

VGTel Inc.
36 Shadow Brook Lane
Lander, Wyoming, 82520
561-318-1903
www.vgtelinc.com
info@vgtelinc.com
Annual Report
For the period ending
March 31, 2025 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

810,572,087 as of March 31, 2025 (*Current Reporting Period Date or More Recent Date*)

810,572,087 as of March 31, 2024 (*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: ☒

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.

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.

The Company was organized under the laws of the State of New York on February 5, 2002, under the name Tribeka Tek, Inc. and in January 2006 filed an Amendment to its Articles of Incorporation in the State of New York to change its name to VGTel, Inc. Effective February 12, 2025, the Company filed Articles of Continuance with the Wyoming Secretary of State, thereby continuing its existence as a Wyoming corporation.

Current State and Date of Incorporation or Registration: Wyoming, 02/12/2025

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:

Pursuant to a Common Stock Purchase Agreement dated August 20, 2021, between the Company and Green Stream Holdings Inc. (OTC:GSFI), the Company acquired all of the shares of Chuck's Vintage Inc., a Wyoming corporation.

Pursuant to a Common Stock Purchase Agreement dated May 14, 2024, between the Company and Green Stream Holdings Inc. (OTC:GSFI), the Company acquired Green Rain Solar Inc., a Wyoming corporation.

Pursuant to a Stock Purchase Agreement dated October 22nd, 2024, between the Company and The Now Corporation (OTC:NWPN), the Company sold its two subsidiaries, Green Rain Solar Inc. and M Love Vintage Holdings Inc. and acquired two subsidiaries, CJB Uphill Marketings and Holdings LLC and Monster Elixir Inc.

Address of the issuer's principal executive office:

36 Shadow Brook Lane, Lander, Wyoming, 82520

Address of the issuer's principal place of business:

X 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: Securities Transfer Corporation
Phone: 469-633-0101
Email: akeener@stctransfer.com
Address: 2901 N Dallas Parkway, Suite 380
Plano, Texas, 75093

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>VGTeI</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>925543 100</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>2,000,000,000</u>	as of March 31, 2025
Total shares outstanding:	<u>810,572,087</u>	as of March 31, 2025
Total number of shareholders of record:	<u>279</u>	as of March 31, 2025

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>Convertible Preferred Stock</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>1,000,000</u>	as of March 31, 2025
Total shares outstanding:	<u>1,000,000</u>	as of March 31, 2025
Total number of shareholders of record:	<u>12</u>	as of March 31, 2025

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.

Dividends are variable and paid out at the discretion of management. Each common share is entitled to one vote. There are no preemption rights.

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

With regards to Convertible Preferred Stock, it has the following rights and preferences:

1. Convertible Preferred Stock holders have the right to vote on an as-converted basis.
2. Convertible Preferred Stock may be converted into common shares at a ratio of 1:1,000,000 (1 Convertible Preferred Share converts into 1,000,000 common shares). This conversion ratio is not subject to adjustment.
3. Convertible Preferred Stock is not subject to dilution.
4. Convertible Preferred Stock is not subject to adverse effects resulting from any reverse stock splits.
5. Holders who are non-directors may only convert their Convertible Preferred Shares into common shares if such conversion does not result in their beneficial ownership exceeding 9.9% of the Corporation's currently issued and outstanding common shares.

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

See 2.

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.

All previously designated classes or series of preferred stock, including the Series A Preferred Stock, are hereby canceled and rescinded in their entirety and shall no longer be authorized or issued by the Corporation.

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: x (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance:</u> Date <u>March 31, 2023</u> Common: <u>810,572,087</u> Preferred: <u>1000</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.
02/12/2015	Cancellation	1000	Series A Preferred	0.001	No	Michael Gelmon	Cash	Restricted	144
02/14/2025	Issuance	400,000	Convertible Preferred	0.0001	No	Ken Williams	Stock Purchase Agreement	Restricted	144
02/14/2025	Issuance	153,000	Convertible Preferred	0.0001	No	Kendrick Williams	Aerospace Engineering	Restricted	144
02/14/2025	Issuance	90,000	Convertible Preferred	0.0001	No	Juan Salazar	Stock Purchase Agreement	Restricted	144
02/14/2025	Issuance	99,000	Convertible Preferred	0.0001	No	Paul Khan	Stock Purchase Agreement	Restricted	144
02/14/2025	Issuance	99,000	Convertible Preferred	0.0001	No	Branalex Financial Group Inc. (Stephen Taub)	Stock Purchase Agreement	Restricted	144

02/14/2025	Issuance	99,000	Convertible Preferred	0.0001	No	Legion Financial Consultants Ltd. (Joel Tombran)	Stock Purchase Agreement	Restricted	144
02/14/2025	Issuance	10,000	Convertible Preferred	0.0001	No	Connie Helwig	Stock Purchase Agreement	Restricted	144
02/14/2025	Issuance	10,000	Convertible Preferred	0.0001	No	Marc Desparois	Stock Purchase Agreement	Restricted	144
02/14/2025	Issuance	10,000	Convertible Preferred	0.0001	No	Dave Krowlewski	Stock Purchase Agreement	Restricted	144
02/14/2025	Issuance	10,000	Convertible Preferred	0.0001	No	Augustus Redmond	Stock Purchase Agreement	Restricted	144
02/14/2025	Issuance	10,000	Convertible Preferred	0.0001	No	Nathan Yoder	Stock Purchase Agreement	Restricted	144
02/14/2025	Issuance	10,000	Convertible Preferred	0.0001	No	Brian Martin	Stock Purchase Agreement	Restricted	144
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date March 31, 2025									
Common: 810,572,087 Preferred: 1,000,000									

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	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
03/17/25	100,000	100,318	03/17/26	50% Discount to Market	0	250,795,000	Stanley Watson	Advances and Services Rendered
11/01/24	750,000	775,143	11/01/25	50% Discount to Market	0	1,937,857,500	Ken Williams	Officer and Directors Agreement
11/01/24	250,000	258,209	11/01/25	50% Discount to Market	0	645,522,500	Paul Khan	Consulting and Services Agreement

11/01/24	250,000	258,209	11/01/25	50% Discount to Market	0	645,522,500	Orvil Ratliff	Consulting and Services Agreement
Total Outstanding Balance:		1,391,879	Total Shares:		0			

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

After reviewing the status of the outstanding debt, it has been determined that the statute of limitations for collection has elapsed. Consequently, we are recognizing the debt from previous filed disclosure statements filed with OTC Markets Group Inc. as uncollectible and have written it off.

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")

The company undergoing a strategic transformation to focus on research astronomy and space industries. Dedicated to pioneering innovations that advance scientific discovery and public safety, VGTel aims to create sustainable growth and shareholder value. The Beyond Earth Project is an initiative focused on systematically researching and reanalyzing scientific literature to uncover critical insights about UAP and atmospheric phenomena. By leveraging advanced technologies, the project seeks to ensure public safety and enhance humanity's understanding of the unknown.

VGTel's Beyond Earth Project is committed to unlocking the mysteries of our skies by developing a global atmospheric monitoring system that brings transparency to unidentified aerial phenomena (UAPs), unknown traffic, and space debris both within and beyond Earth's atmospheric border. We believe the sky is more than just a highway for air traffic—it's a gateway to new possibilities.

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

CJB Uphill Marketings and Holdings LLC
Monster Elixir Inc.

C. Describe the issuers' principal products or services.

Beyond Earth Project is a systematic study, and research, that investigates, replication and re-analysis abstracts of published scientific white-papers in a structured and organized manner, following defined protocols, to comprehensively gather and analyze all relevant evidence, typically aiming for unbiased and reproducible results, through a systematic review. Our mission is to integrate cutting-edge technologies to observe, analyze, and understand these phenomena, ensuring public safety and equipping humanity with the knowledge to chart a future where the unknown becomes known. By shedding light on these mysteries, Beyond Earth Project will expand our collective understanding of the universe and inspire a new frontier for exploration and discovery.

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 Officer/Director and Consultants utilize their home offices without charge.

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)
Ken Williams	CEO/Director	Miami, Florida	400,000	Convertible Preferred	40%
Paul Khan	5% Control person	Toronto, Canada	99,000	Convertible Preferred	9.9%
Juan Salazar	5% Control person	Miami Gardens, Florida	90,000	Convertible Preferred	9%
Legion Financial Consultants Ltd. (Joel Tombran)	5% Control person	Toronto, Canada	99,000	Convertible Preferred	9.9%
Juan Salazar	5% Control person	Hialeah, Florida	90,000	Convertible Preferred	9%
Kendrick Williams	5% Control person	Miami, Florida	153,000	Convertible Preferred	15.3%
Mark Hanson	Officer	Madison, Wisconsin	None		*
Branalex Financial Group Inc. (Stephen Taub)	5% Control person	Toronto, Canada	99,000	Convertible Preferred	9.9%

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.

*** Mark Hanson was appointed as Chief Astronomy Officer on April 8, 2025**

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.

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: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Accountant or Auditor

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

Investor Relations

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

All other means of Investor Communication:

X (Twitter): @vgtelinc
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: Paul Khan
Firm: _____
Nature of Services: Consultant
Address 1: _____
Address 2: _____
Phone: _____
Email: paulkhanstein@yahoo.ca

9) Disclosure & Financial Information

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

Name: Paul Khan
Title: Consultant
Relationship to Issuer: Consultant as of November 1st, 2024

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: **Ken Williams**
Title: **CEO/Director**
Relationship to Issuer: **CEO/Director as of October 30, 2024**

Describe the qualifications of the person or persons who prepared the financial statements:⁶ **Mr.Williams has been an entrepreneur and director for multiple private and public companies and has prepared their financial statements.**

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.

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, Ken Williams, certify that:

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

May 14, 2025 [Date]

/s/ Ken Williams [CEO's Signature]

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

Principal Financial Officer:

I, Ken Williams, certify that:

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

May 14, 2025 [Date]

/s/ Ken Williams [CEO's Signature]

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

VGTEL, INC.
BALANCE SHEET
MARCH 31, 2025

	March 31, 2025	March 31, 2024
ASSETS		
Current Assets		
Checking/Savings	0	0
Other Current Assets		
Accounts Receivable Other	0	0
Prepaid Expense	1,250,000	
M Love Vintage Holdings Inc.	15,000	15,000
Green Rain Solar Inc.	400,000	
Divestment of M Love Vintage Holdings Inc.	(15,000)	
Divestment Green Rain Solar Inc.	(400,000)	
CJB Uphill Asset	650,000	
Monster Elixir	150,000	
Total Other Current Assets	2,050,000	15,000
Total Current Assets	2,050,000	15,000
Other Assets	0	0
 TOTAL ASSETS	 2,050,000	 15,000
 LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable	0	0
Other Current Liabilities		
Accrued Interest Payable	0	0
Accrued Expenses	0	0
Chase Credit Card	0	0
Due To Officers	0	0
Total Other Current Liabilities	0	0
Notes Payable	0	0
2810 · Debt Discount	0	0
2812 · - Debt Discount_2	0	0
2830 · Derivative Liability	0	0
M Love & Green Rain	(415,000)	
Convertible Notes Payable	1,391,879	
Total Other Current Liabilities	976,879	0
Total Current Liabilities	976,879	0
Total Liabilities	976,879	0
Equity		
COMMON STOCK - par value \$0.0001, 2,000,000,000 Authorized	810,573	810,573
810,572,087 issued and outstanding at 03/31/25 and 03/31/24		
PREFERRED A STOCK - par value \$0.001, 10,000,000 Authorized		1
0 issued and outstanding at 03/31/25 and 1,000 at 03/31/24		
PREFERRED B STOCK - par value \$0.001, 1,000 Authorized		1
0 issued and outstanding at 03/31/25 and 1,000 at 03/31/24		
PREFERRED STOCK - par value \$0.001, 1,000,000 Authorized	1,000	
1,000,000 issued and outstanding at 03/31/25 and 0 at 03/31/24		
PAID IN CAPITAL		
Additional Paid In Capital	831,077	(379,425)
Discontinued Operations		
Retained Earnings (Deficit)	(569,529)	(416,150)
Total Equity	1,073,121	15,000
 TOTAL LIABILITIES & EQUITY	 2,050,000	 15,000
	0	

VGTEL, INC.
STATEMENT OF INCOME
FOR THE PERIOD ENDING MARCH 31, 2025 AND MARCH 31, 2024

	Period Ended March 31, 2025	Period Ended March 31, 2024
INCOME	0	0
OPERATING EXPENSES:		
General and Administrative	100,500	0
Public Company Costs	11,000	
Officer's Compensation	0	0
Professional, Legal, and Consulting Services	0	0
Interest Payable	41,879	
Total Operating Expenses	153,379	0
Loss on settlement of debt		
Total Expense	153,379	0
NET INCOME (LOSS)	(153,379)	0

VGTEL, INC.
Statements of Stockholders' Equity
March 31, 2025
Unaudited

	Common Stock		Preferred Stock		Paid-in Capital	Accum. Deficit	Total Stockholders' Equity
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			
Balance, March 31, 2024	810,572,807	\$	2,000	\$	(379,425)	(416,150)	15,000
Stock Issuance		\$	1,000,000	\$	1,245,502		1,000
Stock Cancellation		\$	(2,000)	\$	(2)		(2)
Adjustment to Paid-In Capital		\$		\$	(35,000)		(35,000)
Net income March 31, 2025						(153,379)	(153,379)
Balance, March 31, 2025	810,572,807	\$	1,000,000	\$	831,077	(569,529)	(172,381)

VGTEL, INC.
STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDING MARCH 31, 2025 AND MARCH 31, 2024

	March 31, 2025	March 31, 2024
Cash flows from operating activities:		
Net Income (Loss)	(153,379)	0
Adjustments to reconcile Net Income to net cash provided by operations:	0	
Loss on settlement of debt		
Changes in assets and liabilities: Accounts receivable other	0	0
Prepaid expenses	1,250,000	
Accounts payable	0	0
Net cash provided by Operating Activities	1,096,621	0
Cash flows from Investing activities:		
Asset Acquisition	800,000	
Adjustments to Asset Acquisition from previous period		
Divestment of Assets	(415,000)	
Net cash provided by Investing Activities	385,000	
Cash flows from financing activities:		
Note payable		
Common stock	0	
Paid in capital	1,210,502	0
Net cash provided by Financing Activities	1,210,502	0
Net cash increase (decrease) for period	0	0
Cash at beginning of period	0	0
Cash at end of period	0	0

VGTEL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR
QUARTER ENDING MARCH 31, 2025

NOTE 1 NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

VGTel, Inc., formerly Tribeka Tek, Inc. (the “Company”), was incorporated under the laws of the State of New York on February 5, 2002. Effective in January 2006, the Company amended its Articles of Incorporation to change its name to VGTel, Inc. The Company has pursued becoming a participant in multi-platform entertainment with an emphasis on capitalizing on the increasing demand for ultra-high definition (UHD) or 4K content.

Effective July 14, 2015, the Company amended its amended its Article of Incorporation to increase the amount of its authorized shares from 210,000,000 to 2,010,000,000 consisting of (i) 2,000,000,000 shares of common stock, par value \$0.0001 per share and; (ii) 10,000,000 shares of preferred shares of Stock, par value \$0.001 per share.

Going concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. The Company intends to fund operations through equity financing arrangements, which may be insufficient to fund its capital expenditures, working capital and other cash requirements for the quarter ending December 31, 2018.

In response to these problems, management intends to raise additional funds through public or private placement offerings.

These factors, among others, raise substantial doubt about the Company’s ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Risks and Uncertainties

The Company intends to operate in an industry that is subject to rapid technological change. The Company’s operations, therefore, may be subject to significant risk and uncertainties including financial, operational, technological, regulatory and other risks associated with a development stage company, including the potential risk of business failure.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. A significant estimate as of December 31, 2018 included a 100% valuation allowance for deferred tax assets arising from net operating losses incurred since inception and also calculations of derivative liability.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the financial statements, which management considered in formulating its estimate could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ materially from estimates.

Cash and Cash Equivalents

The Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents. The Company had no cash equivalents at March 31, 2025. The Company minimizes its credit risk associated with cash by periodically evaluating the credit quality of its primary financial

institution. The balance at times may exceed federally insured limits. There were no balances that exceeded the federally insured limit at March 31, 2025.

Loss per Share

In accordance with Financial Accounting Standards Board "FASB" Accounting Standards Codification "ASC" Topic 260, "Earnings per Share," basic earnings (loss) per share ("EPS") is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding during the period, excluding the effects of any potentially dilutive securities. Diluted EPS gives effect to all dilutive potential of shares of common stock outstanding during the period including stock options or warrants, using the treasury stock method (by using the average stock price for the period to determine the number of shares assumed to be purchased from the exercise of stock options or warrants), and convertible debt or convertible preferred stock, using the if-converted method. Diluted EPS excludes all dilutive potential of shares of common stock if their effect is anti-dilutive. The Company also has no common stock equivalents.

Non-Employee Stock Based Compensation

The Company recognizes compensation expense for all equity-based payments in accordance with ASC 718 "Share-based payments". Under fair value recognition provisions, the Company recognizes equity-based compensation net of an estimated forfeiture rate and recognizes compensation cost only for those shares expected to vest over the requisite service period of the award.

Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period).

The Company accounts for share-based payments granted to non-employees in accordance with ASC 505, "Equity Based Payments to Non-Employees". The Company determines the fair value of the stock-based payment as either the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. If the fair value of the equity instruments issued is used, it is measured using the stock price and other measurement assumptions as of the earlier of either (1) the date at which a commitment for performance by the counterparty to earn the equity instruments is reached, or (2) the date at which the counterparty's performance is complete.

Income Taxes

The Company accounts for income taxes in accordance with FASB Codification Topic 740-10-25 ("ASC 740"). Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. A valuation allowance is recorded and deducted from deferred tax assets when the deferred tax assets are not expected to be realized based on currently available evidence. 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.

Management has analyzed its various federal and state filing positions and believes that its income tax filing positions and deductions are well documented and supported. Additionally, management believes that no accruals for tax liabilities are necessary. Therefore, no reserves for uncertain income tax positions have been recorded.

Revenue Recognition

The Company recognizes revenue in accordance with FASB ASC 605 on revenue recognition for consulting and ISP services. Revenue from consulting and ISP services will be recognized only when persuasive evidence of a sale or arrangement with a customer exists, price is fixed and determinable, services have been performed, and collectability of the resulting receivable is reasonably assured. Cash received in advance of meeting the revenue recognition criteria described above is recorded as deferred

revenue.

Accounts payable and accrued liabilities

Accounts payable and accrued liabilities are carried at amortized cost and represent liabilities for goods and services provided to the Company prior to the end of the financial year that are unpaid and arise when the Company becomes obliged to make future payments in respect of the purchase of these goods and services.

Fair Value of Financial Instruments

All financial instruments, including derivatives, are to be recognized on the balance sheet initially at fair value. Subsequent measurement of all financial assets and liabilities except those held-for-trading and available for sale are measured at amortized cost determined using the effective interest rate method. Held-for-trading financial assets are measured at fair value with changes in fair value recognized in earnings. Available-for-sale financial assets are measured at fair value with changes in fair value recognized in comprehensive income and reclassified to earnings when derecognized or impaired.

The carrying amounts of the Company's other short-term financial instruments, including accounts payable and accrued liabilities, approximate fair value due to the relatively short period to maturity for these instruments. The Company does not utilize financial derivatives or other contracts to manage commodity price risks. Fair value is 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 (exit price).

The fair value of the Company's financial assets and liabilities reflects the Company's estimate of amounts that it would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. In connection with measuring the fair value of its assets and liabilities, the Company seeks to maximize the use of observable inputs (market data obtained from sources independent from the Company) and to minimize the use of unobservable inputs (the Company's assumptions about how market participants would price assets and liabilities). The following fair value hierarchy is used to classify assets and liabilities based on the observable inputs and unobservable inputs used in order to value the assets and liabilities:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access as of the measurement date.

Level 2 – Significant inputs other than quoted prices included within Level 1 that are directly observable for the asset or liability or indirectly observable through corroboration with observable market data.

Level 3 – Significant unobservable inputs for the asset or liability only used when there is little, if any, market activity for the asset or liability at the measurement date.

Recent Accounting Pronouncements

The Company continually assesses any new accounting pronouncements to determine their applicability to the Company. Where it is determined that a new accounting pronouncement affects the Company's financial reporting, the Company undertakes a study to determine the consequence of the change to its financial statements and assures that there are proper controls in place to ascertain that the Company's financials properly reflect the change.

NOTE 2. GOING CONCERN

The accompanying consolidated financial statements of the Company have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company is and has suffered recurring losses and has no established source of revenue. Its ability to continue as a going concern is dependent upon achieving profitable operations and generating positive cash flows.

There can be no assurances that the Company will be able to achieve profitable operations or obtain

additional funding. These factors create substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of the uncertainty. Management intends to raise financing through private or public equity financing or other means and interests that it deems necessary to provide the Company with the ability to continue in existence.

NOTE 3. INCOME TAXES

The Company accounts for income taxes in accordance with accounting standards for Accounting for Income Taxes which require the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities, and for the expected future tax benefit to be derived from tax loss and tax credit carry-forwards. Additionally, the standards require the establishment of a valuation allowance to reflect the likelihood of realization of deferred tax assets.

The Company has adopted the provisions of ASC 740. As a result of its implementation, the Company performed a comprehensive review of its uncertain tax positions in accordance with recognition and measurement standards established by ASC 740. In this regard, an uncertain tax position represents the Company's expected treatment of a tax position taken in a prepared and filed tax return, or expected to be taken in a tax return, that has not been reflected in measuring income tax expense for financial reporting purposes. The Company does not expect any reasonably possible material changes to the estimated amount of liability associated with uncertain tax positions through March 31, 2025. The Company's continuing policy is to recognize accrued interest and penalties related to income tax matters in income tax expense.

NOTE 4. CAPITAL STOCK

The Company is authorized to issue 2,000,000,000 shares of common stock, par value \$0.0001 per share and 10,001,000 shares of preferred stock, par value \$0.001.

NOTE 5. NOTES PAYABLE

The following is a summary of notes payable at March 31, 2025:

The Company assumed the note(s) payable from Green Stream Holdings Inc. for the acquisition of Chuck's Vintage Inc (a.k.a M Love Vintage Holdings Inc.) and Green Rain Solar Inc. These note(s) were assumed by The Now Corporation pursuant to a Stock Purchase Agreement dated October 22nd, 2024.