

## **Apogee 21 Holdings, Inc.**

4578 Carriage Lane, Las Vegas, NV 89119

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702-799-9431

<https://www.apogee21holdings.com/>  
[contact@apogee21holdings.com](mailto:contact@apogee21holdings.com)

# Annual Report

For the period ending 06/30/2024 (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

17,868,931 as of 05/31/2025. (Current Reporting Period Date or More Recent Date)

10,604,600 as of 06/30/2024. (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 Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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<sup>4</sup> "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

Current names – Apogee 21 Holdings, Inc.  
Formerly 30DC Merger Co. (Delaware) until 08/2022  
Formerly Infinity Capital Groups, Inc. until 12/2010

Current State and Date of Incorporation or Registration: Delaware, May 4, 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:  
30DC Merger Co. (Delaware) until 08/2022

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:

Merger between Tequila Caszul, Inc. and Apogee 21 Holdings, Inc. March 2023  
Assets acquired of Paradise Brands LLC, Monkey in Paradise LLC and Blue Nectar LLC  
One for 25,000 Reverse Split followed by a 100 for one Forward Split in June 2022.

Address of the issuer's principal executive office:

4578 Carriage Lane, Las Vegas, NV 89119

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: Issuer Direct  
Phone: 919-744-2722  
Email: kirsta.riley@issuerdirect.com

Address: One Glenwood Avenue, Suite 1001, Raleigh, NC 27603

**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>APHD</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>03769 Q107</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>100,000,000</u>	<u>as of date: 06/30/2022</u>
Total shares outstanding:	<u>17,868,931</u>	<u>as of date: 05/31/2025</u>
Total number of shareholders of record:	<u>179</u>	<u>as of date: 05/31/2025</u>

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

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**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 securities outstanding:	<u>Preferred Series B</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>100,000,000</u>	<u>as of date: 08/01/2023</u>
Total shares outstanding:	<u>9,541,024</u>	<u>as of date: 05/31/2025</u>
Total number of shareholders of record:	<u>14</u>	<u>as of date: 05/31/2025</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.**

No dividend, 1 share 1 vote

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

Series B 6% dividend convertible to common shares, 1 share 1 vote

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

No other

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> :			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>03/23/2023</u>									
Common: <u>425300</u>									
Preferred: <u>500000</u>									
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.
03/23/2023	New	9886800	Common	\$0.39	No	Merger shares: Casazul	Cash	<u>Restricted</u>	<u>4(a)2</u>
3/23/2023	Cancelled	500000	Preferred A	N/A	No	Michael A Littman	Exchange for Convertible Note	<u>Restricted</u>	<u>4(a)2</u>

8/1/2024	New	993869	Common	\$0.50	No	Rick A Wilber	Cash	<u>Restricted</u>	<u>4(a)2</u>
8/1/2024	New	486420	Common	\$0.50	No	Rick A Wilber	Cash	<u>Restricted</u>	<u>4(a)2</u>
8/1/2024	New	235837	Common	\$0.50	No	Rick A Wilber	Cash	<u>Restricted</u>	<u>4(a)2</u>
7/23/2023	Cancelled	146250	Common	\$0.50	No	Gary Herick	Cash	<u>Restricted</u>	<u>4(a)2</u>
7/23/2023	New	146250	Common	\$0.50	No	Robert Ford	Cash	<u>Restricted</u>	<u>4(a)2</u>
7/18/2024	New	100000	Common	\$0.50	No	Redgie Green	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
7/18/2024	New	25000	Common	\$0.50	No	Erik Nelson	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
7/18/2024	New	100000	Common	\$0.50	No	Calvin Smiley	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
9/27/2024	New	500000	Common	\$0.50	No	Jerald Crowser	Services	<u>Restricted</u>	<u>4(a)2</u>
9/27/2024	New	500000	Common	\$0.50	No	Robert Koch	Services	<u>Restricted</u>	<u>4(a)2</u>
9/27/2024	New	500000	Common	\$0.50	No	Mark Newman	Services	<u>Restricted</u>	<u>4(a)2</u>
9/27/2024	New	500000	Common	\$0.50	No	Gary Herick	Services	<u>Restricted</u>	<u>4(a)2</u>
12/31/2024	New	644798	Common	\$0.50	No	Gary Herick	Services	<u>Restricted</u>	<u>4(a)2</u>
12/31/2024	New	947875	Common	\$0.50	No	KSPDT LLC	Services	<u>Restricted</u>	<u>4(a)2</u>
12/31/2024	New	1459500	Common	\$0.50	No	Mark Newman	Services	<u>Restricted</u>	<u>4(a)2</u>
12/31/2024	New	35000	Common	\$0.50	No	Pedro Pardo	Services	<u>Restricted</u>	<u>4(a)2</u>
4/8/2025	New	20515	Common	\$0.50	No	John Cavallo	Services	<u>Restricted</u>	<u>4(a)2</u>
4/8/2025	New	20515	Common	\$0.50	No	Arthur Fleischmann	Services	<u>Restricted</u>	<u>4(a)2</u>
12/8/2023	New	292500	Common	\$0.50	No	Rick A Wilber	Cash	<u>Restricted</u>	<u>4(a)2</u>
8/1/2023	New	7000	Preferred	\$0.50	No	Erin Nolen	Cash	<u>Restricted</u>	<u>4(a)2</u>
8/17/2023	New	15000	Preferred	\$0.50	No	Mark Newman	Cash	<u>Restricted</u>	<u>4(a)2</u>
8/22/2023	New	32355	Preferred	\$0.50	No	John Cavallo	Cash	<u>Restricted</u>	<u>4(a)2</u>

8/22/2023	New	17645	Preferred	\$0.50	No	John Cavallo	Services	<u>Restricted</u>	<u>4(a)2</u>
8/25/2023	New	32355	Preferred	\$0.50	No	Fleischmann Inc	Cash	<u>Restricted</u>	<u>4(a)2</u>
8/25/2023	New	17645	Preferred	\$0.50	No	Fleischmann Inc	Services	<u>Restricted</u>	<u>4(a)2</u>
9/11/2023	New	20000	Preferred	\$0.50	No	Gosch Family Trust of December 19, 2007	Cash	<u>Restricted</u>	<u>4(a)2</u>
9/30/2023	New	100000	Preferred	\$0.50	No	Theodore Jamason	Services	<u>Restricted</u>	<u>4(a)2</u>
10/31/2023	New	700000	Preferred	\$0.50	No	Fleischmann Inc	Cash	<u>Restricted</u>	<u>4(a)2</u>
2/20/2024	New	500000	Preferred	\$0.50	No	John Cavallo	Cash	<u>Restricted</u>	<u>4(a)2</u>
1/17/2024	New	30000	Preferred	\$0.50	No	Gosch Family Trust of December 19, 2007	Cash	<u>Restricted</u>	<u>4(a)2</u>
1/22/2024	New	500000	Preferred	\$0.50	No	Fleischmann Inc	Cash	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>

1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
1/31/2024	New	10200594	Preferred	\$0.50	No	Monkey in Paradise LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>

2/16/2024	New	9456	Preferred	\$0.50	No	Fleischmann Inc	Services	<u>Restricted</u>	<u>4(a)2</u>
2/16/2024	New	9456	Preferred	\$0.50	No	John Cavallo	Services	<u>Restricted</u>	<u>4(a)2</u>
4/24/2024	New	100000	Preferred	\$0.50	No	Chandler Family Trust	Cash	<u>Restricted</u>	<u>4(a)2</u>
4/24/2024	New	200000	Preferred	\$0.50	No	2150 Law Tech LLC	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
5/16/2024	New	250000	Preferred	\$0.50	No	Fleischmann Inc	Cash	<u>Restricted</u>	<u>4(a)2</u>
5/16/2024	New	300000	Preferred	\$0.50	No	Fleischmann Inc	Services	<u>Restricted</u>	<u>4(a)2</u>
5/16/2024	New	3000	Preferred	\$0.50	No	Mark Newman	Cash	<u>Restricted</u>	<u>4(a)2</u>
5/24/2024	New	360000	Preferred	\$0.50	No	Michael A Littman Atty Defined Benefit Plan	Debt Conversion	<u>Restricted</u>	<u>4(a)2</u>
6/3/2024	New	400000	Preferred	\$0.50	No	MJS Consulting Services Inc	Cash	<u>Restricted</u>	<u>4(a)2</u>
10/28/2024	New	560000	Preferred	\$0.50	No	Rick A Wilber	Cash	<u>Restricted</u>	<u>4(a)2</u>
10/29/2024	New	100000	Preferred	\$0.50	No	Nora George	Cash	<u>Restricted</u>	<u>4(a)2</u>
11/20/2024	New	200000	Preferred	\$0.50	No	MJS Consulting Services Inc	Cash	<u>Restricted</u>	<u>4(a)2</u>
2/7/2025	New	6000	Preferred	\$0.50	No	Andrew McNeil	Cash	<u>Restricted</u>	<u>4(a)2</u>
Shares Outstanding on Date of This Report:  <u>Ending Balance:</u>  Date <u>5/30/2025</u> Common: <u>17,868,931</u>  Preferred: <u>9,541,024</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 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 <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
3/23/2023	\$500,000	\$0	5/24/2024	Fully Converted	360,000	N/A	Michael A Littman Atty Defined Benefit Plan	Repurchase of Series A Shares
12/8/2021	\$150,000	\$0	12/8/2023	Fully Converted	750,000	N/A	Rick Wilber	Operations
7/11/2022	\$300,000	\$0	4/30/2024	Fully Converted August 2024	1,480,290	N/A	Rick Wilber	Operations
11/3/2022	\$50,000	\$0	4/2/2024	Fully Converted August 2024	235,838	N/A	Rick Wilber	Operations
11/9/2022	\$15,000	\$15,000	4/2/2024	Principal + interest @ \$0.25641/share	0	58,500	Alliance Legal Partners – Jeffrey Marks	Services
11/14/2022	\$25,000	\$0	4/2/2024	Fully Converted March 2023	48,750	N/A	Robert Symonds	Operations
11/23/2022	\$70,000	\$92,830	4/2/2024	Principal + interest @ \$0.25641/share	0	331,968	Gregory Barnes	Operations
12/5/2022	\$50,000	\$64,926	3/5/2023	Principal + interest @ \$0.51282/share	0	115,867	RWB LLC – Ryan Barth	Operations
5/1/2024	\$12,500	\$10,269	1/31/2025	Principal + interest @ \$0.51282/share	0	28,533	Douglas Magic	Operations
5/1/2024	\$12,500	\$10,269	1/31/2025	Principal + interest @ \$0.51282/share	0	28,533	Jacqueline Mahoney	Operations
11/14/2022	\$50,000	\$53,518	10/17/2026	Principal + interest @ \$0.50/share	0	100,000	Robert Symonds	Operations

<sup>5</sup> 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.

1/31/2024	\$5,100,297	\$2,833,498	1/31/2027	Principal + interest @ \$0.50/share	5,071,110	10,986,368	Monkey in Paradise, LLC	Brand Acquisitions
<b>Total Outstanding Balance:</b>		\$3,080,310	<b>Total Shares:</b>		7,945,988	11,649,769		

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](http://www.OTCMarkets.com).

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

Apogee 21 Holdings, Inc. doing business as A21 Wine & Spirits, is a producer and marketer of craft spirits and wine. The company owns Monkey in Paradise Vodka, Andale Tequila, and Blue Nectar Tequila brands. The company also has the sales agency for Zunte Mezcal, and Finca Ferrer Wines from Argentina.

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

N/A

C. Describe the issuers' principal products or services.

The company owns Monkey in Paradise Vodka, Andale Tequila, and Blue Nectar Tequila brands. The company also has the sales agency for Zunte Mezcal and Finca Ferrer Wines from Argentina.

#### 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's principal place of business is in a leased single-family residence at 4578 Carriage Lane, Las Vegas, NV 89119. The location is used for offices, corporate events and meetings, and storage. The company also stores product at W2 Logistics in Cerritos, CA and American Supply Company in Philadelphia, PA.

#### 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.*

<b>Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)</b>	<b>Position/Company Affiliation (ex: CEO, 5% Control person)</b>	<b>City and State (Include Country if outside U.S.)</b>	<b>Number of Shares Owned (List common, preferred, warrants and options separately)</b>	<b>Class of Shares Owned</b>	<b>Percentage of Class of Shares Owned (undiluted)</b>
Rob Koch	COO	Las Vegas, NV	1621250	Common	9.07%
Rob Koch	COO	Las Vegas, NV	2114313	Warrant	26.05%
Jerald Crowser	VP of Finance	Seattle, WA	500000	Common	2.80%
Arthur Fleischmann	5% Control Person	La Habra, CA	1809457	Preferred	12.47%
Arthur Fleischmann	5% Control Person	La Habra, CA	20515	Common	0.11%
Rick Wilber	5% Control Person	Fort Lauderdale, FL	560000	Preferred	3.82%
Rick Wilber	5% Control Person	Fort Lauderdale, FL	4290128	Common	24.01%
Mark Newman	CEO	Las Vegas, NV	18000	Preferred	0.12%
Mark Newman	CEO	Las Vegas, NV	2233250	Common	12.50%
Gary Herick	CFO	Las Vegas, NV	3807298	Common	21.31%
Gary Herick	CFO	Las Vegas, NV	2114313	Warrant	26.05%

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

## 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.

There is a threatened pending lawsuit from a former contractor, Falcar Enterprises, LTD, claiming outstanding balance of \$166,418. The company believes that the contractors' claim is not valid.

## **8) Third Party Service Providers**

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

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

### Securities Counsel

Name:	<u>Smith Eilers, PLLC</u>
Address 1:	<u>149 S. Lexington Ave.</u>
Address 2:	<u>Asheville, NC 28801</u>
Phone:	<u>561-484-7172</u>
Email:	<u>William@smitheilers.com</u>

### 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): \_\_\_\_\_  
Discord: \_\_\_\_\_  
**LinkedIn** \_\_\_\_\_  
Facebook: [facebook.com/apogee21holdings](https://facebook.com/apogee21holdings)  
[Other ] [apogee21holdings.com](https://apogee21holdings.com)

#### 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: **Robert Koch**  
Title: **COO**  
Relationship to Issuer: **Officer**

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: Jerald Crowser

Title: VP of Finance

Relationship to Issuer: Contractor

Describe the qualifications of the person or persons who prepared the financial statements:<sup>6</sup> 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.

**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, Mark Newman certify that:

1. I have reviewed this Disclosure Statement for Apogee 21 Holdings, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

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<sup>6</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

\_\_\_\_ June 25, 2025

\_\_\_\_ *Mark Newman*

/s/ Mark Newman, CEO

*Principal Financial Officer:*

I, Gary Herick certify that:

1. I have reviewed this Disclosure Statement for Apogee 21 Holdings, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

\_\_\_\_ June 25, 2025

\_\_\_\_ June 25, 2025

/s/ Gary Herick, CFO

**Signature:** *Gary Herick*

**Email:** garyh@apogee21holdings.com






# Jun 2024 FS OTC Report v7.0 06202025

Final Audit Report

2025-06-26

Created:	2025-06-26
By:	Mark Newman (mark@accoladebrands.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAANKH2-84eQxXwbnlj1SW2Z4ztZoP9GNDq

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