

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Exxe Group, Inc.

A Delaware Corporation

14 Penn Plaza, 9th Floor New York, NY 10122

1-855-285-2285

<http://exxegroup.com> info@exxegroup.com 7373; 737398

Quarterly Report

For the Period Ending: December 31, 2019 (the "Reporting Period")

As of Quarter End December 31, 2019, the number of shares outstanding of our Common Stock was: 398,444,556

As of most recent fiscal year end March 31, 2019, the number of shares outstanding of our Common Stock was: 399,124,556

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐

No: ☒ (Double-click and select "Default Value" to check)

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐

No: ☒

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☐

No: ☒

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.

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Name of Issuer: Exxe Group, Inc.

Prior name: Telecorp, Inc. [symbol TLNUF] until April 18, 2018.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

April 13, 2009 in Ontario, Canada; domicile change to Delaware and name change to Exxe Group, Inc. [symbol: AXXA] on April 18, 2018; the corporation's standing is active.

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐

No: ☒

2) Security Information

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>680,000,000</u>	as of date: <u>12-31-2019</u>
Total shares outstanding:	<u>398,444,556</u>	as of date: <u>12-31-2019</u>
Number of shares in the Public Float ² :	<u>341,044,843</u>	as of date: <u>12-31-2019</u>
Total number of shareholders of record:	<u>177</u>	as of date: <u>12-31-2019</u>

Additional class of securities (if any):

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Preferred Stock, Series A</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>4</u>	as of date: <u>12-31-2019</u>
Total shares outstanding:	<u>1</u>	as of date: <u>12-31-2019</u>

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Preferred Stock, Series B</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$2.50</u>	
Total shares authorized:	<u>10,000,000</u>	as of date: <u>12-31-2019</u>
Total shares outstanding:	<u>568,754</u>	as of date: <u>12-31-2019</u>

Trading symbol:	<u>N/A</u>
Exact title and class of securities outstanding:	<u>Preferred Stock, Series C</u>
CUSIP:	<u>N/A</u>
Par or stated value:	<u>\$2.00</u>

²"Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Total shares authorized: 15,000,000 as of date: 12-31-2019
Total shares outstanding: 12,461,813 as of date: 12-31-2019

Transfer Agent

Name: VStock Transfer, LLC Phone: (212) 828-8436
Email: yoel@vstocktransfer.com

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors: N/A

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

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct 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

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of <u>04/01/2017</u>	<u>Opening Balance:</u> Common: 148,692,163 Preferred: 651,841		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance ? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>05/10/2017</u>	<u>New Issuance</u>	<u>207</u>	<u>Common</u>		<u>No</u>	<u>E*Trade Securities LLC</u>		<u>Restricted</u>	<u>n/a</u>

³To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

<u>05/15/2017</u>	<u>New Issuance</u>	<u>12,170,560</u>	<u>Common</u>	<u>\$.0050</u>	<u>No</u>	<u>Paul Phillips</u>	<u>Share exchange agreement</u>	<u>Restricted</u>	<u>n/a</u>
<u>05/15/2017</u>	<u>New Issuance</u>	<u>9,250,560</u>	<u>Common</u>	<u>\$.0050</u>	<u>Yes</u>	<u>Jose Fernandez</u>	<u>Cash</u>	<u>Restricted</u>	<u>n/a</u>
<u>05/15/2017</u>	<u>New Issuance</u>	<u>4,195</u>	<u>Common</u>	<u>\$.0050</u>	<u>Yes</u>	<u>Jose Fernandez</u>	<u>Cash</u>	<u>Restricted</u>	<u>n/a</u>
<u>05/15/2017</u>	<u>New Issuance</u>	<u>4,625,280</u>	<u>Common</u>	<u>\$.0050</u>	<u>Yes</u>	<u>Antoinette Makan</u>	<u>Cash</u>	<u>Restricted</u>	<u>n/a</u>
<u>07/31/2017</u>	<u>New Issuance</u>	<u>8,594,924</u>	<u>Common</u>	<u>\$.0025</u>	<u>Yes</u>	<u>GPL Ventures</u> <u>(Cosmin Panait & Alexander Dillon)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4a1</u>
<u>09/01/2017</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$.0028</u>	<u>Yes</u>	<u>GPL Ventures</u> <u>(Cosmin Panait & Alexander Dillon)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4a1</u>
<u>10/27/2017</u>	<u>New Issuance</u>	<u>16,666,667</u>	<u>Common</u>	<u>\$.0015</u>	<u>no</u>	<u>Quartermaine Asquith & Associates Limited</u> <u>(Jim Neilson)</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4a1</u>
<u>01/20/2018</u>	<u>New Issuance</u>	<u>20,000,000</u>	<u>Common</u>	<u>\$.0014</u>	<u>Yes</u>	<u>Rinaldo B. Pierno</u>	<u>Cash</u>	<u>Restricted</u>	<u>n/a</u>
<u>02/01/2018</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$.0017</u>	<u>Yes</u>	<u>Trendix Enterprises LLC</u> <u>(Joe Maenza)</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4a1</u>
<u>03/28/2018</u>	<u>New Issuance</u>	<u>20,000,000</u>	<u>Common</u>	<u>\$.0012</u>	<u>Yes</u>	<u>Jason Cataldo</u>	<u>Cash</u>	<u>Restricted</u>	<u>n/a</u>

<u>04/03/2018</u>	<u>New Issuance</u>	<u>20,000,000</u>	<u>Common</u>	<u>\$.0012</u>	<u>Yes</u>	<u>Trendix Enterprises LLC</u> (<u>Joe Maenza</u>)	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4a1</u>
<u>04/18/2018</u>	<u>New Issuance</u>	<u>20,000,000</u>	<u>Common</u>	<u>\$.0074</u>	<u>No</u>	<u>Rockerfunder LLC</u> (<u>Richard Barsom</u>)	<u>Services</u>	<u>Restricted</u>	<u>n/a</u>
<u>06/25/2018</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>\$.0110</u>	<u>Yes</u>	<u>Trendix Enterprises, LLC</u> (<u>Joe Maenza</u>)	<u>Cash</u>	<u>Restricted</u>	<u>n/a</u>
<u>05/09/2018</u>	<u>New Issuance</u>	<u>7,000,000</u>	<u>Common</u>	<u>\$.0475</u>	<u>Yes</u>	<u>Free Life Investments, Inc.</u> (<u>Andrew Hackett</u>)	<u>Cash</u>	<u>Restricted</u>	<u>n/a</u>
<u>07/11/2018</u>	<u>New Issuance</u>	<u>30,170,255</u>	<u>Common</u>	<u>\$.0100</u>	<u>Yes</u>	<u>GPL Ventures, LLC</u> (<u>Cosmin Panait & Alexander Dillon</u>)	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4a1</u>
<u>07/31/2018</u>	<u>New Issuance s</u>	<u>19,829,745</u>	<u>Common</u>	<u>\$.0051</u>	<u>Yes</u>	<u>GPL Ventures, LLC</u> (<u>Cosmin Panait & Alexander Dillon</u>)	<u>Debt Conversion</u>	<u>unrestrict ed</u>	<u>4a1</u>
<u>08/21/18</u>	<u>New Issuance</u>	<u>12,000,000</u>	<u>Common</u>	<u>\$.0049</u>	<u>Yes</u>	<u>GPL Ventures LLC</u> (<u>Cosmin Panait & Alexander Dillon</u>)	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4a1</u>

<u>11/9/2018</u>	<u>New Issuance</u>	<u>15,000,000</u>	<u>Common</u>	<u>\$.0037</u>	<u>Yes</u>	<u>GPL Ventures LLC</u> (<u>Cosmin Panait & Alexander Dillon</u>)	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4a1</u>
<u>02/11/19</u>	<u>New Issuance</u>	<u>3,120,000</u>	<u>Common</u>	<u>\$.0145</u>	<u>Yes</u>	<u>GPL Ventures LLC</u> (<u>Cosmin Panait & Alexander Dillon</u>)	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4a1</u>
<u>03/06/2019</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Preferred C</u>	<u>\$2.00</u>	<u>No</u>	<u>Peter Sallade</u>	<u>Acquisition of VIP International Digital Media Platform & Community</u>	<u>Restricted</u>	<u>n/a</u>
<u>03/07/2019</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$.0189</u>	<u>Yes</u>	<u>GPL Ventures LLC</u> (<u>Cosmin Panait & Alexander Dillon</u>)	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4a1</u>
<u>03/12/2019</u>	<u>New Issuance</u>	<u>625,000</u>	<u>Preferred C</u>	<u>\$2.00</u>	<u>No</u>	<u>Peter Sallade</u>	<u>Acquisition of 7 Horn (European Film Festivals in China)</u>	<u>Restricted</u>	<u>n/a</u>
<u>03/16/2019</u>	<u>New Issuance</u>	<u>12,190,000</u>	<u>Common</u>	<u>\$.0145</u>	<u>Yes</u>	<u>Mammoth Corporation</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>04/11/2019</u>	<u>New Issuance</u>	<u>2,000,000*</u>	<u>Preferred C</u>	<u>\$2.00</u>	<u>No</u>	<u>Peter F. Alexander</u>	<u>Asset Purchase: Industrial Equipment and Development Project</u>	<u>Restricted</u>	<u>n/a</u>
<u>04/16/2019</u>	<u>New</u>	<u>1,500,000</u>	<u>Preferred</u>	<u>\$2.00</u>	<u>No</u>	<u>Talgat Talmasovich</u>	<u>Acquisition of DHE</u>	<u>Restricted</u>	<u>n/a</u>

	<u>Issuance</u>		<u>C</u>			<u>Ilyasov</u>	<u>Holdings</u>		
<u>04/16/2019</u>	<u>New Issuance</u>	<u>1,750,000</u>	<u>Preferred C</u>	<u>\$2.00</u>	<u>No</u>	<u>Samuel Serge Abecassis</u>	<u>Acquisition of Mac Energy Holding</u>	<u>Restricted</u>	<u>n/a</u>
<u>04/16/2019</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Preferred C</u>	<u>\$2.00</u>	<u>No</u>	<u>Peter Sallade</u>	<u>Acquisition of Exclusive Private Investment Community</u>	<u>Restricted</u>	<u>n/a</u>
<u>05/06/2019</u>	<u>New Issuance</u>	<u>5,000</u>	<u>Preferred B</u>	<u>\$2.50</u>	<u>No</u>	<u>Talgat Talmasovich Ilyasov</u>	<u>Cash Investment</u>	<u>Restricted</u>	<u>n/a</u>
<u>05/10/2019</u>	<u>New Issuance</u>	<u>7,130,000</u>	<u>Common</u>	<u>\$0.147</u>	<u>Yes</u>	<u>Mammoth Corporation</u> (Brad Hare)	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>6/24/2019</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$0.153</u>	<u>Yes</u>	<u>Mammoth Corporation</u> (Brad Hare)	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>8/1/2019</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Preferred C</u>	<u>\$2.00</u>	<u>No</u>	<u>Duane Philippe</u>	<u>Acquisition of agricultural business</u>	<u>Restricted</u>	<u>n/a</u>
<u>8/14/2019</u>	<u>New Issuance</u>	<u>6,000</u>	<u>Preferred B</u>	<u>\$2.50</u>	<u>No</u>	<u>Padmasini Srinivasan</u>	<u>Cash Investment</u>	<u>Restricted</u>	<u>n/a</u>
<u>9/11/2019</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$0.175</u>	<u>No</u>	<u>Mammoth Corporation</u> (Brad Hare)	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>9/30/2019</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Preferred C</u>	<u>\$2.00</u>	<u>No</u>	<u>Duane Philippe</u>	<u>Acquisition of agricultural business</u>	<u>Restricted</u>	<u>n/a</u>
<u>10/25/2019</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$0.0005</u>	<u>Yes</u>	<u>Mammoth Corporation</u> (Brad Hare)	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>11/23/2019</u>	<u>Conversion</u>	<u>-50,000,000</u>	<u>Common</u>	<u>\$0.02</u>	<u>No</u>	<u>Joseph Cohen</u>	<u>Common stock conversion to preferred</u>	<u>Restricted</u>	<u>n/a</u>
<u>11/23/2019</u>	<u>Conversion</u>	<u>500,000</u>	<u>Preferred C</u>	<u>\$2.00</u>	<u>No</u>	<u>Joseph Cohen</u>	<u>Common stock conversion to preferred</u>	<u>Restricted</u>	<u>n/a</u>
Shares Outstanding on <u>12/31/2019:</u>	<u>Ending Balance:</u> Common: <u>398,444,556</u> Preferred: <u>13,030,568</u>								

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

*The 2,000,000 Preferred C Shares issued on April 11, 2019 to Peter F. Alexander were issued with vesting criteria: (i) 1,000,000 will vest on closing the purchase of the 38 acres of Rhode Island waterfront land; (ii) 1,000,000 will vest when financing is obtained for the development project, and (iii) the final 500,000 will vest when construction begins.

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period.**

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Date of Note	Outstanding Balance	Principal Amount at Issuance	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for conversion to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Asset Purchase)
6/20/2018	2,278,267	3,450,000	-	6/20/2021	N/A	Thomas Beck	Asset Purchase
6/20/2018	1,018,385	2,000,000	-	6/20/2018	N/A	Thomas Beck	Asset Purchase
6/20/2018	506,042	1,330,000	-	6/20/2018	N/A	Thomas Beck	Asset Purchase
10/15/2018	250,000	500,000	-	10/15/2021	N/A	Brian John Johnston	Asset Purchase
6/20/2018	-	2,000,000	-	6/20/2021	N/A	QAA	Asset Purchase
10/10/2018	3,070,959	2,500,000	570,959	10/10/2021	N/A	Jeff Miller	Asset Purchase
12/10/2018	9,538,909	9,500,000	38,909	12/10/2021	N/A	Brian John Johnston	Asset Purchase
3/6/2019	4,056,909	4,000,000	-	3/6/2021	N/A	Peter Sallade	Asset Purchase
3/12/2019	2,531,250	2,500,000	-	3/12/2021	N/A	Peter Sallade	Asset Purchase
11/28/2019	936,910	450,000	486,910	11/28/2021	N/A	Joe Maenza	Asset Purchase
1/15/2019	2,531,250	2,500,000	31,250	1/15/2021	N/A	Brian John Johnston	Asset Purchase

12/21/2013	-	60,525	-	12/21/2014	Conversion into Common at Par Value	Easton	Convertible Loan
3/5/2014	141,545	96,579	44,966	3/5/2015	Conversion into Common at Par Value	Coastal Strategies	Convertible Loan
5/8/2014	97,600	80,000	17,600	5/8/2015	Conversion into Common at Par Value	Jose Fernandez	Convertible Loan
5/8/2014	-	50,000	-	5/8/2015	Conversion into Common at Par Value	QAA	Convertible Loan
12/8/2016	15,418	10,450	4,968	12/8/2017	Conversion into Common at Par Value	Mikhail Gorbunov	Convertible Loan
12/8/2016	7,745	5,150	2,595	12/8/2017	Conversion into Common at Par Value	Mikhail Gorbunov	Convertible Loan
2/15/2018	34,493	30,000	4,493	2/15/2019	Conversion into Common at Par Value	Rinaldo Pierno	Convertible Loan
2/27/2018	10,000	5,000	5,000	2/27/2019	Conversion into Common at Par Value	Jose Fernandez	Convertible Loan
6/20/2018	67,933	60,000	7,933	6/20/2019	Conversion into Common at Par Value	Lucy Pierno	Convertible Loan
6/21/2018	265,677	250,000	15,677	6/21/2021	Conversion into Common at Par Value	GPL Ventures LLC	Convertible Loan
6/21/2018	29,970	26,359	3,611	6/21/2019	Conversion into Common at Par Value	GPL Ventures LLC	Convertible Loan
6/30/2018	16,800	15,000	1,800	6/30/2019	Conversion into Common at Par Value	Niu Jiamin	Convertible Loan
7/13/2018	11,172	10,000	1,172	7/13/2019	Conversion into Common at Par Value	1343492 Ontario Ltd	Convertible Loan
8/28/2018	5,553	5,000	553	8/28/2019	Conversion into Common at Par Value	JMV	Convertible Loan
9/18/2018	11,029	10,000	1,029	9/18/2019	Conversion into Common at Par Value	Rinaldo Pierno	Convertible Loan
2/28/2019	5,867	5,500	367	2/28/2020	Conversion into Common at Par Value	JMV	Convertible Loan
3/8/2019	21,299	20,000	1,299	3/8/2020	Conversion into Common at Par Value	J Badzin	Convertible Loan

4/15/2019	4,188,498	4,000,000	188,498	4/15/2022	N/A	Duanne Philippe	Asset Purchase
4/15/2019	900,000	900,000	-	4/15/2021	N/A	Samuel Serge Abecassis	Asset Purchase
4/15/2019	4,031,791	3,000,000	-	4/15/2022	N/A	Talgat Talmasovich Ilyasov	Asset Purchase
4/15/2019	5,000,000	5,000,000	-	4/15/2023	N/A	Peter Sallade	Asset Purchase
4/15/2019	2,000,000	2,000,000	-	4/15/2022	N/A	Peter Sallade	Asset Purchase
4/15/2019	4,660	9,200	-	1/15/2020	The low er of \$0.0005 or 50% of low est traded price in past 10 days	Mammoth Corporation	Convertible Loan
6/19/2019	-	5,000	-	12/19/2019	The low er of \$0.0005 or 50% of low est traded price in past 10 days	Mammoth Corporation	Convertible Loan
5/3/2019	320,000	320,000	-	11/3/2020	40% discount to low est traded price in past 30 days	Mammoth Corporation	Convertible Loan
6/20/2019	20,811	20,000	811	12/20/2020	Low est traded price in past 30 days	Mikhail Gorbunov	Convertible Loan
9/6/2019	7,804	7,500	304	3/6/2021	Low est traded price in past 30 days	Mikhail Gorbunov	Convertible Loan
9/24/2019	5,307	5,100	207	3/24/2021	Low est traded price in past 30 days	Ford Allen	Convertible Loan
9/25/2019	241,500	241,500	-	3/25/2021	40% discount to low est traded price in past 30 days	Mammoth Corporation	Convertible Loan
8/1/2019	7,568,252	8,100,207	-	8/1/2022	N/A	Duanne Philippe	Asset Purchase
12/13/2019	10,037	10,000	37	12/13/2021	Low est traded price in past 30 days	Mikhail Gorbunov	Convertible Loan
10/24/2019	11,847,701	10,000,000	-	10/24/2024	N/A	Thomas Beck	Asset Purchase
12/18/2019	7,738	7,738	-	6/18/2020	The low er of \$0.0005 or 50% of low est traded price in past 10 days	Mammoth Corporation	Convertible Loan
12/19/2019	66,000	66,000	-	6/19/2021	40% discount to low est traded price in past 30 days	Mammoth Corporation	Convertible Loan

10/24/2019	1,000,000	1,000,000	-	10/24/2024	N/A	Thomas Beck	Asset Purchase
8/1/2016	747,973	747,973	-	8/1/2033	N/A	Joe Maenza	Asset Purchase
Totals	65,429,054	66,909,781	1,430,948				

Use the space below to provide any additional details, including footnotes to the table above:

SEE NOTE 8 IN THE FOOTNOTES TO THE FINANCIAL STATEMENTS REGARDING THE COMPANY'S DEBT SECURITIES, WHICH IS ALSO HEREBY INCORPORATED BY REFERENCE.

4) Financial Statements

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

U.S. GAAP ☒
IFRS ☐

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: Eduard Nazmiev
Title: CEO/President
Relationship to Issuer: Employee

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Financial notes; and
- G. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

The financial statements described below as posted to otcmarkets.com on February 20, 2020 are hereby incorporated by reference.

12-31-2019 Balance Sheet;
12-31-2019 Statement of Operations;
12-31-2019 Statement of Cash Flow;
12-31-2019 Statement of Changes in Stockholders' Equity
Financial notes as of 12-31-2019

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

Exxe Group buys, builds and manages international real estate and technology assets. Its pipeline of equity investments includes both projects that already closed and are under management consulting, while others are still in acquisition stages. We use innovative technology to digitize and monetize assets while delivering better service to our investors and customers.

Current real estate holdings and projects under development: General apartment development in greater Frankfurt which is Central Europe's fastest growing area Operating mixed use real estate and (under development) digital storage center in Switzerland under a signed Letter of Intent; Senior living community in Bavaria.

Current Technology projects that provide consulting and systems integration for several proprietary products lines: Neccentric AI: use AI to source the leads in the business segments synergistic with our core. Neccentric Lending Systems is a proprietary developed b2b platform which facilitates pre- approved transactions helping lenders streamline-loan decision making improving the efficiency of the underwriting process. The platform determines loan quality, detects fraud, and offers end- to-end automation. GDPR Compliance Suite: This is a complete package of tools to help with certain General Data Protection Regulation (GDPR) requirements. The expert compliance team reviews and evaluates all systems and devices for unencrypted personally identifiable information (PII) of EU citizens, provide consulting on becoming GDPR compliant, assists on implementing findings to becoming GDPR compliant. SoftSmart 2.0 brings a complete package of iols to help with certain GDPR requirements. The expert compliance team reviews and evaluates all systems and devices for unencrypted personally identifiable information (PII) of EU citizens, provide consulting on becoming GDPR compliant, assists on implementing findings to becoming GDPR compliant.

This past quarter, executed on its plan to expand its portfolio to three additional sectors: (1) **industrial, manufacturing, and distribution** with its acquisitions of DH Holding (manufacturing and distribution of wheels for cars and trucks), Mac Energy Holding (manufacturing of LED lighting fixtures) and an asset purchase of \$1.5 million USD worth of industrial equipment for dredging and land development; (2) **sustainable agriculture** with its acquisition of Flying Creek Trading Corp. (agricultural farming of industrial hemp); and (3) **sustainable resort development** with its acquisition of an environmentally friendly development project to construct a LEED certified resort marina and community complex on 38 acres of undeveloped waterfront land on the coast of Rhode Island.

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

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

C. Describe the issuers' principal products or services, and their markets

See above in section A for products, services and markets.

See Note 6 in the Footnotes to the Financial Statements for disclosure of fixed assets, which are incorporated by reference.

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

Exxe Group, Inc.'s corporate offices are in New York at 14 Penn Plaza, 9th Floor, New York, NY 10122; and its subsidiary, Softsmart 2.0, has its corporate offices in California at 6711 Valjean Street, Van Nuys, CA 91407

7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor 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 shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any 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 of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Eduard Nazmiev	<u>CEO/President/Chairman Director</u>	<u>14 Penn Plaza New York, NY 10122</u>	<u>None</u>	<u>n/a</u>	<u>n/a</u>	_____
<u>Boris Matsokhin</u>	<u>Administrative Officer</u>	<u>14 Penn Plaza New York, NY 10122</u>	<u>None</u>	<u>n/a</u>	<u>n/a</u>	_____
<u>Darla Gullons</u>	<u>Director</u>	<u>23 Cochrane</u>	<u>None</u>	_____	_____	_____

		<u>Lake Pl, Cochrane, Alberta AB T4C 2A8</u>				
<u>Anna Ivanchenko</u>	<u>CMO</u>	<u>14 Penn Plaza New York, NY 10122</u>	<u>None</u>	<u>n/a</u>	<u>n/a</u>	_____
<u>Joanna Karolina Filipowska</u>	<u>Director</u>	<u>14 Penn Plaza New York, NY 10122</u>	<u>None</u>	<u>n/a</u>	<u>n/a</u>	_____
<u>Peter Sallade</u>	<u>Director</u>	<u>14 Penn Plaza New York, NY 10122</u>	<u>2,625,000</u>	<u>Preferred Series C</u>	<u>21.1%</u>	_____

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses); No
2. 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, or banking activities; No
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; No
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities. No

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 or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities. N/A

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Milan Saha
Firm: Milan Saha, Esq.
Address 1: 80 Barton Road
Address 2: Plattsburgh, NY 12901
Phone: (646) 397-9056
Email: milansaha.esq@gmail.com

Accountant or Auditor

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

Investor Relations Consultant

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

Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

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

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

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below: I, Eduard Nazmiev certify that:

1. I have reviewed this quarterly disclosure statement of 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 condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

February 20, 2020 [Date]

/s/ Eduard Nazmiev [CEO's Signature]

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

Principal Financial Officer:

I, Eduard Nazmiev certify that:

1. I have reviewed this quarterly disclosure report of 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 condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

February 20, 2020 [Date]

/s/ Eduard Nazrniev [Principal Financial Officer Signature]

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