

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Quality Online Education Group Inc.

#306- 650 Highway 7 East
Richmond Hill, Ontario, Canada L4B2N7
905-882-1585
Contactus@qoeg.ca
8700

Quarterly Report **For the Period Ending: February 28, 2022** **(the "Reporting Period")**

As of February 28, 2022, the number of shares outstanding of our Common Stock was:

1,749,903,669

As of November 30, 2021, the number of shares outstanding of our Common Stock was:

1,728,095,062

As of August 31, 2021, the number of shares outstanding of our Common Stock was:

1,654,508,319

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

1) Name and address(es) of the issuer and its predecessors (if any)

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Life Nutrition Products, Inc. until 7-2013 July 19, 2013, Life Nutrition Products, Inc. changed its corporate name to ADGS Advisory, Inc

ADGS Advisory, Inc. changed its corporate name to Quality Online Education Group Inc. on May 14, 2021

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Delaware in September 2007 and active

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

On August 31, 2020, the Company acquired Quality Online Education Group Inc., a Canadian-based company.

The address(es) of the issuer's principal executive office:

#306- 650 Highway 7 East, Richmond Hill, Ontario, Canada L4B2N7

The address(es) of the issuer's principal place of business:

Check box if principal executive office and principal place of business are the same address: ☒

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

NA

2) Security Information

Trading symbol: QOEG
Exact title and class of securities outstanding: Common
CUSIP: 74759C101
Par or stated value: .0001

Total shares authorized: 5,000,000,000 as of date: 2/28/2022
Total shares outstanding: 1,749,903,669 as of date: 2/28/2022

Number of shares in the Public Float²: 5,031,517 as of date: 2/28/2022
Total number of shareholders of record: 178 as of date: 2/28/2022

All additional class(es) of publicly traded securities (if any):

Trading symbol: Non-Tradeable
Exact title and class of securities outstanding: Preferred
CUSIP: No-CUSIP
Par or stated value: 0.0001
Total shares authorized: 20,000,000 as of date: 2/28/2022
Total shares outstanding: 1,000,000 as of date: 2/28/2022

Transfer Agent

Name: Olde Monmouth Stock Transfer Co., Inc.
Phone: (732) 872-2727
Email: www.oldemonmoth.com
Address: 200 Memorial Parkway, Atlantic Highlands, NJ 07716

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ No: ☐

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: <div>Opening Balance</div>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date 08/31/19 Common: 39,079,889									
Preferred: 0									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

					issuance? (Yes/No)		Services Provided		
1/29/2020	Issuance	1,000,000	Preferred A	Par	No	Golden Panegyric Inc. (Meihua Xu)	New Issue	Restricted/C control	144
5/26/2020	Issuance	49,900	Comm	Par	No	Richard G. Birn	Consultant Fee	Restricted	144
7/7/2020	Transfer	1,000,000	Preferred A	Par	No	XuYe Wu (Control Shares, 100% Preferred A)	Share Transfer	Restricted/C control	144
9/1/2020	Issuance	75,000	Comm	Par	No	Chineseinvestors.com (Warren Wang)	Investor Relationship Service	Unrestricted	
10/16/2020	Issuance	19,451,736	Comm	Par	No	Ning An	Share Exch	Restricted	S
10/16/2020	Issuance	20,261,781	Comm	\$0.005	Yes	Hao Bai	Debt Conversion	Restricted	S
10/16/2020	Issuance	4,473	Comm	Par	No	Cuizhu WU	Share Exch	Restricted	S
10/16/2020	Issuance	20,000,000	Comm	\$0.005	Yes	YanHua Gao	Debt Conversion	Restricted	S
10/16/2020	Issuance	10,000,000	Comm	\$0.005	Yes	Aixia Hu	Debt Conversion	Restricted	S
10/16/2020	Issuance	14,180,220	Comm	Par	No	Qingyan Huang	Share Exch	Restricted	S
10/16/2020	Issuance	1,033,074	Comm	Par	No	Song Li	Share Exch	Restricted	S
10/16/2020	Issuance	6,055,562	Comm	\$0.005	Yes	ChunLing Liu	Debt Conversion	Restricted	S
10/16/2020	Issuance	10,081,918	Comm	\$0.005	Yes	ZhongChun Shen	Debt Conversion	Restricted	S
10/16/2020	Issuance	117,742,667	Comm	Par	No	Yang Song (more than 5% shares)	Share Exch	Restricted	S

10/16/2020	Issuance	15,334	Comm	Par	No	Houxiong Su	Share Exch	Restricted	S
10/16/2020	Issuance	588,713,336	Comm	Par	No	Qiang Tong (more than 5% shares)	Share Exch	Restricted	S
10/16/2020	Issuance	5,365,180	Comm	Par	No	ChanJuan Wang	Share Exch	Restricted	S
10/16/2020	Issuance	234,134,787	Comm	Par	No	Xuye Wu (CEO and more than 5% shares)	Share Exch	Restricted	S
10/16/2020	Issuance	5,673,600	Comm	\$0.005	Yes	Yang Wu	Debt Conversion	Restricted	S
10/16/2020	Issuance	52,763,551	Comm	Par	No	Wengang Xu	Share Exch	Restricted	S
10/16/2020	Issuance	6,070	Comm	Par	No	Jialing Zhang	Share Exch	Restricted	S
10/16/2020	Issuance	28,919,466	Comm	\$0.005	Yes	ShuangWen Zhao	Debt Conversion	Restricted	S
10/20/2020	Issuance	783,027	Comm	Par	No	Cuizhu WU	Share Exch	Restricted	S
10/20/2020	Issuance	2,684,666	Comm	Par	No	Houxiong Su	Share Exch	Restricted	S
10/20/2020	Issuance	1,062,680	Comm	Par	No	Jialing Zhang	Share Exch	Restricted	S
11/20/2020	Issuance	675,000	Comm	Par	No	Tingting Sun	Share Exch	Restricted	S
11/20/2020	Issuance	1,350,000	Comm	Par	No	Yan Yu	Share Exch	Restricted	S
11/20/2020	Issuance	1,200,000	Comm	Par	No	Juhua liu	Share Exch	Restricted	S
11/20/2020	Issuance	1,050,000	Comm	Par	No	Yabiao Liu	Share Exch	Restricted	S
11/20/2020	Issuance	292,500	Comm	Par	No	Yuan Yuan	Share Exch	Restricted	S
11/20/2020	Issuance	1,511,100	Comm	Par	No	Bo Liu	Share Exch	Restricted	S
11/20/2020	Issuance	866,070	Comm	Par	No	Dongxin Wang	Share Exch	Restricted	S
11/20/2020	Issuance	873,450	Comm	Par	No	Hao Zheng	Share Exch	Restricted	S

11/20/2020	Issuance	450,000	Comm	Par	No	Qing Feng	Share Exch	Restricted	S
11/20/2020	Issuance	2,000,000	Comm	Par	No	JiaoJiao Lin	Share Exch	Restricted	S
11/20/2020	Issuance	2,000,000	Comm	Par	No	Shameng Li	Share Exch	Restricted	S
11/20/2020	Issuance	2,000,000	Comm	Par	No	Yi Guan	Share Exch	Restricted	S
11/20/2020	Issuance	5,000,000	Comm	Par	No	Xiang Huang	Share Exch	Restricted	S
11/20/2020	Issuance	3,000,000	Comm	Par	No	Chunyan Liu	Share Exch	Restricted	S
11/20/2020	Issuance	6,811,889	Comm	Par	No	Siyu Dai	Share Exch	Restricted	S
11/20/2020	Issuance	32,836,269	Comm	Par	No	Susana Yan Ying Chow	Share Exch	Restricted	S
12/9/2020	Issuance	1,741,944	Comm	Par	No	Ning An	Share Exch	Restricted	S
12/9/2020	Issuance	3,791,134	Comm	Par	No	Song Li	Share Exch	Restricted	S
1/4/2021	Issuance	4,000,000	Comm	Par	No	Meihua Xu	Share Exch	Restricted	S
1/4/2021	Issuance	1,000,000	Comm	Par	No	Wang Xu	Share Exch	Restricted	S
1/4/2021	Issuance	1,000,000	Comm	Par	No	Hong Yang	Share Exch	Restricted	S
1/4/2021	Issuance	2,000,000	Comm	Par	No	Dehua Yin	Share Exch	Restricted	S
1/4/2021	Issuance	3,000,000	Comm	Par	No	Dong Ming Zhao	Share Exch	Restricted	S
1/4/2021	Issuance	2,000,000	Comm	Par	No	Xumei Zheng	Share Exch	Restricted	S
1/4/2021	Issuance	2,000,000	Comm	Par	No	Dongmei Zhou	Share Exch	Restricted	S
1/4/2021	Issuance	1,000,000	Comm	Par	No	Chi Huang	Share Exch	Restricted	S
1/4/2021	Issuance	4,000,000	Comm	Par	No	Liangjian Peng	Share Exch	Restricted	S
1/14/2021	Issuance	37,500	Comm	Par	No	Yuan Yuan	Share Exch	Restricted	S
1/14/2021	Issuance	75,075,767	Comm	Par	No	Lin Zhao (Director)	Share Exch	Restricted	S

1/14/2021	Issuance	75,000	Comm	Par	No	Weisheng Chen	Share Exch	Restricted	S
1/14/2021	Issuance	375,000	Comm	Par	No	Qing Feng	Share Exch	Restricted	S
1/14/2021	Issuance	37,206,084	Comm	Par	No	Xiaoxiao Guo	Share Exch	Restricted	S
1/14/2021	Issuance	75,000	Comm	Par	No	Ge Li	Share Exch	Restricted	S
1/14/2021	Issuance	262,500	Comm	Par	No	Yuchen Li	Share Exch	Restricted	S
1/14/2021	Issuance	60,000,000	Comm	Par	No	Ruiya Liu	Share Exch	Restricted	S
1/14/2021	Issuance	127,500	Comm	Par	No	Lipeng Shen	Share Exch	Restricted	S
1/14/2021	Issuance	675,000	Comm	Par	No	Houxiong Su	Share Exch	Restricted	S
1/14/2021	Issuance	4,500,000	Comm	Par	No	Tengzhi Wang	Share Exch	Restricted	S
1/14/2021	Issuance	75,000	Comm	Par	No	Fang Yang	Share Exch	Restricted	S
1/14/2021	Issuance	750,000	Comm	Par	No	Chuang Zhang	Share Exch	Restricted	S
1/21/2021	Issuance	1,000,000	Comm	Par	No	Li Li	Share Exch	Restricted	S
1/22/2021	Issuance	1,000,000	Comm	Par	No	David M. Kaye	Legal Service	Unrestricted	144
2/9/2021	Issuance	14,285,800	Comm	Par	No	Yueyan Tian	Share Exch	Restricted	S
2/9/2021	Issuance	3,000,000	Comm	Par	No	ChanJuan Wang	Share Exch	Restricted	S
2/9/2021	Issuance	13,736,645	Comm	Par	No	Shidi Lei	Share Exch	Restricted	S
2/9/2021	Issuance	7,999,800	Comm	Par	No	Mei Wang	Share Exch	Restricted	S
2/18/2021	Issuance	450,000	Comm	Par	No	Dayspring Capital LLC (Karl Brenza)	Capital Management Service	Unrestricted	144
3/24/2021	Issuance	21,450,000	Comm	0.0182	Yes	Mingfang Jiang	Reg D	Restricted	S
3/24/2021	Issuance	20,000,000	Comm	Par	No	Shuqing Liu	Share Exch	Restricted	S

3/25/2021	Issuance	5,000,000	Comm	0.02	Yes	Shujuan Li	Reg D	Restricted	S
3/24/2021	Issuance	2,000,000	Comm	Par	No	Li Li	Share Exch	Restricted	S
3/24/2021	Issuance	500,000	Comm	0.02	No	PCG Holdings, Inc. (Control Person is Jeff Ramson)	Share Exch	Restricted	144
4/5/2021	Issuance	8,464,403	Comm	0.0182	Yes	Zhigang Tian	Reg D	Restricted	S
4/5/2021	Issuance	4,000,000	Comm	0.02	Yes	Dong Liu	Reg D	Restricted	S
4/5/2021	Issuance	2,750,000	Comm	0.0182	Yes	Liu XiaoQiong	Reg D	Restricted	S
4/5/2021	Issuance	2,500,000	Comm	0.02	Yes	Shugang Jing	Reg D	Restricted	S
4/8/2021	Issuance	11,000,000	Comm	0.0182	Yes	Wanli Zhao	Reg D	Restricted	S
5/28/2021	Issuance	3,000,000	Comm	0.02	No	Yun Zhang	Share Exch	Restricted	S
5/28/2021	Issuance	200,000	Comm	0.02	No	PCG Holdings, Inc. (Control Person is Jeff Ramson)	Share Exch	Restricted	144
6/11/2021	Issuance	1,250,000	Comm	0.02	Yes	Nathaniel Shapiro	Reg D	Restricted	144
6/11/2021	Issuance	2,000,000	Comm	0.02	No	Chunyan Liu	Share Exch	Restricted	S
6/11/2021	Issuance	1,171,875	Comm	0.02	No	JingZhi Liu	Share Exch	Restricted	S
6/11/2021	Issuance	5,000,000	Comm	0.02	No	Cal & D Investment Group Co. Limited (Control person is Guangyu Xu)	Share Exch	Restricted	S
6/11/2021	Issuance	10,000,000	Comm	0.02	No	CHOW CHUN KIT	Share Exch	Restricted	S

6/11/2021	Issuance	20,000,000	Comm	0.02	No	Siyu Dai	Share Exch	Restricted	S
7/2/2021	Issuance	6,178,560	Comm	0.02	No	Chenxi Zhao	Share Exch	Restricted	S
7/14/2021	Issuance	3,132,021	Comm	0.02	No	Densyn Consulting Inc. (Control person is Zen Mao)	Share Exch	Restricted	S
7/14/2021	Issuance	30,000,000	Comm	0.02	No	Yuzhu Tong	Share Exch	Restricted	S
8/3/2021	Issuance	2,000,000	Comm	0.02	No	Aixia Hu	Share Exch	Restricted	S
8/3/2021	Issuance	200,000	Comm	0.02	No	PCG Holdings, Inc. (Control Person is Jeff Ramson)	Share Exch	Restricted	144
8/3/2021	Issuance	225,000	Comm	0.02	No	Yan Yu	Share Exch	Restricted	S
8/3/2021	Issuance	190,650	Comm	0.02	No	Ning Chen	Share Exch	Restricted	S
8/3/2021	Issuance	1,045,500	Comm	0.02	No	Qing Feng	Share Exch	Restricted	S
8/3/2021	Issuance	534,000	Comm	0.02	No	Houxiong Su	Share Exch	Restricted	S
8/3/2021	Issuance	202,500	Comm	0.02	No	Ge Li	Share Exch	Restricted	S
8/3/2021	Issuance	600,000	Comm	0.02	No	Weisheng Chen	Share Exch	Restricted	S
8/3/2021	Issuance	230,115	Comm	0.02	No	Liping Shen	Share Exch	Restricted	S
8/3/2021	Issuance	150,000	Comm	0.02	No	Fang Yang	Share Exch	Restricted	S
8/3/2021	Issuance	112,500	Comm	0.02	No	Xin Feng	Share Exch	Restricted	S
8/3/2021	Issuance	112,500	Comm	0.02	No	Meixue Guo	Share Exch	Restricted	S
8/3/2021	Issuance	112,500	Comm	0.02	No	Zhibin Tian	Share Exch	Restricted	S

8/3/2021	Issuance	59,100	Comm	0.02	No	Yu Dong	Share Exch	Restricted	S
8/3/2021	Issuance	145,500	Comm	0.02	No	Shan Tian	Share Exch	Restricted	S
8/3/2021	Issuance	4,147,726	Comm	0.02	No	Jingying SONG	Share Exch	Restricted	S
9/3/2021	Issuance	75,000	Comm	0.02	No	Aleth Dimaano de Vela	Share Exch	Restricted	S
9/3/2021	Issuance	20,258,836	Comm	0.02	No	Wengang XU	Share Exch	Restricted	S
9/3/2021	Issuance	9,600,613	Comm	0.02	No	ChanJuan WANG	Share Exch	Restricted	S
9/3/2021	Issuance	10,509,752	Comm	0.02	No	Shuqing Liu	Share Exch	Restricted	S
9/3/2021	Issuance	10,000,000	Comm	0.02	No	Mingfang Jiang	Share Exch	Restricted	S
9/3/2021	Issuance	10,000,000	Comm	0.02	No	Tianjie LI	Share Exch	Restricted	S
9/3/2021	Issuance	13,142,542	Comm	0.02	No	Lin Zhao	Share Exch	Restricted	S
2/16/2022	Issuance	714,447	Comm	0.02	No	Houxiong Su	Share Exch	Restricted	S
2/16/2022	Issuance	746,177	Comm	0.02	No	Qing Feng	Share Exch	Restricted	S
2/16/2022	Issuance	424,600	Comm	0.02	No	Yu Dong	Share Exch	Restricted	S
2/16/2022	Issuance	1,106,678	Comm	0.02	No	Shan Tian	Share Exch	Restricted	S
2/16/2022	Issuance	1,240,913	Comm	0.02	No	Qiyong Zhou	Share Exch	Restricted	S
2/16/2022	Issuance	37,500	Comm	0.02	No	Juanjuan Zhang	Share Exch	Restricted	S
2/16/2022	Issuance	267,823	Comm	0.02	No	Fang Yang	Share Exch	Restricted	S
2/16/2022	Issuance	419,765	Comm	0.02	No	Xue Liu	Share Exch	Restricted	S
2/16/2022	Issuance	290,030	Comm	0.02	No	Yan Yu	Share Exch	Restricted	S
2/16/2022	Issuance	6,260,254	Comm	0.02	No	Chanjuan Wang	Share Exch	Restricted	S
2/16/2022	Issuance	5,596,549	Comm	0.02	No	Wengang Xu	Share Exch	Restricted	S

2/16/2022	Issuance	1,975,000	Comm	0.02	No	Aixia Hu	Share Exch	Restricted	S
2/16/2022	Issuance	296,521	Comm	0.02	No	Red Marketing Inc. (Rebecca Liu)	Share Exch	Restricted	S
2/16/2022	Issuance	932,350	Comm	0.02	No	Chow Chun Kit	Share Exch	Restricted	S
2/16/2022	Issuance	1,500,000	Comm	0.02	No	DU XUAN	Share Exch	Restricted	S
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>2/28/2022</u> Common: <u>1,749,903,669</u>									
Preferred: 1,000,000									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

On September 1, 2020, ADGS Advisory, Inc., pursuant to the Share Exchange Agreement dated Aug 31, 2020, exchanged 3,000,000,000 of its common shares for all of the shares of Quality Online Education group Inc.. The share exchange started in the quarter 1 of 2021. As of February 28, 2022, there are 1,207,885,627 QOEG Exchangeable shares issued but have not been exchanged to QOEG (previously ADGS) common shares.

The company filed a Form D to SEC for the private placement on March 29, 2021.

The company filed a Form 1-A on September 17, 2021 and the amendment on November 22, 2021

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

Use the space below to provide any additional details, including footnotes to the table above:

No one has made any claim against the company.

4) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: Jeffrey Lee
Title: Senior Finance Manager
Relationship to Issuer: Consultant

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

ADGS Advisory, Inc. is a holding company. On August 31, 2020, the Company acquired Quality Online Education Group Inc. in exchange for 3 Billion (3,000,000,000) shares of common stock of the Company.

Quality Online Education Group Inc. (QOEG) is located in Toronto of Canada and is a leading E- Learning company that provides comprehensive online lessons to students in different parts of the world. The group is the pioneer and leader of providing real-time online small group classes. QOEG delivers quality education to students and noticeable results from our passionate teachers and teaching assistants. With the AI system, it combined Education and Entertainment (Edu-ertainment) in part of the learnings. It is our mission to develop confidence in our students so they can reach their goals with happiness and efficiency! The main business scope of the Group includes K12 English Online education services, courseware development and education-technology platform development.

B. Please list any subsidiaries, parents, or affiliated companies.

The Company has incorporated one wholly owned subsidiary Company:
Golden Bridge Human Resources Consulting Inc., an Ontario, Canada, based company provides tutoring services and courseware development services. It is located in Richmond Hill of Canada. The contact information is as follows:
Address: #306- 650 Highway 7 East Richmond Hill, ONT, Canada L4B2N7
Email: contactus@qoeg.ca

Tianjin Zhipin Education Technology Co., Ltd is no longer an operating company since September 1, 2021.

Almonds Kisses BVI Limited (BVI) and thereafter the name changed to Excel Services Company (BVI) has no affiliation with the Company since Jan 1, 2020.

C. Describe the issuers' principal products or services.

QOEG provides comprehensive online English lessons to students in different parts of the world. Currently we have students in Southeast Asia, France and Germany.

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company does not own any plant, properties, or other facilities. We are currently operating out of leased offices at:

- #306- 650 Highway 7 East Richmond Hill, ONT, Canada L4B2N7
- #22 Don Carlos St. Don Antonio Heights Don Antonio Brgy. Holy Spirit Commonwealth, Quezon City, Philippines

Management believes the current premises are sufficient for its needs at this time.

7) Company Insiders (Officers, Directors, and Control Persons)

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Lin Zhao resigned from the board of directors effective on September 1, 2021.

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>XuYe Wu</u>	<u>Chairman/CEO</u>	<u>Toronto, Ontario</u>	<u>1.000.000</u>	<u>Preferred Shares</u>	<u>100%</u>	
<u>Xijin Wu</u>	<u>Director</u>	<u>Toronto, Ontario</u>	<u>0</u>	<u>Common Shares</u>	<u>0%</u>	
<u>Qiang Tong</u>	<u>Shareholder of more than 5%</u>	<u>Liaoning, China</u>	<u>588,713,336</u>	<u>Common Shares</u>	<u>33.64%</u>	
<u>XuYe Wu</u>	<u>Chairman/CEO</u>	<u>Toronto, Ontario</u>	<u>234,134,787</u>	<u>Common Shares</u>	<u>13.38%</u>	
<u>Yang Song</u>	<u>Shareholder of more than 5%</u>	<u>Liaoning, China</u>	<u>117,742,668</u>	<u>Common Shares</u>	<u>6.73%</u>	

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Matthew McMurdo
Firm: McMurdo Law Group, LLC
Address 1: 1185 Avenue of the Americas
Address 2: 3rd Floor, New York, NY 10036
Phone:
Email: matt@nannaronelaw.com

Accountant or Auditor

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: Jeff Ramson
Firm: PCG Advisory Group
Address 1: 150E 58th St Floor 20
Address 2: New York NY 10155-0002
Phone: _____
Email: _____

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____

Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Xuye Wu certify that:

1. I have reviewed this Quarterly Disclosure Statement of QUALITY ONLINE EDUCATION GROUP INC.;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 1, 2022 [Date]

/s/Xuye Wu [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Xuye Wu certify that:

1. I have reviewed this Quarterly Disclosure Statement of QUALITY ONLINE EDUCATION GROUP INC.;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 1, 2022[Date]

/s/XuYe Wu [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

QUALITY ONLINE EDUCATION GROUP INC.

CONSOLIDATED FINANCIAL STATEMENTS

FOR

THE QUARTER ENDED FEBRUARY 28, 2022

**QUALITY ONLINE EDUCATION GROUP INC.
CONSOLIDATED FINANCIAL STATEMENTS
FOR QUARTER ENDED FEBRUARY 28, 2022**

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QUALITY ONLINE EDUCATION GROUP INC.
CONSOLIDATED STATEMENT OF BALANCE SHEET
AS OF FEBRUARY 28, 2022

	28-Feb-22 US\$
ASSETS	
Cash	126,715
Account receivables	475,573
Other receivables	28,521
Undeposited Fund	12,090
Total current assets	642,899
Intangible assets	759,267
Property, plant and equipment, net	5,055
Total Assets	1,407,221
 LIABILITIES AND STOCKHOLDERS' EQUITY	
Current Liabilities:	
Accounts Payable	598,162
Receipt in advance	747,339
Third party loan payable	13,552
Assets acquisition payable	118,125
Due to related party	121,636
Accrued liabilities and other payable	118
Total current liabilities	1,598,933
Long-term loan	
Long-term accounts payable	94,500
Total liabilities	1,693,433
 Total Equity:	
Share capital	
Preferred shares, \$0.0001 par value	
Issued and outstanding shares - 1,000,000	100
Common shares, \$0.0001 par value	
Issued and outstanding shares - 1,748,903,669	170,969
Exchangeable shares, \$0.0001 par value	
Issued and outstanding shares - 1,207,885,627	120,789
Additional paid in capital	7,622,202
Retained Earnings	(8,102,057)
Accumulated other comprehensive loss	(98,215)
Total stockholders' equity	(286,212)
 Total liabilities and stockholders' equity	1,407,221

The accompany notes are an integral part of these consolidated financial statements

QUALITY ONLINE EDUCATION GROUP INC.
CONSOLIDATED STATEMENT OF INCOME AND COMPREHENSIVE INCOME
FOR THE QUARTER ENDED FEBRUARY 28, 2022

	28-Feb-22 US\$
Revenues	317,325
Total Revenues	317,325
Cost of Revenue	150,515
Total Cost of Revenues	150,515
Gross Profit (Loss)	166,810
Operating expenses:	
Advertising & Marketing	5,798
Depreciation	901
Recruiting Expense	5,190
Bank charges	9,392
Commission	112,153
Business consulting	1,195,148
Due & Subscriptions	7,377
Legal & Professional fees	4,292
Meal & Entertainment	786
Office Expense	1,986
Payroll & Benefits	14,574
Rent or lease payments	9,565
Utilities	1,477
Total operating expenses	1,368,639
Income from Operations	(1,201,829)
Other income:	
Other expenses	-
Other income, net	-
Total other income	-
Income before income taxes	(1,201,829)
Provision for income taxes	-
Net Income (loss)	(1,201,829)
Foreign currency translation adjustment	-
Comprehensive income	(1,201,829)

The accompany notes are an integral part of these consolidated financial statements

QUALITY ONLINE EDUCATION GROUP INC.
UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE QUARTER ENDED FEBRUARY 28, 2022

	Preferred Stock		Exchangeable Shares		Common Stock	
	Shares (^{'000})	Amount \$	Shares (^{'000})	Amount \$	Shares (^{'000})	Amount \$
Balance at Nov 30, 2021	\$ 1,000	100	\$ 1,174,848	117,485	\$ 1,728,095	168,889
Shares issuance			33,037	3,304	20,808	2,080
Paid in capital						
Net loss for the period						
Statutory reserve						
Foreign currency translation gain						
Balance at Feb 28, 2022	\$ 1,000	100	\$ 1,207,885	120,789	\$ 1,748,903	170,969

	Additional Paid in Capital	Retained Earnings	Foreign currency translation gain	Total
Balance at Nov 30, 2021	\$ 6,906,948	\$ (6,900,228)	\$ (93,505)	\$ 199,689
Shares issuance				5,384
Paid in capital	715,254			715,254
Net loss for the period		(1,201,829)		(1,201,829)
Statutory reserve				
Foreign currency translation gain			(4,710)	(4,710)
Balance at Feb 28, 2022	\$ 7,622,202	\$ (8,102,057)	\$ (98,215)	\$ (286,212)

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

**QUALITY ONLINE EDUCATION GROUP INC.
CONSOLIDATED STATEMENT OF CASH FLOW
FOR THE QUARTER ENDED FEBRUARY 28, 2022**

	28-Feb-22 US\$
Cash flows from operating activities:	
Net Loss	(1,201,829)
Net income from continuing operations	
Adjustments to reconcile net income to net cash provided by (used in) operating activities:	
Depreciation and amortization	901
Stock-based compensation	720,638
Accounts receivable & other receivable	(302,848)
Accounts payables	325,796
Accrued expenses and other liabilities	(20,395)
Advanced from customers	490,877
Net cash provided by (used in) operating activities	<u>13,140</u>
Cash flows from investing activities:	
Additions to property, plant and equipment	(2,365)
Net cash provided (used in) investing activities	<u>(2,365)</u>
Cash flows from financing activities:	
Due to related party	20,434
Proceeds from third party loan	12,533
Net cash provided (used in) financing activities	<u>32,967</u>
Effect of exchange rate changes on cash	(4,710)
Net increase in cash	<u>39,032</u>
Cash, beginning of period	87,683
Cash, end of period	<u>126,715</u>

The accompany notes are an integral part of these consolidated financial statements

QUALITY ONLINE EDUCATION GROUP INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR QUARTER ENDED FEBRUARY 28, 2022

NOTE 1 NATURE OF BUSINESS

Quality Online Education Group Inc. (QOEG) is a leading E-learning company which provides comprehensive online lessons to students in different parts of the world. It locates in Toronto of Canada and has two wholly owned subsidiary companies: Golden Bridge Human Resources Consulting Inc., an Ontario, Canada, based company provides tutoring services and courseware development services, and Tianjin Zhipin Education Technology Co., Ltd which is an operating company located in China. It provides Sales and Marketing, and Customer Services to the customers in China.

We are the pioneer and leader of providing real-time online small group classes. We deliver quality education to students and noticeable results from our passionate teachers and teaching assistants. With our Artificial Intelligent system, we combined Education and Entertainment (Edu-ertainment) in part of the learning. It is our mission to develop confidence in our students so they can reach their goals with happiness and efficiency! The main business scope of the Group includes K12 English Online education services, courseware development and Education-technology platform development.

On July 24, 2021 China's official state media, including Xinhua News Agency and China Central Television, announced the Opinions on Further Alleviating the Burden of Homework and After-School Tutoring for Students in Compulsory Education (the "Opinion"), issued by the General Office of the CPC Central Committee and the General Office of the State Council. The Opinion contains high-level policy directives about requirements and restrictions related to online and offline after-school tutoring services, including, (i) foreign capital is prohibited from controlling or participating in Academic AST providers through merger and acquisitions, entrusted operations, joining franchise or using variable interest entities. (ii) banning foreign teachers located overseas from providing tutoring services in China.

The Company adjusted the organization structure and terminated the variable interest entity contract with Tianjin Zhipin Education Technology Co., Ltd in September 2021. It entered a new service contract with Tianjin Zhipin Education Technology Co., Ltd as one of the customer service outsourcing vendors. All the revenues including those from China will no longer be collected by Tianjin Zhipin Education Technology Co., Ltd, but by Quality Online Education Group Inc. (Ontario). Quality Online Education Group Inc. (Ontario) is our main operating company.

NOTE 2 GOING CONCERN

The Company's ability to continue operating as a "going concern" is dependent on its ability to increase revenues and raise sufficient additional working capital. These matters raise substantial doubt about the Company's ability to continue as a going concern. The financial statements have been prepared on a going concern basis, which contemplates realization of assets and liquidation of liabilities in the ordinary course of business. The Company plans to raise additional capital as needed. There can be no assurance that this capital will be available and if is not, the Company may be forced to substantially curtail or cease operations. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Opinion announced on July 24, 2021 by China's official state media may lead to policies and regulations that have material impacts on our existing business operations, financial condition, and corporate structure, even though our structure is not currently covered by it.

NOTE 3 SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation:

The consolidated financial statements include the accounts of QOEG and its subsidiaries and have been prepared in accordance with generally accepted accounting principles ("GAAP"). All material inter-company accounts and transactions have been eliminated in consolidation.

Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Financial Statements in U.S. dollars:

The reporting currency of the Company is the U.S. dollar ("dollar"). The dollar is the functional currency of the Company and the Company's U.S. subsidiary. The financial statements of the non-US subsidiaries are translated to U.S. dollars using the methods mandated by ASC 830.

Cash and Cash Equivalents:

The Company considers all highly liquid investments originally purchased with maturities of three months or less to be cash equivalents. These financial statements have not been subjected to an audit or review or compilation engagement, and no assurance is provided on them.

Revenue Recognition:

The Company recognizes revenues when persuasive evidence of an arrangement exists, delivery has occurred or services rendered, the sales price of fee is fixed or determinable, and its collectability is reasonably assured.

Stock based compensation:

The Company records stock-based compensation in accordance with the ASC 718 "Shares-Based Compensation" FASB Accounting Standards Classification using the fair value method. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. Equity instruments issued to employees and the cost of the services received as consideration are measured and recognized based on the fair value of the equity instruments issued.

Foreign Currency:

The Company translates the financial statements of our foreign subsidiaries from the local (functional) currencies to U.S. dollars. The rates of exchange at each fiscal year end are used for translating the assets and liabilities and the average monthly rates of exchange for each year are used for the consolidated statements of operations and comprehensive loss. Gains or losses resulting from the translation of the foreign subsidiaries' financial statements are included in the accompany consolidated balance sheets as a separate component of stockholder's equity.

NOTE 4: STOCKHOLDERS' EQUITY COMMON STOCK

After the acquisition and merger on Aug 31, 2020, the management had canceled the original common stock of the Company and authorized new share capital. It consists of 50,000,000 shares of common stock of which 39,129,789 shares were outstanding as of Aug 31, 2020 and 3,581,517 were free trading. On October 7, 2020, the Company announced to increase the number of authorized common shares to 5,000,000,000, up to 3 billion of which will be reserved in order to enact the Merger Agreement. The remainder of the increase will be reserved to fund potential new product line development, market expansion, and any further mergers and acquisitions as such opportunities arise. At the same time, an exchangeable shares structure will be used to finalize the current acquisition of QOEG.

Pursuant to the Share Exchange Agreement dated Aug 31, 2020, ADGS Advisory, Inc. (previous name before name change in May 2021) and QOEG started to exchange shares. As of February 28, 2022, there were 1,207,885,627 QOEG exchangeable shares that have not been exchanged to QOEG common shares. QOEG has 5,000,000,000 common shares and 20,000,000 preferred shares authorized. Among those shares, 1,748,903,669 QOEG common shares and 1,000,000 QOEG preferred shares were issued and outstanding.

NOTE 5 INCOME TAXES

The net operating loss carryovers may be subject to limitation under Internal Revenue Code due to significant changes in the Company's ownership. The Company has provided a full valuation allowance against the full amount of the net operating loss benefit, since, in the opinion of management, based upon the earnings history of the Company it is more likely than not that the benefit will not be realized.

NOTE 6: LOAN FROM SHAREHOLDERS

In support of the Company's efforts and cash requirements, it may rely on advances from shareholders until such time that the Company can support its operations or attains adequate financing through sales of its equity or traditional debt financing. There is no formal written commitment for continued support by shareholders. Amounts represent advances or amounts paid in satisfaction of liabilities. The advances are considered temporary in nature and have not been formalized by a promissory note. The loans are payable on demand, unsecured and bears no interest.

NOTE 7: COMMITMENTS AND CONTINGENCIES

The Company has not entered into any long-term commitment contracts nor aware of any litigation incidental to the conduct of our business as of February 28, 2022.