

# UHF Logistics Group, Inc.

Amendment to Annual Report 2024 YE Financial and MD&A for 12/31/2024  
originally published through the OTC Disclosure & News Service on  
[03/04/2025](#)

## Explanatory Note:

Error pending FINRA name, stock and symbol change.

*\*\*This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

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



**UHF Logistics Group, Inc.**

a Nevada corporation

**2436 North Federal Highway - Unit 276**

Lighthouse Point, FL 33064

---

Telephone (561) 465-75800

SIC: 8742

**Annual Report**

**For the Period Ending: December 31, 2024**

(the "Reporting Period")

**Outstanding Shares**

The number of shares outstanding of our Common Stock was:

303,333,333 as of December 31, 2023

303,333,333 as of December 31, 2024

**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>4</sup> of the company has occurred during this reporting period:

Yes: ☐      No: ☒

---

<sup>4</sup> "Change in Control" shall mean any events resulting in:

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

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

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

UHF Logistics Group, Inc. (the "Company") was originally incorporated in the State of Nevada on July 1, 2005 as Regal Rock, Inc. On December 3, 2007, the Company changed its name to Regal Life Concepts, Inc. and on March 31, 2010, the Company changed its name to Regal Group, Inc. On January 6, 2011, the Company changed its name to UHF Logistics Group, Inc. its current name. On May 17, 2023 the Company changed its name to Entrex Carbon Market, Inc as accepted by the State of Nevada pending FINRA approval.

Current State and Date of Incorporation or Registration: Nevada – July 1, 2005

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

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

At all relevant times, the Company has been a Nevada corporation and currently in good standing with the State.

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

None.

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

On April 28, 2023 the Company executed a Share Exchange agreement with Entrex Carbon Market, Inc. ("Entrex") in which the Company acquired all the outstanding shares of Entrex which the shareholders of Entrex agreed to exchange for 3,970,583,095 newly issued restricted shares of the Company's common stock. The transaction resulted in Entrex becoming wholly owned by the Company. The transaction is being treated as a reverse merger . As of December 31, 2023, the 3,867,066,428 shares have not been issued.

Address of the issuer's principal executive office:

150 East Palmetto Park Road, Eighth Floor, Boca Raton, FL 33432

Address of the issuer's principal place of business:

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

Corporate: 150 East Palmetto Park Road, Eighth Floor, Boca Raton, FL 33432

Production/Sales office: soon to be announced St. Petersburg, FL

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

No: ☒

Yes: ☐ If Yes, provide additional details below:

## 2) Security Information

### **Transfer Agent**

Name: Pacific Stock Transfer, Inc.  
Phone: 702-361-3033  
Email: info@PacificStockTransfer.com  
Address: 6725 Via Austi Parkway  
Suite 300,  
Las Vegas, NV 89119

### **Publicly Quoted or Traded Securities:**

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

|  |                       |                             |
|--|-----------------------|-----------------------------|
| Trading symbol:                                  | <u>RGLG</u>           |                             |
| Exact title and class of securities outstanding: | <u>Common</u>         |                             |
| CUSIP:   | <u>902728104</u>      |                             |
| Par or stated value:                             | <u>\$0.001</u>        |                             |
| Total shares authorized:                         | <u>5,000,000,000</u>  | <u>as of date: 12/31/24</u> |
| Total shares outstanding:                        | <u>303,333,333</u>    | <u>as of date: 12/31/24</u> |
| Total number of shareholders of record:          | <u>29 plus public</u> | <u>as of date: 12/31/24</u> |

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

None

### **Other classes of authorized or outstanding equity securities that do not have a trading symbol:**

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

None

### **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 holders of the issuer's Common Stock are entitled to one vote for each share held and are entitled to all matters coming to the vote of the issuer's shareholders..

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

N/A

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

N/A

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

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

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

|  |                             |  |
|--|-----------------------------|--|
| Shares Outstanding as of Second Most Recent Fiscal Year End: |                             | *Right-click the rows below and select "Insert" to add rows as needed. |
|  | <u>Opening Balance</u>      |  |
| Date <u>12/31/2022</u>                                       | Common: <u>303,333,333*</u> |  |
|  | Preferred: <u>0</u>         |  |

Shares Outstanding on Date of This Report:

|                        |                             |
|------------------------|-----------------------------|
| <u>Ending Balance:</u> |                             |
| Date <u>12/31/2024</u> | Common: <u>303,333,333*</u> |
|                        | Preferred: 0                |

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

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

## B. Promissory and Convertible Notes

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

[illegible]

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

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

#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

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

Entrex operates corporate activities in their Boca Raton office while operating a second team in St. Petersburg, Florida which manages broker clients and broker capital relationships for the environmental projects and resultant securities offered to institutional investors.

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

Not Applicable

- C. Describe the issuers' principal products or services.

Entrex provides a regulatory-compliant environment within which Broker Dealers and their customers can find, research, track, manage, and trade fixed-income securities based on environmental projects.

#### 5) Issuer's Facilities

Entrex operates our corporate activities from our Boca Raton offices which it leases on an as need basis.

#### 6) All Officers, Directors, and Control Persons of the Company

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

| Name of Officer/Director or Control Person | Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%) | Residential Address (City / State Only) | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding | Note |
|--|---|---|------------------------|------------------|---|------|
| Stephen H. Watkins                         | Chairman, CEO, President,   | Lighthouse Point, Florida               | 0                      | n/a              | n/a                                       |      |

|                             |                                |                              |             |        |        |  |
|-----------------------------|--------------------------------|------------------------------|-------------|--------|--------|--|
|                             | Secretary,<br>Treasurer        |                              |             |        |        |  |
| Thomas Harblin              | Director,<br>Vice<br>President | Tampa, FL                    | 0           | n/a    | n/a    |  |
| Issa El-Cheikh<br>Mohamad   | 5% or greater<br>shareholder   | Windsor<br>Ontario           | 150,000,000 | Common | 49.45% | Beneficially owns<br>shares through Great<br>Lakes Holding Group,<br>LLC |
| Nickolas Tabraue            | Director                       | Miami, FL                    | 0           | n/a    | n/a    |  |
| C Watkins<br>Control person | 5% or greater<br>shareholder   | Lighthouse Point,<br>Florida | 91,183,334  | Common | 30.06% | GP of Ubique Holdings  |

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

## 7) Legal/Disciplinary History

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

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

N/A

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

N/A

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

N/A

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

Stephen H. Watkins, CEO, executed an AWC (Acceptance, Waiver and Consent) with FINRA in which Watkins accepted a settlement which neither admitted or denied various issues and/or investigations by FINRA about activities of a Broker Dealer, managed by a regulated CEO, with two regulated compliance officers, which approved various actions to trade private securities, managed emails, and approved distribution of press releases about such activities. Watkins documented their consent to any and all actions performed and settled the claims while neither admitting nor denying the results of the investigation/s.

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



N/A

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

N/A

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

N/A

## **8) Third Party Service Providers**

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

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Byrd Law Group  
Address 1: 55 South Orange Ave, Suite 104  
Address 2: Orlando Florida, 32801  
Phone: (407) 705-2054  
Email: info@ByrdLawGroup.com

### Accountant or Auditor

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

### Investor Relations

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

*All other means of Investor Communication:*

X (Twitter): \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

#### Other Service Providers

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

Name: Trip Thomas  
Firm: A-Frame Accounting & Advisory, Inc.  
Nature of Services: Consultant / Preparer of Financial Statements  
Address 1: 3419 Gray Ct  
Address 2: Tampa, FL 33609  
Phone: 813-928-6237  
Email: Tripthomas@aframeaccounting.com

#### **9) Disclosure & Financial Information**

A. This Disclosure Statement was prepared by (name of individual):

Name: Stephen Watkins  
Title: Chief Executive Officer, Chief Financial Officer and President ("CEO")  
Relationship to Issuer: Chief Executive Officer, Chief Financial Officer and President ("CEO")

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

- ☐ IFRS  
☒ U.S. GAAP

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

Name: Trip Thomas  
Title: Consultant  
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> **Certified Public Accountant in the State of Florida, over 20 years of accounting experience including 13 years of preparing GAAP based financial statements for small reporting and OTC listed companies.**

Provide the following qualifying financial statements:

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

#### **Financial Statement Requirements:**

---

<sup>5</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.

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

**UHF LOGISTICS, INC.**  
**FOR THE YEAR ENDED DECEMBER 31, 2024**  
**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

**Financial Statements**

|  |     |
|--|-----|
| Consolidated Balance Sheets (Unaudited) at December 31, 2024 and 2023                                      | F-1 |
| Consolidated Statements of Operations (Unaudited) for the years ended December 31, 2024 and 2023           | F-2 |
| Consolidated Statements of Stockholders' Equity (Unaudited) for the years ended December 31, 2024 and 2023 | F-3 |
| Consolidated Statements of Cash Flows (Unaudited) for the years ended December 31, 2024 and 2023           | F-4 |
| Notes to Consolidated Financial Statements   | F-4 |

**UHF LOGISTICS, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
**UNAUDITED**

|   | <b>December 31,</b> | <b>December 31,</b> |
|---|---------------------|---------------------|
|   | <b>2024</b>         | <b>2023</b>         |
| <b>ASSETS</b>   |                     |                     |
| <b>Current assets</b>   |                     |                     |
| Cash  | \$ 19,844           | \$ 5,592            |
| Total assets  | \$ 19,844           | \$ 5,592            |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>   |                     |                     |
| Current liabilities:  |                     |                     |
| Accounts payable  | \$ -                | \$ -                |
| Total liabilities   | -                   | -                   |
| Commitments and contingencies (Note 11)   |                     |                     |
| <b>Stockholder's equity</b>   |                     |                     |
| Common stock, \$0.001 par value; 5,000,000,000 shares authorized;<br>3,970,583,095 issued and outstanding | 3,970,583           | 3,970,583           |
| Common stock to be issued   | 308,437             | 308,325             |
| Additional paid in capital  | 845,785             | 619,697             |
| Accumulated deficit   | (5,104,961)         | (4,893,013)         |
| Total stockholders' equity  | 19,844              | 5,592               |
| Total liabilities and stockholders' equity  | \$ 19,844           | \$ 5,592            |

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

**UHF LOGISTICS, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**UNAUDITED**

|   | <b>For the years ended<br/>December 31,</b> |               |
|---|---|---------------|
|   | <b>2024</b>                                 | <b>2023</b>   |
| <b>Revenues</b>   |   |               |
| Sales   | \$ -  | \$ -          |
| <b>Operating expenses</b>   |   |               |
| Personell expenses  | 5,800                                       | 397,349       |
| Professional fees   | 86,421                                      | 105,638       |
| General and administrative  | 119,727                                     | 167,959       |
| Total operating expenses  | 211,948                                     | 670,946       |
| Net income (loss) before income tax expense                             | (211,948)                                   | (670,946)     |
| Income tax expense  | -   | -             |
| Net income (loss)   | \$ (211,948)                                | \$ (670,946)  |
| <b>Basic and diluted loss per share</b>                                 | \$ (0.00)                                   | \$ (0.00)     |
| <b>Weighted average number of shares outstanding, basic and diluted</b> | 3,970,583,095                               | 3,970,583,095 |

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

**UHF LOGISTICS, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**  
**UNAUDITED**

|   | <u>Common Stock</u>         |                            | <u>Common Stock to be Issued</u> |                          | <u>Additional Paid-In</u> | <u>Accumulated</u>           |                         |
|---|-----------------------------|----------------------------|----------------------------------|--------------------------|---------------------------|------------------------------|-------------------------|
|   | <u>Shares</u>               | <u>Amount</u>              | <u>Shares</u>                    | <u>Amount</u>            | <u>Capital</u>            | <u>Deficit</u>               | <u>Total</u>            |
| <b>Balance, December 31, 2022</b>         | 3,970,583,095               | \$ 3,970,583               | -                                | \$ -                     | \$ 252,046                | \$ (4,222,067)               | \$ 562                  |
| Common stock issued in reverse merger     | -                           | -                          | 303,333,333                      | 303,333                  | (303,333)                 | -                            | -                       |
| Sale of common stock                      | -                           | -                          | 1,325,000                        | 1,325                    | 68,830                    | -                            | 70,155                  |
| Warrants issued with sale of common stock | -                           | -                          | -                                | -                        | 62,345                    | -                            | 62,345                  |
| Common stock issued for services          | -                           | -                          | 3,666,667                        | 3,667                    | 363,001                   | -                            | 366,668                 |
| Contributed capital                       | -                           | -                          | -                                | -                        | 176,808                   | -                            | 176,808                 |
| Net income                                | -                           | -                          | -                                | -                        | -                         | (670,946)                    | (670,946)               |
| <b>Balance, December 31, 2023</b>         | <u>3,970,583,095</u>        | <u>3,970,583</u>           | <u>308,325,000</u>               | <u>308,325</u>           | <u>619,697</u>            | <u>(4,893,013)</u>           | <u>5,592</u>            |
| Sale of common stock                      | -                           | -                          | 112,000                          | 112                      | 11,088                    | -                            | 11,200                  |
| Contributed capital                       | -                           | -                          | -                                | -                        | 215,000                   | -                            | 215,000                 |
| Net income                                | -                           | -                          | -                                | -                        | -                         | (211,948)                    | (211,948)               |
| <b>Balance, December 31, 2023</b>         | <u><u>3,970,583,095</u></u> | <u><u>\$ 3,970,583</u></u> | <u><u>308,437,000</u></u>        | <u><u>\$ 308,437</u></u> | <u><u>\$ 845,785</u></u>  | <u><u>\$ (5,104,961)</u></u> | <u><u>\$ 19,844</u></u> |

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

**UHF LOGISTICS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**UNAUDITED**

|   | For the years ended<br>December 31, |                 |
|---|-------------------------------------|-----------------|
|   | 2024                                | 2023            |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                |                                     |                 |
| Net income  | \$ (211,948)                        | \$ (670,946)    |
| Adjustments to reconcile net loss to net cash used in operating activities: |                                     |                 |
| Stock issued for services   | -                                   | 366,667         |
| Changes in working capital requirements:                                    |                                     |                 |
| Accounts payable  | -                                   | -               |
| Net cash from operating activities  | (211,948)                           | (304,279)       |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                |                                     |                 |
| Issuance of notes receivable  | -                                   | -               |
| Repayment of notes receivable   | -                                   | -               |
| Net cash from investing activities  | -                                   | -               |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                |                                     |                 |
| Sale of common stock  | 11,200                              | 132,500         |
| Contributed capital   | 215,000                             | 176,808         |
| Net cash provided by financing activities                                   | 226,200                             | 309,308         |
| <b>NET INCREASE IN CASH</b>   | 14,252                              | 5,029           |
| <b>CASH, BEGINNING OF PERIOD</b>  | 5,592                               | 563             |
| <b>CASH, END OF PERIOD</b>  | <u>\$ 19,844</u>                    | <u>\$ 5,592</u> |
| <b>Supplemental disclosure of cash flow information</b>                     |                                     |                 |
| Cash paid for interest expense  | \$ -                                | \$ -            |
| Cash paid for income taxes  | \$ -                                | \$ -            |

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



**UHF LOGISTICS GROUP, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
(Unaudited)

**NOTE 1 – ORGANIZATION AND OPERATIONS**

UHF Logistics Group, Inc. (the "Company") was originally incorporated in the State of Nevada on July 1, 2005 as Regal Rock, Inc. On December 3, 2007, the Company changed its name to Regal Life Concepts, Inc. and on March 31, 2010, the Company changed its name to Regal Group, Inc. On January 6, 2011, the Company changed its name to UHF Logistics Group, Inc. its current name.

On April 28, 2023, the Company executed a Business Combination Agreement and (the "Consolidation Agreement") that provided for Entrex Carbon Market, LLC, ("Entrex") a Florida Limited Liability Corporation to be merged into the Company through a share exchange agreement. As a result of the Share Exchange, UHF acquired 100% of the issued and outstanding shares of the Entrex Carbon Market, LLC in exchange for 95% of fully diluted Company shares.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Presentation

This summary of significant accounting policies is presented to assist in the understanding of the financial statements. These policies conform to Generally Accepted Accounting Principles ("GAAP") and have been consistently applied. The Company has selected December 31 as its financial year end.

For financial reporting purposes, Entrex was considered the accounting acquirer in the Merger and the Merger was therefore accounted for as a reverse merger. Accordingly, the historical financial statements presented herein are those of Entrex and do not include the historical financial results of UHF through April 28, 2024. The stockholders' deficit section of UHF's consolidated balance sheets has been retroactively restated for all periods presented to reflect the accounting effect of the reverse merger transaction. The net loss per share and weighted average common shares outstanding also reflect the retroactive restatement for all periods presented. All costs associated with the reverse merger transaction were expensed as incurred. Unless the context indicates otherwise, UHF and Entrex are hereinafter referred to as the "Company".

Going Concern

The accompanying consolidated financial statements have been prepared on a going concern basis. For the year ended December 31, 2024, the Company had a net loss of \$211,948 and an accumulated deficit of \$5,104,961. As a result, management has concluded that there is substantial doubt about the Company's ability to continue as a going concern within one year of the date that the accompanying consolidated financial statements are being issued. The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due, to fund possible future acquisitions, and to generate profitable operations in the future. At December 31, 2024, the Company had cash of \$19,844. Management is currently seeking to raise additional funds, primarily through the issuance of debt or equity securities, and estimates that a significant amount of capital will be necessary over a sustained period of time to advance the development of the Company's business to the point at which it can become commercially viable and self-sustaining. However, there can be no assurances that the Company will be successful in this regard.

As market conditions present uncertainty as to the Company's ability to secure additional funds, there can be no assurances that the Company will be able to secure additional financing on acceptable terms, or at all, as and when necessary to continue to conduct operations. A debt financing may contain undue restrictions on the Company's operations and/or liens on the Company's tangible and intangible assets, and an equity financing may cause substantial dilution to the Company's common stockholders. If cash resources are insufficient to satisfy the Company's ongoing cash requirements, the Company would be required to scale back or discontinue its operations, obtain funds, if available, although there can be no certainty, through strategic alliances that may require the Company to relinquish rights to its technology, or to discontinue its operations entirely.

The development and expansion of the Company's business in 2025 and thereafter will be dependent on the capital resources available to the Company. No assurances can be given that any future financing will be available or, if available, that it will be on terms that are satisfactory to the Company or adequate to fund the development and expansion of the Company's business to a level that is commercially viable and self-sustaining.

#### Principles of Consolidation

The consolidated financial statements include the accounts of UHF Logistics Group, Inc. after consolidation of Entrex Carbon Market, LLC. All significant intercompany balances and transactions have been eliminated.

#### Use of estimates

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

#### Cash and cash equivalents

The Company maintains cash balances in a non-interest-bearing account that currently does not exceed federally insured limits. For the purpose of the consolidated statements of cash flows, all highly liquid investments with a maturity of three months or less are considered to be cash equivalents. As of December 31, 2024 and 2023, our cash balances were \$19,844 and \$5,592 respectively.

#### Fair value measurements

Accounting Standards Codification ("ASC") Topic 820, Fair Value Measurements and Disclosures ("ASC 820"), provides a comprehensive framework for measuring fair value and expands disclosures which are required about fair value measurements. Specifically, ASC 820 sets forth a definition of fair value and establishes a hierarchy prioritizing the inputs to valuation techniques, giving the highest priority to quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable value inputs. ASC 820 defines the hierarchy as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reported date. The types of assets and liabilities included in Level 1 are highly liquid and actively traded instruments with quoted prices, such as equities listed on the New York Stock Exchange.

Level 2 – Pricing inputs are other than quoted prices in active markets but are either directly or indirectly observable as of the reported date. The types of assets and liabilities in Level 2 are typically either comparable to actively traded securities or contracts or priced with models using highly observable inputs.

The Company's financial instruments consist of our prepaid expenses, accrued compensation, accrued interest, notes payable, convertible notes payable and derivative liabilities. The carrying amounts of the Company's prepaid expenses, accrued compensation, accrued interest, notes payable, and convertible notes payable approximates their fair values because of the short-term maturities of these instruments. The fair value of derivatives liabilities are valued using an option pricing model.

#### Related party transactions

A related party is generally defined as (i) any person that holds 10% or more of the Company's membership interests including such person's immediate families, (ii) Company management, (iii) someone that directly or indirectly controls, is controlled by or is under common control with the Company, or (iv) anyone who can significantly influence the Company's financial and operating decisions. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

#### Income taxes

The provision for income taxes is computed using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating losses and tax credit carry-forwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets are expected to be realized or settled. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

#### Revenue recognition

The Company recognizes revenue in accordance with ASC 606, Revenue from Contracts with Customers (ASC 606). In accordance with ASC 606, revenue is recognized when promised services are transferred to a customer. The amount of revenue recognized reflects the consideration to which the Company expects to be entitled to receive in exchange for these services. To achieve this core principle, the Company applies the following five steps:

##### *Identify the contract with a customer.*

A contract with a customer exists when (i) the Company enters into an enforceable contract with a customer that defines each party's rights regarding the services to be transferred and identifies the payment terms related to these services, (ii) the contract has commercial substance and, (iii) the Company determines that collection of substantially all consideration for services that are transferred is probable based on the customer's intent and ability to pay the promised consideration. The Company applies judgment in determining the customer's ability and intention to pay, which is based on a variety of factors including the customer's historical payment experience or, in the case of a new customer, published credit and financial information pertaining to the customer.

### NOTE 3 – COMMON STOCK

#### Shares Authorized

The Company is authorized to issue 5,000,000,000 shares of common stock with a par value of \$0.001 per share. At December 31, 2024 and 2023, 303,333,333 shares were issued and outstanding.

On April 28, 2023 the Company executed a Share Exchange agreement with Entrex Carbon Market, LLC. (“Entrex”) in which the Company acquired all the outstanding shares of Entrex which the shareholders of Entrex agreed to exchange for 3,970,583,095 newly issued restricted shares of the Company’s common stock. The transaction resulted in Entrex becoming wholly owned by the Company. The transaction is being treated as a reverse merger. As of December 31, 2024, 3,876,066,428 shares have not been issued. The legal amount of shares outstanding as of December 31, 2024 is 303,333,333. However, the financial statements provided retroactively restate the number of common shares as 3,970,583,095 outstanding as of December 31, 2024 and 2023 plus 1,325,000 common share warrants to reflect the number of shares held by the accounting acquirer pre-issuance of consolidation and shares offered in private placement. The Board of the company approved a 20:1 reverse split in 2023 which was approved by the State of Nevada and is pending FINRA approval.

|                             |             |
|-----------------------------|-------------|
| Total Outstanding Shares    | 303,333,333 |
| Total Restricted Shares     | 284,183,333 |
| Total Non-Restricted Shares | 19,150,000  |

### NOTE 4 – SUBSEQUENT EVENTS

None.

## 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, Stephen H. Watkins certify that:

1. I have reviewed this Disclosure Statement for Annual Financial Statement for the Period Ending December 31, 2024 of UHF Logistics Group, Inc;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

03/04/2025 [Date]

/s/ Stephen H. Watkins [CEO's Signature]

*Principal Financial Officer:*

I, Stephen H. Watkins certify that:

1. I have reviewed this Disclosure Statement for Quarterly Disclosure Statement for the Period Ending December 31, 2024 of UHF Logistics Group, Inc;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

03/05/2025 [Date]

/s/ Stephen H. Watkins [CFO's Signature]

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Since the execution of the UHF/Entrex business combination agreement in early 2023, we have faced a series of unexpected structural challenges. Significant efforts have been dedicated to addressing unauthorized filings by predecessors, as well as prolonged delays in completing a name, symbol and stock changes—now approaching 24 months since our initial submission to FINRA. The legal and accounting costs associated with these issues continue to be absorbed mostly by principals with limited, if any, short-term benefits.

Investment bankers remain hesitant to work with RGLG and UHF, citing their Pink Yield status and lack of FINRA approvals on simple administrative issues. Therefore Brokers have been reluctant to engage with “Entrex,” pending final approvals which have significantly affected the Company and Shareholders negatively.

In response to these challenges, we adopted a strategic shift in 2024, focusing on launching Entrex initiatives as private entities, independent of the RGLG ticker. This approach mitigates public company complexities while positioning these ventures for future capital market opportunities, including potential mergers and acquisitions into RGLG once the necessary structural and regulatory conditions are met.

### Key Initiatives

- **EPIC** – Mobile Bitcoin mining opportunities leveraging stranded gas wells.
- **EPPco** – Deployment of EV mobile charging stations at national rental car facilities ([EntrexPowerProduction.co](https://EntrexPowerProduction.co)).
- **Entrex Florida Market** ([EntrexFloridaMarket.com](https://EntrexFloridaMarket.com)) – A capital marketplace designed to facilitate local investment opportunities.
- **The Florida Private Company Index** ([PrivateCompanyIndex.com](https://PrivateCompanyIndex.com)) – A cash-flow-generating index of private companies that distributes quarterly, tax-advantaged dividends. We anticipate evolving this initiative into a publicly traded entity for the benefit of all stakeholders.

By prioritizing private market strategies, we strengthen our ability to attract investment and drive sustainable growth while avoiding the encumbrances currently associated with public market participation in the RGLG enterprise.

We anticipate that our financial filings with OTC Markets will enable us to achieve “Pink Current” status, which should, in turn, could help facilitate FINRA’s approval of our long-awaited name and symbol change—despite state and transfer agency approvals being granted years ago.

At present, the public company’s operations primarily consist of compliance-related expenditures, largely funded by existing shareholders, with the objective of resolving outstanding legal and accounting matters.

In our 2023 annual statement, we noted the issuance of stock to settle a lawsuit arising from our UNSS initiatives. This settlement was executed as agreed and duly documented with our Transfer Agent and regulatory filings for year end December 2023. Plaintiff’s counsel has since filed a complaint against their own client—the party that agreed to the settlement—as well as an Entrex Principal, alleging “collusion” between the plaintiff and defendant in resolving the matter. This subsequent complaint, which does not directly involve the company, appears to be frivolous and immaterial to our business or operations.

As we look ahead to 2025, we anticipate significant progress across all aspects of our business. With the expected resolution of FINRA’s regulatory delays, we foresee the consolidation of our various initiatives under the RGLG/UHF enterprise and an opportunity to rebrand as Entrex—further aligning our identity with our mission of establishing entrepreneurial exchanges focused on geographic and sector-specific alternative investment markets.

Despite the Company and Shareholder setbacks caused by FINRA delays, we remain optimistic that 2025 will be a pivotal year for integrating our initiatives and delivering the well-deserved returns our shareholders have patiently awaited.