

The Company received the following proposed MOU. The company's legal counsel is reviewing the MOU. However, the company's board of directors initially believes that it's not in the best interest of the company to pursue this MOU as there are no enforceable commitments, the counter party is not a company that has been formed in Nevada, and the signatures from the company are not officers or directors of the company. However, the company and its legal counsel will continue to explore and investigate the MOU. We wanted to provide the proposed MOU for shareholders to review to maintain transparency.

MERGER TRANSITION
PROCESSES
AS IT RELATES TO THE ENHANCED CORPORATE
STRATEGY PLAN AND RAISE OF CAPITAL
FOR VTXB

MEMORANDUM OF UNDERSTANDING

By and Between

VORTEX BRANDS CO.
AND SUBSIDIARIES
(a Colorado corporation)

For the Purpose of Acquiring

CONTROLLED ENERGY, INC. DBA
CONTROLLED ENERGY PARTNERS
(a Nevada Corporation)

MERGER ACQUISITION TRANSITION PROCESSES
PROCEEDURES MOU

This Merger Acquisition Transition Summary Procedures MOU of CONTROLLED ENERGY, INC. DBA CONTROLLED ENERGY PARTNERS dated as of DECEMBER 22, 2022 (the **“VTXB & CONTROLLED ENERGY MERGER MOU”**) is by and among VORTEX BRANDS Co. a Colorado Corporation (**“VTXB” or the “Company”**) under the direction of the Company and its controlling shareholders owning 100% of SuperVoting Preferred Series C Stock (see **Annex “A”**), and the individuals holding 100% of the Shares in **CONTROLLED ENERGY, INC. DBA CONTROLLED ENERGY PARTNERS**, a Nevada based C Corporation company and its wholly or majority owned subsidiary corporations and operations listed herein, if any, one or more, collectively (**“CONTROLLED ENERGY” or “CE”**).

WHEREAS, CONTROLLED ENERGY currently owns marketing assets, investor relationships, the contracts (or exclusive ability to acquire private market assets at an extreme discount to market), and is presently a holding company for such prospective acquisitions which are listed on Exhibit A attached hereto. Business operations at present for CONTROLLED ENERGY are provided through its prospective majority owned subsidiary operations and or member interests which include but are not limited to businesses involved in one or more oil field services and management, construction including remediation management for production and reprocessing of fossil fuels into energy or consumable form, existing producing natural resource portfolios that are cash flow generating, and related operations (the **“Contracts” or “Prospective Acquisitions”**). These marketing assets, investor relationships, contracts and prospective acquisition operations oversight are through CONTROLLED ENERGY. The plan of business initially is focused on, as outlined in greater detail below, (1) Raising both the enterprise value and the necessary funds to fully effectuate the PAS System from TRIPAC SYSTEMS into a commercialized product in market, (2) Through a diversified mandate which includes targeted acquisition of natural gas producing portfolios in select regions as agreed upon by the Board of Directors, and (3) Through the acquisition of oil and gas service field companies with the intent of developing inhouse trade crews (4) while creating multiple scalable and / or divestible service company assets.

WHEREAS, the sole CONTROLLED ENERGY Shareholder shall indicate on signature page herewith their ownership interests and percentages which represent the 100% of the issued and outstanding common shares of CONTROLLED ENERGY Corporation. on a fully diluted basis; and

WHEREAS, to accomplish continuity for becoming public appropriately through share exchange merger acquisition processes with the Company as contemplated herein, CONTROLLED ENERGY agrees that it will immediately ensure C Corporation status so that shares may be exchanged.

WHEREAS, (i) the CONTROLLED ENERGY Shareholders and Stakeholders believe it is in the best interests of CONTROLLED ENERGY and its shareholders and stakeholders to exchange 100% of the Shares of CONTROLLED ENERGY (the **“CONTROLLED ENERGY Shares”**) for i) 50% of the currently issued and outstanding voting preferred Stock in VTXB, by certain consenting stockholders, included and designated in the Securities Purchase Agreement attached on Exhibit A hereto, ii) in addition to a mutually agreeable restricted common share award of VTXB stock to the Shareholders of CONTROLLED ENERGY as consideration for the future execution of investments into the company and execution of the agreed upon revised corporate strategy. The Company believes it is in its best interest of its stockholders to acquire the 100% interests in CONTROLLED ENERGY in exchange for issuance of hereinabove stated Consideration, collectively, all upon the terms and subject to the conditions set forth in this **Merger Acquisition Transition Summary Procedures MOU (the “VTXB & CONTROLLED ENERGY MERGER MOU”)**; and

WHEREAS, it is the intention of the parties that: (i) the Share Exchange shall qualify as a tax-free reorganization under Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended (the “**Code**”); and (ii) the Share Exchange shall qualify as a transaction in securities exempt from registration or qualification under the Securities Act of 1933, as amended (the “**Securities Act**”); and

NOW, THEREFORE, in consideration of the mutual terms, conditions and other agreements set forth herein, the parties hereto agree to the following transition processes / procedural points, including but not limited to the following:

1. Review / Sign Attached Preferred Securities Purchase Agreement. Issuance of Series C SuperVoting preferred stock to be released at closing in conjunction with the terms listed in Section 1.a. of the Securities Purchase Agreement to become attached on Annex “A” hereto.
2. Completion for review of the definitive **Merger Acquisition Transition Summary Procedures MOU** for review and signatures as required. This document will have sections related to exchange of CONTROLLED ENERGY shares for VTXB shares, appointments of directors, officers and consultants at the closing, representations and warranties for both VTXB and CONTROLLED ENERGY, indemnification, obligations, organization notes and structure, compliance with laws, miscellaneous provisions, and most all standard contract provisions appropriate to the merger acquisition.
3. Structuring of new management and transition assistance and arrangements to be discussed for providing services from existing management. Review of the timing windows to accomplish tasks prior to, during and after closing. Review all business development preparation and objectives.. These discussions and decisions shall be listed and attached on Exhibit “D” hereto.
4. Discussion with technical and accounting / legal consultants for OTC compliance and current futures objectives and timings for reporting purposes.
5. Review of all accounting processes and procedures and software accessibility.
6. Review and mutual approval of all considered initial press releases to come and objectives going forward.
7. Restructure subsidiary companies moving VTXB entity with irrevocable right to purchase all components necessary to effectuate the PAS System from Tripac Systems down to subsidiary investment company, along side clean energy field service company acquisition subsidiary and clean energy exploration and production acquisition subsidiary,
8. Assign board member shares to agreed upon investor relationships
9. Execute LOI and MOU with Anchor Investor to file Reg A Tier 1 with \$15.-\$20.0M commitment for to be agreed upon percentage
10. Execute LOI and close on convertible debt investor up to \$5.0M to be deployed as follows \$3.0M to acquire at least 50% of the first Oil and Gas Field Service Company for full reporting purposes, with at least \$1.0M investment into VTXB entity with irrevocable right to purchase all components necessary to effectuate the PAS System from Tripac Systems, and remaining \$1.0M into general working capital / marketing and legal compliance operations
11. Create new acquisition entity and execute MOU to purchase first energy field services company (currently generating \$20.0M in annual revenue; \$2.5M EBITDA - current deal on table to acquire 50% for \$3.0M) and take out press release
12. Create new acquisition entity and execute MOU to purchase Westmoreland gas or an equivalent natural gas exploration and production portfolio (~\$25.0M annual revenue; \$18.0M EBITDA, \$180M in future revenue undiscounted, Tier 2 & 3 acreage in the Marcellus and Appalachian basin alongside HG Energy)
13. Facilitate debt in both transactions and negotiate cash vs stock consideration to determine total capital requirements (equity vs debt vs share exchange)
14. Close entire Reg A Tier 1 \$20.0M offering and simultaneously after first tranche begin Reg A tier 2 offering for \$55.0M and / or S-1 preparation, while completing the appropriate uplistings as decided by the Board of Directors and as directed by the Company’s designated Investment Bank (ideally Seaport Global Secured or Bank of America’s Investment Banking Division or an equivalent to either)

IN WITNESS WHEREOF, the parties hereto have executed this **VTXB & CONTROLLED ENERGY MERGER MOU** as of the date first above written.

VORTEX BRANDS CO. (VTXB)

By: Cecilia Widner-White
Title: Director, Investor

By: Robert Widner
Title: Director

CONTROLLED ENERGY, INC. DBA CONTROLLED ENERGY PARTNERS (CE)

By: Josh Cohen
Title: Director, Investor

**SHAREHOLDERS
OF
CONTROLLED ENERGY PARTNERS Corporation
PRIOR TO EXCHANGE WITH VORTEX BRANDS CO.**

<u>Shareholder Name</u>	<u>Ownership Amount - Percentage</u>
1. JOSH COHEN / CONTROLLED CAPITAL 347 RIDGE LN, MILL NECK, NY 11765 (917) 584-7042	100%

UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS

Approved by the Board of Directors via unanimous consent, and acting pursuant to Colorado Revised Statutes, further waiving herewith all notice of time, place and purposes of a meeting of the Board of Directors of the Corporation, hereby have given consent herewith, agree and confirmed to the adoption of the hereinabove listed **Merger Acquisition Transition Summary Procedures MOU To Merge with CONTROLLED ENERGY, a Nevada Corporation presently** and terms therein between VORTEX BRANDS CO. and CONTROLLED ENERGY and further confirmed by the Secretary of VORTEX BRANDS CO. to be effective the **xx** day of December, 2022

By: Cecilia Widner-White
Its: Director, Investor

By: Robert Widner
Its: Director

ANNEX “A”

**SECURITIES TRANSFER AGREEMENT
DATED DECEMBER XX, 2022**

For

PREFERRED SERIES C STOCK

And

COMMON STOCK

TO BE AWARDED TO THE SHAREHOLDERS OF CONTROLLED ENERGY

EXHIBIT “D”

Employment, Advisory, Consulting Agreements or Arrangements

[ATTACHED ON COMPLETION HERETO]