



Alternative Reporting Standard:

Pink® Basic Disclosure Guidelines

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 ("Exchange Act") as well as Rule 144 of the Securities Act of 1933 ("Securities Act"), and state Blue Sky laws, require issuers to provide current information to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Pink Basic Disclosure Guidelines ("Guidelines").¹ These Guidelines set forth the disclosure obligations that make up the "Alternative Reporting Standard" for Pink companies. These Guidelines have been designed to encompass the "Catch All" information required in Rule 15c2-11,² however they have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.³

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice. The information provided by companies under these Guidelines is subject to our [Privacy Policy](#).

Pink Current Information Tier

Companies that make the information described below publicly available on a timely basis may qualify for the Current Information Tier.

Qualification Process:

1. **Subscribe to the OTC Disclosure & News Service:** by submitting an application through [Gateway](#). Allow OTC Markets 2-4 weeks of application processing time.
2. **Upload Initial Disclosure:** Upload the following documents through OTCIQ:
 - **All Quarterly Reports** for Current Fiscal Year – must include Disclosure Statement and Financial Reports listed below
 - **Annual Report** for Most Recently Completed Fiscal Year– must include Disclosure Statement and Financial Reports listed below

¹ This is not legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements.

² Publication of information pursuant to these Guidelines does not guarantee or ensure that the Company will be designated as having "current information" or eligible for public quotations pursuant to Rule 15c2-11 or any other applicable regulation.

³ OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for the Pink Current Information tier.

- **Annual Report** for Prior Completed Fiscal Year – must include Financial Reports listed below
 - **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. (see the fillable form starting on Page 4).
 - **Financial Statements:** Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited. Required financial statements include:
 - Audit Letter, if audited
 - Balance Sheet
 - Statement of Income
 - Statement of Cash Flows
 - Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
 - Notes to Financial Statements
- 3. **Attorney Letter** (only required if not providing audited financials): If financial statements are not audited by a PCAOB registered firm, companies must retain U.S. counsel to review their disclosure and provide a letter to OTC Markets Group with respect to adequate current information by providing the following:
 - **Attorney Letter Agreement:** The attorney must submit a signed Attorney Letter Agreement according to the [Attorney Letter Agreement Instructions](#). The attorney is required to submit an Attorney Letter Agreement for each company that engages the attorney for the purpose of providing this Letter.
 - **Attorney Letter:** After a qualified attorney reviews the Disclosure Statement, upload the "Attorney Letter With Respect to Current Information" in accordance with the [Attorney Letter Guidelines](#) through OTCIQ. Attorney Letters must reference all required reports as set forth in Section 2 above.
- 4. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. Company insiders are defined as the beneficial owner of more than 10% of the outstanding units or shares of any class of any equity security of the issuer.
- 5. **OTC Markets Group Processing of Disclosure:** Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments. Companies will only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
- 6. **Ongoing Disclosure Requirements:** To qualify for Current Information on an ongoing basis, companies must:
 - Upload reports through OTCIQ on the following schedule:
 - Quarterly Report within **45 days** of the quarter end

- Annual Report within **90 days** of the fiscal year end
- Attorney Letter within **120 days** of the fiscal year end
- Maintain a Verified Profile. At least once every six months, review and verify the Company's profile information through OTCIQ.

Pink Limited Information Tier

Companies that make the information described below publicly available through OTCIQ may qualify for the Limited Information Tier.

7. **Annual Financial Statements:** Companies must upload the below financial statements for a completed Fiscal Year within the past 16 months. Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.
 - Audit Letter, if audited
 - Balance Sheet
 - Statement of Income
 - Statement of Cash Flows
 - Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
 - Notes to Financial Statements

8. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. Company insiders are defined as the beneficial owner of more than 10% of the outstanding units or shares of any class of any equity security of the issuer.

9. **Ongoing Disclosure Requirements:** To Qualify for Limited Information on an ongoing basis, companies must:
 - Upload reports through OTCIQ on the following schedule:
 - Annual Report (including the required financial statements outlined in Item 8) within 120 days of the fiscal year end
 - Review and Verify the Company's profile information through OTCIQ at least once every 12 months.

Current Reporting of Material Corporate Events

In addition to the disclosure requirements above, companies are expected to release quickly to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events are considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall

publicly disclose such events by disseminating a news release **within four (4) business days** following their occurrence and posting such news release through an Integrated Newswire or OTCIQ.⁴

Material corporate events include:

- Entry into or termination of a material definitive agreement
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct financial obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities
- Material impairments
- Sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Amendments to articles of incorporation or bylaws; change in fiscal year
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure of investor relations, marketing, brand awareness, and stock promotion activities which might reasonably be expected to materially affect the market for its securities or otherwise deemed material by the issuer
- Changes to the company's shell status
- Other events the issuer determines to be material

⁴ "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcmarkets.com/corporate-services/products/disclosure-and-news-service>

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Exxe Group, Inc.

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

855-285-2285

www.exxegroup.com

info@exxegroup.com

SIC Code: 0001789383

Quarterly Report

For the period ending **December 31, 2022** (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

793,674,315 as of **December 31, 2022**

640,095,768 as of **March 31, 2022**

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control⁵ 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.

Exxe Group, Inc.

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

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):

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

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

⁵ "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.

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

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:

11/15/2021 Oasis ongoing multi-tranche acquisition expected to be completed within 36 months.

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

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

The address(es) of the issuer's principal place of business:

☒ *Check if principal executive office and principal place of business are the same address:*

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

No: ☒ Yes: ☐ If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation
Phone: (469) 633-0101
Email: shelbert@stctransfer.com
Address: 2901 Dallas Parkway Suite 380 Plano, TX 75093

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>AXXA</u>
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>3023C109 (changed from 879296408 on 5/19/2018)</u>
Par or stated value:	\$0.00001
Total shares authorized:	980,000,000 as of date: <u>12/31/2022</u>
Total shares outstanding:	793,674,315 as of date: <u>12/31/2022</u>
Total number of shareholders of record:	185 as of date: <u>12/31/2022</u>

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

Trading symbol:	N/A
Exact title and class of securities outstanding:	Preferred Series A
CUSIP:	N/A
Par or stated value:	\$0.0001
Total shares authorized:	4 as of date: <u>12/31/2022</u>
Total shares outstanding:	1 as of date: <u>12/31/2022</u>
Total number of shareholders of record:	1 as of date: <u>12/31/2022</u>

Trading symbol:	N/A
Exact title and class of securities outstanding:	Preferred Series B
CUSIP:	N/A
Par or stated value:	\$2.50
Total shares authorized:	30,000,000 as of date: <u>12/31/2022</u>
Total shares outstanding:	1,768,754 as of date: <u>12/31/2022</u>
Total number of shareholders of record:	0 as of date: <u>12/31/2022</u>

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Trading symbol:	N/A
Exact title and class of the security:	Preferred Series C
CUSIP (if applicable):	N/A
Par or stated value:	\$2.00
Total shares authorized:	30,000,000 as of date: <u>12/31/2022</u>
Total shares outstanding (if applicable):	16,111,813 as of date: <u>12/31/2022</u>
Total number of shareholders of record (if applicable):	0 as of date: <u>12/31/2022</u>

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

Security Description:

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

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

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

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

Exxe Group has three classes of preferred stock.

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

Series B - can receive dividends if awarded by the company, voting rights equals conversion rights which are: Each share of Series B Preferred Stock shall be convertible into 10 shares of the Corporation's common stock Conversion shall be deemed to be

effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series B Preferred Stock of the holder's intention to convert the shares of Series B Stock, together with the holder's stock certificate or certificates evidencing the Series B Preferred Stock to be converted.

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

All preferred shares have the following liquidation rights: Liquidation Rights. In the event of liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary, subject to the prior rights of the holders of preferred stock shall have a preference such that holders shall be entitled to be paid out of the assets of the Corporation an amount based on \$ 1 per share, adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares (the "Preference Value"), plus all declared but unpaid dividends, for each share of Preferred Stock held. After the payment of the full applicable Preference Value of each share of the Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Common Stock.

There are no other redemption rights.

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

No other rights

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

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

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date December 31, 2020 Common: 496,061,032 Preferred A: 1 Preferred B: 568,754 Preferred C: 14,111,813			*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 canceled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
01/11/21	New Issuance	4,814,814	Common	\$0.0135	No	Tom Beck	Debt conversion	Unrestricted	Reg S
07/01/22	new Issuance	50,000	Pref C	\$2.00	No	Tiberius Vadan	Advisory Agreement	Restricted	144
07/01/22	new Issuance	50,000	Pref C	\$2.00	No	Anna Ivanchenko	Advisory Agreement	Restricted	144
07/01/22	new Issuance	10,000	Pref C	\$2.00	No	Moritz Erbshaeuser	Advisory Agreement	Restricted	144
07/01/22	new Issuance	100,000	Pref C	\$2.00	No	Boris Matsokhin	Advisory Agreement	Restricted	144

07/01/22	new Issuance	15,000	Pref C	\$2.00	No	Andrew Dickinson	Advisory Agreement	Restricted	144
07/01/22	new Issuance	30,000	Pref C	\$2.00	No	Jason Lohre	Advisory Agreement	Restricted	144
01/21/21	New Issuance	5,147,058	Common	\$0.0136	No	Tom Beck	Debt conversion	Unrestricted	Reg S
01/21/21	New Issuance	5,147,058	Common	\$0.0136	No	Tom Beck	Debt conversion	Unrestricted	Reg S
02/23/21	New Issuance	15,762,711	Common	\$0.0236	No	Tom Beck	Debt conversion	Unrestricted	Reg S
04/16/21	New Issuance	17,000,000	Common	\$0.0236	No	Tom Beck	Debt conversion	Unrestricted	Reg S
06/18/21	New Issuance	16,500,000	Common	\$0.025	No	Robert Salna	Debt conversion	Unrestricted	Reg S
09/01/21	New Issuance	12,400,000	Common	\$0.0236	No	Tom Beck	Debt conversion	Unrestricted	Reg S
11/08/21	New Issuance	12,263,095	Common	\$0.021	No	Tom Beck	Debt conversion	Unrestricted	Reg S
10/06/21	New Issuance	12,000,000	Common	\$0.021	No	Mammoth Corp (Brad Hare)	Debt conversion	Unrestricted	144
11/24/21	New Issuance	6,000,000	Common	\$0.021	No	Tom Beck	Debt conversion	Unrestricted	Reg S
12/10/21	New Issuance	7,000,000	Common	\$0.0286	No	Tom Beck	Debt conversion	Unrestricted	Reg S
12/28/21	New Issuance	8,000,000	Common	\$0.021	No	Tom Beck	Debt conversion	Unrestricted	Reg S
02/11/22	New Issuance	10,000,000	Common	\$0.031	No	Tom Beck	Debt conversion	Unrestricted	Reg S
02/28/22	New Issuance	10,000,000	Common	\$0.023	No	Tom Beck	Debt conversion	Unrestricted	Reg S
04/27/22	new Issuance	22,000,000	Common	\$0.0108	No	Mammoth Corp (Brad Hare)	Debt conversion	Unrestricted	144

07/13/22	New Issuance	7,468,259	Common	\$0.0066	Yes	Duane Phillippe	Debt conversion	Unrestricted	Reg S
07/28/22	new Issuance	6,410,256	Common	0.0078	Yes	Duane Phillippe	Debt conversion	Unrestricted	Reg S
08/9/22	new Issuance	32	Common	n/a	No	Roytor & Co RBC Investor Services	TA amendment	Unrestricted	
08/11/22	new Issuance	(2,300,000)	Common	n/a		John Lowy	Canceled		
08/19/22	new Issuance	8,000,000	Common	0.0136	No	Duane Phillippe	Debt conversion	Unrestricted	Reg S
09/7/22	new Issuance	10,000,000	Common	0.01078	Yes	Brian Johnston	Debt conversion	Unrestricted	Reg S
09/16/22	new Issuance	10,000,000	Common	0.010318	Yes	Talgat Ilyasov	Debt conversion	Unrestricted	Reg S
09/30/22	new Issuance	12,000,000	Common	0.0098	No	Duane Phillippe	Debt conversion	Unrestricted	Reg S
10/7/22	new Issuance	20,000,000	Common	0.01	Yes	Brian Johnston	Debt conversion	Unrestricted	Reg S
12/19/22	new Issuance	30,000,000	Common	0.0087	No	Duane Phillippe	Debt conversion	Unrestricted	Reg S
12/19/22	new Issuance	30,000,000	Common	0.0087	No	Duane Phillippe	Debt conversion	Unrestricted	Reg S
Shares Outstanding on Date of This Report: December 31, 2022 Ending Balance Date: December 31, 2022 Common: 793,674,315 Preferred Series A: 1 Preferred Series B: 1,768,754 Preferred Series C: 14,111,813									

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

On 08/09/2022 the Company issued 32 unrestricted common stock shares to Roytor and Co at the request of RBC Investor Services. It was processed by the former Transfer Agent as a correction posted in the Transfer Agent records.

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☐

Yes: ☒ (If yes, you must complete the table below)

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. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
06/20/2018	506,042	1,330,000	0	06/20/2023	conv: 25% off of last day closing	Thomas Beck	Asset purchase
10/15/2018	250,0000	500,000	0	10/15/2023	conv: 25% off of last day closing	Brian John Johnson	Asset purchase
06/20/2018	2,000,000	2,000,000	0	06/20/2023	conv: 25% off of last day closing	Heinz Georg Schreiber	Asset purchase
10/10/2018	3,070,959	2,500,000	570,959	10/10/2022	conv: 25% off of last day closing	Jeff Miller	Asset purchase
12/10/2018	9,538,909	9,500,000	38,909	12/10/2023	conv: 25% off of last day closing	Brian John Johnson	Asset purchase
03/06/2019	4,056,909	4,000,000	56,909	03/06/2023	conv: 25% off of last day closing	Peter Sallade	Asset purchase
03/12/2019	2,531,250	2,500,000	31,250	03/12/2023	Defaulted convertible debt 1:1	Peter Sallade	Asset purchase
11/28/2019	936,910	450,000	486,910	11/28/2021	conv: 25% off of last day closing	Joe Maneza	Asset purchase
01/15/2019	2,531,250	2,500,000	31,250	01/15/2023	conv: 25% off of last day closing	Brian John Johnson	Asset purchase

02/15/2018	24,493	30,000	4,493	02/15/2019	Defaulted convertible debt 1:1	Rinaldo Pierno	Convertible loan
02/27/2018	10,000	5,000	5,000	02/27/2019	Defaulted convertible debt 1:1	Jose Fernandez	Convertible loan
06/20/2018	67,933	60,000	7,933	06/20/2019	conv: 25% off of last day closing	Lucy Pierno	Convertible loan
06/21/2018	265,677	250,000	15,677	06/21/2021	conv: 25% off of last day closing	GPL Ventures (Casmin Panait & Alex Dillon)	Convertible loan
06/21/2018	29,970	26,359	3,611	06/21/2019	conv: 25% off of last day closing	GPL Ventures (Casmin Panait & Alex Dillon)	Convertible loan
06/30/2018	16,800	15,000	1,800	06/30/2019	Default converts at \$0.0001	Niu Jiamin	Convertible loan
07/13/2018	11,172	10,000	1,172	07/13/2019	Conversion into Common at par	1343492 Ontario (Jose Fernandez)	Convertible loan
08/28/2018	5,553	5,000	553	08/28/2019	Default converts at \$0.001	JMV (Julia Tepliski)	Convertible loan
09/18/2018	11,029	10,000	1,029	09/18/2019	Default converts at \$0.0001	Rinaldo Pierno	Convertible loan
02/28/2019	5,867	5,500	367	02/28/2020	Default converts at \$0.001	JMV (Julia Tepliski)	Convertible loan
04/15/2019	4,188,498	4,000,000	188,498	04/15/2022	conv: 35% off of last day closing	Duanne Philippe	Asset purchase
04/15/2019	900,000	900,000	0	04/15/2021	Defaulted convertible debt 1:1	Samuel Serge Abecassis	Asset purchase
04/15/2019	4,031,791	3,000,000	0	04/15/2023	conv: 25% off of last day closing	Talgat Talmasovich Ilyasov	Asset purchase
04/15/2019	5,000,000	5,000,000	0	04/15/2023	conv: 25% off of last day closing	Peter Sallade	Asset purchase
04/15/2019	2,000,000	2,000,000	0	04/15/2023	Defaulted convertible debt 1:1	Peter Sallade	Asset purchase
04/15/2019	4,660	9,200	0	01/15/2020	40% of lowest traded past 10 days	Mammoth Co (Brad Hare)	Convertible loan
06/19/2019	0	5,000	0	12/19/2019	40% of lowest traded past 10 days	Mammoth Co (Brad Hare)	Convertible loan

05/03/2019	320,000	320,000	0	11/03/2020	40% of lowest traded past 10 days	Mammoth Co (Brad Hare)	Convertible loan
06/20/2019	20,811	20,000	811	12/20/2020	Lowest traded in past 30 days	Mikhail Gorbunov	Convertible loan
09/06/2019	7,804	7,500	304	03/06/2021	Lowest traded in past 30 days	Mikhail Gorbunov	Convertible loan
09/24/2019	5,307	5,100	207	03/24/2021	Lowest traded in past 30 days	Ford Allen (Cliff Grossman)	Convertible loan
09/25/2019	241,500	241,500	0	03/25/2021	40% of lowest traded in past 30d	Mammoth Co (Brad Hare)	Convertible loan
08/01/2019	7,568,252	8,100,207	0	08/01/2022	conv: 25% off of last day closing	Duanne Philippe	Asset purchase
12/13/2019	10,037	10,000	0	12/13/2021	Lowest traded in past 30 days	Mikhail Gorbunov	Convertible loan
10/24/2019	11,847,701	10,000,000	0	10/24/2024	conv: 25% off of last day closing	Thomas Beck	Asset purchase
12/18/2019	7,738	7,738	0	06/18/2020	40% of lowest traded past 10 days	Mammoth Co (Brad Hare)	Convertible loan
12/19/2019	66,000	66,000	0	06/19/2021	40% of lowest traded past 10 days	Mammoth Co (Brad Hare)	Convertible loan
04/29/2022	230,000	230,000	0	06/19/2021	40% of lowest traded past 10 days	Mammoth Co (Brad Hare)	Convertible loan
10/24/2019	1,000,000	1,000,000	0	10/24/2024	conv: 25% off of last day closing	Thomas Beck	Asset purchase
08/01/2016	747,973	747,973	0	08/01/2033	conv: 25% off of last day closing	Joe Maneza	Asset purchase
01/05/2020	2,500,000	2,500,000	0	10/24/2024	Defaulted convertible debt 1:1	Yannik Trancher	Asset purchase
06/05/2020	1,800,000	1,800,000	0	06/05/2023	Defaulted convertible debt 1:1	Thomas Beck	Asset purchase
12/18/2020	90,000	90,000	0	10/23/2022	30% of lowest traded past 10 days	Mammoth Corp (Brad Hare)	Convertible loan
03/12/2020	18,000	18,000	0	03/12/2022	Defaulted convertible debt 1:1	Crowmarsh Gifford LLC (Derrick Lefcoe)	Convertible loan

03/30/2021	400,000	400,000	0	03/30/2025	conv: 20% off of last day closing	MarketMediaConnect (Nasir Saeed)	Asset purchase
06/30/2021	33,000	33,000	0	03/31/2023	Defaulted convertible debt 1:1	Crowmarsh Gifford LLC (Derrick Lefcoe)	Convertible loan
11/15/2021	7,500,000	7,500,000	0	11/15/2025	conv: 20% off of last day closing	Heinz Georg Schreiber	Asset purchase
7/01/2022	7,500,000	7,500,000	0	11/15/2025	conv: 20% off of last day closing	Heinz Georg Schreiber	Asset purchase
10/01/2021	150,000	150,000	0	10/01/2023	40% of lowest traded in past 30d	Mammoth Co (Brad Hare)	Convertible loan
03/30/2022	3,000	3,000	0	03/31/2024	conv: 20% off of last day closing	Crowmarsh Gifford LLC (Derrick Lefcoe)	Convertible loan
06/30/2022	18,000	18,000	0	06/30/2024	conv: 20% off of last day closing	Crowmarsh Gifford LLC (Derrick Lefcoe)	Convertible loan
09/30/2022	12,000	12,000	0	06/30/2024	conv: 20% off of last day closing	Crowmarsh Gifford LLC (Derrick Lefcoe)	Convertible loan

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

N/A

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. (Please ensure that these descriptions are updated on the Company's Profile on www.otcm Markets.com).

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

Exxe is a diversified fintech company with assets in the following sectors: agribusiness, digital media, financing, real estate, and software-related technology platforms. Exxe Group looks to acquire controlling equity interests in undervalued assets, taking an active role by providing both capital and traditional financing, as well as operational management expertise.

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

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

C. Describe the issuers' principal products or services.

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

5) Issuer's Facilities

The goal of this section is to provide 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.

Exxe Group, Inc.'s corporate offices are in New York at 1345 Avenue Of The Americas, 2nd Floor New York, NY 10105

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, 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.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide 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.

Names of All Officers, Directors and Control Persons	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	Names of control person(s) if a corporate entity
Eduard Nazmiev	CEO/President/ Chairman Director	1345 Avenue Of The Americas, 2nd Floor New York, NY 10105	1	Preferred A	100%	Pref A shares Co 80% Control
Jason Lohre	Chief Administrative Officer	1345 Avenue Of The Americas, 2nd Floor New York, NY 10105	None	N/A	N/A	N/A
Darla Gullons	Director	1345 Avenue Of The Americas, 2nd Floor New York, NY 10105	None	N/A	N/A	N/A
Joanna Karolina Filipowska	Director	1345 Avenue Of The Americas, 2nd Floor New York, NY 10105	N/A	N/A	N/A	N/A
Peter Sallade	Director	1345 Avenue Of The Americas, 2nd Floor New York, NY 10105	N/A	N/A	N/A	N/A

7) Legal/Disciplinary History

A. 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

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

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

Accountant or Auditor

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

Investor Relations

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

All other means of Investor Communication:

Twitter: _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other]: _____

Other Service Providers

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

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

9) Financial Statements

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

- ☒ IFRS
☐ U.S. GAAP

B. The following financial statements were prepared by (name of individual)⁶:

Name: Eduard Nazmiev
Title: CEO and President
Relationship to Issuer: Director
Describe the qualifications of the person
or persons who prepared the financial statements: Doctor of Economics / PhD/ Professor of Economics

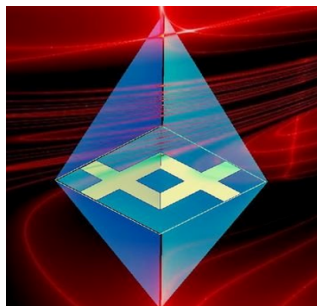
Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- A. Audit letter, if audited;
- B. Balance Sheet;
- C. Statement of Income;
- D. Statement of Cash Flows;
- E. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)

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

F. Financial Notes

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**QUARTERLY REPORT
FOR THE PERIOD ENDING
DECEMBER 31, 2022**

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

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

Ticker symbol: AXXA

**EXXE GROUP, INC.
QUARTERLY REPORT
FOR THE PERIOD ENDING
December 31, 2022**

(Unaudited)

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EXXE GROUP, INC.
Condensed Consolidated Unaudited Balance Sheet
as at December 31, 2022, and March 31, 2022

	Notes	As at December 31, 2022	As at March 31, 2022
ASSETS			
Current assets			
Cash and cash equivalents	2	561,600	258,877
Accounts receivable	2	5,137,791	5,100,659
Inventory		11,169,979	12,357,957
Other current assets		3,552,924	5,175,506
TOTAL CURRENT ASSETS		20,422,294	22,892,999
Fixed Assets			
Land and buildings	6	75,888,719	72,298,242
Less: Accumulated Depreciation		(325,577)	(331,776)
TOTAL FIXED ASSETS		75,563,142	71,966,466
Other Assets			
Long-term receivables	5	12,378,601	12,387,547
Software, Contracts	7	92,747,311	92,747,311
Other long-term assets		125,412	354,997
Goodwill	7	53,075,345	53,075,345
TOTAL ASSETS		254,312,105	253,424,665
LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT)			
Current liabilities			
Accounts payable, trade		3,653,800	6,933,217
Accrued expenses and other current liabilities		7,208,207	7,302,165
Loans payable - related parties	8	3,246,691	5,300,218
Convertible debt - in default	8	262,308	262,308
Short-term or current loans and notes payable	8	4,585,030	3,840,120
TOTAL CURRENT LIABILITIES		18,956,036	23,638,028

Long-term debt	8	49,356,045	56,525,384
TOTAL LIABILITIES		68,312,081	80,163,412
STOCKHOLDERS' EQUITY (DEFICIT)			
Preferred stock:			
Preferred stock series A: par value \$0.0001, 4 authorized and 1 issued and outstanding at December 31, 2022 and March 31, 2022	9	0	
Preferred stock series B: par value \$2.50, 10,000,000 authorized 1,768,754 and 568,754 issued and outstanding at December 31, 2022 and March 31, 2022 respectively	9	4,421,885	4,421,885
Preferred stock series C: par value \$2.00, 15,000,000 authorized and 18,111,813 and 13,211,813 issued and outstanding as at December 31, 2022 and March 31, 2022 respectively	9	32,223,626	32,223,626
Common stock: par value \$0.00001, 680,000,000 and 500,000,000 authorized; 640,095,768 and 526,932,673 issued and outstanding as at December 31, 2022 and March 31, 2022 respectively	9	7,937	6,401
Additional paid-in capital		24,456,612	22,995,168
Minority interest		114,481,972	111,663,024
Accumulated comprehensive income (loss)		(285,544)	(285,544)
Accumulated surplus (deficit)		10,693,536	2,236,693
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)		186,000,024	173,261,253
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		254,312,105	253,424,665

The accompanying notes are an integral part of the financial statements

EXXE GROUP, INC.
Condensed Consolidated Unaudited Statement of Operations
for the Three and Nine Months Ending December 31, 2022, and December 31, 2021

	Three Months Ending December 31,		Nine Months Ending December 31,	
	2022	2021	2022	2021
Revenues	13,464,338	14,181,451	38,154,606	33,900,534
Cost of goods sold	5,192,570	7,451,225	9,561,716	22,604,975
Gross profit	8,271,769	6,730,226	28,592,891	11,295,559
Operating expenses	3,842,624	2,866,952	15,950,864	2,980,302
Selling, general & administrative costs	56,606	67,452	595,852	456,829
Depreciation and amortization	85,284	54,056	255,852	246,752
Total operating expenses	3,984,514	2,988,460	16,802,568	3,683,883
Income (loss) from operations	4,287,255	3,741,766	11,790,323	7,611,676
Other income (expenses)	72,118	97,431	259,087	1,294,348
Financing costs	(139,437)		(463,505)	(145,623)
Other income (expenses)	(21,564)	(448,368)	(310,114)	(2,116,979)
Income (loss) before income taxes	4,198,372	3,390,829	11,275,791	6,643,421
Provision for income taxes				
Net income (loss)	4,198,372	3,390,829	11,275,791	6,643,421
Exchange rate movements				
Comprehensive income (loss)	4,198,372	3,390,829	11,275,791	6,643,421
Gain attributable to non-controlling interest	1,049,593		2,818,948	
Net income attributable to controlling interest	3,148,779		8,456,843	
Net income (loss) per share	0.0058	0.0057	0.0165	0.0141
Weighted average shares outstanding	719,710,679	595,755,135	682,977,502	471,347,352

The accompanying notes are an integral part of the financial statements

EXXE GROUP, INC.
Condensed Unaudited Statement of Changes in Equity
for the Period Ending December 31, 2022, and March 31, 2022

	Preferred Stock		Common stock		Additional	Minority	Other	Retained	
	Amount	Par Value	Amount	Par Value	Paid-in Capital	Interest	Comprehensive Income	Earnings Deficit	Total
Balance as of March 31, 2021	15,685,567	31,655,511	526,932,673	5,269	18,955,660	96,748,024	(285,544)	(8,613,171)	138,465,749
Shares issued for debt conversion			113,163,095	1,132	3,029,508				3,030,640
Shares issued for debt conversion	2,000,000	4,000,000							4,000,000
Increase in minority interest due to new acquisition						13,915,000			13,915,000
Shares issued for new acquisition	1,200,000	3,000,000							3,000,000
Period adjustment	(1,005,000)	(2,010,000)			1,010,000	1,000,000			0
Net income period ended March 31, 2022								10,849,864	10,849,864
Balance as of March 31, 2022	17,880,567	36,645,511	640,095,768	6,401	22,995,168	111,663,024	(285,544)	2,236,693	173,261,253
Shares issued for debt conversion			153,578,547	1,536	1,461,444				1,462,980
Net income period ended December 31, 2022						2,818,948		8,456,843	11,275,791
Balance as of December 31, 2022	17,880,567	36,645,511	793,674,315	7,937	24,456,612	114,481,972	(285,544)	10,693,536	186,000,024

The accompanying notes are an integral part of the financial statement

EXXE GROUP, INC.
Condensed Consolidated Unaudited Statement of Cash Flows
for the Period Ending December 31, 2022, and December 31, 2021

	December 31, 2022	December 31, 2021
Cash flows from operating activities:		
Net (Loss)	11,275,790	7,816,993
<i>Adjustments to reconcile net loss to net</i>		
<i>Cash provided by (used in) operating activities:</i>		
Depreciation and amortization	(6,199)	40,877
<i>Decrease (Increase) in:</i>		
Accounts receivable, net	(28,186)	(2,695,357)
Other Current assets	1,622,582	837,780
Inventories	1,187,978	26,159
Accrued expenses and other current liabilities	(93,958)	3,214,958
Accounts payable, accrued expenses and taxes payable	(3,279,417)	1,364,557
Total adjustment to reconcile net income to net cash	(597,200)	2,788,974
Net cash provided In operating activities	<u>10,678,590</u>	<u>10,605,967</u>
Cash flows from investing activities:		
<i>Increase (Decrease) in:</i>		
Sell (Acquisition) of other long term assets	229,585	335,668
Acquisition of property, plant and equipment	(3,590,477)	(784,749)
Acquisition of Goodwill	-	
Net cash received in investing activities	<u>(3,360,892)</u>	<u>(449,081)</u>
Cash flows from financing activities:		
Loans from related parties	(2,053,527)	(249,198)
Long-term debt	(4,961,448)	(9,885,471)
Proceeds from Issuance of Stock, Net	-	
Net Cash Provided By Financing Activities	<u>(7,014,975)</u>	<u>(10,134,669)</u>
Net Change in Cash	302,723	22,217
Cash at Beginning of Year	258,877	238,328
Cash at End of Period	<u>561,600</u>	<u>260,545</u>

The accompanying notes are an integral part of these financial statements

EXXE GROUP, INC.
Notes to the Condensed Consolidated Unaudited Financial Statements
For the Period Ending December 31, 2022

NOTE 1. NATURE AND BACKGROUND OF BUSINESS

The accompanying consolidated financial statements include Exxe Group, Inc., formerly known as Telecorp, Inc. ('Exxe' or the 'Company'), its wholly-owned subsidiaries and its majority controlling interests in multiple entities and minority in selected startups through its VC holding. The Company was reorganized under the laws of the State of Delaware on August 14, 2017. Exxe is a diversified fintech platform company with assets in real estate, architectural design, agricultural, automotive, medical, media, and trading technology. Exxe Group acquires controlling equity interests in undervalued assets, taking an active role by providing both capital and structured financing, as well as management and technology expertise.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

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

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

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

For the Balance Sheet and Statement of Cash Flows, all highly liquid investments with a maturity of three months or less are considered to be cash equivalents. The Company had no cash equivalents as of December 31, 2022, or December 31, 2021.

Income Taxes

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

Basic and Diluted Net Income (Loss) Per Share

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

Stock-Based Compensation

Codification topic 718 "Stock Compensation" requires that the cost resulting from all share-based transactions be recorded in the financial statements and establishes fair value as the measurement objective for share-based payment transactions with employees and acquired goods or services from non-employees. The codification also provides guidance on valuing and expensing these awards, as well as disclosure requirements of these equity arrangements. The Company adopted the codification upon creation of the Company and will expense share-based costs in the period incurred. The Company has not yet adopted a stock option plan and all share-based transactions and share-based compensation has been expensed in accordance with the codification guidance.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for "Accounting for Derivative Instruments and Hedging Activities". Professional standards generally provide three criteria that,

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

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

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

Fair Value of Financial Instruments

We adopted the guidance of ASC-820 for fair value instruments, which clarifies the definition of fair value, prescribes methods for determining fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value, as follows:

Level 1	Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.
Level 2	Inputs are quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3	Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.
---------	--

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

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

Derivative Liabilities

Derivative financial instruments consist of convertible instruments and rights to shares of the Company's common membership units. The Company assessed that it had no derivative financial instruments as of December 31, 2022 and March 31, 2022.

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

Impact of New Accounting Standards

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

NOTE 3. GOING CONCERN

The Company's financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Based on the current quarterly results, the Company appears to have a level of assets and revenue sources sufficient to cover its operating costs and allow it to continue as a going concern.

While the Company has positive cash flow and has recognized a substantial gain in 2022, there are no assurances the Company can continue to generate a profit or maintain positive cash flow.

As at December 31, 2022, the Company had a working capital surplus of \$1,466,258 after having commenced its plan of operations. The Company's current liquidity resources may not be sufficient to fund its anticipated level of growth of operations for at least the next 12 months from the date these financial statements were issued.

Management has committed to an aggressive growth plan for the Company. The Company's future operations are dependent upon external funding and its ability to execute its business plan, realize sales, and control expenses.

Management believes in its ability to find sufficient funding from additional borrowings and private placements to meet its business objectives including anticipated cash needs for working capital, however, there can be no assurance that the Company will be able to obtain sufficient funds to continue the development of its business operation, or if obtained, upon terms favorable to the Company.

The company's ability to continue operations depends on its ability to repay incurred debts, including short-term debts, and there is no assurance that the Company will be able to obtain financing for those obligations.

The Company's future capital requirements for its operations will depend on many factors, including the ability to generate revenues and its ability to obtain capital. There is no assurance that the Company will be successful in any capital-raising efforts that it may undertake to fund operations and implement its business plan in the future. As a result, there are inherent risks to the Company's ability to continue its operation as is without need for major restructuring, if the need arises.

Pandemic Impact Statement

In December 2019, an outbreak of coronavirus (“COVID-19”) began in Wuhan, Hubei Province, China. In March 2020, the World Health Organization declared COVID-19 a pandemic. The COVID-19 pandemic has negatively impacted the global economy, disrupted global supply chains and created significant volatility in the financial markets. The extent of the impact of the pandemic on our ability to secure funding and to execute our business plans in the expected timeframe depends on future developments globally, including the duration and spread of the pandemic, all of which are uncertain.

While the negative impact of COVID-19 on operations has been limited thus far, the Company is currently executing a reorganization plan that will help mitigate uncertainty.

In 2021 and 2022 governments moved to reopen their economies however there remain significant supply chain issues which will require several Quarters to resolve. Supply chain constraints impact the Company’s ability to move physical goods without incurring additional shipping costs. While the Company is taking, and has taken, steps to mitigate supply chain impacts there can be no assurance of continued ongoing success.

The United States Department of Health and Human Services (HHS) declared an extension of the Covid-19 public health emergency until May 11, 2023. The Company has begun preparing for a return to pre-pandemic rules, although there is no certainty due to several prior extensions. Management anticipates impacts to corporations, consumers, government policies, the market, and other factors if these measures are lifted. Management continues to monitor the situation and take appropriate actions when needed.

NOTE 4. ACQUISITIONS AND INVESTMENTS

The Company grows its business by making significant investments in assets and operating businesses. Each division has made investments in assets including software, real estate, agribusiness, mortgages (long-term receivables), manufacturing, technology, and media. These investments are detailed further in subsequent notes to these financial statements.

Through the period ending December 31, 2022, the Company made the following acquisitions, and categorized them as follows:

Assets	Basis	Purpose
Myle-One Beteiligungen, AG:	Majority owned Swiss subsidiary	
Real Estate Tech: NLiving, Ceaser Perini, Oasis, Trump World Tower, Mia Penthouse OasisRe, Mortgage portfolio, ReaxxaInvest	Swiss/European/US assets	Diversified International and US Real Estate & Mortgage Portfolio
Automotive Tech: M-Moto, DHE Group, Digital Communities & Software Solutions	Swiss/European/US assets	Auto parts/repair, B2B Platforms
Medical Tech: MMeditech, Neccentric, AI, Venture Capital	Swiss/European/US assets	Medical Distribution & Tech Platforms
Architectural Design & Media Platforms: Daskonzept, MMC, Metaverse, 7H, Lucent	Swiss/European/US assets	Architectural, Digital Design, and Media Tech Platforms
B2B Agricultural, Crypto Trading Platforms: Flying Creek, Onyx-Profit-Paritet, 1M Swap	Swiss/European/US assets	Agricultural Trading (soy, hemp, wheat, barley, corn), Swaps

On June 20, 2018, December 10, 2018, January 15, 2019, and August 20, 2021 respectively, the company acquired controlling interest in the following projects: New Living Multi-Unit Development Project located in the Greater Frankfurt Area, Germany; Caesar Perini Universal Storage Box project located in Switzerland; and the Swiss and the US Mortgages Portfolios. The company entered into contracts for four units in Trump World Tower in New York City as well as a Penthouse Duplex in Miami, Florida.

On November 15, 2021 the company entered into an agreement to acquire a portfolio of Real Estate assets that consist of multiple residential, commercial, and raw/undeveloped land parcels; portfolio locations: Germany, Switzerland, and Spain. This project has been titled “Oasis”. The acquisition deal is in process and the projected completion date is currently targeted for the Second Quarter of the Calendar Year 2024.

All of the real estate assets have been on-boarded onto the REAXXA Invest technology platform. The REAXXA Invest asset is held under the Swiss subsidiary Myle-One Beteiligungen, AG.

On March 6, 2019, and February 13, 2020, respectively, the Company acquired interests in VIP, Alt Digital Communities and Software Solutions, DHE Agricultural Autoparts, and Mein Motors.

In the Second Quarter of FY-2023, the Company renegotiated the terms of the Mein Moto deal. Simultaneously Mein Motors was rebranded M-Moto on May 18, 2022.

On October 10, 2018, January 5, 2020, and October 5, 2020, the Company acquired interests in Softsmart, Axxa Vc, and M Meditech respectively. Softsmart was rebranded as Neccentric in September 2019. These assets are held under the Technologies and Medical Tech Division.

On March 6, 2019, April 15, 2019, March 30, 2021, and May 20, 2021, Exxe Group acquired the 7Horn, Lucent LED, Market Media Connect, and daskonzept group assets respectively. These assets were reorganized to form the Architectural Design+Media Tech Division.

On April 15, 2019, and August 1, 2019, the Company acquired interests in the following projects: Flying Creek Trading, Onyx, and a group of agricultural businesses. The Company also added the AgroProfit and AgroParitet projects during the course of operations. All of these operating companies are focused in the business of agricultural commodities including, but not limited to: industrial hemp to wheat, barley, soy, corn, and sunflowers, among other commodities. The Company also acquired an interest in bitcoin and other alt-asset swaps trading technologies via the acquisition of Vinza Limited which is based in the United Kingdom. In October 2022 Exxe Group formed a B2B Agri/Alt assets/Token Swaps Trading Platforms Division.

On October 24, 2019, the Company acquired a 51% interest in Mylestone Capital GmbH, which has developed an innovative heating technology. As part of streamlining divisions, the Company plans to discontinue this project either replacing it with a less capital-intensive solution or exiting this vertical entirely to focus on assets that can maximize shareholder value while minimizing investment expenditures.

NOTE 5. LONG-TERM RECEIVABLES

Exxe purchases outstanding mortgages from which interest income is generated. On December 31, 2022, and March 31, 2022, the Company invested in mortgages totaling \$12,445,272 and \$12,387,547 respectively, with various terms ranging between 15-30 years.

NOTE 6. FIXED ASSETS

Fixed assets as at December 31, 2022 and March 31, 2022 are as follows:

Asset	Description	Base Currency	December 31, 2022	March 31, 2022
Residential real estate	Multi-unit facility, Germany	Swiss Francs (USD\$)	9,390,893	9,172,890
Mixed real estate	Mixed-use storage facility, Switzerland	Swiss Francs (USD\$)	7,000,000	7,000,000
Residential estate	Four rental apartments in New York	US Dollars	19,000,000	19,000,000
Residential real estate	Rental apartment in Miami Beach	US Dollars	900,000	900,000
Industrial land/buildings	Manufacturing site, Europe	US Dollars	1,904,892	1,908,053
Agricultural land /equipment	Farming site, Canada	Canadian Dollars	1,247,058	1,220,821
Land	Development site, Rhode Island	US Dollars	5,000,000	5,000,000
Equipment & machinery	Agricultural business	US Dollars	6,167,168	6,875,831
Mixed real estate	Mixed-use facility, Switzerland	US Dollars	2,000,000	2,000,000
Mixed real estate	Mixed-use facility, Switzerland	US Dollars	3,765,770	0
Mixed real estate	Mixed-use facility, Germany	US Dollars	19,688,231	19,688,231
Total			76,064,012	72,765,826

The following table presents the fixed assets by geographic region.

Fixed Asset By Region	December 31, 2022	Percent	March 31, 2022	Percent
Europe	49,916,954	65.6	46,645,005	64.1
North America	26,147,058	34.4	26,120,821	35.9
Total	76,064,012	100.0	72,765,826	100.0

On December 31, 2022, and March 31, 2022, the Company recorded accumulated depreciation of \$325,577 and \$331,776, respectively.

All real estate investments are held as income-producing assets, with rental income booked to the statement of operations as earned on a monthly basis.

NOTE 7. INTANGIBLE ASSETS

Intangible assets as at December 31, 2022, and March 31, 2022, are as follows:

Asset	Description	Base Currency	December 31, 2022	March 31, 2022
Goodwill	Real Estate soft and tech platform (Reaxxa)	US Dollars	10,000,000	10,000,000
Intangible / Contracts / Software / ClientsDB	Real Estate soft and tech platform (Reaxxa)	US Dollar	475,344	475,344
Goodwill	Auto tech/b2b mktplace (M-Moto, DHE, Digital Communities)	US Dollars	18,398,600	18,398,600
Intangible / Contracts / Software / ClientsDB	Auto tech/b2b mktplace (M-Moto, DHE, Digital Communities)	US Dollars	8,000,000	8,000,000
Goodwill	Medical tech/b2b distributions (MMeditech, Neccentric, AI, Venture Capital)	US Dollars	5,784,165	5,784,165
Intangible / Contracts / Software / ClientsDB	Medical tech/b2b distributions (MMeditech, Neccentric, AI, Venture Capital)	US Dollars	8,500,000	8,500,000
Goodwill	Architectural/Digital Design & Media Tech: Daskonzept, MMC, Metaverse, 7Horn , Lucent	US Dollars	13,800,000	13,800,000
Intangible / Software / Contracts	Architectural/Digital Design & Media Tech: Daskonzept, MMC, Metaverse, 7Horn , Lucent	US Dollars	8,400,000	8,400,000
Goodwill	Agr/crypt trade tech (Flying Creek, Onyx/Profit/Ptet, 1Myle)	US Dollars	21,610,262	21,610,262
Intangible	Agr/crypt trade tech (Flying Creek, onyx/profit/ptet, 1Myle)	US Dollars	17,700,000	17,700,000
Goodwill	Property development (Rhode Island)	US Dollars	13,000,000	13,000,000
Goodwill	C4 Sustainable technology	US Dollars	10,154,283	10,154,283
Intangible / Contracts	C4 Sustainable technology	US Dollars	10,000,000	10,000,000
Totals			145,822,654	145,822,654

All investments made in intangible assets take the form of goodwill in the assets acquired. Goodwill is not amortized but will be tested on an annual basis for impairment and the value of the goodwill is written down accordingly if the value is below the carrying value in the financial statements.

NOTE 8. LOANS AND NOTES PAYABLE

Description	Date of Advance	December 31, 2022	Annual Interest Rate (%)	Term (months)
Loan payable for multi-unit residential rental property, monthly payments of \$100,000	06/20/2018	530,325	6.00	36
Assumption of debt from a related party; in default and unsecured	06/20/2018	1,018,385	0.00	Default
Assumption of foreign bank debt in default - multi-unit residential rental property	06/20/2018	506,042	0.00	Default
Related party loan for acquiring investment in non-marketable security	10/15/2018	250,000	0.00	36
Loan note issued to acquire 51% of residential properties in New York	12/10/2018	9,538,909	0.50	36
Loan note issued to acquire 51% of a project for European film festivals in China	03/12/2019	2,531,250	5.00	24
Loan note issued to acquire 51% interest in multiple mortgages (long-term receivables)	01/15/2019	2,531,250	5.00	24
Convertible loan note with conversion rights described below (note 2)	03/05/2014	96,679	8.00	12
Convertible loan note with conversion rights described below (note 11)	06/21/2018	29,970	10.00	12
Convertible loan note with conversion rights described below (note 12)	06/30/2018	16,800	8.00	12
Convertible loan note with conversion rights described below (note 13)	07/13/2018	11,172	8.00	12

Convertible loan note with conversion rights described below (note 14)	08/28/2018	5,553	8.00	12
Convertible loan note with conversion rights described below (note 15)	09/18/2018	11,029	8.00	12
Convertible loan note with conversion rights described below (note 16)	02/28/2019	5,867	8.00	12
Convertible loan note with conversion rights described below (note 17)	03/08/2019	21,299	8.00	12
Loan note issued for to purchase 51% of industrial hemp farm	04/15/2019	3,188,498	8.00	36
Loan note issued for to purchase 51% of industrial manufacturer	04/15/2019	900,000	0.00	24
Loan note issued for to purchase 51% of industrial manufacturer	04/15/2019	4,031,791	0.00	36
Loan note issued for to purchase 51% of development land	04/15/2019	5,000,000	0.00	48
Loan note issued for purchase of 25% of an Exclusive Private Investment Community	04/15/2019	2,000,000	0.00	36
Convertible loan note with conversion rights described below (note 18)	04/15/2019	4,660	0.00	9
Convertible loan note with conversion rights described below (note 19)	06/19/2019	-	0.00	6
Convertible loan note with conversion rights described below (notes 20 and 21)	05/03/2019	210,000	0.00	18
Convertible loan note with conversion rights described below (note 22)	06/20/2019	20,811	6.00	18

Convertible loan note with conversion rights described below (note 23)	09/06/2019	7,804	6.00	18
Convertible loan note with conversion rights described below (note 24)	09/24/2019	5,307	0.06	18
Convertible loan note with conversion rights described below (note 25)	09/25/2019	241,500	0.00	18
Debt assumed with acquisition of agricultural businesses	08/01/2019	7,568,252	0.00	36
Convertible loan note with conversion rights described below (note 26)	12/13/2019	10,037	8.00	24
Loan note issued to purchase 51% of sustainable heating technology company	10/24/2019	5,000,000	0.00	60
Convertible loan note with conversion rights described below (note 27)	12/18/2019	7,738	0.00	6
Convertible loan note with conversion rights described below (note 28)	12/19/2019	66,000	0.00	18
Loan note issued for 51% of distribution rights for specialist engine repair	10/24/2019	1,000,000	0.00	60
Mortgage note on Miami property, 20-year original term, variable rate mortgage	08/01/2016	443,674	6.00	204
Loan note issued for purchase 51% of venture fund	01/05/2020	2,500,000	0.00	48
Convertible loan note with conversion rights described below (note 30)	02/04/2020	50,000	0.00	24
Convertible loan note with conversion rights described below (note 30)	03/03/2020	5,000	4.00	24

Convertible loan note with conversion rights described below (note 30)	03/04/2020	10,000	4.00	24
Convertible loan note with conversion rights described below (note 30)	03/10/2020	2,000	4.00	24
Convertible loan note with conversion rights described below (note 30)	03/12/2020	10,000	4.00	24
Convertible loan note with conversion rights described below (note 30)	03/19/2020	10,000	4.00	24
Convertible loan note with conversion rights described below (note 31)	04/08/2020	10,000	4.00	24
Convertible loan note with conversion rights described below (note 31)	05/11/2020	10,000	4.00	24
Convertible loan note with conversion rights described below (note 30)	05/14/2020	7,000	4.00	24
Convertible loan note with conversion rights described below (note 31)	06/11/2020	20,000	4.00	24
Convertible loan note with conversion rights described below (note 32)	06/22/2020	15,000	4.00	24
Convertible loan note with conversion rights described below (note 33)	09/30/2020	8,000	4.00	24
Convertible loan note with conversion rights described below (note 33)	12/30/2020	18,000	4.00	24
Loan note issued to purchase 51% of fintech software	12/30/2020	3,000,000	4.00	24
Loan note issued to purchase 51% of digital media company	03/30/2021	400,000	4.00	24

Loan note issued to purchase 51% of furniture manufacturer	05/20/2021	3,000,000	4.00	24
Loan note issued to purchase 51% of Real Estate (Germany)	12/19/2021	7,500,000	4.00	48
Total		53,556,721		
Long-term total		49,525,384		
Short-term total		4,031,337		
Loans and Notes Amortization		Amount Due		
Currently in default		262,308		
Due within 12 months		3,769,029		
Due within 24 months		21,839,779		
Due within 36 months		15,788,541		
Due within 48 months		7,500,000		
Due in 48 months or more		4,397,064		
Total		53,556,721		

Notes:

1. On March 5, 2014, the Company entered into a 12-Month, 8% Convertible Note in the principal amount of \$96,579. The principal amount of \$96,579 plus all accrued interest remains unpaid.

2. On February 15, 2018, the Company entered into a 12-month, 8% Convertible Note in the amount of \$30,000 with Rinaldo Pierno, a private investor. Amount repaid \$10,000. \$20,000 & interest unpaid.

3. On June 20, 2018, the Company entered into a 12-Month Convertible Note in the amount of \$60,000 with the Lucy Pierno Trust, a private investor. The Note carries 10% interest per annum.

4. On June 21, 2018, the Company entered into a 36-Month Convertible Note Agreement with GPL Ventures, LLC in the amount to be funded up to \$250,000, with full funding completed by March 31, 2019. This note matures on June 28, 2021, can be repaid in full at any time before maturity, and carries 5% interest per annum.

5. On June 21, 2018, the Company entered into a 12-Month Convertible Note in the amount \$26,359 with GPL Ventures LLC. The Note carries 10% interest per annum.

6. On June 30, 2018, the Company entered into a 12-Month Convertible Note in the amount of \$15,000 with Niu Jiamin. The Note carries 8% interest per annum.
7. On July 13, 2018, the Company entered into a 12-Month Convertible Note in the amount of \$10,000 with 1343492 Ontario Ltd. The Note carries 8% interest per annum.
8. On August 28, 2018, the Company entered into a 12-month Convertible Note in the amount of \$5,000 with JMV, a private investor. The Note carries 8% interest per annum.
9. On September 18, 2018, the Company entered into a 12-Month Convertible Note in the amount of \$10,000 with R. B. Piemo. The Note carries 8% interest per annum.
10. On February 28, 2018, the Company entered into a 12-month Convertible Note in the amount of \$5,500 with JMV, a private investor. The Note carries 8% interest per annum.
11. On March 8, 2018, the Company entered into a 12-month Convertible Note in the amount of \$20,000 with J Badzin, a private investor. The Note carries 8% interest per annum.
12. On April 15, 2020, the Company issued a 48-month convertible promissory note to Duanne Philippe for \$4,000,000 for the purchase of 51% of an industrial hemp grower and trading company.
13. On April 15, 2020, the Company issued a 48-month promissory note to Samuel Abecassis for \$4,000,000 for the purchase of 51% of a LED technology distribution Company.
14. On April 15, 2020, the Company issued a 48-month promissory note to Talgat Ilyasov for \$4,000,000 for the purchase of 51% of an auto parts distribution company.
15. On April 15, 2020, the Company issued a 48-month promissory note to Peter Alexander for \$5,000,000 for the purchase of 51% of a development land project.
16. On April 15, 2020, the Company issued a 48-month promissory note to Peter Sallade for \$2,000,000 for the purchase of 25% of Investment Community Club.
17. On April 15, 2020, the Company issued a 18-month promissory note to Mammoth Corp for \$4660 for a convertible promissory note.
18. On June 20, 2019, the Company issued an 18-month convertible promissory note to Mammoth Corporation for \$210,000 bearing no interest until default which would trigger 18% per annum simple interest on the principal beginning upon default. The note converts at a 40% discount to the lowest traded price of the 30 trading days prior to conversion.

19. On May 3, 2019, the Company issued an 18-month convertible promissory note to Mammoth Corporation for \$110,000 bearing no interest until default which would trigger 18% per annum simple interest on the principal beginning upon default. The note converts at a 50% discount to the lowest traded price of the 30 trading days prior to conversion. Note's fully repaid.

20. On April 29, 2022, the Company issued a 24 months promissory note to Mammoth West Corporation for \$230,000.

21. On May 31, 2019, the Company entered into a demand note for \$20,000 with Mikhail Gorbunov. The Note carries interest at 8% and is convertible at the lowest price at which the stock trades in the 30 trading days immediately prior to conversion. On September 6, 2019, the Company entered into a demand note for \$7,500 with Mikhail Gorbunov. The Note carries interest at 8% and is convertible at the lowest price at which the stock trades in the 30 trading days immediately prior to conversion.

22. On September 24, 2019, the Company entered into a demand note for \$5,100 with Ford Allen, Inc. The Note carries interest at 8% and is convertible at the lowest price at which the stock trades in the 30 trading days immediately prior to conversion.

23. On September 25, 2019, the Company issued an 18-month convertible promissory note to Mammoth Corporation for up to \$294,000 bearing no interest until default which would trigger 18% per annum simple interest on the principal beginning upon default. The note converts at a 40% discount to the lowest traded price of the 30 trading days prior to conversion. The Company received \$52,500 on September 25, \$52,500 on October 18, \$68,250 on October 25, and \$68,250 on November 5, for a total amount issued under this note of \$241,500, including Original Issue Discount and Fees.

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

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

26. On October 14, 2019, the Company issued a 48-month promissory note to Thomas Beck for \$5,000,000 for the purchase 51% of sustainable heating technology.

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

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

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

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

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

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

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

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

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

36. On March 30, 2021, the Company issued a 48-month promissory note to Nasir Saeed for \$400,000 for the purchase of 51% of Market Media Connect, a digital media marketing agency.
37. On May 20, 2021, the Company issued a 48-month promissory note to Thomas Beck for \$3,000,000 for the purchase of 51% of Daskonzept, a interior design and furniture company.
38. On September 30, 2020, the Company issued a 24 months promissory note to Crowmarsh Gifford LLC for \$8,000.
39. On December 30, 2020, the Company issued a 24 months promissory note to Crowmarsh Gifford LLC for \$18,000.
40. On March 30, 2020, the Company issued a 24 months promissory note to Crowmarsh Gifford LLC for \$18,000.
41. On September 30, 2020, the Company issued a 24 months promissory note to Crowmarsh Gifford LLC for \$15,000.
42. On September 30, 2021, the Company issued a 24-months convertible promissory note to Mammoth West Corp for \$150,000.
43. On November 15, 2021, the Company announced an agreement to acquire a controlling interest in a real estate portfolio and created a note obligation of 7,500,000. On July 1, 2022 The Company reassigned the note to Heinz Georg Schreiber and issued a new convertible promissory note to Heinz Georg Schreiber for \$7,500,000 as part of the real estate portfolio deal. The Real Estate portfolio consists of multiple residential, commercial, and land assets in Germany, Switzerland, and Spain. The value of this portfolio upon completion of the multi-staged acquisition is expected to be \$100,000,000. The note is a 4-year note bearing a 4% interest rate in the amount. The note remains outstanding as of September 30, 2022
44. On March 30, 2022, the Company issued a 24 months promissory note to Crowmarsh Gifford LLC for \$3,000.
45. On June 30, 2022, the Company issued a 24 months promissory note to Crowmarsh Gifford LLC for \$12,000.
46. On September 30, 2022, the Company issued a 24 months promissory note to Crowmarsh Gifford LLC for \$12,000.

NOTE 9. CAPITAL STOCK

The Company is a C Corp with shares of preferred stock and common stock authorized and issued respectively. As at December 31, 2022, and March 31, 2022, respectively, the Company was authorized to issue Preferred Stock in three different classes, A, B, and C, and common stock, all as detailed below.

Preferred Stock

At December 31, 2022 the Company had three designations of preferred stock:

Preferred Stock Series A	The Company is authorized to issue 4 shares of Series A, with a par value of \$0.0001 per share. As at December 31, 2021 and 2022, the Company had one share of Series A preferred stock issued and outstanding. No issuances or redemptions have taken place since.
Preferred Stock Series B	The Company is authorized to issue 10,000,000 shares of Series B, with a par value of \$2.50 per share. As at December 31, 2021 and 2022, the Company had 568,754 shares of Series B preferred stock issued and outstanding with 1,768,754 shares issued and outstanding as at December 31, 2022.
Preferred Stock Series C	The Company is authorized to issue 15,000,000 shares of Series C, with a par value of \$2.00 per share. As at December 31, 2021 and 2022, the Company had 39,668 shares of Series C preferred stock issued and outstanding, with 16,111,813 shares issued and outstanding as at December 31, 2022.

On June 5, 2020, the Company issued 900,000 shares of preferred stock Series C, at par value of \$2.00 per share, for the acquisition of a 51% interest in the Vinza/1Myle currency trading software.

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

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

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

On July 1, 2022, the Company issued 100,000 shares of preferred stock Series C, at a par value of \$2.00 per share to Boris Matsokhin for advisory services provided to the Company

On July 1, 2022, the Company issued 30,000 shares of preferred stock Series C, at a par value of \$2.00 per share to Jason Lohre for advisory services provided to the Company

On July 1, 2022, the Company issued 50,000 shares of preferred stock Series C, at a par value of \$2.00 per share to Anna Invanchenko for advisory services provided to the Company

On July 1, 2022, the Company issued 15,000 shares of preferred stock Series C, at a par value of \$2.00 per share to Andrew Dickinson for advisory services provided to the Company

On July 1, 2022, the Company issued 50,000 shares of preferred stock Series C, at a par value of \$2.00 per share to Tiberius Vadan for advisory services provided to the Company.

As of December 31, 2022, a total of 1 share of Series A preferred stock was issued and outstanding.

As of December 31, 2022, a total of 1,768,754 shares of Series B preferred stock were issued and outstanding.

There were a total of 14,111,813 shares of preferred stock series C outstanding as at December 31, 2022.

Common Stock

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

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

On March 2, 2020 the Company issued 10,950,000 shares of common stock. Shares were issued for services - the price evaluation is \$109,500.

On March 2, 2020, the Company issued 10,000,000 shares of common stock as a result of a conversion of convertible debt, adding \$5,000 to share capital.

On May 1, 2020, the Company issued 20,000,000 shares of common stock as a result of a conversion of a Note in default in the amount of 150,000.

On May 26, 2020, the Company issued 7,250,000 shares of common stock as a result of a conversion of convertible note in default.

On July 7, 2020, the Company issued 8,226,000 shares of common stock as a result of a conversion of a convertible note in default.

On September 11, 2020, the Company issued 20,000,000 shares of common stock as a result of a conversion of note in default in the amount of 150,000.

On October 20, 2020 the company issued 15,000,000 shares of common stock to Mammoth West Corp as a result of a conversion of a defaulted note.

On December 10, 2020 the company issued 6,190,476 shares of common stock to 7350341 Canada Inc. as a result of a conversion of a defaulted note.

On January 11, 2021 the company issued 4,814,814 shares of common stock to Thomas Beck as a result of a conversion of a defaulted note.

On January 21, 2021 the company issued 5,147,058 shares of common stock to Thomas Beck as a result of a conversion of a defaulted note.

On January 21, 2021 the company issued 5,147,058 shares of common stock to Thomas Beck as a result of a conversion of a defaulted note.

On February 23, 2021 the company issued 15,762,711 shares of common stock to Thomas Beck as a result of a conversion of a defaulted note.

On April 16, 2021 the company issued 17,000,000 shares of common stock to Thomas Beck as a result of a conversion of a convertible note.

On April 21, 2021 the company issued 5,833,334 shares of common stock to Robert Salna as a result of a settlement of a convertible note.

On May 20, 2021 the company issued 5,333,334 shares of common stock to Robert Salna as a result of a settlement of a convertible note.

On June 18, 2021 the company issued 5,333,334 shares of common stock to Robert Salna as a result of a settlement of a convertible note.

On September 1, 2021, the company issued 12,400,000 shares of common stock to Thomas Beck for the conversion of a convertible note.

On October 6, 2021, the company issued 12,000,000 shares of common stock to Mammoth West Corp for the conversion of a convertible note.

On November 8, 2021, the company issued 12,263,095 shares of common stock to Thomas Beck for the conversion of a convertible note.

On November 24, 2021, the company issued 6,000,000 shares of common stock to Thomas Beck for the conversion of a convertible note.

On December 10, 2021, the company issued 7,000,000 shares of common stock to Thomas Beck for the conversion of a convertible note.

On December 28, 2021, the company issued 8,000,000 shares of common stock to Thomas Beck for the conversion of a convertible note.

On February 11, 2022, the company issued 10,000,000 shares of common stock to Thomas Beck for the conversion of a convertible note.

On February 28, 2022, the company issued 10,000,000 shares of common stock to Thomas Beck for the conversion of a convertible note.

On April 29, 2022, The company issued 22,000,000 shares of common stock to Mammoth West Corporation for the conversion of a convertible note.

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

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

On September 30th and December 19, 2022, the company issued 8,000,000 30,000,000 30,000,000 shares of common stock respectively to Duanne Phillippe for the conversion of a convertible note.

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

As of December 31, 2022, the total common shares outstanding was 793,674,315.

NOTE 10. STOCK OPTIONS AND WARRANTS

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

NOTE 11. INCOME TAXES

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

NOTE 12. COMMITMENTS AND CONTINGENCIES

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

NOTE 13. SIGNIFICANT EVENTS

On October 27, 2022 Exxe Group reported that its M Meditech expanded its B2B distribution in Switzerland and Europe, to include new commercial, government, and military channels. In addition, M Meditech enjoyed new customer growth and acquisition in the quarter.

On November 9, 2022 Exxe Group reported that its M Moto and the DHE automotive segments planned to add new capabilities via enhanced Customer Relationship Management (CRM) software and offer its downstream partners new products such as catering to engine repair on trucks, classic cars, construction machinery, and other parts. In addition M Moto plans to enter new European markets as well, beginning in 2023.

On November 9, 2022 Exxe Group reported that its DHE segment planned to enhance profitability by offering a broader set of products to its existing market and to cross-sale opportunities with M Moto in 2023.

On December 7, 2022 Exxe Group outlined plans to spin off its daskonzept group asset.

NOTE 14. SUBSEQUENT EVENTS

On January 17, 2023 Exxe Group announced the acquisition of a range of sports, music, film, TV, pop culture and political memorabilia assets. The memorabilia has been graded and authenticated by industry leaders such as PSA, JSA, Beckett, Upper Deck, and Panini, among others. The collection has been independently valued by them at over \$1.5 million. Assets include a broad range of sports, music, film, TV, pop culture, and political memorabilia listed on various online and offline platforms, including Mercari and eBay. The deal was financed with a combination of cash, Preferred B stock, and long-term fixed-price non-convertible debt.

Management Discussion and Analysis

The market for our goods and services continues to be impacted by a series of potential domestic and international political threats. These include high inflation, ongoing conflicts, supply chain disruptions, and the potential for recessions in some, or all, of our markets. In addition, there are ongoing risks posed by the responses to various public health emergencies.

Since January 2021 the Company has noticed a pickup in inflation in the global markets including the US. Inflationary risk can undermine investment's returns through a decline in purchasing power. Exxe Group's commodities, physical assets, especially real estate, and equity are less sensitive to the downsides from inflationary risk and may benefit from unanticipated inflation, whereas rising raw material costs may impact other areas of the company.

In February 2022 a conflict in Eastern Europe began which subsequently impacted the global price of shipping, oil and natural gas, fertilizers, and food-based commodities. While Exxe Group potentially benefits from rising food-based commodity prices, it is negatively impacted by rising difficulties in logistics. Increases in shipping prices, rising fertilizer prices, and rising natural gas prices which feed into fertilizer prices have negatively affected our ability to execute grain-related business. The Company continues to monitor developments. While grain shipments are now flowing, there remains a major risk that events could change at any time and reimpose the supply chain and other logistics constraints.

Quarterly revenue run rates were in the order of \$12.4 million for Exxe Group's FY-22, which itself was a significant improvement over Quarterly revenue run rates in the order of \$8.5 million for Exxe Group's FY-21. Management is committed to improving revenues from these projects.

With the reopening of markets in 2021 and 2022, the Company focused attention on enhancing the profitability of existing revenue-generating operations. Management is working through a

reevaluation of projects that require significant resource allocation, or require significant physical movement of material, and have high potential risk factors.

The Company's risk management assessment and reevaluation includes ongoing assets not only from the standpoint of asset potential but also from their short- and long-term capital needs, and the fit of the current management team with our overall strategy. For example Carbon4000 requires significant short-term capital deployment to execute its global strategy. This capital deployment need may have adverse effects on the needs of other business units. Therefore we may elect not to proceed with assets that could result in constraints on our overall plan.

Mortgage Portfolio

The company holds a portfolio of mortgages. The company is currently reevaluating the benefits of holding mortgages as part of its portfolio in a high-inflation environment.

Live Events

The Company put on hold projects associated with live events due to anticipated higher risk factors over the next 24-36 months. As a result, the Company decided to merge certain assets with the financial services segment to reduce reliance on revenue streams that could be impacted by future unknown changes in the live events industry.

1Myle

1Myle UK has transferred all assets to 1Myle Switzerland.

1Myle has operated in revenue-generating beta mode, implementing Know Your Client (KYC), Anti-Money Laundering (AML), and other technology solutions. 1Myle is focused on its core competencies such as providing services for multiple crypto-pair swaps, providing best swap rates, speed of execution, access to liquidity, and digital marketing services.

Exxe Group and 1Myle have agreed to restructure their working relationship with the client facing companies in a way that allows Exxe Group and 1Myle to focus on business-to-business (B2B) relationships, while outsourcing business-to-consumer (B2C) relationships to client side businesses. These B2C relationships include, but are not limited to, customer management and obtaining licensing.

Exxe Group's 1Myle continues to be the backend engine for client-side businesses to complete any B2B tasks they require. This structure will allow Exxe Group to expand its cryptocurrency-related offerings in multiple jurisdictions much more rapidly, as well as process significantly more transactions than at present. The end focus for Exxe Group remains on growing revenues, which is a function of the number of transactions and technology capabilities we can offer our clients.

By offering better technology, security, speed of processing, access to processing pairs that others don't, best rates, and a number of other services based on needed tasks, Exxe Group is able to focus on its core competencies.

The Company also continues to take an extra careful approach to this division due to evolving domestic laws and regulations that surround cryptocurrencies in all countries.

Lucent Led Technologies

Lucent Led Technologies is currently on hold due to supply chain issues. We are currently seeking to restart the eCommerce site operations in 2024.

Rhode Island

Plans for the luxury resort in Rhode Island and the associated shore redevelopment projects are being re-evaluated, and are currently on hold.

Five-Star Hotel

As a result of COVID-19, our five-star Hotel Castle in Germany was temporarily closed, however limited access to capital at the right price extended our payout of the deposit for the Hotel. Once we finish paying out the remaining balance, the project will be added to the Company books.

Quantum/Vita Resort

Similarly, we deferred the decision to complete deposits for LOI's on The Quantum/Vita resort until 2024. We assumed a number of loans for multiple projects and we depend on our ability to raise money to pay off those loans to retain control over those projects. We remain optimistic about our ability to complete these projects as we were able to successfully renegotiate debts in the past, however, there are no guarantees of the success of any of these projects since we remain dependent on our ability to attract sources of capital to fund these initiatives.

Corporate Liquidity

The Company remains focused on improving its balance sheet, liquidity, and debt-to-asset ratios in order to remain ahead of any potential downturns in the market. The combined impact the Company intends to achieve is to boost liquidity and achieve a capital cushion prior to any actual downturn in any of the markets in which we operate.

Management has effected a multi-year three-tier strategy:

- debt reduction and debt rescheduling to minimize cash expenses and to reduce cash outflows
- deploying cash and near-liquid resources to support existing revenue-generating projects
- re-evaluating projects that require significant resource allocation, or require significant physical movement of material, and have high potential risk factors

The Company has already made improvements to its balance sheet, liquidity, and debt-to-asset ratios as evidenced by changes between the periods ending December 31, 2021, and

December 31, 2022. During this period the Company increased cash on the balance sheet from \$258,877 to \$561,600; reduced inventory by 10%, or \$1,187,978 from \$12,357,957 to \$11,169,979; decreased long-term debt by \$7,169,339 to \$49,356,045; and decreased total debt by \$11,851,331 to \$68,312,081. These changes have allowed the Company to boost liquidity and achieve an initial capital cushion. Further scope remains to fully realize the management three-tier strategy in full.

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, Eduard Nazmiev certify that:

1. I have reviewed this Disclosure Statement for Exxe Group;
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 22, 2023 [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 Disclosure Statement for Exxe Group;
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 22, 2023 [Date]

/s/ Eduard Nazmiev [CFO's Signature]

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

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