

WANDERPORT CORPORATION

2425 Olympic Blvd, Suite 4000W
Santa Monica, CA 90401

310.526.8720
www.wanderportcorp.com
info@wanderportcorp.com

Annual Report

For the period ending December 31, 2023 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

640,533,333 as of December 31, 2023

690,533,333 as of December 31, 2022

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 Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁴ “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.

The Company was organized on March 29, 2006 under the laws of the State of Delaware as Temtex Industries Inc. On January 8, 2007 Temtex Industries changed its name to Wanderport Corporation.

Current State and Date of Incorporation or Registration: Delaware, March 29, 2006.

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

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

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

None

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

None

Address of the issuer's principal executive office:

2425 Olympic Blvd, Suite 4000W
Santa Monica, CA 90401

Address of the issuer's principal place of business:

☒ *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: Issuer Direct Transfer Corporation, LLC

Phone: 919.481.4000

Email: info@issuerdirect.com

Address: 1981 Murray Holiday Road, Suite 100
Salt Lake City, UT 84117

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:	_____	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>93369T106</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>1,200,000,000</u>	as of date: <u>December 31, 2023</u>
Total shares outstanding:	<u>640,533,333</u>	as of date: <u>December 31, 2023</u>
Total number of shareholders of record:	<u>21</u>	as of date: <u>December 31, 2023</u>

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:	_____	
Par or stated value:	_____	
Total shares authorized:	_____	as of date: _____
Total shares outstanding:	_____	as of date: _____
Total number of shareholders of record:	_____	as of date: _____

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

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.

One vote per Common share

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

N/A

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

N/A

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

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> :			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>Jan 1, 2022</u>		Common: <u>690,533,333</u> Preferred: <u>0</u>							
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.
8/15/2023	Cancellation	50,000,000	Common			Tran & Company Prosperous Law Group David Tran		Restricted	_____
8/15/2023	Cancellation	50,000,000	Common			Transolutions Rachel Tran		Restricted	_____
9/19/2023	Issuance	25,000,000	Common	\$0.014	Yes	Xuan Tran	Debt Conversion	Unrestricted	4(a)(1)
11/30/2023	Issuance	25,000,000	Common	\$0.014	Yes	Xuan Tran	Debt Conversion	Unrestricted	4(a)(1)

Shares Outstanding on Date of This Report:	
<u>Ending Balance:</u>	
Date <u>Dec 31, 2023</u>	Common: <u>640,533,333</u>
	Preferred: <u>0</u>

Example: A company with a fiscal year end of December 31st 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.)
10/30/2018	\$174,500	\$174,500	\$0	4/30/2019	Convert to Common shares at \$0.004 per share	Advenpeak, LLC Keith Nguyen	<u>Loan</u>
2/14/2019	\$50,000	\$50,000	\$0	2/14/2020	Convert to Common shares at \$0.001 per share	Advenpeak, LLC Keith Nguyen	Loan
12/9/2019	\$11,638	\$50,000	\$11,638	12/9/2020	Convert to Common shares at \$0.001 per share, 6% APR	Xuan Tran	Loan
3/3/2020	\$27,445	\$23,400	\$4,045	3/3/2021	Convert to Common shares at \$0.001 per share, \$25K maximum draw, 6% APR	Advenpeak, LLC Keith Nguyen	Loan
8/3/2023	\$6,927	\$6,760	\$167	8/3/2024	Convert to Common shares at \$0.001 per share, 6% APR	Miki Takeuchi	Loan

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

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

4) Issuer's Business, Products and Services

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

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

The Company seeks to build a portfolio of global businesses in the healthtech, cleantech, energy, and artificial intelligence (AI) sectors. Its strategy involves the acquisition of intellectual properties or equity stakes in businesses that specialize in the development of such technologies, or in related products and services.

During Q4 2023, the Company expanded into the energy sector by acquiring specific assets from AZ Desert LLC ("AZD"), an oil and gas investment and holding company. AZD holds varying percentage working interests in 36 leases, encompassing more than 200 wells, primarily located in the state of Oklahoma.

The Company is also actively engaged in seeking partnerships, joint ventures, mergers, and acquisitions that can transfer publicly traded value to private enterprises. By actively pursuing these collaborative and strategic opportunities, the Company aims to enhance its market presence and financial performance. This approach not only helps in scaling the business operations of private enterprises but also in realizing their potential value in the public market. The goal is to create a symbiotic relationship where both the Company and the private entities can benefit from shared resources, expertise, and market exposure, ultimately leading to mutual growth and success in their respective industries.

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

The Company consists of a wholly owned subsidiary Wanderport International, LLC.

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

The Company is positioning to offer B2B and B2C products and services related to healthtech, cleantech, energy, and AI-enabled applications.

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.

The Company headquarters is located at 2425 Olympic Blvd, Suite 4000W Santa Monica, CA 90401. The Company does not own or have any mortgages on these or any other facilities. As the business grows, there will be a requirement for additional space however, the nature and size of the space will be determined in the future.

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 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 O'Brien	Director	Irvine, CA	0			Joseph O'Brien
Miki Takeuchi	CEO	West Covina, CA	0			Miki Takeuchi
Syman Vong	5% Owner	Anaheim, CA	50,000,000	Common Restricted	7.8%	Symon Vong

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to 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. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Vic Devlaeminck
Address 1: 10013 N.E. Hazel Dell Avenue, Suite 317
Address 2: Vancouver, WA 98685
Phone: 503.806.3533
Email: vic@vicdevlaeminck.com

Accountant or Auditor

Name: _____
Firm: _____
Address 1: _____

Address 2: _____
Phone: _____
Email: _____

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

Other Service Providers

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

Name: _____
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: Prepared by the Company and finalized by Keith Nguyen
Title: _____
Relationship to Issuer: Consultant

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: Prepared by the Company and finalized by Keith Nguyen
Title: _____

Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:⁵

Mr. Nguyen is a seasoned investor and independent business consultant with extensive experience in financial management services. He has rendered services to numerous companies and is well qualified to prepare unaudited financial statements with assistance from outside accountants as needed.

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, Miki Takeuchi certify that:

1. I have reviewed this Disclosure Statement for Wanderport Corporation;
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

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

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.

April 1, 2024 [Date]

/s/ Miki Takeuchi [CEO's Signature]

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

Principal Financial Officer:

I, Miki Takeuchi certify that:

1. I have reviewed this Disclosure Statement for Wanderport Corporation;
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.

April 1, 2024 [Date]

/s/ Miki Takeuchi [CFO's Signature]

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

WANDERPORT CORPORATION
CONDENSED BALANCE SHEETS
(UNAUDITED)

	As of December 31,	
	2023	2022
ASSETS		
Current assets		
Cash or equivalent	\$ 1,271	\$ 1,964
Patents, copyrights and trademarks	\$ 1,000	\$ 1,000
Accounts receivable	\$ -	\$ -
Inventory	\$ -	\$ 2,621
Securities	\$ 27,500	\$ 57,500
Other current assets	\$ 100,950	\$ 100,950
Total current assets	\$ 130,721	\$ 164,035
Fixed assets	\$27,116	\$27,116
TOTAL ASSETS	<u>\$ 157,837</u>	<u>\$ 191,151</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 434,605	\$ 429,050
Convertible promissory notes	\$ 320,510	\$ 309,730
Total current liabilities	\$ 755,115	\$ 738,780
TOTAL LIABILITIES	<u>\$ 755,115</u>	<u>\$ 738,780</u>
Stockholders' Equity		
Common stock - \$0.001 par value, 1,200,000,000 shares authorized; 640,533,333 shares issued and outstanding	\$ 640,533	\$ 690,533
Additional paid-in capital	\$ 5,056,664	\$ 5,056,664
Other accumulated loss	\$ (978,649)	\$ (989,887)
Accumulated deficit	\$ (5,315,826)	\$ (5,304,939)
Total stockholders' equity	\$ (597,278)	\$ (547,629)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 157,837</u>	<u>\$ 191,151</u>

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

WANDERPORT CORPORATION
CONDENSED STATEMENT OF OPERATIONS
(UNAUDITED)

	Year Ended December 31, 2023	2022
	<u>2023</u>	<u>2022</u>
REVENUES		
Revenues	\$ 1,366	\$ 22,935
Cost of revenues	\$ 1,097	\$ 8,181
Gross profit	\$ 269	\$ 14,754
OPERATING COSTS AND EXPENSES		
General & administrative expenses	\$ 10,056	\$ 20,471
Licenses and fees	\$ -	\$ -
TOTAL OPERATING COSTS AND EXPENSES	\$ 10,056	\$ 20,471
NET INCOME (LOSS)	<u>\$ (10,887)</u>	<u>\$ (5,717)</u>
Basic and diluted loss per common share	\$ (0.00)	\$ (0.00)
Basic and diluted weighted average Common shares outstanding	<u>640,533,333</u>	<u>690,533,333</u>

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

WANDERPORT CORPORATION
CONDENSED STATEMENT OF CASH FLOWS
(UNAUDITED)

	Year Ended December 31, 2023	2022
OPERATING ACTIVITIES		
Net income (loss)	\$ (10,887)	\$ (5,717)
Changes in operating assets and liabilities		
Accounts receivable	\$ -	\$ -
Accounts payable	\$ 5,555	\$ -
Other	\$ (6,141)	\$ (3,381)
Net cash provided (used) by operating activities	<u>\$ (11,473)</u>	<u>\$ (9,098)</u>
INVESTING ACTIVITIES		
Purchase of property and equipment	\$ -	\$ -
Net cash provided by investing activities	<u>\$ -</u>	<u>\$ -</u>
FINANCING ACTIVITIES		
Additional paid-in capital	\$ -	\$ -
Convertible debt	\$ 10,780	\$ 5,882
Proceeds from issuing stock	\$ -	\$ -
Net cash provided (used) by financing activities	<u>\$ 10,780</u>	<u>\$ 5,882</u>
Net change in cash	\$ (693)	\$ (3,216)
Cash balance at the beginning of the period	\$ 1,964	\$ 5,180
Cash balance at the end of the period	\$ 1,271	\$ 1,964

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

WANDERPORT CORPORATION
CONDENSED STATEMENT OF STOCKHOLDER'S EQUITY
(UNAUDITED)

	Common Stock		Preferred Stock		Additional	Other	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid-in Capital	Accumulated Income (Loss)	Deficit	Stockholder's Equity
Balance, December 31, 2022	690,533,333	\$ 690,533	0	\$ -	\$ 5,056,664	\$ (989,887)	\$ (5,304,939)	\$ (547,629)
Issuance for Debt Conversion	-	\$ -	-	\$ -	\$ -			
Stock-based Compensation	-	\$ -	-	\$ -	\$ -			
Net Loss							\$ (371)	
						\$ (1,005,921)		
Balance, March 31, 2023	<u>690,533,333</u>	<u>\$ 690,533</u>	<u>0</u>	<u>\$ -</u>	<u>\$ 5,056,664</u>	<u>\$ (1,005,921)</u>	<u>\$ (5,305,310)</u>	<u>\$ (564,034)</u>
Issuance for Debt Conversion	-	\$ -	-	\$ -	\$ -			
Stock-based Compensation	-	\$ -	-	\$ -	\$ -			
Net Loss							\$ (177)	
						\$ (997,257)		
Balance, June 30, 2023	<u>690,533,333</u>	<u>\$ 690,533</u>	<u>0</u>	<u>\$ -</u>	<u>\$ 5,056,664</u>	<u>\$ (997,257)</u>	<u>\$ (5,305,487)</u>	<u>\$ (555,547)</u>
Share Cancellation	100,000,000	\$ (100,000)	-	\$ -	\$ -			
Issuance for Debt Conversion	25,000,000	\$ 25,000	-	\$ -	\$ -			
Stock-based Compensation	-	\$ -	-	\$ -	\$ -			
Net Loss							\$ (556)	
						\$ (932,646)		
Balance, September 30, 2023	<u>615,533,333</u>	<u>\$ 615,533</u>	<u>0</u>	<u>\$ -</u>	<u>\$ 5,056,664</u>	<u>\$ (932,646)</u>	<u>\$ (5,306,043)</u>	<u>\$ (566,492)</u>
Issuance for Debt Conversion	25,000,000	\$ 25,000	-	\$ -	\$ -			
Stock-based Compensation	-	\$ -	-	\$ -	\$ -			
Net Loss							\$ (9,783)	
						\$ (978,649)		
Balance, December 31, 2023	<u>640,533,333</u>	<u>\$ 640,533</u>	<u>0</u>	<u>\$ -</u>	<u>\$ 5,056,664</u>	<u>\$ (978,649)</u>	<u>\$ (5,315,826)</u>	<u>\$ (597,278)</u>

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

Wanderport Corporation
Notes to Financial Statements
December 31, 2023
(Unaudited)

NOTE 1 - NATURE OF OPERATIONS

The Company seeks to build a portfolio of global businesses in the healthtech, cleantech, energy, and artificial intelligence (AI) sectors. Its strategy involves the acquisition of intellectual properties or equity stakes in businesses that specialize in the development of such technologies, or in related products and services.

During Q4 2023, the Company expanded into the energy sector by acquiring specific assets from AZ Desert LLC ("AZD"), an oil and gas investment and holding company. AZD holds varying percentage working interests in 36 leases, encompassing more than 200 wells, primarily located in the state of Oklahoma.

The Company is also actively engaged in seeking partnerships, joint ventures, mergers, and acquisitions that can transfer publicly traded value to private enterprises. By actively pursuing these collaborative and strategic opportunities, the Company aims to enhance its market presence and financial performance. This approach not only helps in scaling the business operations of private enterprises but also in realizing their potential value in the public market. The goal is to create a symbiotic relationship where both the Company and the private entities can benefit from shared resources, expertise, and market exposure, ultimately leading to mutual growth and success in their respective industries.

Accounting period

The Company has adopted an annual calendar accounting period of January 1st through December 31st.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES AND LIQUIDITY

Critical Accounting Policies

Our significant accounting policies are disclosed in the Notes to our Unaudited Financial Statements ended December 31, 2023 and December 31, 2022. Particular points of our policies require the application of management judgment in making estimates and assumptions that affect the amounts reported in the financial statements and disclosures made in the accompanying notes. Those estimates and assumptions are based on historical experience and various other factors deemed to be applicable and reasonable under the circumstances. The use of judgment in determining such estimates and assumptions is by nature, subject to a degree of uncertainty. Accordingly, actual results could differ from the estimates made and all is "subject to revision".

Basis of the Presentation

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America by the Issuer and in the opinion of management, include all adjustments consisting only of normal recurring accruals considered necessary to present fairly the Company's financial position at December 31, 2023 and the results of operations for the year ended December 31, 2022. The preparation of financial statements in conformity with accounting principles generally accepted in United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Unaudited Quarterly Report and Interim Financial Statements

The accompanying unaudited Quarterly Report has been prepared on a basis consistent with generally accepted accounting principles in the United States ("GAAP") for quarterly or annual report information and pursuant to the rules of the Securities and Exchange Commission (SEC"). In the opinion of management, the accompanying unaudited financial statements reflect all adjustments, consisting of only normal and recurring adjustments, necessary for a fair presentation of the results of operations, financial position and cash flows for the periods presented. The results of operations for the periods presented are not necessarily indicative of the results expected for any future period.

Summary of Significant Accounting Policies

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

Principle of Consolidation and Presentation

The accompanying financial statements include the accounts of Wanderport International.

Use of estimates

The preparation of the accompanying financial statements in conformity with accounting principles generally accepted in the United States requires management to make certain estimates and assumptions that directly affect the results of reported assets, liabilities, revenue, and expenses. Actual results may differ from these estimates and could be subject to revision.

Revenue Recognition

The Company will recognize product revenue when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collection is probable. In instances where final acceptance of

the product is specified by the customer, revenue is deferred until all acceptance criteria have been met. No provisions were established for estimated product returns and allowances based on the Company's historical experience. All orders are customized with substantial down payments. Products will be released upon receipt of the remaining funds.

All convertible notes payable were evaluated and determined not to be conventional convertible debt instruments and, therefore, because of certain terms and provisions including liquidating damages under the associated registration rights agreement the embedded conversion option was bifurcated and has been accounted for as a derivative liability instrument, therefore, classified as a liability on the balance sheet. The accounting guidance also requires that the conversion feature and warrants be recorded at fair value for each reporting period with changes in fair value recorded in the consolidated statements of operations.

Cash requirements in the next twelve months

Over the subsequent twelve months (2024-2025) Wanderport Corporation has identified several areas requiring capital. (1) Funding our continuing business development and working capital needs. (2) Additional efforts associated with investing in the Company's core activities. Please see LIQUIDITY AND CAPITAL RESOURCES AND FINANCE below for more information about our fund raising possibilities moving forward. More specifically, financing, if obtained, will be used to fund overhead, marketing and inventory. Funding could also be for the order process with letters of credit and the internal staff structure in the company and the establishment of larger headquarters; travel and sales. Since the establishment of the Company, Wanderport has adopted a strategy of growing the Company in a controlled manner to minimize spending and expenditures while using its own capital sources (i.e.: sales, officers' investment and private money). Wanderport may also use a portion of expected product sale net proceeds for the possible acquisition of additional businesses and technologies or the establishment of joint ventures that are complementary to our current or future business. We cannot be certain that we will complete any acquisition or joint venture or, that if completed, any acquisition or joint venture will be successful. We cannot be certain that we will be able to obtain financing to attain the goals and enhancements discussed above.

Liquidity and Capital Resources and Finance

There may be a possibility but not a certainty of offering common shares in a SEC Regulation A private placement offering at some point within 2024 or 2025. Additional financing may be raised through either shareholder rights offerings, secondary offerings that consist of private individuals and institutions (otherwise known as PIPE's; Private Equity into Public Entity), conversion of debt to equity and or issuing options or warrants. This may or may not occur during this calendar fiscal year. This could provide financing required to repay debt and/or grow operations at the planned rate. There is no assurance the Company will be able to raise any of the funds required to finance the expansion of our business either in this or any other period.

Net Loss per Share

Basic net loss per share includes no dilution and is computed by dividing net loss available to common shareholders by the weighted average number of common stock outstanding for the period. Diluted net loss

per share does not differ from basic net loss per share since potential shares of common stock are anti-dilutive for all periods presented.

Management does not believe there would have been a material effect on the accompanying financial statements had any recently issued, but not yet effective, accounting standards been adopted in the current period.

Off-Balance Sheet Arrangements

As of the date of this report, the Company has no off-balance sheets arrangements

Accrued Expenses

None

Furniture and Leasehold Improvements

Furniture and leasehold improvement are recorded at cost. Maintenance and repair cost are expenses as incurred. Depreciation is provided using 20% per year.

Property and equipment

The Company does not own property. The Company owns several coffee related pieces of equipment.

Equipment

Equipment, if and when procured, will be recorded at cost. Maintenance and repair cost will be expensed as incurred. Depreciation will be at 20% per year.

Inventories

Inventories, which would include products and overhead, will be stated at the lower of cost (first in, first out) or market (net realizable value).

Income Taxes

Income tax expense is based on pretax financial accounting income. Deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts. The Company records a valuation allowance to reduced deferred tax assets to the amount that is believed more likely than not to be realized.

NOTE 3 – GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company had a net loss for the year ended December 31, 2023 of \$10,887. The Company's continuation as a going concern is dependent on its ability to meet its obligations, to obtain additional financing as may be required and ultimately to attain profitability. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

To successfully grow the business, the Company must decrease losses, improve its cash position, establish its revenue base, and succeed in its ability to raise additional capital through a combination of primarily public or private equity offering.

As of December 31, 2023 the Company had current and total liabilities of \$755,115 compared to current and total liabilities of \$738,780 at December 31, 2022. At December 31, 2023 total assets were \$157,837 of which \$1,271 were liquid assets (cash or equivalent) compared to the year ended December 31, 2022 where total assets were \$191,151 of which \$1,964 were liquid assets (cash or equivalent). At the year ended December 31, 2023, the Company has an accumulated loss of \$10,887 and has an accumulated deficit of \$5,315,826 compared to an accumulated loss of \$5,717 for the year ended December 31, 2022 and an accumulated deficit of \$5,304,939 at December 31, 2022.

NOTE 4 – SUBSEQUENT EVENTS

None

NOTE 5 – RECENTLY ISSUED ACCOUNTING STANDARDS

Management does not believe that any recently issued but not yet adopted accounting standards will have a material effect on the Company's results of operations or on the reported amounts of its assets and liabilities upon adoption.

NOTE 6 – SHAREHOLDERS' EQUITY

The Company is authorized to issue 1,200,000,000 shares of Common stock. As of December 31, 2023, there were 640,533,333 shares of Common stock issued and outstanding. The total accumulated deficit and stockholders' deficit were \$5,315,826 and \$597,278, respectively.