



GAENSEL ENERGY GROUP, INC.

THIRD AMENDED ANNUAL REPORT

FOR THE PERIOD ENDING

December 31, 2021



Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Gaensel Energy Group, Inc.

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SIC CODE 8099

THIRD AMENDED ANNUAL QUARTER REPORT

For the Period Ending: December 31, 2021

(the "Reporting Period")

As of December 31, 2021, the number of shares outstanding of our Common Stock was:

Common Stock:	324,094,757
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As of September 30, 2021, the number of shares outstanding of our Common Stock was:

Common Stock:	289,029,942
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As of December 31, 2021, the most Recent Completed Fiscal Year End Date, the number of shares outstanding of our

Common Stock:	324,094,757
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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: ☒

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) Name and address(es) of the Issuer and its predecessors (if any)

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

We, the **Issuer**, was founded in March 28, 1994 and its name was National Health Scan, Inc.. On February 27, 2006 the name was changed to Global Monitoring Systems, Inc. and On November 18, 2014 the name was returned to National Health Scan, Inc. In February 2015, the name was changed to the current name, Gaensel Energy, Group, Inc.

The state of incorporation or registration of the Issuer and of each of its predecessors (if any) during the past five years; Please also include the Issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The **Issuer** was founded in March 28, 1994 and its name was National Health Scan, Inc.. On February 27, 2006 the name was changed to Global Monitoring Systems, Inc. and On November 18, 2014 the name was returned to National Health Scan, Inc. In February 2015, the name was changed to the current name, Gaensel Energy, Group, Inc. The Company is currently active with the Secretary of State of Nevada.

The Company current standing in its state of incorporation, Nevada, is Active and Business License renewed through March 31, 2022.

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

NONE

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

On October 28, 2020, the Issuer finalized its agreement for 80% of VR Metro Studio LLC, <https://metrovrstudios.com>), of Boston, Massachusetts. Metro VR Studios is an independent VR development company located in Boston, Massachusetts focused on developing high- quality, character-driven action & adventure games for virtual reality on Oculus, Vive and PS4.

On October 28, 2020, the Issuer completed an Agreement with Petit Chateau, S.R.L. for a majority ownership in the Company and its significant green energy projects in Italy and the additional of Mr. Labianca to our Board. The management provided the Issuer with updates which we reported for contracts being completed prior to the end of the Fiscal year. Unfortunately, the majority shareholder of Petit Chateau, S.R.L., founder Michael Labianca and his family have not provided any communication with the Issuer since January 2021. As of June 30, 2021, the Issuer has terminated the agreement with Petit Chateau, S.R.L, and did not issue the shares pursuant to the written agreement. In the meantime, the Issuer acquired the majority interest in Filmilan SRL, Italy which is developing the similar contracts in Italy. The management of Filmilan are working to continue the dialog with the remaining management of Petit Chateau and potentially revitalize the agreements with the Issuer directly or through Filmilan.

In the 4th Quarter of 2021, all joint ventures with Filmilan and Petit Chateau were terminated. The Issuer had facilitated two additional contracts into our joint venture. The Issuer's management believe these contracts will generate a substantial revenue in 2022 to compensate for Filmilan/Petit agreements.

On January 15, 2021, the Issuer finalized its agreement for an initial 30% with an option for an additional 20% of SSCB Swiss Stem Cell Biotech, Switzerland, <https://www.sscb-stembiotech.com/en/>. SSCB was founded as a private bank for the cryopreservation of human stem cells obtained from blood and cord tissue for both autologous and allogeneic intra-family use. SSCB also allows the preservation of stem cells from adipose tissue. These cells have great potential in regenerative medicine, thanks to their ability to differentiate into numerous cell types and thus reconstruct many compromised tissues and organs. SSCB operates in the field of cellular therapies with specialization in the collection, purification, characterization, processing and storage of stem cells for therapeutic and aesthetic uses and for the development of new experimental protocols.

Thanks to the constant commitment in biotechnology in the cellular field, over the years a highly specialized know-how and cutting-edge methods in the processes, quality and safety of stem cell storage and release have been developed.

On January 15, 2021, the Issuer finalized its agreement for an initial 30% with an option for an additional 20% of Re-You Suisse, Switzerland, <https://reyousuisse.com/>. RE-YOU SUISSE is an innovative Swiss star-up that brings the excellence of regenerative medicine throughout Europe. RE-YOU SUISSE deals with regenerative medicine, a branch of medicine that aims to repair damaged tissue through cell regeneration and not replacement. It is based on the use of stem cells, which are distinguished from other cells because they have the ability to regenerate and specialize. The know-how of RE-YOU SUISSE allows the creation of centers for regenerative medicine treatments based on the use of stem cells, aesthetic medicine and plastic surgery, orthopedics, cosmetics and nutrition.

On January 17, 2021, the Issuer finalized its agreement for 65% % of Simeti Group Limited, <https://www.simeti.co.uk/>, Czech Republic and London, England, which includes all of Simeti's technology, intellectual property and subsidiaries. Gaensel groups has also announced that it will provide more details during the rollout period. Simeti's solutions included, but are not limited to: wind turbines installed on the building roofs, PV² panels on the rood, water treatment, LENR³ cells (battery storage), and a highly portable energy container.

On January 17, 2021, the Issuer finalized its agreement to acquire 10% of ILDA AG Investment Ltd, <http://ildaag.eu/>, London, England. ILDA is an International Conglomerate for Commodities. The Company primary business consists of over 100 years in Coffee and Cacao throughout Colombia and South America, ILDA has extensive networks for other products in South America including petroleum, live stock, renewable energy and shipping. Gaensel Energy and ILDA Investments have developed a mutual investment to manage the Coffee Division and long term trading of Coffee Commodities

On January 21, 2021, the Issuer finalized its agreement for 50% of Oversky SL, <http://www.oversky.es/>, Tenerife, Spain, including its intellectual property. Oversky has been actively developing and producing a wide range of products and services

in the digital marketing sector. The company aims to offer a functional and flexible strategic vision that could thrive in a constantly changing environment. Oversky mainly focuses on mobile marketing, online engagement, communication assessment, performance marketing, advertising and planning, and database building. The company works with some huge names, such as Vodafone, Ikea, Enel, Mercedes-Benz, Nissan, and Nestle. Oversky is based in Los Realejos, Tenerife, Spain.

On January 21, 2021, the Issuer finalized its agreement for 50% of Officina Della Cialda, SRL, <https://officinadellacialda.it/>, Verolanuova, Italy. OFFICINA DELLA CIALDA born in 2016 from the passion for the Italian coffee. It produces and distributes capsules and waffles with selected and excellent coffee mixtures. OFFICINA DELLA CIALDA is well known for the unique aromas and flavors that only Italian roasting can boast. OFFICINA DELLA CIALDA offers capsules and waffles that can conserve coffee aroma and preserve quality. In 2019 the Company acquired a B2B web portal waffles (www.caffecenter.it) with an average sale on line to more than 1,200 retailer customers just in Italy.

On January 29, 2021, the Issuer finalized its agreement for 50% of Angelo Caroli SRL, <https://angelocaroli.com/it/>, Milan, Italy. Angelo Caroli operated in the luxury made-in-Italy sector, developing and marketing a diverse array of products, such as fragrances, skincare products, eyeglasses, personal shoes, and others. Angelo Caroli, the founder of the company, has more than a decade of experience in the industry. Since 2000, the company has opened multiple wellness centers at various prestigious hotels around the world. In 2010, the company launched its own cosmetic line. Angelo Caroli has recently announced that they are prepared to enter the prestigious Middle Eastern markets, more specifically, the United Arab Emirates, where it will showcase the entire collection of luxury products, including scented candles, amenities for hotels, skincare, home fragrances, hair care, exclusive fragrances, and other. Marriott corporation in February of 2021 has signed with Angelo Caroli to carry its amenities for hotels in its presidential suites in Egypt.

On February 13, 2021, , the Issuer finalized its agreement for 50% of Europa93 SRL, <http://www.europa93.com/>, Milan, Italy. Europa 93 Coffee Industry is synonymous with capsules, coffee blends and much more. Sergio Dalla Riva is, in 1973, one of the pioneers in Italy in the automatic distribution sector. In 1993, thanks to the experience gained, he founded the company which is among the first to offer coffee, infusions and solubils in capsules. Europa 93 is able to provide a complete service to its Customers: from the roasting of coffee, to the production of coffee capsules with the relative customization of the capsules, up to the production of machines for domestic and professional use. The rapid and constant evolution of the market has led us to expand the proposed range, including the most popular capsule formats on the market today.

On February 20, 2021, , the Issuer finalized its agreement for 50% of Suite 110 , Milan, Italy. Suite 110 SRL provides a complete CRM management, sales and marketing system, encrypted cloud storage for secure documents, project management and a host of other features that provide businesses with a platform that simplifies operations in a single secure platform.

On February 20, 2021, , the Issuer finalized its agreement for 50% of Forom SRL, Milan, Italy. FOROM srl operates in particular in the advanced tertiary sector of civil construction, with acquisitions in the form of GENERAL CONTRACTOR by virtue of proven performance, aimed at total quality and maximum speed in execution time.

On February 20, 2021, , the Issuer finalized its agreement for 50% of Italpose SRL, Milan, Italy. Ital Pose srl is a traditional construction company specialized on renovation of buildings and commercial real estate. The company is organized with a project department, construction team and financial support assistance to clients that are looking for new energy complementary grants and financing.

On February 26, 2021, , the Issuer finalized its agreement for 50% of Bottega Del Caffè SRL, <https://www.bottegedelcaffe.net/>, Milan, Italy. Bottega del caffè is the new E-Commerce of Bottega Del Caffè SRL dedicated to the retail and wholesale of coffee pods and coffee capsules and hot drinks of the best brands, both original and compatible with the addition of its own brand that enhances quality and convenience. Bottega del caffè SRL operates in the e-commerce sector both as a private supplier for the user and as a sole supplier to other owners of coffee shops, guaranteeing affordable prices. Compatible pods and capsules of the most important brands on the market are available, such as Nescafé, Nespresso, Illy, Bialetti, Kimbo, Gimoka, Borbone, Toda, Caffitaly and Bottega del caffè.

On March 23, 2021, the Issuer finalized an agreement with ISCOM SPA, a holding company based in Pescantina, Italy. Subsequent to the agreement, the Issuer, Gaensel Energy Group Inc., in order to avoid possible financial undisclosed risks and incurred encumbrances, acquired control of the following ISCOM's related activities:

BioEnerzyne, an “innovative start-up” that develop the research of enzymes and plants, including microalgae, specifically designed to meet the needs in several manufacturing sectors BioEnerzyne’s first product is CELL-GAS, a special mix of thermostable cellulolytic enzymes produced from microalgae and specifically designed for the biogas production.

Flowers Lab, a Biofarm developing the bio culture of medical CBD on 40 hectares of land, based in Sud Italy. The 2 agricultural structures are completed of last generation of management and selections of the production, including a lab for research and quality control.

Zuc Energy, design and create ORC modules using the more advances simulations, also with CAM and CAD software. Zuc Energy’s modules are realized based on the energetic need’s of every single project.

Flowers Trade, a marketing and distribution entity of selected Organic medical CBD to pharmacies and authorized buyers.

On June 30, 2021, the Issuer sold 50% of BioEnerzyne and Zuc Energy for \$3,000,000 in marketable common stocks and a funding commitment for a private placement memorandum for up to \$2,500,000 for continued investment in BioEnerzyne and Zuc Energy by Hydro Power Technologies, Inc. of Canada.

On May 25TH, 2021, the Issuer signed a Memorandum of Understanding and a preliminary purchase agreement to acquire a hydro-power plant Company, OTRO Idroelettrica Srl, as part of a business plan to set-up mining operation for Crypto by using the Green energy that will be generated by the plant. “BitGoGreen” is the name of the overall initiative by GEGR which will cover the energy production and the Crypto operation. In this way, GEGR will enter in one of the key-tech areas of development for the coming years with a sustainability approach to reduce at minimum terms the impact on climate change. The full project will start with the completion of 3MW, 100% powered with environmentally friendly hydro power energy plant in Italy over the coming months which will support the Crypto mining operations and this business model will be expanded also in other locations. The acquisition of the entities will be paid in existing common stock shares of Gaensel Energy Group, Inc. and not create any dilution to existing shareholders. The parties are finalizing the Due Diligence and the obtaining of all local permits to complete the plant that already absorbed over Five Million USD (\$5,000,000) of investment so far.

On June 22, 2021, the Issuer completed an agreement where the Issuer will purchase the majority control of a newly formed SPAC, Enjoy St.Moritz TV AG. Enjoy St.Moritz TV AG, <https://www.enjoystmoritz.ch/>, Is television and media production company headquarter in St Mortiz, Switzerland. Enjoy St.Moritz TV AG will own the intellectual property, trademarks, and assets of St.Moritz TV. St Moritz TV is now a cable partner with Swisscom TV. In October 2021, the Company did not complete the proposed agreement with Enjoy St. Moritz TV AG. The Issuer assisted in arranging a third party advance to the principals, however, no shares of stock was provided to the Issuer and the agreement was not finalized.

On July 18, 2021, the Issuer acquired 60% of Esarc-Hi-Tech, Milan, Italy, <http://www.esarc.com>. Esarc Hi-Tech Srl, established more than 30 years ago, and since 2002 has been dedicated to the development of innovative audio systems and invisible loudspeakers that use magnetostrictive technology. In the shareholding structure there are entrepreneurs with decades of experience and proven successes in leading hi-tech companies.

On September 28, 2021, the Issuer acquired 40% of Automecc SRL, <http://www.automecc.it/>, was founded in 2020 by the owner Mr. Carlo Mattei, who has over thirty years of work experience in the production and management of components for machinery dedicated to the various industries.

On November 17, 2021, the Issuer entered into agreements for the 100% acquisition of Curatio Life Sciences, Inc., a California based homeopathic health company with hemp and cbd based products. The Issuer issued 10,000,000 shares of common stock for the acquisition.

The Issuer has additional contracts pending in the commercial marine and renewable green energy space which will be materializing in the calendar year 2021.

The address(es) of the Issuer’s principal executive office:

57 West 200 South
Suite 300
Salt Lake City, Utah 84101

The address(es) of the Issuer’s principal place of business:

Check box 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?

Yes: ☐ No: ☒

If this Issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

NONE

2) Security Information

Trading symbol:	GEGR	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	36255Q108	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	998,000,000	as of date December 31, 2021
Total shares outstanding:	324,094,757	as of date December 31, 2021
Number of shares in the Public Float ⁴ :	85,088,202	as of date December 31, 2021
Total number of shareholders of record:	191	as of date: December 31, 2021

All additional class(es) of publicly traded securities (if any):

Trading symbol:	_____	
Exact title and class of securities outstanding:	_____	
CUSIP:	_____	
Par or stated value:	_____	
Total shares authorized:	_____	as of date: _____
Total shares outstanding:	_____	as of date: _____

Transfer Agent

Name: American Stock Transfer
Phone: 800-937-5449/ 602-759-5510
Email: Kane@astfinancial.com
Address: 6201 15th Avenue
Brooklyn, NY 11219
www.astfinancial.com

Is the Transfer Agent registered under the Exchange Act?⁵ Yes: ☒ No: ☐

3) Issuance History

⁴ "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.

⁵ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

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: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>December 31, 2019</u> Common: <u>145,829,942</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>03/01/2021</u>	<u>New Issuance</u>	700,000.00	<u>Common</u>	<u>0.001</u>	<u>No</u>	Andrea Cadioli	<u>Acquisition Oversky</u>	<u>Restricted</u>	4(a)(2).
<u>03/01/2021</u>	<u>New Issuance</u>	800,000.00	<u>Common</u>	<u>0.001</u>	<u>No</u>	Angelo Caroli	<u>Acquisition Andrea Caroli SRL</u>	<u>Restricted</u>	4(a)(2).
<u>03/01/2021</u>	<u>New Issuance</u>	3,000,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Claudio Massa	<u>Acquisition SSCB Stim Cells Suisse</u>	<u>Restricted</u>	4(a)(2).
<u>03/01/2021</u>	<u>New Issuance</u>	1,000,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Claudio Massa	<u>Acquisition Re-You Suisse</u>	<u>Restricted</u>	4(a)(2).
<u>03/01/2021</u>	<u>New Issuance</u>	5,000,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Cristina Granata	<u>Acquisition Filliman Production</u>	<u>Restricted</u>	4(a)(2).
<u>03/01/2021</u>	<u>New Issuance</u>	1,500,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Gianfranco Scarpa	<u>Acquisition SUITE110 Srl, ITALPOSE SRL, FOROM SRL</u>	<u>Restricted</u>	4(a)(2).
<u>03/01/2021</u>	<u>New Issuance</u>	120,000,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Global Development Advisors Limited (1).	<u>Acquisition and Investments</u>	<u>Restricted</u>	4(a)(2).

<u>03/01/2021</u>	<u>New Issuance</u>	10,000,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Juan Manuel Sastoque W (3)	<u>Acquisition ILDA Limited</u>	<u>Restricted</u>	4(a)(2).
<u>03/01/2021</u>	<u>New Issuance</u>	500,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Marco Ventura	<u>Acquisition Fees Limited</u>	<u>Restricted</u>	4(a)(2).
<u>03/01/2021</u>	<u>New Issuance</u>	1,000,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Massimo Streva	<u>Acquisition Fees Limited</u>	<u>Restricted</u>	4(a)(2).
<u>03/01/2021</u>	<u>New Issuance</u>	2,000,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Raffaella Moretti	<u>Acquisition Oficina DiCialda SRL</u>	<u>Restricted</u>	4(a)(2).
<u>03/01/2021</u>	<u>New Issuance</u>	500,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Ricky Vincenzo	<u>Acquisition Fees Limited</u>	<u>Restricted</u>	4(a)(2).
<u>03/03/2021</u>	<u>New Issuance</u>	6,200,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	CANARIAS GOLDEN MOBILE SL (2)	<u>Acquisition Fees Limited</u>	<u>Restricted</u>	4(a)(2).
<u>11/30/2021</u>	<u>New Issuance</u>	14,814,815	<u>Common</u>	<u>0.001</u>	<u>No</u>	SRAX, INC. (4)	Consulting Fees	<u>Restricted</u>	4(a)(2).
<u>11/30/2021</u>	<u>New Issuance</u>	1,250,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	New to the Street Group, Inc. (4)	Consulting Fees	<u>Restricted</u>	4(a)(2).
<u>11/30/2021</u>	<u>New Issuance</u>	1,870,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Virgina G. DeSimone, Trustee	<u>Acquisition Curatio</u>	<u>Restricted</u>	4(a)(2).
<u>11/30/2021</u>	<u>New Issuance</u>	1,870,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Glenn DeSimone Sr., Trustee	<u>Acquisition Curatio</u>	<u>Restricted</u>	4(a)(2).
<u>11/30/2021</u>	<u>New Issuance</u>	850,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Stephen M. Simes, Trustee	<u>Acquisition Curatio</u>	<u>Restricted</u>	4(a)(2).
<u>11/30/2021</u>	<u>New Issuance</u>	170,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Edward Rady	<u>Acquisition Curatio Fee</u>	<u>Restricted</u>	4(a)(2).
<u>11/30/2021</u>	<u>New Issuance</u>	1,500,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Alan Stone	<u>Acquisition Curatio Fee</u>	<u>Restricted</u>	4(a)(2).
<u>11/30/2021</u>	<u>New Issuance</u>	3,740,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Glenn DeSimone	<u>Acquisition Curatio</u>	<u>Restricted</u>	4(a)(2).
Shares Outstanding on Date of This Report:									
Ending Balance									
Date <u>December 31, 2021</u> Common: 324,094,757									

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

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

Note 1. The Beneficial Owner of Global Development Advisors Limited, a UK Company, is Fabrizio Bosticco, Rome Italy.

Note 2. The Beneficial Owner of CANARIAS GOLDEN MOBILE SL, a UK Company, is Andrea Cadioli, San Agustín, ESPAÑA

Note 3. On July 20, 2021, the transfer agent, American Stock Transfer, corrected the total shares to Juan Manuel Sastoque W to 10,000,000 shares for the acquisition of the interest in ILDA. They issued the additional 9,000,000 share with an effective dated of March 1, 2021.

Note 4. SRAX, Inc. is a public company listed on NASDAQ (SRAX). The CEO of SRAX is Chris Miglio, Westlake Village, CA.

Note 5. The beneficial Owner of New to the Street Group, Inc. is Dror Tepper, Valley Stream, New York.

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the Issuer's equity securities.

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)

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

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)⁶:

Name: **Claudio Pezzulla and Miami Accounting Group for GAAP**
Title: **Accountant**
Relationship to Issuer: **President and Italy Accounts**

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;

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

- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. 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. Financial Statements must be compiled in one document.

We append the financial statements to this disclosure statement see Exhibit "A"

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")

a diversified holding company with assets in Software/Gaming and VR, Health and Wellness, Technology, CRM & Data, Commodities, Retail Coffee, as well as General Contracting and Patented Building supplies

- B. Please list any subsidiaries, parents, or affiliated companies.

VR Metro Studio LLC, <https://metrovrstudios.com>, of Boston, Massachusetts.
 SSCB Swiss Stem Cell Biotech, Switzerland, <https://www.sscb-stembiotech.com/en/>
 RE-YOU SUISSE, <https://reyousuisse.com/>, Switzerland
 Simeti Group Limited, <https://www.simeti.co.uk/>, Czech Republic and London, England
 ILDA AG Investment Ltd, <http://ildaag.eu/>, London, England.
 Oversky SL, <http://www.oversky.es/>, Tenerife, Spain
 Officina Della Cialda, SRL, <https://officinadellacialda.it/>, Verolanuova, Italy.
 Angelo Caroli SRL, <https://angelocaroli.com/it/>, Milan, Italy.
 Europa93 SRL, <http://www.europa93.com/>, Milan, Italy.
 Suite 110 , Milan, Italy.
 Forom SRL, Milan, Italy.
 Italpose SRL, Milan, Italy.
 Bottega Del Caffè SRL, <https://www.bottegedelcaffe.net/>
 Flowers Lab, Italy
 Zuc Energy, Italy
 Flowers Trade, Italy
 BioEnerzyne, Italy
 Esarc-Hi-Tech, Milan, Italy
 Automecc SRL, Milan, Italy
 Curatio Life Sciences, Inc., Encino, California

- C. Describe the Issuers' principal products or services.

a diversified holding company with assets in Metaverse, Virtual Reality hardware and software, Health and Wellness, Technology, CRM & Data, Commodities, Retail Coffee, as well as General Contracting, Renewable energy, and Patented Building supplies

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 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, 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.

We currently lease office space at 57 West 200 South, Suite 300, Salt Lake City, UT 84101. The Issuer pays lease has been apportioned by issuance of stock for professional services including office space.

7) Company Insiders (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, as of the period end date of this report, regarding any person or entity owning 5% of more of any class of the Issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Maikol Bergamaschi	Officer/Director	Milan, Italy	0	None	0	
Maria Bomboi	Officer/Director	Milan, Italy	0	None	0	
Jan Branzowsky	Previous more than 5% and insider	Prague Czech Republic	6,800,000	Common	2.35%	
Peter Koley	Director	Milan, Italy	0	None		
Francesco Bossi	Director	Rome, Italy	0	Common	0	

SimonPaolo G. Buongiardino	Director	Milan, Italy	0	Common	0	
TOMAS NOVAK-MSK	Previous more than 5% and insider	Prague, Czech Republic	15,000,000	Common	5.01%	<u>See Note 3</u>
MZK SERVICE SE	Previous more than 5% and insider	Prague, Czech Republic	8,600,000	Common	3%	Note 3
MICHAEL SMELIK	Previous more than 5% and insider	Prague, Czech Republic	9,000,000	Common	3.11%	<u>See Note 3</u>
Global Development Advisors Limited	more than 5%	London England	120,000,000 1,000,000	Common Preferred Series A	41.5% 100%	<u>Note 4</u>

Note 2 The beneficial owner of Gaensel Mining & Energy, Inc. is Helmut Gaensel, Miami, Florida.

Note 3 The beneficial owner of MZK SERVICE SE is Petr Vilk of Czech Republic and Helmut Gaensel of Miami, Florida and Mr. Michael Smelik of Czech Republic is a member. The Issue considers this entity an affiliate.

Note 4. The Beneficial Owner of Global Development Advisors Limited, a UK Company, is Fabrizio Bosticco, Rome Italy.

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities 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);

NONE

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;

NONE

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; or

NONE

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.

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 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

9) Third Party Providers

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

Securities Counsel

McMurdo Law Group, LLC
Matthew McMurdo, Esq.
1185 Avenue of the Americas
3rd Floor
New York, New York 10036
917-318-2865
matt@nannaronelaw.com

Accountant or Auditor

Studio Claudio Pezzella
Via San Gregorio, 44
20124 Milano
Tel. +390238298495
cpezzella@studiopezzella.it
<https://www.studiopezzella.it/>

Miami Accounting Group Inc
429 Lenox Ave
Miami Beach, Florida 33139
Info@miamiaccountinggroup.com
(786) 352-6710

Auditor, PCAOB
Olayinka Oyebola & Co
8911 Inglebrook Lane
Houston, Texas 77083
<https://olayinkaoyebolaandco.com>
+234 803 333 8600

Investor Relations

Eric Nelson, President
Sterling Issuer Services
2030 Power Ferry Road SE Suite # 212
Atlanta, GA. 30339
(404)-816-8240
Email: esn@coralcapital.com

NOTE: The Issuer has a Twitter Account, <https://twitter.com/GEGRGroup> , for communication with shareholders on non-material events. The @gegrgroup is managed by the Management staff.

The Issuer has a pay for use account for press releases with OTC PR Wire. The Issuer has contract with SRAX which includes Shareholder Reports, Shareholder Communications, Shareholder Events, NOBO and other DTCC reports and providing Investor Awareness for the Company. The Issuer entered into a 1 year contract and pays a monthly fee for the NOBO and shareholder portal and issued 14,814,815 shares of common stock on November 30, 2021. SRAX is a NASDAQ Listed Company.

Other Service Providers

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

10) Issuer Certification

Principal Executive Officer:

The Issuer shall include certifications by the chief executive officer and chief financial officer of the Issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Maria Bomboi, certify that:

1. I have reviewed this Third Amended Annual Report and Disclosure Statement for Period Ending December 31, 2021 of Gaensel Energy 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.

March 24, 2022

/s/ Maria Bomboi

Principal Financial Officer:

I, Peter Koley, certify that:

1. I have reviewed this Third Amended Annual Report and Disclosure Statement for Period Ending December 31, 2021 of Gaensel Energy 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.

March 24, 2022

/s/ Peter Koley, Chief Financial Officer

EXHIBITS

GAENSEL ENERGY GROUP, INC. (OTC-GEGR)

ANNUAL REPORT FOR PERIOD ENDING

DECEMBER 31, 2021

The following documents are attached hereto as exhibits and are incorporated herein.

- A. Balance Sheet**
- B. Income Statement**
- C. Cash Flow Statement**
- D. Shareholder Equity**
- E. Financial Statement Notes**

GAENSEL ENERGY GROUP, INC.
CONSOLIDATED BALANCE SHEET FOR PERIOD ENDING
December 31, 2021

	<u>12/31/2021</u>	<u>12/31/2020</u>
ASSETS		
Current Assets	\$3,305.28	
Accounts receivable Investment	\$542,864.55	\$462,958.00
Checking/Investment	\$11,477,228.95	\$0.00
Total Bank Accounts	\$12,020,093.50	\$462,958.00
Accounts Receivable	\$50,421.80	
A/R	\$3,431,059.97	\$0.00
Total Accounts Receivable	\$3,481,481.77	\$0.00
Other Current Assets		
Inventory Asset	\$7,473,405.34	\$0.00
Prepayments and Deposits	\$545.00	
Returns & Allowances	\$744,582.69	\$0.00
Total Other Current Assets	\$8,218,533.03	\$0.00
Total Current Assets	\$23,162,911.88	\$462,958.00
Fixed Assets		
FF&E	\$3,350,641.17	\$0.00
Total Fixed Assets	\$3,350,641.17	\$0.00
Other Assets	\$13,642,988.25	
Deferred Development Costs	\$810,039.00	
Investments / Acquisitions	\$14,618,776.97	\$0.00
Total Other Assets	\$29,071,804.22	\$0.00
TOTAL ASSETS	\$56,142,553.69	\$462,958.00
LIABILITIES AND EQUITY		
Liabilities		
Current Liabilities		
Other Current Liabilities		
A/P	\$8,068,622.92	\$0.00
Accruals	\$315,486.13	\$0.00
Accrued Payroll	\$494,572.72	\$0.00
Due To	\$283,922.07	\$0.00
Judgement Payable	\$19,948.52	\$0.00
Shareholder Loan	\$681,059.44	
Total Other Current Liabilities	\$9,863,611.80	\$0.00
Total Current Liabilities	\$9,863,611.80	\$0.00
Long-Term Liabilities		
Notes	\$5,259,064.47	\$462,958.00

Long Term Note Payable	\$18,316,934.52	\$0.00
Total Long-Term Liabilities	\$23,575,998.99	\$462,958.00
Total Liabilities	\$33,439,610.79	\$462,958.00
Equity		
Accumulated Deficit	\$5,849,369.33	(\$9,413,948.00)
Additional Paid in Capital	\$11,876,292.46	\$9,267,119.00
Passolongo Srl	\$2,672,046.50	\$146,829.00
Net Income	\$2,305,234.62	\$0.00
Total Equity	\$22,702,942.90	\$0.00
TOTAL LIABILITIES AND EQUITY	\$56,142,553.69	\$462,958.00

GAENSEL ENERGY GROUP, INC.
CONSOLIDATED PROFIT AND LOSS FOR PERIOD ENDING
December 31, 2021

	<u>12/31/2021</u>	<u>12/31/2020</u>
Income		
Billable Expense Income	\$ 1,224,620	\$0.00
Investment Income	\$ 59,958	\$0.00
Sales of Product Income	\$ 76,656,314	\$0.00
Total Income	\$ 77,940,892	\$0.00
Cost of Goods Sold		
Cost of Goods Sold	\$ 22,153,529	\$0.00
Shipping	\$ 755,936	\$0.00
Total Cost of Goods Sold	\$ 22,909,465	\$0.00
Gross Profit	\$ 55,031,427	
Expenses		\$0.00
Accounting	\$ 259,614	\$0.00
Advertising & Marketing	\$ 701,171	\$0.00
Dues & Subscriptions	\$ 154,106	\$0.00
G&A	\$ 17,407	\$0.00
Internet	\$ 463,245	\$0.00
Legal & Professional Services	\$ 519,584	\$0.00
Miscellaneous	\$ 839,296	\$0.00
Outside Services	\$ 5,500,973	\$0.00
Payroll Expenses	\$ 5,509,922	\$0.00
Reimbursable Expenses	\$ 1,084,422	\$0.00
Rent & Lease	\$ 1,422,179	\$0.00
Repairs & Maintenance	\$ 990,475	\$0.00
Taxes & Licenses	\$ 122,672	\$0.00
Utilities	\$ 1,301,401	\$0.00
Foreign exchange (gain) loss	\$ 192	\$0.00
Depreciation and amortization	\$ 537	\$0.00
Total Expenses	\$ 18,887,194	\$0.00
Net Operating Income	\$ 36,144,233	\$0.00
Net Income	\$ 36,144,233	\$0.00

GAENSEL ENERGY GROUP, INC.
CONSOLIDATED CASH FLOW FOR PERIOD ENDING
December 31, 2021

	<u>12/31/2021</u>	<u>12/31/2020</u>
OPERATING ACTIVITIES		
Net Income	36,144,233	\$0.00
Adjustments to reconcile Net Income to Net Cash provided by operations:	\$0.00	\$0.00
Depreciation		
Effects of Foreign Exchange Rate Changes on Cash	\$3,305,496.01	\$0.00
A/R	\$3,205,537.93	\$0.00
Inventory Asset	\$6,938,798.26	\$0.00
Prepayments and Deposits	\$4,161,593.50	\$0.00
Returns & Allowances	\$257,989.22	\$0.00
FF&E	\$3,160,450.89	\$0.00
A/P	\$7,489,886.53	\$0.00
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	(\$13,024,000.84)	\$0.00
Net cash provided by operating activities	\$23,105,900.14	\$0.00
INVESTING ACTIVITIES		
Deffered Development Costs	(\$810,039.00)	\$0.00
Investments / Acquisitions	\$13,058,249.93	\$0.00
Net cash provided by investing activities	\$12,248,210.93	\$0.00
FINANCING ACTIVITIES		
Notes	\$13,216,566.55	\$0.00
Accumulated Deficit	(\$37,107,780.67)	\$0.00
Net cash provided by financing activities	(\$23,891,214.12)	\$0.00
Net cash increase for period	\$11,477,228.95	\$0.00
Cash at beginning of period***	0	\$0.00
Cash at end of period	\$11,477,228.95	\$0.00

****The beginning cash balance is based on consolidated financials of the entities which acquired during the Fiscal Year 2021.

Gaensel Energy Group, Inc.						
STATEMENT OF SHAREHOLDERS EQUITY						
For The Period Ended 31 December 2021						
	Common	Preferred Series	Capital	Treasury	Retained	Total
	stock	A	reserve	stock	earnings	
	USD in million					
Balance at 31 December 2020	145,829,942	1,000,000	-	-	-	146,829,942
Issue of bonus shares	-		-	-	0	0
Issue of new shares	178,264,815	0	-	-	-	0
Net income	-	0	-	-	0	0
Transfer to capital reserve	-	0	-	-	0	0
Dividends	-	0	-	-	0	0
Share buyback	-	0	-	-	-	0
Reversal of revaluation	-	0	-	-	0	0
Balance at at 31 December 2021	324,094,757	1,000,000	-	-	-	321,094,757

NOTES TO FINANCIAL STATEMENTS

Note 1. Organization, History and Business

The Issuer were founded in March 28, 1994 and its name was National Health Scan, Inc.. On February 27, 2006 the name was changed to Global Monitoring Systems, Inc. and On November 18, 2014 the name was returned to National Health Scan, Inc. In February 2015, the name was changed to the current name, Gaensel Energy, Group, Inc.

Note 2. Summary of Significant Accounting Policies

Revenue Recognition

Revenue is derived from contracts with our consumers. Revenue is recognized in accordance with ASC 605. As such, the Company identifies performance obligations and recognizes revenue over the period through which the Company satisfies these obligations. Any contracts that by nature cannot be broken down by specific performance criteria will recognize revenue on a straight-line basis over the contractual term of period of the contract.

Accounts Receivable

Accounts receivable is reported at the customers' outstanding balances, less any allowance for doubtful accounts. Interest is not accrued on overdue accounts receivable.

Allowance for Doubtful Accounts

An allowance for doubtful accounts on accounts receivable is charged to operations in amounts sufficient to maintain the allowance for uncollectible accounts at a level management believes is adequate to cover any probable losses. Management determines the adequacy of the allowance based on historical write-off percentages and information collected from individual customers. Accounts receivable are charged off against the allowance when collectability is determined to be permanently impaired.

Stock Based Compensation

When applicable, the Company will account for stock-based payments to employees in accordance with ASC 718, "Stock Compensation" ("ASC 718"). Stock-based payments to employees include grants of stock, grants of stock options and issuance of warrants that are recognized in the consolidated statement of operations based on their fair values at the date of grant.

The Company accounts for stock-based payments to non-employees in accordance with ASC 505-50, "Equity-Based Payments to Non-Employees." Stock-based payments to non-employees include grants of stock, grants of stock options and issuances of warrants that are recognized in the consolidated statement of operations based on the value of the vested portion of the award over the requisite service period as measured at its then-current fair value as of each financial reporting date.

The Company calculates the fair value of option grants and warrant issuances utilizing the Binomial pricing model. The amount of stock-based compensation recognized during a period is based on the value of the portion of the awards that are ultimately expected to vest. ASC 718 requires forfeitures to be estimated at the time stock options are granted and warrants are issued to employees and non-employees, and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The term "forfeitures" is distinct from "cancellations" or "expirations" and represents only the unvested portion of the surrendered stock option or warrant. The Company estimates forfeiture rates for all unvested awards when calculating the expense for the period. In estimating the forfeiture rate, the Company monitors both stock option and warrant exercises as well as employee termination patterns. The resulting stock-based compensation expense for both employee and non-employee awards is generally recognized on a straight-line basis over the period in which the Company expects to receive the benefit, which is generally the vesting period.

Loss per Share

The Company reports earnings (loss) per share in accordance with ASC Topic 260-10, "Earnings per Share." Basic earnings (loss) per share is computed by dividing income (loss) available to common shareholders by the weighted average number of common shares available. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. Diluted earnings (loss) per share has not been presented since there are no dilutive securities.

Cash and Cash Equivalents

For purpose of the statements of cash flows, the Company considers cash and cash equivalents to include all stable, highly liquid investments with maturities of three months or less.

Concentration of Credit Risk

The Company primarily transacts its business with one financial institution. The amount on deposit in that one institution may from time to time exceed the federally insured limit.

Depreciation

Equipment is stated at cost less accumulated depreciation. Major improvements are capitalized while minor replacements, maintenance and repairs are charged to current operations. Depreciation is computed by applying the straight-line method over the estimated useful lives, which are generally three to five years.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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.

Business segments

ASC 280, "*Segment Reporting*" requires use of the "*management approach*" model for segment reporting. The management approach model is based on the way a company's management organizes segments within the company for making operating decisions and assessing performance. The Company determined it has one operating segment as of December 31, 2021.

Income Taxes

The Company accounts for its income taxes under the provisions of ASC Topic 740, "Income Taxes." The method of accounting for income taxes under ASC 740 is an asset and liability method. The asset and liability method requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of temporary differences between tax bases and financial reporting bases of other assets and liabilities.

Recent Accounting Pronouncements

The Company continually assesses any new accounting pronouncements to determine their applicability to the Company. Where it is determined that a new accounting pronouncement affects the Company's financial reporting, the Company undertakes a study to determine the consequence of the change to its financial statements and assures that there are proper controls in place to ascertain that the Company's financials properly reflect the change. The Company currently does not have any recent accounting pronouncements that they are studying, and feel may be applicable.

Note 3. Income Taxes

Deferred income tax assets and liabilities are computed annually for differences between financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities.

The effective tax rate on the net loss before income taxes differs from the U.S. statutory rate as follows:

12/31/2021

U.S statutory rate	21.00%
Less valuation allowance	-21.00%
Effective tax rate	0.00%

The significant components of deferred tax assets and liabilities are as follows:

12/31/2021 Deferred tax assets

Net operating losses	\$	(\$0)
Deferred tax liability		
Net deferred tax assets		\$0)
Less valuation allowance		0)
Deferred tax asset - net valuation allowance	\$	0

The Company adopted the provisions of ASC 740-10-50, formerly FIN 48, and “Accounting for Uncertainty in Income Taxes”. The Company had no material unrecognized income tax assets or liabilities as of December 31, 2021.

The Company’s policy regarding income tax interest and penalties is to expense those items as general and administrative expense but to identify them for tax purposes. During the period ending December 31, 2021 there were no income tax, or related interest and penalty items in the income statement, or liabilities on the balance sheet. The Company files income tax returns in the U.S. federal jurisdiction and Nevada state jurisdiction. We are not currently involved in any income tax examinations.

Note 4. Related Party Transactions None.

Note 5. Stockholders’ Equity

Common Stock

The holders of the Company's common stock are entitled to one vote per share of common stock held.

As of December 31, 2021, the Company 324,094,757 shares issued and outstanding.

Preferred Stock

The holder of the Series A Preferred Stock are entitled to 10,000,000 share votes for each share of Series A Preferred Stock.

As of December 31, 2021, the Company has 1,000,000 shares of Preferred Series A Stock outstanding

Note 6. Commitments and Contingencies *Commitments:*

The Company currently has no long term commitments as of our balance sheet date. *Contingencies:*
None as of our balance sheet date.

Note 7 – Net Income (Loss) Per Share

The following table sets forth the information used to compute basic and diluted net income per share attributable to Gaensel Energy Group, Inc. for the period ending June 30, 2021.

12/31/2021

	\$
Net Income (Loss)	<u>\$2,305,231.62</u>
Weighted-average common shares outstanding basic:	\$.0071
Weighted-average common stock	324,094,757
Equivalents	
Stock options	0
Warrants	0
Convertible Notes/Preferred Stock	0
Weighted-average common shares Dilutive	\$.0071

Note 8. Notes Payable

Notes payable consist of the following for the periods ended;		12/31/2021
working capital notes with no stated interest rate. Note is payable on demand .	\$	0
Total Notes Payable Long Term Deferred Debt		\$18,316,934.52
Less Current Portion		(0)
Long Term Notes Payable	\$	\$18,316,934.52

Note 9. Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. Currently, the Company has limited operating history and has incurred operating losses, and as of the period ending December 31, 2021, the Company had an accumulated deficit.

These factors raise substantial doubt about the Company's ability to continue as a going concern. Management believes that the Company's capital requirements will depend on many factors including the success of the Company's development efforts and its efforts to raise capital. Management also believes the Company needs to raise additional capital for working capital purposes. There is

no assurance that such financing will be available in the future. The conditions described above raise substantial doubt about our ability to continue as a going concern. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 10. Subsequent Events

On October 28, 2020, the Issuer finalized its agreement for 80% of VR Metro Studio LLC, <https://metrovrstudios.com>), of Boston, Massachusetts. Metro VR Studios is an independent VR development company located in Boston, Massachusetts focused on developing high- quality, character-driven action & adventure games for virtual reality on Oculus, Vive and PS4.

On October 28, 2020, the Issuer completed an Agreement with Petit Chateau, S.R.L. for a majority ownership in the Company and its significant green energy projects in Italy and the additional of Mr. Labianca to our Board. The management provided the Issuer with updates which we reported for contracts being completed prior to the end of the Fiscal year. Unfortunately, the majority shareholder of Petit Chateau, S.R.L., founder Michael Labianca and his family have not provided any communication with the Issuer since January 2021. As of June 30, 2021, the Issuer has terminated the agreement with Petit Chateau, S.R.L, and did not issue the shares pursuant to the written agreement. In the meantime, the Issuer acquired the majority interest in Filmilan SRL, Italy which is developing the similar contracts in Italy. The management of Filmilan are working to continue the dialog with the remaining management of Petit Chateau and potentially revitalize the agreements with the Issuer directly or through Filmilan.

In the 4th Quarter of 2021, all joint ventures with Filmilan and Petit Chateau were terminated. The Issuer had facilitated two additional contracts into our joint venture. The Issuer's management believe these contracts will generate a substantial revenue in 2022 to compensate for Filmilan/Petit agreements.

On January 15, 2021, the Issuer finalized its agreement for an initial 30% with an option for an additional 20% of SSCB Swiss Stem Cell Biotech, Switzerland, <https://www.sscb-stembiotech.com/en/>. SSCB was founded as a private bank for the cryopreservation of human stem cells obtained from blood and cord tissue for both autologous and allogeneic intra-family use. SSCB also allows the preservation of stem cells from adipose tissue. These cells have great potential in regenerative medicine, thanks to their ability to differentiate into numerous cell types and thus reconstruct many compromised tissues and organs. SSCB operates in the field of cellular therapies with specialization in the collection, purification, characterization, processing and storage of stem cells for therapeutic and aesthetic uses and for the development of new experimental protocols. Thanks to the constant commitment in biotechnology in the cellular field, over the years a highly specialized know-how and cutting-edge methods in the processes, quality and safety of stem cell storage and release have been developed.

On January 15, 2021, the Issuer finalized its agreement for an initial 30% with an option for an additional 20% of Re-You Suisse, Switzerland, <https://reyousuisse.com/>. RE-YOU SUISSE is an innovative Swiss start-up that brings the excellence of regenerative medicine throughout Europe. RE-YOU SUISSE deals with regenerative medicine, a branch of medicine that aims to repair damaged tissue through cell regeneration and not replacement. It is based on the use of stem cells, which are distinguished from other cells because they have the ability to regenerate and specialize. The know-how of RE-YOU SUISSE allows the creation of centers for regenerative medicine treatments based on the use of stem cells, aesthetic medicine and plastic surgery, orthopedics, cosmetics and nutrition.

On January 17, 2021, the Issuer finalized its agreement for 65% % of Simeti Group Limited, <https://www.simeti.co.uk/>, Czech Republic and London, England, which includes all of Simeti's technology, intellectual property and subsidiaries. Gaensel groups has also announced that it will provide more details during the rollout period. Simeti's solutions included, but are not limited to: wind turbines installed on the building roofs, PV⁷ panels on the rood, water treatment, LENR⁸ cells (battery storage), and a highly portable energy container.

On January 17, 2021, the Issuer finalized its agreement to acquire 10% of ILDA AG Investment Ltd, <http://ildaag.eu/>, London, England. ILDA is an International Conglomerate for Commodities. The Company primary business consists of over 100 years in Coffee and Cacao throughout Colombia and South America, ILDA has extensive networks for other products in

South America including petroleum, live stock, renewable energy and shipping. Gaensel Energy and ILDA Investments have developed a mutual investment to manage the Coffee Division and long term trading of Coffee Commodities

On January 21, 2021, the Issuer finalized its agreement for 50% of Oversky SL, <http://www.oversky.es/>, Tenerife, Spain, including its intellectual property. Oversky has been actively developing and producing a wide range of products and services in the digital marketing sector. The company aims to offer a functional and flexible strategic vision that could thrive in a constantly changing environment. Oversky mainly focuses on mobile marketing, online engagement, communication assessment, performance marketing, advertising and planning, and database building. The company works with some huge names, such as Vodafone, Ikea, Enel, Mercedes-Benz, Nissan, and Nestle. Oversky is based in Los Realejos, Tenerife, Spain.

On January 21, 2021, the Issuer finalized its agreement for 50% of Officina Della Cialda, SRL, <https://officinadellacialda.it/>, Verolanuova, Italy. OFFICINA DELLA CIALDA born in 2016 from the passion for the Italian coffee. It produces and distributes capsules and waffles with selected and excellent coffee mixtures. OFFICINA DELLA CIALDA is well known for the unique aromas and flavors that only Italian roasting can boast. OFFICINA DELLA CIALDA offers capsules and waffles that can conserve coffee aroma and preserve quality. In 2019 the Company acquired a B2B web portal waffles (www.caffecenter.it) with an average sale on line to more than 1,200 retailer customers just in Italy.

On January 29, 2021, the Issuer finalized its agreement for 50% of Angelo Caroli SRL, <https://angelocaroli.com/it/>, Milan, Italy. Angelo Caroli operated in the luxury made-in-Italy sector, developing and marketing a diverse array of products, such as fragrances, skincare products, eyeglasses, personal shoes, and others. Angelo Caroli, the founder of the company, has more than a decade of experience in the industry. Since 2000, the company has opened multiple wellness centers at various prestigious hotels around the world. In 2010, the company launched its own cosmetic line. Angelo Caroli has recently announced that they are prepared to enter the prestigious Middle Eastern markets, more specifically, the United Arab Emirates, where it will showcase the entire collection of luxury products, including scented candles, amenities for hotels, skincare, home fragrances, hair care, exclusive fragrances, and other. Marriott corporation in February of 2021 has signed with Angelo Caroli to carry its amenities for hotels in its presidential suites in Egypt.

On February 13, 2021, , the Issuer finalized its agreement for 50% of Europa93 SRL, <http://www.europa93.com/>, Milan, Italy. Europa 93 Coffee Industry is synonymous with capsules, coffee blends and much more. Sergio Dalla Riva is, in 1973, one of the pioneers in Italy in the automatic distribution sector. In 1993, thanks to the experience gained, he founded the company which is among the first to offer coffee, infusions and solubils in capsules. Europa 93 is able to provide a complete service to its Customers: from the roasting of coffee, to the production of coffee capsules with the relative customization of the capsules, up to the production of machines for domestic and professional use. The rapid and constant evolution of the market has led us to expand the proposed range, including the most popular capsule formats on the market today.

On February 20, 2021, , the Issuer finalized its agreement for 50% of Suite 110 , Milan, Italy. Suite 110 SRL provides a complete CRM management, sales and marketing system, encrypted cloud storage for secure documents, project management and a host of other features that provide businesses with a platform that simplifies operations in a single secure platform.

On February 20, 2021, , the Issuer finalized its agreement for 50% of Forom SRL, Milan, Italy. FOROM srl operates in particular in the advanced tertiary sector of civil construction, with acquisitions in the form of GENERAL CONTRACTOR by virtue of proven performance, aimed at total quality and maximum speed in execution time.

On February 20, 2021, , the Issuer finalized its agreement for 50% of Italpose SRL, Milan, Italy. Ital Pose srl is a traditional construction company specialized on renovation of buildings and commercial real estate. The company is organized with a project department, construction team and financial support assistance to clients that are looking for new energy complementary grants and financing.

On February 26, 2021, , the Issuer finalized its agreement for 50% of Bottega Del Caffè SRL, <https://www.bottegedelcaffe.net/>, Milan, Italy. Bottega del caffè is the new E-Commerce of Bottega Del Caffè SRL dedicated to the retail and wholesale of coffee pods and coffee capsules and hot drinks of the best brands, both original and compatible with the addition of its own brand that enhances quality and convenience. Bottega del caffè SRL operates in the e-commerce sector both as a private supplier for the user and as a sole supplier to other owners of coffee shops, guaranteeing affordable prices. Compatible pods and capsules of the most important brands on the market are available, such as Nescafé, Nespresso, Illy, Bialletti, Kimbo, Gimoka, Borbone, Toda, Caffitaly and Bottega del caffè.

On March 23, 2021, the Issuer finalized an agreement with ISCOM SPA, a holding company based in Pescantina, Italy. Subsequent to the agreement, the Issuer, Gaensel Energy Group Inc., in order to avoid possible financial undisclosed risks and incurred encumbrances, acquired control of the following ISCOM's related activities:

BioEnerzyne, an "innovative start-up" that develop the research of enzymes and plants, including microalgae, specifically designed to meet the needs in several manufacturing sectors BioEnerzyne's first product is CELL-GAS, a special mix of thermostable cellulolytic enzymes produced from microalgae and specifically designed for the biogas production.

Flowers Lab, a Biofarm developing the bio culture of medical CBD on 40 hectares of land, based in Sud Italy. The 2 agricultural structures are completed of last generation of management and selections of the production, including a lab for research and quality control.

Zuc Energy, design and create ORC modules using the more advances simulations, also with CAM and CAD software. Zuc Energy's modules are realized based on the energetic need's of every single project.

Flowers Trade, a marketing and distribution entity of selected Organic medical CBD to pharmacies and authorized buyers.

On June 30, 2021, the Issuer sold 50% of BioEnerzyne and Zuc Energy for \$3,000,000 in marketable common stocks and a funding commitment for a private placement memorandum for up to \$2,500,000 for continued investment in BioEnerzyne and Zuc Energy by Hydro Power Technologies, Inc. of Canada.

On May 25TH, 2021, the Issuer signed a Memorandum of Understanding and a preliminary purchase agreement to acquire a hydro-power plant Company, OTRO Idroelettrica Srl, as part of a business plan to set-up mining operation for Crypto by using the Green energy that will be generated by the plant. "BitGoGreen" is the name of the overall initiative by GEGR which will cover the energy production and the Crypto operation. In this way, GEGR will enter in one of the key-tech areas of development for the coming years with a sustainability approach to reduce at minimum terms the impact on climate change. The full project will start with the completion of 3MW, 100% powered with environmentally friendly hydro power energy plant in Italy over the coming months which will support the Crypto mining operations and this business model will be expanded also in other locations. The acquisition of the entities will be paid in existing common stock shares of Gaensel Energy Group, Inc. and not create any dilution to existing shareholders. The parties are finalizing the Due Diligence and the obtaining of all local permits to complete the plant that already absorbed over Five Million USD (\$5,000,000) of investment so far.

On June 22, 2021, the Issuer completed an agreement where the Issuer will purchase the majority control of a newly formed SPAC, Enjoy St.Moritz TV AG. Enjoy St.Moritz TV AG, <https://www.enjoystmoritz.ch/>, Is television and media production company headquarter in St Mortiz, Switzerland. Enjoy St.Moritz TV AG will own the intellectual property, trademarks, and assets of St.Moritz TV. St Moritz TV is now a cable partner with Swisscom TV. In October 2021, the Company did not complete the proposed agreement with Enjoy St. Moritz TV AG. The Issuer assisted in arranging a third party advance to the principals, however, no shares of stock was provided to the Issuer and the agreement was not finalized.

On July 18, 2021, the Issuer acquired 60% of Esarc-Hi-Tech, Milan, Italy, <http://www.esarc.com>. Esarc Hi-Tech Srl, established more than 30 years ago, and since 2002 has been dedicated to the development of innovative audio systems and invisible loudspeakers that use magnetostrictive technology. In the shareholding structure there are entrepreneurs with decades of experience and proven successes in leading hi-tech companies.

On September 28, 2021, the Issuer acquired 40% of Automecc SRL, <http://www.automecc.it/>, was founded in 2020 by the owner Mr. Carlo Mattei, who has over thirty years of work experience in the production and management of components for machinery dedicated to the various industries.

On November 17, 2021, the Issuer entered into agreements for the 100% acquisition of Curatio Life Sciences, Inc., a California based homeopathic health company with hemp and cbd based products. The Issuer issued 10,000,000 shares of common stock for the acquisition.

