



GAENSEL ENERGY GROUP, INC.

SECOND AMENDED ANNUAL REPORT

FOR THE PERIOD ENDING

DECEMBER 31, 2022



Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Gaensel Energy Group, Inc.

57 West 200 South
Suite 300
Salt Lake City, Utah 84101
438-364-2277

www.gegrgroup.com

admin@gegrgroup.com

SIC CODE 8099

2nd AMENDED ANNUAL REPORT

For the Period Ending: December 31, 2022

(the "Reporting Period")

As of December 31, 2022, the number of shares outstanding of our Common Stock was:

Common Stock:	249,094,757
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As of December 31, 2022, the most Recent Completed Fiscal Year End Date, the number of shares outstanding of our

Common Stock:	249,094,757
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Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

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

Yes: ☐ No: ☒

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

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

We, the **Issuer**, was founded in March 28, 1994 and its name was National Health Scan, Inc. On February 27, 2006 the name was changed to Global Monitoring Systems, Inc. and on November 18, 2014 the name was returned to National Health Scan, Inc. On February 11, 2015, the name was changed to the current name, Gaensel Energy, Group, Inc.

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

The Company current standing in its state of incorporation, Nevada, is Active and Business License renewed through March 31, 2024.

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

NONE

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

In January 2022, the Issuer entered into an agreement to sell the **Flowers** Trade SRL, Flowers Lab SRL and Curatio Life Sciences, Inc. The transaction was not completed and the Issuer is seeking other partners for these activities.

On February 1, 2022, the Issuer acquired 30% equity position of Protonstar SAGL, a Switzerland corporation for twenty million dollars U.S.D. Protonstar, a Swiss Research & Development company in the energy sector that specializes in the trade of technological devices and holds the patent on the "Protonstar Battery System, Patent. PCT/IB2018/051315 which is a "Hydrogen Nickel based energy storage system." The storage system is a revolutionary new kind of battery that hopes to disrupt in the energy market and provide pollution-free energy for both the commercial and retail markets. The Issuer in the Protonstar investment obtained a significant joint venture agreement with Periso, SA in Lugano, Switzerland relating to its biomedical equipment and stim cell technology.

The Issuer has retained counsel in Italy to reverse the transactions with Officina Della Cialda, Europa93 and Bottega del Caffee and is demanding the return of shares issued to these entities and cash distribution to officina della cialda via a trust agreement. The Issuer is actively engaged in acquiring other brand coffee products and obtaining retail coffee locations in Italy and Europe. On April 20, 2022, the issuer acquired 40% interest in Gate SRL, a technology provider for the airline industry in Europe.

On May 10, 2022, the issued acquired 100% Montenapoleone 1838 in Milan Italy and the issuer reorganization of its retail coffee group which included the acquisition of Five New Stores in Italy and Its Exclusive Agreement Roaster Epos Café S.R.L of Its Retail Coffee Group.

On June 22, 2022, the issuer acquired the majority ownership of CONSORZIO GREEN SOLUTION & GNLP.

On July 20, 2022, the issuer and its Consorzio Green Solution & GNL ("Consorzio") have completed an important acquisition in Genova, Italy. Gaensel and its Consorzio have acquired 50% of Meccanica Yacht Services srl, an Italian corporation specialized on refitting and transformation of nautical and diesel engines.

On July 25, 2022, the issuer and its Consorzio Green Solution & GNLP acquired the first tranche share capital of first tranche of the share capital of Tigullio Shipping spa, the company that owns and manages the western wing of the Chiavari Marina. (www.marinadichiavari.it).

On August 5, 2022, the issuer acquired 50% of a group of Italian magazines owns by Le Roy srl. Group Editorial Le Roy was founded on 2003 by the editor and experienced journalist Dario Bordet. Le Roy Group owns and manage 2 magazines Italia da gustare, <http://www.italiadagustare.it>, and 24News, <http://www.24orenews.it> , with revenues in 2021 exceeding 1 Million Euros.

On September 21, 2022, the Issuer acquired an initial thirty percent (30%) of Retail SRL. Retail SRL brand Gate 21, <https://www.gate21.eu/it> . Gate 21 is a clothing brand for men and woman clothing. The company has 14 company owned stores and 5 franchise owned stores in Northern Italy. Ten of the company owned stores are located in Metropolitan shopping centers and 4 are located in strategic downtown centers.

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

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

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

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

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

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

2) Security Information

Transfer Agent

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

Is the Transfer Agent registered under the Exchange Act?² Yes: ☒ No: ☐

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:	GEGR
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	36255Q108
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	988,000,000 as of date December 31, 2022
Total shares outstanding:	249,094,757 as of date December 31, 2022

² To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Number of shares in the Public Float³: 85,088,202 as of date December 31, 2022

Total number of shareholders of record: **226** as of date December 31, 2022

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

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.

Exact title and class of the security:	Convertible Preferred Series A	
CUSIP (if applicable):	N/A	
Par or stated value:	\$.001	
Total shares authorized:	5,000,000	as of date December 31, 2022
Total shares outstanding (if applicable):	1,000,000	as of date December 31, 2022
Total number of shareholders of record (if applicable):	<u>1</u>	as of date December 31, 2022

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.

There are no preemption rights defined. There are currently no dividends and any dividends are subject to the approval of the board of directors.

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

Dividends. The Convertible Preferred Series A Stock is not entitled to receive any dividends in any amount during which such shares are outstanding.

Voting. Except as otherwise expressly provided herein or as required by law, the holders of shares of Convertible Preferred Series A Stock shall be entitled to vote on any and all matters considered and voted upon by the Corporation's Common Stock. The Holders of the Convertible Preferred Series A Stock shall be entitled to vote ten million share votes for each share of Convertible Preferred Series A share.

Conversion. Each share of Convertible Preferred Series A Stock shall be convertible, at the option of the Holder, into one thousand (1,000) fully paid and non-assessable shares of the Corporation's Common Stock.

Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation whether 'voluntary or involuntary, after setting apart or paying in full the preferential amounts due to Holders of senior capital stock, if any, the Holders of Convertible Preferred Series A Stock and parity capital stock, if any, shall be entitled to receive prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the Holders junior capital stock, including Common Stock. an amount equal to \$0.125 per share [the "Liquidation Preference"]. If upon such liquidation, dissolution or winding up of the Corporation, the assets of the Corporation available for distribution to Holders of the Convertible Preferred Series A Stock and parity capital stock, if any, shall be insufficient to permit in full the payment of the Liquidation Preference, then all such assets of the Corporation shall be distributed ratably among the Holders of the Convertible Preferred Series A Stock and parity capital stock, if any.

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

³ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

None.

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.

None.

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>December 31, 2020</u> Common: <u>145,829,942</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>03/01/2021</u>	<u>New Issuance</u>	700,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Andrea Cadioli	<u>Acquisition Oversky</u>	<u>Restricted</u>	4(a)(2).
<u>03/01/2021</u>	<u>New Issuance</u>	800,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Angelo Caroli	<u>Acquisition Andrea Caroli SRL</u>	<u>Restricted</u>	4(a)(2).
<u>03/01/2021</u>	<u>New Issuance</u>	3,000,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Claudio Massa	<u>Acquisition SSCB Stim Cells Suisse</u>	<u>Restricted</u>	4(a)(2).
<u>03/01/2021</u>	<u>New Issuance</u>	1,000,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Claudio Massa	<u>Acquisition Re-You Suisse</u>	<u>Restricted</u>	4(a)(2).
<u>03/01/2021</u>	<u>New Issuance</u>	5,000,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Cristina Granata	<u>Acquisition Filliman Production</u>	<u>Restricted</u>	4(a)(2).
<u>03/01/2021</u>	<u>New Issuance</u>	1,500,000	<u>Common</u>	<u>0.001</u>	<u>No</u>	Gianfranco Scarpa	<u>Acquisition SUITE110 Srl, ITALPOSE SRL, FOROM SRL</u>	<u>Restricted</u>	4(a)(2).

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

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

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

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

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

Note 4. SRAX, Inc. is a public company listed on NASDAQ (SRAX). The CEO of SRAX is Chris Miglio, Westlake Village, CA. The latest 10K with the SEC for SRAX reports the Beneficial Owners are

6.51% Whitefort Capital Management, LP. Beneficial Owners are David Salanic and Joseph Kaplan, New York
 4.57% Christopher Miglino California
 5.66% Christopher Lahiji California
 9.90% Percy Rockdale LLC, Michael Gorzynski, New York

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

B. Debt Securities, Including Promissory and Convertible Notes

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

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

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

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

4) Issuer's Business, Products and Services

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

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

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

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

VR Metro Studio LLC, <https://metrovrstudios.com/>, of Boston, Massachusetts.

SSCB Swiss Stem Cell Biotech, Switzerland, <https://www.sscb-stembiotech.com/en/>

RE-YOU SUISSE, <https://reyouvousuisse.com/>, Switzerland

ILDA AG Investment Ltd, <http://ildaag.eu/>, London, England.

Oversky SL, <http://www.oversky.es/>, Tenerife, Spain

Suite 110 , Milan, Italy.

Forom SRL, Milan, Italy.

Esarc-Hi-Tech, Milan, Italy

Automecc SRL, Milan, Italy

Filmilan SRL, Milan, Italy.

Consorzio Green Solution & GNL, Milan, Italy

Le Roy srl, Milan, Italy

Retail SRL, Milan, Italy

International SRL, Milan, Italy

LB Energia, Milan, Italy

C. Describe the Issuers' principal products or services.

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

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.

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

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.

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Jose Salazar	Officer/Director	Cucuta, Colombia	0	None	0	
Jan Branzowsky	Previous more than 5% and insider	Prague Czech Republic	6,800,000	Common	2.70%	
Peter Koley	Officer/Director	Rome, Italy	0	None	0	
Paolo Giordani	Officer/Director	Rome, Italy	0	Common	0	
Dionysios Apostolopoulos	Officer/Director	Zakynthos, Greece	0	Common	0	
Barry Saltz	Director	Milan, Italy	0	Common	0	
TOMAS NOVAK-MSK	Previous more than 5% and insider	Prague, Czech Republic	15,000,000	Common	6%	See Note 1
MZK SERVICE SE	Previous more than 5% and insider	Prague, Czech Republic	8,600,000	Common	3%	Note 1
MICHAEL SMELIK	Previous more than 5% and insider	Prague, Czech Republic	9,000,000	Common	3.61%	See Note 1
Global Development Advisors Limited	more than 5%	London England	27,125,000 1,000,000	Common Preferred Series A	10.90% 100%	Note 2

Note 1. The beneficial owner of MZK SERVICE SE is Petr Vilks of Czech Republic and Helmut Gaensel of Miami, Florida and Mr. Michael Smelik of Czech Republic is a member. The Issue considers this entity an affiliate.

Note 2. The Beneficial Owner of Global Development Advisors Limited, a UK Company, is Fabrizio Bosticco, Rome Italy.

7) Legal/Disciplinary History

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

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

NONE

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

NONE

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

NONE

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

NONE

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the Issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

NONE

8) Third Party Providers

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

Securities Counsel

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

Accountant or Auditor

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

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

Investor Relations

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

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

Other Service Providers

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

9) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

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

Name: Marco Meloni
Title: Accountant
Relationship to Issuer: Euro Contract Accountant
Describe the qualifications of the person or persons who prepared the financial statements: Educated and trained Accountant in Italy.

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

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

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)
- f. Financial Notes

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

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, Peter Koley, certify that:

1. I have reviewed this 2nd Amended Annual Report and Disclosure Statement for Period Ending December 31, 2022 of Gaensel Energy Group, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the Issuer as of, and for, the periods presented in this disclosure statement.

April 27, 2023

/s/ Peter Koley Chief Executive Officer

Principal Financial Officer:

I, Paolo Giordani, certify that:

1. I have reviewed this 2nd Amended Annual Report and Disclosure Statement for Period Ending December 31, 2022 of Gaensel Energy Group, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the Issuer as of, and for, the periods presented in this disclosure statement.

April 27, 2023

/s/ Paolo Giordani, Chief Financial Officer

EXHIBITS

GAENSEL ENERGY GROUP, INC. (OTC-GEGR)

AMENDED FIRST QUARTER FINANCIALS FOR PERIOD ENDING

DECEMBER 31, 2022

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

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

GAENSEL ENERGY GROUP, INC.

CONSOLIDATED BALANCE SHEET FOR PERIOD ENDING

31-Dec-22

	<u>12/31/2022</u>	<u>12/31/2021</u>
ASSETS		
Current Assets		\$3,305
Accounts receivable Investment		\$542,865
Checking/Investment	\$261,918	\$11,477,229
Bank Accounts	\$12,681,420	
Total Bank Accounts	<hr/> \$12,943,338	\$12,020,094
Accounts Receivable	<hr/> \$50,422	\$50,422
Current Assets	\$7,743	
Accounts receivable Investment	\$542,865	
A/R	\$7,395,396	\$3,431,060
Total Accounts Receivable	<hr/> \$7,996,426	\$3,481,482
Other Current Assets		
Inventory Asset	\$12,620,379	\$7,473,405
Prepayments and Deposits	\$16,085	\$545
Returns & Allowances	\$876,158	\$744,583
Total Other Current Assets	<hr/> \$13,512,622	\$8,218,533
Total Current Assets	<hr/> \$34,452,386	\$23,162,912
Fixed Assets		
FF&E	\$5,818,728	\$3,350,641
Total Fixed Assets	<hr/> \$5,894,251	\$3,350,641
Other Assets	\$2,169,960	\$13,642,988
Deffered Development Costs	\$752,199	\$810,039
Investments / Acquisitions	\$16,300,112	\$14,618,777

Total Other Assets	\$19,222,271	\$29,071,804
TOTAL ASSETS	\$59,568,908	\$56,142,554
LIABILITIES AND EQUITY		
Liabilities		
Other Current Liabilities		
A/P	\$41,767,428	\$8,068,623
Accruals	\$1,521,064	\$315,486
Accrued Payroll	\$2,279,563	\$494,573
Short Term Note	\$516,281	\$283,922
Judgement Payable	\$26,425	\$19,949
Shareholder Loan	\$632,251	\$681,059
Total Other Current Liabilities	\$46,743,012	\$9,863,612
Total Current Liabilities	\$46,743,012	\$9,863,612
Long-Term Liabilities		
Notes	\$7,882,659	\$5,259,064
Long Term Note Payable	-\$29,214,015	\$18,316,935
Total Long-Term Liabilities	-\$21,331,356	\$23,575,999
Total Liabilities	\$25,411,656	\$33,439,611
Equity		
Common stock, \$0.0001 par value; 988,000,000 shares authorized, 249,094,757 shares issued and outstanding; Preferred Series A \$.0001 par value; 5,000,000 shares authorized 1,000,000 shares outstanding		
Accumulated Deficit	\$2,043,016	\$5,849,369
Additional Paid in Capital	\$11,683,555	\$11,876,292
Subsidiary Account	\$2,563,876	\$2,672,047
Net Income	\$17,866,806	\$2,305,235
Total Equity	\$34,157,252	\$22,702,943
TOTAL LIABILITIES AND EQUITY	\$59,568,908	\$56,142,554

GAENSEL ENERGY GROUP, INC.
CONSOLIDATED PROFIT AND LOSS FOR PERIOD ENDING
31-Dec-21

	<u>12/31/2022</u>	<u>12/31/2021</u>
Income		
Billable Expense Income	\$ 2,521,474	\$1,224,620.00
Investment Income	\$ 149,654	\$59,958.00
Sales of Product Income	\$ 51,018,066	\$76,656,314.00
Total Income	\$ 53,689,194	\$77,940,892.00
Cost of Goods Sold		
Cost of Goods Sold	\$ 15,198,463	\$22,153,529.00
Shipping	\$ 769,709	\$755,936.00
Total Cost of Goods Sold	\$ 15,968,171	\$22,909,465.00
Gross Profit	\$ 37,721,023	55031427
Expenses		
Accounting	\$ 657,478	\$259,614.00
Advertising & Marketing	\$ 822,715	\$701,171.00
Dues & Subscriptions	\$ 115,278	\$154,106.00
G&A	\$ 48,547	\$17,407.00
Internet	\$ 522,376	\$463,245.00
Legal & Professional Services	\$ 858,533	\$519,584.00
Miscellaneous	\$ 1,173,291	\$839,296.00
Outside Services	\$ 4,413,513	\$5,500,973.00
Payroll Expenses	\$ 6,287,833	\$5,509,922.00
Reimbursable Expenses	\$ 559,154	\$1,084,422.00
Rent & Lease	\$ 1,356,600	\$1,422,179.00
Repairs & Maintenance	\$ 1,379,348	\$990,475.00
Taxes & Licenses	\$ 171,835	\$122,672.00
Utilities	\$ 1,487,714	\$1,301,401.00
Foreign exchange (gain) loss	\$ 2	\$192.00
Depreciation and amortization	\$ -	\$537.00
Total Expenses	\$ 19,854,217	\$18,887,194.00
Net Operating Income	\$ 17,866,806	\$36,144,233.00
Net Income	\$ 17,866,806	\$36,144,233.00

GAENSEL ENERGY GROUP, INC.
CONSOLIDATED CASH FLOW FOR PERIOD ENDING
31-Dec-22

	<u>12/31/2022</u>	<u>12/31/2021</u>
OPERATING ACTIVITIES		
Net Income	\$17,866,805.98	\$36,144,233.00
Adjustments to reconcile Net Income to Net Cash provided by operations:	\$0.00	\$0.00
Depreciation		
Effects of Foreign Exchange Rate Changes on Cash	\$0.00	\$3,305,496.01
A/R	(\$4,514,943.08)	\$3,205,537.93
Inventory Asset	(\$5,146,973.98)	\$6,938,798.26
Prepayments and Deposits	(\$15,539.70)	\$4,161,593.50
Returns & Allowances	(\$131,575.10)	\$257,989.22
FF&E	(\$2,468,086.66)	\$3,160,450.89
A/P	\$33,698,805.05	\$7,489,886.53
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	\$21,421,686.53	(\$13,024,000.84)
Net cash provided by operating activities	\$39,288,492.50	\$23,105,900.14
INVESTING ACTIVITIES		
Deferred Development Costs	\$57,839.98	(\$810,039.00)
Investments / Acquisitions	\$9,791,692.77	\$13,058,249.93
Net cash provided by investing activities	\$9,849,532.75	\$12,248,210.93
FINANCING ACTIVITIES		
Notes	(\$44,907,354.73)	\$13,216,566.55
Accumulated Deficit	(\$2,764,561.20)	(\$37,107,780.67)
Net cash provided by financing activities	(\$47,671,915.93)	(\$23,891,214.12)
Net cash increase for period	\$1,466,109.33	\$11,477,228.95
Cash at beginning of period	\$11,477,228.95	\$0.00
Cash at end of period	\$12,943,338.28	\$11,477,228.95

Gaensel Energy Group, Inc.					
STATEMENT OF SHAREHOLDERS EQUITY					
For The Period Ended 31 December 2022					
	Common	Preferred Series	Capital	Treasury	Total
	stock	A	reserve	stock	
	USD in million				
Balance at 31 December 2021	249,094,757	1,000,000	-	-	250,094,757
Issue of bonus shares	-		-	-	0
Issue of new shares		0	-	-	0
Net income	\$17,866,806	0	-	-	\$17,866,806
Earnings Per Share	\$0.07				\$0.07
Transfer to capital reserve		0	-	-	
Dividends	-	0	-	-	0
Share buyback	-	0	-	-	0
Reversal of revaluation	-	0	-	-	0
Balance at 31 December 2022	249,094,757	1,000,000	-	-	250,094,757

NOTES TO FINANCIAL STATEMENTS

Note 1. Organization, History and Business

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

Note 2. Summary of Significant Accounting Policies

Revenue Recognition

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

Accounts Receivable

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

Allowance for Doubtful Accounts

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

Stock Based Compensation

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

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

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

Loss per Share

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

Cash and Cash Equivalents

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

Concentration of Credit Risk

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

Depreciation

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

Use of Estimates

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

Business segments

ASC 280, “*Segment Reporting*” requires use of the “*management approach*” model for segment reporting. The management approach model is based on the way a company’s management organizes segments within the company for making operating decisions and assessing performance. The Company determined it has eighteen operating segments as of December 31, 2022.

Income Taxes

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

Recent Accounting Pronouncements

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

Note 3. Income Taxes

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

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

	<u>12/31/2022</u>
U.S statutory rate	21.00%
Less valuation allowance	-21.00%
Effective tax rate	0.00%

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

	<u>12/31/2022</u>	Deferred tax assets
Net operating losses /Income	\$	17,866,806
Deferred tax liability		
Net deferred tax assets		\$0)
Less valuation allowance		0)

Deferred tax asset - net valuation allowance	\$	0
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The Company adopted the provisions of ASC 740-10-50, formerly FIN 48, and “Accounting for Uncertainty in Income Taxes”. The Company had no material unrecognized income tax assets or liabilities as of December 31, 2022.

The Company’s policy regarding income tax interest and penalties is to expense those items as general and administrative expense but to identify them for tax purposes. During the period ending December 31, 2022 there were no income tax, or related interest and penalty items in the income statement, or liabilities on the balance sheet. The Company files income tax returns in the U.S. federal jurisdiction and Nevada state jurisdiction. We are not currently involved in any income tax examinations.

Note 4. Related Party Transactions None.

Note 5. Stockholders’ Equity

Common Stock

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

As of December 31, 2022, the Company 249,094,757 shares issued and outstanding.

Preferred Stock

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

As of December 31, 2022, the Company has 1,000,000 shares of Preferred Series A Stock outstanding

Note 6. Commitments and Contingencies *Commitments:*

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

Note 7 – Net Income (Loss) Per Share

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

12/31/2022

	\$
Net Income (Loss)	\$ <u>8,074,160</u>
Weighted-average common shares outstanding basic:	\$.07
Weighted-average common stock	249,094,757
Equivalents	
Stock options	0
Warrants	0
Convertible Notes/Preferred Stock	0
Weighted-average common shares Dilutive	\$.07

Note 8. Notes Payable

Notes payable consist of the following for the periods ended;		12/31/2022
working capital notes with no stated interest rate. Note is payable on demand .	\$	0
Total Notes Payable Long Term Deferred Debt		\$6,878,234
Less Current Portion		(0)
Long Term Notes Payable	\$	\$6,878,234

Note 9. Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. Currently, the Company has limited operating history and has incurred operating losses, and as of the period ending December 31, 2022, the Company had an accumulated deficit.

These factors raise substantial doubt about the Company's ability to continue as a going concern. Management believes that the Company's capital requirements will depend on many factors including the success of the Company's development efforts and its efforts to raise capital. Management also believes the Company needs to raise additional capital for working capital purposes. There is no assurance that such financing will be available in the future. The conditions described above raise substantial doubt about our ability to continue as a going concern. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 10. Subsequent Events