

KRTL Holding Group, Inc

Amendment to Annual Report for 12/31/2024 originally published through the OTC Disclosure & News Service on [03/31/2025](#)

Explanatory Note:

Name of control person added to Item 6

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

KRTL Holding Group, Inc.

14143 Denver W Pkwy #100
Golden, CO 80401

800-707-0586
www.krtlholding.com
info@krtlholding.com

Annual Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

87,166,072 as of December 31, 2024 (Current Reporting Period Date or More Recent Date)

71,666,072 as of December 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 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.

KRTL Holding Group, Inc. (the "Company") was incorporated in the State of Utah as Big Pony Gold, Inc. on August 2, 1984. The Company's name was changed to Pan American Motorsports, Inc. in April of 1998. The name was changed to Queench, Inc. in November 2002, and in July 2022 the Company completed a name change to KRTL Holding Group, Inc.

Current State and Date of Incorporation or Registration: Utah, August 2, 1984

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

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

None

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:

Acquired Skidmore Companies LLC in January 2025. Announced plans to merge with Industria Químico Farmacéutica Sigma Corp. S.R.L.

Address of the issuer's principal executive office:

14143 Denver W Pkwy #100 Golden, CO 80401

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:

2) Security Information

Transfer Agent

Name: Colonial Stock Transfer

Phone: (801) 355-5740

Email: dancarter@colonialstock.com

Address: 66 Exchange Place, Ste 100 Salt Lake City, UT 84111

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>KRTL</u>	
Exact title and class of securities outstanding:	<u>common stock</u>	
CUSIP:	<u>74823U103</u>	
Par or stated value:	<u>\$0.001 per share</u>	
Total shares authorized:	<u>1,000,000,000</u>	<u>as of date: December 31, 2024</u>
Total shares outstanding:	<u>87,166,072</u>	<u>as of date: December 31, 2024</u>
Total number of shareholders of record:	<u>132</u>	<u>as of date: December 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 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 2021 Series A preferred stock</u>	
Par or stated value:	<u>par value \$0.001</u>	
Total shares authorized:	<u>20</u>	<u>as of date: December 31, 2024</u>
Total shares outstanding (if applicable):	<u>14</u>	<u>as of date: December 31, 2024</u>
Total number of shareholders of record	<u>6</u>	<u>as of date: December 31, 2024</u>

Exact title and class of the security:	<u>Special 2021 Series B preferred stock</u>	
Par or stated value:	<u>par value \$0.001</u>	
Total shares authorized:	<u>2</u>	<u>as of date: December 31, 2024</u>
Total shares outstanding (if applicable):	<u>2</u>	<u>as of date: December 31, 2024</u>
Total number of shareholders of record	<u>2</u>	<u>as of date: December 31, 2024</u>

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

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.

Common shares have the right to one vote per share and the right to receive dividends if the board of directors authorizes dividends.

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

2021 Series A Preferred Stock: Voting Rights: The 2021 Series A preferred stock is entitled to 60% of all votes (including but not limited to, common stock, and preferred stock. Conversion: The share of 2021 Series A Preferred Stock shall convert into common shares at a conversion ratio of 1 preferred to 10,000,000 common shares. Dividends and Liquidation: The share of 2021 Series A Preferred Stock shall not be entitled to any dividends in respect thereof and shall not participate in any proceedings available to the corporation's shareholders upon liquidation, dissolution or winding up of the corporation. There are no redemption rights or sinking fund provisions.

2021 Series B Preferred Stock: Voting Rights: The holder of the share of 2021 Series B Preferred shall have no voting rights. Conversion: Each share of the Series B preferred stock is convertible into 4.99% of the common shares outstanding. Dividends: The share of 2021 Series B Preferred Stock shall not be entitled to any dividends in respect thereof and shall not participate in any proceedings available to the corporation's shareholders upon liquidation, dissolution or winding up of the corporation. There are no redemption rights or sinking fund provisions

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 <u>12/31/2022</u> Common: <u>73,916,072</u> Preferred: <u>22</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.
3/14/2023	New Issue	250,000	common	\$0.025	No	Douglas Engdahl	Strategic Advisor	Restricted	4(a)(2)
4/5/2023	Cancellation	(2,500,000)	common	NA	NA	Kyong Lae Kim	NA	NA	NA
4/5/2023	Cancellation	(7)	preferred	NA	NA	Kyong Lae Kim	NA	NA	NA
6/13/2023	Cancellation	(1)	preferred	NA	NA	Pervasip Corp. German Burtcher	NA	NA	NA
3/22/2024	New Issue	1,500,000	common	\$0.0275	Yes	Mario Anthony Hernandez	Employment	Restricted	4(a)(2)
3/22/2024	New Issue	3,500,000	common	\$0.0275	Yes	Cesar Herrera	Employment	Restricted	4(a)(2)
3/22/2024	New Issue	2,500,000	common	\$0.0275	Yes	Paul Riss	Strategic Advisor	Restricted	4(a)(2)
3/22/2024	New Issue	3,000,000	common	\$0.0275	Yes	Jonathan Endman	Legal Counsel	Restricted	4(a)(2)
11/8/2024	New Issue	5,000,000	common	\$0.1115	Yes	<u>Daniel Bishop</u>	<u>Cash purchase</u>	Restricted	4(a)(2)
11/8/2024	New Issue	1	Preferred Series A	\$115,000	Yes	<u>Daniel Bishop</u>	<u>Cash purchase</u>	Restricted	4(a)(2)
11/8/2024	New Issue	1	Preferred Series B	\$49,118	Yes	<u>Daniel Bishop</u>	<u>Cash purchase</u>	Restricted	4(a)(2)
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>12/31/2024</u> Common: <u>87,166,072</u> Preferred: <u>16</u>									

Example: A company with a fiscal year end of December 31st 2024, 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, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☒ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

Total Outstanding Balance:

Total Shares:

Any additional material details, including footnotes to the table are below:

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")

Through KRTL Biotech, the company is leveraging FDA registrations to commercialize APIs and establish sales and licensing agreements with pharmaceutical and nutraceutical companies. By tapping into growing market demand, KRTL is positioning itself as a key supplier of essential compounds, supporting both established and emerging drug formulations.

KRTL International is scaling production capabilities to deliver bio-based and sustainable agricultural solutions, enhancing cost efficiency and expanding its market reach. To support these efforts, KRTL is implementing a robust Quality Management System (QMS) that aligns with FDA and international regulatory standards, ensuring compliance, improving product credibility, and accelerating market approvals. With a strategy focused on innovation, regulatory strength, and operational scalability, KRTL aims to establish itself as a reputable and competitive player in the pharmaceutical industry.

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

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

KRTL Biotech Inc, KRTL International Corp., KRTL Xylem Inc. are subsidiaries.
Affiliates are Periko Corp., Rayel Corp., SMARTL Corp. and Gemini Global Solutions LLC

C. Describe the issuers' principal products or services.

The Company operates through multiple subsidiaries and affiliated entities, each serving distinct strategic and operational functions within the Company's pharmaceutical, agricultural, and intellectual property (IP) portfolios.

Active Subsidiaries:

- **KRTL Biotech Inc.** – A U.S.-based pharmaceutical entity, FDA-registered, focused on the commercialization of APIs and licensing agreements within the pharmaceutical and nutraceutical sectors.
- **KRTL International Corp.** – Specializing in international trade, agricultural technology solutions, and production scaling strategies aligned with FDA and global quality standards.

Affiliated Companies and Strategic Entities:

- **KRTL Xylem Inc.** (est. 2024) subsidiary of KRTL International Corp
- **Periko Corp.** (est. 2024) subsidiary of KRTL Biotech Inc. 33% owned
- **Rayel Corp.** (est. 2024) subsidiary of KRTL Biotech Inc 33% owned

These three companies were initially established to house intellectual property (IP) portfolios. Based on recent internal assessments, these entities may be more appropriately designated as Special Purpose Entities (SPEs), given their specific function in IP holding and asset protection.

- **SGMARTL Corp.** (est. 2025) – Formed as part of a joint venture structure with Sigma Corp, this entity facilitates collaborative pharmaceutical development and market expansion under the SGMARTL Agreement. SGMARTL also manages the earnings split with Sigma for U.S. sales of APIs, pharmaceutical products, and medicines, ensuring equitable revenue distribution and financial compliance.
- **Gemini Global Solutions LLC** (est. October 2024) – A joint venture entity formed in partnership with Earthmed LLC to support cross-border logistics, technology transfer, and financial integration projects.

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.

The Company rents office space at 14143 Denver W Pkwy #100 Golden, CO 80401. It utilizes a manufacturing facility in Bolivia operated by Industria Química Farmacéutica Sigma Corp. S.R.L.

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.

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Cesar Herrera	CEO	Van Nuys, CA	1	Special 2021 Series B Preferred	50%
Cesar Herrera	CEO	Van Nuys, CA	7	Special 2021 Series A Preferred	50%
Cesar Herrera	CEO	Van Nuys, CA	7,000,000	Common Stock	9%
ICF Industries Inc. Paul Riss	>5%	Rye Brook, NY	3	Special 2021 Series A Preferred	21%
Paul Riss	>5%	Rye Brook, NY	5,000,000	Common Stock	6%
Justin Waiau	>5%	Centennial, CO	1	Special 2021 Series A Preferred	7%
Mario Anthony Hernandez	CFO	Van Nuys, CA	3,000,000	Common Stock	4%
Nicholas Sprung	>5%	Centennial, CO	1	Special 2021 Series A Preferred	7%
Certificate is jointly owned by Patrick Hanecak, Chanpen Nakha, John McClure and Laurn Sprung	>5%	Englewood, CO	1	Special 2021 Series A Preferred	7%
David Orn	Director	Golden, CO	0	-	-
Dan Bishop	>5%	Bluffton, SC	1	Special 2021 Series A Preferred	7%
Dan Bishop	>5%	Bluffton, SC	1	Special 2021 Series B Preferred	50%
Dan Bishop	>5%	Bluffton, SC	5,000,000	Common Stock	6%

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.

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

Securities Counsel

Name: Jonathan Endman, Esq
Address 1: 2759 Burkshire Ave.
Address 2: Los Angeles, CA 90064-3513
Phone: 818-481-7829
Email: jendman@msn.com

Accountant or Auditor

Name: Paul Riss
Firm: ICF Industries Inc.
Address 1: 800 Westchester Ave Suite 641N
Address 2: Rye Brook, NY 10573
Phone: 855-464-2535
Email: paulriss77@gmail.com

Investor Relations

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

All other means of Investor Communication:

X (Twitter): _____
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: Paul Riss
Title: Accountant
Relationship to Issuer: Independent consultant

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: Paul Riss
Title: Accountant
Relationship to Issuer: Independent consultant

Describe the qualifications of the person or persons who prepared the financial statements:⁶ Mr. Riss is a CPA.

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.

⁶ 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.

KRTL HOLDING GROUP, INC.
UNAUDITED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

KRTL Holding Group, Inc.
Consolidated Balance Sheets
(Unaudited)

	<u>December 31, 2024</u>	<u>December 31, 2023</u>
ASSETS		
Cash	\$ 71,968	\$ 8,073
Total current assets	71,968	8,073
Equity securities at fair value	1,535,791	379,946
Goodwill	4,500	4,500
Total assets	<u>\$ 1,612,259</u>	<u>\$ 392,519</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Due to related parties	\$ 264,676	\$ 264,676
Other liabilities	4,787	4,787
Income taxes payable	99,000	-
Deposits	-	15,000
Deferred revenue	12,500	13,618
Total current liabilities	380,963	298,081
Long-term deferred revenue	32,083	44,583
Total liabilities	413,046	342,664
Commitments and contingencies	-	-
Special 2021 Series A Preferred Stock par value \$0.001, 20 shares authorized, 14 and 13 shares issued and outstanding in 2024 and 2023, respectively	-	-
Special 2021 Series B Preferred Stock par value \$0.001, 2 shares authorized, 2 and 1 share issued and outstanding in 2024 and 2023, respectively	-	-
Common stock, par value \$0.0001; 1,000,000,000 shares authorized, 82,166,072 and 71,666,072 issued and outstanding in 2024 and 2023, respectively	8,716	7,166
Paid-in-capital	1,591,047	1,362,597
Accumulated deficit	(400,550)	(1,319,908)
Total shareholders' equity	1,199,213	49,855
Total liabilities and shareholders' equity	<u>\$ 1,612,259</u>	<u>\$ 392,519</u>

See accompanying notes to the consolidated financial statements.

KRTL Holding Group, Inc.
Consolidated Statements of Income
(Unaudited)

	Year Ended December 31, 2024	Year Ended December 31, 2023
Revenue	\$ 2,668,619	\$ 25,778
Expenses:		
Consulting services	90,000	62,018
General and administrative costs	116,106	20,261
Total expenses	206,106	82,279
Income (loss) from operations	2,462,513	(56,501)
Other income (expenses):		
Unrealized gain (loss) on equity securities	(1,444,155)	(75,950)
Total other income (expenses):	(1,444,155)	(75,950)
Net income (loss) before income taxes	1,018,358	(132,451)
Income tax expense	99,000	-
Net income (loss)	\$ 919,358	\$ (132,451)
Basic net income (loss) per share	\$ 0.01	\$ (0.00)
Diluted income (loss) per share	\$ 0.00	\$ (0.00)
Weighted average number of shares outstanding		
Basic	80,520,796	72,431,813
Diluted	232,492,533	72,431,813

See accompanying notes to the consolidated financial statements.

KRTL Holding Group, Inc.
Consolidated Statements of Changes in Shareholders' Equity
For the Years Ended December 31, 2024 and 2023
(Unaudited)

	Common Stock		Preferred Stock		Paid-in-Capital	Accumulated Deficit	Shareholders' Equity
	Shares	Amount	Shares	Amount			
Balance, December 31, 2022	73,916,072	\$ 7,391	22	\$ -	\$ 1,381,122	(1,050,779)	\$ 337,734
Stock-based compensation	250,000	25	-	-	6,225	-	6,250
Cancellation of shares	(2,500,000)	(250)	(8)	-	(24,750)	-	(25,000)
Net loss year ended December 31, 2023	-	-	-	-	-	(269,129)	(269,129)
Balance, December 31, 2023	71,666,072	7,166	14	-	1,362,597	(1,319,908)	49,855
Stock-based compensation	10,500,000	1,050			88,950		90,000
Sale of common and preferred shares	5,000,000	500	2	-	139,500		140,000
Net income year ended December 31, 2024	-	-	-	-	-	919,358	919,358
Balance, December 31, 2024	87,166,072	\$ 8,716	16	\$ -	\$ 1,591,047	\$ (400,550)	\$ 1,199,213

See accompanying notes to the consolidated financial statements.

KRTL Holding Group, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	Year Ended December 31, 2024	Year Ended December 31, 2025
Cash flows from operating activities:		
Net income (loss)	\$ 919,358	\$ (132,451)
Adjustment to reconcile net income (loss) to net cash used in operating activities:		
Stock-based compensation	90,000	59,393
Non-cash revenue from the receipt of equity	(2,613,618)	(25,131)
Unrealized loss (gain) on investments	1,444,155	75,950
Changes in working capital items:		
Deposits	(15,000)	-
Income taxes payable	99,000	-
Other liabilities	-	-
Deferred revenue	-	(4,901)
Net cash provided by (used in) operating activities	<u>(76,105)</u>	<u>(27,140)</u>
Cash flows from investing activities	-	-
Net cash provided by investing activities	<u>-</u>	<u>-</u>
Cash flows from financing activities:	-	-
Sale of common and preferred shares	140,000	-
Net cash provided by financing activities	<u>140,000</u>	<u>-</u>
Net cash increase (decrease) for period	63,895	(27,140)
Cash at beginning of period	8,073	39,974
Cash at end of period	<u>\$ 71,968</u>	<u>\$ 12,834</u>
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Income taxes	<u>\$ -</u>	<u>\$ -</u>
Interest	<u>\$ -</u>	<u>\$ -</u>

See accompanying notes to the consolidated financial statements.

KRTL Holding Group, Inc.
Notes to the Consolidated Financial Statements
December 31, 2024
Unaudited

Note 1 – Organization of Business

On August 2, 1984, KRTL Holding Group, Inc. (the “Company”) was incorporated in the State of Utah as Big Pony Gold, Inc. The Company’s name changed to Pan American Motorsports, Inc. in April 1998 and subsequently to Queench, Inc. in November 2002. On December 31, 2021, the Company shifted its focus to the research and development of psychedelic-inspired medicines. In March 2022, KRTL Biotech Inc. (“KRTL”) merged into a newly formed subsidiary of Queench, Inc., with KRTL as the surviving entity. In July 2022, the Company rebranded as KRTL Holding Group, Inc.

KRTL Holding Group, Inc. (OTC: KRTL) operates through two wholly owned subsidiaries, **KRTL Biotech, Inc.** and **KRTL International Corp.**, each focusing on distinct yet complementary sectors within biotechnology, agricultural technology, and international trade and distribution.

KRTL Biotech, Inc., an FDA-registered pharmaceutical company, is dedicated to driving innovation in biotechnology research and development. Focused on the highest standards in production and quality control, KRTL Biotech builds strong partnerships with CGMP manufacturers and ISO-certified laboratories. Recently, it entered a groundbreaking agreement with its FDA-registered manufacturing partner, advancing international collaboration and innovation across bio and agri-technology sectors.

KRTL International Corp. focuses on bridging global markets through international consulting, trade and distribution of advanced bio and agri-technologies and services, promoting sustainable solutions that drive industry growth across borders.

Together, KRTL Holding Group, Inc. and its subsidiaries exemplify a commitment to excellence, innovation, and international market growth across both the biotech and global trade industries.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America. The Company has a December 31 year end.

Note 2 – Summary of Significant Accounting Policies

Use of Estimates

In preparing financial statements in conformity with generally accepted accounting principles, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The most significant estimates relate to income tax valuation allowance and valuation of warrants. On a continual basis, management reviews its estimates, utilizing currently available information, changes in facts and circumstances, historical experience, and reasonable assumptions. After such reviews, and if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less to be cash equivalents. The Company has no cash equivalents. The Company has not maintained cash balances that exceed federally insured limits.

Revenue Recognition

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)." Topic 606 established that the Company recognize revenue using the following five-step model:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when or as the Company satisfies a performance obligation.

Some contracts require the Company to perform services over a one-year period, a five-year period, or a ten-year period. In conjunction with these contracts, the Company has received payment for its services and has recorded current deferred revenue of \$12,500 and \$13,618 as of December 31, 2024 and 2023, respectively, and long-term deferred revenue of \$32,083 and \$44,583, as of December 31, 2024 and 2023, respectively.

Fair Value of Financial Instruments

Under the Fair Value Measurements Topic of the FASB Accounting Standards Codification, the Company bases its fair value on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It is the Company's policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements, in accordance with the fair value hierarchy. Fair value measurements for assets and liabilities where there exists limited or no observable market data and, therefore, are based primarily upon management's own estimates, are often calculated based on current pricing policy, the economic and competitive environment, the characteristics of the asset or liability and other such factors. Therefore, the results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset or liability. Additionally, there may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows, that could significantly affect the results of current or future values.

Impairment of long-lived assets

The Company periodically reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. The Company recognizes an impairment loss when the sum of expected undiscounted future cash flows is less than the carrying amount of the asset. The amount of impairment is measured as the difference between the asset's estimated fair value and its book value. During the years ended December 31, 2024 and 2023, the Company did not record any impairment losses.

Income Taxes

The Company accounts for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. 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 ultimate realization of deferred tax assets is dependent upon the generation of future taxable income and the reversal of deferred tax liabilities during the period in which related temporary differences become deductible. A valuation allowance was established as of December 31, 2023 to eliminate the Company's deferred tax assets as it was more likely than not that any of the deferred tax assets will be realized. However, due to profits in the year ended December 31, 2024, there is no longer a deferred tax asset, and instead the Company has a current liability account for income taxes payable.

The Company records uncertain tax positions in accordance with ASC 740 on the basis of a two-step process whereby (1) we determine whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, we recognize the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority.

Based on the Company's history of losses, it has been concluded that there are no significant uncertain tax positions requiring recognition in the Company's financial statements. The Company believes that its income tax positions would be sustained on audit and does not anticipate any adjustments that would result in a material change to its financial position.

The Company may in the future become subject to foreign, federal, state, and local income taxation though it has not been since inception. The Company is not presently subject to any income tax audit in any taxing jurisdiction.

Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net income applicable to common shareholders by the weighted average number of common shares during the period. A diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the fiscal period. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. As of December 31, 2024 and 2023, the Company had dilutive equity securities outstanding, see Note 7.

Recent Accounting Pronouncements

Management does not believe that any recently issued, but not yet effective, accounting standards could have a material effect on the accompanying financial statements. As new accounting pronouncements are issued, the Company will adopt those that are applicable under the circumstances.

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position, or cash flow.

Note 3 – Going Concern Matters and Realization of Assets

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the ordinary course of business. However, the Company has limited working capital, an accumulated deficit, is not generating positive cash flow from operating activities in recent

years. The Company believes that its existing cash resources may not be sufficient to fund its working capital requirements.

The Company may not be able to raise sufficient additional debt, equity, or other cash on acceptable terms, if at all. Failure to generate sufficient revenues, raise sufficient funds, or achieve certain other business objectives could have a material adverse effect on the Company's results of operations, cash flows and financial position, including its ability to continue as a going concern, and may require it to significantly reduce, reorganize, discontinue, or shut down its operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Accordingly, the Company's management has concluded that there is substantial doubt about the Company's ability to continue as a going concern within one year after the issuance date of these financial statements. There can be no assurance that the Company will be able to achieve its business plan objectives or be able to achieve or maintain cash-flow-positive operating results. If the Company is unable to generate adequate funds from operations or raise sufficient additional funds, the Company may not be able to continue to operate its business network, respond to competitive pressures or fund its operations.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue in its existence.

Management's plans include the pursuit of financing from known lenders, family members and business friends.

Note 4 – Income Taxes

The Company did not have any material unrecognized tax benefits as of December 31, 2024 and 2023. The Company does not expect the unrecognized tax benefits to significantly increase or decrease within the next twelve months. The Company recorded no interest and penalties relating to unrecognized tax benefits as of and during the years ended December 31, 2024, and 2023. The Company is subject to United States federal income tax, as well as taxes by various state jurisdictions.

The Company recorded no income tax expense for the years ended December 31, 2024, and 2023 due to a tax loss carryforward that is available to offset any taxable income.

Note 5 – Stockholders' Equity

The Company is authorized to issue 1,000,000,000 shares of common stock, par value \$0.0001 per share and an aggregate of 22 shares of preferred stock, par value \$0.001 per share. As of December 31, 2024 and December 31, 2023 there were 87,166,072 and 71,666,072 shares of common stock issued and outstanding, respectively. As of December 31, 2024 and December 31, 2023, there were 14 and 13 shares of Special 2021 Series A Preferred Stock ("Series A Preferred"), respectively and 2 and 1 share of Special 2021 Series B Preferred Stock ("Series B Preferred"), issued and outstanding, respectively.

In November 2024, the Company completed a sale of 5,000,000 shares of common stock, 1 Series A Preferred Stock and 1 Series B preferred stock to one accredited investor, for cash payments of \$140,000. The Company's common stock was trading at a price of \$0.0115 per share, which effectively provided the investor a 37% discount in the purchase of restricted common and preferred shares.

In March 2024, the Company issued an aggregate of 10,500,000 shares of common stock, valued at \$84,000, as compensation to its two officers, its corporate attorney and an accountant. The \$84,000 in compensation expense was earned and recorded in the quarter ended March 31, 2024.

During the year ended December 31, 2023, the Company canceled 2,500,000 shares of common stock, 1 share of Series B Preferred and 6 shares of Series A preferred in conjunction with a written agreement for the removal of a former member of the Company's board of directors. The Company also exchanged 50,000,000 shares of Pervasip Corp., which it owned as an investment, for 1 share of Series A Preferred that was held by Pervasip Corp. The shares of Pervasip Corp. were worth \$25,000 on June 13, 2023, the date of the share exchange agreement.

During the year ended December 31, 2023, the Company issued 250,000 shares of common stock, valued at \$0.025 per share, to a consultant in exchange for advisory services.

The Series A Preferred shareholders are entitled to 60% of all votes entitled to vote at each meeting of stockholders of the Company. Each share of Series A Preferred is convertible into common shares at a conversion rate of 1 preferred share to 10,000,000 common shares. The holder of the Series A Preferred can affect the conversion at any time. The conversion is a right and conversion is not required.

The Series A Preferred shareholders shall not be entitled to any dividends and shall not participate in any proceeds available to the Company's shareholders upon the liquidation, dissolution or winding up of the Company.

The Series B Preferred shareholders have no rights regarding voting, dividends, liquidation, or dissolution. Each share of Series B Preferred is convertible, at the option of the holder, into 4.99% of the outstanding common shares at the date of conversion. The holder can affect the conversion into common stock at any time.

Warrants

The table below presents the warrants outstanding and exercisable with summary data as to the exercise price per share and the average exercise price.

Range of Exercise Prices	Warrants Outstanding			Warrants Exercisable	
	Number Outstanding	Weighted-Average Remaining Contractual Life (Years)	Weighted-Average Exercise Price	Number Outstanding	Weighted-Average Exercise Price
As of December 31, 2024					
\$0.01 - \$0.03	4,500,000	1.63	\$ 0.015	4,500,000	\$ 0.015
As of December 31, 2023	4,300,000	2.57	\$ 0.014	4,300,000	\$ 0.014
\$0.01 - \$0.02					
	Number of Shares	Exercise Price Per Share	Average Exercise Price		
Warrants outstanding December 31, 2022	4,300,000	\$0.01 - \$0.02	\$ 0.014		
Issued during the year ended December 31, 2023	-	-	\$ -		
Exercised/canceled during the year ended December 31, 2023	-	-	\$ -		
Warrants outstanding December 31, 2023	4,300,000	\$0.01 - \$0.02	\$ 0.015		
Issued during the year ended December 31, 2024	200,000	\$0.03	\$ 0.030		
Exercised/canceled during the year ended December 31, 2024	-	-	\$ -		
Warrants outstanding December 31, 2024	4,500,000	\$0.01 - \$0.02	\$ 0.015		
Warrants exercisable, December 31, 2024	4,500,000	\$0.01 - \$0.02	\$ 0.015		

Note 6 – Fair Value

The Fair Value Measurements Topic of the FASB Accounting Standards Codification establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company has the ability to access at the measurement date.
- Level 2: inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs are unobservable inputs for the asset or liability.

Financial assets measured at fair value on a recurring basis are summarized below as of December 31, 2024 and 2023:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
December 31, 2024				
Equity securities at fair value	\$ —	\$ 1,535,791	\$ —	\$ 1,535,791
December 31, 2023				
Equity securities at fair value	\$ —	\$ 379,946	\$ —	\$ 379,946

Under the Fair Value Measurements Topic of the FASB Accounting Standards Codification, we base fair value on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It is our policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements, in accordance with the fair value hierarchy. Fair value measurements for assets and liabilities where there exists limited or no observable market data and, therefore, are based primarily upon management's own estimates, are often calculated based on current pricing policy, the economic and competitive environment, the characteristics of the asset or liability and other such factors. Therefore, the results cannot be determined with precision and may not be realized in an actual sale or immediate settlement of the asset or liability. Additionally, there may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows that could significantly affect the results of current or future value.

Note 7 – Earnings Per Common Share

Earnings (loss) per common share data for the years ended December 31, 2024, and 2023 was computed as follows:

	Year Ended December 31, 2024	Year Ended December 31, 2025
Net income (loss) attributable to common stockholders - basic	\$ 919,358	\$ (132,451)
Adjustments to net income	-	-
Net income (loss) attributable to common stockholders - diluted	<u>\$ 919,358</u>	<u>\$ (132,451)</u>
Weighted average common shares outstanding - basic	80,520,796	72,431,813
Effect of dilutive securities	151,971,737	-
Weighted average common shares outstanding - diluted	<u>232,492,533</u>	<u>72,431,813</u>
Earnings (loss) per share - basic	<u>\$ 0.01</u>	<u>\$ (0.00)</u>
Earnings (loss) per share - diluted	<u>\$ 0.00</u>	<u>\$ (0.00)</u>

In the year ended December 31, 2023, convertible preferred stock and warrants convertible into approximately 207,402,000 shares of common stock, were excluded in the diluted earnings per share calculation because they were antidilutive.

Note 8 – Related Party Transactions

As of December 31, 2024 and 2023, the Company owes \$264,676 to related parties for securities transferred to the Company and for a cash advance. During the year ended December 31, 2024, the two officers of the corporation received an aggregate of 5,000,000 shares of common stock, valued at \$40,000, as compensation for services rendered, and cash compensation of \$27,500.

Note 9 – Investments

On August 1, 2024, the Company received 200,000 shares of Diamond Lake Minerals Inc. (OTC:DLMI) valued at \$2,600,000, in conjunction with a consulting engagement, and recorded non-cash revenue for the services it provided. The shares are valued at \$1,332,000 as of December 31, 2024. The decrease in value of the shares is recorded in the income statement as an unrealized loss on equity securities.

During the year ended December 31, 2023, the Company received 50,000 shares of Quantum International Inc. (OTC:QUAN) valued at \$3,450, in conjunction with a consulting engagement. The shares are valued at \$10,000 as of December 31, 2024 and \$1,650 as of December 31, 2023.

During the year ended December 31, 2023, the Company received 134,200,000 shares of IDGlobal Corp. (OTC:IDGC) valued at \$13,420 in conjunction with a one-year consulting agreement. The Company also purchased 165,000,000 shares for a cash payment of \$8,260. As of December 31, 2024 and 2023, the Company owns 299,200,000 shares of IDGC with a value of \$299 and \$29,920, respectively.

During the years ended December 31, 2023 and 2022, the Company received 5 million shares of Agri-Dynamics, Inc. (OTC:AGDY), valued at \$50,000, in conjunction with a five-year consulting agreement. During the year ended December 31, 2022, the Company provided services to and received 16 million shares of Agri-Dynamics, Inc. (OTC:AGDY), valued at \$160,000, for marketing and consulting services with regard to a hemp farming project. As of December 31, 2024 and December 31, 2023, the shares are valued at \$74,100 and \$126,825, respectively.

Upon the completion of the merger of KRTL Biotech Inc. into a subsidiary of the Company, the Company received 1,000,000 shares of Mesa Home Resources Inc. (“Mesa”) (OTC:MHRE), valued at \$46,500. In the year ended December 31, 2023, the corporation received 11,308,401 shares of Mesa valued at \$269,163 and recorded a payable of \$269,163, of which \$264,376 is a payable to the officers of the Company. As of December 31, 2024 and 2023, the Company owned 12,308,401 shares of Mesa, valued at \$119,391 and \$221,551, respectively.

As of December 31, 2024 and 2023, the total of all equity securities was valued at \$1,535,791 and \$379,946, respectively, consisting of the following:

	<u>September 30, 2024</u>	<u>December 31, 2023</u>
Diamond Lake Minerals Inc.	\$ 1,600,000	\$ -
Agri-Dynamics, Inc.	213,750	126,825
Mesa Home Resources Inc.	209,243	221,551
ID Global Corp.	299	29,920
Quantum International Inc.	1,686	1,650
Total fair value of equity securities	<u>\$ 2,024,978</u>	<u>\$ 379,946</u>

The net decrease in the value of investments is recorded in the income statement as an unrealized loss of \$1,632,868 and \$44,222 for the year ended December 31, 2024 and 2023, respectively.

The above investments in equity securities is within the scope of ASC 321. The Company monitors the investments for any changes in observable prices from orderly transactions. All investments are initially measured at cost and evaluated for changes in estimated fair value.

Note 10 – Subsequent Events

The company evaluated all subsequent events through the date this report was issued.

There were no material subsequent events that required recognition or additional disclosure in these financial statements.

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, Cesar Herrera certify that:

1. I have reviewed this Disclosure Statement for KRTL Holding Group, Inc;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

4/14/2025

/s/ Cesar Herrera

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

Principal Financial Officer:

I, Mario Hernandez certify that:

1. I have reviewed this Disclosure Statement for KRTL Holding Group, Inc;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

4/14/2025

/s/ Mario Hernandez [CFO's Signature]

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