

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

### **ATWEC Technologies, Inc.**

6700 Kirby Oaks Cove North, Memphis, TN. 38119

901-435-6849

www.atwec.com atwec@atwecgroup.com

SIC Code: Primary Code 5013, Secondary Code 3600, 3714

## **Annual Report**

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

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

**686,117,128 as of December 31, 2023**

**683,736,176 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 Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

*The Company has been known as ATWEC Technologies, Inc. since September 29, 2003. From February 23, 1987, the date of incorporation, until September 29, 2003, the Company was known as Agri-Food International, Inc.*

Current State and Date of Incorporation or Registration: *Nevada*

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

Prior incorporation information for the issuer and any predecessors during the past five years

*None*

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

*None*

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

*During the first quarter of 2021, the Company entered into binding agreements to acquire two private US companies engaged in businesses that complement and enhance the Company's current product and service offerings, which Management believes will accelerate revenue and earnings growth over the next four years. Both of these purchases were completed during the Second quarter of 2021.*

*The Company purchased 100% of the assets of Assembled Products, Inc., a small manufacturing plant located Rogersville, Alabama, for a total of US \$ 2.6M in cash and stock. The Company has had an ongoing partnership with Assembled Products for several years, and heretofore has utilized them as the primary vendor in the manufacture of the Company's patented Kiddie Voice™ vehicle alarm systems, along with vehicle and industrial backup units. Of the purchase price, \$1.5M was designated for the purchase of the property. Both parties are considering not including the property in the deal.*

*Also, the Company acquires 100% of SafeBus Technologies, Inc., a private Wyoming technology company headquartered in Atlanta, Georgia, for 80M restricted common shares and US \$560,000 cash. The Company will begin selling SafeBus Technologies' current line of child safety products and services to its current customer base, which will augment the Company's expansive product offering designed to protect children on school buses and daycare vans. The Company anticipates selling the units to customers in North America, Asia and Africa, beginning during the 4<sup>th</sup> quarter 2021.*

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

*6700 Kirby Oaks Cove North, Memphis, TN 38119*

The address(es) of the issuer's principal place of business:

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

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: ☒ Yes: ☐ If Yes, provide additional details below:

## **2) Security Information**

### **Transfer Agent**

Name: Continental Stock Transfer and Trust Company  
Phone: 212-509-4000  
Email: cstmail@continentalstock.com  
Address: 1 State Street Plaza, 30th Floor, New York, NY. 10004

**Publicly Quoted or Traded Securities:**

Trading symbol:	<b>ATWT</b>	
Exact title and class of securities outstanding:	Common Stock	
<b>CUSIP:</b>	<b>050055 201</b>	
Par or stated value:	.001	
Total shares authorized:	<b>900,000,000</b>	as of December 31, 2023.
Total shares outstanding:	<b>686,117,128</b>	as of December 31, 2023.
Total number of shareholders of record:	<b>1614</b>	as of December 31, 2023.

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

Trading symbol:	N/A
Exact title and class of securities outstanding:	Preferred Stock
CUSIP:	N/A
Par or stated value:	.001

Total shares authorized:	500,000	as of date: December 31, 2023
Total shares outstanding:	500,000	as of date: December 31, 2023

**Security Description:**

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

*Dividends when declared, voting of 1 vote per share, no preemption rights*

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

*Preferred stock has no conversion ability, but for each share of Preferred stock it has 10,000 votes.*

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

*None identified.*

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

*None*

**3) Issuance History**

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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance  Date 12/31/21  Common: 460,248,820 Preferred: 500,000			*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.
2/16/22	New Issuance	45,487,356	Common	.01	No	EROP Enterprises LLC – Vince Sbarra	Debt Conversion	Restricted	Sec 4(a)(2)
6/01/22	New Issuance	80,000,000	Common	.01	No	Safe Bus Technologies (Darnell Stitts)	Purchase of SafeBus Technogeis	Restricted	Sec 4(a)(2)
6/08/22	New Issuance	3,000,000	Common	.01	No	Innovative Digital LLC (Kathleen J. Zanowski)	Cash Purchase	Restricted	Sec 4(a)(2)
7/15/22	New Issuance	75,000,000	Common	.01	No	Darnell Stitts, Sr	Accrued wages; Advances to Company	Restricted	Sec 4(a)(2)
7/15/22	New Issuance	10,000,000	Common	.01	No	Marvin Arbertha	Consulting services to Company	Restricted	Sec 4(a)(2)
7/15/22	New Issuance	10,000,000	Common	.01	No	Apex Business Consulting, LLC – Mike Devine	Vendor payable	Restricted	Sec 4(a)(2)
4/06/23	New Issuance	1,000,000	Common	Mkt	No	Leslie Busch	Cash Purchase	Restricted	Sec 4(a)(2)
4/06/23	New Issuance	2,380,952	Common	Mkt	No	Brian Walloch	Cash Purchase	Restricted	Sec 4(a)(2)
4/06/23	New Issuance	1,000,000	Common	.0001	No	Jeffrey Zankowski	Services	Restricted	Sec 4(a)(2)
12/31/23	Cancellation - See (1) below	(2,000,000)	Common	n/a			See (1) Below		
Shares Outstanding on Date of This Report:  Date 12/31/23  Common: 686,117,128 Preferred: 500,000									

- During the quarter ended December 31, 2023, an examination of the authorized Preferred Share authorization indicated that the company only had 500,000 shares of authorized preferred shares. A Prior Period adjustment was entered for that quarter
- (1) In 2021, the Company increased the outstanding shares by 2,000,000 shares in order to match the totals reported by the Transfer Agent. Since then we have carried these extra shares. However, in reviewing the Transfer Agent report of current shares outstanding, the difference noted in 2021, no longer exists, therefore we are correcting the report effective December 31, 2023.

## 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)

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

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.)
6/05/17	8,405	8,405	0.00	6/04/21	50% of bid price at time of conversion	Apex Pro Filings Christina Loud	Vendor Payable
3/01/15	11,345	21,345	0.00	3/16/21	50% of bid price at time of conversion	Apex Business Consulting, LLC Mike Devine	Vendor Payable
12/13/13	57,969	68,000	0.00	12/31/21	50% of bid price at time of conversion	Alex Wiley	Accrued Wages
12/31/17	23,000	23,000	0.00	12/31/21	50% of bid price at time of conversion	Alex Wiley	Accrued Wages
Various 8/03/20 to 12/04/20	507,121	401,000	106,121	Various – 1 year terms	Lesser of \$0.15/share or 70% of the lowest bid over the preceding three days	EROP Capital LLC – Vince Sbarra	Convertible Notes

All interest on notes have been waived by shareholders, with the exception of the EROP Convertible Note. See Note 8 to the Notes to the Financial Statements

## 4) Issuer's Business, Products and Services

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

The Company markets and sells a unique line of hi-tech childcare safety and security products to schools and daycare centers across North America. The company is a Nevada corporation and currently has its headquarters in Memphis, TN with product manufacturing at a plant in Rogersville, AL. The company has invested its labor and capital towards the development, manufacturing, and distribution of its Kiddie System™ products, specializing in the protection and safety of children as related to vehicles and transportation, which can be dangerous and potentially life threatening. The Kiddie Voice alarm system is protected by patent no. US 7,646,288 B2 "Occupant Warning System for School or Day Care Bus and Van", which ensures that a driver and others will be alerted by a unique warning system that prevents children from being forgotten or left in vehicles.

The Company has implemented a new division which will promote advocacy for children's safety all over the world and "provide the technology to save children's lives". Laws have now been passed in California, New York, Texas, Florida, Tennessee, Wisconsin, Arkansas, and Louisiana which require vehicle alarm and warning systems to be installed in all the state's daycare vans and buses, and the Company hopes to capitalize on this growing awareness and safety movement to sell and install its products across the US, Canada, and Mexico.

*The Company has acquired 100% of SafeBus Technologies, Inc., in order to market and sell their newly-developed student tracking and notification products, which will augment the Company's current product offering to elementary schools and day care centers. The SafeBus systems utilize proprietary software, along with an installed GPS module, a hi-tech camera, and an NFC reader, mounted on the bus dashboard, to record child passengers as they board or exit the bus. As the child's backpack FOB is read, an instant text notification is sent to the child's parents or guardian, providing positive feedback that their child is safely headed to the school or back home. SafeBus has specialized in mobile "in-vehicle" IP wireless security solutions for the Education, Senior and Tourism markets, and has worked to develop a suite of unique products and services that will provide invaluable "peace of mind" for parents or guardians. The fit with ATWT's child safety product line is obvious, and immediately provides customers with a lineup of much-needed safety devices.*

*The Company is now devoting most of its focus on increasing its sales and marketing efforts of its Kiddie Voice™ product for school and daycare buses and vans in warm-weather states such as Florida, Georgia, Louisiana, and Texas, as well as New York and Illinois. The Company's strategic vision is to drive the business and create worldwide brand recognition as the "premier childcare safety company in the world". The Company is targeting schools on a state-by state basis, and with increased market penetration through 2023, the Company projects increased revenues and earnings each year.*

*With its unique patented technology, the successful sales and distribution of the Kiddie Systems products comprise the Company's strategic plan. The Company's immediate marketing strategy is the launch of a world-class marketing campaign via telemarketing operators, advertisements in trade journals, direct mailings, and direct marketing with a focus on child safety and efficiency. Traditional advertisement, web links, multiple search engine listings, direct email promotions and value-added reseller distributor accounts will all contribute to driving sales and revenues of the Kiddie Systems products.*

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

*In May of 2021, the Company has acquired two subsidiaries. Operations for both were transferred effective July 1, 2021, for:*

*SafeBus Technologies Inc. – Producer of student tracking and notification products. Company acquired 100% control*

*Assembled Products, Inc. = Manufacturer and production plant for Company products. Company acquired 100% control*

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

*ATWEC Technologies, Inc. has developed and sells the following two automotive safety products:*

- 1. **Kiddie Voice™:** The Company's Kiddie Voice' safety alarm system, which is designed to prevent the abandonment of small children on a daycare bus or van, through creating a greater awareness for both drivers and students.*
- 2. **Kiddie Alert™ and Industrial Vehicle Backup Units:** The Company's Kiddie Alert system is a back-up voice-enhanced alerting system, designed for larger motor vehicles, including buses, vans, and trucks. The system is automatically activated each time the vehicle's transmission is shifted into reverse. At that time, a piercing electronic beeping, along with effective voice messaging, begins alerting pedestrians the vehicle is preparing for rearward motion and to "please stand clear."*

**5) Issuer's Facilities**

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

*At this time the Company does not have an official Corporate office.*

**6) All Officers, Directors, and Control Persons of the Company**

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
Darnell Stitts	CEO/President	Memphis, TN	97,000,000	Common	14..19 %	
Marvin Arbertha	Director	Memphis, TN	10,000,010	Common	1.46 %	
Estate of Alex Wiley	Investor	N/A	112,000,000	Common	22.00 %	
Darnell Stitts, Jr	Investor	Round Lake, IL	22,000,000	Common	4.00 %	
Robin Regester	Director	Memphis, TN	20,000,000	Common	4.00%	

## 7) Legal/Disciplinary History

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

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

*None*

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

*None*

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and 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;

*None*

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

*None*

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

*None*

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

*None*

- A. 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.

*None*

## 8) Third Party Service Providers

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

### Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Morgan E. Petitti, Esq. Firm:  
Address 1: 118 W.Streetsboro St., #317  
Address 2: Hudson, OH 44236  
Phone: 330-697-8548  
Email: PetittiLaw@gmail.com

### Accountant or Auditor

Name: Tyrus C. Young  
Firm: Factsco, LLC  
Address 1 1771 Holly Springs Rd NE  
Address 2: Marietta, GA 30062  
Phone: 727-470-8684  
Email: factsco@gmail.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), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

*None*

## 9) Financial Statements

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

Name: **Tyrus C Young**  
Title: **Consultant**  
Relationship to Issuer: **Consultant**

- B. The following financial statements were prepared in accordance with:



1. IFRS

☒ U.S. GAAP

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

Name: **Tyrus C Young**

Title: **Consultant**

Relationship to Issuer: **Vendor**

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

**Over 40 years as CPA/Consultant; 17 years preparing SEC/OTC reporting**

The financial statements described below are part of this report:

- a. Balance sheet as of December 31, 2023 and December 31, 2022
- b. Statements of income for years ended December 31, 2023 and 2022
- c. Statements of cash flows for the years ended December 31, 2023 and 2022
- d. Statement of Changes in Stockholders' Equity for the period December 31, 2020 through December 31, 2023
- e. Financial notes for the periods ended December 31, 2023 and 2022

## 10) Issuer Certification

*Principal Executive Officer:*

I, Darnell Stitts certify that:

1. I have reviewed this Annual disclosure statement for ATWEC Technologies, Inc. as of December 31, 2023
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.

June 5, 2024

/s/ Darnell Stitts

Darnell Stitts, CEO and President

*Principal Financial Officer:*

I, Marvin Arbertha certify that:

4. I have reviewed this Annual disclosure statement for ATWEC Technologies, Inc. as of December 31, 2023
5. 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

6. 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.

June 5, 2024

Marvin Arbertha

Marvin Arbertha, CFO

**ATWEC TECHNOLOGIES, INC****Balance Sheet**

	<b>ASSETS</b>	
	December 31, 2023 (Unaudited)	December 31, 2022 (Unaudited)
Current assets		
Cash	\$ 6,631	\$ 7,781
Accounts Receivable	46,435	29,859
Total current assets	<u>53,066</u>	<u>37,640</u>
Fixed Assets		
Computer equipment	5,557	5,557
Furniture & equipment	14,320	14,320
Leasehold Improvements	21,209	21,209
Less: Accumulated Depreciation	<u>(29,759)</u>	<u>(26,786)</u>
Total Fixed Assets	<u>11,327</u>	<u>14,300</u>
Other assets		
Goodwill	-	-
Investments in other companies	1,752,662	1,740,000
Intellectual Property	<u>1,552,690</u>	<u>1,552,690</u>
Total Other Assets	<u>3,305,352</u>	<u>3,292,690</u>
<b>Total Assets</b>	<b>\$ <u>3,369,745</u></b>	<b>\$ <u>3,344,630</u></b>

The accompanying Notes to the Financial Statements are an integral part of these statements

## LIABILITIES AND SHAREHOLDER'S EQUITY

	December 31, 2023 (Unaudited)	December 31, 2022 (Unaudited)
<b>Current liabilities</b>		
Accounts payable	\$ 7,898	\$ 16,696
Accrued wages	80,969	80,969
Accrued interest	106,121	74,041
Officer Advances	67,463	61,407
Notes Payable	124,091	124,091
Vendor notes payable	19,750	19,750
Convertible debt	401,000	401,000
Total current liabilities	<u>807,292</u>	<u>777,954</u>
<b>Long Term Liabilities</b>		
Trust for Patent	<u>1,337,421</u>	<u>1,337,421</u>
Total liabilities	<u>2,144,713</u>	<u>2,115,375</u>
<b>Stockholders' equity (deficit)</b>		
Preferred stock, \$0.001 par value, 500,000 shares authorized; Convertible: 500,000 shares issued and outstanding as of December 31, 2023 and December 31, 2022, respectively	500	200
Common stock, \$0.001 par value; 900,000,000 shares authorized, 686,117,128 and 460,248,820 shares issued and outstanding as of December 31, 2023 and December 31, 2022, respectively	686,117	683,736
Additional paid-in capital	3,630,041	3,622,622
Accumulated deficit	(3,091,626)	(3,077,303)
Total stockholders' (deficit)	<u>1,225,032</u>	<u>1,229,255</u>
<b>Total Liabilities and Stockholders' Equity</b>	<u>\$ 3,369,745</u>	<u>\$ 3,344,630</u>

The accompanying Notes to the Financial Statements are an integral part of these statements

**ATWEC TECHNOLOGIES, INC**

## Statements of Income

		For the Years Ended December 31,	
		2023	2022
Sales Revenues	\$	28,670	\$ 34,087
Cost of Goods Sold		<u>1,482</u>	<u>3,152</u>
Gorss Profit on Sales		27,188	30,935
Operating Expenses		<u>6,457</u>	<u>69,616</u>
Net Operating Income		20,731	(38,681)
Other Income (Expense)			
Interest expense		(32,080)	(33,177)
Depreciation		(2,974)	(4,571)
Loss on write off - Other Assets		<u></u>	<u>(1,577,377)</u>
Total Other Income (Expense)		<u>(35,054)</u>	<u>(1,615,125)</u>
NET INCOME	\$	<u>(14,323)</u>	<u>\$ (1,653,806)</u>

The accompanying Notes to the Financial Statements are an integral part of these statements

# ATWEC TECHNOLOGIES, INC

## Statements of Cash Flows

	For the Year Ended	
	December 31,	
	2023	2022
<b>Cash flows from operations</b>		
Net (loss)	\$ (14,323)	\$ (1,653,806)
Depreciation expense	2,974	4,571
Stock for services	100	10,000
Non-cash Loss on Retirement of Assets	-	1,577,377
Adjustments to reconcile net loss to net cash		
Accounts Receivable	(16,576)	(15,130)
Accounts Payable	(8,798)	-
Advances by Officer	6,056	32,022
Accrued Interest	32,080	33,177
<b>Net cash provided by(used) operating activities</b>	<u>1,513</u>	<u>(11,789)</u>
<b>Cash flows from investing activities</b>		
Investment in Subsidiaries	(12,663)	0
<b>Net cash provided by(used) investing activities</b>	<u>(12,663)</u>	<u>0</u>
<b>Cash flows from financing activities</b>		
Proceeds from Sale of Stock	10,000	3,000
	<u>10,000</u>	<u>3,000</u>
<b>Net Increase (Decrease) in cash</b>	(1,150)	(8,789)
Cash, Beginning of Period	<u>7,781</u>	<u>16,570</u>
Cash, End of Period	<u>\$ 6,631</u>	<u>\$ 7,781</u>

The accompanying Notes to the Financial Statements are an integral part of these statements

**ATWEC Technologies, Inc**  
Statement of Changes in Shareholder Equity

	Common Stock		Preferred Stock		Stock	Additional	Accumulated	Total
	Shares	Par Value	Shares	Par Value	Payable	Paid in Capital	Deficit	Stockholder's Equity
<b>Balance - December 31, 2020</b>	<u>304,398,368</u>	<u>\$ 304,398</u>	<u>200,000</u>	<u>\$ 200</u>	<u>\$ -</u>	<u>\$ 1,605,209</u>	<u>\$ (1,408,124)</u>	<u>\$ 501,683</u>
Stock for services		2,387				33,613		36,000
Stock for debt		68,500				(37,442)		31,058
Stock - Convertible Note		81,963			80,000	1,869,711		2,031,674
Stock for services		1,000				20,000		21,000
Prior Period Corrections		2,000					91,175	93,175
Net Profit (Loss)							(106,548)	(106,548)
<b>Balance - December 31, 2021</b>	<u>460,248,820</u>	<u>\$ 460,248</u>	<u>200,000</u>	<u>\$ 200</u>	<u>\$ 80,000</u>	<u>\$ 3,491,091</u>	<u>\$ (1,423,497)</u>	<u>\$ 2,608,042</u>
Stock - Convertible Note	45,487,356	45,487			-	131,531		177,018
Stock - for Debt	85,000,000	85,000						85,000
Stock - for Services	10,000,000	10,000						10,000
Stock payable converted	80,000,000	80,000			(80,000)			-
Stock - for Cash	3,000,000	3,000						3,000
Net Profit (Loss)							(1,653,806)	(1,653,806)
<b>Balance - December 31, 2022</b>	<u>683,736,176</u>	<u>\$ 683,736</u>	<u>200,000</u>	<u>\$ 200</u>	<u>\$ 0</u>	<u>\$ 3,622,622</u>	<u>\$ (3,077,303)</u>	<u>\$ 1,229,255</u>
Prior Period Stock Adjustment			300,000	300		(300)		0
Stock issued for cash	3,380,952	3,381				6,619		10,000
Stock issued for services	1,000,000	1,000				(900)		100
Cancellation of prior adjustment	(2,000,000)	(2,000)				2,000		0
Net Profit (Loss)							(14,323)	(14,323)
<b>Balance - December 31, 2023</b>	<u>686,117,128</u>	<u>\$ 686,117</u>	<u>500,000</u>	<u>\$ 500</u>	<u>\$ 0</u>	<u>\$ 3,630,041</u>	<u>\$ (3,091,626)</u>	<u>\$ 1,225,032</u>

The accompanying Notes to the Financial Statements are an integral part of these statements

**ATWEC TECHNOLOGIES, INC**  
**Notes to the Financial Statements**  
**December 31, 2023**

**Note 1 - Organization and Principal Activities**

ATWEC Technologies, Inc., a Nevada c-corporation, originally incorporated on February 23, 1987, is publicly traded on the OTC Markets under the symbol 'ATWT'. ATWEC is a US-based technology company, with offices in Memphis, TN and manufacturing center in Rogersville, AL, which develops, markets, and sells a unique line of cutting-edge security devices, designed to protect the transportation of child students, while aiding administrators, and giving parents valuable "peace of mind". The Company has invested substantial resources towards the production and sale of its Kiddie Systems TM product line, being sold to schools, churches, and day care centers throughout North America. The Company has taken an active role in helping to pass sweeping statewide legislation designed to protect children, with states now mandating the Company's safety devices, and imposes fines and other penalties for organizations not in compliance. This development has caused a marked demand for the Company's products and services, with additional gains projected through 2022-23.

The unaudited financial statements included herein were prepared from the available records of the Company and adjusted for comparative purposes. These financial statements reflect all adjustments which, in the opinion of management, are necessary to provide the results of operations and financial position for the year ended December 31, 2023. Significant adjustments may be required upon the financial statements being audited to be in conformity with Generally Accepted Accounting Principles of the United States of America.

**Note 2 - Going Concern**

As reflected in the accompanying consolidated financial statements, as of December 31, 2023, the Company had \$53,066 of current liquid assets and \$807,292 of current liabilities, for a working capital deficit of \$754,226. These factors raise questions about the Company's ability to continue as a going concern. In view of the matters described above, recoverability of a major portion of the recorded asset amounts shown in the accompanying consolidated balance sheet is dependent upon the Company's ability to complete its proposed acquisitions, raise additional capital in 2022 and beyond, obtain liability financing, make immediate sales in a world recovering from a global pandemic, and succeed in its future operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The accounts have been prepared on the basis that the entity can meet its commitments as and when they fall due and can therefore continue normal business activities, and the realization of assets in the ordinary course of business. Management has taken the following steps to revise its operating and financial requirements, which it believes are sufficient to provide the Company with the ability to continue as a going concern.

Throughout the 2022, and 2023, the Company's Board of Directors sought to raise short-term capital through loans and/or equity investment, via limited private placements and officer loans, while also seeking to reduce corporate debt where optimal, so that the Company could strengthen its balance sheet, and obtain funds necessary for paying key creditors, such as OTC Markets, Continental Stock Transfer & Trust Company, Assembled Products, marketing and investor relations firms, attorneys, consultants, accountants, and other vendors.

**Note 3 - Summary of Significant Accounting Policies**

*Basis of Presentation*

The accompanying consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP"). The consolidated financial statements include the account of ATWEC Technologies, Inc. and all of its current lines of business, including Kiddie Systems™ products and services, alarm monitoring services, and other newly developed vehicle security.

*Statement of Cash Flows*

In accordance with Financial Accounting Standards Board ("FASB") guidance, cash flow from the Company's operations is calculated based upon the functional currency. As a result, amounts related to assets and liabilities reported on the statement of cash flows may not necessarily agree with changes in the corresponding balances on the balance sheet.



### Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results when ultimately realized could differ from those estimates.

### Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits in banks with maturities of three months or less, and all highly liquid investments which are unrestricted as to withdrawal or use, and which have original maturities of three months or less. Fair Value of Financial Instruments estimates fair values of cash, property and equipment, and due to stockholder, none of which are held for trading purposes, approximates their carrying value because of short-term maturity of these instruments or the stated interest rates are indicative of market interest rates.

### Accounts Receivable

Accounts receivables are recorded at the invoice amount and do not bear interest. The Company extends unsecured credit to its customers in the ordinary course of business but mitigates the associated risks by performing credit checks and actively pursuing past due accounts. An allowance for doubtful accounts is established and determined based on managements' assessment of known requirements, aging of receivables, payment history, the customers current credit worthiness, and the economic environment. Recoveries of balances previously written off are also reflected in this allowance.

### Concentrations of Credit Risk

Financial instruments that subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents. The Company maintains its cash and cash equivalents with high-quality institutions. Deposits held with banks may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and therefore bear minimal risk.

### Property, Plant and Equipment

Property, plant, and equipment are carried at cost. The cost of repairs and maintenance is expensed as incurred; major replacements and improvements are capitalized. When assets are retired or disposed of, the cost and accumulated depreciation are removed from the accounts, and any resulting gains or losses are included in income in the year of disposition.

The Company recognizes the depreciation of its property, plant, and equipment on a straight-line basis over the estimated useful lives of the assets based on their costs less 5% residual value. The useful lives for property, plant and equipment are estimated as follows:

Plant and machinery	7 - 10 years
Motor vehicles	3 to 5 years
Office equipment and furniture	5 to 10 years
Leasehold Improvements	5 to 10 years

### Other Assets

The Company capitalizes the costs associated with obtaining patents, trademarks, or other intellectual property associated with its business. Such costs are amortized over the estimated useful life of such assets using the straight-line method, unless such useful life is deemed indefinite. Investments total \$1,740,000,, and include amounts invested in other stocks and directly into the purchase of Safeguard Alarm and Guard Services, a TN security corporation, whereby the Company acquired their assets including the firm's security alarm accounts, client list, marketing, TN licenses, goodwill, and accounts receivable. On May 28, 2021, two additional subsidiaries were added: SafeBus Technologies, Inc. and Assembled Products, Inc. The Company acquired 100% of control of each company and intends to begin operations effective July 1, 2021.

### Goodwill

Goodwill is an accounting concept meaning the value of an entity over and above the value of its assets, or expressing the intangible but quantifiable 'prudent value' of an ongoing business beyond its assets resulting in part from the reputation of the Company with its customers. As is given herein, goodwill is defined as the value between the proposed purchase price of the Company and the sum of the fair net value of the net assets. If another company were to acquire the Company, that company must recognize goodwill as an asset in its financial statements and present it as a separate line item on its balance sheet. In this sense, goodwill serves as the balancing sum that allows one company to provide accounting information regarding its purchase of another firm for a price substantially different from its book value.

#### Intellectual Property

Intellectual Property is a broad categorical description for the set of intangibles owned and legally protected by a company from outside use or implementation without consent. Intellectual property can generally consist of patents, trade secrets, copyrights, trademarks, or ideas and content. The Company has obtained several informal valuations on the value of its product concepts and trademarks, along with its patent no. US 7,646,288 82 "Occupant Warning System for School or Day Care Bus and Van", which ensures that a driver and others will be alerted by a unique warning system that prevents children from being forgotten or left in vehicles. The Company has defined the value of the patent as a variable amount, increasing as the patent grows in value with the increased sales, and spreading acceptance and usage of its safety devices in North America, and this value has remained consistent since 2014, totaling \$1,552,690 as of 12/31/21. However, developments in 2022 questioned the valuations and all assets and related liabilities pertaining to the intellectual property were eliminated.

#### Income Taxes

The Company accounts for income tax under the provisions of Statements of Financial Accounting Standards No. 109, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements. Deferred income taxes are provided using the liability method. Under the liability method, deferred income taxes are recognized for all significant temporary differences between the tax and financial statement bases of assets and liabilities. In addition, the Company is required to record all deferred tax assets, including future tax benefits of capital losses carried forward, and to record a "valuation allowance" for any deferred tax assets where it is more likely than not that the asset will not be realized.

#### **Note 4 - Accounts Receivable**

The Company's accounts receivable at December 31, 2023 and December 31, 2022 were \$ 46,435 and \$ 29,859, respectively.

#### **Note 5 - Accrued Wages**

Accrued wages are comprised of past salaries for all officers and directors of the Company, who have not been paid for prior services performed, for the Company's benefit. The Company has issued shares in prior years, so as to reduce this amount, and has been successful in maintaining a manageable amount owed. Although the Company has compensated its officers and directors with cash and stock payments since inception, its ongoing lack of sufficient working capital has often forced its key insiders to forego, or defer, substantial compensation, in the form of "accrued wages". As such, the Company's total Accrued Wages outstanding now totals \$80,969 and \$ 80,969 as December 31, 2023 and December 31, 2022, respectively.

#### **Note 6.- Notes Payable**

As of December 31, 2023 and December 31, 2022, Notes Payable are comprised of several key investors all owed money by the Company for investments given to the Company in prior fiscal years, when the Company, for a total amount outstanding of \$ 124,091 and \$ 124,091, at December 31, 2023 and December 31, 2022, respectively. The Company entered into three-year promissory notes with these investors for the balances, with interest stated at 6% per annum. However, each investor has communicated that they will waive the interest on each note providing the amounts due will be converted to common stock in due course. As such, no interest has been accrued on the promissory notes.

#### **Note 7 - Vendor Notes Payable**

As of December 31, 2023 and December 31, 2022, Vendor Notes Payable are comprised of several key vendors or service providers owed money by the Company for products and services provided to the Company in prior fiscal years, when the Company felt it necessary to obtain these products and services during the normal course of business, for a total amount outstanding of \$ 19,750 and \$ 19,750, at December 31, 2023 and December 31, 2022, respectively.

## Note 8 - Investment in Other Companies

In May 2021, as referred to in Note 7, the majority of debt to vendors was eliminated through using the 3 (a) (10) process whereby a third party was provided 68 Million shares to independently sell in return for retiring the debt and provided capital to the Company. In turn, the Company used the funds to purchase two subsidiaries; Safebus (Atlanta, GA) for \$640,000 and an Assembly unit (Alabama) for a cash payment of \$1,100,000.

There is a current dispute with the Assembly unit from Alabama regarding the wording of their agreement, however, the Company believes that any misunderstanding will quickly be worked out.

## Note 9 - Convertible Secured Promissory Notes

Between June 26, 2020, the Company issued twelve (12) convertible notes to EROP Capital, LLC. Below is a table of each individual note, its inception and maturity date, interest rate (all 8.00%), and the accrued interest.

Date Funded	Maturity Date	Amount of Principal	Interest Rate	Total Accrued Through 9/30/2023	Interest Accrued 10/1/2023 12/31/2023	Total Accrued Through 12/31/2023	Conversion Terms
8/3/2020	8/3/2021	225,000	8.00%	56,614	4,537	61,151	Lesser of \$ 0.15 per share or 70% of the lowest bid days
9/1/2020	12/26/2021	35,000	8.00%	8,599	706	9,305	***** SAME *****
9/14/2020	12/26/2021	23,000	8.00%	5,586	464	6,049	***** SAME *****
10/6/2020	12/26/2021	28,000	8.00%	6,665	565	7,229	***** SAME *****
11/6/2020	12/26/2021	51,000	8.00%	11,793	1,028	12,821	***** SAME *****
12/4/2020	12/26/2021	39,000	8.00%	8,779	786	9,565	***** SAME *****
		<u>401,000</u>		<u>98,035</u>	<u>8,086</u>	<u>106,121</u>	

## Note 10. Common Stock Issuances

During the previous two fiscal years and through December 31, 2023, the Company issued its common stock as follows:

On February 16, 2022, the Company issued 45,487,356 shares of common stock to reduce additional Convertible Debt owed.

On June 1, 2022, the Company issued 80,000,000 shares of common stock to SafeBus Technologies, Inc. to complete the terms of the acquisition (see Note 11).

On June 8, 2022, the Company issued 3,000,000 shares of common stock for a cash investment.

On July 15, 2022, the Company issued 10,000,000 shares of common stock for a consulting services rendered to the Company. On July 15, 2022, the Company issued 75,000,000 shares of common stock to an officer to reduce debt on the books.

On July 15, 2022, the Company issued 10,000,000 shares of common stock to a vendor to relieve debt.

On April 6, 2023, the Company issued 1,000,000 shares of common stock to a cash investor

Also on April 6, 2023, the Company issued 2,2380,952 shares shares of common stock to a cash investor

Also on April 6, 2023, the Company issued 1,000,000 shares of common stock for services rendered.

#### **Note 11 - Stock Payable**

On May 28, 2021, with respect to the purchase of SafeBus Technologies, Inc., the Company agreed to issue 80,000,000 shares of its Common Stock. On June 1, 2022, the stock was issued leaving the Company not owing any further stock payable.

#### **Note 12 - Commitments and Contingencies**

##### Capital and Lease Commitments

As of December 31, 2023, the Company has no significant capital and lease commitments outstanding.

##### Legal Proceedings

The Company is not currently involved in any litigation. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending, to the knowledge of the Company's Board of Directors.

#### **Note 13 - Adjustments to the Books and Records**

Due to the limited books and records currently maintained by the Company, it was necessary to use prior submitted reports available through OTC Markets. Unfortunately, many of these statements contained significant errors and omissions. To the extent possible, these statements have corrected the reporting, including restating past results.

Many years ago, Goodwill was recognized for the purchase of a subsidiary. Given the number of years the amount has been carried and not amortized, the Company has elected to write off the entire balance. Results of operations for the two subsidiaries purchased in May, 2021, have not been consolidated with these statements due to accounting issues regarding maintenance of the records.

#### **NOTE 14- Subsequent Events**

Management has evaluated subsequent events through the date the financial statements were available to be issued. Based on this evaluation, no additional material events were identified which require adjustment or disclosure in these financial statements.