

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

## **GENERAL EUROPEAN STRATEGIC INVESTMENTS, INC.**

6605 Grand Montecito Parkway, Suite 100  
Las Vegas, NV 89149

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702-983-1256 / 877-981-6432  
<https://generaleuropeanstrategicinvestments.com>  
[c.malone@gesi-usa.com](mailto:c.malone@gesi-usa.com)

## **Annual Report**

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

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

343,946,485 as of December 31, 2023

343,946,485 as of September 30, 2023

343,946,485 as of June 30, 2023

343,946,485 as of March 31, 2023

343,946,485 as of December 31, 2022

310,646,485 as of December 31, 2021

### **Shell Status**

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

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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.

Yes: ☐ No: ☒

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

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

GENERAL EUROPEAN STRATEGIC INVESTMENTS, INC.  
6605 Grand Montecito Parkway, Suite 100  
Las Vegas, NV 89149

Formerly Green Energy Solution Industries, Inc. until 8-2020  
Formerly SatMAX Corp. until 2-2012  
Formerly Security Financing Services, Inc. until 2-2008  
Formerly Wavescribe International Corp. until 9-2006  
Formerly Esteem Software Solutions, Inc. until 1-2002

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

Company was incorporated on December 31, 2001 and is currently active in the state of Nevada.

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

None

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

1 for 1000 reverse split 8-14-2020 (all references in this report are post-split numbers)

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

6605 Grand Montecito Parkway, Suite 100, Las Vegas, NV 89149

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

The issuer now has Series C Preferred Stock, par value \$0.0001. The number of authorized share of Series C Preferred Stock is 1,500,000 shares. As at December 31, 2022, 70,000 are issued and outstanding. The Preferred shares are entitled to no dividends, no redemption rights and no voting rights. Each 1 share of Series C Preferred Stock shall be convertible into 100 shares of Common Stock, with the restriction that the conversion will only be allowed if the converting shareholder does not end up with a resultant number of common shares in excess of 4.95% of the issued and outstanding shares of Common stock in the Corporation based upon post conversion numbers. Series C Preferred Stock carry anti-dilution and piggy-back rights and shares may be converted once the Corporation's stock is at a volume weighted average price (VWAP) of \$5.00 for 20 consecutive days.

The issuer has Series B Preferred Stock, par value \$0.00001. The number of authorized share of Series B Preferred Stock is 100,000. As at December 31, 2022, 93,000 are issued and outstanding. Each share of Series B Convertible Preferred Stock carries a par value of \$0.001. Preferred shares are entitled to no dividends, no redemption rights and no voting rights. Each 1 share of Series B Preferred Stock shall be convertible into 1,000 shares of Common Stock, with the restriction that

the conversion will only be allowed if the converting shareholder does not end up with a resultant number of common shares in excess of 4.95% of the issued and outstanding shares of Common stock in the Corporation based upon post conversion numbers.

The issuer has Series A1 Preferred Stock, with a par value \$0.00001. The number of authorized share of Series Preferred Stock is 1(one) share. As at December 31, 2022, 1 is issued and outstanding . The Series A1 Preferred Stock stockholder is entitled to 60% of all votes. The Series A1 Preferred Stock shall not be entitled to any dividends or conversion rights.

### **Transfer Agent**

Name: ClearTrust, LLC  
Phone: (813) 235-4490  
Email: [inbox@cleartrusttransfer.com](mailto:inbox@cleartrusttransfer.com)  
Address: 16540 Pointe Village Dr Ste 210 Lutz, FL 33558

### **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>GESI</u>         |                               |
| Exact title and class of securities outstanding: | <u>COMMON STOCK</u> |                               |
| CUSIP:   | <u>36976L 107</u>   |                               |
| Par or stated value:                             | <u>0.0001</u>       |                               |
| Total shares authorized:                         | <u>490,000,000</u>  | as of date: <u>12-31-2023</u> |
| Total shares outstanding:                        | <u>343,946,485</u>  | as of date: <u>12-31-2023</u> |
| Total number of shareholders of record:          | <u>753</u>          | as of date: <u>12-31-2023</u> |

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

None

### **Other classes of authorized or outstanding equity securities:**

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

|  |                                  |                               |
|--|----------------------------------|-------------------------------|
| Exact title and class of securities outstanding: | <u>PREFERRED STOCK SERIES A1</u> |                               |
| CUSIP:   | <u>36976L 107</u>                |                               |
| Par or stated value:                             | <u>0.001</u>                     |                               |
| Total shares authorized:                         | <u>1</u>                         | as of date: <u>12-31-2023</u> |
| Total shares outstanding:                        | <u>1</u>                         | as of date: <u>12-31-2023</u> |
| Total number of shareholders of record:          | <u>1</u>                         | as of date: <u>12-31-2023</u> |

|  |                                 |                               |
|--|---------------------------------|-------------------------------|
| Exact title and class of securities outstanding: | <u>PREFERRED STOCK SERIES B</u> |                               |
| CUSIP:   | <u>36976L 107</u>               |                               |
| Par or stated value:                             | <u>0.00001</u>                  |                               |
| Total shares authorized:                         | <u>100,000</u>                  | as of date: <u>12-31-2023</u> |
| Total shares outstanding:                        | <u>93,000</u>                   | as of date: <u>12-31-2023</u> |
| Total number of shareholders of record:          | <u>2</u>                        | as of date: <u>12-31-2023</u> |

|  |                                 |                               |
|--|---------------------------------|-------------------------------|
| Exact title and class of securities outstanding: | <u>PREFERRED STOCK SERIES C</u> |                               |
| CUSIP:   | <u>36976L 107</u>               |                               |
| Par or stated value:                             | <u>0.0001</u>                   |                               |
| Total shares authorized:                         | <u>1,500,000</u>                | as of date: <u>12-31-2023</u> |
| Total shares outstanding:                        | <u>265,967</u>                  | as of date: <u>12-31-2023</u> |
| Total number of shareholders of record:          | <u>5</u>                        | as of date: <u>12-31-2023</u> |

**Security Description:**

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

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

The Corporation is authorized to distribute up to 490,000,000 in Common Stock. The par value of each stock is set at \$0.0001. Each share is granted one vote in Shareholder approval requirements.

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

The issuer now has Series C Preferred Stock, par value \$0.0001. The number of authorized share of Series C Preferred Stock is 1,500,000 shares. As at December 31, 2022, 70,000 are issued and outstanding. The Preferred shares are entitled to no dividends, no redemption rights and no voting rights. Each 1 share of Series C Preferred Stock shall be convertible into 100 shares of Common Stock, with the restriction that the conversion will only be allowed if the converting shareholder does not end up with a resultant number of common shares in excess of 4.95% of the issued and outstanding shares of Common stock in the Corporation based upon post conversion numbers. Series C Preferred Stock carry anti-dilution and piggy-back rights and shares may be converted once the Corporation's stock is at a volume weighted average price (VWAP) of \$5.00 for 20 consecutive days.

The issuer has Series B Preferred Stock, par value \$0.00001. The number of authorized share of Series B Preferred Stock is 100,000. As at December 31, 2022, 93,000 are issued and outstanding. Each share of Series B Convertible Preferred Stock carries a par value of \$0.001. Preferred shares are entitled to no dividends, no redemption rights and no voting rights. Each 1 share of Series B Preferred Stock shall be convertible into 1,000 shares of Common Stock, with the restriction that the conversion will only be allowed if the converting shareholder does not end up with a resultant number of common shares in excess of 4.95% of the issued and outstanding shares of Common stock in the Corporation based upon post conversion numbers.

The issuer has Series A1 Preferred Stock, with a par value \$0.001. The number of authorized share of Series Preferred Stock is 1(one) share. As at December 31, 2022, 1 is issued and outstanding . The Series A1 Preferred Stock stockholder is entitled to 60% of all votes. The Series A1 Preferred Stock shall not be entitled to any dividends or conversion rights.

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

NONE

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

NONE

### 3) Issuance History

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

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

#### A. Changes to the Number of Outstanding Shares

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

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

| Shares Outstanding as of Second Most Recent Fiscal Year End:<br><br><u>Opening Balance</u><br><br>Date <u>December 31, 2020</u><br><br>Common: <u>302,646,485</u><br>Preferred: <u>100,001</u> |  |  | *Right-click the rows below and select "Insert" to add rows as needed. |   |  |  |  |   |                                 |
|--|--|--|--|---|--|--|--|---|---------------------------------|
| Date of Transaction  | Transaction type (e.g., new issuance, cancellation, shares returned to treasury) | Number of Shares Issued (or cancelled) | Class of Securities  | Value of shares issued (\$/per share) at Issuance | Were the shares issued at a discount to market price at the time of issuance? (Yes/No) | Individual/ Entity Shares were issued to.<br><br>*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. |
| <u>01/11/2021<sup>2</sup></u>  | <u>New</u>   | <u>1,000,000</u>                       | <u>Common</u>  | <u>0.0001</u>                                     | <u>No</u>  | <u>Jan Bakker</u>  | <u>Financing</u>   | <u>restricted</u>                             | <u>N/A</u>                      |
| <u>04/13/2021</u>  | <u>Cancelled</u>   | <u>(7,000)</u>                         | <u>Preferred</u>   | <u>0.0001</u>                                     | <u>No</u>  | <u>Komodo Holdings Nevada, LLC (the control person is Nikolas Perrault)</u>  | <u>Conversion of Preferred B</u>   | <u>restricted</u>                             | <u>N/A</u>                      |
| <u>04/13/2021</u>  | <u>New</u>   | <u>7,000,000</u>                       | <u>Common</u>  | <u>0.0001</u>                                     | <u>No</u>  | <u>Komodo Holdings Nevada, LLC (the control person is Nikolas Perrault)</u>  | <u>Conversion of Preferred B</u>   | <u>restricted</u>                             | <u>N/A</u>                      |
| <u>01/14/2022</u>  | <u>New</u>   | <u>10,000,000</u>                      | <u>Common</u>  | <u>0.0001</u>                                     | <u>No</u>  | <u>Ubiquity Inc. (the control person is Chris Lotito)</u>  | <u>Debt settlement</u>   | <u>Unrestricted</u>                           | <u>N/A</u>                      |
| <u>02/17/2022</u>  | <u>New</u>   | <u>10,000,000</u>                      | <u>Common</u>  | <u>0.0001</u>                                     | <u>No</u>  | <u>Nikolas Perrault</u>  | <u>Debt settlement</u>   | <u>Unrestricted</u>                           | <u>N/A</u>                      |

|                   |                  |                    |                  |               |           |   |   |                     |            |
|-------------------|------------------|--------------------|------------------|---------------|-----------|---|---|---------------------|------------|
| <u>03/24/2022</u> | <u>New</u>       | <u>10,000,000</u>  | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Nikolas Perrault</u>   | <u>Debt settlement</u>                              | <u>Unrestricted</u> | <u>N/A</u> |
| <u>07/26/2022</u> | <u>New</u>       | <u>7,500,000</u>   | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>United General Limited (the control person is Adeel Ahmed-Daudpota)</u>    | <u>Equity Investment in new asset</u>               | <u>restricted</u>   | <u>N/A</u> |
| <u>07/26/2022</u> | <u>New</u>       | <u>1,000,000</u>   | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>CFO Advantage Inc. (the control person is Kyle Appleby)</u>                | <u>Director/Officer Compensation</u>                | <u>restricted</u>   | <u>N/A</u> |
| <u>07/26/2022</u> | <u>New</u>       | <u>500,000</u>     | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Westmount Capital (the control person is Robert Seguin)</u>                | <u>Director Compensation</u>                        | <u>restricted</u>   | <u>N/A</u> |
| <u>07/26/2022</u> | <u>New</u>       | <u>300,000</u>     | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Mining and Metals Research Corp Ltd (the control person is Ryan Long)</u>  | <u>Compensation</u>                                 | <u>restricted</u>   | <u>N/A</u> |
| <u>08/01/2022</u> | <u>Cancelled</u> | <u>(10,503)</u>    | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Alliance Investment Management (the contact person is Julian R. Brown)</u> | <u>Certificates Cancelled</u>                       | <u>Unrestricted</u> | <u>N/A</u> |
| <u>08/01/2022</u> | <u>New</u>       | <u>10,503</u>      | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Alliance Investment Management (the contact person is Julian R. Brown)</u> | <u>Book entry to replace Certificates Cancelled</u> | <u>Unrestricted</u> | <u>N/A</u> |
| <u>08/16/2022</u> | <u>Cancelled</u> | <u>(38)</u>        | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Cede &amp; Co</u>  | <u>Book entry cancelled</u>                         | <u>Unrestricted</u> | <u>N/A</u> |
| <u>08/16/2022</u> | <u>New</u>       | <u>38</u>          | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Rachel Palette &amp; Joseph Parker</u>                                     | <u>Book entry replacing Cede and Co.</u>            | <u>Unrestricted</u> | <u>N/A</u> |
| <u>09/28/2022</u> | <u>Cancelled</u> | <u>(6,000,000)</u> | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Komodo Holdings Nevada, LLC (the control person is Nikolas Perrault)</u>   | <u>Exchanged for Preferred C</u>                    | <u>Unrestricted</u> | <u>N/A</u> |
| <u>09/28/2022</u> | <u>New</u>       | <u>60,000</u>      | <u>Preferred</u> | <u>0.0001</u> | <u>No</u> | <u>Komodo Holdings Nevada, LLC (the control person is Nikolas Perrault)</u>   | <u>Exchanged for Preferred C</u>                    | <u>Unrestricted</u> | <u>N/A</u> |
| <u>10/07/2022</u> | <u>New</u>       | <u>10,000</u>      | <u>Preferred</u> | <u>0.0001</u> | <u>No</u> | <u>1409792 Ontario Ltd. (the control person is Christopher Malone)</u>        | <u>Director Compensation</u>                        | <u>Restricted</u>   | <u>N/A</u> |

|                   |                  |                    |                  |               |           |   |  |                     |            |
|-------------------|------------------|--------------------|------------------|---------------|-----------|---|--|---------------------|------------|
| <u>10/14/2022</u> | <u>Cancelled</u> | <u>(104)</u>       | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Cede &amp; Co</u>  | <u>Book entry cancelled</u>                        | <u>Unrestricted</u> | <u>N/A</u> |
| <u>10/14/2022</u> | <u>New</u>       | <u>104</u>         | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Bridgett Bravo Romero</u>  | <u>Book entry replacing Cede and Co.</u>           | <u>Unrestricted</u> | <u>N/A</u> |
| <u>03/06/2023</u> | <u>New</u>       | <u>10,000</u>      | <u>Preferred</u> | <u>0.0001</u> | <u>No</u> | <u>1409792 Ontario Ltd. (the control person is Christopher Malone)</u>      | <u>CFO Compensation</u>                            | <u>Restricted</u>   | <u>N/A</u> |
| <u>03/20/2023</u> | <u>New</u>       | <u>75,000</u>      | <u>Preferred</u> | <u>0.0001</u> | <u>No</u> | <u>Komodo Holdings Nevada, LLC (the control person is Nikolas Perrault)</u> | <u>Loan to GESI for working capital cash flows</u> | <u>Unrestricted</u> | <u>N/A</u> |
| <u>05/10/2023</u> | <u>Cancelled</u> | <u>(2,500,000)</u> | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Christian Moelter</u>  | <u>Change in Restriction Classification</u>        | <u>Restricted</u>   | <u>N/A</u> |
| <u>05/10/2023</u> | <u>Cancelled</u> | <u>(5,000,000)</u> | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Barbara Hertli</u>   | <u>Change in Restriction Classification</u>        | <u>Restricted</u>   | <u>N/A</u> |
| <u>05/10/2023</u> | <u>New</u>       | <u>(2,500,000)</u> | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Christian Moelter</u>  | <u>Change in Restriction Classification</u>        | <u>Unrestricted</u> | <u>N/A</u> |
| <u>05/10/2023</u> | <u>New</u>       | <u>(5,000,000)</u> | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Barbara Hertli</u>   | <u>Change in Restriction Classification</u>        | <u>Unrestricted</u> | <u>N/A</u> |
| <u>07/21/2023</u> | <u>Cancelled</u> | <u>(4,000,000)</u> | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>EPL Consulting AG (the contact person is Michael Ludes)</u>              | <u>Share Exchange</u>                              | <u>Restricted</u>   | <u>N/A</u> |
| <u>07/21/2023</u> | <u>New</u>       | <u>4,000,000</u>   | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Melnik Capital GMBH (the contact person is Roger Muller)</u>             | <u>Share Exchange</u>                              | <u>Restricted</u>   | <u>N/A</u> |
| <u>07/21/2023</u> | <u>Cancelled</u> | <u>(1,683,000)</u> | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>EPL Consulting AG (the contact person is Michael Ludes)</u>              | <u>Share Exchange</u>                              | <u>Restricted</u>   | <u>N/A</u> |
| <u>07/21/2023</u> | <u>New</u>       | <u>1,683,000</u>   | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Heinrich Kiel</u>  | <u>Share Exchange</u>                              | <u>Restricted</u>   | <u>N/A</u> |
| <u>08/10/2023</u> | <u>Cancelled</u> | <u>(5,000,000)</u> | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>EPL Consulting AG (the contact person is Michael Ludes)</u>              | <u>Share Exchange</u>                              | <u>Restricted</u>   | <u>N/A</u> |
| <u>08/10/2022</u> | <u>New</u>       | <u>5,000,000</u>   | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>H. Keil GMBH (the contact person is Heinrich Keil)</u>                   | <u>Share Exchange</u>                              | <u>Restricted</u>   | <u>N/A</u> |
| <u>08/21/2023</u> | <u>Cancelled</u> | <u>(5,766,529)</u> | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>EPL Consulting AG (the contact</u>                                       | <u>Share Exchange</u>                              | <u>Restricted</u>   | <u>N/A</u> |

|                   |                  |                     |                  |               |           |   |  |                     |            |
|-------------------|------------------|---------------------|------------------|---------------|-----------|---|--|---------------------|------------|
|                   |                  |                     |                  |               |           | <u>person is Michael Ludes)</u>   |  |                     |            |
| <u>08/21/2023</u> | <u>New</u>       | <u>1,566,929</u>    | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Dr. Gabriela Koschatzky-Elias</u>  | <u>Share Exchange</u>                              | <u>Restricted</u>   | <u>N/A</u> |
| <u>08/21/2023</u> | <u>New</u>       | <u>4,000,000</u>    | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Melnik Capital GMBH (the contact person is Roger Muller)</u>             | <u>Share Exchange</u>                              | <u>Restricted</u>   | <u>N/A</u> |
| <u>08/21/2023</u> | <u>New</u>       | <u>200,000</u>      | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Johann Weiler</u>  | <u>Share Exchange</u>                              | <u>Restricted</u>   | <u>N/A</u> |
| <u>08/23/2023</u> | <u>New</u>       | <u>80,967</u>       | <u>Preferred</u> | <u>0.0001</u> | <u>No</u> | <u>Thorsten Rauball</u>   | <u>Loan to GESI for working capital cash flows</u> | <u>Unrestricted</u> | <u>N/A</u> |
| <u>09/18/2023</u> | <u>Cancelled</u> | <u>(500,000)</u>    | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Komodo Holdings Nevada, LLC (the control person is Nikolas Perrault)</u> | <u>Share Exchange</u>                              | <u>Restricted</u>   | <u>N/A</u> |
| <u>09/18/2023</u> | <u>New</u>       | <u>500,000</u>      | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>XS Capital, LLC (the contact person is John Puglisi)</u>                 | <u>Share Exchange</u>                              | <u>Restricted</u>   | <u>N/A</u> |
| <u>09/28/2023</u> | <u>Cancelled</u> | <u>(1,000,000)</u>  | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Komodo Holdings Nevada, LLC (the control person is Nikolas Perrault)</u> | <u>Share Exchange</u>                              | <u>Restricted</u>   | <u>N/A</u> |
| <u>09/28/2023</u> | <u>New</u>       | <u>1,000,000</u>    | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Outside The Box Capital Inc. (the contact person is Jason Coles)</u>     | <u>Share Exchange</u>                              | <u>Restricted</u>   | <u>N/A</u> |
| <u>10/12/2023</u> | <u>Cancelled</u> | <u>(250,000)</u>    | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Komodo Holdings Nevada, LLC (the control person is Nikolas Perrault)</u> | <u>Share Exchange</u>                              | <u>Restricted</u>   | <u>N/A</u> |
| <u>10/12/2023</u> | <u>New</u>       | <u>250,000</u>      | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Outside The Box Capital Inc. (the contact person is Jason Coles)</u>     | <u>Share Exchange</u>                              | <u>Restricted</u>   | <u>N/A</u> |
| <u>10/16/2023</u> | <u>Cancelled</u> | <u>(23,666,667)</u> | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>EPL Consulting AG (the contact person is Michael Ludes)</u>              | <u>Share Exchange</u>                              | <u>Restricted</u>   | <u>N/A</u> |
| <u>10/16/2023</u> | <u>New</u>       | <u>23,666,667</u>   | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Melnik Capital GMBH</u>  | <u>Share Exchange</u>                              | <u>Restricted</u>   | <u>N/A</u> |

|  |                  |                    |                  |               |           |   |                              |                   |            |
|--|------------------|--------------------|------------------|---------------|-----------|---|------------------------------|-------------------|------------|
|  |                  |                    |                  |               |           | (the contact person is Roger Muller)                                |                              |                   |            |
| <u>10/17/2023</u>                          | <u>Cancelled</u> | <u>(2,000,000)</u> | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>EPL Consulting AG (the contact person is Michael Ludes)</u>      | <u>Share Exchange</u>        | <u>Restricted</u> | <u>N/A</u> |
| <u>10/17/2023</u>                          | <u>New</u>       | <u>2,000,000</u>   | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Johann Weiler</u>  | <u>Share Exchange</u>        | <u>Restricted</u> | <u>N/A</u> |
| <u>11/30/2023</u>                          | <u>New</u>       | <u>30,000</u>      | <u>Preferred</u> | <u>0.0001</u> | <u>No</u> | <u>Peter John</u>   | <u>Contract Compensation</u> | <u>Restricted</u> | <u>N/A</u> |
| <u>12/13/2023</u>                          | <u>Cancelled</u> | <u>(9,667,000)</u> | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>EPL Consulting AG (the contact person is Michael Ludes)</u>      | <u>Share Exchange</u>        | <u>Restricted</u> | <u>N/A</u> |
| <u>12/13/2023</u>                          | <u>New</u>       | <u>2,500,000</u>   | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Dr. Hans Beck</u>  | <u>Share Exchange</u>        | <u>Restricted</u> | <u>N/A</u> |
| <u>12/13/2023</u>                          | <u>New</u>       | <u>3,000,000</u>   | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>George Fritthum</u>  | <u>Share Exchange</u>        | <u>Restricted</u> | <u>N/A</u> |
| <u>12/13/2023</u>                          | <u>New</u>       | <u>4,167,000</u>   | <u>Common</u>    | <u>0.0001</u> | <u>No</u> | <u>Torch Partners Limited (the contact person is Dr. Hans Beck)</u> | <u>Share Exchange</u>        | <u>Restricted</u> | <u>N/A</u> |
|  |                  |                    |                  |               |           |   |                              |                   |            |
| Shares Outstanding on Date of This Report: |                  |                    |                  |               |           |   |                              |                   |            |
| <u>Ending Balance</u>                      |                  |                    |                  |               |           |   |                              |                   |            |
| Date <u>December 31, 2023</u>              |                  |                    |                  |               |           |   |                              |                   |            |
| Common: <u>343,946,485</u>                 |                  |                    |                  |               |           |   |                              |                   |            |
| Preferred: <u>358,968</u>                  |                  |                    |                  |               |           |   |                              |                   |            |

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

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

1. Stock split of 1000 to reduce the number of shares from 323,625,651 to 324,819.
2. On November 12, 2020, the Company filed a Certificate of Designation of Series A Preferred Stock, with a par value \$0.00001. The number of authorized share of Series A Preferred Stock is 1 shares. Each share of Series A Convertible Preferred Stock carries a par value of \$0.001. Preferred shares are entitled to no dividends, no redemption rights and no voting rights. Each 1 share of Series C Preferred Stock shall be convertible into 100 shares of Common Stock, with the restriction that the conversion will only be allowed if the converting shareholder does not end up with a resultant number of common shares in excess of 4.95% of the issued and outstanding shares of Common stock in the Corporation based upon post conversion numbers.
3. The shares issued on 11/12/2020 were part of an acquisition agreement
4. On July 2, 2020, the Company filed a Certificate of Designation of Series B Preferred Stock, with a par value \$0.00001. The number of authorized share of Series B Preferred Stock is 100,000 shares. Each share of Series B Convertible Preferred Stock carries a par value of \$0.001. Preferred shares are entitled to no dividends, no redemption rights and no voting rights. Each 1 share of Series B Preferred Stock shall be convertible into 1,000 shares of Common Stock, with the restriction that the conversion will only be allowed if the converting shareholder does not end up with a resultant number of common shares in excess of 4.95% of the issued and outstanding shares of Common stock in the Corporation based upon post conversion numbers.
5. On June 10, 2022 the Company filed a Certificate of Designation of Series C Preferred Stock, with a par value \$0.0001. The number of authorized share of Series C Preferred Stock is 1,500,000 shares. The Preferred shares are entitled to no dividends, no redemption rights and no voting rights. Each 1 share of Series C Preferred Stock shall be convertible into 100 shares of Common Stock, with the restriction that the conversion will only be allowed if the converting shareholder does not end up with a resultant number of common shares in excess of 4.95% of the issued and outstanding shares of Common stock in the Corporation based upon post conversion numbers. Series C Preferred Stock carry

anti-dilution and piggy-back rights and shares may be converted once the Corporation's stock is at a volume weighted average price (VWAP) of \$5.00 for 20 consecutive days

## 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.<br><small>*You must disclose the control person(s) for any entities listed.</small> | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|--|---|---|
| <u>12/15/2019</u>     | <u>40,000</u>            | <u>60,000</u>                     | <u>0</u>              | <u>N/A</u>    | <u>See Note 1 below.</u>   | <u>Nikolas Perreault</u>  | <u>Services</u>                                 |
| _____                 | _____                    | _____                             | _____                 | _____         | _____  | _____   | _____   |

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

- (1) \$60,000 convertible note payable represents the total of 6 separate equal amount monthly notes issued as payment under the terms of a merger and acquisition advisory consulting agreement entered into between Green Energy Solutions and Nikolas Perrault in December 2019. Each note contains roll back protection provisions and is convertible at \$0.001 and does not allow the holder to convert additional notes if such conversion would result in beneficial ownership of more than 9.9% of the outstanding shares of the company's common stock. \$20,000 of value has been converted to a total of 20,000,000 shares in February and March 2022.

## 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")

General European Strategic Investments, Inc. possesses 2 large assets, with growth potential within the next 12-24 months. These are referred to as the following:

- The Finland Exploration Assets
- The Arbitration and Litigation Assets

The Finland assets consist of The Laakso Project which is 100%-owned by GESI's wholly owned Swiss subsidiary, ZB Capital AG. GESI is the largest reservation permit holder in Finland's Kuusamo Mining District holding approx. 1200 square Kilometers of reservation permits and reservation permit applications as well as exploration permits and reservation permits for 11 diamondiferous kimberlite structures.

Arbitration and Litigation Assets are assets that the company has acquired via its acquisition of a dormant company as well as the rights to arbitration awards in a potentially very large multi-billion-dollar arbitration proceeding. The proceedings have only been slowed due to the COVID-19 pandemic, but the award is being fought and the Company expects to commence litigation proceedings within this fiscal year.

In addition, GESI owns a 49%-interest in ColdPro LTD. (ColdPro), a private UK company specializing in waste management in the UK. ColdPro is a licensed UK-based integrated waste management business and one of only six regulated approved authorized treatment facilities in the UK.

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

ZB Capital AG – 85% owned by GESI and a 15% minority ownership by Sonanini Holdings.  
 Laakso Minerals Oy – 100% wholly-owned by ZB Capital AG  
 Valmamos GmbH – 100% wholly-owned by ZB Capital AG  
 Eurogas Minerals – 100% wholly-owned by ZB Capital AG  
 Cold Pro Ltd. – 49% owned by GESI.

C. Describe the issuers' principal products or services.

Currently the Company has no products or services offered beyond its business, however, has plans for the development of gold, silver and other minerals.

**5) Issuer's Facilities**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

NONE

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

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

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

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

| Names of All Officers, Directors and Control Persons | Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%) | Residential Address (City / State Only) | Number of shares owned | Share type/class               | Ownership Percentage of Class Outstanding | Names of control person(s) if a corporate entity |
|--|---|---|------------------------|--------------------------------|---|--|
| Wolfgang Rauball                                     | CEO & Director  | Schaffhausen, Switzerland               | None<br>1              | Common and Preferred Series A1 | -<br>100%                                 |  |
| Christopher Malone                                   | CFO & Director  | Aurora, Canada                          | None                   | None                           | 0%  |  |
| Kyle Appleby (Resigned 08/15/2023)                   | Director  | Toronto, Canada                         | None                   | None                           | 0%  |  |

|  |                               |                                |                    |                               |             |                    |
|--|-------------------------------|--------------------------------|--------------------|-------------------------------|-------------|--------------------|
| Robert Seguin                          | Director                      | Geneva, Switzerland            | None               | None                          | 0%          |                    |
| Yuriy Koltun                           | Director                      | Lviv, Ukraine                  | 5,000,000          | Common                        | 1.5%        | 1.45               |
| Luis Martins<br>(Joined<br>08/15/2023) | Director                      | Lisboa, Portugal               | None               | None                          | 0%          |                    |
| Sonanini Holdings Ltd.                 | <u>&gt;5%<br/>Shareholder</u> | <u>Vancouver,<br/>Canada</u>   | <u>41,655,000</u>  | <u>Common</u>                 | 12.1%       | Wolfgang Rauball   |
| Eurogas Inc.                           | <u>&gt;5%<br/>Shareholder</u> | <u>Salt Lake City,<br/>USA</u> | <u>40,333,333</u>  | <u>Common</u>                 | 11.7%       | Harald Schmitt     |
| EPL Consulting AG                      | <u>&gt;5%<br/>Shareholder</u> | Schaffhausen, Switzerland      | <u>112,200,000</u> | <u>Common</u>                 | 32.6%       | Michael Ludes      |
| <u>1409792<br/>Ontario Ltd.</u>        | CFO & Director                | <u>Aurora, Canada</u>          | <u>20,000</u>      | <u>Preferred<br/>Series C</u> | <u>0.7%</u> | Christopher Malone |
| Westmount Capital                      | Director                      | Geneva, Switzerland            | 500,000            | Common                        | 0.1%        | Robert Seguin      |

## 7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

Arbitration and Litigation Assets refers to assets that the company has acquired via its acquisition of a dormant company, the right to arbitration award rights in a potentially very large multi-billion-dollar arbitration proceeding. The proceedings have only been slowed due to the COVID-19 pandemic, but the award is being fought and the Company expects to commence settlement discussions within this fiscal year.

#### Historical Background:

- 1) In summer 2020 General European Strategic Investments Inc. ("GESI") amalgamated with Swiss based ZB Capital AG. One of the main assets of ZB Capital AG has been (and still is) a big portfolio of litigation assets against:
  - a. The Slovak Republic-a full member of the European Union, and
  - b. A large multi-billion-dollar lawsuit against one of Europe's largest construction material company conglomerate, BAUMIT-Schmid Industrieholding GmbH („SIH“) of Wopfing, Austria.

The litigation against the Slovak Republic is a large Arbitration case at the World Bank's ICSID department, which arose from the Slovak Republic's illegal expropriation of EuroGas-Rozmin's Gemerská Poloma talc license at the end of 2004 covering mining rights of the huge Gemerská Poloma talc-ore body in the Slovak Republic, ranked as one of the largest talc-orebodies in the world.

Originally the license was owned by Rozmin s.r.o., a wholly owned subsidiary of the Salt Lake City - Utah, USA based EuroGas Group. After the Slovak Republic illegally and allegedly corruptively took the talc license away from Rozmin s.r.o. at the end of 2004, Rozmin successfully went to court in the Slovak Republic and sued the Slovak Republic in Slovak Courts obtaining 3 final non-appealable judgements of the Supreme Court of the Slovak Republic, the Highest Slovakian Court, in favor of Rozmin.

Despite these three non-appealable final judgements of the The Highest Slovakian Court in favor of EuroGas-Rozmin the alleged corrupt Slovakian Supreme Mining Department HBU refused to reinstate Rozmin's talc mining license.

In February 2008, May 2011 and March 2013 the Supreme Court of the Slovak Republic approved of Rozmin's legal proceedings against the Slovak Republic in full. Despite this incredible success of EuroGas-Rozmin in the Highest Slovakian Court, the alleged corrupt Slovak Supreme mining office („HBU“) still refused to return the talc mining license for one of the largest talc deposits in the world to its rightful owner Rozmin s.r.o. and transferred it illegally and – in the opinion of EuroGas-Rozmin - corruptively to the Austrian BAUMIT-Schmid Industrieholding GmbH („SIH“) Group without a tender, as required by Slovak and international law.

Rozmin and its US parent company EuroGas Inc. of Salt Lake City, Utah, immediately commenced International Arbitration proceedings at the World Bank's ICSID department in Washington D.C. in June 2014 under the Arbitration File Nr. ICSID ARB:14/14.

In 2015 the Slovak Republic commenced a separate lawsuit against EuroGas Inc. in the Utah Courts with the aim to gain control over EuroGas Inc. and Rozmin s.r.o. This attempt ended in a disaster for the Slovak Republic as the US Courts turned down the Slovak Republic's request in full and awarded EuroGas Inc. and Rozmin s.r.o. with a dramatic historical victory over the Slovak Republic, confirming amongst others, that the talc mining rights of the huge Slovakian Gemerska Poloma orebody belong to EuroGas and Rozmin „NUNC PRO TUNC“ (Translation: „NOW AND ALWAYS BEFORE“).

The Slovak Republic immediately filed an appeal with the US Appeal Court but lost out. After that the Slovak Republic filed a second appeal in the Highest US Appeal Court of the 10th Circuit, however lost out again, with final judgement of January 4, 2019 in favor of EuroGas-Rozmin. After this loss the Slovak Republik threw in the towel and didn't proceed further to the US Supreme Court anymore and the Final Judgement in favor of EuroGas-Rozmin became legally binding.

The arbitrators of the ICSID tribunal of EuroGas Inc.-Rozmin's arbitration proceedings ICSID ARB: 14/14 against the Slovak Republic unfortunately didn't wait for the outcome of the pending US proceedings and decided 1 ½ years earlier, in August 2017, that due to a formality it had no legal jurisdiction over EuroGas-Rozmin and declared the arbitration proceedings of EuroGas vs. Slovak Republic ICSID ARB: 14/14 a tie, without a winner or a loser, which resulted in both parties having to share their own litigation costs.

When the 10th Circuit Appeal Court of the United States of America decided against the Slovak Republic on January 4, 2019, EuroGas Inc. immediately notified and informed the President of the Slovak Republic, the Honorable Mdm. Zuzana Čaputová, that EuroGas and Rozmin will bring new international ICSID arbitration proceedings against the Slovak Republic.

Due to the start of the worldwide COVID 19 pandemic in February 2020 EuroGas Inc. could not commence new arbitration proceedings against the Slovak Republic for over 2 years. In addition to this EuroGas Inc. was not able anymore to raise necessary financial backing due to the previous year-long legal proceedings, to commence new arbitration proceedings against the Slovak Republic.

- 2) In summer 2020 the management of GESI made an offer to EuroGas Inc. to take over EuroGas Inc.'s wholly owned Swiss subsidiary ZB Capital AG, which had earlier acquired 80% of EuroGas-Rozmin's legal rights, including EuroGas-Rozmin's legal rights in the pending Arbitration against the Slovak Republic and against Austria's BAUMIT-Schmid Industrieholding ("SIH") as the illegal successor of the Gemerská Poloma talc rights in the Slovak Republic.

GESI provided EuroGas Inc. and its wholly-owned Swiss subsidiary ZB Capital AG with a firm commitment to fully finance EuroGas Inc.'s arbitration proceedings against the Slovak Republic and the lawsuits against Austria's BAUMIT-Schmid Industrieholding GmbH („SIH“), the illegal holder of EuroGas-Rozmin's former talc mining license at Gemerská Poloma, for receiving a total consideration of 80% net from the final judgements against the Slovak Republic and against Austria's BAUMIT-Schmid Industrieholding ("SIH").

After having received the final commitment from GESI the EuroGas Group immediately mandated the US law firm Baker McKenzie of Chicago Ill. in addition to its Salt Lake City, Utah, USA, based law firms Holland & Hart and EuroGas Inc.'s corporate lawfirm Mabey & Coombs, as well as the Vienna, Austria based law firm AKG Advisory to commence arbitration proceedings and also to file criminal charges against Austria's BAUMIT-Schmid Industrieholding GmbH („SIH“), its owners and management in Europe, and to proceed with a large damage lawsuit against BAUMIT-Schmid Industrieholding GmbH ("SIH") in the US Courts.

GESI agreed to fully fund EuroGas Inc.'s total arbitration proceedings against the Slovak Republic and all the legal proceedings against BAUMIT-Schmid Industrieholding GmbH („SIH“) for consideration, receiving an 80% net interest from any future Arbitration Award or Final Judgement from the criminal proceedings against Austria's BAUMIT-Schmid Industrieholding GmbH ("SIH").

- 3) Relying upon the financial assurances and undertakings of GESI, EuroGas Inc. has actively commenced in June 2022 all preparations for the new ICSID arbitration proceedings against the Slovak Republic, as well as has taken legal steps against BAUMIT-Schmid Industrieholding GmbH („SIH“) in Austria and the Slovak Republic.

On or about June 9, 2022, the Slovak law firm for EuroGas-Rozmin s.r.o., Dr. Kvašnica & Partners, has delivered a large criminal complaint to the Attorney General's Office of the Slovak Republic and has asked the General Attorney of the Slovak Republic to investigate alleged wrongdoings of SIH and eventually file criminal charges against the BAUMIT-Schmid Industrieholding („SIH“) Group of Wopfing, Austria on behalf of Rozmin s.r.o., EuroGas' Slovak mining entity.

Simultaneously Salt Lake City based EuroGas Group, through its Austrian subsidiary EuroGas GmbH of Vienna Austria, has also filed a separate criminal complaint against the BAUMIT-Schmid Industrieholding („SIH“) group with Austria's Anti Corruption Attorney General's Office „WKStA“ in Vienna Austria.

Based on the historical situation of the legal background of both litigation cases GESI and EuroGas as well as its legal team consider the chances to win both Litigation Assets as excellent.

## 8) Third Party Service Providers

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

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

Name: Thomas Cook  
Firm: Law Offices of Thomas C. Cook, Ltd..  
Address 1: 10470 W. CHEYENNE AVENUE, SUITE 115, PMB 303  
Address 2: Las Vegas, Nevada  
Phone: (702) 524-9151  
Email: tccesq@aol.com

### Accountant or Auditor

Name: Olayinka Oyebola  
Firm: Olayinka Oyebola & Co.  
Address 1: 10333 Harwin Dr Suite 677  
Address 2: Houston, TX 77036  
Phone: 0803 333 8600  
Email: yinka@olayinkaobeyola.com

### Investor Relations

Name: Robert Seguin, V.P., Investor Relations  
Firm:  
Address 1:  
Address 2:  
Phone: +41 (79) 402 88 87  
Email: Robert.seguin@gesi-usa.com

### *All other means of Investor Communication:*

Twitter: \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

## 9) Financial Statements

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

- ☐ IFRS  
☒ U.S. GAAP

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

Name: Christopher Malone

Title: CFO

Relationship to Issuer: CFO

Describe the qualifications of the person or persons who prepared the financial statements: CPA, CMA

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

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

Important Notes:

- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

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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.

## 10) Issuer Certification

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Wolfgang Rauball, certify that:

1. I have reviewed this Disclosure Statement for General European Strategic Investments, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 1, 2024 [Date]

/s/Wolfgang Rauball [CEO's Signature]

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

*Principal Financial Officer:*

I, Christopher Malone, certify that:

1. I have reviewed this Disclosure Statement for General European Strategic Investments, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 1, 2024 [Date]

/s/Christopher Malone [CFO's Signature]

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

**GENERAL EUROPEAN STRATEGIC INVESTMENTS, INC.****Balance Sheets**

(Expressed in United States dollars)

(Unaudited)

|  | <b>RESTATED</b><br><b>As at December 31,</b><br><b>2023</b> | <b>RESTATED</b><br><b>As at December</b><br><b>31,</b><br><b>2022</b> |
|--|---|---|
| <b>ASSETS</b>  |   |   |
| <b>Current Assets</b>                                      |   |   |
| Cash   | \$11,918  | \$18,686  |
| Receivables and prepaid expenses and deposits              | \$113,359   | \$52,865  |
|  | <b>125,277</b>  | <b>71,552</b>   |
| <b>Non-current assets</b>                                  |   |   |
| Investments  | \$6,072,593   | \$6,121,533   |
| Equipment  | \$777   | \$1,406   |
| Development Costs  | \$173,662   | \$101,953   |
| Mining licenses (note 4)                                   | \$27,530,860  | \$27,530,860  |
| <b>TOTAL ASSETS</b>  | <b>\$33,903,169</b>   | <b>\$33,827,303</b>   |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>                |   |   |
| <b>Current Liabilities</b>                                 |   |   |
| Accounts payable and advances payable                      | \$821,870   | \$586,477   |
| Convertible promissory notes                               | \$40,000  | \$40,000  |
| Loans payable - Current                                    | \$147,598   | \$44,917  |
| Related party advances - Current                           | \$672,077   | \$691,235   |
|  | <b>1,681,545</b>  | <b>1,362,630</b>  |
| Loans payable - Long Term                                  | \$3,953,090   | \$3,935,079   |
| Related party advances - Long Term                         | \$3,458,600   | \$3,684,818   |
|  | <b>9,093,234</b>  | <b>8,982,527</b>  |
| <b>Stockholders' equity</b>                                |   |   |
| Common stock, par value \$0.001                            |   |   |
| 490,000,000 authorized                                     |   |   |
| 343,946,485 issued and outstanding as at December 31, 2022 | \$34,395  | \$34,395  |
| Series C Preferred stock, par value \$0.0001               |   |   |
| 1,500,000 authorized                                       |   |   |
| 265,967 issued and outstanding as at December 31, 2022     | \$27  | \$7   |
| Series B Preferred stock, par value \$0.00001              |   |   |
| 100,000 authorized   |   |   |
| 93,000 issued and outstanding as at December 31, 2022      | \$1   | \$1   |
| Series A1 Preferred stock, par value \$0.001               |   |   |
| 1 authorized   |   |   |
| 1 issued and outstanding as at December 31, 2022           | \$0   | \$0   |
| Shares to be issued  | \$0   | \$0   |
| Additional paid-up capital                                 | \$191,422,878   | \$191,422,639   |
| Minority Interest  | (21,315,892)  | (25,312,262)  |
| Accumulated other comprehensive income                     | \$0   | \$0   |
| Accumulated deficit  | (145,331,473)   | (141,300,004)   |
|  | <b>24,809,936</b>   | <b>24,844,776</b>   |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>          | <b>\$33,903,169</b>   | <b>\$33,827,303</b>   |

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

**GENERAL EUROPEAN STRATEGIC INVESTMENTS, INC.**

**Statements of Operations**

(expressed in United States dollars)

|  | RESTATED<br>Three Months<br>Ended December<br>31<br>2023<br>\$ | RESTATED<br>Three Months<br>Ended December<br>31<br>2022<br>\$ | RESTATED<br>Twelve Months<br>Ended<br>December 31<br>2023<br>\$ | RESTATED<br>Twelve Months<br>Ended December<br>31<br>2022<br>\$ |
|--|--|--|---|---|
| <b>Expenses</b>  |  |  |   |   |
| General and corporate  | (361,075)  | 151,816  | (8,887)   | 480,488   |
| <b>Net loss and comprehensive loss before interest and taxes</b> | <b>361,075</b>   | (151,816)  | <b>8,887</b>  | (480,488)   |
| <b>Other Expenses</b>  |  |  |   |   |
| Unrealized Gain or Loss  | -  | -  | -   | -   |
| Exchange Gain or Loss  | 23,734   | (10,988)   | 43,987  | (41,432)  |
| Minority Interest - Sonanini                                     | 3,837,006  | 174,642  | 3,996,370   | (401,651)   |
| <b>Net loss and comprehensive loss</b>                           | <b>3,499,665</b>   | <b>315,471</b>   | <b>4,031,470</b>  | <b>37,405</b>   |
| <b>Loss per share - basic and diluted</b>                        | <b>0.0102</b>  | 0.0010   | <b>0.0117</b>   | 0.0001  |
| <b>Weighted average shares outstanding - basic and diluted</b>   | <b>343,946,485</b>   | 317,221,006  | <b>343,946,485</b>  | 343,946,485   |

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

GENERAL EUROPEAN STRATEGIC INVESTMENTS, INC.  
Consolidated Statement of Stockholders' Equity

(unaudited)

|   | Common Shares      |               | Preferred Shares |                |                            |                     |                                  |                     |                      |                            |
|---|--------------------|---------------|------------------|----------------|----------------------------|---------------------|----------------------------------|---------------------|----------------------|----------------------------|
|   | Shares             | Amount        | Shares           | Amount         | Additional paid-in capital | Shares to be issued | Accumulated comprehensive income | Minority Interest   | Accumulated Deficit  | Total shareholders' equity |
|   | #                  | \$            | #                | \$             | \$                         | \$                  | \$                               | \$                  | \$                   | \$                         |
| <b>Balance December 31, 2021</b>                    | 310,646,485        | 31,065        | 93,001           | 1              | 185,834,593                | -                   | -                                | (24,910,611)        | (141,262,598)        | 19,692,450                 |
| Issued to settle debt                               | 30,000,000         | 3,000         |                  |                | 17,000                     |                     |                                  |                     |                      | 20,000                     |
| Shares issued on Cold Pro Ltd investment            |                    |               |                  |                |                            |                     |                                  |                     |                      | -                          |
| Net loss and comprehensive loss adjustments         |                    |               |                  |                |                            |                     |                                  | (325,405)           | 516,279              | 190,874                    |
| <b>Balance March 31, 2022</b>                       | <b>340,646,485</b> | <b>34,065</b> | <b>93,001</b>    | <b>1</b>       | <b>185,851,593</b>         | <b>0</b>            | <b>0</b>                         | <b>(25,236,016)</b> | <b>(140,746,319)</b> | <b>19,903,324</b>          |
| Shares issued on Cold Pro Ltd investment            |                    |               |                  |                | 5,570,910                  |                     |                                  |                     |                      | 5,570,910                  |
| Net loss and comprehensive loss adjustments         |                    |               |                  |                |                            |                     |                                  | (820,150)           | 546,166              | (273,984)                  |
| <b>Balance June 30, 2022</b>                        | <b>340,646,485</b> | <b>34,065</b> | <b>0</b>         | <b>93,001</b>  | <b>1</b>                   | <b>0</b>            | <b>0</b>                         | <b>(26,056,166)</b> | <b>(140,200,153)</b> | <b>25,200,250</b>          |
| Shares issued for preferred series C exchange       |                    |               |                  | 60,000         | 6                          |                     |                                  |                     |                      | 6                          |
| Shares cancelled for preferred series C exchange    | (6,000,000)        | -600          |                  |                |                            |                     |                                  |                     |                      | (600)                      |
| Shares issued on Cold Pro Ltd investment            | 7,500,000          | 750           |                  |                |                            |                     |                                  |                     |                      | 750                        |
| Shares issued for management compensation           | 1,800,000          | 180           | 10,000           | 1              |                            |                     |                                  |                     |                      | 181                        |
| Net loss and comprehensive loss adjustments         |                    |               |                  |                | (337)                      |                     |                                  | 569,262             | (784,380)            | (215,455)                  |
| <b>Balance September 30, 2022</b>                   | <b>343,946,485</b> | <b>34,395</b> | <b>0</b>         | <b>163,001</b> | <b>8</b>                   | <b>0</b>            | <b>0</b>                         | <b>(25,486,904)</b> | <b>(140,984,533)</b> | <b>24,985,132</b>          |
| Net loss and comprehensive loss adjustments         |                    |               |                  |                | 472                        |                     |                                  | 174,642             | (315,471)            | (140,356)                  |
| <b>Balance December 31, 2022</b>                    | <b>343,946,485</b> | <b>34,395</b> | <b>0</b>         | <b>163,001</b> | <b>8</b>                   | <b>0</b>            | <b>0</b>                         | <b>(25,312,262)</b> | <b>(141,300,004)</b> | <b>24,844,776</b>          |
|   |                    |               |                  |                | 0                          |                     |                                  |                     |                      |                            |
| <b>Balance December 31, 2022</b>                    | <b>343,946,485</b> | <b>34,395</b> | <b>0</b>         | <b>163,001</b> | <b>8</b>                   | <b>0</b>            | <b>0</b>                         | <b>(25,312,262)</b> | <b>(141,300,004)</b> | <b>24,844,776</b>          |
| Shares issued for management compensation           |                    |               |                  | 10,000         | 1                          |                     |                                  |                     |                      | 1                          |
| Net loss and comprehensive loss adjustments         |                    |               |                  |                | 209                        |                     |                                  | -                   | 243,610              | 23,950                     |
| <b>Balance March 31, 2023</b>                       | <b>343,946,485</b> | <b>34,395</b> | <b>0</b>         | <b>173,001</b> | <b>9</b>                   | <b>0</b>            | <b>0</b>                         | <b>(25,068,651)</b> | <b>(141,401,635)</b> | <b>24,986,966</b>          |
| Foreign Currency Translation adjustment             |                    |               |                  |                |                            |                     |                                  |                     |                      | -                          |
| Net loss and comprehensive loss adjustments         |                    |               |                  |                | 1                          |                     |                                  | -                   | 526,020              | (249,225)                  |
| <b>Balance June 30, 2023</b>                        | <b>343,946,485</b> | <b>34,395</b> | <b>0</b>         | <b>173,001</b> | <b>9</b>                   | <b>0</b>            | <b>0</b>                         | <b>(24,542,632)</b> | <b>(142,176,881)</b> | <b>24,737,740</b>          |
| Shares issued for loan financing incentive          |                    |               |                  | 155,967        | 16                         |                     |                                  |                     |                      | 16                         |
| Net loss and comprehensive loss adjustments         |                    |               |                  |                | (80)                       |                     |                                  | -                   | (610,266)            | (265,274)                  |
| <b>Balance September 30, 2023</b>                   | <b>343,946,485</b> | <b>34,395</b> | <b>0</b>         | <b>328,968</b> | <b>25</b>                  | <b>0</b>            | <b>0</b>                         | <b>(25,152,898)</b> | <b>(141,831,809)</b> | <b>24,472,481</b>          |
| Shares issued for loan financing advisory incentive |                    |               |                  | 30,000         | 3                          |                     |                                  |                     |                      | 3                          |
| Net loss and comprehensive loss adjustments         |                    |               |                  |                | 110                        |                     |                                  | -                   | 3,837,006            | 337,451                    |
| <b>Balance December 31, 2023</b>                    | <b>343,946,485</b> | <b>34,395</b> | <b>0</b>         | <b>358,968</b> | <b>28</b>                  | <b>0</b>            | <b>0</b>                         | <b>(21,315,892)</b> | <b>(145,331,473)</b> | <b>24,809,936</b>          |

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

**GENERAL EUROPEAN STRATEGIC INVESTMENTS, INC.**  
**Statements of Cash Flows**

(expressed in United States dollars)

(Unaudited)

|  | <b>RESTATED</b><br><b>Twelve Months</b><br><b>Ended December</b><br><b>31</b><br><b>2023</b><br><b>\$</b> | <b>RESTATED</b><br><b>Twelve Months</b><br><b>Ended December</b><br><b>31</b><br><b>2022</b><br><b>\$</b> |
|--|---|---|
| <b>Cash flow from operating activities</b>   |   |   |
| Net (loss) income for the period   | (4,031,470)   | (37,405)  |
| Adjustments to reconcile Net Income to Net Cash provided by operations:              |   |   |
| Prepays  | 1,104   | (927)   |
| Receivables  | (61,598)  | (2,495)   |
| Accounts Payable   | 236,342   | 295,231   |
| Accrued Liabilities  | (949)   | 2,353   |
| BALANCING  | -   | 0   |
| Convertible Promissory Notes   | -   | (20,000)  |
| Loans Payable - Current  | 102,680   | 30,617  |
| Related Party Advances - Current   | (19,159)  | 641,764   |
| <b>Total Adjustments to reconcile Net Income to Net Cash provided by operations:</b> | <b>258,421</b>  | <b>946,543</b>  |
| Net cash provided by operating activities  | (3,773,049)   | 909,138   |
| <b>Cash flow from investing activities</b>   |   |   |
| Equipment  | 629   | 623   |
| Mining Licenses  | -   | -   |
| Development Costs  | (71,709)  | (46,359)  |
| Investments  | 48,940  | (6,121,533)   |
| Net cash provided by investing activities  | (22,140)  | (6,167,269)   |
| <b>Cash flow from financing activities</b>   |   |   |
| Loans Payable - Long Term  | 18,011  | 526,872   |
| Related Party Advances - Long Term   | (226,219)   | (478,236)   |
| Additional Paid-In Capital   | 242   | 5,588,045   |
| Common Shares  | -   | 3,330   |
| Minority Interest  | 3,996,370   | (401,651)   |
| Preferred Series A1  | -   | -   |
| Preferred Series B   | -   | -   |
| Preferred Series C   | 17  | 7   |
| Retained Earnings  | -   | -   |
| Net cash provided by financing activities  | 3,788,421   | 5,238,367   |
| Net cash increase for period   | (6,769)   | (19,763)  |
| <b>Cash and cash equivalents beginning of period</b>                                 | <b>18,686</b>   | <b>38,450</b>   |
| <b>Cash and cash equivalents, end of period</b>                                      | <b>11,918</b>   | <b>18,686</b>   |

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

**GENERAL EUROPEAN STRATEGIC INVESTMENTS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**December 31, 2023**

**NOTE 1 – ORGANIZATION AND BASIS OF PRESENTATION**

**Organization and Business Description**

References in these notes to the consolidated financial statements to “GESI” “we,” “us,” “our Company” refer to General European Strategic Investments Inc. and its consolidated subsidiary ZB Capital AG (“ZB”) and ZB’s subsidiaries Valmatos GMBH, Laakso Minerals Oy, and EuroGas Minerals LLC. GESI was incorporated in Nevada in August 2011.

On September 24, 2020, GESI merged (the “Reverse Merger”) with and into ZB. ZB was the surviving corporation in the Reverse Merger and became the Company’s wholly owned subsidiary.

The Merger is being accounted for as a reverse-merger and recapitalization with ZB as the acquirer for financial reporting purposes and GESI as the acquired company. Consequently, the assets and liabilities and the operations that are reflected in the historical financial statements prior to the Merger are those of ZB and are recorded at the historical cost basis of ZB and the consolidated financial statements after completion of the Merger include the assets and liabilities of ZB and GESI and the historical operations of GESI and ZB from the closing date of the Merger. The stockholders’ equity section has been retroactively restated for all periods presented to reflect the accounting effect of the reverse merger transaction on the basis of the 1:1 exchange ratio on the Merger date.

As a result of the Reverse Merger, GESI discontinued its pre-Reverse Merger business and acquired the business of ZB and will continue the existing business operations of ZB as a publicly traded company.

**Going Concern**

The accompanying financial statements have been prepared assuming the company will continue as a going concern. The Company has continuously incurred a net loss of \$(4,031,470) for the year ended December 31, 2023, and an accumulated deficit of \$(145,331,473), and a working capital deficit of \$(1,556,267) as at December 31, 2023. The continuation of the Company as a going concern through June 30, 2023, is dependent upon improving the profitability and the continuing financial support from its stockholders. The significant impact of the recognition of the 15% Minority Interest in the subsidiary entity ZB Capital AG was the reason behind the restatement. Management believes the existing shareholders or external financing will provide additional cash to meet the Company’s obligations as they become due.

These factors raise substantial doubt about the company’s ability to continue as a going concern. These financial statements do not include any adjustments that might result from the outcome of the uncertainty.

If the Company is unable to successfully commence its business operations in a short period of time, or unable to raise additional capital or secure additional lending, the Company may need to curtail or cease its operations. The Company believes that these matters raise substantial doubt about the Company’s ability to continue as a going concern. The accompanying consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management plans to obtain such resources for the Company include obtaining capital from the sale of its equity, and short-term and long-term borrowings from banks, stockholders or other related parties. However, management cannot provide any assurance that the Company will be successful in accomplishing any of its plans.

## **Uncertainties and Economic Development**

In March 2020, the World Health Organization designated the new coronavirus ("COVID-19") as a global pandemic. Federal, state and local governments have mandated orders to slow the transmission of the virus, including but not limited to shelter-in-place orders, quarantines, restrictions on travel, and work restrictions that prohibit many employees from going to work. Uncertainty with respect to the economic effects of the pandemic has resulted in significant volatility in the financial markets.

The restrictions put in place by local governments could delay our exploratory programs on our mineral properties. Furthermore, the impact of the pandemic on the global economy could also negatively impact the availability and cost of future borrowings should the need arise.

These financial statements have been prepared assuming the Company will continue as a going concern. The going concern basis of presentation assumes the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. Although the Company believes it will be successful, there is no guarantee the Company will attain its goal of joining a successful trading platform. As a result, material uncertainty exists that may cast significant doubt about the Company's ability to continue as a going concern.

There is no assurance that the Company will be successful in generating sufficient revenue or that the Company will be able to obtain financing or that such financing will be on favorable terms. Any such financing would be dilutive to our shareholders. Failure to generate sufficient revenue or the inability to obtain financing will result in an inability of the Company to continue as a going concern.

## **NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES**

### **Basis of Consolidation**

These consolidated financial statements include the accounts of GESL, its wholly-owned subsidiary, ZB Capital AG, and its wholly owned subsidiaries Valmatos GMBH Austria, Laakso Minerals OY Finland and EuroGas Minerals Inc.

### **Basis of Presentation**

Our financial records are maintained on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

### **Use of Estimates**

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of 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**

We consider all highly liquid investments with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents consist of demand deposits at commercial banks.

### **Revenue Recognition**

The Company recognizes revenue when control of the promised goods or services is transferred to the customer, in an amount that reflects the consideration the Company expects to be entitled to in exchange for the goods or services.

Revenue is recognized when a customer obtains control of promised goods or services and is recognized in an amount that reflects the consideration that an entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of ASC 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which

of these performance obligations are distinct. The Company recognizes as revenues the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied. Generally, the Company's performance obligations are transferred to customers at a point in time, typically upon delivery.

#### Intangible Assets

We have been in the exploration stage since inception and have not yet realized any revenues from our planned operations. All exploration expenditures are expensed as incurred. Costs of acquisition and option costs of mineral rights are capitalized upon acquisition. Mine development costs incurred to develop new ore deposits, to expand the capacity of mines, or to develop mine areas substantially in advance of current production are also capitalized once proven and probable reserves exist and the property is a commercially mineable property. Costs incurred to maintain current production or to maintain assets on a standby basis are charged to operations.

If we do not continue with exploration after the completion of the feasibility study, the associated capitalized costs will be expensed at that time. Costs of abandoned projects are charged to mining costs including related property and equipment costs.

To determine if the capitalized mineral property costs are in excess of their recoverable amount, we conduct periodic evaluation of the carrying value of capitalized costs and any related property and equipment costs based upon expected future cash flows and/or estimated salvage value in accordance with Accounting Standards Codification (ASC) 360-10-35-15, *Impairment or Disposal of Long-Lived Assets*.

#### Mineral Property Costs

We have been in the exploration stage since inception and have not yet realized any revenues from our planned operations. All exploration expenditures are expensed as incurred. Costs of acquisition and option costs of mineral rights are capitalized upon acquisition. Mine development costs incurred to develop new ore deposits, to expand the capacity of mines, or to develop mine areas substantially in advance of current production are also capitalized once proven and probable reserves exist and the property is a commercially mineable property. Costs incurred to maintain current production or to maintain assets on a standby basis are charged to operations. If we do not continue with exploration after the completion of the feasibility study, the associated capitalized costs will be expensed at that time. Costs of abandoned projects are charged to mining costs including related property and equipment costs.

To determine if the capitalized mineral property costs are in excess of their recoverable amount, we conduct periodic evaluation of the carrying value of capitalized costs and any related property and equipment costs based upon expected future cash flows and/or estimated salvage value in accordance with Accounting Standards Codification (ASC) 360-10-35-15, *Impairment or Disposal of Long-Lived Assets*.

#### Fair Value Measurements

We account for assets and liabilities measured at fair value in accordance with ASC 820, *Fair Value Measurements and Disclosures*. ASC 820 emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, ASC 820 establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy). The three levels of inputs used to measure fair value are as follows:

- Level 1: Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities traded in active markets.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Inputs that are generally unobservable. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

Our financial instruments consist principally of cash, accounts receivable, accounts payable, accrued liabilities and notes payable. The carrying amounts of such financial instruments in the accompanying financial statements approximate their fair values due to their

relatively short-term nature or the underlying terms are consistent with market terms. It is management's opinion that the Company is not exposed to any significant currency or credit risks arising from these financial instruments.

### Income Taxes

Income taxes are computed using the asset and liability method, in accordance with ASC 740, *Income Taxes*. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax basis of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

### Basic and Diluted Loss Per Share

The Company computes basic and diluted income (loss) per share amounts pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic loss per share is computed by dividing net income (loss) available to common shareholders, by the weighted average number of shares of common stock outstanding during the period, excluding the effects of any potentially dilutive securities. Diluted income (loss) per share is computed by dividing net income (loss) available to common shareholders by the diluted weighted average number of shares of common stock during the period. The diluted weighted average number of common shares outstanding is the basic weighted number of shares adjusted for the dilutive effect of potential future issuances of common stock related to outstanding options and warrants.

### Property & Equipment

Property and equipment are recorded at cost less accumulated depreciation. Gains or losses on disposals are reflected as gain or loss in the period of disposal. All ordinary repair and maintenance costs are expensed as incurred.

Costs incurred in constructing new facilities, including progress payments and other costs related to construction, are capitalized, and transferred to property, plant and equipment on completion, at which time depreciation commences.

Depreciation for financial reporting purposes is provided using the straight-line method over the estimated useful lives of the assets:

|           | Estimated<br>Useful<br>Life |
|-----------|-----------------------------|
| Equipment | 20 years                    |

The diluted weighted average number of common shares outstanding is the basic weighted number of shares adjusted for the dilutive effect of potential future issuances of common stock related to outstanding options and warrants.

### Foreign currency translation

Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency using the applicable exchange rates at the balance sheet dates. The resulting exchange differences are recorded in the statement of operations.

The functional currency of the Company is the United States Dollars ("US\$") and the accompanying financial statements have been expressed in US\$. In addition, the subsidiary maintains its books and record in a local currency.

ZB Capital uses Swiss Franc (CHF), Laakso and Valmatos use Euro (EUR) which as the functional currency as well as being the primary currency of the economic environment in which the entity operates. Laakso and Valmatos being the subs to ZB Capital their activities are converted to (CHF), consolidated balances for ZB Capital were converted to USD from CHF.

In general, for consolidation purposes, assets and liabilities of its subsidiaries whose functional currency is not US\$ are translated into US\$, in accordance with ASC Topic 830-30, "Translation of Financial Statement", using the exchange rate on the balance sheet date. Revenues and expenses are translated at average rates prevailing during the period. The gains and losses resulting from translation of financial statements of foreign subsidiary are recorded as a separate component of other comprehensive income. The Company has not to, the date of these financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

At the subsidiary level the translation of amounts from the local currency of 1 EUR to CHF is stated below for the respective years:

|   | For the Year Ended<br>December 31 | For the Year Ended<br>December 31 |
|---|-----------------------------------|-----------------------------------|
|   | 2023                              | 2022                              |
| Year-end EURO: USD 1 exchange rate      | 0.906                             | 0.925                             |
| Yearly average EURO: USD1 exchange rate | 0.921                             | 0.934                             |

At the consolidation level, translation of amounts from the local currency of the Company CHF into US\$1 has been made at the following exchange rates for the respective years:

|   | For the Year Ended<br>December 31 | For the Year Ended<br>December 31 |
|---|-----------------------------------|-----------------------------------|
|   | 2023                              | 2022                              |
| Year-end CHF: US\$1 exchange rate       | 1.092                             | 1.082                             |
| Yearly average CHF: US\$1 exchange rate | 1.099                             | 1.070                             |

#### Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board or other standard setting bodies that may have an impact on the Company's accounting and reporting. The Company believes that such recently issued accounting pronouncements and other authoritative guidance for which the effective date is in the future either will not have an impact on its accounting or reporting or that such impact will not be material to its financial position, results of operations, and cash flows when implemented.

#### NOTE 3 – BUSINESS COMBINATION

The Merger was accounted for as a reverse recapitalization under U.S. GAAP because the primary assets of GESI were nominal at the close of the Merger. ZB was determined to be the accounting acquirer based upon the terms of the Merger and other factors, including: (i) ZB stockholders and other persons holding securities convertible, exercisable or exchangeable directly or indirectly for ZB common stock owned the majority of the Company immediately following the effective time of the Merger, (ii) ZB holds the majority of board seats of the combined company, and (iii) ZB's management holds all key positions in the management of the combined company.

ZB acquired no tangible assets and assumed no employees or operations from General European Strategic Investments, Inc..

#### NOTE 4 – INTANGIBLE ASSETS

##### Laakso Project

On November 18, 2020, ZB Capital issued 125,000,000 of its own stock at value of CHF25,000,000 to acquire the Laakso Project in Finland. This issuance resulted in a non-controlling interest of ZB of approximately 15%. The non-controlling interest is in process of being acquired by GESI.

The Laakso Project, a Nickel-Copper Project, is located in central Finland and is 100% owned. GESI, through ZB's wholly owned Finnish subsidiary Laakso Minerals, is the largest reservation holder in Finland's prolific Kuusamo Mining District.

On September 10, 2020 our majority controlled Swiss subsidiary ZB Capital AG received for its wholly-owned Finnish mining subsidiary Laakso Minerals Oy a 209 square kilometers large "reservation" permit from the Finnish General Mining Authority TUKES after Sonanini Holdings Ltd. had assigned and transferred all of its rights to the „reservation" area to ZB Capital AG in early 2020. It

was already publicly known at that time that the Geological Survey of Finland "GTK" would spud a 3000 metre deep bore-hole on the "reservation" permit on Sept. 30, 2020 in order to prove up the existence of a deep-seated 60 km long geological mafic ultramafic type „feeder-dyke“. The costs of the bore-hole in the amount of approx. 1.5 million Euros were fully advanced by the Republic of Finland. The positive drill results received led to the approval of a financing by the European Union ("EU") in Brussels through its mining funding unit ERA-MIN, by providing a grant of approximately two million Euros to a consortium of 8 major European universities and its geological departments, including Finland's GTK, led by our Finnish mining subsidiary Laakso Minerals Oy, in order to conduct further exploration on our "reservation" area.

At the time of ZB Capital AG's capital increase in Switzerland on November 18, 2020, drill results from GTK's „feeder dyke“ bore-hole were of course not available yet. However, in geological reports and Press Releases of our Canadian mining neighbour PDM One, whose licenses cover part of the deep-seated feeder-dyke structure under our reservation area, PDM One compares the geological structure and the mineralization of the deep seated „feeder-dyke“ in its own published geological reports to the world-renowned copper-nickel palladium mining deposits of Norilsk in Russia and Voiseys Bay in Newfoundland, Canada.

Therefore, in my capacity as Chairman of the Board of Directors of ZB Capital AG, I agreed with our auditor Mr. Feller of Audit Suisse AG to introduce the contract in English between EuroGas (1) and ZB Capital AG, certified by ZB Capital AG at the Land Registry / Notary Office of the Canton of Schaffhausen on June 20, 2018, as an additional tool for the evaluation of our Swiss auditors for the proposed capital increase.

The background to this consideration, which was agreed with ZB Capital AG's Swiss auditor from Audit Suisse AG, Mr. Feller, was the recommendation of Mr. Feller, to use the assignment agreement between EuroGas (1) and ZB Capital AG, which was notarized before the land registry / notary's office in Schaffhausen on June 20, 2018 and include the evaluations also for our November 18, 2022 capital increase of ZB Capital AG in Switzerland.

On September 29, 2015, KPMG London had carried out an evaluation of our talc mining rights, which at that time still belonged to EuroGas (1), in the arbitration proceedings of EuroGas (2) in its so-called "KPMG Expert Report", dated September 29, 2015. Since EuroGas' former talc mining rights were fully assigned by EuroGas (1) to ZB Capital AG through the June 20, 2018 notarial deed agreement, KPMG's calculation of minimum €144.8 million and maximum €239.7 million (depending on discounting process) were then partly used by ZB Capital AG's auditors Swiss Audit to provide also the base for the CHF 25.000.000 evaluation of ZB Capital's capital increase. See page 7 of the KPMG Expert Report dated September 29, 2015.

Our auditor from Audit Suisse AG, Mr. Feller and I myself then agreed to use a discount of 10%-15% of the discounted evaluation calculated by KPMG for the Slovak talc mining rights fully assigned to ZB Capital AG on June 20, 2018. A U.S. court in Salt Lake City, Utah, had awarded EuroGas (1) with the historic judgment "nunc pro tunc" ("now and also always before") in the Slovak Republic vs. EuroGas proceedings on October 28, 2016. The losing Slovak Republic unsuccessfully appealed twice to the US Highest Appeal Court of the 10th Circuit and finally threw in the towel after also failing with its 2nd appeal against the "nunc pro tunc" ruling of October 28, 2016 in favour of EuroGas (1), on January 4, 2019.

ZB Capital also was looking for a solution to honour the efforts of Sonanini Holdings in providing substantial financings for the benefit of ZB Capital AG over the last 15 years with the November 18, 2020 capital increase of ZB Capital AG in the amount of CHF 25,000,000, and wanted to provide Sonanini Holdings with an adequate countervalue for the approx. €25,000.000 of financings contributed by Sonanini Holdings and its affiliated German company HHK Hohe Heide GmbH over the last 15 years through its own loans and through collateral to third parties for unsecured loans in the form of notarial registered governmental mortgages and land charges, since the loans contributed by Sonanini Holdings and the securing of third party unsecured loans through notarial security mortgages of Sonanini-HHK wouldn't have been successful without Sonanini Holding's support. In this respect, ZB Capital AG was able to create a mix to also reward Sonanini Holdings for the assignment of its former Finnish mining rights to ZB Capital AG in early 2020 and its subsequent substantial financial guarantees to third parties for unsecured loans to ZB Capital AG over the last 15 years in the amount of at least CHF 25,000,000.

Mr. Feller of Audit Suisse AG and I myself in my capacity as Chairman of the Board of Directors of ZB Capital AG therefore agreed to propose a total amount of CHF 25,000,000 for the capital increase of ZB Capital AG to be carried out on November 18, 2020 before Swiss notary Moser in Baden Switzerland.

The gross carrying amounts and accumulated amortization relating to other intangible assets at December 31, 2023 and December 31, 2022 is as follows

|                       | Year Ended<br>December 31, 2023 |                             |               | Year Ended<br>December 31, 2022 |                             |               |
|-----------------------|---------------------------------|-----------------------------|---------------|---------------------------------|-----------------------------|---------------|
|                       | Gross<br>Carrying<br>Amount     | Accumulated<br>Amortization | Net           | Gross<br>Carrying<br>Amount     | Accumulated<br>Amortization | Net           |
| Nickel-Copper Project | \$ 27,530,860                   | \$ -                        | \$ 27,530,860 | \$ 27,530,860                   | \$ -                        | \$ 27,530,860 |
|                       | \$ 27,530,860                   | \$ -                        | \$ 27,530,860 | \$ 27,530,860                   | \$ -                        | \$ 27,530,860 |

## NOTE 5 – INVESTMENTS

### Cold Pro Project

On March 14, 2022, the Company announced a binding commitment to acquire a 49%-interest in Cold Pro Ltd. (ColdPro) a private UK company specializing in waste management in the UK for total consideration of £5 million.

ColdPro is a licensed UK-based integrated waste management business, and one of only six regulated approved authorized treatment facilities in the UK.

The 49%-interest is being acquired from United General LTD, which will retain a 51%-interest in ColdPro.

The consideration was comprised of a US\$500,000 payable in cash with the balance satisfied through the issuance of 7,500,000 restricted common shares of GESI or through cash, at GESI's election. The initial cash payment is due within six-months of the signing of this agreement.

## NOTE 6 – LOANS PAYABLE - CONVERTIBLE PROMISSORY NOTES

Included in the open balance are two historical convertible notes payable remaining from the original merger.

A \$60,000 convertible note payable represents the total of 6 separate equal amount monthly notes issued as payment under the terms of a merger and acquisition advisory consulting agreement entered into between Green Energy Solutions and Nikolas Perrault in December 2019. Each note contains roll back protection provisions and is convertible at \$0.001 and does not allow the holder to convert additional notes if such conversion would result in beneficial ownership of more than 9.9% of the outstanding shares of the company's common stock. This note had \$20,000 converted into two 10,000,000 share conversions on February 17, 2022 and March 24, 2022. As at June 30, 2023 there is a balance of \$40,000.00 due under this agreement.

A \$10,000 convertible note payable represents a single payment under the terms of a general service management consulting agreement entered into between Green Energy Solutions and Christopher Lotito (former Green Energy CEO) in November 2019. The note contains roll back protection provisions and is convertible at \$0.001 and does not allow the holder to convert additional notes if such conversion would result in beneficial ownership of more than 9.9% of the outstanding shares of the company's common stock. This note was converted into 10,000,000 shares on January 14, 2022.

## NOTE 7 – RELATED PARTY TRANSACTIONS

Our Company's policy with regard to related party transactions is for the Board of Directors to approve any material transactions involving our directors, executive officers or holders of more than 5% of our outstanding capital stock.

The Company retained the services of its Corporate Secretary through a consultancy agreement dated March 1, 2022. The Company remits monthly payments to its Corporate Secretary of \$3,200.00 under the consultancy agreement and an hourly payment of \$100.00 per hour for each hour of work effort beyond the set monthly hours of 32. In connection with this appointment the Company provided a one-time issuance of 10,000 shares of Preferred Series C to the Corporate Secretary. Effort and compensation is not mutually exclusive from the Chief Financial Officer agreement. The Corporate Secretary also serves as a Director on the Company's Board of Directors.

The Company retained the services of its Chief Financial Officer through a consultancy agreement dated June 3, 2022. The Company remits monthly payments to its Chief Financial Officer of \$3,200.00 under the consultancy agreement and an hourly payment of \$100.00 per hour for each hour of work effort beyond the set monthly hours of 32. In connection with this appointment the Company provided a one-time issuance of 10,000 shares of Preferred Series C to the Chief Financial Officer. Effort and monthly compensation is not mutually exclusive from the Corporate Secretary agreement.

On June 10, 2022, the Company entered into a services agreement with Westmount Capital, an entity that is owned by a member of the Board of Directors, Robert Seguin. The services to be provided are for Investor Relations. The Company remits monthly payments to its V.P., Investor Relations of €2,000.00. In connection with this appointment the Company provided a one-time issuance of 500,000 shares of Common Stock in the name of Westmount Capital. As of June 30, 2023 there is €20,000 payable to Westmount Capital. The owner, Mr. Robert Seguin was also appointed to the Company's Board of Directors.

The Company retained the services of its Chief Financial Officer, Kyle Appleby, through a consultancy agreement with CFO Advantage Inc. dated March 1, 2021. The Company remits quarterly payments to its Chief Financial Officer of \$3,000.00. In connection with this appointment the Company provided a one-time issuance of 1,000,000 shares of Common Stock in the name of CFO Advantage Inc.. Mr. Appleby, effectively resigned as Chief Financial Officer on June 3, 2022. The quarterly compensation ceased as of April 1, 2022. Mr. Appleby remains as a Director on the Company's Board of Directors

#### NOTE 8 – NET (LOSS) INCOME PER SHARE

Basic net income per share is computed using the weighted average number of common shares outstanding during the year. The dilutive effect of potential common shares outstanding is included in diluted net loss per share. The significant impact for the recognition of the Minority Interest in the subsidiary entity ZB Capital AG was the reason behind the restatement. The following table sets forth the computation of basic and diluted net loss per share for year to date December 31, 2023, and 2022:

|  | Year ended December 31 |             |
|--|------------------------|-------------|
|  | 2023                   | 2022        |
| Net Income/ (loss) income attributable to common shareholders  | \$ (4,031,470)         | \$ (37,405) |
| Weighted average common shares outstanding – Basic and diluted | 343,946,485            | 343,946,485 |
| Net (loss) income per share – Basic and diluted                | \$ (0.0117)            | \$ (0.0001) |

#### NOTE 9 – INCOME TAX

Note this will be reevaluated during our audit and presented through a subsequent amended Audited report filing.

The Company adopted the provisions of uncertain tax positions as addressed in ASC 740-10-65-1. As a result of the implementation of ASC 740-10-65-1, the Company recognized no increase in the liability for unrecognized tax benefits.

The Company has no tax position at December 31, 2022 for which the ultimate deductibility is highly certain but for which there is uncertainty about the timing of such deductibility. The Company does not recognize interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses. No such interest or penalties were recognized during the period presented. The Company had no accruals for interest and penalties at December 31, 2022 and 2021. The Company's utilization of any net operating loss carry forward may be unlikely as a result of its intended activities.

The valuation allowance as of December 31, 2022, and 2021 was \$1,675,263 and \$1,515,065. The net change in valuation allowance during the years ended December 31, 2022, and 2021 was \$160,198 and \$977,667. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on consideration of these items, management has determined that enough uncertainty exists relative to the realization of the deferred income tax asset balances to warrant the application of a full valuation allowance as of December 31, 2022, and 2021. All tax years since inception remains open for examination only by taxing authorities of US Federal and state of Nevada.

The Company has a net operating loss carryforward for tax purposes totaling \$163,379,382 and \$156,379,651 as of December 31, 2022 and 2021, expiring through 2042. There is a limitation on the amount of taxable income that can be offset by carryforwards after a change in control (generally greater than a 50% change in ownership). Temporary differences, which give rise to a net deferred tax asset, are as follows:

|                                  | As of<br>December 31,<br>2022 | As of<br>December 31,<br>2021 |
|----------------------------------|-------------------------------|-------------------------------|
| Non-current deferred tax assets: |                               |                               |
| Net operating loss carryforward  | \$ (163,236,912)              | \$ (156,379,651)              |
| Total deferred tax assets        | (1,675,129)                   | (1,515,065)                   |
| Valuation allowance              | 1,675,129                     | 1,515,065                     |
| Net deferred tax assets          | \$ –                          | \$ –                          |

The actual tax benefit at the expected rate of 21% differs from the expected tax benefit for the years ended December 31, 2022, and 2021 as follows:

|                                 | Year ended<br>December 31,<br>2022 | Year ended<br>December 31,<br>2021 |
|---------------------------------|------------------------------------|------------------------------------|
| Computed "expected" tax benefit | \$ (1,675,129)                     | \$ (1,515,065)                     |
| Change in valuation allowance   | 1,675,129                          | 1,515,065                          |
| Actual tax benefit              | \$ –                               | \$ –                               |

## NOTE 10 – STOCKHOLDERS' EQUITY

### Common Stock

The Company has the authority to issue up to 490,000,000, with a par value of \$ 0.0001 per share.

In 2020, the Company issued 44,629,712 shares for the acquisition of mining rights in Finland.

On January 11, 2021, the Company closed a private placement financing of €100,000 through the issuance of 1,000,000 common shares.

### Series A1 Preferred Stock

On July 2, 2020 the Company filed a Certificate of Designation of Series A1 Preferred Stock, with a par value \$0.001. The number of authorized share of Series Preferred Stock is one share. The Series A1 preferred Stock stockholder is entitled to 60% of all votes. The Series A1 Preferred Stock shall not be entitled to any dividends or conversion rights.

On July 2, 2020, the Company issued 1 Series A1 Preferred Stock.

### Series B Preferred Stock

On July 2, 2020 the Company filed a Certificate of Designation of Series B Preferred Stock, with a par value \$0.00001. The number of authorized share of Series Preferred Stock is 100,000 shares. Each share of Series B Convertible Preferred Stock carries a par value of \$0.001. Preferred shares are entitled to no dividends, no redemption rights and no voting rights. Each 1 share of Series B Preferred Stock shall be convertible into 1,000 shares of Common Stock, with the restriction that the conversion will only be allowed if the converting shareholder does not end up with a resultant number of common shares in excess of 4.95% of the issued and outstanding shares of Common stock in the Corporation based upon post conversion numbers.

On October 10, 2020 100,000 Series B Preferred Stock was issued to settle interest and future interest on a €350,000 loan that was issued to ZB in 2014.

On April 13, 2021, 7,000 Series B Preferred Stock were converted to 7,000,000 common stock.

### Series C Preferred Stock

On June 10, 2022 the Company filed a Certificate of Designation of Series C Preferred Stock, with a par value \$0.0001. The number of authorized shares of Series C Preferred Stock is 1,500,000 shares. The Preferred shares are entitled to no dividends, no redemption rights and no voting rights. Each 1 share of Series C Preferred Stock shall be convertible into 100 shares of Common Stock, with the restriction

that the conversion will only be allowed if the converting shareholder does not end up with a resultant number of common shares in excess of 4.95% of the issued and outstanding shares of Common stock in the Corporation based upon post conversion numbers.

Series C Preferred Stock carry anti-dilution and piggy-back rights and shares may be converted once the Corporation’s stock is at a volume weighted average price (VWAP) of \$5.00 for 20 consecutive days.

On September 28, 2022, 60,000 Series C Preferred Stock were issued as a common share exchange to Komodo Holdings Nevada LLC.

On October 7, 2022, 10,000 Series C Preferred Stock were issued as executive compensation to 1409792 Ontario Ltd.. This corporation is controlled by the Company’s CFO, Christopher Malone.

On September 28, 2022, 75,000 Series C Preferred Stock were issued as compensation for providing a \$75,000 working capital loan by Komodo Holdings Nevada LLC.

On August 24, 2023, 80,967 Series C Preferred Stock were issued as compensation for providing a 10,000 Swiss Franc (CHF) working capital loan by Thorsten Rauball.

On November 30, 2023, 30,000 Series C Preferred Stock were issued to Peter John as compensation for providing capital financing advisory services from July 15, 2023 through July 14,2024. The contract also includes the accrual of a monthly advisory fee of \$7,000.00.

**NOTE 11 – PROPERTY & EQUIPMENT**

|                                     | December 31,<br>2023 | December 31,<br>2022 |
|-------------------------------------|----------------------|----------------------|
| Equipment                           | \$ 2,757             | \$ 2,719             |
| Addition                            | -                    | -                    |
|                                     | <u>2,757</u>         | <u>2,719</u>         |
| Less: Accumulated depreciation      | (1,980)              | (1,313)              |
|                                     | <u>777</u>           | <u>1,406</u>         |
| Property, plant, and equipment, net |                      |                      |

**NOTE 12 – REVENUE**

Recorded revenues since the creation of the Company have been related to intercompany management consulting services. At this time no mining related revenues have been established.

**NOTE 13 – SUBSEQUENT EVENTS**

The Company has a new Transfer Agent after Worldwide Stock Transfer LLC was acquired. The new transfer agent as of April 1, 2024 is ClearTrust, LLC. Please refer to posted contact details above.

The Company’s Management confirms there were no other reported subsequent events that took place up to the filing date of April 1, 2024.

**NOTE 14 – COMPARATIVE FIGURES**

Comparative figures have been reclassified to conform to current year’s presentation.

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