

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines



WIALAN TECHNOLOGIES, INC.

1931 NW 150th Ave

Suite 296

Pembroke Pines, FL 33028

(954) 749-3481

<http://www.wialan.com>

Victor.Tapia@wialan.com

Amended Annual Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

2,715,561,474 as of December 31, 2023 (Current Reporting Period Date or More Recent Date)

2,668,561,474 as of December 31, 2022 (Most Recent Completed Fiscal Year End)

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period Yes: ☐

Yes: ☐ No: ☒

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.

Current Name of Issuer: Wialan Technologies, Inc. (from January 22, 2014 to present date)

Predecessor Names: American Community Development Group, Inc. (from February 5, 2010 to January 22, 2014)
Rock Bands, Inc. (from April 2, 2008 to February 5, 2010)
DTI, Inc. (from April 27, 1987 to April 2, 2008)
Fortsbridge, Ltd (from incorporation on February 25, 1985 to April 27, 1987)

Current State and Date of Incorporation or Registration: Delaware, February 25, 1985

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

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

N/A

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

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:

1931 NW 150th Ave, Suite 296, Pembroke Pines, FL 33028

Address of the issuer's principal place of business:

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

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.

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: Clear Trust, LLC
Phone: 813-235-4490
Email: inbox@ClearTrustTransfer.com
Address: 16540 Pointe Village Dr Suite 205, Lutz, FL 33558

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.

Publicly Quoted or Traded Securities:

Trading symbol:	<u>WLAN</u>
Exact title and class of securities outstanding:	<u>Common Shares</u>
CUSIP:	<u>96685 A107</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>3,500,000,000</u> as of date December 31, 2023
Total shares outstanding:	<u>2,715,561,474</u> as of date: December 31, 2023
Total number of shareholders of record:	<u>255</u> as of date: December 31, 2023

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.

Additional class of securities:

Exact title and class of security:	<u>Preferred Shares</u>
CUSIP:	<u>Not applicable</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>75,000,000</u> as of date: December 31, 2023
Total shares outstanding:	<u>None</u> as of date: December 31, 2023
Total number of shareholders of record:	<u>None</u> as of date: December 31, 2023

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 equity. The Board of Directors may declare and pay dividends from time to time as advisable and after setting aside a reserve fund to meet contingencies or for equalizing dividends. Dividends are not cumulative. The holders of each common share are entitled to one vote at a meeting of the stockholders. There are no conversion or preemption rights.

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

Preferred equity. No preferred shares have been issued and there are therefore no preferred stockholders. The Company's Board of Directors is expressly granted the authority to divide any or all of the preferred stock into series and to fix and determine the relative preferences of the shares of each series established. Upon liquidation, dissolution or winding up of the Company the holders of preferred stock have priority over the common stockholders for the full payment of their capital invested and accrued dividends thereon, if any, from the realizable proceeds from the Company's net assets after settlement of secured and priority debt.

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

NA

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.

NA

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 as of the beginning of the Most Recent Fiscal Year: <u>Opening Balance</u> : <u>At 12/31/2021:</u> Common: <u>2,583,561,474</u> Preferred: <u>None</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>May 12, 2022</u>	<u>New issuance</u>	<u>50,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>EDCA Technical Assistance Consulting / Controlled by Christina Garcia, wife of Eduardo Garcia - former CEO who died April 7, 2022.</u>	<u>For past services</u>	<u>Restricted</u>	<u>144</u>
<u>May 12, 2022</u>	<u>New Issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Reggie V Bergeron</u>	<u>For past services</u>	<u>Restricted</u>	<u>144</u>
<u>May 12, 2022</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Richard Gilbert</u>	<u>For past services</u>	<u>Restricted</u>	<u>144</u>
Shares Outstanding at end of the Most Recent Fiscal Year: Date <u>12/31/2022</u> Common: <u>2,668,561,474</u>									

Preferred: <u>None</u>									
<u>January 25, 2023</u>	<u>New Issuance</u>	<u>42,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Tony R. McDowell</u> (former CEO)	<u>For services</u>	<u>Restricted</u>	<u>144</u>
<u>January 25, 2023</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Alan Bailey</u> (current CFO)	<u>For services</u>	<u>Restricted</u>	<u>144</u>
Shares Outstanding at December 31, 2023 and at the date of this filing: Common: <u>2,715,561,474</u> Preferred: <u>None</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 Loan 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 Debt holder	Reason for Issuance (e.g. Loan, Services, etc.)
<u>March 16, 2023</u>	<u>\$50,000</u>	<u>\$50,000</u>	<u>\$3,188</u>	<u>March 15, 2026</u>	At the end of the 3 year term, a bonus of 20% of the outstanding principal <u>is</u> payable either in cash or in common stock (of equivalent value) issued at a 15% discount to the then current stock price	Reggie Bergeron (Director and Sr VP Operations)	Working capital loan to fund business expansion

<u>March 17, 2023</u>	<u>\$20,000</u>	<u>\$20,000</u>	<u>\$1,252</u>	<u>March 17, 2025</u>	At the end of the 1 year term, a bonus of 6.6% of the outstanding principal <u>is</u> payable either in cash or in common stock (of equivalent value) issued at a 15% discount to the then current stock price	<u>Eugene Rostov</u> <u>(Control person, see Section 6)</u>	Working capital loan to fund business expansion
<u>March 23, 2023</u>	<u>\$30,000</u>	<u>\$30,000</u>	<u>\$1,877</u>	<u>March 23, 2027</u>	At the end of the 1 year term, a bonus of 6.6% of the outstanding principal <u>is</u> payable either in cash or in common stock (of equivalent value) issued at a 15% discount to the then current stock price	<u>Eugene Rostov</u> <u>(Control person, see Section 6)</u>	Working capital loan to fund business expansion.

*****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 designs, builds, installs, operates and services/maintains industrial grade Wireless Access Points (APs), for both indoor and outdoor use. These units have extensive coverage and can support a high density of users. The point-to-point capabilities provide an extended range, as the radios can be deployed in most frequencies, both (licensed and unlicensed) and public safety in the 4.9 GHz frequency spectrum. Once the wireless network has been deployed, the built in APs can provide wireless access for many types of communications and can support services, including, but not limited to the following: WiFi, Streaming, Video Surveillance, PA Systems, VoIP, and IoT connectivity. These Wireless Solutions have been deployed successfully in Convention Centers, Auditoriums, Stadiums, Large Office Spaces, Warehouses, Public Parks and Marinas. Most provisioned services have an existing customer base.

The Company has also acquired the exclusive license to build and sell a patented street light fixture that can host micro wireless devices, including cellular small cells for cellular operators, to significantly improve internet reception and connectivity from the reach of each street light pole. This product has been deployed already in a Miami Dade County city and in several sites in Mexico and is operating efficiently. The light fixture has the technology to host a variety of LTE devices and is also ready for the next generation of newer technologies, including 5G devices, as well as hosting Wi Fi devices and video surveillance equipment. The light fixture is manufactured in South Florida, The Company believes that this patented technology will substantially improve both connectivity and security in urban areas that presently suffer from insecure and unstable WiFi internet. The Company is developing plans to roll-out these devices in greater numbers to a

variety of city locations, both in the U.S. and overseas, and these results are expected to be reflected during fiscal 2023 and increasingly thereafter.

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

None

C. Describe the issuers' principal products or services.

The Company designs, builds, installs, operates, and services/maintains industrial grade Wireless Access Points (APs), for both indoor and outdoor use. These units have extensive coverage and can support a high density of users. The point-to-point capabilities provide an extended range, as the radios can be deployed in most frequencies, both (licensed and unlicensed) and public safety in the 4.9 GHz frequency spectrum. Once the wireless network has been deployed, the built in APs can provide wireless access for many types of communications and can support services, including, but not limited to the following: WiFi, Streaming, Video Surveillance, PA Systems, VoIP, and IoT connectivity. These Wireless Solutions have been deployed successfully in Convention Centers, Auditoriums, Stadiums, Large Office Spaces, Warehouses, Public Parks and Marinas. Most provisioned services have an existing customer base.

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's present executive and business office is rented on a month-to-month basis and is located at 1931 NW 150th Ave, Suite 296, Pembroke Pines, FL 33028. The Company also rents storage space on a month-to-month basis in the Pembroke Pines area to store its equipment and parts.

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.

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.

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding as of December 31, 2023	Names of control persons of corporate entity
Officers and Directors:						
<u>Victor Tapia</u> (Held in the name of Vicana T,LLC)	Chairman of the Board of Directors and Chief Operating Officer	Southwest Ranches/ <u>FL</u>	<u>686,000,000</u>	<u>Common Shares</u> (Restricted)	<u>25.262%</u>	Victor Tapia
<u>Jose Schwank</u>	Director and President	Coral Gables, <u>FL</u>	<u>See below*</u>			
<u>Reggie V. Bergeron</u>	Director and SVP Business Development	<u>Ponce Inlet, FL</u>	25,000,000	<u>Common Shares</u> (Restricted)	<u>0.921%</u>	
<u>Fernando Scazzi</u>	Chief Technology Officer and Director	<u>Hialeah, FL</u>	10,000,000	<u>Common Shares</u> (Restricted)	<u>0.368%</u>	
<u>Alan Bailey</u>	CFO & Director	<u>Palos Verdes/ CA</u>	7,750,000	<u>Common Shares</u> (Restricted)	<u>0.285%</u>	
<u>Control Persons owning more than 5%</u>						
<u>Investment Properties Revocable Trust</u>	Owner of more than 5%	<u>Safety Harbor/FL</u>	<u>380,000,000</u>	<u>Common Shares</u> (Restricted)	<u>13.993%</u>	Mike Connor
<u>Eugene Rostov</u>	Owner of more than 5%	<u>Coral Gables, FL</u>	180,000,000	<u>Common Shares</u> (Restricted)	<u>6.628%</u>	

<u>Irwin L. Zalberg</u>	<u>Owner of more than 5%</u>	<u>Elgin, Illinois</u>	175,000,000	<u>Common shares</u> <u>(Unrestricted)</u>	<u>6.444%</u>	
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Note* Under the terms of employment Mr. Jose Schwank is entitled to common stock options totaling 25,000,000 common shares vesting in six equal monthly instalments from December 1, 2023. At December 31, 2023 he had 4,166,667 vested common stock options exercisable at a price of \$0.0007 per share (the closing trading price of the Company's common shares published by OTC Markets on December 31, 2023.).

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);

No

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;

No

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;

No

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

No

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.

No

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.

No

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).

Securities Counsel

Name: Jonathan Leinwand, Esq.
Firm: Jonathan D. Leinwand, P.A.
Address 1: 18305 Biscayne Blvd., Suite 200
Address 2: Aventura, FL 33160
Phone: 954-903-7856
Email: jonathan@jdlpa.com

Accountant or Auditor

Name: N/A
Firm: N/A
Address 1: N/A
Address 2: N/A
Phone: N/A
Email: N/A

Investor Relations

N/A

All other means of Investor Communication:

X: _____
Discord: _____
LinkedIn _____
Facebook: _____
Instagram _____

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: N/A
Firm: N/A
Address 1: N/A
Address 2: N/A
Phone: N/A
Email: N/A

9) Disclosure & Financial Information

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

Name: **Alan Bailey**
Title: **CFO**
Relationship to Issuer: **Director**

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: **Alan Bailey**
Title: **CFO**
Relationship to Issuer: **Director**

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

Alan Bailey is a Chartered Accountant with more than 50 years as a senior accountant, senior auditor and financial executive in both public accounting and industry and has maintained the books of account and prepared quarterly and annual financial reports, for both 12g SEC reporting and for alternative OTCMarkets reporting, for variety of businesses and enterprises for approximately 14 years.

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

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.

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, Victor Tapia,

1. I have reviewed this Disclosure Statement for Wialan Technologies, 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.

4/30/2024 [Date]

/S/ Victor Tapia, [CEO's Signature]

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

Principal Financial Officer:

I, Alan Bailey, certify that:

1. I have reviewed this Disclosure Statement for Wialan Technologies, 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.

4/30/2024 [Date]

/S/ Alan Bailey, CFO's Signature]

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

FOLLOWING ARE THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS OF WIALAN TECHNOLOGIES, INC. FOR THE 12 MONTHS ENDED DECEMBER 31, 2023

ANNUAL FINANCIAL STATEMENTS
WIALAN TECHNOLOGIES, INC.
for the 12 Months Ending
DECEMBER 31, 2023

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WIALAN TECHNOLOGIES, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Assets		
Current assets		
Cash	\$ 99,737	\$ 17,023
Interest receivable	1,565	-
Inventory of parts and equipment	5,600	5,600
Prepaid expense	<u>960</u>	<u>-</u>
Total current assets	<u>107,862</u>	<u>22,623</u>
Fixed assets		
Equipment, software, furniture, at cost	27,430	27,430
Less: accumulated depreciation	<u>(27,430)</u>	<u>(27,430)</u>
	<u>-</u>	<u>-</u>
Total assets	\$ <u>107,862</u>	\$ <u>22,623</u>
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable and accrued expenses	\$ 18,842	\$ 2,457
Shareholder loan, including accrued interest	53,129	-
Deferred income	<u>9,975</u>	<u>9,800</u>
	<u>81,946</u>	<u>12,257</u>
Non-Current liability		
Shareholder loan, including accrued	<u>53,188</u>	<u>-</u>
Total liabilities	<u>135,134</u>	<u>12,257</u>
Shareholders' equity(deficit)		
Preferred stock: 75,000,000 authorized, \$0.0001 par value		
None issued and outstanding	-	-
Common stock, \$ 0.0001 par value each:		
3,500,000,000 authorized; 2,715,561,474 and		
2,668,561,474 issued and outstanding at		
December 31, 2023 and December 31, 2022, respectively	271,556	266,856
Additional paid in capital	4,341,556	4,338,639
Retained earnings (deficit)	<u>(4,640,384)</u>	<u>(4,595,129)</u>
	<u>(27,272)</u>	<u>10,366</u>
Total liabilities and shareholders' equity(deficit)	\$ <u>107,862</u>	\$ <u>22,623</u>

See accompanying notes to these consolidated financial statements F1

WIALAN TECHNOLOGIES, INC.
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	<u>12 Months Ended</u> <u>December 31, 2023</u>	<u>12 Months Ended</u> <u>December 31, 2022</u>
Revenue		
Sales	\$ 46,953	\$ 51,528
Less: Cost of sales	<u>6,764</u>	<u>12,966</u>
Gross margin	<u>40,189</u>	<u>38,362</u>
Operating expenses		
Management compensation and other payroll	35,687	21,917
Facility rent and storage	7,140	6,286
All other general and administrative	<u>37,865</u>	<u>20,579</u>
	<u>80,693</u>	<u>48,782</u>
Operating loss	<u>(40,503)</u>	<u>(10,420)</u>
Other income(expense)		
Stock issued for past executive services	-	(8,500)
Interest income	1,565	-
Loan interest expense	<u>(6,317)</u>	<u>-</u>
	<u>(4,752)</u>	<u>(8,500)</u>
Loss for the period	<u>\$(45,255)</u>	<u>\$(18,920)</u>
Weighted average common shares outstanding	<u>2,712,342,322</u>	<u>2,637,821,774</u>
Net income (loss) per share outstanding	<u>\$ - *</u>	<u>\$ - *</u>

(*less than 0.0001)

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See accompanying notes to the consolidated financial statements

WIALAN TECHNOLOGIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

12 Months Ended
December 31, 2023 **December 31, 2022**

Cash (used) provided by operating activities:

Net loss	\$ (45,255)	\$ (18,920)
Stock issued for management services	4,700	8,500
Stock option award	2,917	-
Decrease in accounts receivable		1,500
Increase in interest receivable	(1,565)	-
Increase in deferred income	175	9,800
Increase in prepaid expense	(960)	-
Increase in accrued expense	<u>16,385.</u>	<u>2,457</u>
Cash (used) provided by operating activities	<u>(23,603)</u>	<u>3,337</u>

Cash from financing activities

Shareholder loans, including accrued interest	<u>106,317</u>	_____ -
Net increase in cash	82,714	3,337
Cash – beginning of period	<u>17,023</u>	<u>13,686</u>
Cash – end of period	<u>\$ 99,737</u>	<u>\$ 17,023</u>

See accompanying notes to these consolidated financial statements

WIALAN TECHNOLOGIES, INC.
STATEMENT OF RETAINED EARNINGS (CHANGES IN SHAREHOLDERS' EQUITY(DEFICIT))
For the 12 Months Ended December 31, 2023
(Unaudited)

	<u>COMMON SHARES</u>		<u>ADDITIONAL</u>	<u>RETAINED EARNINGS</u>	<u>SHAREHOLDERS'</u>
	<u>NUMBER</u>	<u>AMOUNT</u>	<u>PAID IN CAPITAL</u>	<u>(ACCUMULATED DEFICIT)</u>	<u>EQUITY(DEFICIT)</u>
Balance, December 31, 2022	2,668,561,474	\$266,856	\$4,338,639	\$ (4,595,129)	\$ 10,366
Stock issued for services	47,000,000	4,700	-	-	4,700
Stock option award	-	-	2,917	-	2,917
Loss for 12 Months ended December 31, 2023	<u>-</u>	<u>-</u>	<u>-</u>	<u>(45,255)</u>	<u>(45,255)</u>
Balance, December 31, 2023	<u>2,715,561,474</u>	<u>\$271,556</u>	<u>\$4,341,556</u>	<u>\$(4,640,384)</u>	<u>\$ (27,272)</u>

See accompanying notes to the consolidated financial statements

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WIALAN TECHNOLOGIES, INC.
STATEMENT OF RETAINED EARNINGS (CHANGES IN SHAREHOLDERS' EQUITY)
For the 12 Months Ended December 31, 2022
(Unaudited)

	<u>COMMON SHARES</u>		<u>ADDITIONAL</u>	<u>RETAINED EARNINGS</u>	<u>SHAREHOLDERS'</u>
	<u>Shares</u>	<u>Amount</u>	<u>PAID IN CAPITAL</u>	<u>(ACCUMULATED DEFICIT)</u>	<u>EQUITY</u>
Balance, December 31, 2021	2,583,561,474	\$ 258,356	\$ 4,338,639	\$ (4,576,209)	\$ 20,786
May 12, 2022 Stock issued for past executive services	85,000,000	8,500	-	-	8,500
Loss for the 12 Months Ended December 31, 2022	<u>-</u>	<u>-</u>	<u>-</u>	<u>(18,920)</u>	<u>(18,920)</u>
Balance, December 31, 2022	<u>2,668,561,474</u>	<u>\$266,856</u>	<u>\$4,338,639</u>	<u>\$ (4,595,129)</u>	<u>\$ 10,366</u>

See accompanying notes to the consolidated financial statements

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WIALAN TECHNOLOGIES, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
THE 12 MONTHS ENDED DECEMBER 31, 2023
(Unaudited)

1. History and Nature of Activities:

Wialan Technologies, Inc., was incorporated in the State of Delaware on February 25, 1985 under the name of Fortsbridge, Ltd. (“Fortsbridge”), a business involved in investing in various companies. The Company was a Reporting Issuer subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act until November 17, 1989, when it filed a Form 15-12G with the Commission to become an alternative reporting entity with unaudited financial statements,

On April 27, 1987, the Company effected a corporate name change to DTI, Inc. as the result of the Company purchasing the assets of DTI, Inc., a discount travel business. On May 29, 2008, the Company then merged with Rockbands, LLC (acquiring 100% of the shareholders’ equity), a jewelry-based entity incorporated in the State of Florida in January, 2007, involving the exchange of 180,000,000 restricted shares of the Company’s common stock. At this time, the Issuer modified its business plan to that of Rockbands, LLC, acquired the assets of Rockbands, LLC, and spun off the assets of DTI, Inc. to Airport Road Associates One, LLC. Simultaneously, control of the Company was transferred from DTI, Inc. to the shareholders of Rockbands, LLC and the Company subsequently effected a corporate name change to Rockbands, Inc. (“Rockbands”). However, in the fourth quarter of 2009, the Issuer concluded that capital requirements needed for the Company to remain in business could no longer be satisfied solely through the sale of its “RockBands” products, and that it needed to consider other avenues for generating revenue. The Company accordingly decided to make a radical change to its business plan and divested itself of the business and assets of Rockbands, and acquired a business line that would make available potential business opportunities and capital to the Company

The Company’s business plan was revamped to involve the development, acquisition, ownership and operation of low cost housing for specialty classifications of individuals and the indigent and financially challenged. Accordingly, control of the Company was transferred on December 31, 2009 to American Community Development Corporation, a State of Florida entity, and the Company subsequently effected a corporate name change to American Community Development Group, Inc. (“ACYD”) on February 5, 2010. The transfer involved 9,000,000 restricted shares of the Company’s common stock being issued to the shareholders of ACYD. On August 28, 2013 ACYD changed its business plan by acquiring all of the assets and business operations of Wialan Technologies, LLC (“Wialan”), through the execution of an Acquisition Agreement and Plan of Merger (the “Merger Agreement”), as a business combination and tax-free reorganization. The name of the Company was changed to Wialan Technologies, Inc. on January 22, 2014 and its trading symbol was changed from “ACYD” to “WLAN”. The former “ACYD” community assistance business ceased effective September 30, 2013. The terms of the Merger Agreement required, as consideration for the acquisition, the issuance to the owners of Wialan of a total of 1.9 billion common shares of the Company. Effective that date, John Folger resigned as President, CEO and Director and Victor Tapia was appointed Vice President, Secretary and Director. Since August 28, 2013 the Company’s new business focus has been the design, marketing, servicing and installation of industrial wireless access equipment (Wi-Fi Access Points) primarily for the corporate owners of marinas, municipal parks, and other public areas.

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2. Basis for the Consolidated Financial Statements

The consolidated financial statements include the balance sheet, statements of operations, statements of cash flows and statement of changes in stockholders' equity relating to Wialan Technologies, Inc. from date of incorporation, plus the consolidation of the balance sheet and operating activities of Wialan Technologies, LLC ("Wialan") from the August 28, 2013 date of acquisition to date. The financial statements are reported in accordance with generally accepted accounting principles ("GAAP").

(a) Cash

Cash consists of demand deposit accounts. The balance of accounts held in financial institutions at December 31, 2023 and December 31, 2022 did not exceed FDIC limits

(b) Inventory of equipment and parts

Inventory represents equipment and various parts and Wi-Fi components located in the Company's storage. It has been valued by management at the lower of cost and realizable value, resulting in a net remaining value of \$5,600 at December 31, 2023 and at December 31, 2022.

(c) Prepaid expense

Prepaid expense represents the prepayment of the annual OTCMarkets subscription through February 28, 2024 and is

(d) Fixed Assets

Fixed assets are stated at cost, less accumulated depreciation. Depreciation is computed over the estimated useful lives of the assets using the straight-line method. At December 31, 2023 and December 31, 2022 all fixed assets were fully depreciated.

(e) Deferred Income

Deferred income at December 31, 2023 represents prepaid cash received from a customer for maintenance covering the 12 months ended December 31, 2024. This deferral will be recognized as revenue at a monthly rate of \$831 during 2024.

(f) Estimates

In preparing financial statements in accordance with generally accepted accounting principles, management makes estimates and assumptions that affect the reported amounts and disclosures of assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

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(g) Impairment

The Company periodically reviews for the impairment of its assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be realizable. An impairment loss would be recognized when estimated future cash flows expected to result from the use of the asset and its eventual disposition is less than its carrying amount.

The Company has previously written off all goodwill initially recorded arising from the excess value between the issuance of the Company's common stock to acquire Wialan Technologies LLC and the value of the Wialan Technologies LLC business.

(h) Shareholder loans

To finance the Company's business expansion plans and update its website and sales materials, during March, 2023 the Company received shareholder loans totaling \$100,000, which are subject to interest at the rate of 8% per annum.

One loan for \$50,000 was received from Eugene Rostov, the holder of 200 million of the Company's common shares (see Section 6 of the Disclosures section of this report). The loan is initially for a 1 year term, of which \$20,000 matures March 17, 2024 and \$30,000 matures March 23, 2024. On repayment after 12 months, the lender is entitled to a cash bonus of \$3,300 or the equivalent in the Company's common stock at a discount of 15% to the then market value. This loan is therefore classified within "current liabilities". In the event that the lender agrees to extend the loan for an additional second year, the lender is entitled to a cash bonus of \$6,600 or the equivalent in the Company's common stock at a discount of 15% to the then market value. In the event that the lender agrees to further extend the loan for an additional third year, the lender is entitled to a bonus of \$10,000 or the equivalent in the Company's common stock at a discount of 15% to the then market value.

A second loan of \$50,000 was received from Reggie Bergeron, a Director and Sr VP of Operations and the holder of 25 million of the Company's common stock (see Section 6 of the Disclosures section of this report). The loan is for 3 years, maturing March 16, 2026. This loan is therefore classified as a "non-current liability". On maturity, the lender is entitled to a cash bonus of \$10,000 or the equivalent in the Company's common stock at a discount of 15% to the then market value. Each loan accrues interest at the rate of 8% per annum.

3. Going Concern

The accompanying unaudited consolidated financial statements have been prepared on a going concern basis. The ability of the Company to continue as a going concern depends on the ability of the Company to continue generate revenues from operations sufficient to cover its operating costs, to raise more capital or obtain new sources of financing sufficient to sustain operations. Management anticipates (but cannot guarantee) that the Company will indeed be able to generate operating income and sufficient cash flows in the near future to become self-sustaining and/or that it will be successful in obtaining financing to enable it to adequately continue operations. However, these Financial Statements do not include any adjustments that may be necessary should the Company be unable to continue as a going concern. As referenced in Note 2(h) above the Company received shareholder loans totaling \$100,000 which have significantly enhanced the Company's financial position currently. However, this latest cash resource must be managed carefully such that new business and operating income is indeed generated (which the Company cannot guarantee).

4. Income Tax

The Company is a “C” corporation for federal income tax purposes. As of December 31, 2023 and as of December 31, 2022 there are no items that are expected to create a significant tax difference from the prior financial statements.

5. Future Common Stock Grants

To compensate Officers for future services, on January 3, 2023 the Board of Directors approved the following stock grants to vest on December 31, 2025: to Alan Bailey (CFO and a Director), Fernando Scazzi (CTO and a Director) and Reggie Bergeron (Senior VP of Operations and a Director) were each granted 5 million restricted common shares for future vesting. Under the terms of his employment agreement Mr. Jose Schwank is eligible to receive common stock options totaling 25,000,000, vesting in six equal monthly instalments from December 1, 2023. At December 31, 2023 he had 4,166,667 vested common stock options exercisable at a price of \$0.0007 per share (being the closing trading price of the Company’s common stock as published by OTCMarkets on December 31, 2023).