

## **Titan NRG, Inc.,**

4255 N. Sullinger Ave. Tucson, AZ. 85705

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520-743-3000

<http://www.titannrq.com>

[ir@titannrq.com](mailto:ir@titannrq.com)

SIC:6719

# **Quarterly Report**

For the period ending: 12/31/2023 (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

108,612,683 as of 12/31/2023 (Current Reporting Period Date or More Recent Date)

107,621,095 as of 03/31/2023 (Most Recent Completed Fiscal Year End)

### **Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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:

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>4</sup> "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.

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

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

The name of the issuer is Titan NRG, Inc.

The previous name of the issuer was AgriSolar Solutions, Inc. until 02-04-2022

The previous name of the issuer was V2K International, Inc. until 02-2010

Current State and Date of Incorporation or Registration: Wyoming 02/04/2022

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

The company was incorporated in the State of Colorado from its inception until 02-04-2022

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

N/A

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

The Company entered into a merger agreement with APE Titan NRG, Inc., and its subsidiaries (NRG Dynamics, LLC., NRG Rail, LLC., APE Fuels, Inc., Vespene, LLC.), primarily engaged in the sale and transportation of Liquefied Petroleum Gases based in Tucson, Arizona, and that merger is effective 02-04-2022 with Titan NRG, Inc. as the surviving corporation.

Address of the issuer's principal executive office:

4255 N. Sullinger Ave.  
Tucson, AZ. 85705

Address of the issuer's principal place of business:

*Check 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?

No:  Yes:  If Yes, provide additional details below:

On October 14, 2020, The District Court of Denver County, Colorado entered an Order, case number 2020CV33134, to appoint Synergy Management Group LLC., as custodian of AgriSolar Solutions, Inc. Pursuant to the order, Synergy Management Group LLC., had authority to exercise all of the powers of the corporation, through or in place of its board of directors, to the extent necessary to manage the business and affairs of the corporation. On December 9, 2020, the Court granted a motion to discharge the custodian.

## 2) Security Information

### Transfer Agent

Name: EQ Shareowner Services  
Phone: 303-282-4800  
Email: issuerservices@equiniti.com  
Address: 1110 Centre Pointe Curve, Suite 101  
Mendota Heights, MN. 55120

### Publicly Quoted or Traded Securities:

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	<u>TTNN</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>037523107</u>	
Par or stated value:	<u>.001</u>	
Total shares authorized:	<u>850,000,000</u>	as of date: <u>12/31/2023</u>
Total shares outstanding:	<u>108,612,683</u>	as of date: <u>12/31/2023</u>
Number of shares in the Public Float <sup>1</sup> :	<u>10,470,068</u>	as of date: <u>12/31/2023</u>
Total number of shareholders of record:	<u>58</u>	as of date: <u>12/31/2023</u>

*Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.*

### Other classes of authorized or outstanding equity securities that do not have a trading symbol:

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	<u>Special 2020 Series A Preferred</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>\$.001</u>	
Total shares authorized:	<u>30</u>	as of date: <u>12/31/2023</u>
Total shares outstanding (if applicable):	<u>30</u>	as of date: <u>12/31/2023</u>
Total number of shareholders of record (if applicable):	<u>1</u>	as of date: <u>12/31/2023</u>

Exact title and class of the security:	<u>Series 10x Convertible Preferred</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>\$.001</u>	
Total shares authorized:	<u>30,000,000</u>	as of date: <u>12/31/2023</u>
Total shares outstanding (if applicable):	<u>29,153,250</u>	as of date: <u>12/31/2023</u>
Total number of shareholders of record (if applicable):	<u>41</u>	as of date: <u>12/31/2023</u>

<sup>1</sup> "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.

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

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**Security Description:**

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

**1. For common equity, describe any dividend, voting and preemption rights.**

-Standard rights for common stock provided by State Statute

**2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

-Special 2020 Series A Preferred: No dividends, 60% of all votes, conversion 10,000,000 shares of common stock, no liquidation rights

-Series 10x Convertible Preferred: No dividends, No voting rights, conversion 10 shares of common stock, Liquidation rights of holders shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of Common Stock.

**3. Describe any other material rights of common or preferred stockholders.**

-None

**4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

-None

**3) Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any 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 for the two most recently completed fiscal years and any subsequent period.**

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No:  Yes:  (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date <u>03/31/2021</u> Common: <u>63,824,099</u> Preferred: <u>30</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
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 issuance? (Yes/No)	Individual/ Entity Shares were issued to.  *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>11/05/2021</u>	<u>Cancellation</u> <u>See(3) Below</u>	<u>33,545.625</u> <u>See(3) Below</u>	<u>Common Restricted stock</u>	<u>N/A</u> <u>See(3) Below</u>	<u>N/A</u> <u>See(3) Below</u>	<u>Multiple</u> <u>See(3) Below</u>	<u>Return to Company via court order</u>	<u>Restricted</u>	<u>Common</u>
<u>02/18/2022</u>	<u>New Issuance</u>	<u>66,347.434</u>	<u>Common Restricted Stock</u>	<u>.0449</u> <u>See(4) Below</u>	<u>Yes</u>	<u>Titan NRG Partners LLC.</u> <u>See(2) Below</u>	<u>Merger</u>	<u>Unrestricted</u>	<u>Common</u>
<u>2/18/2022</u>	<u>New Issuance</u>	<u>3,449.092</u>	<u>Common Restricted stock</u>	<u>.11189</u> <u>See(5) Below</u>	<u>Yes</u>	<u>SulPro LLC.</u> <u>See(6) Below</u>	<u>Property Rents</u>	<u>Restricted</u>	<u>Common</u>
<u>2/18/2022</u>	<u>New Issuance</u>	<u>5,838.532</u>	<u>Common Restricted Stock</u>	<u>.11189</u> <u>See(5) Below</u>	<u>Yes</u>	<u>Alex R. Majalca JR.</u>	<u>Compensation</u>	<u>Restricted</u>	<u>Common</u>
<u>2/18/2022</u>	<u>New Issuance</u>	<u>5,838.532</u>	<u>Common Restricted Stock</u>	<u>.11189</u> <u>See(5) Below</u>	<u>Yes</u>	<u>Henry Varga</u>	<u>Compensation</u>	<u>Restricted</u>	<u>Common</u>
<u>2/18/2022</u>	<u>New Issuance</u>	<u>3,178.913</u>	<u>Common Restricted Stock</u>	<u>.11189</u> <u>See(5) Below</u>	<u>Yes</u>	<u>Samantha Johnson</u>	<u>Compensation</u>	<u>Restricted</u>	<u>Common</u>
<u>2/18/2022</u>	<u>New Issuance</u>	<u>4,778.879</u>	<u>Common Restricted Stock</u>	<u>.11189</u> <u>See(5) Below</u>	<u>Yes</u>	<u>Chad J. Ayers</u>	<u>Compensation</u>	<u>Restricted</u>	<u>Common</u>
<u>08/05/2022</u>	<u>Cancellation</u>	<u>12,751.500</u>	<u>Common Restricted Stock</u>	<u>See(7) Below</u>	<u>N/A</u>	<u>Multiple</u> <u>See(9) Below</u>	<u>Return to Company via Court Order</u>	<u>Restricted</u>	<u>Common</u>
<u>12/20/2022</u>	<u>New Issuance</u>	<u>662.739</u>	<u>Common Restricted Stock</u>	<u>.15</u>	<u>Yes</u>	<u>Various Employees and Contractors</u>	<u>Bonus Compensation</u>	<u>Restricted</u>	<u>Common</u>
<u>06/20/2023</u>	<u>New Issuance</u>	<u>72.464</u>	<u>Common Restricted Stock</u>	<u>.67</u>	<u>No</u>	<u>Outside the Box Capital</u> <u>See(8) below</u>	<u>Advertisement/ Stock Awareness</u>	<u>Restricted</u>	<u>Common</u>

<u>09/27/2023</u>	<u>New Issuance</u>	<u>200,000</u>	<u>Common</u>	<u>.10</u>	<u>Yes</u>	<u>Paine in the Assets</u> <u>See(9) below</u>	<u>10x Preferred Share conversion</u>	<u>Unrestricted</u>	<u>Common</u>
<u>12/20/2023</u>	<u>New Issuance</u>	<u>719,124</u>	<u>Common</u>	<u>.15</u>	<u>No</u>	<u>Various Employees and Contractors</u>	<u>Bonus Compensation</u>	<u>Restricted</u>	<u>Common</u>
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>12/31/2023</u> Common: <u>108,612,683</u> Preferred: <u>29,153,280</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

- Benjamin Berry is the control person for Synergy Management Group, LLC.**  
On October 14, 2020, by Unanimous Written Consent, the Board of Directors agreed to effectuate the resolution, Return of Preferred AA and AAA Stock Back to the Corporation, which was deemed advisable and in the best interest of the Corporation by the Majority of Directors and Majority of Shareholders of the AA and AAA Preferred Stock. Pursuant to the resolution, all issued and outstanding shares of the Series AA Preferred Stock and Series AAA Preferred Stock were returned to the Corporation leaving zero (0) shares issued and outstanding of both the AA and AAA Preferred Stock.
- As of the date of this filing, Ginger Cunningham is the control person for Titan NRG Partners, LLC. **Please refer to section 6. Company Insiders (Officers, Directors, and control persons)**
- On October 7<sup>th</sup>, 2021, the 2<sup>nd</sup> Judicial district court of Denver County, CO. ordered shares to be canceled. On November 5<sup>th</sup>, 2021, the Transfer Agent executed the court order to cancel 33,545,625 of restricted common shares.
- Price negotiations were finalized on 1/12/2021. Historical data shows this as the current price at the time of negotiations.
- Negotiated average price based on closing prices in the 4<sup>th</sup> fiscal quarter of 2021 and 4<sup>th</sup> fiscal quarter of 2022. These shares were issued in a private placement pursuant to Regulation D.
- Chad Ayers is the control person for Sulpro LLC.
- On May 18<sup>th</sup>, 2022 the 2<sup>nd</sup> Judicial district court of Denver County, CO. ordered shares to be canceled. On August 5<sup>th</sup>, 2022, the Transfer Agent executed the court order to cancel 12,751,500 of restricted common shares.

8. Jason Coles is the control person for Outside the Box Capital.

9. Joushua Paine is the control person for Paine in the Assets.

## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities :

No  Yes:  (If yes, you must complete the table below)

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. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____

\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

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

N/A

## 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

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

The Issuer has planned and executed an acquisition of APE Titan NRG, Inc., a company primarily engaged in the sale and transportation of liquefied petroleum gas. The acquisition was effected on 02-04-2022

B. List any subsidiaries, parent company, or affiliated companies.

Titan NRG Partners, LLC

As of the date of this filing, Titan NRG Partners, LLC. owns 100% of the Special 2020 Series A Convertible Preferred Stock which holds 60% voting rights over all shares. Titan NRG Partners, LLC. owns 29,000,000 Series 10x Convertible Preferred Stock. Titan NRG Partners, LLC. also owns 66,347,434 of unrestricted common shares.

C. Describe the issuers' principal products or services.

The Company is primarily engaged in the sale and transportation of liquefied petroleum gas.

## 5) Issuer's Facilities

The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

**See "Issuer's Facilities Exhibit A" attached at the end of this document**

## 6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors 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 owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Ginger Cunningham</u>	<u>Director, Owner of more than 5%</u>  See(1) Below	<u>Tucson, AZ.</u>	<u>69,798,206</u>  See(1) Below	<u>Common</u>	<u>~64.26%</u>	<u>Titan NRG Partners, LLC.</u>
<u>Alex Majalca Jr.</u>	<u>Director, President, CEO</u>	<u>Tucson, AZ.</u>	<u>5,838,532</u>	<u>Common</u>	<u>~5.37</u>	<u>Titan NRG Partners, LLC.</u>
<u>Henry Varga</u>	<u>Director, Secretary, Treasurer, CFO</u>	<u>Kingman, AZ.</u>	<u>7,349,645</u>	<u>Common</u>	<u>~6.76</u>	<u>_____</u>

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

- As of the date this report was filed, Ginger Cunningham is the control person for Titan NRG Partners LLC., with a corporate address of 4255 N. Sullinger Ave, Tucson, AZ. 85705. Titan NRG Partners LLC., owns 30 shares of the Special 2020 Series A Preferred Stock, which has 60% of all outstanding voting rights of the Company and each share can be converted into 10,000,000 shares of common stock. Titan NRG Partners LLC., also owns 66,347,434 shares of common stock.

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

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

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject 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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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 to 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

## 8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Richard W. Jones  
Firm: Jones & Haley, P.C.  
Address 1: 750 Hammond Dr. Building 12, Suite 100  
Address 2: Atlanta, Georgia 30328  
Phone: 770-804-0500  
Email: jones@corplaw.net

### Accountant or Auditor

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

*All other means of Investor Communication:*

Twitter: @TitanNRG  
Discord:  
LinkedIn  
Facebook:  
[Other ]

### 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), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## 9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Alex R. Majalca Jr.  
Title: Chief Executive Officer, President  
Relationship to Issuer: Director, President, CEO

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

- IFRS  
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Henry Varga  
Title: Chief Financial Officer/Secretary/Treasurer  
Relationship to Issuer: Director, Secretary/Treasurer, CFO

*Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup>*

Henry Varga's career spans more than 40 years of varied experience including financial management, business leadership and corporate strategy. He holds professional titles such as Certified Public Accountant, Global Financial Management Accountant, and numerous Financial Forensics certifications.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

### **Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

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<sup>5</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

## 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, Alex R. Majalca Jr. certify that:

1. I have reviewed this Disclosure Statement for Titan NRG, 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.

02/14/2024 [Date]

/s/ Alex R. Majalca Jr. [CEO's Signature]

Chief Executive Officer

### *Principal Financial Officer:*

I, Henry Varga certify that:

1. I have reviewed this Disclosure Statement for Titan NRG, 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.

02/14/2024 [Date]

/s/ Henry Varga [CFO's Signature]

Chief Financial Officer

**TITAN NRG, INC  
AND SUBSIDIARIES**

QUARTERLY REPORT  
(Unaudited)

For the three months ended  
12/31/2023 and 12/31/2022

**TITAN NRG, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

	<b>12/31/2023</b>	<b>12/31/2022</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 905,520	\$ 620,943
<b>TOTAL CASH</b>	<u>905,520</u>	<u>620,943</u>
<b>ACCOUNTS RECEIVABLE</b>		
Accounts Receivable	824,971	719,503
<b>TOTAL ACCOUNTS RECEIVABLE</b>	<u>824,971</u>	<u>719,503</u>
<b>OTHER CURRENT ASSETS</b>		
Other Current Assets	436,435	608,049
Inventory	35,154	34,975
Current Portion of Other Assets	-	-
<b>TOTAL OTHER CURRENT ASSETS</b>	<u>471,589</u>	<u>643,024</u>
<b>CAPITAL ASSETS</b>		
Capital Assets	6,296,556	8,070,897
Minus: Depreciation	(5,760,833)	(6,084,051)
<b>TOTAL CAPITAL ASSETS</b>	<u>535,723</u>	<u>1,986,846</u>
<b>OTHER ASSETS</b>		
Other Assets	21,483,770	16,381,886
Minus Current Portion of Other Assets	-	-
<b>TOTAL OTHER ASSETS</b>	<u>21,483,770</u>	<u>16,381,886</u>
<b>TOTAL ASSETS</b>	<u>\$ 24,221,571</u>	<u>\$ 20,352,202</u>

**TITAN NRG, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

	<b>12/31/2023</b>	<b>12/31/2022</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts Payable	\$ 634,245	\$ 213,261
<b>TOTAL ACCOUNTS PAYABLE</b>	634,245	213,261
<b>OTHER CURRENT LIABILITIES</b>		
Other Current Liabilities	304,016	618,913
Current Portion of Long Term Liability	371,819	123,195
<b>TOTAL OTHER CURRENT LIABILITIES</b>	675,835	742,108
<b>TOTAL CURRENT LIABILITIES</b>	\$ 1,310,080	\$ 955,370
<b>LONG-TERM LIABILITIES</b>		
Other Long Term Liabilities	5,740,714	3,968,877
Minus Current Portion of Long Term Liability	(371,819)	(123,195)
<b>TOTAL LONG-TERM LIABILITIES</b>	5,368,895	3,845,682
<b>STOCKHOLDERS' DEFICIT</b>		
Preferred Stock		
Series 10x Conv. - 50,000,000 shares authorized, stated value \$0.001 each,		
issued and outstanding - December 31, 2022 - 29,353,250		29,353
issued and outstanding - December 31, 2023 - 29,153,250	29,153	
Special 2020 Series A - 30 shares authorized, par value \$0.001 each		
issued and outstanding - 30 (December 31, 2022 - 30)		
issued and outstanding - 30 (December 31, 2023 - 30)	-	-
Common Stock		
850,000,000 shares authorized, par value \$0.001 each		
107,621,095 shares issues and outstanding at December 31, 2022		107,621
108,612,683 shares issued and outstanding at December 31, 2023	108,612	
Treasury Stock	(69,000)	(16,000)
Additional Paid-In Capital	16,368,666	16,369,531
Accumulated Deficit	1,105,165	(939,355)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	17,542,596	15,551,150
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	\$ 24,221,571	\$ 20,352,202

**TITAN NRG, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

	<u>Three Months Ended December 31, 2023</u>	<u>Three Months Ended December 31, 2022</u>	<u>Nine Months Ended December 31, 2023</u>	<u>Nine Months Ended December 31, 2022</u>
<b>REVENUE</b>				
Sales, net	\$ 2,300,124	\$ 2,617,459	\$ 5,798,214	\$ 5,812,168
<b>TOTAL INCOME</b>	2,300,124	2,617,459	5,798,214	5,812,168
<b>COST OF GOODS SOLD</b>				
	1,262,868	1,472,510	3,290,944	3,395,555
<b>GROSS PROFIT</b>	1,037,256	1,144,948	2,507,270	2,416,613
<b>OPERATING EXPENSES</b>				
Operating Expenses	902,939	1,276,754	2,057,901	2,015,587
<b>TOTAL OPERATING EXPENSES</b>	902,939	1,276,754	2,057,901	2,015,587
<b>NET OPERATING INCOME/(LOSS)</b>	134,317	(131,805)	449,368	401,026
<b>OTHER INCOME</b>				
Interest Income	389	146	1,111	212
<b>TOTAL OTHER INCOME</b>	389	146	1,111	212
<b>OTHER EXPENSE</b>				
Interest Expense	43,118	3,870	171,109	7,384
Income Tax Expense	133,763	-	110,724	-
<b>TOTAL OTHER EXPENSE</b>	176,881	3,870	281,833	7,384
<b>NET COMPREHENSIVE INCOME (LOSS)</b>	<u>\$ 130,624</u>	<u>\$ 29,471</u>	<u>\$ 341,447</u>	<u>\$ 569,354</u>
<b>BASIC AND DILUTED LOSS PER SHARE:</b>				
Net income/(loss) per common share - basic and diluted	\$ 0.00121	\$ 0.00027	\$ 0.00316	\$ 0.00501
<b>WEIGHTED AVERAGE COMMON SHARES OUTSTANDING</b>				
Basic	108,253,121	107,219,726	108,116,889	113,595,476

**TITAN NRG, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

	<b>Three Months Ended</b>	<b>Three Months Ended</b>	<b>Nine Months Ended</b>	<b>Nine Months Ended</b>
	<b><u>'December 31, 2023</u></b>	<b><u>'December 31, 2022</u></b>	<b><u>'December 31, 2023</u></b>	<b><u>'December 31, 2022</u></b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>				
Receipts:				
Collections from Customers	\$ 2,086,998	\$ 2,273,037	\$ 6,002,595	\$ 5,889,588
Interest & Other Income	389	146	1,111	212
Total Cash Receipts	<u>2,087,387</u>	<u>2,273,183</u>	<u>6,003,706</u>	<u>5,889,800</u>
Payments:				
To Suppliers	(938,410)	(1,269,962)	(2,968,518)	(3,204,073)
To Employees	(266,550)	(717,869)	(507,973)	(982,541)
Payments for Operating Expenses	(374,574)	1,533,165	(2,209,686)	598,684
For Interest	(43,118)	(3,870)	(171,109)	(7,384)
Total Cash Payments	<u>(1,622,652)</u>	<u>(458,535)</u>	<u>(5,857,286)</u>	<u>(3,595,314)</u>
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	464,735	1,814,647	146,420	2,294,486
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>				
Acquisition of Capital Assets	(525,939)	(1,612,995)	(555,183)	(1,972,404)
Loan to Another Company	0	0	0	(110,436)
Decrease in Treasury Stock Deposit	-	-	5,000	-
Collection of Loans	26,293	-	84,514	-
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<u>(499,645)</u>	<u>(1,612,995)</u>	<u>(465,668)</u>	<u>(2,082,839)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>				
Proceeds from issuance of Common Stock	-	-	290,151	-
Purchase of Treasury Stock	(7,500)	0	(53,000)	(16,000)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<u>(7,500)</u>	<u>0</u>	<u>237,151</u>	<u>(16,000)</u>
<b>NET INCREASE (DECREASE) IN CASH</b>	<u>(42,410)</u>	<u>201,653</u>	<u>(82,096)</u>	<u>195,647</u>
<b>CASH BALANCE, BEGINNING OF PERIOD</b>	<u>947,931</u>	<u>419,290</u>	<u>987,616</u>	<u>425,296</u>
<b>CASH BALANCE, END OF PERIOD</b>	<u>\$ 905,520</u>	<u>\$ 620,943</u>	<u>\$ 905,520</u>	<u>\$ 620,943</u>

**TITAN NRG, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
**(Unaudited)**

	Preferred Stock	Common Stock	Treasury Stock	Additional Paid-In Capital	Accumulated Deficit	Total
<b>BALANCE - December 31, 2021</b>	\$ -	\$ -	\$ -	\$ 338,250	\$ 1,153,867	\$ 1,492,117
Net Income/(Loss)	-	-	-	-	569,354	569,354
Acquired Accumulated Deficit	-	-	-	-	(2,662,575)	(2,662,575)
Preferred Stock Issuance	353	-	-	352,897	-	353,250
Investment in Subsidiaries	29,000	-	-	15,971,000	-	16,000,000
Common Stock Issued for Compensation/ Rent Payable	-	-	-	-	-	-
Change in Stock	-	107,621	(16,000)	(292,617)	-	(200,996)
<b>BALANCE - December 31, 2022</b>	\$ 29,353	\$ 107,621	\$ (16,000)	\$ 16,369,531	\$ (939,354)	\$ 15,551,150
Net Income/(Loss)	-	-	-	-	341,447	341,447
Acquired Accumulated Deficit	-	-	-	-	1,703,072	1,703,072
Preferred Stock Issuance	-	-	-	-	-	-
Investment in Subsidiaries	-	-	-	-	-	-
Common Stock Issued for Compensation/ Rent Payable	-	-	-	-	-	-
Change in Stock	(200)	1,795	(53,000)	(1,668)	-	(53,073)
<b>BALANCE - December 31, 2023</b>	<u>\$ 29,153</u>	<u>\$ 109,415</u>	<u>\$ (69,000)</u>	<u>\$ 16,367,863</u>	<u>\$ 1,105,165</u>	<u>\$ 17,542,596</u>

## NOTE 1 – ORGANIZATION AND NATURE OF OPERATIONS

Titan NRG, Inc. (the “Company”, “we”, “us” or “our”), a Wyoming corporation, has a fiscal year end of March 31 and is listed on the OTC Pink Markets under the trading symbol TTNN. The Company had abandoned its business and failed to take steps to dissolve, liquidate and distribute its assets. It had also failed to meet the required reporting requirements with the Colorado Secretary of State, hold an annual meeting of stockholders and pay its annual franchise tax from 2012 to 2020 which resulted in its Colorado charter being revoked. The Company also failed to provide adequate current public information as defined in Rule 144, promulgated under the Securities Act of 1933, and was thus subject to revocation by the Securities and Exchange Commission pursuant to Section 12(k) of the Exchange Act. In September 2020, a shareholder filed a petition for custodianship, with the District Court, Denver County, Colorado and was appointed as the custodian of the Company in October 2020. The Company’s Colorado charter was reinstated on October 17, 2020, and all required reports were filed with the State of Colorado soon after. The custodian was not able to recover any of the Company’s accounting records from previous management but was able to get the shareholder information hence the Company’s outstanding common shares were reflected in the equity section of the accompanying unaudited financial statements for fiscal year ended 2019 and 2018.

On September 11, 2020, a petition was filed against AgriSolar Solutions, Inc. in the District Court of Denver County, Colorado, under case number 20CV33134 by Synergy Management Group LLC, along with an Application for Appointment of Custodian, after several attempts to locate prior management and reinstate the Company’s Colorado charter, which had been revoked.

On October 14, 2020, the District Court of Denver County, Colorado entered an Order Appointing Custodian, case number 2020CV33134, to appoint Synergy Management Group LLC as custodian of AgriSolar Solutions, Inc. Pursuant to the order, Synergy Management Group LLC has authority to exercise all of the powers of the corporation, through or in place of its board of directors, to the extent necessary to manage the business and affairs of the corporation.

On March 31st, 2021, in a private transaction, DTC Group LLC., entered into a Securities Purchase Agreement (the “SPA”) with Titan NRG Partners LLC., a Wyoming limited liability company, to sell the Special 2020 Series A Preferred Stock. Upon closing of the SPA on March 31st, 2021, Titan NRG Partners LLC., acquired 60% voting control of the Company.

On July 14<sup>th</sup>, 2021, the Company amended and restated the articles of incorporation the aggregate number of shares that the Corporation will have the authority to issue is Nine Hundred Million (900,000,000), of which Eight Hundred and Fifty Million (850,000,000) will be Common Stock, with a par value of \$0.001 per share, and Fifty Million (50,000,000) shares will be preferred stock, with a par value of \$0.001 per share.

On July 22<sup>nd</sup>, 2021, The Company added an attachment to the articles of amendment stating new replacement Text of Exhibit A – Certificate of Designation of Special 2020 Series A Preferred Stock adopted by the Board of Directors and Shareholders of the Special 2020 Series A Preferred Stock: The 2020 Series A Preferred Stock stockholders, voting together as a class, are entitled to 60% of all votes (including, but not limited to, common stock, and preferred stock (including on an as converted basis) entitled to vote at each meeting of stockholders of the Corporation (and written actions of stockholders in lieu of meetings) with respect to any and all matters presented to the stockholders of the Corporation for their action and consideration. The 2020 Series A preferred Stock shall not be divided into fractional shares.

On February 4<sup>th</sup>, 2022, the merger between AgriSolar Solutions, Inc. and APE Titan NRG, Inc. was completed, and the domicile of the Company was changed from Colorado to Wyoming. All subsidiary companies and assets were transferred at that time, and the name of the Company was changed to Titan NRG, Inc. with a new ticker symbol TTNN.

## NOTE 2 – BASIS OF PRESENTATION

### Basis of Presentation

In the opinion of management, the unaudited financial statements of the Company include all adjustments and accruals consisting only of normal recurring accrual adjustments which are necessary for a fair presentation of the results for the interim period. These interim results are not necessarily indicative of results for a full year. Certain information and footnote disclosure normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission.

### Basis of Accounting

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States. All intercompany transactions have been eliminated.

## **NOTE 3 - SIGNIFICANT ACCOUNTING POLICIES**

### Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### Cash and Cash Equivalents

For purposes of the statement of cash flows, cash equivalents include demand deposits, money market funds, and all highly liquid debt instruments with original maturities of three months or less.

### Financial Instruments

The FASB issued ASC 820-10, Fair Value Measurements and Disclosures, for financial assets and liabilities. ASC 820-10 provides a framework for measuring fair value and requires expanded disclosures regarding fair value measurements. ASC 820-10 defines fair value as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. ASC 820-10 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs, where available. The following summarizes the three levels of inputs required by the standard that the Company uses to measure fair value:

- Level 1: Quoted prices in active markets for identical assets or liabilities
- Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities.
- Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

### Concentrations and Credit Risks

The Company's financial instruments that are exposed to concentrations and credit risk primarily consist of its cash, sales and accounts receivable. The Company places its cash and cash equivalents with financial institutions of high credit worthiness. At times, its cash and cash equivalents with a particular financial institution may exceed any applicable government insurance limits. The Company's management plans to assess the financial strength and credit worthiness of any parties to which it extends funds, and as such, it believes that any associated credit risk exposures are limited.

### Foreign Currency Translation

The accounts of the Company are accounted for in accordance with the Statement of Financial Accounting Standards No. 52 ("SFAS 52"), "Foreign Currency Translation". The financial statements of the Company are translated into US dollars as follows: assets and liabilities at year-end exchange rates; income, expenses and cash flows at average exchange rates; and shareholders' equity at historical exchange rate.

Monetary assets and liabilities, and the related revenue, expense, gain and loss accounts, of the Company are re-measured at year-end exchange rates. Non-monetary assets and liabilities, and the related revenue, expense, gain and loss accounts are re-measured at historical rates. Adjustments which result from the re-measurement of the assets and liabilities of the Company are included in net income.

### Share-Based Compensation

ASC 718, Compensation – Stock Compensation, prescribes accounting and reporting standards for all share-based payment transactions in which employee services are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options, and other equity instruments such as employee stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized in the period of grant.

The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of ASC 505-50, Equity – Based Payments to Non-Employees. Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (a) the goods or services received; or (b) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date.

As of March 31st, 2023 and 2022, respectively, there was \$Nil of unrecognized expense related to non-vested stock-based compensation arrangements granted. There have been no options granted during the fiscal year March 31<sup>st</sup>, 2023 and 2022, respectively.

### Income Taxes

The Company accounts for income taxes under ASC 740, Income Taxes. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. Deferred tax assets or liabilities were offset by a 100% valuation allowance, therefore there has been no recognized benefit as of March 31st, 2023 and 2022, respectively. Further it is unlikely with the change of control that the Company will have the ability to realize any future tax benefits that may exist.

### Commitments and Contingencies

The Company follows ASC 450-20, Loss Contingencies, to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

### Earnings Per Share

Net income (loss) per share is calculated in accordance with ASC 260, Earnings Per Share. The weighted-average number of common shares outstanding during each period is used to compute basic earnings or loss per share. Diluted earnings or loss per share is computed using the weighted average number of shares and diluted potential common shares outstanding. Dilutive potential common shares are additional common shares assumed to be exercised.

Basic net income (loss) per common stock share is based on the weighted average number of common stock shares and the common stock outstanding during the last fiscal year of April 1st, 2022 to March 31<sup>st</sup>, 2023. Due to net operating loss, there is no presentation of dilutive earnings per share, as it would be anti-dilutive.

### Forgiveness of Indebtedness

The Company follows the guidance of AS 470.10 related to debt forgiveness and extinguishment. Debts of the Company are considered extinguished when the statute of limitations in the applicable jurisdiction expires or when terminated by judicial authority such as the granting of a declaratory judgment. Debts to related parties or shareholders are treated as capital transactions when forgiven or extinguished and credited to additional paid in capital. Debts to non-related parties are treated as other income when forgiven or extinguished.

### Recent Accounting Pronouncements

We have reviewed all the recently issued, but not yet effective, accounting pronouncements and we do not believe any of these pronouncements will have a material impact on the Company.

In August 2017, the FASB issued ASU No. 2017-12, Derivatives and Hedging (Topic 815), which changes both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results, in order to better align an entity's risk management activities and financial reporting for hedging relationships. The amendments expand and refine hedge accounting for both nonfinancial and financial risk components and align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. FASB ASU No. 2017-12 is effective for annual reporting periods beginning after December 15, 2018, including interim periods within those annual reporting periods, with early adoption permitted. We are still evaluating the impact that this guidance will have on our financial position or results of operations, and we have not yet determined whether we will early adopt FASB ASU No. 2017-12.

In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-09, Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. This guidance changes how companies account for certain aspects of share-based payments to employees. Among other things, under the new guidance, companies will no longer record excess tax benefits and certain tax deficiencies in additional paid-in capital ("APIC"), but will instead record such items as income tax expense or benefit in the income statement, and APIC pools will be eliminated. Companies will apply this guidance prospectively. Another component of the new guidance allows companies to make an accounting policy election for the impact of forfeitures on the recognition of expense for share-based payment awards, whereby forfeitures can be estimated, as required today, or recognized when they occur. If elected, the change to recognize forfeitures when they occur needs to be adopted using a modified retrospective approach. All of the guidance will be effective for the Company in the fiscal year beginning January 1, 2018. Early adoption is permitted. The Company is currently evaluating the impact of this guidance, if any, on its financial statements and related disclosures.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), which establishes new accounting and disclosure requirements for leases. FASB ASU No. 2016-02 requires lessees to classify most leases as either finance or operating leases and to initially recognize a lease liability and right-of-use asset. Entities may elect to account for certain short-term leases (with a term of 12 months or less) using a method similar to the current operating lease model. The statements of operations will include, for finance leases, separate recognition of interest on the lease

liability and amortization of the right-of-use asset and for operating leases, a single lease cost, calculated so that the cost of the lease is allocated over the lease term on a straight-line basis. While we are in the early stages of our implementation process for FASB ASU No. 2016-02, and have not yet determined its impact on our financial position or results of operations, these leases would potentially be required to be presented on the balance sheet in accordance with the requirements of FASB ASU No. 2016-02. FASB ASU No. 2016-02 is effective for annual reporting periods beginning after December 15, 2018, including interim periods within those annual reporting periods, with early adoption permitted. FASB ASU No. 2016-02 must be applied using a modified retrospective approach, which requires recognition and measurement of leases at the beginning of the earliest period presented, with certain practical expedients available.

In July 2015, the FASB issued ASU No. 2015-11, Inventory (Topic 330): Simplifying the Measurement of Inventory. The guidance requires an entity to measure inventory at the lower of cost or net realizable value, which is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation, rather than the lower of cost or market in the previous guidance. This amendment applies to inventory that is measured using first-in, first-out (FIFO). This amendment is effective for public entities for fiscal years beginning after December 15, 2016, including interim periods within those years. A reporting entity should apply the amendments prospectively with earlier application permitted as of the beginning of an interim or annual reporting period. The Company is currently evaluating the impact of this guidance, if any, on its financial statements and related disclosures.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers ("ASU 2014-09"), which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASU 2014-09 will replace most existing revenue recognition guidance in U.S. generally accepted accounting principles when it becomes effective. In July 2015, the FASB deferred the effective date of the standard by an additional year; however, it provided companies the option to adopt one year earlier, commensurate with the original effective date.

Accordingly, the standard will be effective for the Company in the fiscal year beginning January 1, 2018, with an option to adopt the standard for the fiscal year beginning January 1, 2017. The Company is currently evaluating this standard and has not yet selected a transition method or the effective date on which it plans to adopt the standard, nor has it determined the effect of the standard on its financial statements and related disclosures.

#### NOTE 4 - INCOME TAXES

Income taxes are provided based upon the liability method. Under this approach, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end. A valuation allowance is recorded against deferred tax assets if management does not believe the Company has met the “more likely than not” standard imposed by accounting standards to allow recognition of such an asset.

Deferred tax assets/liabilities were as follows as of March 31st, 2023 and 2022:

<u>Description</u>	<u>March 31st, 2023</u>	<u>March 31st, 2022</u>
Net operating loss carry forward	\$ 0	\$ 236,073
Valuation allowance	\$ 0	\$ (236,073)
	<hr/>	<hr/>
Difference	<u>\$ -</u>	<u>\$ -</u>

Fiscal Year End March 31st, 2023, was offset by the tax NOL in the amount of \$236,073, with an estimated tax benefit of \$80,265. Accrued benefit of the remaining NOL is \$ 757.00. Due to uncertainties, the tax benefit has not been included in the Financial Statements.

#### Deferred Income Tax

Depreciation expense allowable under the Federal and State income tax provides accelerated Depreciation expenses which are different than what Management considers appropriate under the Generally Accepted Accounting Principles which prescribes such expenses to match the revenues produced by dependable assets. This results in a tax timing difference and an estimated future tax obligation for this difference and reported as deferred income payable.

#### NOTE 5 – RELATED PARTY TRANSACTIONS

Spectrum Transport LLC., is a contractor for NRG Dynamics, LLC., and currently leases two (2) truck/tractor units to NRG Dynamics. Spectrum Transport LLC., received \$410,518.66 for contract work during the last year. The control person for Spectrum Transport, LLC. is Alex R. Majalca Jr.

NRG Equipment, LLC., was purchased by a family member of the majority shareholder

#### NOTE 6 – NOTES PAYABLE – RELATED PARTIES

Note Payable to DTC, LLC., for the acquisition of NRG Equipment, LLC., in the amount of \$3,061,260.52. Interest shall be calculated at 4.5%, increasing ½ percentage each succeeding year on February 1st, beginning February 1st, 2024. Interest only payments of \$7,500.00 per month plus any unpaid accumulation of interest is due annually. Single payment of all principle due on April 10<sup>th</sup>, 2028.

#### **NOTE 7 – CONVERTIBLE NOTES PAYABLE**

There were no convertible notes payable during the period.

#### **NOTE 8 - COMMITMENTS AND CONTINGENCIES**

##### Risks and Uncertainties

The Company's operations are subject to significant risks and uncertainties including financial, operational and regulatory risks, including the potential risk of business failure.

##### Legal and other matters:

In the normal course of business, the Company may become a party to litigation matters involving claims against the Company. The Company's management is unaware of any pending or threatened assertions and there are no current matters that would have a material effect on the Company's financial position or results of operations.

#### **NOTE 9 – ACCOUNTS PAYABLES**

Accounts Payable are equal to the amount of expenses currently due.

#### **NOTE 10 - SUBSEQUENT EVENTS**

On February 4<sup>th</sup>, 2022, the merger between AgriSolar Solutions, Inc. and APE Titan NRG, Inc. was completed, and the domicile of the Company was changed from Colorado to Wyoming. All subsidiary companies and assets were transferred at that time, and the name of the Company was changed to Titan NRG, Inc. with a new ticker symbol TTNN.

On May 18<sup>th</sup>, 2022, the 2<sup>nd</sup> Judicial District Court of Denver County, Colorado, under case number 2021CV31527, granted the 2<sup>nd</sup> Omnibus Motion for Default Judgement to cancel approximately 12,751,500 shares of outstanding common restricted stock.

On August 5<sup>th</sup>, 2022, the Transfer Agent executed the court order to cancel 12,751,500 restricted shares of common stock.

On January 31<sup>st</sup>, 2023, the acquisition of NRG Equipment, LLC. was closed and became a subsidiary of Titan NRG, Inc. The purchase price was in excess of \$5,000,000 and included about \$2,100,000 in assumption of certain debt. The remainder was seller financed.

On June 19<sup>th</sup>, 2023, an agreement was entered into with Outside The Box Capital for purposes of advertisement and some public relations matters.

On October 18<sup>th</sup>, 2023, an agreement was entered into with J Ramsdell Consulting for purposes of advertisement, marketing, and some public relations matters.

# Issuer's Facilities Exhibit A

## Company Assets

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### APE Fuels, Inc.

1	30,000 Gallon Storage Tank	Arizona
8	LPG Dispensing Stations	Arizona
2	Fill Station Pumps	Arizona
2	LPG Bobtails	Arizona
1	Crane Truck	Arizona
1	Forklift	
1570	120gal-1000 gal LPG Residential Tanks	Arizona

### NRG Dynamics, LLC.

7	Peterbilt Tractors	Arizona
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### NRG Equipment, LLC.

2	Peterbilt Tractors	Arizona
25	LPG Transport Tankers	Various
10	Etnyre Asphalt Tankers	Arizona
1	LPG Rail Transloader	Arizona
1	Generator	Arizona
1	New Holland Backhoe	Arizona

### NRG Rail, LLC.

1	Electric Golf Cart	Arizona
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# Issuer's Facilities Exhibit A

## **Titan NRG, Inc. current leased properties**

### Principle Place of Business

4255 N. Sullinger Ave.  
Tucson, AZ. 85705  
Lessor: Sulpro LLC.  
5 acre parcel with a rail terminal and office.  
10 year lease, \$10,000 per month  
Property in Good condition.

### Other leased properties

#### **APE Fuels, Inc.**

4250 N. Sullinger Ave.  
Tucson, AZ. 85705  
Offices STE 101, 103  
.25 acre yard storage and parking  
5 year lease, \$4500 per month  
Lessor: Sulpro LLC.  
Property in Good condition

#### **NRG Dynamics, LLC.**

4250 N. Sullinger Ave.  
Tucson, AZ. 85705  
5 year lease, \$4500 per month  
Lessor: Sulpro LLC.  
STE 102 - office  
Property in Good Condition

4254 N. Sullinger Ave.(adjoining property)  
Tucson, AZ. 85705  
Lessor: Sulpro LLC.  
.6 acre yard parking and storage  
Property in Good Condition