

Lelantos Holdings, Inc.

A Florida Corporation

7901 4th St N STE 300
St. Petersburg, FL 33702

(520) 261-1988
www.LelantosHoldings.io
Info@Lelantos.Group

Quarterly Report

For the period ending March 31, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

68,859,971 as of 03/31/2024

3,702,418 as of 12/31/2023

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 Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ "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.

Lelantos Holdings, Inc. – February 4, 2022
ProConcept Marketing Group, Inc – December 20, 2007
Monarch Holdings, Inc – November 10, 2005
Sallie Mae Investments, Inc. – August 25, 2005
SMJ Investments, Inc. – September 16, 1998
Terracon, Inc. – July 19, 1988

Current State and Date of Incorporation or Registration: Florida/1988
Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

None

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

On June 8, 2022, the Company effectuated a 1 for 100 reverse stock split.

On November 14, 2022, Lelantos Holdings Inc., a Florida entity, filed the required articles of merger, merging Lelantos Holdings Incorporated, a Nevada corporation, into the Company with a requested effective date of November 22, 2022. Following a three-month delay due to a backlog of processing requests, the articles of merger were processed, and management announced the official merger on March 7, 2023.

On March 7, 2023, the Company expanded into the sustainable energy market through its acquisition of Lelantos Energy, LLC, which is a wholly owned subsidiary of Lelantos Holdings, Inc. Lelantos Energy currently provides vertically integrated renewable energy solutions from residential solar to utility-scale microgrid design.

On March 22, 2023, Lelantos Holdings executed a formal asset purchase agreement to acquire 15 semi-trucks that are operational in an owner/operator lease model.

In March 2024, Lelantos partially acquired Eco Management Systems (Eco). Eco is an established and highly reputable full-service solar contractor (EPC) that has installed more than 4000 projects in multiple states since their entry into the residential and commercial solar industry approximately 12 years ago.

Address of the issuer's principal executive office:
7901 4th St N. STE 13362, St Petersburg, FL 33702

Address of the issuer's principal place of business:

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

6900 E. Camelback Rd. Ste 604 Scottsdale AZ, 85251

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

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Co
Phone: (800) 785-7782
Email: awalker@pacificstocktransfer.com
Address: 6725 Via Austi Pkwy, Suite 300, Las Vegas, NV 89119

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>LNTO</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>742717309</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>500,000,000</u>	as of date: <u>03/31/2024</u>
Total shares outstanding:	<u>68,859,971</u>	as of date: <u>03/31/2024</u>
Total number of shareholders of record:	<u>87</u>	as of date: <u>03/31/2024</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:

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). 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>Series A Preferred Stock</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>10,000,000</u>	as of date: <u>03/31/2024</u>
Total shares outstanding (if applicable):	<u>9,900,000</u>	as of date: <u>03/31/2024</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>03/31/2024</u>

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.

One vote per share. Dividend rights – none, preemption rights – none.

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

Each Series A preferred share has 10 votes and is convertible into 10 common shares at any time at the option of the holder.

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 <u>Opening Balance</u> : Date: 03/31/2022 Common: <u>3,552,418</u> Preferred: <u>9,900,000</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.
11/10/2023	New Issuance	150,000	Common	\$.10	Yes	Tom Zarro	Debt Conversion	Unrestricted	Rule 144 Section 4(a)(1)
1/05/2024	New Issuance	60,000,000	Common	\$.3174	No	Lelantos Holdings	Employee Stock Opportunity Program	Unrestricted	Rule 16b-3
1/12/2024	New Issuance	5,153,707	Common	\$.0553	Yes	Serpe Capital/Don Serpe	Debt Conversion	Unrestricted	Rule 144 Section 4(a)(1)
Shares Outstanding on Date of This Report: <u>Ending Balance</u> : Date <u>03/31/2024</u> Common: <u>68,859,971</u> Preferred: <u>9,900,000</u>									

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

The company's articles of formation have authorized the preferred series B and C class of shares which will hold the capital structures listed below. 5%+ owners of each preferred class are listed in section 6.

Preferred B

Conversion ratio into Common Stock: 50:1
 Authorized shares 2,500,000
 Outstanding Shares: 2,306,900
 Number of Shareholders: 19

Preferred C

Conversion ratio into Common Stock: 50:1
 Authorized shares 250,000
 Outstanding Shares: 23,375
 Number of Shareholders: 32

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.)
7/2/2023	\$351,297	\$0	\$12,297	7/2024	Convertible at 50% Discount to Market (NOTE - 3)	Golden Triangle Ventures, Inc. – Steffan Dalsgaard	Loan
11/9/2022	\$70,288	\$50,000	\$20,288	5/7/2023	(NOTE - 1)	Mark Gaalas	Loan
11/7/2022	\$70,288	\$50,000	\$20,288	5/7/2023	(NOTE - 1)	SJL Services, LLC-Suzanne Leigh	Loan
3/22/2023	\$1,460,538	\$1,363,540	\$110,741	3/22/2024	Convertible after 12 months, at a 20% discount to market. (NOTE - 4)	TK Zarro Holdings, LLC – Tom Zarro	Loan
5/14/2022	\$309,930	\$500,000	\$109,930	1/1/2026	Convertible at a 50% discount to market	Golden Triangle Ventures, Inc. – Steffan Dalsgaard	Loan

*****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:

NOTE 1 – In the event that the Company issues and sells shares of its common stock to investors while this Note remains outstanding in an equity financing with total proceeds to the Company of not less than \$7,500,000, then the outstanding principal amount of this Note and any unpaid accrued interest shall, upon the mutual election of the Company and the

Holder, convert in whole without any further action by the Holder into common stock at a conversion price equal to the cash price paid per share multiplied by 0.80.

NOTE 2 – On May 14, 2021, The Company entered into a Senior Secured Convertible Promissory Note with Golden Triangle Ventures, Inc. (or “GTV”) which is a publicly traded company listed on the OTC Markets under the stock symbol GTVH. This promissory note agreement was executed for \$500,000. The outstanding principal amount of this Note and any unpaid accrued interest shall, upon the mutual election of the Company and the Holder, convert in whole without any further action by the Holder into common stock at a conversion price equal to the cash price paid per share multiplied by 0.50. The note earns a simple interest rate of 8% per annum starting January 1, 2022. As of March 31, 2024, there is \$200,000 and \$109,930 of principal and interest, respectively, due on the note.

NOTE 3 – On July 2, 2023, The Company entered into a Senior Secured Convertible Credit Facility with Golden Triangle Ventures, Inc. (or “GTV”) which is a publicly traded company listed on the OTC Markets under the stock symbol GTVH. This agreement was executed for a \$5,000,000 credit facility. The outstanding principal amount of this Note and any unpaid accrued interest shall, upon the mutual election of the Company and the Holder, convert in whole without any further action by the Holder into common stock at a conversion price equal to the cash price paid per share multiplied by 0.50. The note earns a simple interest rate of 10% per annum starting July 2, 2023. As of March 31, 2023, there is \$339,000 and \$12,297 of principal and interest, respectively, due on the note.

NOTE 4 – One March 23, 2023, the Company executed an Asset Purchase Agreement and acquired fifteen (15) Semi-Trucks in exchange for a convertible note payable for \$1,363,540. The value of the trucks was calculated by equally splitting the total average market valuation and the retail valuation numbers that have been provided and reported through bumper.com, a third-party vehicle reporting agency. The fifteen (15) Semi- Trucks were acquired by Lelantos Holdings, Inc.

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.

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

Vision

With a focus on sustainable energy, Lelantos Holdings has the vision of being at the forefront of innovation in a dynamic industry as well as providing solutions that overcome the traditional obstacles within the sector, including:

1. Finance Barriers
2. Bifurcated Providers
3. Complete Logistics Issues
4. Incomplete Solutions Under One House

The Company’s overall vision has been collectively developed by a seasoned management team over the past decade to culminate its current operations.

Mission

Our mission is to operate under a forward-thinking business structure to provide comprehensive offerings within the sectors we operate in at the lowest cost possible. To accomplish this we have actively sought out partnerships with entities and providers that allow the company to operate as a “vertically integrated” entity.

Current Material Operations

To expedite the company’s growth, company leadership has sought assets and partnerships with other companies to build its infrastructure, rather than building these from the ground up. To date, the company has acquired a fleet of semi-trucks to generate revenue through a lease-to-own program and has acquired two companies as subsidiaries within the renewable energy space to expand its footprint and operations within the market.

- **Trucking**

Lelantos entered into an asset purchase agreement in March 2023 to acquire a fleet of 15 semi-trucks. The trucks were to be managed by a third party and generate revenue for the company through a lease-to-own program. After successful operations for approximately 3 months that generated revenue for Lelantos Holdings. The management of the trucking division is currently in transition and Lelantos Holdings is evaluating the following options for these assets:

1. Hire a new third-party management company and resume operations of the lease-to-own program.
2. Repurpose the assets for other business activities, including logistics for renewable energy projects.
3. Sell the assets and use the proceeds to either purchase new assets or reinvest in other current material operations.

- **Lelantos Energy**

In March 2023, Lelantos Holdings acquired Lelantos Energy as a wholly-owned subsidiary to solely focus on renewable energy projects. While the revenue the entity has generated has not been significant, it has been operating to develop the infrastructure needed to do so. Activities the company is currently involved in to generate revenue or assist with business activities include:

- Establishing a pipeline of commercial solar projects - Lelantos Energy has coalesced a set of projects totaling more than 2 MW that are in various stages of development from proposal generation to permitting. These projects represent a potential opportunity for significant revenue generation through sales commissions earned.
- Connecting Vendors and Lending Institutions - Over the past year Lelantos Energy has created relationships with several large vendors and lending institutions to establish an ecosystem that allows for commercial solar projects to be executed. Notable relationships include, but are not limited to:
 - Novitium Energy (financing/commercial project development)
 - Aveyo (commercial project developer)
 - Sunnova (financing)
 - Eco Smart (financing)
 - Sunstone (financing)
 - BayWa R.E. (equipment distribution)
 - Silfab (solar panel provider)
 - Hyperion (electric energy storage and solar panel provider)

- **Eco Management Systems**

In March 2024, Lelantos partially acquired Eco Management Systems (Eco). Eco is an established and highly reputable full-service solar contractor (EPC) that has installed more than 4000 projects in multiple states since their entry into the residential and commercial solar industry approximately 12 years ago. The Lelantos Holdings Executive Team has been actively working with Eco over the past 14 months to develop projects and relationships and has successfully assisted Eco with bringing on new sales teams and increasing revenue opportunities. Currently, Eco has an active pipeline of more than 20 residential solar projects that are in various stages of development.

Anticipated Future Material Operations

Lelantos Holdings is in the process of further expanding its operations within the renewable energy sector. The activities listed below are currently under negotiation and are not guaranteed to become operational.

- **EV Charging Technology**

Lelantos Energy (Lelantos) proposes to enter into a Joint Venture Partnership (JV) with GFG Power and 5th Wall Energy to promulgate the development as well as sales & distribution of a novel and unique EV Charging

Technology. The proposed structure would create a new entity that would be mutually owned by the partnering companies with the outlook to be acquired by Lelantos Holdings. Under the current terms being proposed the IP from the new technology will be owned by Lelantos Holdings as well.

- **No-Credit-Check Power Purchase Agreement (PPA) Program**

The most exciting program Lelantos is attempting to bring to the table is a groundbreaking No-Credit-Check Power Purchase Agreement (PPA) to offer the opportunity of solar to a much broader audience in the US market. The PPA provides a financing option through a non-recourse, secured line of credit in order to provide consumers a financing mechanism that takes into account their historical ability to pay their electric bills on time, rather than arcanelly relying upon their FICO score alone.

On March 7, 2023, the Company expanded into the sustainable energy market through its acquisition of Lelantos Energy, LLC, which is a wholly owned subsidiary of Lelantos Holdings, Inc. Lelantos Energy currently provides vertically integrated renewable energy solutions from residential solar to utility-scale microgrid design.

On March 23, 2023, the Company executed an Asset Purchase Agreement and acquired fifteen (15) Semi-Trucks in exchange for a convertible note payable for \$1,363,540. The value of the trucks was calculated by equally splitting the total average market valuation and the retail valuation numbers that have been provided and reported through bumper.com, a third-party vehicle reporting agency. The fifteen (15) Semi- Trucks were acquired by Lelantos Holdings, Inc.

On March 26, 2024, Lelantos announced that they successfully expanded their stock offering through the filing of a Tier 1 Registration A Offering Statement (Reg. A) and an Employee Stock Ownership Program (ESOP). Collectively, the two programs will open up the Company's current float and trading pool with up to 160,000,000 free trading shares. The Reg. A can potentially provide new investment funds into the company to support operations and expansion efforts, and the ESOP allows Lelantos to provide key employees, consultants, and advisors additional benefits within the public company for substantive efforts that advance the goals and growth of the entity.

On March 27, 2024 Lelantos Holdings finalized the partial acquisition of Eco Management Systems ("Eco" or "Eco Management"), a full-service commercial and residential solar contractor ("EPC") that is licensed in Arizona, California, Illinois, and Texas with its primary corporate headquarters located in Scottsdale, Arizona. Lelantos began this process by formally executing a memorandum of understanding with Eco on Feb. 13, 2024, and finalized the process by executing an equity acquisition agreement on March 27, 2024. This new addition to the Company will allow it to greatly expand operations, including the introduction of a residential solar program, and directly install Company projects in the states where Eco is licensed.

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

Lelantos Energy, LLC
Eco Management Systems, Limited

C. Describe the issuers' principal products or services.

See Section A above for a full description of the issuer's primary business activities, principal products and services

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.

None

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>Serpe Capital</u>	<u>5%+ Owner</u>	<u>Scottsdale, AZ</u>	<u>5,153,707</u>	<u>Common</u>	<u>7.48%</u>	<u>Don Serpe</u>
<u>Nathan Puente</u>	<u>Officer/ Director/ 5%+ Owner</u>	<u>Tucson, AZ</u>	<u>9,900,000</u>	<u>Preferred A</u>	<u>99%</u>	
<u>Nathan Puente</u>	<u>Officer/ Director/ 5%+ Owner</u>	<u>Tucson AZ</u>	<u>500,000</u>	<u>Preferred B</u>	<u>24.92%</u>	
<u>Joshua Weaver</u>	<u>Officer/ Director/ 5%+ Owner</u>	<u>Tucson, AZ</u>	<u>500,000</u>	<u>Preferred B</u>	<u>24.92%</u>	
<u>Sean Land</u>	<u>Officer/ Director/ 5%+ Owner</u>	<u>Scottsdale, AZ</u>	<u>200,000</u>	<u>Preferred B</u>	<u>9.97%</u>	
<u>Henry Puente</u>	<u>5%+ Owner</u>	<u>Tucson, AZ</u>	<u>200,000</u>	<u>Preferred B</u>	<u>9.97%</u>	
<u>Steffan Dalsgaard</u>	<u>5%+ Owner</u>	<u>Las Vegas, NV</u>	<u>500,000</u>	<u>Preferred B</u>	<u>24.92%</u>	
<u>Tom Zarro</u>	<u>5%+ Owner</u>	<u>Las Vegas, NV</u>	<u>10,000</u>	<u>Preferred C</u>	<u>6.67%</u>	

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

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.

Lelantos Holdings, Inc. has filed a litigation against 22nd Century Group, Inc and Golden Acquisition Sub, LLC on March 28, 2023, to recover the full assets which were burned down and holds an approximate asset valuation in excess of \$2,000,000 USD.

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. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: **Patrick Ryan Morris**
Firm: **Morris Legal Corp, Esq.**
Address 1: **28 Laight Street, 2nd Floor**
Address 2: **New York, New York 10013**
Phone: **646-692-4012**
Email: **PRM@PatrickMorrisLaw.com**

Accountant or Auditor

Name: **Elliot Krug**
Firm:
Address 1: **6900 E Camelback RD ste 604**
Address 2: **Scottsdale AZ 85251**
Phone: **860-944-7604**
Email: **elkrug@comcast.net**

Investor Relations

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

All other means of Investor Communication:

X (Twitter): @LNTOHoldings
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: **Ashley Walker**
Firm: **Pacific Stock Transfer**
Nature of Services: **Transfer Agent**
Address 1: **6725 Via Austi Pkwy, Suite 300**
Address 2: **Las Vegas, Nevada 89119**
Phone: **702-361-3033 Ext. 104**
Email: **awalker@pacificstocktransfer.com**

9) Disclosure & Financial Information

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

Name: **Joshua Weaver**
Title: **COO**
Relationship to Issuer: **Officer/Director**

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: Elliot Krug
Title: Controller
Relationship to Issuer: Service Provider

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.

LELANTOS HOLDINGS INC. BALANCE SHEETS
(Unaudited)

	March 31,	December 31,
	2024	2023
ASSETS		
Current Assets:		
Cash	\$ 38,779	\$ 3,259
Accounts Receivable	\$ 1,055,064	\$ -
Total Current Assets	\$ 1,093,843	\$ 3,259
Vehicles, net of accumulated depreciation of \$ 272,709	\$ 1,090,831	\$ 1,159,008
Total Assets	\$ 2,184,674	\$ 1,162,267
LIABILITIES & STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable	\$ 240,806	\$ 9,094
Accrued Interest	\$ 273,544	\$ 226,119
Loan payable – related party	\$ 108,780	\$ 561,780
Convertible Notes Payable	\$ 1,988,797	\$ 1,691,797
Total Liabilities	\$ 2,611,927	\$ 2,488,790
Shareholders' Deficit:		
Series A Preferred stock, \$0.01 par value, 10,000,000 shares authorized; 9,900,000 shares issued and outstanding	\$ 99,000	\$ 99,000
Common stock \$0.001 par value, 500,000,000 shares authorized; 68,859,971 shares issued and outstanding	\$ 68,860	\$ 3,702
Additional paid-in capital	\$ 59,981,287	\$ 40,663,445
Accumulated deficit	\$ (60,576,400)	\$ (42,092,670)
Total Stockholders' Deficit	\$ (427,253)	\$ (1,326,523)
Total Liabilities and Stockholders' Deficit	\$ 2,184,674	\$ 1,162,267

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

LELANTOS HOLDINGS INC. STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended March 31,	
	2024	2023
Revenue	\$ 256,670	\$ -
Operating Expenses		
Cost of Goods Sold	\$ 153,756	
Contract Labor	\$ 63,859	\$ -
General and administrative	\$ 228,093	\$ -
Total operating expenses	\$ 445,708	\$ -
Loss from operations	\$ (189,038)	\$ -
Other Expense:		
ESOP Contributions	\$ 19,098,000	
Interest Expense	\$ 67,425	\$ -
Total Other Expense	\$ 19,165,425	\$ -
Net Loss	\$ (19,354,463)	\$ -
Net loss per share	\$ (0.28)	\$ -
Weighted average shares outstanding, basic and diluted	68,859,971	3,552,418

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

LELANTOS HOLDINGS, INC. STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Three Months Ended	
	March 31,	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (19,354,463)	\$ (100,535)
Adjustments to reconcile net loss to net cash used in operating activities:		
Debt Discount Amortization	\$ -	\$ 21,542.00
Depreciation Expense	\$ 68,177	
ESOP Contribution Expense	\$ 19,098,000	\$ -
Changes in operating assets and liabilities:		
Accounts Receivables	\$ (14,009)	\$ -
Accounts Payable	\$ 190,390	\$ (204)
Accrued Interest	\$ 47,425	\$ 6,388
Net cash used in operating activities	\$ 35,520	\$ (72,809)
CASH FLOWS FROM INVESTING ACTIVITIES:	\$ -	—
CASH FLOWS FROM FINANCING ACTIVITIES:		
Convertible Notes Payable	\$ -	—
Proceeds from related party loan	\$ -	\$ 75,000
Net cash provided by financing activities	\$ -	\$ 75,000
Net change in cash	\$ 35,520	\$ 2,191
Cash at beginning of period	\$ 3,259	—
Cash at end of period	\$ 38,779	—
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid for interest	—	—
Cash paid for taxes	—	—
SUPPLEMENTAL DISCLOSURES OF NON-CASH ACTIVITY:		
Convertible Note Payable issued for Vehicles	—	\$ 1,363,540.00
Convertible Note Payable Converted to Common Stock	\$ 285,000.00	
Common Stock issued to ESOP	\$ 19,098,000.00	

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

LELANTOS HOLDINGS, INC.
STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT FOR THE
THREE MONTHS ENDED MARCH 31, 2024 AND 2023
(Unaudited)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders Deficit
	Shares	Amount	Shares	Amount			
Balance, December 31, 2023	9,900,000	\$ 99,000	3,702,418	\$ 3,702	\$ 40,663,446	\$ (42,092,670)	\$ (1,326,522)
Consolidation Entry					\$ -	\$ 870,733	\$ 870,733
Contributed Capital	—	0	65,157,553	\$ 65,158	\$ 19,317,841	0	\$ 19,382,999
Net Loss					\$ -	\$ (19,354,463)	\$ (19,354,463)
Balance, March 31, 2024	9,900,000	\$ 99,000	68,859,971	\$ 68,860	\$ 59,981,287	\$ (60,576,400)	\$ (427,253)
	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders Deficit
	Shares	Amount	Shares	Amount			
Balance, December 31, 2022	9,900,000	\$ 99,000	3,552,418	\$ 3,552	\$ 41,212,941	\$ (41,350,794)	\$ (35,301)
Consolidation Entry					\$ (569,452)		\$ (569,452)
Contributed Capital	—	—	-	\$ -	\$ -	0	\$ -
Net Loss					\$ -	\$ (100,535)	\$ (100,535)
Balance, March 31, 2023	9,900,000	\$ 99,000	3,552,418	\$ 3,552	\$ 40,643,489	\$ (41,451,329)	\$ (705,288)

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

LELANTOS HOLDINGS, INC.
Notes to Unaudited Consolidated Financial Statements
March 31, 2024

NOTE 1 - MATERIAL DESCRIPTION OF BUSINESS AND HISTORY

Lelantos Holdings, Inc. (Formerly ProConcept Marketing Group, Inc.) (the “Company”) was incorporated in the State of Florida in 1988.

With a focus on sustainable energy, Lelantos Holdings has a mission of being at the forefront of innovation in a dynamic industry. Its forward-thinking business structure is purpose-built to joint venture with established entities in strategic sectors of the renewable energy space to reduce overhead, increase service offerings, and operate as a vertically integrated entity.

On April 2, 2021, 9,900,000 shares of the Series A preferred stock were sold to Infinity Group Holdings LLC, an entity controlled by Betty Sytner.

On August 2, 2021, Infinity Group Holdings, LLC sold their 9,900,000 shares of Series A preferred stock to Nathan Puente, resulting in a change of control of the Company.

On November 14, 2022, Lelantos Holdings Inc., a Florida entity, filed the required articles of merger, merging Lelantos Holdings Incorporated, a Nevada corporation, into the Company with a requested effective date of November 22, 2022. Following a three-month delay due to a backlog of processing requests, the articles of merger have now been processed, and management announced the official merger on March 7, 2023.

On March 7, 2023, the Company expanded into the sustainable energy market through its acquisition of Lelantos Energy, LLC, which is a wholly owned subsidiary of Lelantos Holdings, Inc. Lelantos Energy currently provides vertically integrated renewable energy solutions from residential solar to utility-scale microgrid design.

On March 23, 2023, the Company executed an Asset Purchase Agreement and acquired fifteen Semi-Trucks which hold an approximate asset value of \$1,363,540. These fifteen Semi-Trucks were acquired by Lelantos Holdings, Inc. and are operational in an owner/operator lease model that has generated income for the company.

On March 26, 2024, Lelantos announced that they successfully expanded their stock offering through the filing of a Tier 1 Registration A Offering Statement (Reg. A) and an Employee Stock Ownership Program (ESOP). Collectively, the two programs will open up the Company’s current float and trading pool with up to 160,000,000 free trading shares. The Reg. A can potentially provide new investment funds into the company to support operations and expansion efforts, and the ESOP allows Lelantos to provide key employees, consultants, and advisors additional benefits within the public company for substantive efforts that advance the goals and growth of the entity.

On March 27, 2024 Lelantos Holdings finalized the partial acquisition of Eco Management Systems (“Eco” or “Eco Management”), a full-service commercial and residential solar contractor (“EPC”) that is licensed in Arizona, California, Illinois, and Texas with its primary corporate headquarters located in Scottsdale, Arizona. Lelantos began this process by formally executing a memorandum of understanding with Eco on Feb. 13, 2024, and finalized the process by executing an equity acquisition agreement on March 27, 2024. This new addition to the Company will allow it to greatly expand operations, including the introduction of a residential solar program, and directly install Company projects in the states where Eco is licensed. The Company has structured plans to fully acquire Eco after the successful completion of milestones that the Company and Eco have mutually agreed on.

NOTE 2 - SUMMARY OF SIGNIFICANT POLICIES

Basis of presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”), and pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). These financial statements and the notes attached hereto

should be read in conjunction with the financial statements for the year ended December 31, 2022 which have been included in the chart as a comparison. In the opinion of our management, all adjustments, including normal recurring adjustments necessary to present fairly our financial position, as of December 31, 2023, and the results of our operations and cash flows for the three months then ended have been included.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires the Company to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. These estimates and judgments are based on historical information, information that is currently available to the Company and on various other assumptions that the Company believes to be reasonable under the circumstances. Actual results could differ from those estimates.

Principles of Consolidation

The accompanying unaudited consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Lelantos Energy, LLC. All intercompany balances and transactions have been eliminated on consolidation.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 - GOING CONCERN

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has suffered recurring losses since its inception and has insufficient current operations to cover their recurring operating costs. The Company will continue to require financing from external sources to finance its operating and investing activities until sufficient positive cash flows from operations can be generated. There is no assurance that financing or profitability will be achieved, accordingly, there is substantial doubt about the Company's ability to continue as a going concern. The financial statements of the Company do not include any adjustments that may result from the outcome of these uncertainties.

NOTE 4 - CONVERTIBLE NOTES PAYABLE

On May 14, 2021, The Company entered into a Senior Secured Convertible Promissory Note with Golden Triangle Ventures, Inc. (or "GTV") which is a publicly-traded company listed on the OTC Markets under the stock symbol GTVH. This promissory note agreement was executed for \$500,000.

The outstanding principal amount of this Note and any unpaid accrued interest shall, upon the mutual election of the Company and the Holder, convert in whole without any further action by the Holder into common stock at a conversion price equal to the cash price paid per share multiplied by 0.50. The note earns a simple interest rate of 8% per annum starting January 1, 2022. As of March 31, 2024, there is \$200,000 and \$109,930 of principal and interest, respectively, due on the note.

On November 7, 2022, the Company issued a convertible promissory note for \$50,000, to SJL Services, LLC. The note bears interest at 15% and matures May 7, 2023. In addition, the Company is to issue 20,000 shares of common stock to SJL Services, LLC. In the event that the Company issues and sells shares of its common stock to investors while this Note remains outstanding in an equity financing with total proceeds to the Company of not less than \$7,500,000, then the outstanding principal amount of this Note and any unpaid accrued interest shall, upon the mutual election of the Company and the Holder, convert in whole without any further action by the Holder into common stock at a conversion price equal to the cash price paid per share multiplied by 0.80. As of March 31, 2023, there is \$50,000 and \$20,288 of principal and interest, respectively, due on the note.

On November 9, 2022, the Company issued a convertible promissory note for \$50,000, to Mark Gaalass. The note bears interest at 15% and matures May 7, 2023. In addition, the Company is to issue 20,000 shares of common stock to SJJL Services, LLC. In the event that the Company issues and sells shares of its common stock to investors while this Note remains outstanding in an equity financing with total proceeds to the Company of not less than \$7,500,000, then the outstanding principal amount of this Note and any unpaid accrued interest shall, upon the mutual election of the Company and the Holder, convert in whole without any further action by the Holder into common stock at a conversion price equal to the cash price paid per share multiplied by 0.80. As of March 31, 2023, there is \$50,000 and \$20,288 of principal and interest, respectively, due on the note.

On March 23, 2023 the Company executed an Asset Purchase Agreement and acquired fifteen (15) Semi-Trucks in exchange for a convertible note payable for \$1,363,540. The value of the trucks was calculated by equally splitting the total average market valuation and the retail valuation numbers that have been provided and reported through bumper.com, a third-party vehicle reporting agency. The fifteen (15) Semi-Trucks were acquired by Lelantos Holdings, Inc. Pursuant to the terms of the Asset Purchase Agreement, dated March 22, 2023, the Company issued a convertible promissory note for \$1,363,540, to TK Zarro Holdings, Inc. The note bears interest at 8% and matures March 22, 2024. Any unpaid balance of the note is convertible into shares of common stock after twelve months, at a 20% discount to market. As of March 31, 2024, there is \$1,363,540 and \$110,741 of principal and interest, respectively, due on the note.

On July 2, 2023, The Company entered into a Senior Secured Convertible Credit Facility with Golden Triangle Ventures, Inc. (or "GTV") which is a publicly-traded company listed on the OTC Markets under the stock symbol GTVH. This agreement was executed for a \$5,000,000 credit facility. The outstanding principal amount of this Note and any unpaid accrued interest shall, upon the mutual election of the Company and the Holder, convert in whole without any further action by the Holder into common stock at a conversion price equal to the cash price paid per share multiplied by 0.50. The note earns a simple interest rate of 10% annually starting July 2, 2023. As of March 31, 2023, there is \$339,000 and \$12,297 of principal and interest, respectively, due on the note.

NOTE 5 – RELATED PARTY TRANSACTIONS

As of September 30, 2023, the Company has a balance due to GTV for a loan to the Company of \$10,000. The loan is non-interest-bearing and due on demand.

As of December 31, 2023, the Company has a balance due to a related party of \$2,000. The loan is non-interest-bearing and due on demand.

On July 2, 2023, The Company entered into a Senior Secured Convertible Credit Facility with Golden Triangle Ventures, Inc. (or "GTV") which is a publicly-traded company listed on the OTC Markets under the stock symbol GTVH. This agreement was executed for a \$5,000,000 credit facility. The outstanding principal amount of this Note and any unpaid accrued interest shall, upon the mutual election of the Company and the Holder, convert in whole without any further action by the Holder into common stock at a conversion price equal to the cash price paid per share multiplied by 0.50. The note earns a simple interest rate of 10% annually starting July 2, 2023. As of March 31, 2023, there is \$339,000 and \$12,297 of principal and interest, respectively, due on the note.

During the year ended December 31, 2023, the Company received proceeds of \$66,780 from other related party loans. The loans are non-interest bearing and due on demand.

NOTE 6 – COMMON STOCK

On June 8, 2022, the Company effectuated a 1 for 100 reverse stock split. All shares throughout these financial statements have been retroactively adjusted to reflect the reverse split.

NOTE 7 – PREFERRED STOCK

The Company has authorized 10,000,000 shares of Series A preferred stock. Each share of Series A preferred stock is entitled to votes equal to ten times the number of common shares outstanding divided by the number of preferred shares outstanding at the time of a vote. Each share of Series A is convertible into ten shares of common stock at any time at the option of the holder.

The company has submitted a letter of designation to the Florida Secretary of State for the formation of a preferred series B and C class of shares which will hold the following capital structures:

Preferred B

Conversion ratio into Common Stock: 50:1

Authorized shares 2,500,000

Outstanding Shares: 2,306,900

Number of Shareholders: 19

Preferred C

Conversion ratio into Common Stock: 50:1

Authorized shares 150,000

Outstanding Shares: 23,375

Number of Shareholders: 32

NOTE 8 – EMPLOYEES STOCK OPPORTUNITY PROGRAM

On March 26, 2024, Lelantos announced that they successfully expanded their stock offering through the filing an Employee Stock Ownership Program (ESOP). The ESOP allows Lelantos to provide key employees, consultants, and advisors additional benefits within the public company for substantive efforts that advance the goals and growth of the entity.

Through the ESOP plan Lelantos has authorized 60,000,000 shares for the program. The persons eligible to receive Awards are the Employees, Consultants and Directors of the Company and its Affiliates and such other individuals designated by the Committee who are reasonably expected to become Employees, Consultants and Directors after the receipt of Awards.

Available Awards. Awards that may be granted under the Plan include:

- Incentive Stock Options,
- Non-qualified Stock Options
- Stock Appreciation Rights
- Restricted Awards
- Performance Share Awards
- Cash Awards
- Other Equity-Based Awards.

The Plan shall be administered by the Committee or, in the Board's sole discretion, by the Board. Subject to the terms of the Plan, the Committee's charter and Applicable Laws, and in addition to other express powers and authorization conferred by the Plan, the Committee shall have the sole authority to award issue stock through the program.

NOTE 9 - SUBSEQUENT EVENTS

None.

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, Nathan Puente certify that:

1. I have reviewed this Disclosure Statement for Lelantos Holdings, 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.

May 8, 2024

/s/Nathan Puente

Nathan Puente
Chief Executive Officer

I, Joshua Weaver certify that:

1. I have reviewed this Disclosure Statement for Lelantos Holdings, 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.

May 8, 2024

/s/ Joshua Weaver

Joshua Weaver
Principal Financial Officer