

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **Lelantos Holdings, Inc.**

7901 4th St N. STE 13362, St Petersburg, FL 33702

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520-549-2975

[www.lelantosholdings.io](http://www.lelantosholdings.io)

[info@lelantosholdings.io](mailto:info@lelantosholdings.io)

SIC Code – 3999

## **Quarterly Report**

**For the period ending March 31, 2023  
(the “Reporting Period”)**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

3,552,418 as of March 31, 2023

3,552,418 as of December 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 Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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<sup>1</sup> “Change in Control” shall mean any events resulting in:

- (i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

**1) Name 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.

Lelantos Holdings, Inc. – February 4, 2022  
ProConcept Marketing Group, Inc – December 20, 2007  
Monarch Holdings, Inc – November 10, 2005  
Sallie Mae Investments, Inc. – August 25, 2005  
SMJ Investments, Inc. – September 16, 1998  
Terracon, Inc. – July 19, 1988

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):

Florida - Active

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:

On June 8, 2022, the Company effectuated a 1 for 100 reverse stock split.

On November 14, 2022, Lelantos Holdings Inc., a Florida entity, filed the required articles of merger, merging Lelantos Holdings Incorporated, a Nevada corporation, into the Company with a requested effective date of November 22, 2022. Following a three-month delay due to a backlog of processing requests, the articles of merger have now been processed, and management announced the official merger on March 7, 2023.

On March 7, 2023, the Company expanded its business operations into the sustainable energy industry through its acquisition of Lelantos Energy, LLC which is a wholly owned subsidiary of Lelantos Holdings, Inc. and has current operations developing industry- leading sustainable energy solutions for large scale commercial applications.

On March 22, 2023, Lelantos Holdings executed a formal asset purchase agreement to acquire 15 semi-trucks with a current operational business model.

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

610 S. Park Avenue, Tucson, AZ 85719

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: Pacific Stock Transfer Co  
Phone: (800) 785-7782  
Email: joslyn@pacificstocktransfer.com  
Address: 6725 Via Austi Pkwy, Suite 300, Las Vegas, NV 89119

### 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>LNTQ</u>		
Exact title and class of securities outstanding:	<u>Common</u>		
CUSIP:	<u>742717309</u>		
Par or stated value:	<u>\$0.0001</u>		
Total shares authorized:	<u>500,000,000</u>	as of date:	<u>March 31, 2023</u>
Total shares outstanding:	<u>3,552,418</u>	as of date:	<u>March 31, 2023</u>
Total number of shareholders of record:	<u>92</u>	as of date:	<u>March 31, 2023</u>

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

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

### 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:	<u>Series A Preferred Stock</u>		
CUSIP (if applicable):	<u>N/A</u>		
Par or stated value:	<u>\$0.001</u>		
Total shares authorized:	<u>10,000,000</u>	as of date:	<u>March 31, 2023</u>
Total shares outstanding (if applicable):	<u>9,900,000</u>	as of date:	<u>March 31, 2023</u>
Total number of shareholders of record:	<u>1</u>	as of date:	<u>March 31, 2023</u>

**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:

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

One vote per share. Dividend rights – none, preemption rights – none.

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

Each Series A preferred share has 10 votes and is convertible into 10 common shares at any time at the option of the holder.

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

None

**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 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.

#### 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: <u>Opening Balance</u>  Date <u>December 31, 2020</u> Common: <u>3,552,418</u> Preferred: <u>9,900,000</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.  *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.

_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report:  Ending Balance:  Date <u>March 31, 2023</u>  Common: <u>3,552,418</u>  Preferred: <u>9,900,000</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, 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:

\_\_\_\_\_

### 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. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)
<u>11/7/2022</u>	<u>\$50,000</u>	<u>\$50,000</u>	<u>\$2,959</u>	<u>5/7/2023</u>	<u>(NOTE - 1)</u>	<u>SJL Services, LLC – Suzanne Leigh</u>	<u>Loan</u>
<u>11/9/2022</u>	<u>\$50,000</u>	<u>\$50,000</u>	<u>\$2,918</u>	<u>5/7/2023</u>	<u>(NOTE - 1)</u>	<u>Mark Gaalass</u>	<u>Loan</u>
<u>3/22/2023</u>	<u>\$1,363,540</u>	<u>\$1,363,540</u>	<u>\$2,690</u>	<u>3/22/2024</u>	Convertible after 12 months, at a 20% discount to market.	<u>TK Zarro Holdings, LLC – Tom Zarro</u>	<u>Asset purchase</u>

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

**NOTE 1** - In the event that the Company issues and sells shares of its common stock to investors while this Note remains outstanding in an equity financing with total proceeds to the Company of not less than \$7,500,000, then the outstanding principal amount of this Note and any unpaid accrued interest shall, upon the mutual election of the Company and the Holder, convert in whole without any further action by the Holder into common stock at a conversion price equal to the cash price paid per share multiplied by 0.80.

#### 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.otcmarkets.com](http://www.otcmarkets.com)).

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

Lelantos Holdings, Inc. is a publicly traded company engaged in strategic marketing and business management, offering proprietary engagement marketing strategies, talent procurement, and management consulting to major international corporations engaged in a variety of industries.

On March 7, 2023, the Company expanded its business operations into the sustainable energy industry through its acquisition of Lelantos Energy, LLC which is a wholly owned subsidiary of Lelantos Holdings, Inc. and has current operations developing industry-leading sustainable energy solutions for large scale commercial applications.

One March 23, 2023, the Company executed an Asset Purchase Agreement and acquired fifteen (15) Semi-Trucks in exchange for a convertible note payable for \$1,363,540. The value of the trucks was calculated by equally splitting the total average market valuation and the retail valuation numbers that have been provided and reported through bumper.com, a third-party vehicle reporting agency. The fifteen (15) Semi- Trucks were acquired by Lelantos Holdings, Inc.

The Company has entered into an agreement to acquire eighteen (18) trailers, a fuel program business and a logistics and shipping business to additionally compliment the fifteen (15) Semi-Trucks that it has fully acquired, and the Company intends to utilize this operation to complement its shipping requirements within Lelantos Energy, LLC to compliment and support the current business needs in place.

Since the acquisition of Lelantos Energy on March 6, 2023, the Company's Energy Division has developed a growing portfolio of 26 projects that are in various stages of project development, ranging from prospect to breaking group, one of which is formally under contract and listed in the support exhibit, which is also expected to be completed within the second quarter of 2023.

List any subsidiaries, parent company, or affiliated companies.

Lelantos Energy, LLC

Describe the issuers' principal products or services.

In addition to the above, Lelantos Energy operates as a wholly owned subsidiary of Lelantos Holdings, Inc. which specializes in creating unique energy solutions for an ever-changing landscape. It has strategically joined forces with experienced and leading industry professionals as well as dedicated lending resources to create a business model that will mitigate risk and establish high-yield rewards for investors as well as firmly cement its vision to advance and revolutionize the delivery of renewable energy projects on a global scale. From solar infrastructure and energy storage system (ESS) architecture to advanced monitoring and controls software development all the way through to complete utility-scale microgrid design and installation, Lelantos Energy has coalesced a team that fully executes a project from start to finish. This includes engineering design and specifications, financing, procurement, fabrication, construction and installation, project management and long-term maintenance.

Lelantos Energy's strength is intelligently designing and developing large-scale projects, from multi-location operations to fully developed utility-scale systems. Beyond that, its strategic relationships allow the company to finance, source products, develop and go to construction more quickly than most renewable energy solutions providers.

Additionally, Lelantos Energy has coalesced industry experts across a wide array of renewable energy verticals to attack the industry comprehensively and create multiple synergies that support each area of focus, including, but not limited to:

- Commercial solar
- Microgrid design
- Energy storage architecture
- EV supercharging

[www.lelantos.energy](http://www.lelantos.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.

None

## 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
Jacob Graber	5% owner	Spencerville, IN	1,600,000 <sup>(2)</sup>	Common	45.1%	Jacob Graber
David Pfister	5% owner	Spencerville, IN	1,600,000 <sup>(2)</sup>	Common	45.1%	David Pfister
Nathan Puente	Officer / Director / 5% owner	Tucson, AZ	9,900,000	Series A Preferred	99.0% <sup>(1)</sup>	Nathan Puente
<u>Joshua Weaver</u>	Officer / Director	<u>Tucson, AZ</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>Steffan Dalsgaard</u>	Officer / Director	<u>Las Vegas, NV</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

<sup>(1)</sup>Each issued and outstanding Series A preferred shares is entitled to the number of votes equal to the result of: (i) the number of shares of Common Stock issued and outstanding at the time of such vote multiplied by 1.10; divided by (ii) the total number of preferred shares issued and outstanding at the time of such vote. As a result, Mr. Puente owns 52.38% of the voting securities <sup>(2)</sup>Reflects the 1 for 100 reverse stock split effectuated on June 8, 2022.

## 7) Legal/Disciplinary History

Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

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

None

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

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.

Lelantos Holdings, Inc. has filed a litigation against 22nd Century Group, Inc and Golden Acquisition Sub, LLC on March 28, 2023, to recover assets which were burned down and holds an approximate asset valuation in excess of \$2,000,000.00 USD

## 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: Jody M. Walker  
Address 1: J.M. Walker & Associates  
Address 2: 7841 South Garfield Way, Centennial, CO 80122  
Phone: 303-850-7637  
Email: jody.walker@jmwassoc.onmicrosoft.com

Accountant or Auditor

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_



## Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## 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), 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**

The following financial statements were prepared in accordance with:

- ☐ IFRS  
☒ U.S. GAAP

The following financial statements were prepared by (name of individual)<sup>2</sup>:

Name: Rachel Boulds  
Title: CPA  
Relationship to Issuer: Service Provider

Describe the qualifications of the person or persons who prepared the financial statements: Licensed as a CPA in the state of Utah

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.

Audit letter, if audited;  
Balance Sheet;  
Statement of Income;  
Statement of Cash Flows;  
Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)  
Financial Notes

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<sup>2</sup> 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.

**LELANTOS HOLDINGS INC., AND SUBSIDIARY**  
**CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

	March 31, 2023	December 31, 2022
<b><u>ASSETS</u></b>		
Current Assets:		
Cash	\$ 2,191	\$ —
Total Current Assets	2,191	—
Vehicles	1,363,540	—
Total Assets	\$ 1,365,731	\$ —
<b><u>LIABILITIES &amp; STOCKHOLDERS' DEFICIT</u></b>		
Current Liabilities:		
Accounts payable	\$ 9,094	\$ 10,094
Accrued interest	8,566	—
Loan payable – related party	595,000	25,207
Convertible notes payable, net of discount of \$7,181	1,458,359	—
Total Liabilities	2,071,019	35,301
Shareholders' Deficit:		
Series A Preferred stock, \$0.01 par value, 10,000,000 shares authorized; 9,900,000 shares issued and outstanding	99,000	99,000
Common stock \$0.001 par value, 500,000,000 shares authorized; 3,552,418 shares issued and outstanding	3,552	3,552
Additional paid-in capital	40,643,489	41,212,941
Accumulated deficit	(41,451,329)	(41,350,794)
Total Stockholders' Deficit	(705,288)	(35,301)
Total Liabilities and Stockholders' Deficit	\$ 1,365,731	\$ —

*The accompanying notes are an integral part of these unaudited consolidated financial statements.*

**LELANTOS HOLDINGS INC., AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

	For the Three Months Ended March 31,	
	2023	2022
Operating Expenses:		
Contract labor	\$ 38,575	\$ —
General and administrative	34,030	—
Total operating expenses	72,605	—
Loss from operations	(72,605)	—
Other Expense:		
Interest expense	(27,930)	—
Total other Expense	(27,930)	—
Net Loss	\$ (100,535)	\$ —
Net loss per share	\$ (0.03)	\$ —
Weighted average shares outstanding, basic and diluted	3,552,418	3,552,418

*The accompanying notes are an integral part of these unaudited consolidated financial statements.*

**LELANTOS HOLDINGS, INC., AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022**  
**(Unaudited)**

	Preferred Stock		Common Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Stockholders' Deficit
Balance, December 31, 2022	9,900,000	\$ 99,000	3,552,418	\$ 3,552	\$ 41,212,941	\$ (41,350,794)	\$ (35,301)
Consolidation entry	—	—	—	—	(569,452)	—	(569,452)
Net loss	—	—	—	—	—	(100,535)	(100,535)
Balance, March 31, 2023	<u>9,900,000</u>	<u>\$ 99,000</u>	<u>3,552,418</u>	<u>\$ 3,552</u>	<u>\$ 40,643,489</u>	<u>\$ (41,451,329)</u>	<u>\$ (705,288)</u>

  

	Preferred Stock		Common Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Stockholders' Deficit
Balance, December 31, 2021	9,900,000	\$ 99,000	3,552,418	\$ 3,552	\$ 41,212,941	\$ (41,315,993)	\$ (500)
Net loss	—	—	—	—	—	—	—
Balance, March 31, 2022	<u>9,900,000</u>	<u>\$ 99,000</u>	<u>3,552,418</u>	<u>\$ 3,552</u>	<u>\$ 41,212,941</u>	<u>\$ (41,315,993)</u>	<u>\$ (500)</u>

*The accompanying notes are an integral part of these unaudited consolidated financial statements.*

**LELANTOS HOLDINGS, INC., AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	For the Three Months Ended March 31,	
	2023	2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (100,535)	\$ —
Adjustments to reconcile net loss to net cash used in operating activities:		
Debt discount amortization	21,542	—
Changes in operating assets and liabilities:		
Accounts payable	(204)	—
Accrued interest	6,388	—
Net cash used in operating activities	(72,809)	—
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>	—	—
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from related party loan	75,000	—
Net cash provided by financing activities	75,000	—
Net change in cash	2,191	—
Cash at beginning of period	—	—
Cash at end of period	\$ 2,191	\$ —
<b>Supplemental disclosure of cash flow information:</b>		
Cash paid for interest	\$ —	\$ —
Cash paid for taxes	\$ —	\$ —
<b>Supplemental disclosure of non-cash activity:</b>		
Convertible note payable issued for vehicles	\$ 1,363,540	\$ —

*The accompanying notes are an integral part of these unaudited consolidated financial statements.*

**LELANTOS HOLDINGS, INC. AND SUBSIDIARY**  
**Notes to Unaudited Consolidated Financial Statements**  
**March 31, 2023**

**NOTE 1 - DESCRIPTION OF BUSINESS AND HISTORY**

Lelantos Holdings, Inc. (Formerly ProConcept Marketing Group, Inc.) (the “Company”) was incorporated in the State of Florida in 1988.

Lelantos Holdings, Inc. is a publicly traded company engaged in strategic marketing and business management, offering proprietary engagement marketing strategies, talent procurement, and management consulting to major international corporations engaged in a variety of industries.

On April 2, 2021, 9,900,000 shares of the Series A preferred stock were sold to Infinity Group Holdings LLC, an entity controlled by Betty Sytner.

On August 2, 2021, Infinity Group Holdings, LLC sold their 9,900,000 shares of Series A preferred stock to Nathan Puente, resulting in a change of control of the Company.

On November 14, 2022, Lelantos Holdings Inc., a Florida entity, filed the required articles of merger, merging Lelantos Holdings Incorporated, a Nevada corporation, into the Company with a requested effective date of November 22, 2022. Following a three-month delay due to a backlog of processing requests, the articles of merger have now been processed, and management announced the official merger on March 7, 2023.

On March 7, 2023, the Company expanded its business operations into the sustainable energy industry through its acquisition of Lelantos Energy, LLC which is a wholly owned subsidiary of Lelantos Holdings, Inc. and has current operations developing industry- leading sustainable energy solutions for large scale commercial applications.

On March 23, 2023, the Company executed an Asset Purchase Agreement and acquired fifteen Semi-Trucks which hold an approximate asset value of \$1,363,540. These fifteen Semi-Trucks were acquired by Lelantos Holdings, Inc. with an operational business and they are currently generating cash flow for the company.

The Company has entered into an agreement to acquire eighteen trailers, a fuel program business and a logistics and shipping business to additionally complement the fifteen Semi Trucks that it has fully acquired. The Company intends to utilize this operation to complement its shipping requirements within Lelantos Energy, LLC to supplement and support the current business needs in place.

Since the acquisition of Lelantos Energy on March 7, 2023, the Company’s Energy Division has developed a growing portfolio of 26 projects that are in various stages of project development, ranging from prospect to breaking ground, one of which is formally under contract and is expected to be completed within the second quarter of 2023.

**NOTE 2 - SUMMARY OF SIGNIFICANT POLICIES**

*Basis of presentation*

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”), and pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). These financial statements and the notes attached hereto should be read in conjunction with the financial statements and notes included in our financial statements for the year ended December 31, 2022. In the opinion of our management, all adjustments, including normal recurring adjustments necessary to present fairly our financial position, as of March 31, 2023, and the results of our operations and cash flows for the three months then ended have been included. The results of operations for the interim period are not necessarily indicative of the results for the full year ending December 31, 2023.

### Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires the Company to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. These estimates and judgments are based on historical information, information that is currently available to the Company and on various other assumptions that the Company believes to be reasonable under the circumstances. Actual results could differ from those estimates.

### Principles of Consolidation

The accompanying unaudited consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Lelantos Energy, LLC. All intercompany balances and transactions have been eliminated on consolidation.

### Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### **NOTE 3 - GOING CONCERN**

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has suffered recurring losses since inception and has no current operations. The Company will continue to require financing from external sources to finance its operating and investing activities until sufficient positive cash flows from operations can be generated. There is no assurance that financing or profitability will be achieved, accordingly, there is substantial doubt about the Company's ability to continue as a going concern. The financial statements of the Company do not include any adjustments that may result from the outcome of these uncertainties.

### **NOTE 4 - CONVERTIBLE NOTES PAYABLE**

Pursuant to the terms of the Asset Purchase Agreement, dated March 22, 2023, the Company issued a convertible promissory note for \$1,363,540, to TK Zarro Holdings, Inc. The note bears interest at 8% and matures March 22, 2024. Any unpaid balance of the note is convertible into shares of common stock after twelve months, at a 20% discount to market.

On November 7, 2022, the Company issued a convertible promissory note for \$50,000, to SJL Services, LLC. The note bears interest at 15% and matures May 7, 2023. In addition, the Company is to issue 20,000 shares of common stock to SJL Services, LLC. In the event that the Company issues and sells shares of its common stock to investors while this Note remains outstanding in an equity financing with total proceeds to the Company of not less than \$7,500,000, then the outstanding principal amount of this Note and any unpaid accrued interest shall, upon the mutual election of the Company and the Holder, convert in whole without any further action by the Holder into common stock at a conversion price equal to the cash price paid per share multiplied by 0.80.

On November 9, 2022, the Company issued a convertible promissory note for \$50,000, to Mark Gaalass. The note bears interest at 15% and matures May 7, 2023. In addition, the Company is to issue 20,000 shares of common stock to SJL Services, LLC. In the event that the Company issues and sells shares of its common stock to investors while this Note remains outstanding in an equity financing with total proceeds to the Company of not less than \$7,500,000, then the outstanding principal amount of this Note and any unpaid accrued interest shall, upon the mutual election of the Company and the Holder, convert in whole without any further action by the Holder into common stock at a conversion price equal to the cash price paid per share multiplied by 0.80.

#### **NOTE 4 – RELATED PARTY TRANSACTIONS**

As of March 31, 2023, the Company has a balance due to related parties of \$595,000 for loans to the Company. The various loans are non-interest bearing and due on demand.

#### **NOTE 5 – COMMON STOCK**

On June 8, 2022, the Company effectuated a 1 for 100 reverse stock split. All shares throughout these financial statements have been retroactively adjusted to reflect the reverse split.

#### **NOTE 6 – PREFERRED STOCK**

The Company has authorized 10,000,000 shares of Series A preferred stock. Each share of Series A preferred stock is entitled to votes equal to ten times the number of common shares outstanding divided by the number of preferred shares outstanding at the time of a vote. Each share of Series A is convertible into ten shares of common stock at any time at the option of the holder.

Following the completed merger, the company intends to complete the formation of a preferred series B and C class of shares which will hold the following capital structures:

##### **Preferred B**

Conversion ratio into Common Stock: 50:1

Authorized shares 3,000,000

Outstanding Shares: 2,306,900

Number of Shareholders: 19

##### **Preferred C**

Conversion ratio into Common Stock: 50:1

Authorized shares 3,000,000

Outstanding Shares: 23,375

Number of Shareholders: 32

#### **NOTE 7 - SUBSEQUENT EVENTS**

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855, *Subsequent Events*, from the balance sheet date through the date the financial statements were issued and has determined that no material subsequent events exist.

N/A



## 10) Issuer Certification

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Nathan Puente certify that:

I have reviewed this Disclosure Statement for **Lelantos Holdings, Inc.**;

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

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.

May 22, 2023

/s/ Nathan Puente

*Principal Financial Officer:*

I, Nathan Puente certify that:

I have reviewed this Disclosure Statement for **Lelantos Holdings, Inc.**;

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

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.

May 22, 2023

/s/ Nathan Puente