

## **Alternative Reporting Standard: Disclosure Guidelines for the Pink<sup>®</sup> Market**

Federal and state securities laws require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Disclosure Guidelines (“Guidelines”)<sup>1</sup> that set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. Companies on the Pink Market that do not make disclosure directly to the SEC (via EDGAR), a banking regulator, or a non-U.S. regulatory authority may provide disclosure under our “Alternative Reporting Standard.” We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.<sup>2</sup>

### **Pink Current Information Tier**

To qualify for the Current Information Tier:

1. **Subscribe to the OTC Disclosure & News Service:** To submit an application, visit [Gateway](#) to sign in or create a new account. Allow OTC Markets Group 2-4 weeks to process your application and provide authorized user credentials to OTCIQ.
2. **Publish Initial Disclosure:** Upload the following documents through OTCIQ:
  - Annual Report for the most recently completed fiscal year.
  - All Quarterly Reports for the Current Fiscal Year.

*Annual or Quarterly Reports are composed of:*

- **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. Available as a fillable form beginning on page 4 of these Guidelines.
- **Financial Statements:** Qualifying Financial Statements in accordance with the Financial Statement Requirements specified in Item 9 of these Guidelines.

*Qualifying Financial Statements include:*

- Audit Letter, if audited
- Balance Sheet
- Statement of Income
- Statement of Cash Flows
- Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
- Notes to Financial Statements

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<sup>1</sup> These Guidelines have been designed to encompass the “current information” requirements under state and federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws. However, these Guidelines have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. These Guidelines do not constitute legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements. These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice.

<sup>2</sup> OTC Markets Group may require companies with securities designated as “Caveat Emptor” or other compliance flags to make additional disclosures to qualify for the Pink Current Information tier.

3. **Publish Attorney Letter:** If financial statements are not audited by a PCAOB registered firm, companies must retain U.S. counsel to review their disclosure and provide a letter to OTC Markets Group with respect to adequate current information by providing the following:
  - Attorney Letter Agreement: The attorney for the company must submit a signed Attorney Letter Agreement according to the [Attorney Letter Agreement Instructions](#).
  - Attorney Letter: After the attorney reviews the company's disclosure, publish the "Attorney Letter With Respect to Current Information" through OTCIQ. Attorney Letters must be in accordance with the [Attorney Letter Guidelines](#).
4. **Verify Profile:** Verify the Company Profile through OTCIQ. This includes the complete list of current officers, directors, and service providers; outstanding shares; a business description; contact information; and the names of all company insiders and beneficial owners of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
5. **OTC Markets Group Processing of Reports:** Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments. Companies will only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
6. **Ongoing Requirements:** To qualify for Current Information on an ongoing basis, companies must:
  - Publish reports through OTCIQ on the following schedule:
    - Quarterly Report within **45 days** of the quarter end
    - Annual Report within **90 days** of the fiscal year end
    - Attorney Letter within **120 days** of the fiscal year end if financial statements are unaudited.
  - Maintain a Verified Profile. At least once every six months, review and verify the Company Profile through OTCIQ.
  - Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.
  - Maintain an Active standing in the Company's State of Incorporation.

### **Pink Limited Information Tier**

Companies that do not meet the requirements of the Pink Current Information tier set forth above may still qualify for the Pink Limited Information Tier by meeting the following minimum disclosure requirements.

1. **Annual Financial Statements:** Publish one set of Qualifying Annual Financial Statements which cover the past 2 completed fiscal years, provided the most recently completed fiscal year is within the past 16 months.
2. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors, and service providers; outstanding shares; a business description; contact information; and the name of all company insiders. "Company Insiders" shall include the beneficial owner of 10% or more of the outstanding units or shares of any class of any equity security of the issuer.
3. **Ongoing Requirements:** To qualify for Limited Information on an ongoing basis, companies must:
  - Publish reports on the following schedule:
    - Annual Financial Statements as outlined in Item 9 within 120 days of the fiscal year end. Should a change in FYE occur, no more than 16 months may elapse from the fiscal year end of the prior Annual Financial Statement.

- Review and Verify the Company's profile information through OTCIQ at least once every 12 months.
- Maintain Transfer Agent Verified share data. If your transfer agent participates in the [Transfer Agent Verified Shares Program](#), then your securities must have current share data verified by the transfer agent.

### **Current Reporting of Material Corporate Events**

In addition to the disclosure requirements above, all companies on the Pink market are expected to promptly release to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events are considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents, or if the material events occurs after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release **within four (4) business days** following their occurrence and posting such news release through an Integrated Newswire or the OTC Disclosure & News Service.<sup>3</sup>

Material corporate events may include:

- Changes to the company's shell status. Please refer to our [FAQ on Shell Companies](#)
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Entry into or termination of a material definitive agreement or material agreement not made in the ordinary course of business
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct or contingent financial obligation including any default or acceleration of an obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities including material write-offs and restructuring; Material impairments
- Unregistered sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Change in a company's fiscal year; Amendments to articles of incorporation or bylaws that were not previously disclosed in a proxy statement or other such disclosure statement.
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure of investor relations, marketing, brand awareness, and stock promotion activities which might reasonably be expected to materially affect the market for its securities or otherwise deemed material by the issuer
- A company's bankruptcy or receivership
- Termination or reduction of a business relationship with a customer that constitutes a specified amount of the company's revenues
- Any material limitation, restriction, or prohibition, including the beginning and end of lock-out periods, regarding the company's employee benefits, retirement and stock ownership plan
- Earnings releases
- Other materially different information regarding key financial or operation trends from that set forth in periodic reports
- Other events the issuer determines to be material

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<sup>3</sup> "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcm Markets.com/corporate-services/ir-tools-services>

TGI Solar Power Group Inc.  
1801 NE 123 Street North Miami, Florida 33181

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9173535099  
TGIPOWER.COM  
HENRYV@TGIPOWER.COM

## Quarterly Report

For the period ending January 31, 2024 (the "Reporting Period")

### Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,705,036,105 as of January 31, 2024 *(Current Reporting Period Date or More Recent Date)*

1,705,036,105 as of July 31, 2023 *(Most Recent Completed Fiscal Year End)*

### Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

### Change in Control

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

Yes: ☐ No: ☒

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<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.

TGI Solar Power Group, Inc. ("TGI" or the "Company") is a publicly held corporation formed under the laws of the State of Delaware as Liberty Leasing Co. Inc. in 1967. The Company changed its name to LIBCO Corporation on June 29, 1973, RDIS Corporation on January 11, 1993 and TenthGate International, Inc. on February 20, 2007, before adopting its current name in June 2008.

Current State and Date of Incorporation or Registration: JANUARY 23, 1967, Delaware, Active Standing in this jurisdiction: (e.g. active, default, inactive): ACTIVE

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

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

N/A

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

N/A

Address of the issuer's principal executive office:

1801 NE 123rd Street, North Miami, FL 33181

Address of the issuer's principal place of business:

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

\_\_\_\_\_

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

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

\_\_\_\_\_

**2) Security Information**

**Transfer Agent**

Name: VStock Transfer, LLC

Phone: (212) 828-8436

Email: shaindy@vstocktransfer.com

Address: 18 Lafayette Place Woodmere, NY 11598

**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: TSPG  
Exact title and class of securities outstanding: COMMON  
CUSIP: 87243J102  
Par or stated value: 0.001  
Total shares authorized: 2,400,000,000 as of date: 1/31/2024  
Total shares outstanding: 1,705,036,105 as of date: 1/31/2024\_  
Total number of shareholders of record: 92 as of date: 1/31/2024

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

**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.*

Exact title and class of the security: PREF A  
Par or stated value: .001  
Total shares authorized: 10,000,000 as of date: 1/31/2024  
Total shares outstanding: 10,000,000 as of date: 1/31/2024\_  
Total number of shareholders of record: 3 as of date: 1/31/2024\_

Exact title and class of the security: Preferred B  
CUSIP (if applicable):  
Par or stated value: .001  
Total shares authorized: 2,000 as of date: 1/31/2024  
Total shares outstanding: 2,000 as of date: 1.31.2024  
Total number of  
shareholders of record: 1 as of date: 1/31/2024

Exact title and class of the security: Preferred C  
CUSIP (if applicable): N/A  
Par or stated value: .001  
Total shares authorized: 275,000 as of date: 1/31.2024  
Total shares outstanding (if applicable): 0 as of date: 1/31/2024  
as of date: 1/31.2024  
Total number of  
shareholders of record (if applicable): 0 as of date: 1/31/2024

**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.**

A share of ownership in a corporation is represented by common stock, which enables investors to benefit from the expansion and prosperity of the business.

**Voting Rights:** Common stockholders have the right to vote on important corporate matters, such as electing directors, approving mergers and acquisitions, and making changes to the company's bylaws. Each share of common stock grants one vote, allowing shareholders to have a say in the company's governance.

**Dividends:** Companies may choose to distribute a portion of their earnings to shareholders in the form of dividends. While dividends are not guaranteed, common stockholders may receive these payments if the company decides to issue them.

**Residual Claim on Assets:** In the event of a company's liquidation or bankruptcy, common stockholders have a residual claim on the company's assets. This means that they are entitled to receive a portion of the remaining assets once all debts and obligations have been paid. However, common stockholders are the last in line for these payouts, following bondholders and preferred stockholders.

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

**preferred shares**, preferred shares HAVE NO dividend, BUT DO HAVE CONVERTIBLE FEATURES. Similar to common shareholders, those who purchase preferred shares will still be buying shares of ownership in a company.

**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.**

N/A

### 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 <u>Opening Balance</u> : Date _____ Common: _____ Preferred: _____			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report: <u>Ending Balance</u> : Date _____ Common: _____ Preferred: _____									

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

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

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



## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities :

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
May13, 2019	11,400	<u>10,000</u>	<u>1,400</u>	May13 , 2021	15% discount to the market	Ina Palmer	<u>LOAN</u>
January 10, 2019	3249	2850	399	1/10/ 2021	15%discount to market	Raghav Somashekar	<u>LOAN</u>
May 13, 2019	6270	<u>5,500</u>	<u>770</u>	5/13, 2021	15%discount to market	<u>INA PALMER</u>	<u>LOAN</u>
May 31, 2018	156,750	137,500	19250	5/31/2 022	15% discount to market	James Radvany	<u>PREF C CONV</u>
May 31, 2018	156,750	137,500	19250	5/31/2 022	15% discount to market	Todd M McNulty	<u>PREF C CONV</u>
May 31, 2021	214,000 \$	200,000	14,000	5/31/2 023	5% discount to market	Mark Litvak MD /AVITAS	<u>LOAN</u>
7.13.21	53,500	50,000	3,500	7.13.2 3	5% discount to market	MARK LITVAK MD/AVITAS	<u>LOAN</u>
1.27.202 2	6,420	6,000	420	1/27/2 024	15% discount to market	Ina Palmer	Loan
1.15.21	27,500	25,000	2,500	1.15.2 3	15% discount to market	Raghav Somashekar	<u>LOAN</u>
12.15.21 1	121,900	115,000	6900	12.15.2 1	15% discount to market	MARK LITVAK/ AVITAS	<u>LOAN</u>
10.05.2023	34,200	30,000	4,200	10.05.20 23	15% discount to market	DANNY VINOKUR	<u>LOAN</u>

\*\*\*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:

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#### 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")

TGI SOLAR POWER GROUP INC. is a diversified holding company. The Company offers its products and services to clients on a worldwide basis and currently maintains JVs and strategic alliances with installation, integration and energy consulting firms. TGI's strategy is to acquire new-patented technologies, components, processes, designs and methods with commercial value that will give market advantage and generate shareholder value.

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

BIOVET CGT INC. Advent Galaxy Inc BUENVAL (MEXICO)

C. Describe the issuers' principal products or services.

Design and development of smart cities- ADVENT CITY, and alternative energy sources

#### 5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

Office rental, due to pandemic, month to month rental, currently in search of new arrangements for office space since TGI anticipates new office arrangements to be achieved by the time we start marketing properties in Yucatan, Mx.

#### 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.*

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	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
Henry Val	Officer/director	Surfside , Florida	327,000,000 5,000,000 2,000	<u>Common</u> Pref A Pref B	<u>19%</u> <u>2%</u> 13%	Directly & Corp name
Samuel Epstein	<u>COO</u>	Rockaway, NY	pending Options	<u>common</u>	<u>TBD</u>	<u>common</u>
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

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

n/a

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: Matthew McMurdo / McMurdo Law Group, LLC Address 1:  
Address 2: 1185 Avenue of the Americas, 3rd Floor New York, NY 10036  
Phone: 917-318-2865  
Email: [matt@nannaronelaw.com](mailto:matt@nannaronelaw.com)

### Accountant or Auditor

Name: Name: Robert A. Sagedy, Jr. CPA  
Firm: Address 1: 118 Farmington Rd Cherry Hill, NJ 08034  
Address 2:  
Phone: 609/217-0428  
Email: [rascpa@comcast.net](mailto:rascpa@comcast.net)

### Investor Relations

Name: Dr. Jatin V Mehta  
Firm: MetaSense, Inc  
Address 1: 403 Commerce Lane, Suite 5, West Berlin, NJ 08091  
Address 2:

Phone: (866) 875-6382  
Email: jmehta@metasenseusa.com

*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: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

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

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

Name: Adam Yang, CPA  
Title: CPA  
Relationship to Issuer: service provider  
Describe the qualifications of the person or persons who prepared the financial statements: CPA

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: Adam Yang, CPA  
Title: CPA  
Relationship to Issuer: service provider  
Describe the qualifications of the person or persons who prepared the financial statements: CPA

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:**

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

**10) Issuer Certification**

*Principal Executive Officer:*

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, Henry Val certify that:

1. I have reviewed this Disclosure Statement for TGI
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.

3/18/2024[Date]

/s/Henry Val [CEO's Signature]

*Principal Financial Officer:*

I, Henry Val certify that:

1. I have reviewed this Disclosure Statement for TGI;
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.

3/18/2024 [Date]

/s/Henry Val [CFO's Signature]

**TGI Solar Power Group Inc.**  
**Condensed Balance Sheet Comparison (Unaudited)**  
As of January 31, 2024 and July 31, 2023

	As of Jan 31, 2024	As of Jul 31, 2023
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	8,747.54	-
Other Long Term Asset	<u>341,721.67</u>	<u>291,622.00</u>
<b>Total Asset</b>	350,469.21	291,622.00
<b>Liabilities</b>		
Credit Cards	6,269.12	0.00
Accrued Expenses	227,003.25	245,355.00
BioVet Accrued Expense	4,586,000.00	
Convertible Note	373,000.00	373,000.00
Note Payable	397,750.00	390,750.00
<b>Total Current Liabilities</b>	<b>\$ 5,590,022.37</b>	<b>\$ 1,009,105.00</b>
<b>Long-Term Liabilities</b>		
Notes Payable	90,000.00	0.00
<b>Total Liabilities</b>	<b>\$ 5,680,022.37</b>	<b>\$ 1,009,105.00</b>
<b>Equity</b>		
Additional Paid in Capital	\$ 12,690,594.56	\$ 12,690,594.56
Common Stock	1,705,036.10	1,705,036.10
Pref Stock - Series A	10,000.00	10,000.00
Pref Stock - Series B	2,000.00	2,000.00
Retained Earnings	(19,737,183.82)	(15,125,114.00)
<b>Total Equity</b>	<b>-\$ 5,329,553.16</b>	<b>-\$ 717,483.34</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 350,469.21</b>	<b>\$ 291,621.66</b>

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**TGI Solar Power Group Inc.**  
**Condensed Statements of Operations (unaudited)**

	Quarter ended January 31				For the Six months ended January 31			
	<u>2024</u>		<u>2023</u>		<u>2024</u>		<u>2023</u>	
Revenue	\$	-	\$	7,002.00	\$	-		22,002.00
Total Cost of Goods Sold		-	\$	1,143.61		-	\$	1,143.61
Gross Profit		-	\$	5,858.39		-	\$	20,858.39
Operating Expenses								
Total Expenses	\$	4,637,053.89	\$	16,960.99	\$	4,634,605.82	\$	43,722.70
Net Operating Income	-\$	4,637,053.89	-\$	11,102.60	-\$	4,634,605.82	-\$	42,579.09
Other Income								
Business Event		-42.47		-		-42.47		-
Total Other Income	-\$	42.47	\$	0.00	-\$	42.47	\$	0.00
Other Expenses								
MAZARS USA LLP				-10,750.00				-10,750.00
Total Other Expenses		-	-\$	10,750.00		-	-\$	10,750.00
Net Other Income	-\$	42.47	\$	10,750.00	-\$	42.47	\$	10,750.00
Net Income	-\$	4,637,096.36	-\$	352.60	-\$	4,634,648.29	-\$	31,829.09

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**TGI Solar Power Group Inc.**  
**Condensed Statements of Cash Flows (Unaudited)**

	Three Months Ended October 31,	
	2024	2023
<b>OPERATING ACTIVITIES</b>		
Net Income	-4,637,096.36	-352.60
Adjustments to reconcile Net Income to Net Cash provided by operations:		
Account Receivable		-3,001.00
Deposit		2,590.97
Credit Card	6,269.12	-
Accrued Expenses	19,000.00	-6,384.17
BioVet Accrued Expense	4,586,000.00	-
Note Payable		6,000.00
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	<u>\$ 4,611,269.12</u>	<u>-\$ 794.20</u>
Net cash provided by operating activities	<u>-\$ 25,827.24</u>	<u>-\$ 1,146.80</u>
Net cash increase for period	<u>-\$ 25,827.24</u>	<u>-\$ 1,146.80</u>
Cash at beginning of period	34,574.78	9,419.29
Cash at end of period	<u>\$ 8,747.54</u>	<u>\$ 8,272.49</u>

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TGI Solar Power Froup  
Statements of Changes in Stockholders' Deficit-Unaudited  
For the three months ended January 31,2024 and 2023

	Preferred Stock Series A		Preferred Stok Series B		Common Stock		Additional Paid in Capital	Accumulated Deficit	Total Deficit
	Shares	Value	Shares	Value	Shares	Value			
Balance October 31, 2023	10,000,000.00	\$ 10,000.00	2,000,000.00	\$ 2,000.00	1,705,036,105.00	\$ 1,705,036.00	\$ 12,690,595.00	\$ (15,130,664.00)	\$ (723,033.00)
Net Loss								(4,637,096.36)	\$ (4,637,096.36)
Balance January 31, 2024	10,000,000.00	\$ 10,000.00	2,000,000.00	\$ 2,000.00	1,705,036,105.00	\$ 1,705,036.00	\$ 12,690,595.00	\$ (19,767,760.36)	\$ (5,360,129.36)
Balance October 31, 2022	10,000,000.00	\$ 10,000.00	2,000,000.00	\$ 2,000.00	1,705,036,105.00	\$ 1,705,036.00	\$ 12,690,595.00	(15,073,494.00)	\$ (665,863.00)
Net Loss								(9,953.00)	(9,953.00)
Balance January 31, 2023	10,000,000.00	\$ 10,000.00	2,000,000.00	\$ 2,000.00	1,705,036,105.00	\$ 1,705,036.00	\$ 12,690,595.00	(15,083,447.00)	\$ (675,816.00)

**TGI Solar Power Group, Inc.**

**Financial Statements (unaudited)**

**Three Months ended January 31, 2024 and 2023**



# **TGI Solar Power Inc.**

## **Notes to Financial Statements**

### **1. NATURE OF BUSINESS, ORGANIZATION AND BASIS OF PRESENTATION**

TGI Solar Power Group, Inc. ("TGI" or the "Company") is a publicly held corporation formed under the laws of the State of Delaware as Liberty Leasing Co. Inc. in 1967. The Company changed its name to LIBCO Corporation on June 29, 1973, RDIS Corporation on January 11, 1993 and TenthGate International, Inc. on February 20, 2007 before adopting its current name, TGI Solar Power Group, Inc. in June 2008. The Company's fiscal year end is July 31st.

The Company's strategy is to acquire innovative and patented technologies, components, processes, and designs with commercial value that will give the Company a competitive market advantage and generate shareholder value. In addition, The Company plans to align itself through acquisition and joint ventures with partners whereby the Company can provide project management consulting and develop custom tools software related to the development of smart sustainable cities.

### **2. GOING CONCERN**

The accompanying unaudited condensed financial statements have been prepared on the basis the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has a history of operating losses, and the Company continues to rely on financing and the issuance of Preferred and Common shares to raise capital. The Company's significant losses from operations and the Company's dependence on equity and debt financing raise substantial doubt about the Company's ability to continue as a going concern. The unaudited condensed financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

### **3. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

#### **Use of Estimates**

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

#### **Income Taxes**

Estimates of taxable income of the legal entity and jurisdiction are used in the tax rate calculation. Management uses judgment in estimating what the Company's income tax will be for the year. Since judgment is involved, there is a risk that the tax rate may increase or decrease in any period. In determining income/(loss) for financial statement purposes, management must make certain estimates and judgments. These estimates and judgments occur in the calculation of certain tax liabilities and in the determination of the recoverability of certain deferred tax assets, which arise from temporary differences between the tax and financial statement recognition of revenue and expense. FASB issued authoritative guidance concerning accounting for income taxes also requires that the deferred tax assets be reduced by a valuation allowance if, based on the available evidence, it is more likely than not that all or some portion of the recorded deferred tax assets will not be realized in future periods. In evaluating the Company's ability to recover the Company's deferred tax assets, management considers all available positive and negative evidence including the Company's past operating results.

Through October 31, 2023, the Company has recorded a valuation allowance against the Company's deferred tax assets arising from net operating losses due to uncertainty of their realization because of the Company's

## **TGI Solar Power Inc.**

### **Notes to Financial Statements**

earnings history, the number of years the Company's net operating losses and tax credits can be carried forward, the existence of taxable temporary differences and near-term earnings expectations. The amount of the valuation allowance could decrease if facts and circumstances change that materially increase taxable income prior to the expiration of the loss carry forwards. Any reduction in the valuation allowance would result in an income tax benefit in the period such determination is made by the Company.

Due to the Company experiencing several events that qualify as a change in control since its inception, the Company may be limited by section 382 of the Internal Revenue Code as to the amount of net operating losses that may be used in future years.

#### **NET (LOSS) EARNINGS PER SHARE**

Basic earnings per share are calculated based on the weighted-average number of common shares outstanding during the year. Basic earnings per share are computed by dividing income available to common stockholders by the weighted-average common shares outstanding during the period. Diluted earnings per share considers the potential dilution that could occur if securities or other contracts to issue common stock were exercised and converted to common stock.

Dilutive common share equivalents consist of shares issuable upon conversion of convertible debt, and Preferred Stock.

As of October 31, 2023, and 2022, there were 10,000,000 outstanding shares of Preferred Series A Stock which convert to 30,000,000 common shares, 2,000,000 outstanding shares of Preferred Series B Stock which convert to 200,000,000 common shares.

#### **4. MINORITY INTEREST INVESTMENT & NOTE PAYABLE – Data Boss International Corp**

On November 6, 2017, The Company and Data Boss International Corp. ("Boss"), a Company specializing in engineering, IT consulting and internet security product development entered into a stock purchase agreement where the Company purchased 25% of the outstanding common shares of Boss, \$0.001 par value in the share capital for \$100,000.

The Company entered into a Note Payable ("Note") with Boss in the amount of \$100,000 to finance this transaction. The Note is subject to interest at six percent per annum. The Note matured on November 6, 2018 at which point all outstanding principal and accrued interest was due. The note payable and related interest totaling \$120,178 was forgiven on November 6, 2020 and the amount was recorded as other income during the three-month period ended January 31, 2021.

#### **5. NOTES PAYABLE**

On January 15, 2021, the Company entered into a promissory note with Acquifin, Inc. The \$25,000 note has an interest rate of 6% and was due on July 15, 2022.

During 2019, the Company entered into three Convertible Notes Payable totaling \$12,850. The Notes are subject to interest at 7% per annum and matured on January 10, 2020, March 13, 2020 and May 13, 2021 at which point principal and accrued interest was due. The conversion feature was not exercised by the note holders. Interest is continuing to be accrued at 7% and the Notes remain unpaid as of October 31, 2022.

On July 26, 2019, the Company consummated the offering of two 8% Promissory Notes in the principal aggregate amount of \$275,000 in a private placement to Ensure HR, LLC and Meros HR, LLC (the prior holders of the Company's Series C Convertible Preferred Stock). In connection with the sale of the Notes, the Company also entered into a Securities Exchange Agreement, relating to the sale of the Notes, pursuant to which the two shareholders surrendered any aggregate amount of the \$275,000 Series C Convertible Preferred Stock, par value \$1.00 in exchange for the notes. The Notes matured on July 26, 2021 and remain outstanding and continue to accrue interest at the rate of 8% per annum.

The Company received advances totaling \$14,300 from the prior holder of the Preferred C shares in the year ended July 31, 2017 to cover the expenses of the Company. The Company received additional advances of \$52,100 in the year ended July 31, 2018 from this prior shareholder. These advances were

## **TGI Solar Power Inc.**

### **Notes to Financial Statements**

converted to a Note Payable in the amount of \$66,400. The Notes are subject to interest at 8 percent per annum, except in the case of a default whereby interest would accrue at 18 percent per annum. The Note matured on December 31, 2018 at which unpaid principal amount and accrued interest was due. The Note is secured by substantially all the assets of the Company. Interest is continuing to be accrued at 8% and the Note remains unpaid as of October 31, 2022.

#### **6. CONVERTIBLE NOTES PAYABLE**

On May 31, 2021 and July 13, 2021, the Company entered into two one-year convertible promissory notes in the amount of \$200,000 and \$50,000, respectively, with interest on the outstanding principal of 6% per year. Interest will accrue until the notes are repaid or converted into the Company's common stock. Conversion will occur if prior to the Maturity Date, the Company issues shares of equity securities in a public or private financing. The lender will have the right, at its sole option, to convert all but not less than all of the outstanding principal and all unpaid interest due on these Notes into the Securities issued in the Financing at a conversion price equal to ninety-five percent (95%) of the price paid by all purchasers in the Financing for the Securities.

In December 2021, the Company entered into a one-year convertible promissory note in the amount of \$115,000 with interest on the outstanding principal of 6% per year. Interest will accrue until the notes are repaid or converted into the Company's common stock. Conversion will occur if prior to the Maturity Date, the Company issues shares of equity securities in a public or private financing. The lender will have the right, at its sole option, to convert all but not less than all of the outstanding principal and all unpaid interest due on these Notes into the Securities issued in the Financing at a conversion price equal to ninety-five percent (95%) of the price paid by all purchasers in the Financing for the Securities.

The Company added additional debt in the form of 2 yrs notes, terms are very similar to previous notes.

#### **7. RELATED PARTY TRANSACTION**

As of October 31, 2023 and 2022, the Company had accrued consulting fees to its officer of \$45,000. In addition, the officer is owed \$5,500 in expenses paid on behalf of the Company.

#### **8. CAPITAL STRUCTURE**

##### **Common:**

On October 31, 2023, and 2022, the Company had 2,400,000,000 shares authorized and 1,705,036,105 shares of \$.001 par value common stock issued and outstanding.

Common shares are voting, and dividends are paid at the discretion of the Board of Directors.

##### **Series A Preferred Stock**

On October 31, 2023 and 2022, the Company had 10,000,000 shares of Series A Preferred Stock, \$.001 par value, authorized, issued and, outstanding. The Series A Preferred Stock has a liquidation preference over the common stock and any other class or series of capital stock whose terms expressly provide that the holders of the Series A Preferred Stock should receive preferential payment. Holders of the Preferred Stock Series A are entitled to vote on all matters submitted to shareholders of the Company and are entitled to 10 votes for each share of the Series A Preferred Stock owned.

Each share of Series A Preferred Stock is convertible, at the option of the holder, into three shares of the Company's common stock. However, holders cannot convert any share of Series A Preferred Stock into shares of common stock until (a) the Series A Preferred Stock has been held for a minimum of 24-months; (b) the Common Stock is traded for at least \$0.50 per share (c) the Company has a positive Net Worth; and (d) the Company is traded on the Pink Sheets, or higher exchange.

Holders of the Series A Preferred Stock are entitled to receive dividends as declared at the discretion of the Board of Directors. These dividends are based on the number of shares of Common Stock into which each share of Series A Preferred Stock is convertible.

## **TGI Solar Power Inc.**

### **Notes to Financial Statements**

#### **Series B Preferred Stock**

On October 31, 2023, and 2022, the Company had 2,000,000 shares of Series B Preferred Stock, \$.001 par value, authorized, issued and outstanding. Holders of the Series B Preferred Stock Series B are entitled to vote on all matters submitted to shareholders of the Company and are entitled to 1,000 votes for each share of the Series B Preferred Stock owned.

Each share of the Series B Preferred Stock is convertible, at the option of the holder, into one hundred shares of the Company's common stock. However, holders cannot convert any share of Series B Preferred Stock into shares of common stock until (a) the Series B Preferred Stock has been held for a minimum of 12 months; (b) the Common Stock is traded at least \$0.01 per share (c) the Company is traded on the Pink Sheets, or higher exchange.

Holders of the Series B Preferred Stock are entitled to receive dividends as declared at the discretion of the Board of Directors. These dividends are based on the number of shares of Common Stock into which each share of Series B Preferred Stock is convertible.

#### **Series C Preferred Stock**

On June 22, 2016, the Company authorized 275,000 shares of \$1 Par Value Series C Convertible Preferred Stock. On June 26, 2016, the Company sold 137,500 shares of its Series C Convertible Preferred Stock each to Ensure HR, LLC, a New Jersey limited liability company, and Meros HR, LLC, a New Jersey limited liability company for \$275,000. The proceeds were reduced by \$19,460 of legal expenses related to the sale.

The Series Preferred C Stock has a liquidation of twice its stated value and converts into shares of Common Stock at the initial conversion price of \$.000016124 per share, subject to adjustment for stock splits, reclassification, and distributions. The Series C Preferred Stock votes on an as-converted basis multiplied by 1.9. The conversion price is initially \$.000016124 per share, subject to adjustment for dilutive issuances, so that upon conversion the holders of the Series C Preferred Stock would hold shares of Common constituting 90% of the fully diluted Common Stock upon conversion. Accordingly, the sale of the Series C Stock resulted in a change of control of the Company. The Series C Preferred Stock cannot be converted until the Company files an amendment increasing the authorized number of shares of Common Stock and/or effecting a reverse stock split of the Common Stock so that the Company has enough authorized and unissued shares of Common Stock to permit the conversion of all outstanding shares of Series C Preferred Stock.

Holders of the Series C Preferred Stock are entitled to receive dividends as declared at the discretion of the Board of Directors. These dividends are based on the number of shares of Common Stock into which each share of Series C Preferred Stock is convertible.

On July 26, 2019, the Series C Preferred Stock were surrendered in exchange for two Notes Payable and returned to the treasury. See Note 5.

#### **8. OTHER LONG-TERM ASSET**

As of October 31, 2023, the Company advanced \$286,722 to a third party to commence work on a project to create the Company's first sustainable city in Mexico.

#### **9. BIOVET CGT INC.**

Biovét CGT new class of assets, a veterinarian biotechnology company focused on: discovery and development of novel cell and gene therapies for veterinarian clinics, production of on site by state-of-the-art automated systems, ensures the rapid, efficient, and effective supply of its products directly in the clinical setting. The new assets will be operated under the name BIOVET CGT



## **TGI Solar Power Inc.**

### **Notes to Financial Statements**

WWW.BIOVETCGT.COM and will offer cutting-edge automated systems streamline the therapy delivery, ensuring the best possible outcomes for our animal patients. Terms and conditions of acquisition is still under review, as part of due diligence.

10. Company started Research and development for its BIOVET CGT INC and its caused big increase . in account payables, represented by \$4,637,053.89. The funds were spent with Orgenesis, to develop certain remedies for treating animals and prepare such treatments for getting FDA approvals.