

ATLANTIC ENERGY SOLUTIONS, INC.

123 Farmington Avenue Suite 252 Bristol, CT 06010
860-302-6720
<https://cognogroup.com/>
admin@cognogroup.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:

47,588,490 as of 12/31/2024 (Current Reporting Period Date or More Recent Date)

47,588,490 as of 12/31/2023 (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.

Atlantic Energy Solutions, Inc. (the "Company") was formed in July of 1958 as M.A. Notch Corporation. The Company concluded a reverse merger in March of 2008 and changed the name of the merged entity to Atlantic Energy Solutions, Inc. effective June 20, 2008.

Current State and Date of Incorporation or Registration: Colorado, 12/31/2021

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

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

The Company was formed in California in 1958 and converted to a Colorado corporation in December 2021.

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 July 25, 2023 Synergy Management Group, LLC signed a purchase agreement with Recruiter.com Group, Inc. (subsequently renamed "Nixxy, Inc.") to sell the controlling interest in the company through One Million (1,000,000) shares of the Series A Preferred Stock.

On July 27, 2023, as part of the transaction, Miles Jennings was elected as Director, CEO, President and Secretary, Evan Sohn was elected Director, and Benjamin Berry resigned all positions with the company. The transaction closed August 22, 2023.

Address of the issuer's principal executive office:

123 Farmington Avenue
Suite 252
Bristol, CT 06010

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: American Stock Transfer & Trust Company
Phone: 800-937-5449
Email: jlundberg@astfinancial.com
Address: 6201 15th avenue, Brooklyn NY, 11219

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>AESO</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>048539100</u>	
Par or stated value	<u>\$0.0001</u>	
Total shares authorized:	<u>500,000,000</u>	as of date: <u>12/31/2024</u>
Total shares outstanding:	<u>47,588,490</u>	as of date: <u>12/31/2024</u>
Total number of shareholders of record:	<u>70</u>	as of date: <u>12/31/2024</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.

Trading symbol:	N/A	
Exact title and class of securities outstanding:	Series A Preferred Stock	
CUSIP:	N/A	
Par or stated value:	\$0.0001	
Total shares authorized:	1,000,000	as of date: <u>12/31/2024</u>
Total shares outstanding:	1,000,000	as of date: <u>12/31/2024</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>12/31/2024</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.

One for one voting rights on all common stock, entitled to dividends as determined by the board of directors.
No Pre-emptive rights.

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

Series A Preferred Stock: Conversion: Each share of preferred stock is convertible into 1,000 shares of common stock.

Voting: The holder of each share of Series A Preferred Stock shall have the right to one vote for each share of Common Stock into which such Series A Preferred Stock could then be converted.

Dividend: Subject to the rights of any existing series of Preferred Stock or to the rights of any series of Preferred Stock, the holders of shares of Series A Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, upon any payment of any dividend on the Common Stock of the Corporation, as and if declared by the Board of Directors, as if the Series A Preferred Stock had been converted into Common Stock.

Liquidation Preference: In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the price per share actually paid to the Corporation upon the initial issuance of the Series A Preferred Stock (each, the "Original Issue Price") for each share of Series A Preferred Stock then held by them, plus declared but unpaid dividends.

No Redemption or Sinking Fund Provisions.

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

4. NA

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

NA

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date <u>12/31/2021</u> Common: <u>143,588,490</u> Preferred: <u>1,000,000</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.
<u>08/16/2022</u>	<u>Cancellation</u>	<u>96,000,000</u>	<u>Common</u>	-	-	<u>Synergy Management Group, LLC / Benjamin Berry</u>	<u>NA</u>	<u>Restricted</u>	<u>NA</u>
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>12/31/2024</u> Common: <u>47,588,490</u> Preferred: <u>1,000,000</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:

On June 10, 2021 Synergy Management Group LLC controlled by Benjamin Berry purchased 97,705,869 common shares of stock and 1,000,000 preferred shares of stock from Timothy J Brock as part of a change in control. Also on June 10, 2021 Mr. Brock resigned as Chief Executive Officer, Chief Financial Officer, Treasurer, Secretary, and sole Board Member. By Board resolution Mr. Benjamin Berry was elected and agreed to serve as Chief Executive Officer, Chief Financial Officer, Treasurer, Secretary, and sole Board Member.

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 shares office space with its parent corporation, Nixxy, Inc.

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)
Miles Jennings	CEO, Director	Bristol, CT	-		
Evan Sohn	Director	Englewood, NJ	-		
Nixxy, Inc., Miles Jennings	5% or greater holder	Bristol, CT	1,000,000	Series A Preferred	Nixxy, Inc. is a publicly traded company. Miles Jennings is Interim CEO and Director.

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);

No

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;

No

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;

No

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

No

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.

No

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.

No

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.

N/A

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 Leinwand, Esq.
Address 1: 18305 Biscayne Blvd., Suite 200
Address 2: Aventura, FL 33160
Phone: 954-903-7856
Email: jonathan@jdlpa.com

Accountant or Auditor

Firm: CFO Squad
Address 1: 1345 6th Avenue, 33rd Floor
Address 2: New York, NY 10105
Phone: 845-613-3399
Email: info@CFOSquad.com

Investor Relations

Name: N/A
Firm: N/A
Address 1: N/A
Address 2: N/A
Phone: N/A
Email: N/A

All other means of Investor Communication:

X (Twitter): N/A
Discord: N/A
LinkedIn: N/A
Facebook: N/A
[Other] N/A

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: N/A
Firm: N/A
Nature of Services: N/A
Address 1: N/A
Address 2: N/A
Phone: N/A
Email: N/A

9) Disclosure & Financial Information

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

Name: Miles Jennings
Title: CEO
Relationship to Issuer: CEO

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

- IFRS
 U.S. GAAP

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

Name: Miles Jennings
Title: CEO
Relationship to Issuer: CEO

Describe the qualifications of the person or persons who prepared the financial statements:⁶ Mr. Jennings has over 15 years of experience in the financial sector.

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.

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, Miles Jennings certify that:

1. I have reviewed this Disclosure Statement for ATLANTIC ENERGY SOLUTIONS, 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.

04/15/2025 [Date]

/S/ Miles Jennings [CEO's Signature]

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

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.

Principal Financial Officer:

I, Miles Jennings certify that:

1. I have reviewed this Disclosure Statement for ATLANTIC ENERGY SOLUTIONS, 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.

04/15/2025 [Date]

/S/ Miles Jennings [CFO's Signature]

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

Part 1 – Financial Information

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ATLANTIC ENERGY SOLUTIONS, INC. BALANCE SHEETS

(Unaudited)

	Successor December 31, 2024	Successor December 31, 2023
ASSETS		
Current assets:		
Cash	\$ -	\$ -
Prepaid expenses and other current assets	470	-
Total current assets	470	-
Total assets	\$ 470	\$ -
LIABILITIES AND MEMBERS'/STOCKHOLDERS' EQUITY		
Current liabilities:		
Due to related party	\$ 15,522	\$ -
Total current liabilities	15,522	-
Total liabilities	15,522	-
Commitments and contingencies (Note 5)		
Members'/Stockholders' Equity		
Convertible Preferred stock, \$0.0001 par value, 1,000,000 shares authorized; 1,000,000 shares issued and outstanding as of December 31, 2024 and 2023, respectively.	100	100
Common stock, \$0.0001 par value; 500,000,000 shares authorized 47,588,490 issued and outstanding as of December 31, 2024 and 2023, respectively.	4,759	4,759
Additional paid-in capital	-	-
Accumulated deficit	(19,911)	(4,859)
Total members'/stockholders' deficit	(15,052)	-
Total liabilities and members'/stockholders' deficit	\$ 470	\$ -

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

ATLANTIC ENERGY SOLUTIONS, INC. STATEMENTS OF OPERATIONS

(Unaudited)

	Successor December 31, 2024	Successor For the period from August 22 through December 31, 2023	Predecessor For the period from January 1 through August 21, 2023
Revenue	\$ -	\$ -	\$ 2,500
Operating expenses			
General and administrative	15,052	-	24,308
Total operating expenses	<u>15,052</u>	<u>-</u>	<u>24,308</u>
Other income			
Gain on forgiveness of related party liabilities	-	-	39,914
Total other income	<u>-</u>	<u>-</u>	<u>39,914</u>
Net Income (Loss)	<u>\$ (15,052)</u>	<u>\$ -</u>	<u>\$ 18,106</u>
Basic and diluted loss per share	\$ -	\$ -	\$ -
Weighted average number of shares outstanding, basic and diluted	<u>47,588,490</u>	<u>47,588,490</u>	<u>47,588,490</u>

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

ATLANTIC ENERGY SOLUTIONS, INC. STATEMENTS OF STOCKHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2024

(Unaudited)

	Preferred stock Series		Common stock		Additional Paid in Capital	Accumulated Deficit	Total Stockholders' (Deficit) Equity
	Shares	Amount	Shares	Amount			
Balance as of December 31, 2023 (Successor)	1,000,000	\$ 100	47,588,490	\$ 4,759	-	\$ (4,859)	\$ -
Net Loss	-	-	-	-	-	(15,052)	(15,052)
Balance as of December 31, 2024 (Successor)	1,000,000	\$ 100	47,588,490	\$ 4,759	-	\$ (19,911)	\$ (15,052)

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

ATLANTIC ENERGY SOLUTIONS, INC. STATEMENTS OF STOCKHOLDERS' EQUITY

FOR THE PERIOD FROM JANUARY 1, 2023 THROUGH DECEMBER 31, 2023

(Unaudited)

	Preferred stock Series		Common stock		Additional Paid in	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	(Deficit) Equity
Balance as of December 31, 2022 (Predecessor)	1,000,000	\$ 100	47,588,490	\$ 4,759	199,870	\$ (222,835)	\$ (18,106)
Net Loss	-	-	-	-	-	18,106	18,106
Recapitalization					(199,870)	199,870	-
Balance at August 22, 2023 (Successor)	1,000,000	\$ 100	47,588,490	\$ 4,759	-	\$ (4,859)	\$ -
Net Loss	-	-	-	-	-	-	-
Balance as of December 31, 2023 (Successor)	1,000,000	\$ 100	47,588,490	\$ 4,759	-	\$ (4,859)	\$ -

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

ATLANTIC ENERGY SOLUTIONS, INC. STATEMENTS OF CASH FLOWS
(Unaudited)

	Successor	Successor Year Ended	Predecessor
	December 31, 2024	For the period from August 22 through December 31 2023	For the period from January 1, through August 21 2023
Cash Flows From Operating Activities			
Net loss	\$ (15,052)	\$ -	\$ 18,106
Adjustments to reconcile net loss to net cash used in operating activities:			
Amortization	-	-	21,808
Gain on forgiveness of related party liabilities	-	-	(39,914)
Changes in assets and liabilities:			
Decrease (increase) due to related party	15,522	-	-
Increase (decrease) in prepaid expenses and other current assets	(470)	-	-
Net cash (used) in operating activities	-	-	-
Cash Flows From Investing Activities:			
Net cash (used) in investing activities	-	-	-
Cash Flows From Financing Activities:			
Net cash provided by financing activities	-	-	-
Net decrease in cash	-	-	-
Cash, beginning of period	-	-	-
Cash, end of period	\$ -	\$ -	\$ -
Supplemental disclosures of cash flow information:			
Cash paid during the period for interest	\$ -	\$ -	\$ -

Cash paid during the period for income taxes	\$	-	\$	-	\$	-
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The accompanying notes are an integral part of these unaudited financial statements.

ATLANTIC ENERGY SOLUTIONS, INC. NOTES TO THE FINANCIAL STATEMENTS

1. Nature of Operations

Atlantic Energy Solutions, Inc. (the “Company”) was a globally accredited energy efficiency and resource company that identified, implemented and financed projects designed to improve the overall efficiency of energy, water usage and renewable resources.

On July 25, 2023, Synergy Management Group, LLC, a former shareholder of the Company’s the Series A Preferred Stock, signed a security purchase agreement with Recruiter.com Group, Inc. to sell the controlling interest in the company through 1,000,000 shares of the Series A Preferred Stock of the Company for cash consideration of \$80,000. The Series A Preferred shares are convertible at 1 share of Series A Preferred Stock into 1,000 common shares of the Company. On September 27, 2024, the Recruiter.com Group, Inc. filed with the Secretary of State of the State of Nevada a Certificate of Amendment to the Articles of Incorporation to change the legal name from Recruiter.com Group, Inc. to Nixxy, Inc., effective as of December 1, 2024.

On July 27, 2023, as part of the transaction Miles Jennings, CEO and President of Nixxy, Inc., was elected as Director, CEO, President and Secretary of the Company. Evan Sohn was elected Director of the Company. Benjamin Berry, CEO of Synergy Management Group, LLC, resigned all positions with the Company

The transaction closed August 22, 2023. This transaction resulted in change of control of the Company. The transaction is accounted for as a recapitalization due to the intent of the Nixxy, Inc to spin out the Company to the shareholders of Nixxy, Inc and continue certain operations of Nixxy, Inc in the Company. As of the closing date of the transaction, the Company had no assets and liabilities carried forward, there were no operations held from the period from August 22, 2023 through December 31, 2023.

Successor and Predecessor Periods

References to “Successor” or “Successor Company” relate to the financial position and results of operations of Atlantic Energy Solutions, Inc. subsequent to August 22, 2023, the date in change of control of the Company. References to “Predecessor ” or “Predecessor Company” relate to the financial position and results of operations of Atlantic Energy Solutions, Inc between January 1, 2022 and August 22, 2023 when a security purchase agreement with Recruiter.com Group, Inc. became effective.

2. Summary of Significant Accounting Policies

Basis of Presentation

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”).

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant assumptions and estimates relate to the valuation of equity issued for services. Actual results could differ from these estimates.

Revenue Recognition

The Company recognizes revenue in accordance with Accounting Standards Update (“ASU”) 2014-09, “*Revenue from contracts with customers*,” (Topic 606). Revenue is recognized when a customer obtains control of promised goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 606 at contract inception, the Company

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reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company expects to recognize revenues as the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied.

Fair Value Measurements and Fair Value of Financial Instruments

The Company adopted ASC Topic 820, Fair Value Measurements. ASC Topic 820 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

Level 1: Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

Level 2: Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3: Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The estimated fair value of certain financial instruments, including all current liabilities are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments.

Fair Value of Financial Instruments

ASC subtopic 825-10, *Financial Instruments* ("ASC 825-10") requires disclosure of the fair value of certain financial instruments. The carrying value of cash and cash equivalents, accounts payable and accrued liabilities when reflected in the balance sheets, approximate fair value because of the short-term maturity of these instruments. All other significant financial assets, financial liabilities and equity instruments of the Company are either recognized or disclosed in the financial statements together with other information relevant for making a reasonable assessment of future cash flows, interest rate risk and credit risk. Where practicable the fair values of financial assets and financial liabilities have been determined and disclosed; otherwise only available information pertinent to fair value has been disclosed. The Company follows ASC subtopic 820-10, *Fair Value Measurements and Disclosures* ("ASC 820-10") and ASC 825-10, which permits entities to choose to measure many financial instruments and certain other items at fair value.

Cash

For purposes of the Statements of Cash Flows, the Company considers highly liquid investments with an original maturity of three months or less to be cash equivalents.

Income Taxes

Income taxes are accounted for 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, capital loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest and penalties related to unrecognized tax benefits as a component of general and administrative expenses. Our federal tax return and any state tax returns are not currently under examination.

The Company has adopted FASB ASC 740-10, *Accounting for Income Taxes*, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually from differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future

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based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

Net Income (Loss) Per Common Share

The Company computes loss per common share, in accordance with FASB ASC Topic 260, *Earnings Per Share*, which requires dual presentation of basic and diluted earnings per share. Basic income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding during the period. Diluted income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding, plus the issuance of common shares, if dilutive, that could result from the exercise of outstanding stock options and warrants.

Intangible Assets

The Predecessor Company acquired an Exclusive Sales and Marketing License for \$200,000, which is being amortized on a straight-line basis over five years, which is equivalent to the term of the agreement.

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.

3. Intangible Assets

The Predecessor Company recorded amortization expense in the amount of \$21,808 for the period from January 1, 2023 to August 21, 2023. Effective August 21, 2023, the Predecessor Company terminated the product and supply agreement, and related intangible assets were written off.

4. Going Concern

The accompanying financial statements have been prepared on a going concern basis. For the year ended December 31, 2024, the Company had no cash balance and has not resume it operations. These matters raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the date of this filing. The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due, to fund possible future acquisitions, and to generate profitable operations in the future. Management plans to provide for the Company's capital requirements by continuing to issue additional equity and debt securities. The outcome of these matters cannot be predicted at this time and there are no assurances that, if achieved, the Company will have sufficient funds to execute its business plan or generate positive operating results. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

5. Commitments and Contingencies

During the normal course of business, the Company may be exposed to litigation. When the Company becomes aware of potential litigation, it evaluates the merits of the case in accordance with FASB ASC 450-20-50, *Contingencies*. The Company evaluates its exposure to the matter, possible legal or settlement strategies and the likelihood of an unfavorable outcome. If the Company determines that an unfavorable outcome is probable and can be reasonably estimated, it establishes the necessary accruals. As of December 31, 2024, the Company is not aware of any contingent liabilities that should be reflected in the financial statements.

6. Exclusive License Fee Liability

On February 18, 2023, the Predecessor Company signed an exclusive sales and marketing agreement with MS Discoveries in which the Company obtained exclusive rights to market and sell the suppliers' products. In connection with the agreement, the Predecessor Company was required to pay a license fee of \$200,000 upon the securing of a facility of at least \$3,000,000. In the absence of securing a \$3,000,000 facility, the agreement remained enforceable and the license fee payable but the terms of payment were open to renegotiation. The term of the agreement was 5 years.

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The Predecessor Company has recorded this license fee as a current liability as it estimates receiving a facility of at least \$3,000,000 within one year. Additionally, the Predecessor Company has recorded an asset in the amount of \$200,000. Effective August 21, 2023, the Predecessor Company terminated the product and supply agreement. During the periods from January 1, 2023 to August 21, 2023 the Predecessor Company recognized income in connection with the forgiveness of the balance due to related party (see note 7) and termination of the product and supply agreement with related party in the amount of \$39,914.

7. Related Party Transactions

During the fiscal year ended December 31, 2024, Nixxy Inc., which holds a controlling interest in the Company, incurred \$15,522 in expenses on behalf of the Company to cover general and administrative costs.

At January 1, 2023, the Successor had amounts due to the CEO of \$18,106 for expenses paid on behalf of the Predecessor Company. The liability was forgiven in connection with security purchase agreement with Recruiter.com Group, Inc. effective August 21, 2023. During the periods from July 1, 2023 to August 21, 2023 and January 1, 2023 to August 21, 2023 the Predecessor Company recognized income in connection with the forgiveness of the balance due to related party and termination of the product and supply agreement with related party in the amount of \$39,914.

8. Equity

Preferred Stock

The Company has 1,000,000 Shares of Preferred Stock authorized, and 1,000,000 Shares of Preferred Stock issued and outstanding with a par value of \$0.0001.

Convertible Preferred Stock — The Series A Preferred has the following designations:

- Each share of preferred stock is convertible into 1,000 shares of common stock.
- The holders are not entitled to receive dividends
- Voting: The holder of this Series of Preferred shall vote with other classes on a converted share basis of 1,000 votes per share of preferred stock.

9. Appointment and Departure of Director & Officer

On July 27, 2023, as part of the transaction Miles Jennings was elected as Director, CEO, President and Secretary, Evan Sohn was elected Director. Benjamin Berry resigned all positions with the company.

10. Subsequent Events

The Company evaluated all events or transactions through March 31, 2025, the date which these unaudited financial statements were issued.

On March 3, 2025, the Company entered into an Asset Purchase Agreement with Wizco Group, Inc. The acquisition includes Ava, an AI-powered interview coaching platform, along with associated intellectual property, commercial contracts, and customer relationships. As part of the transaction, AESO issued 16,666,667 shares of its common stock to Wizco's stockholders, with downside protection provisions in place. Additionally, AESO issued 10,000,000 shares of common stock to each of Wizco's two founders under an advisory services agreement, with a structured vesting schedule over 12 months.