



NOTICE OF CORPORATE DISSOLUTION
STL MARKETING GROUP, INC.
APRIL 6, 2017

To our Stakeholders:

This letter to inform you of the recent decision to Dissolve STL Marketing Group, Inc. (the “Company” or “STLK”) and written at the request of the Board of Directors. The Board wants all shareholders to be aware, in a detailed manner, of the reasoning behind this decision. The goal of this communication is to help you to understand the current situation and to provide an overview of how STLK got here, where it stands, what management has been trying to do to ensure that STLK can go forward and what the Board have concluded.

Background:

The Company’s history extends back a few decades, but more recently, STL Marketing Group, Inc. undertook a reverse merger with Versant Corporation.¹ The reverse merger took place when Versant was successfully in the process of developing a renewable energy project in Costa Rica. Versant had secured a long term lease for wind rights (25 years), had a positive wind assessment report, a letter of interest from the Export-Import Bank of the United States (Ex-Im Bank), LI603967XX dated October 2014, for \$36,000,000 dollars in possible export financing and a Letter of Intent duly signed by the entire Board of Directors from a utility (JASEC) willing to enter into a Power Purchase Agreement. In addition, the Company had received a Letter of Intent from the General Manager of CNFL, another government utility company, which STLK would have used for a second phase. The estimated value of the initial Power Purchase Agreement was in the range of \$12,500,000 to \$15,000,000 per year in revenue with earnings of \$2,500,000 to \$4,300,000, depending on the seasonality of the wind in the area.

The purpose of this reverse merger was to raise the necessary capital to undertake and execute successfully the proposed renewable energy projects. It was thought that being fully reporting and with the materials above in hand, the Company would be able to adequately raise “clean” funds.

The first step was to take a Caveat Emptor company to a fully reporting company. A firm by the name of Magna promised funds to secure first a FORM 10 then an S-1. They recommended the Company use their preferred vendors and thus, STLK engaged RRBB and Lucosky Brookman. Magna essentially disappeared without delivering the promised funds, leaving the Company with two advisors and well into the audit process and FORM 10.

Not having the funds as promised, but having invoices from the new audit and legal teams put the Company in a serious and crippling cash shortage right from the start. To exacerbate the problems, STLK never received the FORM 10. It was not until the Company changed law firms that the FORM 10 was achieved (years later) and did so within months of changing firms.

¹ All of our corporate filings (10Qs and 10Ks) document the particulars of this merger in more detail. Please note that our 10Qs are reviewed and our 10Ks audited by a PCAOB firm to the standards required and expected of a fully reporting company. Please look to these documents for details on this transaction.



So critical was this cash problem in late 2013/ early 2014 that the Company, with advice from its then legal advisors (Lucosky Brookman), entered into a 3A10, akin to a bankruptcy, on March 19, 2014 with Southridge. Through this process the Company was able to pay down \$165,446.53 of debt, including debt to the auditors (RRBB) to ensure STLK continued operating as a “fully reporting” Company. The 3A10 ceased due to lack of volume with the stock and only bona fide third parties were paid (no insiders).

Unfortunately, the delay in raising adequate capital delayed us long enough to have a change in the Presidency of Costa Rica. This change proved fatal, as the new (now current) President saw a radical change in his policy position and once elected placed a moratorium on ANY new non-government generation of electricity. A lot of private renewable energy projects were then lost and RFPs cancelled. With the lack of financial wherewithal, we could not withstand the delay. This delay, initially thought to be short term, forced STLK to take on certain convertible debt. It is important to note that a majority, if not all, of this debt requires the Company to maintain its “full reporting status”. Failure to do so places the debt in automatic default and the Company subject to legal action.

The moratorium became longer term and with this change the Company effectively lost its opportunity.

In order to give all the stakeholders a chance to recover their investment, the Company pivoted to technology and began their efforts to work with several companies to distribute, sell, market and commercialize these companies’ products. These included contracts for this purpose with PhoneSuite, Camposagrado (F3TCH) and Kinetos, S.A. (Hound).

While the PhoneSuite product has not produced, as management had believed it would, the Company believes that the latter two would succeed, but would need funding in order to succeed. Unfortunately, the debt and type of debt mentioned above has made funding impossible, even with STL’s public company/shares. As such, management has sought to possibly sell or merge the public entity with another company to provide stakeholders an opportunity, but that too has failed, largely due to the current debt. Even with the idea in principle that salaries (over \$1 million), notes to management, etc. would be removed in a subsequent merger, it has not been possible to restructure, fund or merge with others.

When the Company pivoted, it essentially initiated nascent business opportunities that require capital to develop and mature. While the progress in these areas has been positive as reported, the lack of ongoing capital makes the development process much more difficult. By diverting significant amounts of the funds loaned from officers to the regulatory requirements such as audits, filings, etc. just to stay “current”, the businesses have therefore suffered by not having the amount of capital needed. Being public with nascent companies is a very difficult environment for success.

Disclosure in our Filings

As the Company has disclosed multiple times, we have been in need of working capital since the onset. Without adequate working capital STLK cannot implement its business plan. Please note that all of our filings are replete with Risk Factors, Footnotes & MD&A statements. Here are some from recent filings:



STL Marketing Group, Inc. 10-Q, September 2016

Going Concern

The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. As reflected in the accompanying consolidated financial statements, during the nine months ended September 30, 2016, the Company recorded a net loss of \$430,257 and used cash in operations of \$117,881, and at September 30, 2016, had a stockholders' deficit of \$6,438,513 and a working capital deficiency of \$6,457,602. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. In addition, the Company's independent registered public accounting firm, in its report on the Company's December 31, 2015 financial statements, has raised substantial doubt about the Company's ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent upon the Company's ability to raise additional funds and implement its business plan. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

At September 30, 2016, the Company had cash on hand in the amount of \$1,262. Management estimates that the current funds on hand will not be sufficient to continue operations. We expect to be able to secure capital advances from our officers or principal shareholders in order to pay our operating expenses. In addition, management is seeking additional funds, primarily through the issuance of debt and equity securities for cash to operate our business, and estimates that a significant amount of capital will be necessary to advance the development of our projects to the point at which they will become commercially viable.

No assurance can be given that any future financing will be available or, if available, that it will be on terms that are satisfactory to the Company. Even if the Company is able to obtain additional financing, it may contain undue restrictions on our operations, in the case of debt financing or cause substantial dilution for our stockholders, in case of equity financing. The ability of the Company to continue as a going concern is dependent on management's plans, which include further implementation of its business plan and continuing to raise funds through debt and/or equity raises.

STL Marketing Group, Inc. Annual Report (Audited) 2015

Our independent registered public accounting firm has expressed substantial doubt about our ability to continue as a going concern, which may hinder our ability to obtain future financing.

We have a history of losses and may continue to incur operating and net losses for the foreseeable future. For the year ended December 31, 2015, we incurred a net loss of \$1,155,951 and used cash in operating activities of \$165,880, and at December 31, 2015, we had a stockholders' deficit of \$6,047,343. These factors raise substantial doubt about our ability to continue as a going concern. ...

The ability of the Company to continue as a going concern is dependent upon the Company's ability to raise additional funds and implement its business plan. A significant amount of capital will be necessary to advance the development of our projects to the point at which they will become commercially viable. The Company plans to raise additional debt and/or equity financing to allow us the ability to cover our current cash flow requirements and meet our obligations as they become due. There can be no assurances that financing will be available or if available, that it will be under favorable terms. In the event that we are unable to generate adequate revenues to cover expenses and cannot obtain additional financing in the near future, we may need to cease operations or seek protection under bankruptcy laws...



IF WE ARE UNABLE TO OBTAIN ADDITIONAL FUNDING, BUSINESS OPERATIONS WILL BE HARMED, AND IF WE DO OBTAIN ADDITIONAL FINANCING THEN EXISTING SHAREHOLDERS MAY SUFFER SUBSTANTIAL DILUTION.

Additional capital will be required to effectively support the operations and otherwise implement overall business strategy. We currently do not have any contracts or commitments for additional financing. There can be no assurance that financing will be available in amounts or on terms acceptable to us, if at all. The inability to obtain additional capital will restrict our ability to grow and may reduce our ability to continue to conduct business operations. If we are unable to obtain additional financing, we will likely be required to curtail and possibly cease operations. Any additional equity financing may involve substantial dilution to then existing shareholders...

Mitigation Efforts

In an attempt to have the Company overcome these challenges, the Management team has undertaken a series of initiatives:

1. Provided cash in the form of promissory notes in excess of \$250,000 in 2015 and 2016;
2. Forgone \$1.01M in salaries and over \$440K in outside services since inception;
3. Have never sold a single share;
4. Per our promise, STLK has not taken additional “toxic” debt since early 2015;
5. Over the past six months directed its SEC counsel, associated parties, and the Company’s own efforts to find a possible merger partner. This includes the condition that any debt to management ***would be removed and not be part*** of the assumed debt;
6. Continued efforts to raise outside capital;
7. Continued the development of its business plan (within the restrictions of lack of capital).

STLK has tried to progress on the business development, but with a significant portion of working capital going to staying “current”, the Company simply has not made as rapid a progress as we would have liked.

Just to provide an overview of the financial situation, which has been ongoing as reported. As of the date of this letter, STLK:

1. Has less than \$100 in the bank.
2. Due to the cash advances/ loans from management, the Company does not have much in current debt. The Company has primarily old debt and convertible debt.
3. ***Of the \$250,000 in cash that management has provided, \$111,000 (or 44%) has been spent on keeping the Company “fully reporting” – e.g. audit, legal fees, OTC fees, filing fees etc.***
4. ***This has left the Company with about \$140,000 over two years to operate. Monthly fees for the most basic rent, internet, transfer agent, etc. amount to \$2,408 per month. That’s \$57,792 for 2015-2016 in total for these basic costs. In essence, we have had roughly \$81,208 to operate over the past two years. That’s \$40,604 per year in total to try and accomplish all we need to do, which simply was not enough.***
5. With the reverse merger, began with about \$11,000 in assets, these are now fully depreciated. STLK estimates the fair market value of these assets is about \$5,000 - \$6,000.
6. Has over \$3,493,239 in debt.
7. Has an audit due that will cost \$20,000, which is required to stay “current”.
8. Has no cash flow.

Options Available to the Company:

A reader of this document may think that the “public vehicle” has an intrinsic value. There is some truth to that in theory. Over the past six months, STLK has tried to find all of our stakeholders a viable and more successful way forward. During this time frame, the Company has ascertained that this particular public vehicle has no real value. Any value is far outweighed by the debt, even if STLK somehow spun off salaries, and management’s loans (which has been offered) to reduce the debt by a substantial amount, there have been no takers or mergers offered. Our attorney, associated parties, and management have spoken to various parties to try and sell, merge or raise capital to no avail. These initiatives have been an abject failure, the primary reason being the debt. There have been a few good merger candidates, but the debt and the holders of the debt (by reputation) have made any possible deal unachievable. It is therefore factual to state that unless the debt was removed, the value of the “public vehicle” simply does not amount to much in reality. Less so, if we do not stay current, which as stated above, the Company cannot due to lack of funds for the audit. As a result, STLK have explored various options, a brief summary of each below.

1. **Abandon the Company**
This option is used more frequently than people may think, especially in the OTC space, but it is a bad option for a variety of reasons, mostly legal liability.
2. **Bankruptcy (Chapter 7 – Liquidation & Chapter 12 - Reorganization)**
Bankruptcy would require the Company to pre-pay its legal fees. Chapter 7 would likely be between \$3,000 - \$5,000 and Chapter 12 could be \$10,000 or more. Considering the Company has less than \$100 in cash and negligible assets, neither of these is viable.

In a Chapter 7 Liquidation, STLK would be trying to liquidate about \$6,000 worth of assets. After prepaid legal fees, assuming the Company had funds, this would leave about \$1,000 to be distributed, which would be paid to creditors in order of priority. By law, unpaid wages would have a top priority.

It is likely impossible for STLK to try Chapter 12- Reorganization, as it has zero cash flow and no assets to sell or help in restructuring. Indeed the possible legal fees would be greater than our assets overall.

The Company did undergo a 3A10, akin to bankruptcy, back in 2014 so this course of action has been attempted with limited success. STLK does not believe a second round could be undertaken at current Price per Share and development.

3. **Receivership**
This option is similar to Chapter 7 & Chapter 11. There is no recourse if the Receiver acts in poor faith and there are multiple fees, including Administrative fees that would need to be paid from the disposition of the asset making this similar to the bankruptcy options above. Furthermore, our existing contracts with most of our partners have a termination clause that would likely be exercised that is specific to bankruptcy, receivership or other insolvency of the Company. This means no further development of the existing opportunities and no trading of the stock, as there is no cash to keep fully reporting.

4. Dissolution

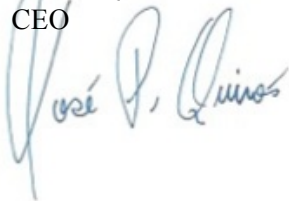
This option is similar to a Chapter 7 in its result. The Company has little in the form of sellable assets. If sold, the few thousand dollars in assets would have to be paid to creditors in order of priority, one of the highest priorities is unpaid wages. Dissolution is inexpensive and in the Board's opinion the best way forward. STLK has the cash to afford this, has little to no assets, and priority claims would outweigh the asset values. The effect would be similar to a Chapter 7 and final. While the Company understands that it is a small consolation, a dissolution does give every shareholder a potential loss on his or her books that may be advantageous from a tax perspective (please consult your tax advisor).

This is likely my last correspondence with you. This has been the most damaging, professional and personal experience I, and our small team, have had to endure. Aside from the money we have lost, the lost opportunities career wise, I have lost half my family. Make no mistake the above was a stressor to my family, and we have paid a cost no one should have to pay for a business. Similar suffering has been felt by all involved, no wages, working in what could be best described as a stressful environment, with no personal gain and worse no good outcome for anyone.

I will close with a thought on the system, one I do believe is rigged, with the following anecdote. A while back I was watching a nature show on television. The show was about the North Pole and the nature in the area and featured polar bears. In one scene, the bears had found a dead whale. The bears of course were grateful for the carcass and there were quite a few living off the remains. At the time, I wondered how it would feel to be the whale. I don't have to wonder anymore. For the last several years, the professional note holders have known the situation of the Company and continued to feed off of it, regardless of cost to stockholder, management or other stakeholders. We were powerless to stop the continued feeding cycle of these companies, and while I do not have any ill will or complaint about their business practices (it is what it is), I can say "no more".

Sincerely,

Jose P. Quiros
CEO





The discussion of the proposals set forth above for the Notice of Corporate Dissolution is intended only as a summary. The Board is not soliciting your proxy or consent in connection with the matters discussed above.

INFORMATION STATEMENT
DISSOLUTION OF THE CORPORATION

**We Are Not Asking You for a Proxy and
You are Requested Not To Send Us a Proxy**

Voting Securities and Vote Required.

Holders of record of our common stock at the close of business on March 31, 2017 (the “Record Date”) will be entitled to vote on all matters. On the Record Date, we had 1,457,906,542 shares of common stock issued and outstanding. The holders of shares of our common stock are each entitled to one vote per share.

For the transaction of the Dissolution of the Company, a quorum must be present. A quorum consists of a majority of the shares entitled to vote at the meeting.

Versant I, Inc., owners of approximately 60.73% of STLK’s voting stock have advised STLK that they intend to vote FOR the proposal to DISSOLVE the Company. They also constitute a quorum for the conduct of the meeting.

Meeting Materials

Instead of mailing a printed copy of this Information Statement and the Meeting Materials to each stockholder of record, the Company will furnish Meeting Materials to our stockholders on the Internet.

As noted above, the Company is **NOT** soliciting proxies for this Proposal.

Forward Looking Statements

This Information Statement may contain certain “forward-looking” statements, as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, in connection with the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially and adversely from those expressed or implied by such forward-looking statements.

Such forward-looking statements include statements about the Company’s expectations, beliefs or intentions regarding actions contemplated by this Information Statement, our potential business, financial condition, results of operations, strategies or prospects. You can identify forward-looking statements by the fact that these statements do not relate strictly to historical or current matters. Rather, forward-looking statements relate to anticipated or expected events, activities, trends or results as of the date they are made and are often identified by the use of words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” or “will,” and similar expressions or variations. Because forward-



looking statements relate to matters that have not yet occurred, these statements are inherently subject to risks and uncertainties that could cause our actual results to differ materially from any future results expressed or implied by the forward-looking statements. Many factors could cause our actual activities or results to differ materially from the activities and results anticipated in forward-looking statements. These factors include those described in our other filings with the OTC, including the disclosures set forth in the Annual Report for the year ended December 31, 2015. Furthermore, such forward-looking statements speak only as of the date of this Information Statement. We undertake no obligation to update any forward-looking statements to reflect events or circumstances occurring after the date of such statements.



RECORD DATE AND SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Security Ownership of Management

As of the Record Date the Company had 1,457,906,542 shares of its common stock issued and outstanding. The following table sets forth the beneficial ownership of the Company's common stock as of the Record Date by each person who serves as a director and/or an executive officer of the Company on that date, and the number of shares beneficially owned by all of the Company's directors and named executive officers as a group:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Vote
Versant I, Inc. 10 Boulder Crescent, Suite 102 Colorado Springs, CO 80903	6,666,667 (1) Common Stock 1,400,000,000 (1) Series B, Preferred	60.73%

Notes to Security Ownership of Management table shown above:

(1) Majority owner of Versant I, Inc. is Jose P. Quiros, Chief Executive Officer and Director.

Security Ownership of Certain Beneficial Owners

As of the Record Date, the Company is not aware of any persons that beneficially own more than 5% of its outstanding common stock who does not serve as an executive officer or director of the Company.



PROPOSAL NO. 1

Due to:

1. The general financial condition of the Company, including, but not limited to:
 - a. Lack of cash on hand to operate;
 - b. Debt of approximately \$3,493,239.00;
 - c. Negligible assets;
 - d. Lack of cash flow to renegotiate debt instruments or make payment arrangements.
2. The lack of progress in raising the funds necessary to continue operations;
3. The lack of capital to develop the business properly;
4. The lack of viable options to move forward including reduction in debt, viable and realistic merger partners, and a quantifiable cash flow;
5. The lack of results of with our mitigation efforts to resolve the Company's financial issues.

The Board of Directors of STL Marketing Group, Inc. unanimously recommends that:

1. The Company cease operations immediately;
2. Dissolve as an entity;
3. Take the following steps the same day as dissolution:
 - a. Notify active creditors;
 - b. Notify significant business partners;
 - c. Notify the United States Securities Exchange Commission;
 - d. Notify the OTC Market Group;
 - e. Post this document on the Company's OTC site promptly.

The Company IS NOT soliciting proxies from any stockholder and will not accept any proxies, consent, or vote from any stockholder as a result of this notice.