

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

## **Stratex Oil & Gas Holdings Inc.**

1669 Thomaston Ave

Waterbury CT

(845) 518-3386

Www.stratexoil.com

Info@stratexoil.com

SIC CODE: 1311

## **Quarterly Report**

**For the Period ended September 30, 2024 (the “Reporting Period”)**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

129,305,071 as of September 30, 2024

129,305,071 as of December 31, 2023

### **Shell Status**

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

Yes:  No:

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

Yes:  No:

### **Change in Control**

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

Yes:  No:

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<sup>1</sup> “Change in Control” shall mean any events resulting in:

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

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

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

Stratex oil and gas Holdings Inc ( The Company ) was Incorporated on April 15, 2003 as Poway Muffler and Brake Inc. In California. On December 15, 2008, a merger was affected with Ross investments Inc. a Colorado shell corporation. Ross investments was the inquirer and the surviving corporation. Ross investments and then changed its name to Poway muffler and brake Inc.I made 25, 2012, the company filed an amendment to its certificate of incorporation by which the company changed name from Poway muffler and brake inc. a Colorado Corporation to Stratex oil and gas Holdings Inc. with the secretary of state of Colorado. On July 6, 2012 Stratex acquisition Corp., a holy on subsidiary of stratus welding gas holdings, Inc. merge with him into statics oil and gas Inc., the Delaware corporation ( Stratex) Stratex oil and gas Holdings Inc. was the surviving corporation of that merger the company's current name and a Colorado incorporated company.

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

Colorado incorporated 2003. – Active

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

None

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

None

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

1669 Thomaston Ave. Waterbury CT 06704

The address(es) 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: Standard Registrar & Transfer Company

Phone 801-571-8844

Email: amy@standardregistrar.com

Address: 440 East 400 South, Suite 200

Salt Lake City, UT 84111

**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: STTX  
Exact title and class of securities outstanding: Common  
CUSIP: 86280B105  
Par or stated value: \$0.01  
Total shares authorized: 750,000,000 as of 09/30/24  
Total shares outstanding 129,305,071 as of 09/30/24  
Number of shares Public Float 44,541,765 09/30/24  
Total number of shareholders of record: 742 as of 09/30/24

All additional class(es) of publicly quoted or traded securities (if any): None

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

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

Exact title and class of the security: Preferred Stock  
CUSIP (if applicable): N/A  
Par or stated value: \$.0001  
Total shares authorized: 1,000 as of date: September 30, 2024  
Total shares outstanding (if applicable): 1,000 as of date: September 30, 2024

Total number of shareholders of record (if applicable): 1 as of date: September 30, 2024

Exact title and class of the security: -  
CUSIP (if applicable): N/A  
Par or stated value:  
Total shares authorized: \_\_\_\_\_ as of date: \_\_\_\_\_  
Total shares outstanding (if applicable): \_\_\_\_\_ as of date: \_\_\_\_\_  
Total number of shareholders of record (if applicable): \_\_\_\_\_ as of date: \_\_\_\_\_

**Security Description:**

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

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

Common shareholders have the right to vote on a one for one basis; are entitled to dividends as declared by the board of directors; have no pre-emptive rights .

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

Preferred has super voting rights that calculates to 1,000,000 votes for each preferred share totaling a majority when all voting included.

No redemption or sinking fund rights..

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

None

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

None

**3) Issuance History**

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

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

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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/22</u> Common: <u>129,305,071</u> Preferred <u>1,000</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  *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>Balance:</u>		<u>Ending Balance</u>	<u>Ending</u>						
Date <u>09/30/24</u>	Common: <u>129,305,071</u>		Preferred 1,000						

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

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

\_\_\_\_\_

## 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. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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. (Please ensure that these descriptions are updated on the Company's Profile on [www.otcmarkets.com](http://www.otcmarkets.com)).

- Summarize the issuer's business operations (If the issuer does not operations) The companies is engaged in the sale of oil and gas in the exploration and development of oil and gas reserves in Texas, Kansas, North Dakota, Montana, Colorado and Utah.
- List any subsidiaries, parent company, or affiliated companies. None
- Describe the issuers' principal products or services.  
The companies is engaged And the sale of oil and gas and the expiration for and development of oil and gas reserves.

## 5) Issuer's Facilities

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

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

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

1669 Thomaston Ave., Waterbury, CT 06704 - lease is renewed annually.

## 6) Officers, Directors, and Control Persons

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

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

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City/ State Only)	Number of shares owned		Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Joseph J Mattia	President, Director	Waterbury, CT	1,000		Preferred with Voting rights	100%	90% voting rights
Stephen Funk	CEO, Director	Waterbury, CT	4,035,000		common	3.12%	Rotary Partners LLC/ Stephen Funk

## 7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

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

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party 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.

**8) Third Party Service Providers**

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Gary L. Blum ESQ  
Address 1: 3278 Wilshire Blvd., Suite 603  
Address 2: Los Angeles, CA 90010  
Phone: (213) 369-8112  
Email: gblum@gblumlaw.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:*

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):

B. Name: **Joseph J. Mattia**  
Title: **President**  
Relationship to Issuer: **Director**

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

- IFRS  
 U.S. GAAP

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

Name: **Joseph J. Mattia**  
Title: **President**  
Relationship to Issuer: **Director**

Describe the qualifications of the person or persons who prepared the financial statements: 20 years plus experience in management, finance, economics & accounting. Extensive experience as COO, VP & Director roles. City University of NY Economics & Wharton Business graduate and programs certifications.

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

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

**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, Joseph J. Mattia certify that:

1. I have reviewed this Disclosure Statement for Stratex Oil & Gas Holdings 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.

November 10, 2024 [Date]

/s/ Joseph J. Mattia President, Director

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

### *Principal Financial Officer:*

I, Joseph J. Mattia certify that:

1. I have reviewed this Disclosure Statement for Stratex Oil & Gas Holdings 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.

November 10, 2024 [Date]

/s/ Joseph J. Mattia President, Director ( interim CFO )

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

**Stratex Oil & Gas Holdings, Inc.**

Quarterly Financial Report  
For the Period Ended September 30, 2024  
Unaudited

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STRATEX OIL & GAS HOLDINGS, INC.

1669 Thomaston Ave.

Waterbury, CT 06704

November 10, 2024

I hereby certify that the accompanying unaudited consolidated financial statements and related footnotes hereto are based on the best information currently available to the Company. To the best of my knowledge, this information presents fairly, in all material respects, the financial position and stockholders' equity of Stratex Oil & Gas Holdings, Inc. as of September 30, 2024 and December 31, 2023 and the results of its operations and cash flows for the nine months ended September 30, 2024 and 2023 in conformity with accounting principles generally accepted in the United States of America.

/s/ Joseph Mattia  
President

**Stratex Oil & Gas Holdings, Inc.**  
**Consolidated Balance Sheets**  
**As of September 30, 2024 and December 31, 2023**  
**(Unaudited)**

<b>ASSETS</b>	<b>Balance at .September 30, 2024</b>	<b>Balance at .December 31, 2023</b>
Cash & cash equivalents	\$390	\$0
Accounts Receivable	\$4,580	\$4,580
Prepaid Expenses	\$2,000	\$2,000
<b>Total Current Assets</b>	<b>\$6,970</b>	<b>\$6,580</b>
Deposits	0	0
Debt Issuance costs	0	0
Proven Property Net	\$425,530	\$425,530
Support Facilities	0	0
Vehicles	0	0
<b>Total Assets</b>	<b>\$432,500</b>	<b>\$432,110</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>Current Liabilities</b>		
Accounts Payable	\$45,455	\$100,830
SBA Loan Payable	80,770	85,787
Demand Notes Payable	929,414	880,062
Officers Payable	3,948,313	3,153,379
Current Maturities of Notes Payable	\$ 52,926,203	\$ 50,145,019
<b>Total Current Liabilities</b>	<b>\$57,930,155</b>	<b>\$54,365,077</b>
Notes Payable	\$185,000	\$185,000
<b>Total Liabilities</b>	<b>\$58,115,155</b>	<b>\$54,550,077</b>
<b>Shareholders Deficit:</b>		
Common stock \$ .01 Par Value 750,000,000 authorized 129,305,071 issued and outstanding Sept 30, 2024 and 129,305,071 at Dec. 31, 2023 respectively.	1,293,051	1,293,051
Preferred stock \$ .0001 Par Value 1,000 authorized 1,000 issued and outstanding Sept 30, 2024 And December 31, 2023 respectively.	\$0	\$0
Additional Paid In Capital	10,726,906	10,726,906
Deficit	(69,702,612)	(66,137,924)
<b>Total stockholders equity ( deficit )</b>	<b>(57,682,655)</b>	<b>(54,117,967)</b>
<b>Total Liab. &amp; Stockholders Equity(Deficit)</b>	<b>\$432,500</b>	<b>\$432,110</b>

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See notes to financial statements

**Stratex Oil & Gas Holdings Inc.**  
**Consolidated Income Statements**  
**For the Period ended**  
**September 30, 2024 and 2023**  
**(Unaudited)**

	<b>Nine Months Ended</b>		<b>Nine Months Ended</b>	
	<b>.September 30, 2024</b>		<b>.September 30, 2023</b>	
<b>Revenue</b>	<b>\$</b>	<b>61,033</b>	<b>\$</b>	<b>50,075</b>
<b>Cost of revenue</b>		-		-
<b>Gross Profit (loss)</b>		-		-
<b>Operating Expenses</b>	<b>\$</b>	<b>-</b>	<b>\$</b>	<b>-</b>
<b>General and administrative Expense</b>	<b>\$</b>	<b>(67,368)</b>	<b>\$</b>	<b>(74,128)</b>
<b>Operating Income ( Loss )</b>	<b>\$</b>	<b>(6,335)</b>	<b>\$</b>	<b>(24,053)</b>
Other income ( expenses )				
Other income				
Loss on sale or disposal				
Deprecation expense		<b>\$0</b>		<b>\$0</b>
Interest expense	<b>\$</b>	<b>(3,558,353)</b>	<b>\$</b>	<b>(3,475,731)</b>
<b>Total other income ( expenses )</b>	<b>\$</b>	<b>(3,558,353)</b>	<b>\$</b>	<b>(3,475,731)</b>
<b>Loss before income taxes</b>	<b>\$</b>	<b>(3,564,688)</b>	<b>\$</b>	<b>(3,499,784)</b>
Minority interest	<b>\$</b>	<b>-</b>	<b>\$</b>	<b>-</b>
<b>Net Income (Loss)</b>	<b>\$</b>	<b>(3,564,688)</b>	<b>\$</b>	<b>(3,499,784)</b>
<b>Net Loss per share</b>	<b>\$</b>	<b>(0.001)</b>	<b>\$</b>	<b>(0.001)</b>
Basic and diluted				
Weighted average number of shares		129,305,071		129,305,071
Basic and diluted				

See notes to the financial statements

Stratex Oil & Gas Holdings, Inc.

Consolidated Statement of Changes in Stockholders Equity ( Deficit )

From December 31, 2021 to September 30, 2024

(Unaudited)

	Common stock		Preferred		Paid-in Capital	Accumulated		Total
	Shares	Amount	Shares	Amount		Deficit		
	<u>Par value .01</u>		<u>Par value .0001</u>					
Balance December 31, 2021	129,305,071	\$1,293,051	1,000	\$0	\$ 10,726,906	\$ (56,765,472)	\$ (44,745,515)	
Common shares Issuance Net ( Loss) for the Year ended Dec. 31, 2022						\$ (4,652,521)	\$ (4,652,521)	
Balance Dec. 31, 2022	129,305,071	\$1,293,051	1,000	\$0	\$ 10,726,906	\$ (61,417,993)	\$ (49,398,036)	
Common shares Issuance Net ( Loss) for the Year ended Dec. 31, 2023						\$ (4,719,931)	\$ (4,719,931)	
Balance December 31, 2023	129,305,071	\$1,293,051	1,000	\$0	\$ 10,726,906	\$ (66,137,924)	\$ (54,117,967)	
Common shares Issuance Net ( Loss) for the Period ended 09/30/24						\$ (3,564,688)	\$ (3,564,688)	
Balance Sept 30, 2024	129,305,071	\$1,293,051	1,000	\$0	\$ 10,726,906	\$ (69,702,612)	\$ (57,682,655)	



**Stratex Oil & Gas Holdings, Inc.**  
**Consolidated Statement Of Cash Flows**  
**For the Nine Months ended September 30, 2024 and 2023**

(Unaudited)	Nine Months Ended <u>.09/30/24</u>	Nine Months Ended <u>.09/30/23</u>
<b>Cash flows from operating activities</b>		
Net Profit/Loss	\$ (3,564,688)	\$ (3,499,784)
Adjustments:		
Provision for doubtful accounts	-	-
Depreciation	\$0	\$0
Amortization of compensatory options	-	-
Gain on sale of equipment	-	-
Common stock issued for:		
Consulting services	-	-
<b>Changes in Assets &amp; Liabilities: Decrease (Increase)</b>		
Accounts Receivables	-	-
Other assets		
Property & equipment	-	-
Accounts payable & accrued expenses	\$ 15,755	\$ (9,350)
Demand & Notes Payable	\$ 3,549,323	\$ 3,475,733
<b>Net cash used in operating activities</b>	<u>\$ 390</u>	<u>\$ (33,401)</u>
<b>Cash flows from financing activities</b>		
Proceeds from issuance of stock	-	-
Convertible note issued converted	-	-
Subscription receivable	-	-
Proceeds from notes payable	\$ -	\$ -
Net cash provided by financing activities	-	-
<b>Net cash increase (decrease)</b>	<u>\$ 390</u>	<u>\$ (33,401)</u>
Cash at the beginning of period	<u>\$0</u>	<u>\$34,695</u>
<b>Cash at the end of period</b>	<u>\$390</u>	<u>\$1,294</u>
Non-cash Financing Activities		
Common Stock issued for debt	\$ -	\$ -

**Stratex Oil & Gas Holdings, Inc.**  
**Notes to Financial Statements**  
**September 30, 2024**  
**(Unaudited)**

**NOTE – 1 Nature of Operations & Company History:**

The financial statements include the accounts of Stratex Oil & Gas Holdings, Inc. (the“Company”), which was incorporated in Delaware.

Stratex Oil & Gas Holdings, Inc. (“ the “Company”) was incorporated on August 15, 2003 as Poway Muffler and Brake Inc. in California to enter the muffler and brake business. On December 15, 2008, a merger was effected with Ross Investments Inc., a Colorado shell corporation. Ross Investments was the acquirer and the surviving corporation. Ross Investments Inc. then changed its name to Poway Muffler and Brake, Inc. On May 25, 2012, we filed an Amendment to our Certificate of Incorporation by which we changed our name from Poway Muffler and Brake, Inc., a Colorado corporation, to Stratex Oil & Gas Holdings, Inc., with the Secretary of the State of Colorado. On July 6, 2012, Stratex Acquisition Corp., a wholly-owned subsidiary of Stratex Oil & Gas Holdings, Inc. merged with and into Stratex Oil & Gas, Inc., a Delaware corporation (“Stratex”) Stratex Oil & Gas Holdings, Inc was the surviving corporation of that Merger. ( The Company’s current name )

The Company is engaged in the sale of oil and gas and the exploration for and development of oil and gas reserves in Texas, Kansas, North Dakota, Montana, Colorado and Utah.

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

**Cash and cash equivalents**

For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents.

**Use of estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates include valuation of convertible notes payable and the valuation allowance of deferred tax assets.

**Fair value of financial instruments and financial statements**

The Company measures financial assets and liabilities in accordance with generally accepted accounting principles. The financial statements have been prepared in accordance with generally accepted accounting principles.

**Stratex Oil & Gas Holdings, Inc.**  
□ **Notes to Financial Statements**  
**September 30, 2024**  
**(Unaudited)**

□

**Revenue recognition**

Revenue from sales of products and services is recognized when persuasive evidence of an arrangement exists, products have been shipped or services have been delivered to the customer, the price is fixed or determinable and collection is reasonably assured.

**Stock-based compensation**

The Company accounts for stock-based instruments issued to employees in accordance with ASC Topic 718. ASC Topic 718 requires companies to recognize in the statement of operations the grant-date fair value of stock options and other equity based compensation issued to employees and earned. The Company accounts for non-employee share-based awards in accordance with ASC Topic 505-50.

**Fixed Assets**

Fixed assets are recorded at cost, net of accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets. Repairs and maintenance are charged to expense as incurred. Expenditures for betterments and renewals are capitalized. The cost of fixed assets and the related accumulated depreciation are removed from the accounts upon retirement or disposal with any resulting gain or loss being recorded in operations.

**Intangible Assets**

Intangible assets with no determinable life are initially assessed for impairment upon purchase, with subsequent assessments required annually. When there is reason to suspect that their values have been diminished or impaired, a write-down is recognized as necessary. Intangible assets with rights that expire over time are amortized over the time period that the rights exist.

**Income taxes**

Income Taxes - The Company accounts for income taxes using the provisions of Statement of Financial Accounting Standards ("SFAS") No.109, Accounting for Income Taxes. Under this standard, deferred tax assets and liabilities represent the estimated tax effects of future deductible or taxable amounts attributed to differences between the financial statements carrying amounts and the tax bases of existing assets and liabilities. The standard also allows recognition of income tax benefits for loss carry-forwards, credit carry-forwards and certain temporary differences for which tax benefits have not previously been recorded. Valuation allowances are provided for uncertainties associated with deferred tax assets.

**Stratex Oil & Gas Holdings, Inc.**  
□ **Notes to Financial Statements**  
**September 30, 2024**  
**(Unaudited)**

**Net loss per share**

The Company computes net earnings (loss) per share in accordance with ASC 260-10, "Earnings per Share." ASC 260-10 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period. Diluted EPS excludes all dilutive potential common shares if their effect is anti-dilutive

**NOTE 3 – Going Concern:**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. Currently, the Company has incurred operating losses, and as of September 30, 2024 the Company also had a working capital deficit and an accumulated deficit. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management believes that the Company's capital requirement will depend on many factors including the success of the Company's development efforts and its efforts to raise capital. Management also believes the Company needs to raise additional capital for working capital purpose. There is no assurance that such financing will be available in the future. The conditions described above raise substantial doubt about our ability to continue as a going concern. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amount and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

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