

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Madison Systems Inc.

1111 Davis Drive, Unit 23, Suite 457
Newmarket, Ontario, L3Y 9E5
289-500-3717
www.madisonsystemsinc.com
madidon17@gmail.com
00139851

Annual Report

For the Period Ending:

December 31, 2021
(the "Reporting Period")

As of December 31, 2021, the number of shares outstanding of our Common Stock was:

40,161,361

As of September 30, 2021, the number of shares outstanding of our Common Stock was:

40,161,361

As of December 31, 2020, the number of shares outstanding of our Common Stock was:

40,161,361

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 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: ☒

Indicate by check mark whether a Change in Control of the company has occurred over this reporting period: Yes: ☐ No: ☒

1) Name and address of the issuer and its predecessors.

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.

Madison Systems Inc. Florida: 10/28/1997 Cusip: 558269106
UCAN Corp. Utah: 05/14/1996 Cusip: 902625102
Flying Machines Intl: Utah 08/12/1994 Cusip: 344077102
Bosque Mng Company Utah 09/30/1988 Cusip: 999990368

Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

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

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

N/A

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

1111 Davis Drive, Unit 23, Suite 457, Newmarket, Ontario, Canada. L3Y 9E5

The address of the issuer's principal place of business:

Check box 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?

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

N/A

2) Security Information

Trading symbol: MADI

Exact title and class of securities outstanding: Common Stock

CUSIP: 558269106

Par or stated value: \$0.001

Total shares authorized: 50,000,000 as of date: December 31, 2021

Total shares outstanding: 40,161,361 as of date: December 31, 2021

Number of shares in the Public Float: 8,335,300 as of date: December 31, 2021

Total number of shareholders of record: 228 as of date: December 31, 2021

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

Trading symbol:

Exact title and class of securities outstanding:

CUSIP:

Par or stated value:

Total shares authorized: as of date:

Total shares outstanding: as of date:

Transfer Agent

Name: Pacific Stock Transfer Co.

Phone: 702-361-3033

Is the Transfer Agent registered under the Exchange Act? Yes: ☒ No: ☐

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct 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

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/2019</u> Common: <u>40,943,861</u> Preferred: <u>0</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 (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>8/16/20</u>	<u>Cancellation</u>	<u>25,000</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>DEAN NERBONNE</u>	<u>N/A</u>	<u>N/A</u>	
<u>8/16/20</u>	<u>Cancellation</u>	<u>100,000</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>WALLY CHOMSKY</u>	<u>N/A</u>	<u>N/A</u>	
<u>8/16/20</u>	<u>Cancellation</u>	<u>400,000</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>STANTON WRIGHT</u>	<u>N/A</u>	<u>N/A</u>	
<u>8/16/20</u>	<u>Cancellation</u>	<u>60,000</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>BRIAN QUINTILONE</u>	<u>N/A</u>	<u>N/A</u>	
<u>8/16/20</u>	<u>Cancellation</u>	<u>12,500</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>MIKE MC MANN</u>	<u>N/A</u>	<u>N/A</u>	
<u>8/16/20</u>	<u>Cancellation</u>	<u>50,000</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>LACHLAN HAMILTON</u>	<u>N/A</u>	<u>N/A</u>	
<u>8/16/20</u>	<u>Cancellation</u>	<u>25,000</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>FRANK KENDLE</u>	<u>N/A</u>	<u>N/A</u>	
<u>8/16/20</u>	<u>Cancellation</u>	<u>10,000</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>SONJA SCARROW</u>	<u>N/A</u>	<u>N/A</u>	

<u>8/16/20</u>	<u>Cancellation</u>	<u>100.000</u>	<u>Common</u>	<u>N/A</u>	<u>N/A</u>	<u>DAVID WALDEN</u>	<u>N/A</u>	<u>N/A</u>	
Shares Outstanding on Date of This Report: <u>Ending Balance</u> <u>Ending Balance</u> : Date <u>12/31/2021</u> Common: <u>40,161,361</u> Preferred:									

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

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)

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

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)¹:

Name: Robert Eddington, BA, CPA, CA
 Title: CPA
 Relationship to Issuer: Outside Accountant

Provide the financial statements described below 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.

- C. Balance Sheet;
 D. Statement of Income;
 E. Statement of Cash Flows;
 F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
 G. Financial notes; and

¹ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

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Madison Systems Inc.**Balance Sheet**

[USD \$]

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As At December 31,
2021 **2020****Assets**

Current Assets	\$Nil	\$Nil
Total current assets	<u>\$Nil</u>	<u>\$Nil</u>
TOTAL ASSETS	<u>\$Nil</u>	<u>\$Nil</u>

LIABILITIES AND DEFICIT

Current Liabilities	\$Nil	\$Nil
Other current Liabilities		
Loan from Trax Management Inc., a related company	<u>\$58,309</u>	<u>\$15,862</u>
Total other current Liabilities	<u>\$58,309</u>	<u>\$15,862</u>
Total current Liabilities	<u>\$58,309</u>	<u>\$15,862</u>
TOTAL LIABILITIES	<u>\$58,309</u>	<u>\$15,862</u>

Deficit

Deficit, at start of year	-\$15,862	-\$13,708
Net Loss, for the year	<u>-\$42,447</u>	<u>-\$2,154</u>
Deficit, at end of the year	<u>-\$58,309</u>	<u>-\$15,862</u>

TOTAL LIABILITIES AND DEFICIT	<u>\$0</u>	<u>\$0</u>
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Madison Systems Inc.
Statement of Operations and Loss
[USD \$]

1111 Davis Dr. Unit 23, Suite #457
Newmarket, Ontario L3Y 9E5

	For the 12 Months Ended December 31,	
	2021	2020
Total Income	<u>Nil</u>	<u>Nil</u>
Cost of Goods Sold	<u>Nil</u>	<u>Nil</u>
Gross Profit	<u>Nil</u>	<u>Nil</u>
Expenses		
Corporate registration fees and costs	\$39,208	\$159
Telecommunication	<u>\$3,239</u>	<u>\$1,995</u>
Total Expenses	<u>\$42,447</u>	<u>\$2,154</u>
Net Operating Loss	<u>-\$42,447</u>	<u>-\$2,154</u>

Madison Systems Inc.**Cash Flow Statement**

[USD \$]

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For the 12 Months Ended**December 31,****2021****2020****Operating Cash Flow**

Net Operating loss	-\$42,447	-\$2,154
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Adjustments to reconcile Net Operating loss**to Net Cash provided by operations:**

Loan from Trax Management Inc., a related company	\$42,447	\$2,154
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Total adjustments to reconcile Net Operating loss

to net cash provided by operations:	<u>\$42,447</u>	<u>\$2,154</u>
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Net Cash provided by operating activities	<u>Nil</u>	<u>Nil</u>
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Net cash increase for year	<u>Nil</u>	<u>Nil</u>
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Cash at beginning of year	Nil	Nil
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Cash at end of year	<u>Nil</u>	<u>Nil</u>
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Madison Systems Inc.

[USD \$]

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Statement of changes in Shareholders' Deficit, 12 months ended December 31, 2021

	Common stock		Total Stock	
	Number of Shares	Par value & capital in excess of par	Number of Shares	Par value & capital in excess of par
Stock balance beginning of year	40,161,361	Nil	40,161,361	Nil
Shares Issued	0		0	
Shares repurchased	0		0	
Balance: End of year	40,161,361		40,161,361	
Average price of shares issued	0			
Average price of shares repurchased	0			
Deficit: Beginning of year	-\$15,862			
Dividends paid	0			
Net (loss)	-\$42,447			
Balance: End of Year	-\$58,309			
	Beginning of year	End of year	Change	
Stock	\$0		0	
Deficit; Beginning of year	-\$15,862	-\$58,309	-\$42,447	
Total Deficit	-\$15,862	-\$58,309	-\$42,447	

BASIS OF PRESENTATION AND SUMMARY ACCOUNTING POLICIES.

The accompanying unaudited condensed interim financial statements have been prepared in accordance with United States, Generally Accepted Accounting Principles (GAAP). The information furnished reflects all adjustments, consisting only of normal recurring items which are, in the opinion of management, necessary in order to make the financial statements not misleading. The accounting policies and procedures employed in the preparation of these condensed consolidated financial statements have been derived from the unaudited statements of Madison Systems Inc. by Robert Eddington, BA, CPA, CA who is a Chartered Accountant using generally accepted accounting principles in Canada and United States for over 30 years

Description of business

Madison Systems Inc. is a fully integrated company looking for opportunities in telecommunications, solar, electronics and green industries.

Madison Systems Inc. has signed a letter of intent to purchase, on a share for share basis, Stanmac Broadband Inc. Which has a licensing agreement with First Broadband Group, a wholly owned subsidiary of M.I.K., a multi international company. First Broadband Group has patents in the telecommunications industry.

Fiscal Periods

Madison Systems Inc. has adopted the fiscal year end of December 31st for all years in accordance with generally accepted accounting principles. Therefore all fiscal periods for Madison Systems Inc. is: 1/1- 3/31, 4/1 – 6/30, 7/1 – 9/30, 10/1 – 12/31

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

No operations.

B. Please list any subsidiaries, parents, or affiliated companies.

N/A.

C. Describe the issuers' principal products or services.

N/A.

6) 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. N/A.

7) Company Insiders (Officers, Directors, and Control Persons)

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.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, 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.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Donald M McNally	CEO, President, Director	203 Ray Snow Blvd, Newmarket, Ontario L3Y 3J4, Canada	26,240,561	Common	65.34%	4,740,561 shares held by Trax Management Inc. 7,250,000 shares held by Proward Ltd 14,250,000 shares held by Inter Hosting Ltd. Mr. McNally

OTC Markets Group Inc.

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						controls these entities.
Graham Dinwoodie	Director	10 John More Rd, East. Gwillimbury, On. L9N 0P4,	600,000	Common	1.5%	

		Canada				
Jay B. Ives	Director	340 B West Broad Ave. Albany, Georgia 31702	0	-	-	

8) Legal/Disciplinary History

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

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

N/A.

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

N/A.

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

N/A.

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

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 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.

9) Third Party Providers

Securities Counsel

Name: Brian Higley, Esq.

Firm: Business Legal Advisors, LLC

Address 1: 14888 Auburn Sky Drive

Address 2: Draper, UT 84020

Phone: (801) 634-1984

Email: brian@businesslegaladvisor.com

Accountant or Auditor

Name: Robert Eddington, BA, CPA, CA
Firm: Eddington Enterprises
Address 1: 142 Wellington Ave
Address 2: PO Box 192, Consecon, ON., Canada
Phone: (905) 967-2571
Email: bedd@gmail.com

Investor Relations

Name: Brandon Rowland
Firm: Rowland Media Consultants
Address 1: 1375 Treeland St. Burlington
Address 2: ON L7R 4P4
Phone: (780) 267-9719
Email: brandon@madisonsystemsinc.com

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) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name:
Firm:
Nature of Services:
Address 1:
Address 2:
Phone:
Email:

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, Donald M. McNally certify that:

1. I have reviewed this Annual disclosure statement of Madison Systems 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.

11/18/22 [Date]

/s/ Donald M. McNally [CEO's Signature]

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

I, Donald M. McNally certify that:

1. I have reviewed this Annual disclosure statement of Madison Systems 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.

11/18/22 [Date]

/s/ Donald M. McNally [CFO's Signature]

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