493)
Right of use assets, net	$ 30,290	$ 10,464

Amortization on the right -of -use asset is included in rent expense on the unaudited condensed consolidated statements of operations.

Operating Lease liabilities are summarized below:

	December 31, 2023	December 31, 2022
Office lease	$ 30,457	$ 10,807
Less: current portion	(18,483)	(10,807)
Long term portion	$ 11,974	$ -

Maturity of lease liabilities are as follows:

Year ended December 31, 2024	$ 20,548
Year ended December 31, 2025	12,261
Total future minimum lease payments	32,809
Less: Present value discount	(2,352)
Lease liability	$ 30,457

The Company also has an operating lease for a house located in Palm Bay, Florida that it leases on a month-to-month basis for $1,300 per month. The Company uses the house to store equipment and gear and to provide temporary work-related living quarters for its divers, personnel, consultants and independent contractors involved in its exploration and recovery operations. The Company also pays a rental fee for a space in a park on an as needed basis.

Finance Leases

Commencing during the year ended December 31, 2023, the Company entered into the following leases:

- Vehicle lease - monthly lease payments of $1,167 for 60 months amortized over 5 years at 12%
- Vessel lease - monthly lease payments of $1,557 for 60 months amortized over 5 years at 12%
- Sonar lease - monthly lease payments of $422 for 60 months amortized over 5 years at 12%

Finance right of use assets are summarized below:

	December 31, 2023	December 31, 2022
Vehicle lease	$ 53,100	$ -
Vessel lease	61,607	-
Sonar lease	18,987	-
	133,694	-
Less accumulated amortization	(17,673)	-
Finance right of use asset	$ 116,021	$ -

Finance lease liabilities are summarized below:

	December 31, 2023	December 31, 2022
Vehicle lease	$ 45,034	$ -
Vessel lease	60,085	-
Sonar lease	17,061	-
	122,180	-
Less: current portion	(22,263)	-
Long term portion	$ 99,917	$ -

Maturity of lease liabilities are as follows:

Year Ended December 31, 2024	$ 37,758
Year Ended December 31, 2025	37,758
Year Ended December 31, 2026	37,758
Year Ended December 31, 2027	37,758
Thereafter	4,414
Total future minimum lease payments	155,446
Less imputed interest	(33,266)
PV of payments	$ 122,180

Expenses incurred with respect to the Company's finance leases during the years ended December 31, 2023 and 2022 which are included in general and administrative expenses on the consolidated statements of operations are set forth below.

	December 31, 2023	December 31, 2022
Finance lease amortization	$ 26,915	$ -
Finance lease interest	15,314	-
Total finance lease expense	$ 42,229	$ -

The weighted average remaining lease term and the weighted average discount rate on the finance leases at December 31, 2023 and 2022 are set forth below.

	December 31, 2023	December 31, 2022
Weighted average remaining lease term	4.17 years	-
Weighted average discount rate	12%	-

NOTE 5 – CONVERTIBLE NOTES PAYABLE AND NOTES PAYABLE

Convertible Notes Payable

The following table reflects the convertible notes payable as of December 31, 2023 and 2022:

	Issue Date	Maturity Date	December 31, 2023 Principal Balance	December 31, 2022 Principal Balance	Rate	Conversion Price
Convertible notes payable - related parties						
	07/06/22	01/06/23	$ -	$ 20,000	6.00%	0.0015
	07/29/22	01/28/23	-	10,000	6.00%	0.0020
	08/04/22	02/04/23	-	10,000	6.00%	0.0020
Face value			-	40,000		
Balance convertible notes payable - related parties			$ -	$ 40,000		

	Issue Date	Maturity Date	December 31, 2023 Principal Balance	December 31, 2022 Principal Balance	Rate	Conversion Price
Convertible notes payable - in default						
	08/28/09	11/01/09	$ 4,300	$ 4,300	10.00%	0.0150
	11/20/12	05/20/13	50,000	50,000	6.00%	0.0050
	01/19/13	07/30/13	5,000	5,000	6.00%	0.0040
	02/11/13	08/11/13	9,000	9,000	6.00%	0.0060
	09/25/13	03/25/14	10,000	10,000	6.00%	0.0125
	10/04/13	04/04/14	50,000	50,000	6.00%	0.0125
	05/15/14	11/15/14	40,000	40,000	6.00%	0.0070
	09/18/15	03/18/16	25,000	25,000	6.00%	0.0020
	07/19/16	07/19/17	4,000	4,000	6.00%	0.0015
	02/06/18	11/07/18	6,000	6,000	6.00%	0.0006
	03/06/18	09/06/18	6,000	6,000	6.00%	0.0006
	01/03/19	07/03/19	1,000	1,000	6.00%	0.0010
	09/04/19	03/04/20	25,000	25,000	6.00%	0.0030
	09/18/23	10/18/23	120,000	--	6.00%	0.0020
Balance convertible notes payable - in default			$ 355,300	$ 235,300		

	Issue Date	Maturity Date	December 31, 2023	December 31, 2022	Rate	Conversion Price
			Principal Balance	Principal Balance		
Convertible notes payable - related parties, in default						
	01/09/09	01/09/10	$ 10,000	$ 10,000	10.00%	0.0150
	01/25/10	01/25/11	6,000	6,000	6.00%	0.0050
	01/18/12	07/18/12	50,000	50,000	8.00%	0.0040
	01/19/13	07/30/13	15,000	15,000	6.00%	0.0040
	07/26/13	01/26/14	10,000	10,000	6.00%	0.0100
	01/17/14	07/17/14	31,500	31,500	6.00%	0.0060
	05/27/14	11/27/14	7,000	7,000	6.00%	0.0070
	07/21/14	01/25/15	17,000	17,000	6.00%	0.0080
	10/16/14	04/16/15	21,000	21,000	6.00%	0.0045
	07/14/15	01/14/16	9,000	9,000	6.00%	0.0030
	01/12/16	07/12/16	5,000	5,000	6.00%	0.0020
	05/10/16	11/10/16	5,000	5,000	6.00%	0.0005
	05/10/16	11/10/16	5,000	5,000	6.00%	0.0005
	05/20/16	11/20/16	5,000	5,000	6.00%	0.0005
	07/12/16	01/12/17	2,400	2,400	6.00%	0.0006
	01/26/17	03/12/17	5,000	5,000	6.00%	0.0005
	02/14/17	08/14/17	25,000	25,000	6.00%	0.0008
	08/16/17	09/16/17	3,000	3,000	6.00%	0.0008
	01/09/18	01/09/19	12,000	12,000	6.00%	0.0006
	03/14/18	05/14/18	25,000	25,000	6.00%	0.0007
	04/04/18	06/04/18	3,000	3,000	6.00%	0.0007
	04/11/18	06/11/18	25,000	25,000	6.00%	0.0007
	05/08/18	07/08/18	25,000	25,000	6.00%	0.0007
	05/30/18	08/30/18	25,000	25,000	6.00%	0.0007
	06/12/18	09/12/18	3,000	3,000	6.00%	0.0007
	06/20/18	09/12/18	500	500	6.00%	0.0007
	08/27/18	02/27/19	2,000	2,000	6.00%	0.0007
	10/02/18	04/02/19	1,000	1,000	6.00%	0.0008
	10/23/18	04/23/19	4,200	4,200	6.00%	0.0007
	11/07/18	05/07/19	2,000	2,000	6.00%	0.0008
	11/14/18	05/14/19	8,000	8,000	6.00%	0.0008
	01/08/19	07/08/19	7,000	7,000	6.00%	0.0008
	04/25/19	12/23/19	20,000	20,000	6.00%	0.0040
	06/07/19	12/07/19	5,100	5,100	6.00%	0.0030
	09/17/19	04/17/20	12,000	12,000	6.00%	0.0030
	11/12/19	05/12/20	25,000	25,000	6.00%	0.0025
	11/26/19	05/26/20	25,200	25,200	6.00%	0.0030
	12/03/19	06/03/20	15,000	15,000	6.00%	0.0030
	01/07/20	06/20/20	51,000	51,000	6.00%	0.0030
	08/06/20	02/06/21	25,200	25,200	6.00%	0.0035
	08/06/20	02/06/21	35,000	35,000	6.00%	0.0035
	08/14/20	02/14/21	50,400	50,400	6.00%	0.0035
	10/31/21	04/13/22	3,000	3,000	2.00%	0.0020
	11/10/21	05/10/22	3,000	3,000	2.00%	0.0020
	07/06/22	01/06/23	20,000	-	6.00%	0.0015
	07/29/22	01/28/23	10,000	-	6.00%	0.0020
	08/04/22	02/04/23	10,000	-	6.00%	0.0020
	07/24/23	09/24/23	5,000	-	1.00%	0.00175
	08/02/23	10/01/23	100,000	-	6.00%	0.0020
Balance convertible notes payable - related parties, in default			$ 789,500	$ 644,500		
Balance all convertible notes payable			$ 1,144,800	$ 919,800		

Notes Payable

The following tables reflect the notes payable at December 31, 2023 and 2022:

	Issue Date	Maturity Date	December 31, 2023	December 31, 2022	Rate
			Principal Balance	Principal Balance	
Notes payable					
	11/10/23	11/10/24	$ 500,000	$ -	6.00%
Less unamortized discounts			(95,214)	-	
Balance notes payable			$ 404,786	$ -	

	Issue Date	Maturity Date	December 31, 2023	December 31, 2022	Rate
			Principal Balance	Principal Balance	
Notes payable - in default					
	04/27/11	04/27/12	$ 5,000	$ 5,000	6.00%
	12/14/17	12/14/18	2,000	8,000	6.00%
	11/29/17	11/29/19	105,000	105,000	2.06%
Balance notes payable – default			$ 112,000	$ 118,000	

	Issue Date	Maturity Date	December 31, 2023	December 31, 2022	Rate
			Principal Balance	Principal Balance	
Notes payable - related parties, in default					
	02/24/10	02/24/11	$ 7,500	$ 7,500	6.00%
	10/06/15	11/15/15	10,000	10,000	6.00%
	02/08/18	04/09/18	1,000	1,000	6.00%
Balance notes payable - related parties, in default			$ 18,500	$ 18,500	
Balance all notes payable			$ 535,286	$ 136,500	

For the years ended December 31, 2023 and 2022, the Company recorded interest expense related to the amortization of debt discounts in the amount of approximately $0 and $3,864, respectively, which is included in interest expense on the consolidated statements of operations.

New Convertible Notes Payable Issued During the Years Ended December 31, 2023 and 2022

During the year ended December 31, 2023, the Company entered into the following Convertible Notes Payable and Notes Payable Agreements:

In May of 2023, the Company entered into a convertible promissory note agreement in the amount of $50,000 with an individual. This note paid interest at a rate of 6% per annum and the principal and accrued interest was due on or before June 30, 2023. The lender received 1,000,000 shares of the Company's restricted common stock as a financing fee for providing the loan. The principal balance and accrued interest of $115 was repaid prior to December 31, 2023.

In July of 2023, the Company entered into a convertible promissory note agreement in the amount of $5,000 with a related party who is a member of the Board of Directors. This note pays interest at a rate of 1% per annum and the principal and accrued interest was due on or before September 24, 2023. The lender received 500,000 shares of the Company's restricted common stock as a loan origination fee. The note is unsecured and is convertible at the lender's option into shares of the Company's common stock at a rate of $0.00175 per share.

In August of 2023, the Company entered into a promissory note agreement in the amount of $100,000 with a related party. This note paid interest at a rate of 6% per annum and the principal and accrued interest is due on or before October 2, 2023. The lender received 2,000,000 shares of the Company's restricted common stock as a loan origination fee. The note is unsecured and is convertible at the lender's option into shares of the Company's common stock at a rate of $0.0020 per share.

In September of 2023, the Company entered into a convertible promissory note agreement in the amount of $120,000 with an individual. This note pays interest at a rate of 6% per annum and the principal and accrued interest is due on or before October 18, 2023. The note is unsecured and is convertible at the lender's option into shares of the Company's common stock at a rate of $0.002 per share.

In November 2023, the Company entered into a promissory note agreement in the amount of up to $1,000,000 with an individual. This note pays interest at a rate of 6% per annum and the principal and accrued interest is due on or before November 10, 2024. The lender received 20,000,000 shares of the Company's restricted common stock as a loan origination fee. The note is unsecured. The lender advanced $500,000 to the Company upon execution of the note agreement and agreed to provide an additional $500,000 upon written request of the Company. The note agreement further states that the Company will repay amount of the loan balance on the one year anniversary dates from the receipt of the funding. There is no prepayment penalty if the Company repays the note prior to the due date.

During the year ended December 31, 2022, the Company entered into the following Convertible Notes Payable and Notes Payable Agreements:

In July of 2022, the Company entered into a convertible promissory note agreement in the amount of $20,000 with a related party who is a member of the Board of Directors. This note pays interest at a rate of 6% per annum and the principal and accrued interest is due on or before January 6, 2023. The note is unsecured and is convertible at the lender's option into shares of the Company's common stock at a rate of $0.0015 per share.

In July of 2022, the Company entered into a convertible promissory note agreement in the amount of $10,000 with a related party who is a member of the Board of Directors. This note pays interest at a rate of 6% per annum and the principal and accrued interest is due on or before January 29, 2023. The note is unsecured and is convertible at the lender's option into shares of the Company's common stock at a rate of $0.002 per share.

In August of 2022, the Company entered into a convertible promissory note agreement in the amount of $10,000 with a related party who is a member of the Board of Directors. This note pays interest at a rate of 6% per annum and the principal and accrued interest is due on or before February 4, 2023. The note is unsecured and is convertible at the lender's option into shares of the Company's common stock at a rate of $0.002 per share.

In August of 2022, the Company entered into a promissory note agreement in the amount of $5,000 with a related party. This note paid interest at a rate of 6% per annum and the principal and accrued interest was due on or before August 26, 2022. The lender received 500,000 shares of the Company's restricted common stock as a loan origination fee. The note was repaid and the balance at December 31, 2022 was $0.

In August of 2022, the Company entered into a convertible promissory note agreement in the amount of $50,000 with an individual. This note pays interest at a rate of 6% per annum and the principal and accrued interest was due on or before September 29, 2022. The note is unsecured and is convertible at the lender's option into shares of the Company's common stock at a rate of $0.002 per share. This convertible note payable was converted during 2022.

Repayment of Promissory Note

During the year ended December 31, 2023, the Company repaid a total of $6,000 of the principal of a note payable with an original principal balance of $75,000 that was due on December 14, 2018. The remaining principal balance of the note at December 31, 2023 was $2,000.

During the year ended December 31, 2022, the Company repaid a total of $50,213 of the principal and accrued interest of a promissory note with an original principal balance of $50,000 that was due on January 8, 2022.

Note Conversions

During the year ended December 31, 2023 there were no note conversions.

During the year ended December 31, 2022:

The Company issued 25,221,918 shares of restricted common stock with a total share value of $73,117 to a related party to settle $50,444 of the principal and accrued interest owed on a convertible note payable that was due on September 29, 2022.

Shareholder Loan

At December 31, 2023, the Company had the following loans outstanding to its CEO in the total amount of $5,000 as follows:

- A loan with no due date with a $1,500 remaining balance and an interest rate of 2% and a conversion rate of $0.0005; and
- A loan due on September 9, 2022 with a remaining balance of $3,500, and an interest rate of 1%.

At December 31, 2022 the Company had the following loans outstanding to its CEO in the total amounts of $7,400 as follows:

- A loan with no due date with a remaining balance of $1,500 and an interest rate of 2% and a conversion rate of $0.0005;
- A loan due on January 22, 2022 with a remaining balance of $1,400 and an interest rate of 1%;
- A loan due on January 26, 2022 with a remaining balance of $1,000 and an interest rate of 1%; and
- A loan due on September 9, 2022 with a remaining balance of $3,500, and an interest rate of 1%.

Collateralized Promissory Notes

Two convertible notes outstanding with related parties, dated January 9, 2009 and January 18, 2012 are collateralized by Company assets.

Convertible Notes Payable and Notes Payable, in Default

The Company does not have additional sources of debt financing to refinance its convertible notes payable and notes payable that are currently in default. If the Company is unable to obtain additional capital, such lenders may file suit, including suit to foreclose on the assets held as collateral for the obligations arising under the secured notes. If any of the lenders file suit to foreclose on the assets held as collateral, then the Company may be forced to significantly scale back or cease its operations, which would more than likely result in a complete loss of all capital that has been invested in or borrowed by the Company. The fact that the Company is in default of several promissory notes held by various lenders makes investing in the Company or providing any loans to the Company extremely risky with a very high potential for a complete loss of capital.

NOTE 6 – IMPAIRMENT OF ASSET

During the year ended December 31, 2022, the Company entered into an agreement with a corporation to lease a boat for use in its operations. Under the agreement the Company agreed to pay the owner of the boat $2,000 per month until a total of $85,000 was paid, at which point title of the boat would be transferred to the Company. The boat was damaged while in use and the Company has agreed to pay the boat's owner the full value of the contractual agreement for the lease purchase of the boat. The Company has estimated a full loss on the boat during the year ended December 31, 2022 and wrote off the contractual value of the boat, $85,000, which is included in the consolidated statements of operations as a loss on disposal of asset. The amount due as of December 31, 2023 and 2022 was $47,000 and $85,000, respectively, and has been included in the accompanying consolidated balance sheets in accounts payable and accrued expenses.

NOTE 7 – STOCKHOLDERS' DEFICIT

The Company's total authorized capital stock consists of 9,900,000,000 shares of common stock, $0.0001 par value per share.

Preferred Stock

The Company is authorized to issue 50,000,000 shares of preferred stock.

Series A Preferred Stock

At December 31, 2023 and 2022, the Company had seven shares of Series A preferred stock issued and outstanding. Each share of Series A preferred stock has the right to convert into 214,289 shares of the Company's common stock. In the event of a liquidation, Series A have preference.

Series B Preferred Stock

On February 10, 2014, the Board of Directors of the Company under the authority granted under Article V of the Articles of Incorporation, defined and created a new preferred series of shares from the 50,000,000 authorized preferred shares. Pursuant to Article V, the Board of Directors has the power to designate such shares and all powers and matters concerning such shares. Such share class shall be designated Preferred Class B. The preferred class was created for 60 Preferred Class B shares. Such shares each have a voting power equal to one percent of the outstanding shares issued (totaling 60%) at the time of any vote action as necessary for share votes under Florida law, with or without a shareholder meeting. Such shares are non-convertible to common stock of the Company and are not considered as convertible under any accounting measure. Such shares shall only be held by the Board of Directors as a Corporate body, and shall not be placed into any individual name. Such shares were considered issued at the time of this resolution's adoption, and do not require a stock certificate to exist, unless selected to do so by the Board for representational purposes only. Such shares are considered for voting as a whole amount, and shall be voted for any matter by a majority vote of the Board of Directors. Such shares shall not be divisible among the Board members, and shall be voted as a whole either for or against such a vote upon the vote of the majority of the Board of Directors. In the event that there is any vote taken which results in a tie of a vote of the Board of Directors, the vote of the Chairman of the Board shall control the voting of such shares. Such shares are not transferable except in the case of a change of control of the Corporation when such shares shall continue to be held by the Board of Directors. Such shares have the authority to vote for all matters that require a share vote under Florida law and the Articles of Incorporation.

Warrants and Options

The Company did not issue any warrants or options during the years ended December 31, 2023 and 2022.

At December 31, 2023 and 2022, the Company had no warrants to purchase shares of its restricted common stock outstanding.

There were no warrants outstanding at December 31, 2023 and 2022.

NOTE 8 – INCOME TAXES

At December 31, 2023 and 2022, the Company had available federal and state net operating loss carry forwards ("NOLs") to reduce future taxable income. The amounts available were approximately $28,300,000 and $25,200,000 respectively, for federal purposes. The potential tax benefit arising from the NOLs of approximately $13,900,000 from the period prior to the Act's effective date will begin to expire in 2033. The potential tax benefit arising from the net operating loss carryforward of approximately $10,600,000 generated from the period following the Act's effective date can be carried forward indefinitely within the annual usage limitations. Given the Company's history of net operating losses, management has determined that it is more likely than not that the Company will not be able to realize the tax benefit of the carryforwards. Accordingly, the Company has not recognized a deferred tax asset for this benefit.

The Company adopted FASB guidelines that address the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under this guidance, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. This guidance also provides guidance on derecognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. As of December 31, 2023 and 2022, the Company did not have a liability for unrecognized tax benefits.

The valuation allowance at December 31, 2023 was $13,900,000. The net change in valuation allowance during the year ended December 31, 2023 was $3,300,000. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized.

The Company's policy is to record interest and penalties on uncertain tax provisions as income tax expense. As of December 31, 2023 and 2022, the Company has not accrued interest or penalties related to uncertain tax positions. Additionally, past tax years remain open to examination by the major taxing jurisdictions to which the Company is subject. The Company is preparing and reviewing information for tax returns for past years. Due to the Company's lack of revenue since inception management does not believe that there is any income tax liability for past years. There are currently no open federal or state tax years under audit.

Upon the attainment of taxable income by the Company, management will assess the likelihood of realizing the tax benefit associated with the use of the carry forwards and will recognize a deferred tax asset at that time.

The items accounting for the difference between income taxes computed at the federal statutory rate and the provision for income taxes are as follows:

	For the Year Ended December 31, 2023	**For the Year Ended December 31, 2022**
Income tax at federal statutory rate	(21.00)%	(21.00)%
State tax, net of federal effect	(3.96)%	(3.96)%
	(24.96)%	(24.96)%
Valuation allowance	24.96%	24.96%
Effective rate	0.00%	0.00%

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

As of December 31, 2023 and 2022, the Company's only significant deferred income tax asset was a cumulative estimated net tax operating loss of approximately $28,300,000 and $25,200,000, respectively, that is available to offset future taxable income, if any, in future periods, subject to expiration and other limitations imposed by the Internal Revenue Service. Management has considered the Company's operating losses incurred to date and believes that a full valuation allowance against the deferred tax assets is required as of December 31, 2023 and 2022.

NOTE 9 – COMMITMENTS AND CONTINGENCIES

Agreement to Explore a Shipwreck Site Located off of Melbourne Beach, Florida

In March of 2014, Seafarer entered into a partnership with MAP, with the formation of Seafarer's Quest, LLC for the purpose of exploring a shipwreck site off of Melbourne Beach, Florida. Seafarer owns 50% of Seafarer's Quest, LLC and is handling the operations on behalf of Seafarer's Quest. To date there has been no significant financial activity in Seafarer's Quest. Under the partnership with MAP, Seafarer is the designated manager of Seafarer's Quest, LLC and is responsible for the costs of permitting, exploration and recovery. Seafarer is entitled to receive 80% and MAP is entitled to receive 20% of artifacts and treasure recovered from the site after the State of Florida receives its share, which is anticipated to be 20% under any future recovery permits. The permits with the State of Florida for two areas on the site, designated as Areas 1 and 2, were extended in early 2022 for an indefinite time period pending formal renewal. There are currently no recovery permits for the site that have been applied for or issued as of the date of this filing. It will be necessary to be granted a recovery permit in order to recover any artifacts and treasure that may potentially be located on the site. The required, affiliated environmental permits from the U.S. Army Corps of Engineers ("USACE") and Florida Department of Environmental Protection ("FLDEP') were previously issued in the name of a partner that is no longer active. In 2020 Seafarer worked with the various State of Florida governmental agencies involved to update and consolidate all of these environmental permits solely under the Company's name. The State of Florida Bureau of Archeological Research ("FBAR") had ordered the Company not to disturb the ocean's bottom while the changes and updates to the Company's permits were in process. Some requests of change are questionable to the Company. Since the issuance of the USACE and FLDEP environmental permits, FBAR has continued to stop or delay ground disturbance in Seafarer's legally permitted area with ongoing questions and requests.

Certain Other Agreements

See Note 4 Operating Lease Right-of-Use Assets and Operating Lease Liabilities.

NOTE 10 – RELATED PARTY TRANSACTIONS

During the year ended December 31, 2023, the Company has had extensive dealings with related parties including the following:

In January of 2023, the Company extended the term of previous agreements with two individuals to continue serving as members of the Company's Board of Directors. Two of the individuals are related to the Company's CEO. Under the agreement, the Directors agreed to provide various services to the Company including making recommendations for both the short term and the long term business strategies to be employed by the Company, monitoring and assessing the Company's business and to advise the Company's Board of Directors with respect to an appropriate business strategy on an ongoing basis, commenting on proposed corporate decisions and identifying and evaluating alternative courses of action, making suggestions to strengthen the Company's operations, identifying and evaluating external threats and opportunities to the Company, evaluating and making ongoing recommendations to the Board with respect for one year and may be terminated by either the Company or the Director by providing written notice to the other party. The previous agreement also terminates automatically upon the death, resignation or removal of the Directors. Under the terms of the agreement, the Company agreed to compensate the related party Board members via payment of 10,000,000 restricted shares of its common stock each, an aggregate total of 20,000,000 shares or $144,000, and to negotiate future compensation on a year-by-year basis. The Company also agreed to reimburse the individuals for preapproved expenses.

In July of 2023, the Company entered into a convertible promissory note agreement in the amount of $5,000 with a related party who is a member of the Board of Directors. This note pays interest at a rate of 1% per annum and the principal and accrued interest was due on or before September 24, 2023. The lender received 500,000 shares of the Company's restricted common stock as a loan origination fee. The note is unsecured and is convertible at the lender's option into shares of the Company's common stock at a rate of $0.00175 per share.

In August of 2023, the Company entered into a promissory note agreement in the amount of $100,000 with a related party. This note pays interest at a rate of 6% per annum and the principal and accrued interest is due on or before October 2, 2023. The Company agreed to pay the lender 2,000,000 shares of the its restricted common stock as a loan origination fee. The note is unsecured and is convertible at the lender's option into shares of the Company's common stock at a rate of $0.0020 per share.

During the year ended December 31, 2022, the Company has had extensive dealings with related parties including the following:

In May of 2022, the Company's CEO provided a loan to the Company in the amount of $3,000. This loan pays interest at a rate of 1% per annum and the principal and accrued interest was due on or before June 17, 2022.

In July of 2022, the Company entered into a convertible promissory note agreement in the amount of $20,000 with a related party who is a member of the Board of Directors. This note pays interest at a rate of 6% per annum and the principal and accrued interest was due on or before January 6, 2023. The note is unsecured and is convertible at the lender's option into shares of the Company's common stock at a rate of $0.015 per share.

In July of 2022, the Company entered into a convertible promissory note agreement in the amount of $10,000 with a related party who is a member of the Board of Directors. This note pays interest at a rate of 6% per annum and the principal and accrued interest was due on or before January 28, 2023. The note is unsecured and is convertible at the lender's option into shares of the Company's common stock at a rate of $0.002 per share.

In August of 2022, the Company entered into a convertible promissory note agreement in the amount of $10,000 with a related party who is a member of the Board of Directors. This note pays interest at a rate of 6% per annum and the principal and accrued interest was due on or before February 4, 2023. The note is unsecured and is convertible at the lender's option into shares of the Company's common stock at a rate of $0.002 per share.

In August of 2022, the Company's CEO provided a loan to the Company in the amount of $3,500. This loan pays interest at a rate of 1% per annum and the principal and accrued interest was due on or before September 9, 2022.

In August of 2022, the Company entered into a promissory note agreement in the amount of $5,000 with a related party. This note paid interest at a rate of 6% per annum and the principal and accrued interest was due on or before August 26, 2022. The lender received 500,000 shares of the Company's restricted common stock as a loan origination fee. The note was repaid and the balance at December 31, 2022 was $0.

Additional related party transactions:

The Company has an informal consulting agreement with a limited liability company that is owned and controlled by a person who is related to the Company's CEO to pay the related party limited liability company a variable amount per month plus periodic bonuses to provide general business consulting and assessing the Company's business and to advise management with respect to an appropriate business strategy on an ongoing basis, commenting on proposed corporate decisions, perform period background research including background checks and provide investigative information on individuals and companies and to assist, when needed, as an administrative specialist to perform various administrative duties and clerical services including reviewing the Company's agreements and books and records. The consultant provides the services under the direction and supervision of the Company's CEO. During the years ended December 31, 2023 and 2022, the Company paid the related party consultant fees of $38,000 and $32,000, respectively, for services rendered. These fees are recorded as an expense in consulting and contractor expenses in the accompanying consolidated statements of operations. At December 31, 2023 and 2022, the Company owed the related party limited liability company $0 and $3,000, respectively.

The Company has an ongoing agreement with a limited liability company that is owned and controlled by a person who is related to the Company's CEO to provide stock transfer agency services. During the years ended December 31, 2023 and 2022, the Company paid the related party limited liability company fees of $6,637 and $6,478 respectively, for services rendered. These fees are recorded as an expense in consulting and contractor expenses in the accompanying consolidated statements of operations. During the year ended December 31, 2023, the Company issued the related party limited liability company 5,576,250 shares of restricted common stock to settle $11,153 of fees owed for transfer agency services. During the year ended December 31, 2022, the Company paid the related party limited liability 1,000,000 shares of the Company's restricted common stock, valued at $5,100, as a bonus. All of the fees paid to the related party limited liability company are recorded as an expense in consulting and contractor expenses in the accompanying consolidated statements of operations. At December 31, 2023 and 2022, the Company owed the related party limited liability company $0 and $3,975, respectively.

During the years ended December 31, 2023 and 2022, the Company paid a person who is related to the Company's CEO consulting fees of $27,000 and $36,500, respectively, for assistance with social media and administrative services. Additionally, during the year ended December 31, 2022, the Company paid the related party consultant 5,000,000 shares, valued at $12,575, of the Company's restricted common stock as further compensation to offset cash payments for extra work and as a bonus. At December 31, 2023 and 2022, the Company owed the related party limited liability company $0 and $3,000, respectively.

During the years ended December 31, 2023 and 2022, the Company paid a person who is related to the Company's CEO fees of $1,092 and $1,192, respectively, for clerical services. All of the fees paid to the related party are recorded as an expense in consulting and contractor expenses in the accompanying unaudited condensed consolidated statements of operations.

During the years ended December 31, 2023 and 2022, the Company paid fees of $43,300 and $93,500 to one of its Board members for business consulting and strategic advisory services that were separate from his duties as a member of the Company's Board of Directors. At December 31, 2023 and 2022, the Company owed the related party $0.

During the years ended December 31, 2023 and 2022, the Company paid fees of $24,000 and $22,000 to a limited liability company controlled by one of its Board members for business consulting and strategic advisory services that were separate from his duties as a member of the Company's Board of Directors. At December 31, 2023 and 2022, the Company owed the related party $0.

Shareholder Loan

See Note 5 convertible notes payable – related parties, convertible notes payable – related parties, in default, and notes payable - related parties, in default.

At December 31, 2023 and 2022, the following promissory notes and shareholder loans were outstanding to related parties:

See Note 5 convertible notes payable – related parties, convertible notes payable – related parties, in default, and notes payable - related parties, in default.

NOTE 11 – SEGMENT INFORMATION

Seafarer's wholly owned subsidiary Blockchain began operations in 2019 by providing referrals in exchange for referral fees for closed business.

Due to Blockchain starting operations which have no relation to the Company's shipwreck and exploration recovery business, the Company evaluated this business and its impact upon the existing corporate structure. The Company has determined that Blockchain and Seafarer Exploration Corp. operate as separate segments of the business. As such, the Company has presented the income (loss) from operations during the years ended December 31, 2022 and 2021 incurred by the two separate segments below.

During the years ended December 31, 2023 and 2022, Blockchain revenues were $0 and were 0% of the consolidated revenues of the Company.

Segment information relating to the Company's two operating segments for the year ended December 31, 2023 is as follows:

	December 31, 2023 Blockchain LogisTech, LLC	December 31, 2023 Seafarer Exploration Corp.	December 31, 2023 Consolidated
Service revenues	$ -	$ 19,235	$ 19,235
Total operating expenses	-	3,070,726	3,070,726
Net loss from operations	$ -	$ (3,051,491)	$ (3,051,491)

Segment information relating to the Company's two operating segments for the year ended December 31, 2022 is as follows:

	December 31, 2022 Blockchain LogisTech, LLC	December 31, 2022 Seafarer Exploration Corp.	December 31, 2022 Consolidated
Service revenues	$ -	$ 12,972	$ 12,972
Total operating expenses	30	2,438,325	2,438,355
Net loss from operations	$ (30)	$ (2,425,353)	$ (2,425,383)

NOTE 12 – SUBSEQUENT EVENTS

Subsequent to December 31, 2023 the Company sold or issued additional shares of its restricted common stock as follows:

(i) sales of 42,333,334 shares of restricted common stock under subscription agreements for proceeds received of approximately $113,480;

(ii) the issuance of 72,059,524 shares of restricted common stock to various service providers;

(iii) the issuance of 61,104,658 shares of restricted common stock to settle $102,209 of the principal balance and accrued interest of a convertible notes payable with an original principal balance of $100,000 that was originally due on October 18, 2023; and

(iv) the issuance of 2,000,000 shares of restricted common stock as a loan origination fee owed to a related party lender for a loan provided in 2023.

(v) In additional to the share issuances discussed above, the Company repaid the principal and accrued interest for a related party convertible promissory note with a principal balance of $100,000 that was in default and was due on October 2, 2023.

Subsequent to December 31, 2023, the Company repaid the principal and accrued interest for a related party convertible promissory note with a principal balance of $100,000 that was in default and was due on October 2, 2023.

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

None

Item 9A. Controls and Procedures.

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

Management's Responsibility for Controls and Procedures

The Company's management is responsible for establishing and maintaining adequate internal control over the Company's financial reporting. The Company's controls over financial reporting are designed under the supervision of the Company's Principal Executive Officer and Principal Financial Officer to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is accumulated and communicated to the Company's management, including the Company's principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our principal executive officer, the Company conducted an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Exchange Act, as of December 31, 2023. Based on this evaluation, management concluded that our financial disclosure controls and procedures were not effective so as to timely recording, processing, summarizing and reporting financial information required to be included on our Securities and Exchange Commission ("SEC") reports due to the Company's limited internal resources and lack of ability to have multiple levels of transaction review. However, as a result of our evaluation and review process, management believes that the financial statements and other information presented herewith are materially correct.

Internal Control Over Financial Reporting

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 internal control over financial reporting, as defined in Rules 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 and based on the criteria for effective internal control described in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (as revised). Based on our evaluation, management concluded that our internal control over financial reporting was not effective so as to timely recording, processing, summarizing and reporting financial information required to be included on our SEC reports due to the Company's limited internal resources and lack of ability to have multiple levels of transaction review. However, as a result of our evaluation and review process, management believes that the financial statements and other information presented herewith are materially correct.

Management including its Principal Executive Officer/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 the 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.

The Company has limited resources and as a result, a material weakness in financial reporting currently exists, because of our limited resources and personnel, including those described below.

* The Company has an insufficient quantity of dedicated resources and experienced personnel involved in reviewing and designing internal controls. As a result, a material misstatement of the interim and annual financial statements could occur and not be prevented or detected on a timely basis.

* We have not achieved the optimal level of segregation of duties relative to key financial reporting functions.

* We do not have an audit committee or an independent audit committee financial expert. While not being legally obligated to have an audit committee or independent audit committee financial expert, it is Management's view that to have an audit committee, comprised of independent board members, and an independent audit committee financial expert, is an important entity-level control over the Company's financial statements.

A material weakness is a deficiency (within the meaning of the Public Company Accounting Oversight Board (PCAOB) auditing standard 5) or combination of deficiencies in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. Management has determined that a material weakness exists due to a lack of segregation of duties, resulting from the Company's limited resources and personnel.

Remediation Efforts to Address Deficiencies in Internal Control Over Financial Reporting

As a result of these findings, management, upon obtaining sufficient capital and operations, intends to take practical, cost-effective steps in implementing internal controls, including the possible remedial measures set forth below. As of December 31, 2023, we did not have sufficient capital and/or operations to implement any of the remedial measures described below.

* Assessing the current duties of existing personnel and consultants, assigning additional duties to existing personnel and consultants, and, in a cost effective manner, potentially hiring additional personnel to assist with the preparation of the Company's financial statements to allow for proper segregation of duties, as well as additional resources for control documentation.

* Assessing the duties of the existing officers of the Company and, in a cost effective manner, possibly promote or hire additional personnel to diversify duties and responsibilities of such executive officers.

* Board to review and make recommendations to shareholders concerning the composition of the Board of Directors, with particular focus on issues of independence. The Board of Directors will consider nominating an audit committee and audit committee financial expert, which may or may not consist of independent members.

* Interviewing and potentially hiring outside consultants that are experts in designing internal controls over financial reporting based on criteria established in Internal Control Integrated Framework issued by Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") (as revised).

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

(b) Change in Internal Control Over Financial Reporting

The Company has not made any change in our internal control over financial reporting during the year ended December 31, 2023.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Name	Age	Position
Kyle Kennedy	64	President, CEO, Chairman of the Board
Charles Branscumb	63	Director
Robert L. Kennedy	72	Director
Bradford Clark	54	Director
Thomas Soeder	77	Director

Kyle Kennedy
President, Chief Executive Officer, Chairman of the Board

In 2001, Mr. Kennedy co-founded a securities brokerage firm that offered securities sales and trading as well as investment banking services. In 2003, Mr. Kennedy was also one of the founders of a securities transfer and processing company. Prior experience includes: August 1995 to Present – President of Kennedy and Associates, Business Consultants; March 1998 to December 1998 – Vice President Corporate Finance, Palm State Equities, Inc.; January 1999 to September 1999 – Vice President Investment Banking, 1st American Investment Banking; September 1999 to May 2000 – President and CEO, Nowtrade Corp. Mr. Kennedy is a senior financial executive, CEO, and President, with over 28 years of experience in the brokerage business. He has held the following licenses: Series 3, 4, 5, 7, 52, 63, 24 and 55. He created, built and co-managed over $400 million of assets in money management, with specific focus in equity analysis. Mr. Kennedy's public company experience includes his position as Executive Vice President and ultimately, acting President, of a public holding company with four diverse operating entities. He performed the day to day operations of the company and management. He was directly responsible for the turnaround of this complex, diverse holding company and successfully developed and implemented a creditor workout plan, negotiating with over 100 creditors, collection agencies and attorneys.

Charles Branscum
Director

Mr. Branscum has spent the majority of his professional career working for Arkansas Steel Associates, LLC ("ASA"). Mr. Branscum is currently the rolling mill foreman for ASA.

Robert L. Kennedy
Director

Dr. Robert L. "Rob" Kennedy began his professional career as a mathematics teacher with Horace Mann Junior High School in Little Rock, Arkansas. Returning to graduate school, he taught calculus in the mathematics department as a teaching assistant (TA) at the University of Nebraska in Lincoln (UNL). Following his work at UNL, he taught mathematics at Kirkwood Community College in Cedar Rapids, Iowa. Upon entering a doctoral program at the University of Missouri, Columbia, he taught undergraduate and graduate courses in mathematics and statistics as a TA. His Ph.D. was awarded in Higher Education with majors in Educational Psychology and Mathematical Statistics. After graduation, Dr. Kennedy taught basic, advanced, and multivariate statistics in a doctoral education program at the University of Arkansas at Little Rock. With a move to the University of Arkansas for Medical Sciences (UAMS), he continued teaching comparable courses in the Ph.D. nursing program. After twelve years, Dr. Kennedy retired as a Professor in the Office of Educational Development of UAMS after serving for a time as Clinical Professor and Chair of the Department of Nursing Science, and Director of the Scholarship and Research Center, all with UAMS. He has worked in the areas of evaluation, research, statistics, and technology in several universities, including those mentioned above, as well as Western Kentucky University, the University of Central Arkansas, and as an adjunct with the University of Central Michigan and the University of Memphis. He has consulted with numerous school districts and businesses, done extensive research and documentation, and is a past president of both the MidSouth Educational Research Association and the Mid-South Educational Research Foundation.

Bradford Clark
Director

Mr. Clark is a six-year veteran of the Air National Guard where he achieved the rank senior airman. Mr. Clark has owned and operated several lawn maintenance companies over the past thirty-seven years. Mr. Clark works with businesses to help them to increase efficiency and facilitate changes designed to enhance their business model and encourage growth. Mr. Clark holds a Bachelor of Business Administration in Management, University of Arkansas Little Rock.

Thomas Soeder
Director

Tom Soeder has approximately forty-nine years of experience in computer sales, systems and management responsibilities across all market segments, most product groups, and the full range of sales channels. As an Avnet account manager, Mr. Soeder concentrated his efforts primarily on federal government business working with prime and subcontractors, winning over thirty new projects. With his teaming efforts on ECS3, Mr. Soeder brought to Avnet the first commodities based subcontract worth over $600 billion in hardware dollars over ten years. Tom achieved Presidents Club two years running. Mr. Soeder also served Avnet as its Mid Atlantic business development manager. Additionally, Mr. Soeder also supported the team as a systems engineer covering Motorola and Intel designs.

Family Relationships

Charles Branscum and Robert L. Kennedy are both related to Seafarer's CEO, Kyle Kennedy.

Director Positions in Other Public Companies

No director holds any directorship in a company with a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 or subject to the requirements of Section 15(d) of such Act. No director holds any directorship in a company registered as an investment company under the Investment Company Act of 1940.

Code of Conduct

As the Board of Directors only has five directors, no audit or strategy committee has been established. The Company does not have a standing nominating committee or any committee performing a similar function. For the above reasons, the Company has not adopted a code of ethics although the Company intends to adopt a code of ethics.

Reliance on Certain Key Individuals

The Company believes that its future success will depend on the abilities and continued service of its CEO, Kyle Kennedy, and some of its consultants and advisors. If Seafarer was not be able to retain Mr. Kennedy as the Company's CEO, then the Board of Directors believes the Company would very likely suffer serious adverse and material consequences. Seafarer also utilizes the services of several key consultants and advisors who have been very instrumental in the growth and development of the Company, particularly in the areas of archeological research and diving operations, corporate financial consulting, strategic planning and corporate advisory services. The Company believes that it is very important to its long-term success to retain the services of these consultants and advisors.

Item 11. Executive Compensation.

Officers Summary Compensation Table

Name and Principal Position	Period End	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Non-qualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Kyle Kennedy [1]	12/31/23	$225,730	--	--	--	--	--	$ 10,713	$236,443
	12/31/22	$180,010	--	--	--	--	--	$ 2,794	$182,804

(1) Mr. Kennedy did not receive any stock based compensation during the years ended December 31, 2023 and 2022. As of January 1, 2020 the Company's Board of Directors agreed that the Company will provide a salary and other compensation to Mr. Kennedy after he did not receive a salary or any stock based compensation in years prior to 2020. During the years ended December 31, 2023 and 2022 the Company paid $0 and $2,794 respectively for health, dental and other benefits for Mr. Kennedy. As a part of his duties as CEO, Mr. Kennedy is required to travel extensively on Company business as the Company's diving operations are located on the East Coast of Florida and the Company's headquarters are located on the West Coast of Florida. The Company determined that it would be less expensive for Mr. Kennedy to use his personal vehicle to travel on Company business rather than to lease a car for him. In lieu of leasing a car for Mr. Kennedy to use for Company business, Mr. Kennedy uses his personal vehicle for Company related travel. The Company provides Mr. Kennedy with periodic expense advances and reimbursements, including travel reimbursements for mileage and fuel for the use of his personal vehicle for Company business and reimburses him for various other Company business related expenses. The Company reimbursed or advanced to Mr. Kennedy $14,409 in 2023 and $14,324 in 2022 for travel related expenses and other Company expenses. The Company also paid $3,950 in 2023 and $4,850 in 2022 for Mr. Kennedy's cellular telephone, text, and wireless data plan.

Officer Compensation

The Company does not have a formal compensation plan in place for its officer. The Company's Board of Directors authorized Mr. Kennedy to receive a salary, at his discretion based on the Company's financial position and developments with the business, in 2020 after not paying him a salary since the inception of the Company in 2008. As of the date of the filing of this report the Board of Directors and Mr. Kennedy have been engaged in the process of negotiating a compensation plan that includes stock based payments and other bonuses and incentives with Mr. Kennedy in order to retain his services as the Company's CEO.

Directors Summary Compensation Table

The following table shows the fees paid to the Company's Board of Directors for the years ending December 31, 2023 and 2022 for their work as members of the Board of Directors:

Name and Principal Position	Period End	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Non-qualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Kyle Kennedy (1)	12/31/2023	--	--	--	--	--	--	--	--
	12/31/2022	--	--	--	--	--	--	--	--
Charles Branscum (2)	12/31/2023	--	--	72,000	--	--	--	--	72,000
	12/31/2022	--	--	--	--	--	--	--	--
Dr. Robert Kennedy (3)	12/31/2023	--	--	72,000	--	--	--	--	72,000
	12/31/2022	--	--	--	--	--	--	--	--
Bradford Clark (4)	12/31/2023	--	--	--	--	--	--	--	--
	12/31/2022	--	--	--	--	--	--	6,500	6,500
Thomas Soeder (5)	12/31/2023	--	--	72,000	--	--	--	--	72,000
	12/31/2022	--	--	--	--	--	--	--	--

(1) During the years ended December 31, 2023 and 2022 the Company did not pay any Director's fees to its Chairman of the Board, Kyle Kennedy. The salaries paid to Mr. Kennedy for his services as the Company's CEO during the years ended December 31, 2023 and 2022 are listed under Item 11 – Executive Compensation and are not listed in the Directors' compensation table.

(2) During the years ended December 31, 2023 and 2022 the Company did not pay any fees to Mr. Branscum other than those listed in the Directors' compensation table.

(3) During the years ended December 31, 2023 and 2022 the Company did not pay any fees to Dr. Robert Kennedy other than those listed in the Directors' compensation table.

(4) During the years ended December 31, 2023 and 2022 the Company paid fees of $43,300 and $93,500 to Mr. Clark for business consulting and operations management services that were separate from his duties as a member of the Company's Board of Directors, these fees are not listed in the Directors' compensation table.

(5) During the years ended December 31, 2023 and 2022 the Company paid fees of $22,000 and $24,000 to a limited liability company controlled by Mr. Soeder for business consulting and strategic advisory services that were separate from his duties as a member of the Company's Board of Directors, these fees are not listed in the Directors' compensation table.

Director Compensation

The Company does not have a formal compensation plan in place for its directors.

Employment Agreements

None.

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

The following tables set forth certain information regarding beneficial ownership of our capital stock as of the date hereof by (i) each person whom we know to beneficially own more than five percent (5%) of any class of our common stock, (ii) each of our directors, (iii) each of the executive officers and (iv) all our directors and executive officers as a group. Unless otherwise indicated, each of the persons listed below has sole voting and investment power with respect to the shares beneficially owned.

Our total authorized capital stock consists of 9,900,000,000 shares of common stock, $0.0001 par value per share. As of December 31, 2023, there were 8,314,141,446 shares of our common stock outstanding.

This table reflects shares that were issued and outstanding as of December 31, 2023.

Name and Address of Beneficial Owners [1]	Shares of common stock beneficially owned	Percentage of common shares beneficially owned [2]
Kyle Kennedy - President, CEO and Chairman of the Board [3]	35,500,000	*
Charles Branscum – Director	129,000,000	1.55%
Dr. Robert L. Kennedy – Director	165,190,267	1.99%
Bradford Clark – Director	48,443,555	*
Thomas Soeder – Director	86,784,787	1.04%
Maximilian Thyssen - Shareholder	556,927,580	6.70%
All Directors and Officers and 5% or greater holders as group (6 persons)	1,021,846,189	12.29%

* Less than 1%

(1) Unless otherwise indicated, the address of each person listed below is c/o Seafarer Exploration Corp, 14497 North Dale Mabry Highway, Suite 209-N, Tampa, Florida 3618.

(2) Percentages are based on 8,314,141,446 shares of common stock issued and outstanding at December 31, 2023.

(3) For the purposes of this table, the share amounts being shown as beneficially owned by Mr. Kennedy include: 35,500,000 shares legally owned by Credo Argentarius, LLC ("Credo"), an entity controlled by Mr. Kennedy's spouse. This statement shall not be construed as an admission that Mr. Kennedy is, for the purposes of Section 13(d) or Section 16 of the Securities Exchange Act of 1934, the beneficial owner of any of the securities set forth in the preceding sentence.

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

See Note 10 – Related Party Transactions.

Item 14. Principal Accounting Fees and Services

Audit Related Fees

For the years ended December 31, 2023 and 2022, the Company paid $40,285 and $30,000 respectively, in fees related to services rendered by our principal accountant for professional services rendered for the audit and review of our consolidated financial statements.

Tax Fees

For the years ended December 31, 2023 and 2022, the Company paid $0 in fees for professional services rendered fees related to services rendered by our principal accountant for tax compliance, tax advice, and tax planning.

All Other Fees

The Company did not incur any other fees related to services rendered by our principal accountant for the years ended December 31, 2023 and 2022.

PART IV

Item 15. Exhibits

(2)	Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession
2.1	Form of Share Exchange Agreement dated June 4, 2008 by and among Organetix, Inc., Seafarer Exploration, Inc. and each of the shareholders of Seafarer Exploration incorporated by reference to Form 8-K filed with the Commission on June 10, 2008.
(3)	Articles of Incorporation and By-laws
3.1	Amended and Restated Certificate of Incorporation of Organetix, Inc. incorporated by reference to Organetix, Inc.'s Schedule 14C Definitive Information Statement filed with the Commission on May 6, 2008.
3.2	Certificate of Amendment to the Certificate of Incorporation to merge Seafarer Exploration Corp., a wholly-owned subsidiary of the Company into the Company with the Secretary of State of the State of Delaware. Pursuant to the Certificate of Amendment, the Company's Articles of Incorporation were amended to change its name from Organetix, Inc. to Seafarer Exploration Corp. dated July 17, 2008, incorporated by reference to Form 8-K filed with the Commission on July 24, 2008.
(10)	Material Contracts
10.1	Agreement by and between Heartland Treasure Quest and Seafarer Exploration Corp. dated February 1, 2013, incorporated by reference to Form 10-K filed with the Commission on April 14, 2014.
10.2	Seafarers Quest, LLC Operating Agreement dated March 03, 2014, incorporated by reference to Form 10-K filed with the Commission on March 31, 2015.
31.1	Certification of Chief Executive Officer and Principal Accounting Officer Pursuant to the Securities Exchange Act of 1934, Rules 13a-14 and 15d-14. Filed with this Form 10-K.
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Filed with this Form 10-K.
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (embedded within the Inline XBRL 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.

	Seafarer Exploration Corp.
Date: March 26, 2024	By: *\/s/ Kyle Kennedy* Kyle Kennedy President, Chief Executive Officer, and Chairman of the Board (Principal Executive Officer and Principal Accounting Officer)
Date: March 26, 2024	By: */s/ Charles Branscum* Charles Branscum, Director
Date: March 26, 2024	By: */s/ Robert L. Kennedy* Robert L. Kennedy, Director
Date: March 26, 2024	By: */s/ Thomas Soeder* Thomas Soeder, Director
Date: March 26, 2024	By: */s/ Bradford Clark* Bradford Clark, Director

EXHIBIT 31.1

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL ACCOUNTING OFFICER
PURSUANT TO THE SECURITIES EXCHANGE ACT OF 1934,
RULES 13a-14 AND 15d-14
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Kyle Kennedy, Chief Executive Officer and President of the registrant, certify that:

1. I have reviewed this Annual Report on Form 10-K of Seafarer Exploration Corp.;

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 account 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 to 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.

/s/ Kyle Kennedy
Kyle Kennedy
Chief Executive Officer
(Principal Executive Officer and acting Principal Accounting Officer)
Date: March 26, 2024

EXHIBIT 32.1

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

Solely for the purposes of complying with 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002:

I, Kyle Kennedy, the undersigned Chief Executive Officer of Seafarer Exploration Corp. (the "Company"), hereby certifies, based on my knowledge, that the Annual Report on Form 10-K of the Company for the year ended December 31, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"):

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

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

Date: March 26, 2024

/s/ Kyle Kennedy
Kyle Kennedy
Chief Executive Officer
(Principal Executive Officer and acting Principal Accounting Officer)