

## **OTCIQ Order Form Addendum: Change in Control or Court Appointed Custodian**

Subscribers are required to submit additional information if your Company is applying for the Disclosure & News Service as a result of a Change in Control transaction or has a Court Appointed Custodian. Using the below templates, the relevant form should be sent directly to [issuers@otcmarkets.com](mailto:issuers@otcmarkets.com) upon submission of the OTCIQ Order Form.

Your Company will be required to post this information as a “Supplemental Information” report through the OTCIQ portal once approved for the OTC Disclosure & News Service. The purpose of this requirement is to ensure that your Company publishes public disclosure of Change in Control or Court Appointed Custodian events.

*Note: Your Company is only required to complete the relevant form (Change in Control or Court Appointed Custodian). Further, we understand that not all items may be applicable to your Company. You may state “not applicable” on the relevant form as needed.*

### **Instructions to post Supplemental Information Report on [www.OTCIQ.com](http://www.OTCIQ.com):**

1. Fill out this form and convert the file to a PDF
2. Log in to [www.OTCIQ.com](http://www.OTCIQ.com) and click “Add Financial Report” on the left hand navigation
3. Select Dissemination Date “Immediate”
4. Under Report Type, select “Supplemental Information”
5. Add a subtitle (Change in Control or Court Appointed Custodian)
6. Enter Period End Date corresponding to date of the Change in Control or grant of Custodianship
7. Click “Browse” and select the PDF saved in step 1 above.
8. A preview of the document will appear next. Please make sure to review the entire document & scroll down to click the “**Submit**” button. Your report will appear within a few minutes on [otcmarkets.com](http://otcmarkets.com).

## Supplemental Disclosure for Change of Control Events

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The goal of this disclosure is to provide information with respect to a company's Change of Control event. Please address each of the below items to the best of the company's ability and to the extent they are applicable to the company's Change of Control event.

### Disclosure of Change in Control and Other Material Events:

1. A description of event(s) and relevant date(s) resulting in the Change in Control.<sup>1</sup>

On 10 May 2024, in a private agreement Global Development Advisors Limited, a UK limited company, sole shareholder Fabricio Bosticco sold 100% of its stock to Global Development Advisors PA for cash payment and other consideration. On May 20, 2024, Global Development Advisors PA sold its 100% ownership in Global Development Advisors Limited to MSM Management Limited whose beneficial owner is the Issuers CEO Peter Koley.

2. The name(s) of person(s) who acquired control and person(s) from whom control was assumed. For corporations or other business entities, please provide the name(s) of person(s) beneficially owning or controlling such corporations or entities.<sup>2</sup>

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<sup>1</sup> A "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.

<sup>2</sup> See, Securities Exchange Act Rule 13d-3 for determination of "beneficial owner."

Global Development Advisors Limited change of Sole Shareholder from Fabrizio Bosticco to MSM Management Limited, whose sole shareholder is Peter Koley.

3. The name(s) of person(s) that participated in, assisted in, organized, or brokered the transaction between the purchaser and seller, resulting in the Change in Control (if applicable).

None

4. A description of assets acquired or disposed of in connection with the Change in Control and the names of the purchaser and seller of such assets (if applicable).

On June 27, 2024, MSM Management Limited and Gaensel Energy Group, the Issuer, signed an agreement with Arco Technologies, Inc., a Delaware corp. for its acquisition of 800,000 shares of the 1,000,000 shares of the Issuer's Preferred Series A shares. Additionally, Arco and the Issuer will facilitate the merger of additional entities upon the completion of an initial funding of One Million (\$1,000,000) USD.

5. Amount and form (e.g., cash, equity securities, promissory note) of consideration paid in connection with the Change in Control.

6. A description of any material agreements or other events related to the Change in Control.

- (1) See Item. The new Board of Directors and Officers are The new Board of Directors were approved and the Board accepted Jose Salazar's resignation effective 15 June 2024:

Peter Albert Koley-	Chairman & CEO
Dionysios Apostolopoulos	Director & CFO
Gabriele Colombo Secretary	Director & Corporate Secretary
Angelo D'Anzi	Director
Carey Allan Paulus Member	Independent Director

**Certification:**

07/30/2024 [Date]

/s/ Peter Koley, President [Officer Signature]