

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Exxe Group Inc.

1345 Avenue of The Americas, 2nd Floor, New York, NY 10105

855-285-2285

www.exxegroup.com

info@exxegroup.com

SIC Code: 7373

Quarterly Report

For the period ending **September 30, 2025** (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

4,201,974,315 as of **September 30, 2025** (*Current Reporting Period Date or More Recent Date*)

2,439,474,315 as of **March 31, 2025** (*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 Control¹ 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.

Exxe Group Inc.

Prior names: Telecorp Inc., as of April 13, 2009; incorporated in the Province of Ontario, Canada; domicile change as of April 18, 2018. Name changed from Telecorp Inc. to Exxe Group Inc. on May 5, 2018.

Current State and Date of Incorporation or Registration: Wyoming / March 15, 2023

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

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

Exxe Group Inc., as of April 18, 2018; incorporated in the State of Delaware;

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

N/A

¹ "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.

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

N/A

The address(es) of the issuer's principal executive office:

1345 Avenue of The Americas, 2nd Floor, New York, NY 10105

The address(es) 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: Securities Transfer Corporation
Phone: (469) 633-0101
Email: shelbert@stctransfer.com
Address: 2901 Dallas Parkway Suite 380 Plano, TX 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>AXXA</u>
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>3023C109 (changed from 879296408 on 5/19/2018)</u>
Par or stated value:	<u>\$0.00001</u>
Total shares authorized:	<u>4,980,000,000</u> as of date: <u>09/30/2025</u>
Total shares outstanding:	<u>4,201,974,315</u> as of date: <u>09/30/2025</u>
Total number of shareholders of record:	<u>192</u> as of date: <u>09/30/2025</u>

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

N/A

Other classes of authorized or outstanding equity securities:

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:	Preferred Series A
Par or stated value:	\$0.0001
Total shares authorized:	4 as of date: <u>09/30/2025</u>
Total shares outstanding:	1 as of date: <u>09/30/2025</u>
Total number of shareholders of record:	1 as of date: <u>09/30/2025</u>

Exact title and class of securities outstanding:	Preferred Series B
Par or stated value:	\$2.50
Total shares authorized:	30,000,000 as of date: <u>09/30/2025</u>
Total shares outstanding:	1,568,754 as of date: <u>09/30/2025</u>
Total number of shareholders of record:	28 as of date: <u>09/30/2025</u>

Exact title and class of the security:	Preferred Series C
Par or stated value:	\$2.00
Total shares authorized:	32,500,000 as of date: <u>09/30/2025</u>
Total shares outstanding (if applicable):	18,486,813 as of date: <u>09/30/2025</u>
Total number of shareholders of record (if applicable):	32 as of date: <u>09/30/2025</u>

Exact title and class of the security:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding (if applicable):	_____ as of date: _____
Total number of shareholders of record (if applicable):	_____ as of date: _____

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

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting, and preemption rights.

Common shareholders can receive dividends if awarded by the Company, each common shares - 1 vote per share, no preemption rights.

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

Exxe Group has three classes of preferred stock.

Series A - can receive dividends if awarded by the company, voting rights equals conversion rights which are: Each individual share of Series A Preferred Stock shall be convertible into the number of shares of Common Stock equal to: four times the sum of: {all shares of Common Stock issued and outstanding at time of conversion + all shares of Series B and Series C Preferred Stocks issued and outstanding at time of conversion} divided by: the number of shares of Series A Preferred Stock issued and outstanding at the time of conversion

Series B - can receive dividends if awarded by the company, voting rights equals conversion rights which are: Each share of Series B Preferred Stock shall be convertible into 10 shares of the Corporation's common stock Conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series B Preferred Stock of the holder's intention to convert the shares of Series B Stock, together with the holder's stock certificate or certificates evidencing the Series B Preferred Stock to be converted.

Series C - can receive dividends if awarded by the Company, voting rights equals conversion rights which are: Each share of Series C Preferred Stock shall be convertible, at any time, and/or from time to time, into 500 shares of the Corporation's common stock Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series C.

All preferred shares have the following liquidation rights: Liquidation Rights. In the event of liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary, subject to the prior rights of the holders of preferred stock shall have a preference such

that holders shall be entitled to be paid out of the assets of the Corporation an amount based on \$1 per share, adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares (the "Preference Value"), plus all declared but unpaid dividends, for each share of Preferred Stock held. After the payment of the full applicable Preference Value of each share of the Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Common Stock.

There are no other redemption rights.

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

No other rights

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.

No changes have been made to the rights of either the common or preferred shareholders in the last reporting period.

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 March 31, 2023 Common: 966,974,315 Preferred A: 1 Preferred B: 1,768,754 Preferred C: 14,549,313									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or canceled)	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.
01/01/24	New Issuance	250,000	Pref C	\$2.00	No	Ueli Biesenkamp	Advisory Agreement	Restricted	Reg s
01/01/24	New Issuance	250,000	Pref C	\$2.00	No	Michael Ziebell	Advisory Agreement	Restricted	144
01/01/24	New Issuance	250,000	Pref C	\$2.00	No	David Ramon Cotino	Advisory Agreement	Restricted	Reg s
01/01/24	New Issuance	250,000	Pref C	\$2.00	No	Vlad Matse	Advisory Agreement	Restricted	Reg s
01/01/24	New Issuance	250,000	Pref C	\$2.00	No	Arte Gordadze	Advisory Agreement	Restricted	Reg s
01/01/24	New Issuance	250,000	Pref C	\$2.00	No	Long Phi Tran	Advisory Agreement	Restricted	Reg s
01/01/24	New Issuance	250,000	Pref C	\$2.00	No	Rami Mirsky	Advisory Agreement	Restricted	Reg s
01/01/24	New Issuance	250,000	Pref C	\$2.00	No	Darren Lefcoe	Advisory Agreement	Restricted	Reg s
01/01/24	New Issuance	250,000	Pref C	\$2.00	No	Rubin Goldman	Advisory Agreement	Restricted	144
01/01/24	New Issuance	225,000	Pref C	\$2.00	No	Bader Alshemeri	Advisory Agreement	Restricted	Reg s
01/01/24	New Issuance	25,000	Pref C	\$2.00	No	Samasiuk Renata	Advisory Agreement	Restricted	Reg s
08/14/24	New Issuance	123,750	Pref C	\$2.00	No	Talgat Ilyasov	Debt conversion	Restricted	144
09/30/2024	New Issuance	313,750	Pref C	\$2,0	No	Heinz Georg Schreiber	Debt conversion	Restricted	144
10/23/2024	New Issuance	1,000,000	Pref C	\$2,0	No	Artem Gorages	Debt conversion	Restricted	144
08/14/24	New Issuance	1,000,000	Pref B	\$2.50	No	Brian Johnston	Debt conversion	Restricted	144
07.30.2025	Cancelled	-1,200,000	Pref B	\$2.50	No	Heinz Georg Schreiber	Convert Debt to Pref C	Restricted	144
07/13/23	Canceled	-30,000,000	Common	0.03	No	Talgat Ilyasov	Canceled	Unrestricted	144

07/14/23	New Issuance	20,000,000	Common	0.01	No	Duane Phillippe	Debt conversion	Unrestricted	144
07/13/23	Canceled	-30,000,000	Common	0.03	No	Talgat Ilyasov	Canceled	Unrestricted	144
07/13/23	Canceled	-30,000,000	Common	0.03	No	Brian Johnston	Canceled	Unrestricted	144
09/07/23	New Issuance	60,000,000	Common	0.0086	No	Duane Phillippe	Debt conversion	Unrestricted	144
19/12/23	New Issuance	23,000,000	Common	0.0033	No	Duane Phillippe	Debt conversion	Unrestricted	144
22/01/2024	New Issuance	67,000,000	Common	0,0033	No	Duane Phillippe	Debt conversion	Unrestricted	144
22/02/2024	New Issuance	25,000,000	Common	0,0050	No	Rinaldo Pierno	Debt conversion	Unrestricted	144
22/02/2024	New Issuance	40,000,000	Common	0,0070	No	Heinz Georg Schreiber	Debt conversion	Unrestricted	144
22/02/2024	New Issuance	25,000,000	Common	0,0050	No	JMV (Julia Tepliski)	Debt conversion	Unrestricted	144
22/02/2024	New Issuance	25,000,000	Common	0,0050	No	Mikhail Gorbuno	Debt conversion	Unrestricted	144
22/02/2024	New Issuance	20,000,000	Common	0,0070	No	Jose Fernandes	Debt conversion	Unrestricted	144
22/02/2024	New Issuance	80,000,000	Common	0,0050	No	Nasir Sayed	Debt conversion	Unrestricted	144
22/02/2024	New Issuance	40,000,000	Common	0,0050	No	Yannick Triencher	Debt conversion	Unrestricted	144
22/02/2024	New Issuance	80,000,000	Common	0,0050	No	Brian Johnston	Debt conversion	Unrestricted	144
22/02/2024	New Issuance	50,000,000	Common	0,0050	No	Joseph Cohen	Debt conversion	Unrestricted	144
22/02/2024	New Issuance	75,000,000	Common	0,0050	No	Talgat Ilyasov	Debt conversion	Unrestricted	144
03/20/2024	New Issuance	150,000,000	Common	0,0050	No	Duane Phillippe	Debt conversion	Unrestricted	144
05/29/2024	New Issuance	65,000,000	Common	0,0050	No	Duane Phillippe	Debt conversion	Unrestricted	144
07/19/2024	New Issuance	43,000,000	Common	0,002	No	Duane Phillippe	Debt conversion	Unrestricted	144
08/15/2024	New Issuance	57,000,000	Common	0,002	No	Duane Phillippe	Debt conversion	Unrestricted	144
09/11/2024	New Issuance	47,000,000	Common	0,002	No	Duane Phillippe	Debt conversion	Unrestricted	144
10/14/2024	New Issuance	46,000,000	Common	0.0010	No	Duane Phillippe	Debt conversion	Unrestricted	144
11/08/2024	New Issuance	71,000,000	Common	0.00125	No	Duane Phillippe	Debt conversion	Unrestricted	144

12/12/2024	New Issuance	40,000,000	Common	0.00125	No	Duane Phillippe	Debt conversion	Unrestricted	144
01/10/2025	New Issuance	42,000,000	Common	0.0012	No	Duane Phillippe	Debt conversion	Unrestricted	144
01/16/2025	New Issuance	62,000,000	Common	0.0005	No	Rinaldo Pierno	Debt conversion	Unrestricted	144
01/27/2025	New Issuance	62,000,000	Common	0.0012	No	Duane Phillippe	Debt conversion	Unrestricted	144
02/14/2025	New Issuance	46,000,000	Common	0.001	No	Duane Phillippe	Debt conversion	Unrestricted	144
03/10/2025	New Issuance	30,500,000	Common	0.0008	No	Duane Phillippe	Debt conversion	Unrestricted	144
03/28/2025	New Issuance	36,000,000	Common	0.0008	No	Duane Phillippe	Debt conversion	Unrestricted	144
03/31/2025	New Issuance	95,000,000	Common	0.0008	No	Duane Phillippe	Debt conversion	Unrestricted	144
04/15/2025	New Issuance	40,000,000	Common	0.0002	No	Rinaldo Pierno	Debt conversion	Unrestricted	144
05/13/2025	New Issuance	150,000,000	Common	0.0005	No	Talgat Ilyasov	Debt conversion	Unrestricted	144
05/13/2025	New Issuance	300,000,000	Common	0.0001	No	Rinaldo Pierno	Debt conversion	Unrestricted	144
05/13/2025	New Issuance	200,000,000	Common	0.0004	No	Brian Johnston	Debt conversion	Unrestricted	144
05/13/2025	New Issuance	300,000,000	Common	0.0004	No	Duane Phillippe	Debt conversion	Unrestricted	144
05/13/2025	New Issuance	200,000,000	Common	0.0004	No	Joseph Cohen	Debt conversion	Unrestricted	144
05/13/2025	New Issuance	200,000,000	Common	0.0004	No	Joseph Maenza	Debt conversion	Unrestricted	144
05/13/2025	New Issuance	200,000,000	Common	0.0005	No	Jeffrey Miller	Debt conversion	Unrestricted	144
05/13/2025	New Issuance	200,000,000	Common	0.0005	No	Heinz G Schreiber	Debt conversion	Unrestricted	144
08/21/2025	New Issuance	12,500,000	Common	0.0008	No	Duane Phillippe	Debt conversion	Unrestricted	144
Shares Outstanding on Date of This Report <u>Ending Balance for period ending:</u> September 30, 2025 Common: 4,201,974,315 Preferred Series A: 1 Preferred Series B: 1,568,754 Preferred Series C: 18,486,813									

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 08/21/2025 the company issued 12,500,000 common shares for the Debt conversion

B. Promissory and Convertible Notes

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 (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms	# shares converted to date	# of Potential Shares to be Issued Upon Conversion	Name of Noteholder	Reason for Issuance
06.20.2018	1,330,000	506,042	0	20.06.2026	conv: 25% off of last day closing	67,871,641	778,526,154	Thomas Beck	Asset purchase
10.15.2018	500,000	250,000	0	15.10.2026	conv: 25% off of last day closing		384,615,385	Brian Johnson John	Asset purchase
20.06.2018	2,000,000	2,000,000	0	20.06.2026	conv: 25% off of last day closing		3,076,923,077	Heinz Georg Schreiber	Asset purchase
10.10.2018	2,500,000	870,959	570,959	01.10.2026	conv: 25% off of last day closing	280,000,000	3,186,090,769	Jeff Miller	Asset purchase
10.10.2023	5,000,000	1,500,000	0	12.10.2026	conv: 25% off of last day closing		2,307,692,308	Brian Johnson John	Asset purchase
06.03.2019	4,000,000	556,909	56,909	06.03.2027	conv: 25% off of last day closing	20,000,000	856,783,077	Peter Sallade	Asset purchase
03.12.2019	2,500,000	531,250	31,250	03.12.2027	Defaulted convertible		817,307,692	Peter Sallade	Asset purchase
11.28.2019	450,000	936,910	486,910	01.28.2026	conv: 25% off of last day closing	130,000,000	1,441,400,000	Joe Maneza	Asset purchase
01.15.2019	2,500,000	1,031,250	31,250	01.15.2027	conv: 25% off of last day closing	190,000,000	1,586,538,462	Brian Johnson John	Asset purchase
02.15.2018	30,000	24,493	4,493	08.15.2025	Defaulted convertible debt 1:1	62,000,000	37,681,538	Rinaldo Pierno	Convertible loan
02.27.2018	5,000	10,000	5,000	02.27.2026	Defaulted convertible debt 1:2		16,666,667	Jose Fernandez	Convertible loan
06.20.2018	60,000	36,933	7,933	08.20.2025	conv: 25% off of last day closing	200,000,000	61,555,000	Lucy Pierno	Convertible loan
06.30.2018	15,000	16,800	1,800	06.30.2026	Default converts at \$0.0001		28,000,000	Niu Jiamin	Convertible loan
07.13.2018	10,000	11,172	1,172	07.13.2026	Conversion into Common at par		18,620,000	1343492 Ontario (Jose Fernandez)	Convertible loan
08.28.2018	5,000	5,553	553	08.28.2026	Default converts at \$0.001		9,255,000	JMV (Julia Tepliski)	Convertible loan
09.18.2018	10,000	11,029	1,029	08.18.2025	Default converts at \$0.001		18,381,667	Rinaldo Pierno	Convertible loan
02.28.2019	5,500	5,867	367	02.28.2026	Default converts at \$0.001		9,778,333	JMV (Julia Tepliski)	Convertible loan
04.15.2019	4,000,000	800,000	980,000	09.15.2025	conv: 35% off of last day closing	1,391,410,256	1,333,333,333	Duanne Philippe	Asset purchase
04.15.2019	900,000	0	0	04.15.2021	Defaulted convertible debt 1:1		0	Samuel Serge Abecassis	Asset purchase
04.15.2019	3,000,000	2,281,791	0	04.15.2026	conv: 25% off of last day closing	240,000,000	3,510,447,692	Talgat Talmasovich Ilyasov	Asset purchase

04.15.2019	9,200	4,660		01.15.2026	40% of lowest traded past 10 days		7,169,231	Mammoth Co (Brad Hare)	Convertible loan
06.19.2019	5,000	0	0	12.19.2026	40% of lowest traded past 10 days			Mammoth Co (Brad Hare)	Convertible loan
05.03.2019	320,000	320,000	0	11.03.2026	40% of lowest traded past 10 days		492,307,692	Mammoth Co (Brad Hare)	Convertible loan
06.20.2019	20,000	20,811	811	12.20.2026	Lowest traded in past 30 days		32,016,923	Mikhail Gorbunov	Convertible loan
09.06.2019	7,500	7,804	304	03.06.2026	Lowest traded in past 30 days		12,006,154	Mikhail Gorbunov	Convertible loan
09.24.2019	5,100	5,307	207	03.24.2026	Lowest traded in past 30 days		8,164,615	Ford Allen (Cliff Grossman)	Convertible loan
09.25.2019	241,500	241,500	0	03.25.2026	40% of lowest traded in past 30d		371,538,462	Mammoth Co (Brad Hare)	Convertible loan
08.01.2019	8,100,207	2,268,252	0	08.01.2026	conv: 25% off of last day closing		3,489,618,462	Duanne Philippe	Asset purchase
12.13.2019	10,000	10,037	0	12.13.2026	Lowest traded in past 30 days		15,441,538	Mikhail Gorbunov	Convertible loan
12.18.2019	7,738	7,738	0	06.18.2026	40% of lowest traded past 10 days		11,904,615	Mammoth Co (Brad Hare)	Convertible loan
12.19.2019	66,000	66,000	0	06.19.2026	40% of lowest traded past 10 days		101,538,462	Mammoth Co (Brad Hare)	Convertible loan
04.29.2022	230,000	230,000	0	06.19.2026	40% of lowest traded past 10 days		353,846,154	Mammoth Co (Brad Hare)	Convertible loan
10.24.2019	1,000,000	500,000	0	10.24.2026	conv: 25% off of last day closing		769,230,769	Thomas Beck	Asset purchase
01.05.2020	2,500,000	1,000,000	0	10.24.2027	Defaulted convertible debt 1:1	40,000,000	1,538,461,538	Yannik Trancher	Asset purchase
06.05.2020	1,800,000	500,000	0	06.05.2026	Defaulted convertible debt 1:1	50,663,095	769,230,769	Thomas Beck	Asset purchase
12.18.2020	90,000	90,000	0	10.23.2026	30% of lowest traded past 10 days		138,461,538	Mammoth Corp (Brad Hare)	Convertible loan
03.30.2021	400,000	400,000	0	03.30.2026	conv: 20% off of last day closing	80,000,000	615,384,615	MarketMediaCo nnect (Nasir Saeed)	Asset purchase
11.15.2021	7,500,000	1,500,000	0	11.15.2026	conv: 20% off of last day closing	240,000,000	2,307,692,308	Heinz Georg Schreiber	Asset purchase
07.01.2022	7,500,000	1,500,000	0	11.15.2026	conv: 20% off of last day closing		2,307,692,308	Heinz Georg Schreiber	Asset purchase
10.01.2021	150,000	150,000	0	10.01.2026	40% of lowest traded in past 30d		230,769,231	Mammoth Co (Brad Hare)	Convertible loan
6.26.2023	50,000	50,000	0	06.26.2026	3 yr term, 10% annual interest, 10% off the lowest traded, +6% if defaulted		76,923,077	Phil Lomanov	Convertible loan
07.30.2023	99,000	99,000	0	12.30.2026	1.5 yr term, 6.5% (in negotiations) conv: 20% off with multiple conditions		152,307,692	Crowmarsh Gifford LLC (Derrick Lefcoe)	Convertible loan
09.18.2023	75,829	75,829	0	09.18.2026	3 yr term, 10% annual interest, 10% off the lowest traded, +6% if defaulted		116,660,000	Vladislav Malce	Convertible loan
09.18.2023	40,000	40,000	0	09.18.2026	3 yr term, 10% annual interest, 10% off the lowest traded, +6% if defaulted		61,538,462	Vladislav Malce	Convertible loan
03/29/2024	10,000	10,000	0	03/29/2026	2 yr term, 8% (default 4% after a year) conv discount		15,384,615	Crowmarsh Gifford LLC (Derrick Lefcoe)	Convertible loan
03/29/2024	7,500	7,500	0	03/29//2026	2 yr 8% note		11,538,462	Jason Lohre	Convertible loan
06/28/2024	10,000	10,000	0	06/28/2026	2 yr term, 8% (default 4% after a year) conv discount		15,384,615	Crowmarsh Gifford LLC (Derrick Lefcoe)	Convertible loan

OTC Markets Group Inc.
Disclosure Guidelines for the Pink Market (v6.0 January 31, 2025)

09/30/2024	6,000	6,000	0	09/30/2026	2 yr term, 8% (default 4% after a year) conv discount	9,230,769	Crowmarsh Gifford LLC (Derrick Lefcoe)	Convertible loan
07/02/2024	30,000	30,000	0	07/02/2029	3 yr term, 9% (default 5% after a year) conv^ 30%	46,153,846	Rami Mirsky	Convertible loan
11/19/2024	55,000	50,000	0	11/19/2025	Int 10% 6mo (20% default)	76,923,077	Andre Nikolaev	Convertible loan
12/30/2024	3,000	3,000	0	12/30/2026	2 yr term, 8% (default 4%) conv discount	4,615,385	Crowmarsh Derrick	Convertible loan
9/15/2025	40,000	40,000	0	9/15/2027	2 yr term, 15% (default 5%) conv discount 20%	61,538,462	Roman Mardykhai	Convertible loan
Total Outstanding Balance	21,830,396	Total Shares:		2,094,913,251	33,585,224,615			

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

Potential shares calculated based on the maximum note conversion terms. Actual conversions are expected to be substantially lower and are subject to regulatory, market, and contractual conditions.

N/A

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")

Exxe Group, Inc. ("Exxe" or the "Company") operates as an asset-light business development, management, and consulting platform. The Company does not directly own or operate operating assets. Instead, core operating assets reside in partner-owned Swiss and European entities. Exxe provides management, advisory, operational, financial, and technology-enabled services to these partner entities and affiliated operating companies.

Through its platform, Exxe assists partner businesses in improving operating efficiency, implementing modern software tools, restructuring operations, accessing new markets, and preparing for scalable growth. The Company generates revenue through management fees, consulting fees, technology licensing, performance-based compensation, and long-term service agreements across real estate services, automotive aftermarket, medical distribution, agriculture, digital media, and software-enabled solutions.

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

SEE NOTE 4 in the Footnotes to the Financial Statements, which are incorporated by reference

C. Describe the issuers' principal products or services.

SEE NOTE 4 in the Footnotes to the Financial Statements, which are incorporated by reference

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.

Exxe Group, Inc. maintains a virtual executive office located in New York, NY. The Company utilizes this office for corporate address services, administrative coordination, and access to meeting rooms when required. Exxe does not own or lease dedicated physical facilities, which is consistent with its asset-light, platform-based business model.

The Company's management, advisory, software, and operational support functions are carried out through a distributed, remote workforce. Team members work remotely across various U.S. locations, including New York, Boston, Baltimore, Washington, D.C., Los Angeles, and St. Paul, as well as internationally through partner affiliates in Canada, Germany, Switzerland, Japan, Spain, the United Arab Emirates, Eastern Europe, and Southeast Asia.

This distributed structure supports the Company's global service model and eliminates the need for physical operating facilities.

6) Officers, Directors, and Control Persons

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)
Eduard Nazmiev	CEO/President/ Chairman Director	1345 Avenue Of The Americas, 2nd Floor New York, NY 10105	1	Preferred A	Pref A shares Co 80% Control
Joanna Karolina Filipowska	Director, Secretary	1345 Avenue Of The Americas, 2nd Floor New York, NY 10105	70,000	Preferred C	.4%
Darla Gullons	Director	1345 Avenue Of The Americas, 2nd Floor New York, NY 10105	35,000	Preferred C	.21%
Peter Sallade	Director	1345 Avenue Of The Americas, 2nd Floor New York, NY 10105	4,965,000	Preferred C	26%
Brian John Johnson	Non-affiliate	3146B Chuka Blvd Regina Saskatchewan Canada S4V 3S1	1,000,000	Preferred B	64%
Duane Philippe	Non-affiliate	Box 24007 Regina, SK S4P 4J8 Canada	312,500,000	Common	7.1%
Rinaldo Pierno	Non-affiliate	101 Clark Street Apt 18k Brooklyn NY 11201	300,000,000	Common	7.1%

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the

proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name: Jonathan D. Leinwand Esq.
Firm name: JONATHAN D. LEINWAND, P.A.
Address 1: 18305 Biscayne Blvd., Suite 200
Address 2: Aventura, FL 33160
Phone: (954) 903-7856
Email: jonathan@jdlpa.com

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): <https://x.com/exxegroup> / @exxegroup
Discord: _____
LinkedIn: _____
Facebook: _____
[Other]: _____

Other Service Providers

Provide the name of any other service provider(s) **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) Financial Statements

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

Name: Eduard Nazmiev
Title: CEO and President
Relationship to Issuer: Director

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

- IFRS
 U.S. GAAP

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

Name: Eduard Nazmiev
Title: CEO and President
Relationship to Issuer: Director
Describe the qualifications of the person

or persons who prepared the financial statements²: Doctor of Economics / PhD / Professor of Economics

Dr. Nazmiev received his Ph.D. in Economics from the TISBI Academy of Management in Tatarstan in 2004

Provide the following qualifying financial statements:

- o Audit letter, if audited;
- o Balance Sheet;
- o Statement of Income;
- o Statement of Cash Flows;
- o Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- o 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: Eduard Nazmiev

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, Eduard Nazmiev certify that:

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

² 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

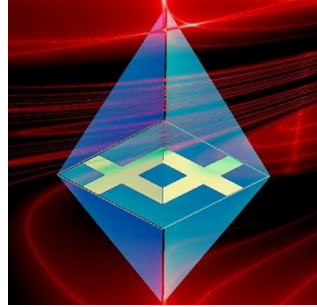
condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 19, 2025 [Date]

/s/ Eduard Nazmiev [CFO's Signature]

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

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**QUARTERLY REPORT
FOR THE PERIOD ENDING
September 30, 2025**

EXXE GROUP INC.
1345 AVENUE OF THE AMERICAS, 2ND FLOOR
NEW YORK, NY 10105

Tel: (855) 285-2285
Email: info@exxegroup.com
URL: www.exxegroup.com

Ticker symbol: AXXA

**EXXE GROUP INC.
QUARTERLY REPORT
FOR THE PERIOD ENDING
September 30, 2025**

(Unaudited)

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EXXE GROUP INC.
Condensed Consolidated Unaudited Balance Sheet
for the Period Ending September 30, 2025, and March 31, 2025

		As at Sept 30, 2025	As at March 31, 2025
ASSETS			
Current assets			
Cash and cash equivalents	2	788,616	855,419
Accounts receivable	2	6,830,834	6,974,604
Prepaid expense		7,000,000	7,000,000
Other current assets		7,156,132	5,906,132
TOTAL CURRENT ASSETS		21,775,582	20,736,155
Non-Current Assets:			
Prepaid expenses: noncurrent portion		16,503,707	44,000,000
Long-term receivables	5	4,517,000	7,717,549
License	7	20,000,000	20,000,000
Software	7	8,500,000	18,500,000
Contracts	7	50,130,000	19,633,707
Other long-term assets		1,981,912	1,981,912
Goodwill	7	8,275,345	21,275,345
TOTAL ASSETS		131,683,546	153,844,668

LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT)

Current liabilities			
Accounts payable, trade		106,064	78,150
Accrued expenses and other current liabilities		425,304	545,574
Loans payable - related parties	8	693,653	1,421,536
Convertible debt - in default	8	262,308	262,308
Short-term or current loans and notes payable	8	1,750,731	2,240,667
TOTAL CURRENT LIABILITIES		3,238,060	4,548,235

Long-term debt	8	16,288,222	17,538,222
TOTAL LIABILITIES		19,526,282	22,086,457

STOCKHOLDERS' EQUITY (DEFICIT)

Preferred stock:			
Preferred stock series A: par value \$0.0001, 4 authorized and 1 issued and outstanding at September 30, 2025 and March 31, 2025	9	0	0
Preferred stock series B: par value \$2.50, 10,000,000 authorized 1,568,754 and 2,768,754 issued and outstanding at September 30, 2025 and March 31, 2025 respectively	9	3,921,885	6,921,885
Preferred stock series C: par value \$2.00, 32,500,000 authorized and 18,486,813 and 18,486,813 issued and outstanding as at September 30, 2025 and March 31, 2025	9	36,973,626	36,973,626
Common stock: par value \$0.00001, 4,980,000,000 and 2,480,000,000 authorized; 4,201,974,315 and 2,439,474,315 issued and outstanding as of September 30, 2025 and March 31, 2025	9	42,020	24,397
Additional paid-in capital		35,186,749	34,501,774
Minority interest		28,556,632	37,208,404
Accumulated comprehensive income (loss)		(285,544)	(285,544)
Accumulated surplus (deficit)		7,761,896	16,413,668
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)		112,157,264	131,758,211
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		131,683,546	153,844,668

The accompanying notes are an integral part of the financial statements

EXXE GROUP, INC.
Condensed Consolidated Unaudited Statement of Operations
for the Period Ending September 30, 2025, and September 30, 2024

	Three Months Ended 2025	Sep 30, 2024	Six Months Ended 2025	Sep 30, 2024
Revenues	17,169,009	15,663,071	33,921,378	32,290,801
Cost of goods sold	7,435,034	7,014,113	18,484,833	16,535,271
Gross profit	9,733,975	8,648,958	15,436,545	15,755,530
Operating expenses	0	0	0	0
Selling, general & administration costs	2,603,443	1,620,589	2,608,008	1,750,669
Depreciation and amortization	0	85,284	0	85,284
Total operating expenses	2,603,443	1,705,873	2,608,008	1,835,953
Income (loss) from operations	7,130,532	6,943,085	12,828,537	13,919,577
Bad debt	(3,200,549)	0	(3,200,549)	0
Other income	16,473	28,431	35,038	34,492
Financing costs	0	0	0	0
Other income (expenses)/impairment	(20,000,000)	(52,776)	(22,500,000)	(348,503)
Income (loss) before income taxes	(16,053,544)	6,918,740	(12,836,974)	13,605,566
Provision for income taxes				
Net income (loss)	(16,053,544)	6,918,740	(12,836,974)	13,605,566
Exchange rate movements				
Comprehensive income (loss)	(16,053,544)	6,918,740	(12,836,974)	13,605,566
Gain attributable to non-controlling interest	(7,401,772)	3,459,370	(5,793,487)	6,802,783
Net income attributable to controlling interest	(8,651,772)	3,459,370	(7,043,487)	6,802,783
Net income (loss) per share	-0.0023	0.0017	-0.0017	
Weighted average shares outstanding	3,395,957,831	1,912,406,009	4,195,044,967	

accompanying notes are an integral part of the financial statements

EXXE GROUP INC.
Condensed Unaudited Statement of Changes in Equity
for the Period Ending September 30, 2025, and March 31, 2025

	Preferred Stock		Common stock		Additional Paid-in Capital	Minority Interest	Other Comprehensi ve Income	Retained Earnings Deficit	Total
	Amount	Par Value	Amount	Par Value					
Balance as of March 31, 2025	21,255,567	43,895,511	2,436,474,315	24,398	34,501,774	37,208,404	-285,544	16,413,668	131,758,211
Shares issued for debt conversion			1,802,200,000	18,022	684,975				702,997
Stock redemption	-1,200,000	-3,000,000				-1,250,000			(4,250,000)
Stock Cancellation			-39,700,000	-400					(400)
Net income period ended September 30, 2025						-7,401,772		-8,651,772	(16,053,544)
Balance as of September 30, 2025	20,055,567	40,895,511	4,198,974,315	42,020	35,186,749	28,556,632	-285,544	7,761,896	112,157,264

The accompanying notes are an integral part of the financial statement

EXXE GROUP INC.
Condensed Consolidated Unaudited Statement of Cash Flows
for the Period Ending September 30, 2025, and September 30, 2024

	9/31/2025	9/30/2024
Cash flows from operating activities:		
Net (Loss)	(16,053,544)	6,918,740
<i>Adjustments to reconcile net loss to net</i>		
<i>Cash provided by (used in) operating activities:</i>		
Depreciation and amortization	0	0
Intangible impairment	10,000,000	0
Goodwill impairment	10,000,000	0
Bad debt	3,200,549	0
<i>Decrease (Increase) in:</i>		
Accounts receivable, net	(856,230)	(53,291)
Other Current assets	(2,250,000)	363,000
Prepaid expenses and other current assets	0	0
Inventories	0	90,000
Accrued expenses and other current liabilities	(3,620,670)	117,444
Accounts payable, accrued expenses and taxes payable	27,914	(37,845)
Total adjustment to reconcile net income to net cash	16,501,563	479,308
Net cash provided In operating activities	448,019	7,398,048
Cash flows from investing activities:		
Acquisition of Goodwill	0	(5,000,000)
Net cash received in investing activities	0	(5,000,000)
Cash flows from financing activities:		
Loans from related parties	(727,883)	0
Long-term debt	213,061	(2,091,419)
Net Cash Provided By Financing Activities	(514,822)	(2,091,419)
Net Change in Cash	(66,803)	306,629
Cash at Beginning of Year	855,419	467,800
Cash at End of Period	788,816	774,429

The accompanying notes are an integral part of these financial statements

EXXE GROUP INC.
Notes to the Condensed Consolidated Unaudited Financial Statements
for the Period Ending September 30, 2025

NOTE 1. NATURE AND BACKGROUND OF BUSINESS

Exxe Group Inc. (“Exxe” or the “Company”) is a Wyoming corporation. The Company operates as a technology-enabled management and consulting platform that provides business restructuring, operational scaling, and liquidity-unlocking services to partner companies.

Following its strategic reorganization, Exxe no longer functions as a diversified holding company with directly owned operating subsidiaries. Instead, all operating assets, including real estate, medical, automotive, design, media, and agribusiness are now held and operated by partner entities, primarily through a Swiss strategic entities. These entities are not consolidated unless control exists. Exxe functions as the platform service provider, generating revenue through:

- Management and restructuring services

- Strategic advisory

- Technology, software, and financial management solutions

- Platform-based consulting and performance optimization

- Long-term contract rights, licenses, and software tools

This structure enables an asset-light, scalable model and improves audit readiness.

The consolidated financial statements include Exxe Group Inc. and all majority-owned or controlled entities. Minority interests represent non-controlling shareholders in certain partner structures. The decrease in minority interest reflects updated allocations of subsidiary losses and impairment adjustments attributable to non-controlling shareholders.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared for Exxe Group Inc. in accordance with accounting principles generally accepted in the United States of America (US GAAP). In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the financial statements have been included. The financial statements include acquired subsidiaries, as discussed below, and include all consolidation entries required to include those subsidiaries.

The production of these financial statements completely relies on the furnishing of relevant information and corresponding documentation by management and, without an audit of this underlying information and documentation, the results shown are the opinion of management.

Use of Estimates

The preparation of financial statements in conformity with 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. Actual results could differ from those estimates.

Cash and Cash Equivalents

For the Balance Sheet and Statement of Cash Flows, all highly liquid investments with a maturity of three months or less are considered to be cash equivalents. The Company had no cash equivalents as of September 30, 2025, or September 30, 2024.

Income Taxes

Income taxes are provided in accordance with the FASB Accounting Standards (ASC 740), Accounting for Income Tax. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carryforwards. Any deferred tax expense (benefit) resulting from the net change during the year is shown as deferred tax assets and liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Basic and Diluted Net Income (Loss) Per Share

Net income (loss) per unit is calculated in accordance with Codification topic 260, "*Earnings per Share*" for the periods presented. Basic net loss per share is computed using the weighted average number of common membership units outstanding. Diluted loss per share has not been presented because the shares of common stock equivalents have not been included in the per share calculations as such inclusion would be anti-dilutive. Diluted earnings per share are based on the assumption that all dilutive stock options, warrants, and convertible debt are converted or exercised applying the treasury stock method. Under this method, options, warrants, and convertible debt are assumed exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase shares of common stock at the average market price during the period. Options, warrants, and/or convertible debt will have a dilutive effect during periods of net profit only when the average market price of the units during the period exceeds the exercise or conversion price of the items.

Stock-Based Compensation

Codification topic 718 "*Stock Compensation*" requires that the cost resulting from all share-based transactions be recorded in the financial statements and establishes fair value as the measurement objective for share-based payment transactions with employees and acquired goods or services from

non-employees. The codification also provides guidance on valuing and expensing these awards, as well as disclosure requirements of these equity arrangements. The Company adopted the codification upon creation of the Company and will expense share-based costs in the period incurred. The Company has not yet adopted a stock option plan and all share-based transactions and share-based compensation has been expensed in accordance with the codification guidance.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for “Accounting for Derivative Instruments and Hedging Activities”. Professional standards generally provide three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free-standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instruments are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as “The Meaning of Conventional Convertible Debt Instrument”.

The Company accounts for convertible instruments when it has determined that the embedded conversion options should not be bifurcated from their host instruments in accordance with professional standards when “Accounting for Convertible Securities with Beneficial Conversion Features,” as those professional standards pertain to “Certain Convertible Instruments.” Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying shares of common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares of common stock based upon the differences between the fair value of the underlying shares at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event not within the entity’s control could require net cash settlement, then the contract shall be classified as an asset or a liability.

Fair Value of Financial Instruments

We adopted the guidance of ASC-820 for fair value instruments, which clarifies the definition of fair value, prescribes methods for determining 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 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 carrying amounts for cash, accounts receivable, accounts payable and accrued expenses, and loans payable approximate their fair value based on the short-term maturity of these instruments. We did not identify any assets or liabilities that are required to be presented on the balance sheet at fair value in accordance with the accounting guidance.

ASC 825-10 "*Financial Instruments*" allows entities to voluntarily choose to measure certain financial assets and liabilities at fair value (fair value option). The fair value option may be elected on an instrument-by-instrument basis and is irrevocable unless a new election date occurs. If the fair value option is elected for an instrument, unrealized gains and losses for that instrument should be reported in earnings at each subsequent reporting date. We did not elect to apply the fair value option to any outstanding instruments.

Derivative Liabilities

Derivative financial instruments consist of convertible instruments and rights to shares of the Company's common membership units. The Company assessed that it had no derivative financial instruments as of September 30, 2025, or September 30, 2024.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free-standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirement of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

Recent Accounting Pronouncements

Accounting Pronouncement Adopted

In October 2021, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2021-08, "*Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*," which requires entities to apply Topic 606 to recognize and measure contract assets and contract liabilities in a business combination as if the acquiring entity had originated the contracts. The standard is effective for public companies for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2022. The Company adopted this accounting standard effective January 1, 2023 with no impact on the consolidated financial statements.

In June 2022, the FASB issued ASU 2022-03, "*Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions*," which clarifies that contractual sale restrictions are not considered in measuring fair value of equity securities and requires additional disclosures for equity securities subject to contractual sale restrictions. The standard is effective for public companies for fiscal years beginning after December 15, 2023. Early adoption is permitted. The Company adopted this accounting standard effective September 30, 2024 with no material impact on the consolidated financial statements.

Accounting Pronouncement Pending Adoption

In October 2023, the FASB issued ASU 2023-06 "*Disclosure Improvements: Codification Amendments in Response to the SEC's Disclosures Update and Simplification Initiative*". The guidance amends certain disclosure and presentation requirements related to the statement of cash flows, accounting changes and error corrections, earnings per share, interim reporting, commitments, debt, equity, derivatives, transfers and services and various industry specific guidance. For entities subject to the SEC's existing disclosure requirements, the effective date for each amendment will be the date on which the SEC's removal of that related disclosure from Regulation S-X or Regulation S-K becomes effective. However, if by June 30, 2027, the SEC has not removed the existing disclosure requirements, the amendments will not become effective. Early adoption is not permitted. The Company is still assessing the impacts to its consolidated financial statements.

In November 2023, the FASB issued ASU 2023-07 "*Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*". The amendments require entities to disclose significant segment expenses impacting profit and loss that are regularly provided to the chief operating decision maker. In addition, the amendments enhance interim disclosure requirements, clarify circumstances in which an entity can disclose multiple segment measures of profit or loss, provide new segment disclosure requirements for entities with a single reportable segment, and contain other disclosure requirements. The update is required to be applied retrospectively to prior periods presented, based on the significant segment expense categories identified and disclosed in the period of adoption. The amendments are required to be adopted for fiscal years beginning after December 15, 2023, and interim periods within

fiscal years beginning after December 15, 2024 with early adoption permitted. The Company is still assessing the impacts to its consolidated financial statements.

In December 2023, the FASB issued ASU No. 2023-09 "*Improvements to Income Tax Disclosures (Topic 740)*". The ASU requires companies to break out their income tax expense, income tax rate reconciliation and income tax payments made in more detail. For public companies, the requirements will become effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is still assessing the impacts to its consolidated financial statements.

In December 2023, the FASB issued ASU 2023-08 "*Intangibles—Goodwill and Other—Crypto Assets (Subtopic 350-60) Accounting for and Disclosure of Crypto Assets*". ASU 2023-08 will require entities to measure crypto assets that meet the scope criteria at fair value and to reflect changes in fair value in net income each reporting period. The amendments in ASU 2023-08 will also require entities to present crypto assets measured at fair value separately from other intangible assets on the balance sheet and changes in the fair value measurement of crypto assets separately from changes in the carrying amounts of other intangible assets on the income statement. The amendments in the ASU are effective for all entities for fiscal years beginning after December 15, 2024, including interim periods within those fiscal years. Early adoption is permitted for both interim and annual financial statements that have not yet been issued or made available for issuance. The Company is still assessing the impacts to its consolidated financial statements.

Impact of New Accounting Standards

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

NOTE 3. GOING CONCERN

Exxe Group Inc. (\$AXXA) has significantly reduced debt, restructured client business relationships, and maintains a working capital surplus of \$18,537,522 as of September 30, 2025. However, legacy debt obligations and capital expenditures continue to impact cash accumulation at the parent company level.

The Company remains financially stable, with ongoing revenue growth driven by profit-sharing agreements with onboarded businesses, enhancing cash flow and financial flexibility. While sufficient liquidity exists for current operations, additional resources may be required to support expansion initiatives.

Management believes that ongoing refinancing efforts, operational restructuring, revenue stability, and the asset-light structure support the Company's ability to continue operating for the foreseeable future. No conditions have been identified that raise substantial doubt regarding going concern for the reporting period.

Risk Management & Capital Strategy

Exxe Group continues to explore strategic funding options, including structured financing and private placements, while prioritizing debt reduction and minimizing dilution. Future capital requirements will depend on: The pace of revenue generation from onboarded businesses. The Company's ability to optimize working capital and execute its growth strategy. Market conditions affecting funding availability.

Outlook

Management maintains an optimistic outlook for the next 12 months, supported by: Expected Q4 revenue recognition from the Mtech defense program, resilience in the Automotive division, advancement of refinancing initiatives, improving operational efficiency across the platform, continued traction in new markets and verticals, progress toward audit-readiness and future buyback capacity. The Company will continue executing its asset-light strategy, improving its service platform, and enhancing accountability across operations.

NOTE 4. ACQUISITIONS AND INVESTMENTS

Exxe Group has transitioned to a service-based revenue and profit-sharing model. Under this structure, the Company focuses on management services, consulting, licensing, and software-driven solutions rather than direct ownership of operating assets. Current assets primarily include service contracts, licenses, software, and prepaid expenses.

The Company also established a Joint Venture with Myle-One Beteiligungen AG to generate service-based revenues from existing operating portfolios. This structure enhances scalability, strengthens financial transparency, and supports more efficient audit processes.

From 2018 through 2021, the Company expanded through acquisitions in real estate, automotive, medical, design, and digital sectors. Beginning in 2023, Exxe migrated away from capital-intensive acquisitions and toward service agreements and profit-sharing arrangements. Historical holdings in real estate and operating businesses are now managed through consulting and licensing contracts.

Management's Position:

The Company's activities are now organized to support a scalable, service-driven model with diversified exposure across real estate, automotive, medical, fintech, agribusiness, and design verticals. This transition improves reporting clarity and aligns Exxe Group with a more flexible and sustainable operating structure.

NOTE 5. LONG-TERM RECEIVABLES

These receivables represent amounts due under financing and service agreements with third parties, with maturities extending beyond twelve months. Long-term receivables decreased by approximately \$3.2 million, from \$7.7 million at March 31, 2025 to \$4.5 million at September 30, 2025.

Management believes these receivables are collectible based on the credit worthiness of counterparties and the underlying agreements. The Company continues to monitor receivables for impairment and will establish reserves if collection becomes doubtful.

NOTE 6. FIXED ASSETS

As of September 30, 2025, the Company does not carry material property, plant, or equipment on its balance sheet. Real estate and related businesses are structured under management and consulting agreements rather than direct asset ownership.

All real estate projects and investments are operated as income-producing service contracts, where Exxe provides management, refinancing, and advisory expertise.

Revenues from these agreements are recognized in the statement of operations as service income on a recurring basis.

This structure reflects the Company's asset-light platform model, allowing Exxe to scale operations without recording direct ownership of real estate properties as fixed assets.

While earlier periods included direct acquisitions, the Company has since transitioned to recording real estate exposure as contracts, licenses, and prepaid management rights, which are disclosed separately under intangible and non-current assets.

NOTE 7. INTANGIBLE ASSETS

Intangible assets as at September 30, 2025, and March 31, 2025, are as follows:

Asset	Description	Base Currency	Sep 30, 2025	Mar 31, 2025
Software	Real estate platform, digital marketing platform, cryptocurrency trading swapping processing, CRM and other tool software	US Dollars	8,500,000	18,500,000
Licenses	Furniture design, medical distributions, auto parts, repair services, telecom, and other industry licenses	US Dollars	20,000,000	20,000,000
Other intangible assets	Long-term rights and business process agreements	US Dollars	1,981,912	1,981,912
Contracts	Long-term service, advisory, venture development, software/platform licensing, distribution agreements across media, marketing, medical, automotive, design, agriculture	US Dollars	50,130,000	19,633,707
Goodwill	Goodwill from acquisitions across media, digital, medical, agriculture, automotive, design, and software services	US Dollars	8,275,345	21,275,345
Totals			88,887,257	81,390,964

Discussion:

During the six months ended September 30, 2025, the Company recorded impairment adjustments primarily related to software and goodwill. Software decreased by approximately \$10.0 million, and goodwill decreased by approximately \$10.0 million. The remaining decrease in goodwill from the prior fiscal year relates to adjustments recorded in the previous quarter, including accounting reclassifications associated with the cancellation of a non-material subsidiary completed in that earlier period.

These current period impairments reflect management's updated assessment of expected future economic benefits associated with certain historical acquisitions and legacy software assets, based on revised cash flow estimates, performance indicators, and market conditions.

The carrying values of licenses and other intangible assets remained unchanged, as management concluded that no impairment indicators were present for those categories during the period.

The significant increase in contract assets reflects the capitalization of newly executed long-term service, management, advisory, and distribution agreements across multiple business verticals, recorded at cost in accordance with the Company's accounting policies.

Goodwill is not amortized but is tested for impairment at least annually, or sooner if triggering events occur. If the carrying value of a reporting unit exceeds its estimated fair value, the excess is recognized as an impairment charge.

NOTE 8. LOANS AND NOTES PAYABLE

OTC Markets Group Inc.

Disclosure Guidelines for the Pink Market (v6.0 January 31, 2025)

1. On March 5, 2014, the Company entered into a 12-month, 8% Convertible Note in the principal amount of \$96,579. The principal amount of \$96,579 plus all accrued interest remains unpaid.
2. On February 15, 2018, the Company entered into a 12-month, 8% Convertible Note in the amount of \$30,000 with Rinaldo Pierno, a private investor. Amount repaid \$10,000, \$20,000 and interest unpaid.
3. On June 20, 2018, the Company entered into a 12-month Convertible Note in the amount of \$60,000 with the Lucy Pierno Trust, a private investor. The Note carries 10% interest per annum.
4. On June 21, 2018, the Company entered into a 36-month Convertible Note Agreement with GPL Ventures, LLC in the amount to be funded up to \$250,000, with full funding completed by March 31, 2019. This note matures on June 28, 2021, can be repaid in full at any time before maturity, and carries 5% interest per annum. GPL Ventures to surrender to the respective issuers all unconverted convertible notes in their entirety.
5. On June 21, 2018, the Company entered into a 12-month Convertible Note in the amount \$26,359 with GPL Ventures LLC. The Note carries 10% interest per annum. GPL Ventures to surrender to the respective issuers all unconverted convertible notes in their entirety
6. On June 30, 2018, the Company entered into a 12-month Convertible Note in the amount of \$15,000 with Niu Jiamin. The Note carries 8% interest per annum.
7. On July 13, 2018, the Company entered into a 12-month Convertible Note in the amount of \$10,000 with 1343492 Ontario Ltd. The Note carries 8% interest per annum.
8. On August 28, 2018, the Company entered into a 12-month Convertible Note in the amount of \$5,000 with JMV, Julia Tiplitski, a private investor. The Note carries 8% interest per annum.
9. On September 18, 2018, the Company entered into a 12-month Convertible Note in the amount of \$10,000 with R. B. Pierno. The Note carries 8% interest per annum.
10. On February 28, 2018, the Company entered into a 12-month Convertible Note in the amount of \$5,500 with JMV, Julia Tiplitski, a private investor. The Note carries 8% interest per annum.
11. On March 8, 2018, the Company entered into a 12-month Convertible Note in the amount of \$20,000 with J Badzin, a private investor. The Note carries 8% interest per annum.
12. On April 15, 2020, the Company issued a 48-month convertible promissory note to Duanne Philippe for \$4,000,000 for the purchase of 51% of an industrial hemp grower and trading company.

13. On April 15, 2020, the Company issued a 48-month promissory note to Samuel Abecassis for \$4,000,000 for the purchase of 51% of a LED technology distribution Company.
14. On April 15, 2020, the Company issued a 48-month promissory note to Talgat Ilyasov for \$4,000,000 for the purchase of 51% of an auto parts distribution company.
15. On April 15, 2020, the Company issued a 48-month promissory note to Peter Alexander for \$5,000,000 for the purchase of 51% of a development land project.
16. On April 15, 2020, the Company issued a 48-month promissory note to Peter Sallade for \$2,000,000 for the purchase of 25% of Investment Community Club.
17. On April 15, 2020, the Company issued a 18-month promissory note to Mammoth Corp for \$4660 for a convertible promissory note.
18. On June 20, 2019, the Company issued an 18-month convertible promissory note to Mammoth Corporation for \$210,000 bearing no interest until default which would trigger 18% per annum simple interest on the principal beginning upon default. The note converts at a 40% discount to the lowest traded price of the 30 trading days prior to conversion.
19. On May 3, 2019, the Company issued an 18-month convertible promissory note to Mammoth Corporation for \$110,000 bearing no interest until default which would trigger 18% per annum simple interest on the principal beginning upon default. The note converts at a 50% discount to the lowest traded price of the 30 trading days prior to conversion. Note's fully repaid.
20. On April 29, 2022, the Company issued a 24 months promissory note to Mammoth West Corporation for \$230,000.
21. On May 31, 2019, the Company entered into a demand note for \$20,000 with Mikhail Gorbunov. The Note carries interest at 8% and is convertible at the lowest price at which the stock trades in the 30 trading days immediately prior to conversion. On September 6, 2019, the Company entered into a demand note for \$7,500 with Mikhail Gorbunov. The Note carries interest at 8% and is convertible at the lowest price at which the stock trades in the 30 trading days immediately prior to conversion.
22. On September 24, 2019, the Company entered into a demand note for \$5,100 with Ford Allen, Inc. The Note carries interest at 8% and is convertible at the lowest price at which the stock trades in the 30 trading days immediately prior to conversion.
23. On September 25, 2019, the Company issued an 18-month convertible promissory note to Mammoth Corporation for up to \$294,000 bearing no interest until default which would trigger 18% per annum simple interest on the principal beginning upon default. The note converts at a 40% discount to the lowest traded price of the 30 trading days prior to conversion. The Company received \$52,500 on September 25,

\$52,500 on October 18, \$68,250 on October 25, and \$68,250 on November 5, for a total amount issued under this note of \$241,500, including Original Issue Discount and Fees.

24. On August 1, 2019, the Company issued a 48-month convertible promissory note to Duanne Philippe for \$7,500,000 for the purchase of 51% of an agribusiness.

25. On December 13, 2019, the Company entered into a demand note for \$10,000 with Mikhail Gorbunov. The Note carries interest at 8% and is convertible at the lowest price at which the stock trades in the 30 trading days immediately prior to conversion.

26. On October 14, 2019, the Company issued a 48-month promissory note to Thomas Beck for \$5,000,000 for the purchase 51% of sustainable heating technology. The company discontinued the project and negotiated a write-off of the remaining promissory note balance.

27. On December 18, 2018, the Company entered into a 24-month Convertible Note in the amount \$7,500 with Mammoth. The Note carries 8% interest per annum.

28. On December 19, 2019, the Company issued an 18-month convertible promissory note to Mammoth Corporation for \$66,000 bearing no interest until default which would trigger 18% per annum simple interest on the principal beginning upon default. The note converts at a 40% discount to the lowest traded price of the 30 trading days prior to conversion.

29. On October 24, 2019, the Company entered into a 24-month Convertible Note in the amount of \$1,000,000 for a Convertible loan note.

30. On Jan 5, 2020, the Company issued a 48-month promissory note to Yamik Trenchier for \$2,500,000 for purchase of 51% of Venture Fund.

31. On February 4, 2020, the Company issued an 18-month convertible promissory note to Mammoth Corporation for \$50,000 bearing no interest until default which would trigger 18% per annum simple interest on the principal beginning upon default. The note converts at a 40% discount to the lowest traded price of the 30 trading days prior to conversion.

32. On March 3rd, 4th, 10th, 12th, and 19th 2020, the Company entered into a 24-month, 8% convertible promissory notes to Adam Hunt, Anton Vital, David Josiah, Mitch Doyle, Tayler Boyd in the principal amounts of of \$5,000, \$10,000, \$2,000, \$10,000, \$10,000 respectively totaling \$37,000 convertible into preferred shares. The debt holders have the option to convert the principal and any accrued, unpaid interest into shares of the Company's common stock at a conversion rate of \$0.0025 after the maturity date. In the event of any default, the principal plus any accrued but unpaid interest can be converted into shares of the Company's common stock at \$0.0025. As of March 31, 2020, the principal amount of \$37,000 of this Note remains unpaid.

33. On April 8, May and June 11 of 2020, the Company entered into a 24-month, 4% convertible promissory notes to David Lemieux, Michael Pes, Derek Bohn in the principal amounts of \$10,000 and \$10,000 and \$20,000 respectively totaling \$40,000 convertible into preferred shares. The debt holders have the option to convert the principal and any accrued, unpaid interest into shares of the Company's common stock at a conversion rate of \$0.0025 after the maturity date. In the event of any default, the principal plus any accrued but unpaid interest can be converted into shares of the Company's common stock at \$0.0025. As of March 31, 2020, the principal amount of \$37,000 of this Note remains unpaid.

34. On June 5, 2020, the Company issued a 48-month promissory note to Tom Beck for \$1,800,000 for the purchase of 51% of 1Myle btc eth swap exchange platforms.

35. On December 30, 2020, the Company issued a 48-month promissory note to Brian J Johnston for \$3,000,000 for the purchase of 51% of an Alternative assets (real estate) investment platform.

36. On March 30, 2021, the Company issued a 48-month promissory note to Nasir Saeed for \$400,000 for the purchase of 51% of Market Media Connect, a digital media marketing agency.

37. On May 20, 2021, the Company issued a 48-month promissory note to Thomas Beck for \$3,000,000 for the purchase of 51% of Daskonzept, a interior design and furniture company.

42. On September 30, 2021, the Company issued a 24-months convertible promissory note to Mammoth West Corp for \$150,000.

43. On November 15, 2021, the Company announced an agreement to acquire a controlling interest in a real estate portfolio and created a note obligation of 7,500,000. On July 1, 2022 The Company reassigned the note to Heinz Georg Schreiber and issued a new convertible promissory note to Heinz Georg Schreiber for \$7,500,000 as part of the real estate portfolio deal. The Real Estate portfolio consists of multiple residential, commercial, and land assets in Germany, Switzerland, and Spain. The value of this portfolio upon completion of the multi-staged acquisition is expected to be \$100,000,000. The note is a 4-year note bearing a 4% interest rate in the amount. The note remains outstanding as of September 30, 2022

44. On March 30th September 30th and December 30th of 2020 and On March 30th, June 30th September 30th 2022, and March 31st and June 30th of 2023, the Company issued a series of 24-month promissory notes for consulting services provided by Crowmarsh Gifford LLC totaling \$99,000. The company is in discussion for the interest rate of the note as of August 15th.

45. On June 26, 2023, the Company issued a 21-month convertible promissory note to Phil Lomanov for \$50,000 with 10% annual interest, 10% off the lowest traded, plus 6% if defaulted.

46. On September 18, 2023, the Company issued a 21-months convertible promissory note to Vlad Malce for \$75,829 with 10% annual interest, 10% off the lowest traded, plus 6% if defaulted.

47. On September 18, 2023, the Company issued a 21-months convertible promissory note to Vlad Malce for \$40,000 with 10% annual interest, 10% off the lowest traded, plus 6% if defaulted.

48. On March 29, 2024 the Company issued a 24-month promissory note for consulting services provided by Crowmarsh Gifford LLC totaling \$10,000, with 8% annual interest, plus 4% if defaulted.

49. On March 29, 2024 the Company issued a 24-month promissory note for business advisory services provided by Jason Lohre totaling \$7,500, with 8% annual interest.

50. On June 28, 2024 the Company issued a 24-month promissory note for consulting services provided by Crowmarsh Gifford LLC totaling \$10,000, with 8% annual interest, plus 4% if defaulted.

51. On September 30, 2024 and December 30 the Company issued two 24-month promissory notes for consulting services provided by Crowmarsh Gifford LLC totaling \$6,000 and \$3,000 respectively, with 8% annual interest, plus 4% if defaulted.

52. On November 19, 2024, the Company issued a 12-month convertible promissory note to Andre Nikolaev for \$50,000 with 10% interest and 10% if the Company defaults.

53. On September 15, 2025 the Company issued a 24-month convertible promissory note for \$40,000 with 15% annual interest, plus 5% if defaulted.

NOTE 9. CAPITAL STOCK

The Company is a C Corp with shares of preferred stock and common stock authorized and issued respectively. As at September 30, 2025, and March 31, 2025, respectively, the Company was authorized to issue Preferred Stock in three different classes, A, B, and C, and common stock, all as detailed below.

Preferred Stock

At September 30, 2025 the Company had three designations of preferred stock:

Preferred Stock Series A	The Company is authorized to issue 4 shares of Series A, with a par value of \$0.0001 per share. As at September 30, 2025, and March 31, 2025, the Company had 1 (one) share of Series A preferred stock issued and outstanding. No issuances or redemptions have taken place since.
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Preferred Stock Series B	The Company is authorized to issue 30,000,000 shares of Series B, with a par value of \$2.50 per share. As at September 30, 2025, and March 31, 2025, the Company had 1,568,754 and 2,768,754 shares of Series B preferred stock issued and outstanding respectively.
Preferred Stock Series C	The Company is authorized to issue 32,500,000 shares of Series C, with a par value of \$2.00 per share. As at September 30, 2025, and March 31, 2025, the Company had 18,486,813 and 18,486,813 shares of Series C preferred stock issued and outstanding respectively.

On March 30, 2021, 800,000 shares of Series B preferred stock were issued to an investor for controlling interest in media software. All shares were issued at a par value of \$2.50.

On May 20, 2021, 1,200,000 shares of Series B preferred stock were issued to an investor for controlling interest in interior design and furniture manufacturers. All shares were issued at a par value of \$2.50.

On January 1, 2022, the Company issued 70,000 shares of preferred stock Series C at a par value of \$2.00 per share for advisory services to Joanna Karolina Filipowska.

On January 1, 2022, the Company issued 30,000 shares of preferred stock Series C at a par value of \$2.00 per share for advisory services to Darla Gullons.

On July 1, 2022, the Company issued 10,000 shares of preferred stock Series C, at a par value of \$2.00 per share to Moritz Erbshaeuser for advisory services provided to the Company.

On July 1, 2022, the Company issued preferred stock Series C at a par value of \$2.00 per share for advisory services to the following: 15,000 shares to Andrew Dickinson; 30,000 shares to Jason Lohre; 35,000 shares to Darla Gullons; 50,000 shares to Anna Invanchenko; 50,000 shares to Tiberius Vadan. On July 1, 2022 Boris Matsokhin received 100,000 shares for strategy, advisory, consulting services. Mr Matsokhin is a Strategic Advisor and Non-Officer, Non-Control Person. Mr. Matsokhin is not an officer, director, or control person of the Company. He holds no voting authority, managerial authority, or rights to direct the Company's operations or policies. Mr. Matsokhin serves solely as an independent strategic advisor and consultant to the CEO and the Board. In this capacity, he provides non-binding administrative input, operational insights, and strategic recommendations based on his familiarity with Company activities over prior years. Further discussions on the contracts and compensation model for past and future services Boris provides for the company.

On January 17, 2023, the Company issued 187,500 shares of preferred stock Series C at a par value of \$2.00 per share for an acquisition to Jason Lohre.

On August 14, 2024, the Company issued 123,750 shares of preferred stock Series C at a par value of \$2.00 per share for a debt conversion to Talgat Ilyasov.

On September 30, 2024, the Company issued 313,750 shares of preferred stock Series C at a par value of \$2.00 per share for a debt conversion to Heinz Georg Schreiber.

On October 23, 2024, the Company issued 1,000,000 shares of preferred stock Series C at a par value of \$2.00 per share for a debt conversion to Artem Gorages.

As at September 30, 2025, a total of 1 share of Series A preferred stock was issued and outstanding.

As at September 30, 2025, a total of 1,568,754 shares of Series B preferred stock were issued and outstanding.

As at September 30, 2025 there were a total of 18,486,813 shares of Series C preferred stock outstanding.

Common Stock

Following a reduction in authorized share capital pursuant to a meeting of the board of directors of the Company on September 24, 2019, and a subsequent increase in November 2019, the Company was authorized to issue 680,000,000 shares of common stock with a par value of \$0.00001 per share, effective March 31, 2020.

A subsequent increase in share capital was effected on July 1, 2022 pursuant to a meeting of the board of directors with the Company authorized to issue 980,000,000 shares of common stock with a par value of \$0.00001 per share, effective July 1, 2022.

A subsequent increase in share capital was effected on January 4, 2024 pursuant to a meeting of the board of directors whereby the Board authorized an increase in the Authorized to be 1,980,000,000 shares of common stock with a par value of \$0.00001 per share, effective January 4, 2024.

A subsequent increase in share capital was effected on August 5, 2024 pursuant to a meeting of the board of directors whereby the Board authorized an increase in the Authorized to be 2,480,000,000 shares of common stock with a par value of \$0.00001 per share, effective August 5, 2024

On January 17, 2023, the Company issued 187,500 shares of preferred stock Series C at a par value of \$2.00 per share for an acquisition to Jason Lohre April 16, 2021 the company issued 17,000,000 shares of common stock to Thomas Beck as a result of a conversion of a convertible note.

On July 13, 28, August 19, 2022, the company issued 7,468,259 6,410,256 12,000,000 shares of common stock respectively to Duanne Phillippe for the conversion of a convertible note.

On September 7, 2022, the company issued 10,000,000 shares of common stock to Brian Johnston for the conversion of a convertible note.

On September 30th, December 19, 2022, July 14, 2023, January 16, 2023 September 7, 2023, December 19, 23 the company issued 8,000,000; 30,000,000; 30,000,000 ; 20,000,000 [60,000,000; 23000,000 shares of common stock respectively to Duanne Phillippe for the conversion of a convertible note.

On September 16, 2022, the company issued 10,000,000 shares of common stock to Talgat Ilyasov for the conversion of a convertible note.

On September 30, 2022, the company issued 12,000,000 shares of common stock to Duane Phillippe for the conversion of a convertible note.

On October 17, 2022, the company issued 20,000,000 shares of common stock to Brian Johnston for the conversion of a convertible note.

On December 19, 2022, the company issued 30,000,000 shares of common stock to Duane Phillippe for the conversion of a convertible note.

On December 19, 2022, the company issued 30,000,000 shares of common stock to Duane Phillippe for the conversion of a convertible note.

On January 13, 2023, the company issued 10,000,000 shares of common stock to Talgat Ilyasov for the conversion of a convertible note.

On January 13, 2023, the company issued 30,000,000 shares of common stock to Brian Johnston for the conversion of a convertible note.

On January 13, 2023, the company issued 20,000,000 shares of common stock to Peter Sallade for the conversion of a convertible note.

On January 13, 2023, the company issued 3,300,000 shares of common stock to Subramanian Ganesan for the conversion of a convertible note.

On January 16, 2023, the company issued 20,000,000 shares of common stock to Duane Phillippe for the conversion of a convertible note.

On July 14, 2023, the company issued 20,000,000 shares of common stock to Duane Phillippe for the conversion of a convertible note.

On September 27, 2023, the company issued 60,000,000 shares of common stock to Duane Phillippe for the conversion of a convertible note.

On December 19, 2023, the company issued 23,000,000 shares of common stock to Duane Phillippe for the conversion of a convertible note.

On January 22, 2024, the company issued 67,000,000 shares of common stock to Duanne Phillippe for the conversion of a convertible note.

On February 22, 2024, the company issued 25,000,000 shares of common stock to Rinaldo Pierno for the conversion of a convertible note.

On February 22, 2024, the company issued 40,000,000 shares of common stock to Heinz Georg Schreiber for the conversion of a convertible note.

On February 22, 2024, the company issued 25,000,000 shares of common stock to Julia Tiplitski for the conversion of a convertible note.

On February 22, 2024, the company issued 25,000,000 shares of common stock to Mikhail Gorbuno for the conversion of a convertible note.

On February 22, 2024, the company issued 20,000,000 shares of common stock to Jose Fernandes for the conversion of a convertible note.

On February 22, 2024, the company issued 25,000,000 shares of common stock to Peter Sallade for the conversion of a convertible note.

On February 22, 2024, the company issued 80,000,000 shares of common stock to Nasir Saeed for the conversion of a convertible note.

On February 22, 2024, the company issued 80,000,000 shares of common stock to Jeff Miller for the conversion of a convertible note.

On February 22, 2024, the company issued 40,000,000 shares of common stock to Yannick Triencher for the conversion of a convertible note.

On February 22, 2024, the company issued 80,000,000 shares of common stock to Brian Johnson for the conversion of a convertible note.

On February 22, 2024, the company issued 100,000,000 shares of common stock to Joe Maenza for the conversion of a convertible note.

On February 22, 2024, the company issued 50,000,000 shares of common stock to Joseph Cohen for the conversion of a convertible note.

On February 22, 2024, the company issued 150,000,000 shares of common stock to Talgat Ilyasov for the conversion of a convertible note.

On February 22, 2024, the company issued 150,000,000 shares of common stock to Duane Phillippe for the conversion of a convertible note.

On May 29, 2024, the company issued 65,000,000 shares of common stock to Duane Phillippe for the conversion of a convertible note.

On 10/1/2024-12/12/2024, the company issued 157,000,000 shares of common stock to Duane Phillippe for the conversion of a convertible note.

On 01/10/2025-03/31/2025, the company issued 311,500,000 common shares to Duane Phillippe for the note conversion.

On 01/16/2025, the company issued 62 million common shares to Rinaldo Piermo for the note conversion.

On 04/01/2025-06/30/2025, the company issued 1,790,000,000 common shares for the Debt conversion

On 08/21/2025, the company issued 12,500,000 shares of common stock to Duane Phillippe for the conversion of a convertible note.

As at September 30, 2025, the total common shares outstanding was 4,201,974,315

NOTE 10. STOCK OPTIONS AND WARRANTS

The Company does not have any stock options or warrants outstanding.

NOTE 11. INCOME TAXES

The Company has made significant losses since its inception and has a carry-forward tax loss balance of several million dollars across different jurisdictions. The Company believes that no income tax is due to be paid by either Exxe Group Inc. or any of its subsidiaries, and a full reconciliation of its tax position will be conducted in due course.

NOTE 12. COMMITMENTS AND CONTINGENCIES

In the Company's opinion, there are no commitments or contingencies of any significance to be reported as part of these financial statements.

NOTE 13. SIGNIFICANT EVENTS

N/A

NOTE 14. SUBSEQUENT EVENTS

None

MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A)

(Quarter Ended September 30, 2025)

Overview

Exxe Group, Inc. ("Exxe" or the "Company") continued its transition toward an asset-light, platform-based operating model during the quarter ended September 30, 2025. The Company provides management, consulting, operational, and technology-enabled services to partner entities and affiliated businesses. Exxe does not directly hold operational assets; instead, the Company generates revenue through long-term service agreements, advisory arrangements, and platform-based management activities.

During the quarter, the Company focused on operational stability within its primary revenue-generating divisions, continued restructuring initiatives designed to support future audit readiness, and advanced several refinancing projects connected to earlier press releases and operational plans.

Results of Operations

Revenues for the quarter were primarily driven by Exxe's Automotive division and the Medical division.

Automotive Division (Auto)

Auto delivered a stable quarter in an otherwise soft macroeconomic environment that continues to affect the European automotive maintenance and manufacturing sectors. Consumer and business caution has tempered activity industry-wide; however, Auto's diversified brand portfolio supported a balanced performance.

Brand-Mix Contribution: Core Brands: Volkswagen/Audi, BMW, Mercedes, Other brands.

Quarter-over-Quarter Performance

Auto posted a slight revenue increase, with improved operating efficiency contributing to stronger EBIT. This Quarter (Q2) Change increase \$152,128 COGS, decrease \$38,639 EBIT increase \$190,767

Auto's performance reflects resilient underlying demand and the Company's operational capability to maintain profitability despite market uncertainty.

Medical Division(Mtech)

Mtech's activity for the quarter was consistent with expectations under the German Government Defense Modernization Program. Q3 represents a transitional administrative phase ahead of final deliverables.

Key Observations

Final invoicing for Step 1 of the government program is planned to occur in Q4. Core business revenues outside the defense program remained sideways due to broader macroeconomic stagnation.

Long-term program visibility remains strong.

Quarter-over-Quarter Performance

Quarter (Q2) Changes Revenue increase \$358,157,COGS increase €349,050 and EBIT increase \$ 9,107

Mtech continues to be positioned for a strong Q4, aligned with project milestones and revenue recognition schedules.

Operating Expenses and Impairments

During the quarter, the Company recorded a \$10 million goodwill impairment and a \$10 million software impairment. These non-cash adjustments were completed to enhance financial accuracy and ensure that the carrying values of certain intangible assets remain aligned with current business conditions and updated valuation ratios. Operating expenses remained consistent with prior periods apart from the impairments.

Major Events This Quarter

1. Audit Readiness and Revenue Migration

The Company continued transitioning revenue streams into the U.S. management and consulting structure. This initiative is designed to simplify audits, improve transparency, and align revenue recognition with the platform-based model.

2. Refinancing Initiatives (Thun & Frankfurt deal)

The Company made meaningful progress on the previously announced refinancing efforts related to the Thun (Switzerland) and Frankfurt (Germany) projects.

Activities included: Advancing bank documentation coordination with lawyers and advisors, certain maturities, Securing additional time to complete full refinancing packages, Management anticipates the

completion of at least one refinancing within approximately six months, subject to bank and regulatory processes.

3. Debt Restructuring and Extensions

The Company extended and restructured multiple debt maturities, improving short-term financial flexibility and supporting refinancing timelines.

4. Buyback Strategy

No buybacks occurred during the quarter. The Company reiterated that buyback activity is considered after major refinancing milestones are completed, subject to cash availability and board approval, consistent with prior disclosures. Refinancing progress directly informs the timing and scale of any future buyback program.

5. Platform and Operational Initiatives

Management continued expanding and improving the business and technology platform, streamlining operational processes, and evaluating new industry verticals and geographic expansion opportunities.

Liquidity and Capital Resources Liquidity for the quarter was slightly lower but generally unchanged relative to the prior quarter.

The Company continues to evaluate opportunities to increase liquidity through: working capital improvements, restructuring of partner operations, the shift of service revenues to the U.S. platform, completion of refinancing, new contract opportunities, No material liquidity challenges or disruptions were reported.

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