

# **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: 7373

## **Quarterly Report**

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

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

979,974,315 as of **December 31, 2023** (*Current Reporting Period Date or More Recent Date*)

966,974,315 as of **March 31, 2023** (*Most Recent Completed Fiscal Year End*)

### **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 during 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 and 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.

Current State and Date of Incorporation or Registration: Wyoming / March 15, 2023

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

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

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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.

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

N/A

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

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 includes multiple steps including working with the original mortgages, cross-collateralization, lien holders, heirs and limited partners. The deal is in process and in process to be transferred to a new holding entity one by one. The projected completion date for the whole portfolio: 2028.

April 19, 2023 The Company announced it finalized an agreement to acquire Serenity Lakeside Resort in Phuket, Thailand. The agreement features an acquisition of a 50% stake with a schedule of taking majority control in 2024.

Exxe Group has announced its strategy to audit and spin off Daskonzept Group, now known as designarchiv. While anticipated, no definitive timeline has been announced yet.

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:	<u>\$0.00001</u>
Total shares authorized:	980,000,000 as of date: <u>12/31/2023</u>
Total shares outstanding:	979,974,315 as of date: <u>12/31/2023</u>
Total number of shareholders of record:	183 as of date: <u>12/31/2023</u>

*Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.*

N/A

**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 that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of securities outstanding:	Preferred Series A
Par or stated value:	\$0.0001
Total shares authorized:	4 as of date: <u>12/31/2023</u>
Total shares outstanding:	1 as of date: <u>12/31/2023</u>
Total number of shareholders of record:	1 as of date: <u>12/31/2023</u>

Exact title and class of securities outstanding:	Preferred Series B
Par or stated value:	\$2.50

Total shares authorized:	30,000,000	as of date: <u>12/31/2023</u>
Total shares outstanding:	1,768,754	as of date: <u>12/31/2023</u>
Total number of shareholders of record:	0	as of date: <u>12/31/2023</u>

Exact title and class of the security:	Preferred Series C	
Par or stated value:	\$2.00	
Total shares authorized:	30,000,000	as of date: <u>12/31/2023</u>
Total shares outstanding (if applicable):	16,299,313	as of date: <u>12/31/2023</u>
Total number of shareholders of record (if applicable):	0	as of date: <u>12/31/2023</u>

Exact title and class of the security:	_____	
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: _____

*Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.*

\_\_\_\_\_

### **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 for the two most recently completed fiscal years and any subsequent period.

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 March 30, 2021 Common: 526,932,673 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.
01/01/22	new Issuance	70,000	Pref C	\$2.00	No	Joanna Filipowska	Advisory Agreement	Restricted	144

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 Erbschaeuser	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
01/17/23	new Issuance	187,500	Pref C	\$2.00	No	Jason Lohre	Acquisition	Restricted	144
01/01/22	new Issuance	35,000	Pref C	\$2.00	No	Darla Gullons	Advisory Agreement	Restricted	144
03/09/22	new Issuance	800,000	Pref C	\$2.00	No	Talgat Ilyasov	Convert Debt to Pref C	Restricted	144
03/09/22	new Issuance	840,000	Pref C	\$2.00	No	Peter Sallade	Convert Debt to Pref C	Restricted	144
05/20/21	new Issuance	1,200,000	Pref B	\$2.50	No	Heinz Georg Schreiber	Acquisition	Restricted	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

OTC Markets Group Inc.

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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	Cancellation	(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

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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
01/13/23	new Issuance	10,000,000	Common	0.03	No	Talgat Ilyasov	Debt conversion	Unrestricted	Reg S
01/13/23	new Issuance	30,000,000	Common	0.03	No	Brian Johnston	Debt conversion	Unrestricted	Reg S
01/13/23	new Issuance	20,000,000	Common	0.05	No	Peter Sallade	Debt conversion	Unrestricted	Reg S
01/13/23	new Issuance	3,300,000	Common	0.01	No	Subramanian Ganesan	Debt conversion	Unrestricted	144
01/16/23	new Issuance	20,000,000	Common	0.03	No	Duane Phillippe	Debt conversion	Unrestricted	Reg S
07/14/23	new Issuance	20,000,000	Common	0.0047	No	Duane Phillippe	Debt conversion	Unrestricted	144
09/7/23	new Issuance	60,000,000	Common	0.0086	No	Duane Phillippe	Debt conversion	Unrestricted	144
12/19/23	new Issuance	23,000,000	Common	0.0033	No	Duane Phillippe	Debt conversion	Unrestricted	144
Ending Balance Date: December 31, 2023 Common: 979,974,315 Preferred Series A: 1 Preferred Series B: 1,768,754 Preferred Series C: 16,299,313									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2023, 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, 2022 through December 31, 2023 pursuant to the tabular format above.

**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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
10/10/2023	5,000,000	5,000,000	0	12/10/2027	conv: 25% off 30 days	Brian John Johnson	Asset purchase
03/06/2019	3,056,909	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	1,031,250	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
06/30/2018	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	2,257,600	4,000,000	500,000	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	2,281,791	3,000,000	0	04/15/2023	conv: 25% off of last day closing	Talgat Talmasovich Ilyasov	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

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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
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
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
03/30/2021	400,000	400,000	0	03/30/2025	conv: 20% off of last day closing	MarketMediaConnect (Nasir Saeed)	Asset purchase
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

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10/01/2021	150,000	150,000	0	10/01/2023	40% of lowest traded in past 30d	Mammoth Co (Brad Hare)	Convertible loan
6/26/2023	50,000	50,000	0	6/26/2026	3 yr term, 10% annual interest, 10% off the lowest traded, +6% if defaulted	Phil Lomanov	Convertible loan
07/30/2023	99,000	99,000	0	12/30/2024	1.5 yr term, 6.5% (in negotiations) conv: 20% off with multiple conditions	Crowmarsh Gifford LLC (Derrick Lefcoe)	Convertible loan
9/18/2023	75,829	75,829	0	9/18/2026	3 yr term, 10% annual interest, 10% off the lowest traded, +6% if defaulted	Vladislav Malce	Convertible loan
9/18/2023	40,000	40,000	0	9/18/2026	3 yr term, 10% annual interest, 10% off the lowest traded, +6% if defaulted	Vladislav Malce	Convertible loan

**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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](http://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 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 investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

SEE NOTE 6 in the Financial Statements, which are incorporated by reference

Exxe Group maintains a corporate office located in Midtown Manhattan facility located at 1345 Avenue of The Americas, 2nd Floor, New York, NY 10105. The facility is a Class A building at a prime location, and has professional reception and waiting areas, conference rooms and meeting rooms. Exxe Group uses facilities on as needed basis.

## **6) Officers, Directors, and Control Persons**

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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. 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 investors 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 owners.*

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
Joanna Karolina Filipowska	Director	1345 Avenue Of The Americas, 2nd Floor New York, NY 10105	70,000	Preferred C	0.004%	N/A
Jason Lohre	Chief Administrative Officer	1345 Avenue Of The Americas, 2nd Floor New York, NY 10105	30,000	Preferred C	0.0018%	N/A
Darla Gullons	Director	1345 Avenue Of The Americas, 2nd Floor New York, NY 10105	35,000	Preferred C	0.0021%	N/A
Peter Sallade	Director	1345 Avenue Of The Americas, 2nd Floor New York, NY 10105	20,000,000	Common	0.021%	N/A

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:



1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

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

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject 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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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 to 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.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

### Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jonathan D. Leinwand Esq.  
Firm name: JONATHAN D. LEINWAND, P.A.  
Address 1: 18305 Biscayne Blvd., Suite 200  
Address 2: Aventura, FL 33160  
Phone: (954) 903-7856  
Email: [jonathan@jdlpa.com](mailto:jonathan@jdlpa.com)

### Accountant or Auditor

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

### Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_

OTC Markets Group Inc.

Disclosure Guidelines for the Pink Market (v5 December 18, 2023)

Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

All other means of Investor Communication:

Twitter: <https://twitter.com/exxegroup> / @exxegroup  
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. This Disclosure Statement was prepared by (name of individual):

Name: Eduard Nazmiev  
Title: CEO and President  
Relationship to Issuer: Director

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

☐ IFRS

OTC Markets Group Inc.

Disclosure Guidelines for the Pink Market (v5 December 18, 2023)

☒ U.S. GAAP

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

Name: Eduard Nazmiev

Title: CEO and President

Relationship to Issuer: Director

Describe the qualifications of the person

or persons who prepared the financial statements<sup>2</sup>: Doctor of Economics / PhD / Professor of Economics

Dr. Nazmiev received his Ph.D. in Economics from the TISBI Academy of Management in Tatarstan in 2004

Provide the following qualifying financial statements:

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

**Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

**10) Issuer Certification**

*Principal Executive Officer:* Eduard Nazmiev

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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

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:

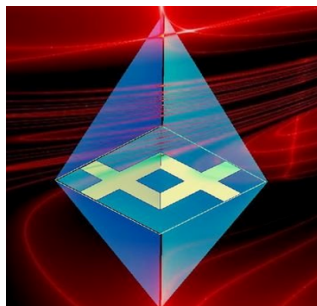
1. I have reviewed this Disclosure Statement for Exxe Group;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were 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 28, 2024 [Date]

/s/ Eduard Nazmiev [CFO's Signature]

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

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**QUARTERLY REPORT  
FOR THE PERIOD ENDING  
December 31, 2023**

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

Tel: (855) 285-2285  
Email: [info@exxegroup.com](mailto:info@exxegroup.com)  
URL: [www.exxegroup.com](http://www.exxegroup.com)

Ticker symbol: AXXA

**EXXE GROUP INC.  
QUARTERLY REPORT  
FOR THE PERIOD ENDING  
December 31, 2023**

(Unaudited)

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**EXXE GROUP INC.**  
**Condensed Consolidated Unaudited Balance Sheet**  
**as at December 31, 2023, and March 31, 2023**

		As at December 31 2023	As at March 31, 2023
<b>ASSETS</b>			
Current assets			
Cash and cash equivalents	2	810,772	644,365
Accounts receivable	2	6,177,033	5,916,858
Inventory		12,354,697	12,032,995
Other current assets		4,957,313	4,389,119
<b>TOTAL CURRENT ASSETS</b>		<b>24,299,815</b>	<b>22,983,337</b>
Fixed Assets			
Land and buildings	6	67,573,209	75,694,999
Other Fixed Assets	6	1,500,000	0
Less: Accumulated Depreciation		(331,776)	(327,791)
<b>TOTAL FIXED ASSETS</b>		<b>68,741,433</b>	<b>75,367,209</b>
Other Assets			
Long-term receivables	5	7,717,549	12,378,601
Software, Contracts	7	90,547,311	92,747,311
Other long-term assets		1,981,912	1,625,412
Goodwill	7	28,275,345	53,075,345
<b>TOTAL ASSETS</b>		<b>221,563,365</b>	<b>258,177,215</b>
<b>LIABILITIES &amp; STOCKHOLDERS' EQUITY (DEFICIT)</b>			
Current liabilities			
Accounts payable, trade		4,368,787	3,306,912
Accrued expenses and other current liabilities		6,670,803	7,354,956
Loans payable - related parties	8	1,421,536	3,246,691

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Convertible debt - in default	8	262,308	262,308
Short-term or current loans and notes payable	8	2,851,891	3,536,217
<b>TOTAL CURRENT LIABILITIES</b>		<b>15,575,325</b>	<b>17,707,085</b>
Long-term debt	8	30,456,045	44,856,045
<b>TOTAL LIABILITIES</b>		<b>46,031,370</b>	<b>62,563,130</b>
<b>STOCKHOLDERS' EQUITY (DEFICIT)</b>			
Preferred stock:			
Preferred stock series A: par value \$0.0001, 4 authorized and 1 issued and outstanding at March 31, 2023 and December 31, 2023	9	0	0
Preferred stock series B: par value \$2.50, 10,000,000 authorized 1,768,754 and 1,768,754 issued and outstanding at December 31, 2023 and March 31, 2023 respectively	9	4,421,885	4,421,885
Preferred stock series C: par value \$2.00, 30,000,000 authorized and 16,299,313 and 16,299,313 issued and outstanding as at December 31, 2023 and March 31, 2023 respectively	9	32,598,626	32,598,626
Common stock: par value \$0.00001, 680,000,000 and 500,000,000 authorized; 979,974,315 and 966,974,315 issued and outstanding as at December 31, 2023 and March 31, 2023 respectively	9	9,800	9,670
Additional paid-in capital		29,666,989	29,495,279
Minority interest		101,904,672	115,531,637
Accumulated comprehensive income (loss)		(285,544)	(285,544)
Accumulated surplus (deficit)		7,215,567	13,842,532
<b>TOTAL STOCKHOLDERS' EQUITY (DEFICIT)</b>		<b>175,531,995</b>	<b>195,614,085</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		<b>221,563,365</b>	<b>258,177,215</b>

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, 2023, and December 31, 2022**

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2023	2022	2023	2022
Revenues	15,497,240	13,464,338	47,483,762	38,154,606
Cost of goods sold	7,483,694	5,192,570	23,883,393	9,561,716
<b>Gross profit</b>	<b>8,013,546</b>	<b>8,271,768</b>	<b>23,600,369</b>	<b>28,592,890</b>
Operating expenses	3,577,039	3,842,624	7,352,060	15,950,864
Selling, general & administration costs	58,623	56,606	297,252	595,852
Depreciation and amortization	85,284	85,284	255,852	255,852
<b>Total operating expenses</b>	<b>3,720,946</b>	<b>3,984,514</b>	<b>7,905,164</b>	<b>16,802,568</b>
<b>Income (loss) from operations</b>	<b>4,292,600</b>	<b>4,287,254</b>	<b>15,695,205</b>	<b>11,790,323</b>
Other income (expenses)	32,562	72,118	249,842	259,087
Financing costs	(55,213)	(139,437)	(136,100)	(463,505)
Other income (expenses)	(8,200,000)	(21,564)	(29,062,877)	(310,114)
<b>Income (loss) before income taxes</b>	<b>(3,930,051)</b>	<b>4,198,371</b>	<b>(13,253,930)</b>	<b>11,275,791</b>
Provision for income taxes				
<b>Net income (loss)</b>	<b>(3,930,051)</b>	<b>4,198,371</b>	<b>(13,253,930)</b>	<b>11,275,791</b>
Exchange rate movements				
<b>Comprehensive income (loss)</b>	<b>(3,930,051)</b>	<b>4,198,371</b>	<b>(13,253,930)</b>	<b>11,275,791</b>
Gain attributable to non-controlling interest	(1,965,026)	1,049,593	(6,626,965)	2,818,948
Net income attributable to controlling interest	(1,965,026)	3,148,778	(6,626,965)	8,456,843
<b>Net income (loss) per share</b>	<b>(0.0037)</b>	<b>0.0058</b>	<b>(0.0132)</b>	<b>0.0165</b>

OTC Markets Group Inc.

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Weighted average shares outstanding	1,051,724,315	719,710,679	1,006,017,951	682,977,502
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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, 2023, and March 31, 2023**

	Preferred Stock		Common stock		Additional Paid-in Capital	Minority Interest	Other Comprehens ive Income	Retained Earnings Deficit	Total
	Amount	Par Value	Amount	Par Value					
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			326,878,547	3,269	6,500,111				6,503,380
Shares issued for new acquisition	187,500	375,000							375,000
Net income period ended March 31, 2023						3,868,613		11,605,839	15,474,452
Balance as of March 31, 2023	18,068,067	37,020,511	966,974,315	9,670	29,495,279	115,531,637	(285,544)	13,842,532	195,614,085
Shares issued for debt conversion			13,000,000	130	171,710				171,840
Sell of a subsidiary						(7,000,000)			(7,000,000)
Net income period ended December 31, 2023						(6,626,965)		(6,626,965)	(13,253,930)
Balance as of December 31, 2023	18,068,067	37,020,511	979,974,315	9,800	29,666,989	101,904,672	(285,544)	7,215,567	175,531,995

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, 2023, and December 31, 2022**

	December 31 2023	December 31 2022
<b>Cash flows from operating activities:</b>		
Net (Loss)	(13,253,930)	11,275,790
<i>Adjustments to reconcile net loss to net</i>		
<i>Cash provided by (used in) operating activities:</i>		
Depreciation and amortization	3,985	(6,199)
Intangible impairment	8,200,000	0
Goodwill impairment	24,800,000	0
<i>Decrease (Increase) in:</i>		
Accounts receivable, net	(599,123)	(28,186)
Other Current assets	(568,193)	1,622,582
Inventories	(321,702)	1,187,978
Accrued expenses and other current liabilities	(684,153)	(93,958)
Accounts payable, accrued expenses and taxes payable	1,061,875	(3,279,417)
Total adjustment to reconcile net income to net cash	31,892,689	(597,200)
Net cash provided In operating activities	18,638,759	10,678,590
<b>Cash flows from investing activities:</b>		
<i>Increase (Decrease) in:</i>		
Sell (Acquisition) of other long term assets	(356,500)	229,585
Acquisition of property, plant and equipment	(7,378,210)	(3,590,477)
Acquisition of Goodwill	(1,000,000)	0
Net cash received in investing activities	(8,734,710)	(3,360,892)
<b>Cash flows from financing activities:</b>		
Loans from related parties	(1,825,155)	(2,053,527)
Long-term debt	(7,912,487)	(4,961,448)
Proceeds from Issuance of Stock, Net	0	0
Net Cash Provided By Financing Activities	(9,737,642)	(7,014,975)
Net Change in Cash	166,407	302,723
Cash at Beginning of Year	644,365	258,877
<b>Cash at End of Period</b>	<b>810,772</b>	<b>561,600</b>

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, 2023**

**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 interests in selected startups through its VC holding. The Company was reorganized under the laws of the State of Delaware on August 14, 2017.

Telecorp Inc., was formed as of April 13, 2009 and incorporated in the Province of Ontario, Canada. A domicile change occurred on April 18, 2018, and the corporation name changed from Telecorp Inc. to Exxe Group Inc. on May 5, 2018.

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, 2023, or December 31, 2022.

#### 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, 2023 and December 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.

The Company showed a substantial EBIT in FY-2023, however there are no assurances the Company can generate a positive EBIT for the balance of FY-2024, or that it will be able to generate a positive EBIT for FY-2025.

As at December 31, 2023, the Company had a working capital surplus of \$8,724,490 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 on reasonable terms. 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.

#### 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 and operating businesses including software, real estate, agribusiness, 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, 2023, the Company made the following acquisitions, and categorized them as follows:

<b>Assets</b>	<b>Basis</b>	<b>Purpose</b>
Myle-One Beteiligungen, AG:	Majority owned Swiss Sub	Swiss Acquisitions&Management
Real Est(Reaxxa):Hesse(nl), Bern(cp), Frankfurt,Schweinfurt,Würzburg,Miami	Swiss/European/US Assets	Diversified Real Estate Portfolio
Auto: M-Moto,Parts,Communities,Soft	Swiss/European/US assets	B2B Platforms:AutoParts/Engines
Medical Tech:M-Meditech,CRM,AI,VC	Swiss/European/US assets	B2B Platform:Medical Distribution
Architecture,Interior, Media Design(mc)	Swiss/European/US assets	Architectural,Interior,Meida Dsgn
B2B Agricultural, Industrial, Digital & Collectible Asset Trading Platforms	Swiss/European/US assets	Agricultural Trading(soy, wheat, barley), Diverse Swap Systems

On June 20, 2018, December 10, 2018, January 15, 2019, and August 20, 2021 respectively, the company acquired controlling interest in the following projects: Hesse NL Multi-Unit Development Project located in the Greater Frankfurt Area, Germany; Caesar Perini Universal

Storage Box project located near Bern, Switzerland; and Mortgages Portfolios. The company holds a contract with Regent for 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 includes multiple steps including working with the original mortgages, cross-collateralization, lien holders, heirs and limited partners. The deal is in process and in process to be transferred to a new holding entity one by one. The projected completion date for the whole portfolio: 2028.

Exxe Group is in process of developing a proprietary technology and methodology to manage its real estate assets once they can be on-boarded to be part of the platform REAXXA, a software and a management product of the Swiss subsidiary Myle-One Beteiligungen, AG.

On March 6, 2019, and February 13, 2020, respectively, the Company acquired interests in Digital Communities, Software Technology, Autoparts, and a business-to-business (B2B) contracts for Engine repairs. The renegotiation with the stakeholders are ongoing and planned to be finalized in FY-2024. The company will have an update as soon as the terms for the new deal for the Auto group is finalized.

On October 10, 2018, January 5, 2020, and October 5, 2020, the Company acquired interests in Software development, Venture Capital (VC) incubator, and Medical/Surgical Distribution businesses respectively. These assets were added to the company's Medical B2B Division.

On March 6, 2019, April 15, 2019, March 30, 2021, and May 20, 2021, Exxe Group acquired the Festivals, Media content productions and distribution business, Sustainability Marketplace (led), Digital Media and Marketing Company, and business focused on Architectural and Interior Design. These assets were reorganized to form the Architectural Interior Design and Media Division.

On April 15, 2019, and August 1, 2019, the Company acquired interests in agricultural companies specializing in various seed to sale activities of crops trading operations. Multiple businesses and projects developed over the course of operations. All of these operations participate in a full cycle of agricultural commodities cultivation production and trade including 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 the United Kingdom digital assets software company.

In October 2022 Exxe Group formed a B2B Agricultural, Alternative and Digital Assets' Swaps And Trading Division.

On October 24, 2019, the Company acquired a 51% interest in innovative heating technology. As part of streamlining divisions, the Company discontinued this project to focus on less capital-intensive projects to maximize shareholder value & minimizing investment expenditures.

## NOTE 5. LONG-TERM RECEIVABLES

On December 31, 2023, and March 31, 2023, the Company had interest in long-term receivables totaling \$7,717,549 and \$12,378,601 respectively, with various terms of maturity.

## NOTE 6. FIXED ASSETS

Fixed assets as at December 31, 2023 and March 31, 2023 are as follows:

Asset	Description	Base Currency	December 31, 2023	March 31, 2023
Residential real estate	Multi-unit facility, Germany	Sw Francs (USD)	9,390,893	9,172,890
Mixed real estate	Swiss Mixed-use storage facility	Sw Francs (USD)	7,000,000	7,000,000
Residential estate	Residential apartments, Germany	US Dollars	5,000,000	0
Residential real estate	Residential apartments (Miami/NY)	US Dollars	900,000	19,900,000
Industrial land/buildings	Manufacturing site, Europe	US Dollars	1,904,892	1,908,053
Agri-land & Equipment	Farming site, Tools, Software (Can)	Can Dollars	1,247,058	1,220,821
Resort, Apts, Multi-family	Hotel, Rentals, Germany, Thailand	US Dollars	5,000,000	5,000,000
Equipment & machinery	Agricultural business	US Dollars	6,007,168	6,875,831
Mixed real estate	Mixed-use facility, Switzerland	US Dollars	7,500,000	2,000,000
Mixed real estate	Mixed-use facility, Switzerland	US Dollars	3,765,770	3,765,770
Mixed real estate	Mixed-use facility, Germany	US Dollars	19,688,231	19,688,231
<b>Total</b>			67,404,012	75,694,999

On December 31, 2023, and March 31, 2023, the Company recorded accumulated depreciation of \$331,776 and \$327,791 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, 2023, and March 31, 2023, are as follows:

Asset	Description	Base Currency	December 31, 2023	March 31, 2023
Intangible/Contracts/DB/Gdwill	Real Est tech platform (reaxxa)	US Dollars	10,475,344	10,475,344
Intangible/Contracts/Soft/DB	B2B AutoRepair,Community, Platf	US Dollars	31,398,600	26,398,600
Goodwill	B2B Med Vc, Tech & Distributions	US Dollars	5,784,165	5,784,165
Intangible/Contracts/Soft/DB	B2B Med Vc, Tech & Distributions	US Dollars	8,500,000	8,500,000
Goodwill	Architectural, Interior, Digital Media &Design dArcchiev,Mmc,Mv,7h,luc	US Dollars	13,800,000	13,800,000
Intangible/ Software / Contracts	Architectural, Interior, Digital Media & Design dArchiev,Mmc,MV,7h,Luc	US Dollars	8,400,000	8,400,000
Goodwill	B2B Agricultural, Industrial Digital Collectible Asset Trading Platforms	US Dollars	8,691,180	21,610,262
Intangible	B2B Agricultural, Industrial Digital Collectible Asset Trading Platforms	US Dollars	30,619,082	17,700,000
Goodwill/Intangible/ Contracts	Heating tech, Rhode Island Dev	US Dollars		33,000,000
<b>Totals</b>			<b>117,668,371</b>	<b>145,668,371</b>

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, 2023	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 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 Germany	12/10/2023	2,500,000	0.50	36
Loan note issued to acquire 51% of a project for European film festivals	03/12/2019	2,531,250	5.00	48
Loan note issued to acquire 51% interest in multiple mortgages (long-term receivables)	01/15/2019	1,031,250	5.00	48
Convertible loan note with conversion rights described below (note 2)	10/05/2023	2,500,000	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

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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	2,257,600	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	2,281,791	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	4,660	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

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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
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

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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 (note 37)	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
Convertible loan note with conversion rights described below (note 45)	6/26/2023	50,000	10.00	36

OTC Markets Group Inc.

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Convertible loan note with conversion rights described below (note 46)	9/18/2023	75,829	10.00	36
Convertible loan note with conversion rights described below (note 47)	9/18/2023	40,000	10.00	36
<b>Total</b>		445,245,851		
Long-term total		39,166,771		
Short-term total		6,330,274		
<b>Loans and Notes Amortization</b>		Amount Due		
Currently in default		506,042		
Due within 12 months		4,625,162		
Due within 24 months		16,382,432		
Due within 36 months		12,788,541		
Due within 48 months		10,500,000		
Due in 48 months or more		443,674		
<b>Total</b>		45,245,851		

**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 and 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. GPL Ventures to surrender to the respective issuers all unconverted convertible notes in their entirety.

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. GPL Ventures to surrender to the respective issuers all unconverted convertible notes in their entirety
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. As a result of discontinuing the project, the company negotiated to write off of the balance of this promissory note.

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.

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 30th September 30th and December 30th of 2020 and On March 30th, June 30th September 30th 2022, and March 31st and June 30th of 2023, the Company issued a series of 24-month promissory notes for consulting services provided by Crowmarsh Gifford LLC totaling \$99,000. The company is in discussion for the interest rate of the note as of August 15th.

45. On June 26, 2023, the Company issued a 21-month convertible promissory note to Phil Lomanov for \$50,000 with 10% annual interest, 10% off the lowest traded, plus 6% if defaulted.

46. On September 18, 2023, the Company issued a 21-months convertible promissory note to Vlad Malce for \$75,829 with 10% annual interest, 10% off the lowest traded, plus 6% if defaulted.

47. On September 18, 2023, the Company issued a 21-months convertible promissory note to Vlad Malce for \$40,000 with 10% annual interest, 10% off the lowest traded, plus 6% if defaulted.

## 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, 2023, and March 31, 2023, 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, 2023 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, 2022 and 2023, the Company had 1 (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 30,000,000 shares of Series B, with a par value of \$2.50 per share. As at December 31, 2022 and 2023, the Company had 1,768,754 and 1,768,754 shares of Series B preferred stock issued and outstanding respectively.
Preferred Stock Series C	The Company is authorized to issue 30,000,000 shares of Series C, with a par value of \$2.00 per share. As at December 31, 2022 and 2023, the Company had 16,111,813 and 16,299,313 shares of Series C preferred stock issued and outstanding respectively.

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 January 1, 2022, the Company issued 70,000 shares of preferred stock Series C at a par value of \$2.00 per share for advisory services to Joanna Karolina Filipowska.

On January 1, 2022, the Company issued 30,000 shares of preferred stock Series C at a par value of \$2.00 per share for advisory services to Darla Gullons.

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 preferred stock Series C at a par value of \$2.00 per share for advisory services to the following: 15,000 shares to Andrew Dickinson; 30,000 shares to Jason Lohre; 35,000 shares to Darla Gullons; 50,000 shares to Anna Invanchenko; 50,000 shares to Tiberius Vadan, and 100,000 shares to Boris Matsokhin.

On January 17, 2023, the Company issued 187,500 shares of preferred stock Series C at a par value of \$2.00 per share for an acquisition to Jason Lohre.

As at June 30, 2023, a total of 1 share of Series A preferred stock was issued and outstanding.

As at June 30, 2023, a total of 1,768,754 shares of Series B preferred stock were issued and outstanding.

As at June 30, 2023 there were a total of 16,299,313 shares of Series C preferred stock outstanding.

### **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.

A subsequent increase in share capital was effected on January 4, 2024 pursuant to a meeting of the board of directors whereby the Board authorized an increase in the Authorized to be 1,980,000,000 shares of common stock with a par value of \$0.00001 per share, effective January 4, 2024.

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, December 19, 2022, July 14, 2023, January 16, 2023 September 7, 2023, December 19, 23 the company issued 8,000,000 30,000,000 30,000,000 20,000,000

60,000,000 23000,000 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 at December 31, 2023, the total common shares outstanding was 979,974,315.

#### **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 18, 2023 the Company announced its Board of Directors passed Board Resolutions that authorize and create an Exxe Common Share Repurchase Plan (the "CSRP"). As part of the CSRP, the Exxe Board granted authorization and instructed the Executive Management team to establish a dedicated bank account with funds exclusively earmarked for Exxe Common Share repurchases.

On October 31, 2023 the Company announced the engagement of Fruci & Associates to conduct a comprehensive audit of its subsidiary, designarchive AG. The designarchive audit will encompass all relevant financial aspects of designarchive AG's operations. This includes

balance sheets, statements of operations, stockholders' equity, cash flows, and related notes (collectively the "financial statements") for the years ended December 31, 2022, and 2021.

#### **NOTE 14. SUBSEQUENT EVENTS**

A subsequent increase in share capital was effected on January 4, 2024 pursuant to a meeting of the board of directors whereby the Board authorized an increase in the Authorized to be 1,980,000,000 shares of common stock with a par value of \$0.00001 per share, effective January 4, 2024.

#### **Exxe Group Common Share Repurchase Plan**

On October 18, 2023 the Company announced its Board of Directors passed Board Resolutions that authorize and create an Exxe Common Share Repurchase Plan (the "CSRP"). As part of the CSRP, the Exxe Board granted authorization and instructed the Executive Management team to establish a dedicated bank account with funds exclusively earmarked for Exxe Common Share repurchases.

The Board also reviewed the entire plan to ensure that the CSRP was fully aligned with the long-term vision of improving shareholder value.

Under the Common Share Repurchase Plan framework, the Company is authorized to repurchase shares through open market purchases, privately-negotiated transactions, accelerated share repurchases or otherwise in accordance with applicable federal securities laws, including through Rule 10b5-1 trading plans and under Rule 10b-18 of the Securities Exchange Act of 1934, as amended, and as applicable. The repurchases have no time limit and may be suspended or discontinued completely at any time. The specific timing and amount of repurchases will vary based on available capital resources and other financial and operational performance, market conditions, securities law limitations, and other factors. The repurchases will be made using the Company's cash resources.

Exxe Group's Board of Directors met in January 2024 to review progress on implementation by Executive Management of related task items.

#### **Management Discussion and Analysis**

##### **General Business Conditions**

OTC Markets Group Inc.

Disclosure Guidelines for the Pink Market (v5 December 18, 2023)

The company anticipated higher inflation, and rising interest rates earlier in 2021-2023. The company is currently anticipating an eventual pullback in inflation in 2025-2026. While the markets for goods and services were impacted by high inflation, ongoing conflicts, supply chain disruptions, and the potential for recessions in some of our markets, the company made steps to prepare for current market conditions although risks remain as the market conditions unfold.

At present, inflation in the United States appears to have peaked. Annualized inflation in the final Quarter of Calendar-Year 2023 averaged 3.23% which was above the Federal Reserve's target of 2%. This suggests that the Federal Reserve will hold rates higher for a longer period of time in order to bring inflation down to the target of 2%. Companies that are heavily indebted or use floating rates are likely to continue to pay higher than anticipated interest rates on their borrowings, and therefore may experience distressed valuations. This may lead to new opportunities for Exxe to acquire distressed assets.

German consumer price inflation was confirmed at 4.1% year-on-year in December 2023. Household energy prices fell by 3.4%, and fuel prices were down by 2.0%. In addition, food inflation cooled to 3.8% from 4.6%. Meanwhile, services prices rose at a faster pace (3.4% vs 3.2%), boosted by prices for maintenance and repair of housing (+7.8%), services of social institutions (+7.4%), and restaurants (+6.6%). Core inflation, which excludes volatile items such as food and energy, declined to 3.4%, reaching the lowest rate since June 2022.

#### 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 affected 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 continues to make improvements to its balance sheet, liquidity, and debt-to-asset ratios as evidenced by changes between the periods ending December 31, 2022, and December 31, 2023. During this period the Company increased cash on the balance sheet from \$561,600 to \$810,772. Long-term debt decreased by \$19,069,339 from \$49,356,045 as of December 31, 2022 to \$30,456,045 as of December 31, 2023. Total debt decreased by \$20,614,542 from \$68,312,081 as of December 31, 2022 to \$46,031,370 as of December 31, 2023. 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.

Quarterly revenue run rates were in the order of \$13.25 million for Exxe Group's FY-2023. Quarterly revenue run rates were in the order of \$15.83 million for the first three Quarters of Exxe Group's FY-2024. The increase in Quarterly revenue run rates from FY-2023 to FY-2024 is currently approximately 19.5%. Management is currently reviewing its business plans and is focused on a blend of revenues, profits, and improved profit margins, along with further debt reductions in FY-2025.

#### Risk Management

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 focus remains on optimizing existing revenue generating operations in order to maximize profitability, as well as to improve profit margins.

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, as well as their fit into the overall defined strategy. Therefore we may elect not to proceed with certain assets if our assessment is that those assets could result in constraints to our overall plan.

#### Audits & Spinoff

Between April 1 and June 30, 2023 Exxe management made progress with its audit and spin-off strategy. On October 31, 2023 the Company announced the engagement of Fruci & Associates to conduct a comprehensive audit of its subsidiary, designarchive AG (fka Daskonzept Group AG). The designarchive audit will encompass all relevant financial aspects of designarchive AG's operations. This includes balance sheets, statements of operations, stockholders' equity, cash flows, and related notes (collectively the "financial statements") for the years ended December 31, 2022, and 2021.

During the period ending December 31, 2023, Fruci & Associates met with the Company and requested certain information in order to progress the designarchive audit for 2021 and 2022. The Company prepared and delivered all of the requested data.

Fruci & Associates also requested additional data for CY2023 for designarchive. The Company is in the process of working through the 2023 requests for Fruci, including, but not limited to, the preparation of the 2023 books.

#### Real Estate

Exxe Group's Real Estate portfolio is primarily, although not exclusively, based in Switzerland and Germany. The real estate strategy is to acquire assets following distress situations that



require complex workouts. The Company acquires the asset, and continues improving the legal and economic structures, while simultaneously paying off interest and debts.

Our latest acquisition is in Thailand. This asset comes with audited financials since it is part of the standard reporting procedure in Thailand. The acquisition fits the real estate model described above.

We continue consolidating real estate contracts under our Swiss subsidiary. Our objective is to evaluate all real estate assets and prepare them for future audits. Outside of the complexity of the financial workouts of the assets, our European portfolio appears to be very stable and we intend to continue growing it as we continue consolidating more assets within Europe.

Our five-star Hotel Castle in Germany was temporarily closed during Covid. We are in the process of finishing renegotiations on the remaining balance of the deposit, as well as the deal structure. Once renegotiations are complete we will be able to update investors on that deal and add those assets to the Company books. This process is currently anticipated to take 2-3 Quarters, although there is currently no definitive deadline.

The company completed the previously announced review of its US real estate and other contracts. We have decided to exit most of our US real estate related contracts, except for our contract with Regent in Miami. The Company believes the disposals of its US real estate contracts fit our current long-term vision and growth plans in Europe, and allows us to dedicate time and capital within Europe.

#### Agribusiness

Management has concluded a multi-month assessment of the company's involvement in agricultural commodities in Europe. Since the start of the conflict in Ukraine, management has monitored this region and has successfully taken measures to mitigate the impact to our financials by significantly reducing the volume of operations in Ukraine and Eastern Europe, while simultaneously improving our margins in other industrial segments and regions. Towards the end of CY-2023 and into CY-2024, there have been agricultural disputes in a range of Western European countries including Holland, France, and Germany. In addition there have been agricultural strikes and protests by farmers in Hungary, Romania, and Poland. Management has determined that ongoing uncertainty across Europe heightens the risk factors involved with effectively conducting wholesale trade business within the European Union area. We continue to explore opportunities in Canada, South America, Africa, and Asia.

#### Revenue Generating Acquisitions

While staying industry agnostic and focused on businesses with sizable revenues and EBIT with a substantial potential to grow, the Company has acquired substantial interests in assets in

Media and Architectural Design, Automotive parts and repairs, and Medical and Surgical Supplies. These acquisition sectors have shown significant revenue and profit performance.

The Company announced plans to spin out businesses once they have reached a level of maturity where we feel their rate growth would be enhanced by having their own dedicated management teams.

Technology Platforms, Marketplaces, Communities, Marketing/Management Consulting  
Since inception the Company has been a digital-first company that focused on acquiring businesses that work on transforming companies that can be effective in the digital economy. This class of assets includes areas such as new fintech solutions, software platforms, payments processing, projects management, digital communities, digital marketing and media.

One segment of Exxe Group focused specifically on trading tools for digital assets, collectibles and agricultural commodities. The business focus included systems that allow monitoring seed to sale workflow and the ability to facilitate agricultural commodities deals.

Our crypto swaps strategy was focused on core competencies such as providing services for multiple pair swaps, best swap rates, speed of execution, access to liquidity, and digital marketing services. 1Myle Swaps Platform has since restructured their working relationship with their client-facing companies to allow Exxe Group and 1Myle to focus on business-to-business (B2B) relationships, while outsourcing business-to-consumer (B2C) relationships to client-side businesses. This reduces risk for all parties while remaining revenue generating and profit producing. 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. The Company continues to take an extra careful approach to this division due to constantly evolving laws and regulations that surround cryptocurrencies in all countries.

#### Disposals and Potential Disposals

The Company completed a comprehensive analysis in order to reduce carrying costs and streamline its holdings. The company rebalanced its portfolio by writing-off and divesting its interests in the following projects: heating paint technology, contracts on apartments and other assets in the US, including Rhode Island and various accounts receivables projects. Removal of these assets reduced our expenses and also significantly reduced our intangibles and goodwill. As a result of effecting the strategy, Exxe Group is better able to focus capital on developing assets that have proven current or near-current revenue generation potential.

Our remaining portfolio is now focused on the most lucrative projects. We believe we are able to attract large amounts of long-term sources of capital to fund these initiatives. As a result management remains convinced of its strategy focused on streamlining operations to maximize

current revenue, improving the balance sheet, and boosting cash-on-hand to ensure a healthy liquidity cushion.

#### Goodwill and Intangibles

The company is actively evaluating its Goodwill and Intangibles for determining potential write offs in a continued effort to prepare for audits and improve the company's financials.

#### Dividend Policy

As of the current date Exxe Group does not issue cash dividends or distributions to its shareholders. The Company has agreed to re-invest some of its cash directly back into operations. This policy is similar to other companies operating in the tech space, who elect to redirect profits back into the company for growth and expansion.

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