

SHARE CANCELLATION AGREEMENT

(U.S. Energy – Trustee: Magana & Van Dyke, PLLC)

This **Share Cancellation Agreement** (“Agreement”) is entered into as of **September 5, 2025**, by and between:

- **Azure Group Holdings Corp.**, a Nevada corporation (the “Corporation”); and
- **Magana & Van Dyke, PLLC**, as Trustee for **Golden Ranch Energy Services, LLC** (the “Trustee”).

RECITALS

WHEREAS, the Corporation previously issued **10,000,000 common shares (Rule 144 restricted)** (the “Shares”) to Trustee on behalf of **Golden Ranch Energy Services, LLC**;

WHEREAS, Trustee, on behalf of U.S. Energy, desires to surrender **7,500,000** of such Shares to the Corporation for cancellation, leaving a balance of **2,500,000 common shares** held by Trustee on behalf of Golden Ranch Energy Services, LLC;

NOW, THEREFORE, the parties agree as follows:

1. Cancellation of Shares

Trustee hereby delivers and surrenders to the Corporation **7,500,000 common shares**, which shall be cancelled and returned to the Corporation’s treasury.

2. Remaining Balance

The Corporation shall update its records to reflect that Trustee remains the holder of **2,500,000 common shares (Rule 144 restricted)** on behalf of U.S. Energy.

3. Representations

Trustee represents and warrants that it has full power and authority to surrender the Shares for cancellation, and that such Shares are free and clear of all liens, claims, or encumbrances.


4. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of the State of Nevada.

CERTIFICATION

IN WITNESS WHEREOF, the undersigned have executed this resolution as of the **5th day of September, 2025.**

AZURE GROUP HOLDINGS CORP.

By:  _____
Joshua A. Cohen (Sep 8, 2025 13:29:03 EDT)


08/09/2025

Name: Joshua A. Cohen

Title: Managing Partner/Co-Chair

MAGANA & VAN DYKE, PLLC

As Trustee for U.S. Energy

By:  _____
Jason Lee Van Dyke
Digitally signed by Jason Lee Van Dyke
DN: cn=Jason Lee Van Dyke, c=US,
o=Magana & Van Dyke PLLC,
email=jason@maganavandyke.com
Date: 2025.09.08 11:47:13 -05'00'

Name: Jason Lee Van Dyke, Trustee

Title: Attorney & Counselor at Law






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Final Audit Report

2025-09-08

Created:	2025-09-08
By:	Lisa Terry (lt@terryadvisory.com)
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