

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines



WIALAN TECHNOLOGIES, INC
8240 NW 30th Terrace
Doral, FL 33122

Website: <http://www.wialan.com>
Email: Jose.Schwank@wialan.com

ANNUAL REPORT

For the period ending December 31, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

2,715,661,474 as of December 31, 2024 (Current Reporting Period Date and Fiscal Year End)

2,715,561,474 as of December 31, 2023 (Second 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)

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:
(see above)

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:

8240 NW 30th Terrace, Doral, FL 33122

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: 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:

WLAN

Exact title and class of securities outstanding:

Common Shares

CUSIP:

96685 A107

Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>3,500,000,000</u> as of date 12/31/2024
Total shares outstanding:	<u>2,715,561,474</u> as of date:12/31/2024
Total number of shareholders of record:	<u>255</u> as of date:12/31/2024

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

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: 12/31/2024
Total shares outstanding:	<u>None</u> as of date: 12/31/2024
Total number of shareholders of record:	<u>None</u> as of date: 12/31/2024

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

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 Issued and Outstanding as of the beginning of the Second Most Recent Fiscal Year: <u>Opening Balance</u> : <u>At 1/1/2023:</u> Common: <u>2,668,561,474</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>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> <u>(former CEO)</u>	<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> <u>(current CFO)</u>	<u>For services</u>	<u>Restricted</u>	<u>144</u>
Shares Issued and Outstanding at December 31, 2023 (the end of the Second Most Recent Fiscal Year) Common: <u>2,715,561,474</u> Preferred: <u>None</u>									
<u>December 20, 2024</u>	<u>New Issuance</u>	<u>66.666</u>	<u>Common</u>	<u>\$0.001</u>	<u>No</u>	<u>Richard Lindstrom</u>	<u>For advisory services</u>	<u>Restricted</u>	<u>144</u>
<u>December 20, 2024</u>	<u>New Issuance</u>	<u>16.667</u>	<u>Common</u>	<u>\$0.001</u>	<u>No</u>	<u>Matt Puckett</u>	<u>For advisory services</u>	<u>Restricted</u>	<u>144</u>
<u>December 20, 2024</u>	<u>New Issuance</u>	<u>16.667</u>	<u>Common</u>	<u>\$0.001</u>	<u>No</u>	<u>Diana Ferguson</u>	<u>For advisory services</u>	<u>Restricted</u>	<u>144</u>
Shares Issued and Outstanding at December 31, 2024 (the end of the Current Fiscal Year)									

Common: <u>2,715,661,474</u> Preferred: <u>None</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 (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>February 10, 2025</u>	<u>New Issuance</u>	<u>9,000,000</u>	<u>Common</u>	<u>\$0.0009</u>	<u>No</u>	<u>Sigma Health LLC/Nazeer Khan</u>	New Business introductions	<u>Restricted</u>	<u>144</u>
<u>February 10, 2025</u>	<u>New Issuance</u>	<u>9,000,000</u>	<u>Common</u>	<u>\$0.0009</u>	<u>No</u>	<u>Brickell Capital Finance/Elias Mualin</u>	New Business introductions	<u>Restricted</u>	<u>144</u>
<u>February 10, 2025</u>	<u>New Issuance</u>	<u>9,000,000</u>	<u>Common</u>	<u>\$0.0009</u>	<u>No</u>	<u>4 SQ Group/Geraldo Alvarez</u>	New Business introductions	<u>Restricted</u>	<u>144</u>
Shares Issued and Outstanding at the date of the filing of this Report: Common: <u>2,742,661,474</u> Preferred: <u>None</u>									

B. Convertible Debt

☒ Check this box to confirm the **Company had no Convertible Debt issued or outstanding at any point during this period**

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")

Wialan Technologies, Inc is a telecommunications company specializing in deploying advanced wireless networking solutions to enhance connectivity and public safety, with proprietary technology and an exclusive licensing agreement to build and sell a patented streetlight 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 and in several sites in Mexico and is operating efficiently. The Company is committed to delivering cutting-edge communications technology and services to improve network connectivity and infrastructure for its clients, and is at the forefront of integrating wireless and IoT systems into public and private spaces.

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

Wialan Technologies, LLC (until dissolution on November 24, 2024)
and Wialan Communications, Inc (from date of incorporation in Florida on August 6, 2024 to date).

C. Describe the issuers' principal products or services.

Beginning 2024, the Company pivoted its' focus from not only on the design, marketing, servicing, and installation of industrial wireless access equipment (Wi-Fi Access Points), but to becoming a full service and vertically integrated organization. The Company now covers a wide range of services, including project planning, modeling, budget estimating, cost management, financing assistance, project scheduling and installation/construction. The Company has modified its sales strategy to include external sales representatives and distributors.

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.

The Company's executive and business office is rented on a month-to-month basis and is located at 8240 NW 30th Terrace, Doral, FL 33122 which also has a connected warehouse. Through February 28, 2025 Company also rented temporary storage space on a month-to-month basis at public storage facilities to store its equipment and parts.

6) All Officers, Directors, and Control Persons of the Company (all individuals or entities controlling 5% or more of any class of the issuer's securities)

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	*Percentage of Class of Shares Owned (undiluted)
Officers and Directors:					
<u>Jose Schwank</u>	Director, CEO and President**	Coral Gables, FL	<u>See below**</u>	<u>Common share stock options</u>	
<u>Reggie V. Bergeron</u>	Director	<u>Ponce Inlet, FL</u>	<u>25,000,000</u>	<u>Common Shares (Restricted)</u>	<u>0.92%</u>
<u>Alan Bailey</u>	CFO & Director	<u>Palos Verdes/ CA</u>	<u>7,750,000</u>	<u>Common Shares (Restricted)</u>	<u>0.28%</u>
Control Persons owning more than 5%					
<u>Investment Properties Revocable Trust/Mike Connor controlling party</u>	<u>Owner of more than 5%</u>	<u>Safety Harbor/FL</u>	<u>380,000,000</u>	<u>Common Shares (Restricted)</u>	<u>13.99%</u>
<u>Vicana T. LLC/Victor Tapia controlling party</u>	<u>Owner of more than 5%</u>	<u>Southwest Ranches/FL</u>	<u>686,000,000</u>	<u>Common Shares (Restricted)</u>	<u>25.26%</u>
<u>Irwin L. Zalberg</u>	<u>Owner of more than 5%</u>	<u>Elgin, Illinois</u>	<u>175,000,000</u>	<u>Common shares (Unrestricted)</u>	<u>- 6.44%</u>

We confirm that the information in this table matches our public company profile on www.OTCMarkets.com

Note * Percentages in the above table are based on a total of 2,715,661,474 issued and outstanding common shares at December 31, 2024.

**Under the terms of the engagement of Jose Schwank, he is entitled to receive common stock options vesting in monthly instalments of 4,166,667 common shares commencing December 31, 2023. At December 31, 2024 he had accumulated a total of 54,666,667 vested common stock options exercisable at prices of between \$0.0007 and \$ 0.0014

per share, with an aggregate average exercise price of \$0.00105 The closing trading price of the Company's common shares on OTCMarkets on December 31, 2024 was \$0.0009.

**Under the terms of the engagement of Sabiha Khan, she is entitled to receive common stock options vesting in monthly instalments of 4,166,667 common shares commencing June 30,, 2024. At December 31, 2024 she had accumulated a total of 29,166,667 vested common stock options exercisable at prices of between \$0.0009 and \$ 0.0014 per share, with an aggregate average exercise price of \$0.0011 The closing trading price of the Company's common shares on OTCMarkets on December 31, 2024 was \$0.0009.

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.

None - N/A

8) Third Party Service Providers

We confirm that the information in this table matches our public company profile on www.OTCMarkets.com.

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

N/A

Investor Relations

N/A

All other means of Investor Communication:

N/A

Other Third Party Service Providers

Legal Counsel:

E.Rostov & Associates
2555 Ponce De Lon Blvd, Ste 600,
Coral Gables, FL 33134

New Business Consultants

Rutledge Ecenia PA
119 S. Monroe Street, Ste 202
Tallahassee, FL 32301

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

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.

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 15 years.

The following qualifying financial statements are provided on pages 9 -20 :

- 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

ANNUAL FINANCIAL STATEMENTS
WIALAN TECHNOLOGIES, INC.
for the 12 Months Ending
DECEMBER 31, 2024

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WIALAN TECHNOLOGIES, INC.
CONSOLIDATED BALANCE SHEETS

(Unaudited)

	<u>December 31, 2024</u>	<u>December 31, 2023</u>
Assets		
Current assets		
Cash	\$ 21,036	\$ 99,737
Interest receivable		1,565
Inventory of parts and equipment	5,600	5,600
Work-in-progress	6,792	-
Prepaid expense	<u>5,960</u>	<u>960</u>
Total current assets	<u>39,388</u>	<u>107,862</u>
Fixed assets		
Wifi equipment, at cost	<u>4,084</u>	<u>-</u>
Total assets	\$ <u>43,472</u>	\$ <u>107,862</u>
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable and accrued expenses	\$ 54,779	\$ 18,842
Shareholder loan, including accrued interest	57,139	53,129
Deferred income	<u>16,200</u>	<u>9,975</u>
	<u>128,118</u>	<u>81,946</u>
Non-Current liability		
Related party loan, including accrued	<u>57,198</u>	<u>53,188</u>
Total liabilities	<u>185,316</u>	<u>135,134</u>
Shareholders' deficit		
Preferred stock: 75,000,000 authorized, \$0.0001 par value each:		
None issued and outstanding	-	-
Common stock, \$ 0.0001 par value each:		
3,500,000,000 authorized; 2,715,661,474		
and 2,715,561,474 issued and outstanding		
as of December 31, 2024 and as of December 31, 2023,		
respectively	271,566	271,556
Additional paid in capital	4,341,646	4,341,556
Retained earnings (deficit)	<u>(4,755,056)</u>	<u>(4,640,384)</u>
	<u>(141,844)</u>	<u>(27,272)</u>
Total liabilities and shareholders' deficit	\$ <u>43,472</u>	\$ <u>107,862</u>

See accompanying notes to the consolidated financial statements.

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

	Year Ended December 31,	
	<u>2024</u>	<u>2023</u>
Revenue		
Sales	\$ 105,453	\$46,953
Less: Cost of sales	<u>48,327</u>	<u>6,764</u>
Gross margin	<u>57,126</u>	<u>40,189</u>
Operating expenses		
Management compensation	57,693	35,687
Other staff costs	59,500	-
Consultants	24,300	-
Legal	1,500	1,500
Facility rent and storage	5,858	7,140
All other general and administrative	<u>18,029</u>	<u>36,365</u>
	<u>166,880</u>	<u>80,692</u>
Operating loss	<u>(109,754)</u>	<u>(40,503)</u>
Other income(expense)		
Interest income	3,102	1,565
Interest expense	<u>(8,020)</u>	<u>(6,317)</u>
	<u>(4,918)</u>	<u>(4,752)</u>
Loss for the period	<u>\$(114,672)</u>	<u>\$ (45,255)</u>
Weighted average common shares outstanding	<u>2,715,564.508</u>	<u>2,711,257,442</u>
Net income (loss) per share outstanding	<u>\$(0.00004)</u>	<u>\$ (0.00002)</u>

)

See accompanying notes to the consolidated financial statements.

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

	Year Ended December 31,	
	<u>2024</u>	<u>2023</u>
Cash (used) provided by operating activities:		
Net loss	\$ (114,672)	\$ (45,255)
Stock issued for services	- 100	4,700
Stock option award expense	-	2,917
Decrease (Increase) in interest receivable	1,565	(1,565)
Increase in deferred income	6,225	175
Increase in work-in-progress	(6,792)	-
Increase in prepaid expense	(5,000)	(960)
Increase in accounts payable and accrued expenses	<u>35,937</u>	<u>16,385</u>
Cash (used) provided by operating activities	<u>(82,637)</u>	<u>(23,603)</u>
Cash used in investing activities		
Purchase of Wifi equipment as a fixed asset	(4,084)	-
Cash from financing activities		
Shareholder and related party loans .	-	100,000
Increase in accrued loan interest	<u>8,020</u>	<u>6,317</u>
	<u>8,020</u>	<u>106,317</u>
Net (decrease) increase in cash	(78,701)	82,714
Cash – beginning of year	<u>99,737</u>	<u>17,023</u>
Cash – end of year	<u>\$ 21,036</u>	<u>\$ 99,737</u>

See accompanying notes to the consolidated financial statements.

WIALAN TECHNOLOGIES, INC.
STATEMENT OF RETAINED EARNINGS (CHANGES IN SHAREHOLDERS' EQUITY(DEFICIT))
For the Year Ended December 31, 2024
(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</u>	<u>EQUITY(DEFICIT)</u>
					<u>DEFICIT)</u>	
Balance, January 1, 2024	2,715,561,474	<u>\$271,556</u>	\$4,341,556		\$ (4,640,384)	\$ (27,272)
Stock issued for services	100,000	10	-	90	-	100
Loss for the year ended December 31, 2024	-	-	-		<u>(114,672)</u>	<u>(114,672)</u>
Balance, December 31, 2024	<u>2,715,661,474</u>	<u>\$271,566</u>	<u>\$4,341,646</u>		<u>\$(4,755,056)</u>	<u>\$ (141,844)</u>

See accompanying notes to the consolidated financial statements.

WIALAN TECHNOLOGIES, INC.
STATEMENT OF RETAINED EARNINGS (CHANGES IN SHAREHOLDERS' EQUITY)
For the Year Ended December 31, 2023
(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</u> <u>DEFICIT)</u>	<u>EQUITY (DEFICIT)</u>
Balance, January 1, 2023	2,668,561,474	\$ 266,856	\$ 4,338,639	\$ (4,595,129)	\$ 10,366
Stock issued for management services	47,000,000	4,700	-	-	4,700
Stock option award			2,917		2,917
Loss for the Year 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.

WIALAN TECHNOLOGIES, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2024
(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 Securities and Exchange Commission to become an alternative reporting entity with unaudited financial statements. On April 27, 1987, the Company made a corporate name change to DTI, Inc. and on May 29, 2008 the Company then merged with Rockbands, LLC (acquiring 100% of the shareholders’ equity). At that time, the Issuer spun off the assets of DTI, Inc. and the Company made a further corporate name change to Rockbands, Inc. On February 5, 2010 the Company then made a name change to American Community Development Group, Inc. (“ACYD”). 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”) as a business combination and tax-free reorganization. The name of the Company was then 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 acquisition of Wialan required, as consideration, the issuance to the owners of Wialan of a total of 1.9 billion common shares of the Company.

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. During 2024, the Company increased its focus to being a solution to the build out of traditional and non-traditional digital infrastructure. In June 2024, the Company created a government programs division to explore (but not limited to) public sector projects, infrastructure and broadband enhancement programs and projects, rural and tribal community development as well as elevating and revitalizing urban and suburban communities. The results of these new initiatives began to be recognized in fourth quarter 2024 (and are expected to expand significantly commencing fiscal 2025).

On January 23, 2024 the Company appointed Jose Schwank as President and as an additional Director, and he also further elected the Company’s CEO and Chairman on September 20, 2024. Following this new appointment the Company pivoted its’ focus from not only on design, marketing, servicing, and installation of industrial wireless access equipment (Wi-Fi Access Points), but to becoming a full service and vertically integrated organization. The Company now offers a wide range of services, including project planning, modeling, budget estimating, cost management, financing assistance, project scheduling and installation/construction. The Company has modified its sales strategy to include external sales representatives and distributors. The Company now has both internal distribution and external distribution of its products. The Company has partnered with large professional general contractors, design-building teams and construction management firms. Manufacturing is performed by ISO certified manufacturers to ensure the highest quality products to our clients. The Company has streamlined its’ procurement process to ensure efficiency. The Company now also offers its’ clients potential financing options through partnerships with various third-party lending partners and financing sources. On August 6, 2024 the Company formed Wialan Communications, Inc., a Florida wholly-owned subsidiary, to become the new operating subsidiary in the state of Florida and dissolved Wialan Technologies, LLC on November 24, 2024.

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 November 24, 2024 (date of dissolution) and from August 6, 2024 (date of incorporation) to December 31, 2024 the financial statements of Wialan Communications, Inc. These consolidated 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, 2024 and December 31, 2023 did not exceed FDIC limits.

(b) Accounts and Interest receivable

There were no Accounts receivable at December 31, 2024 and at December 31, 2023. The interest receivable represents interest earned at December 31, 2023 but not paid until 2024 on a short-term bank deposit.

(c) 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, 2024 and at December 31, 2023.

(d) Work-in- progress

Work-in-progress at December 31, 2024 was the cost of a systems proof of concept presented to a customer to be awarded a major contract, and will be expensed as and when work on the actual contract has commenced in first quarter 2025. .

(e) Prepaid expense

Prepaid expense December 31, 2024 represents the prepayment of the annual OTCMarkets subscription through February 28, 2025.

(f) Deferred Income

Deferred income at December 31, 2024 represents prepaid cash received from a customer for maintenance covering the 12 months ended December 31, 2025. This deferral will be recognized as revenue at a monthly rate of \$1,350 during 2025.

(g) Fixed assets

In 2024 the Company purchased certain portable Wifi related equipment to efficiently monitor and manage bandwidth at customer locations.

(g) 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.

(h) 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 on-going business.

(i) Related party and 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 of totaling \$50,000 and a related party loan of \$50,000, which both accrue interest at the rate of 8% per annum.

Two shareholder loans totaling \$50,000 were received from Eugene Rostov, the holder of 120 million of the Company's common shares. The loan was initially for a 1 year term, of which \$20,000 matured March 17, 2024 and \$30,000 matured March 23, 2024. The loans were extended however for an additional 12 months. On repayment, 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 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 a further 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 of the Company's common stock. This lender has also provided the Company with a commitment to continue to provide additional loan financing of up to \$60,000 to support the Company's presently projected working capital requirements in 2025.

A second related party loan of \$50,000 was received from Reggie Bergeron, a Director, 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 of the Company's common stock.

3. Income Tax

The Company is a "C" corporation for federal income tax purposes. As of December 31, 2024 and as of December 31, 2023 there are no items that are expected to create a significant tax difference from the prior financial statements.

4. Vested and Future Committed Common Stock Options and Grants

To compensate for services rendered to the Company, on January 3, 2023 the Board of Directors approved the following stock grants to vest on December 31, 2025: Alan Bailey (CFO and a Director), Fernando Scazzi a Director) and Reggie Bergeron (a Director) were each granted 5 million restricted common shares for vesting December 31, 2025.

Under the terms of the services agreement with Jose Schwank, as Director, CEO and President of the Company, he is entitled to receive common stock options vesting monthly instalments commencing December 1, 2023 at the rate of 4,166,667 per month. At December 31, 2024 he had vested common stock options on a total 54,166,667 common shares of exercisable at prices between \$0.0007 and \$0.0014 per share (being the monthly closing trading prices of the Company's common stock as published by OTCMarkets at the end of each month). Through December 31, 2024 however at the overall average exercise option price was \$0.00105 for the options period, whereas the closing trading price of the Company's common shares at December 31, 2024 was approximately \$ 0.0009 – lower than the average exercise price.

Under the terms of the services agreement with Sabiha Khan, Vice President of Global Business Development and Government Programs Division, she is entitled to receive common stock options vesting monthly instalments commencing June 1, 2024 at the rate of 4,166,667 per month. At December 31, 2024 she had vested common stock options on a total 29,166,667 common shares of exercisable at prices between \$0.0009 and \$0.0014 per share (being the monthly closing trading prices of the Company's common stock as published by OTCMarkets at the end of each month). Through December 31, 2024 however at the overall average exercise option price was approximately \$0.0011 for the options period, whereas the closing trading price of the Company's common shares at December 31, 2024 was \$0.0009 – lower than the average exercise price.

5 Subsequent Events

On February 10, 2025 the Company issued 9 million restricted common shares to each of three independent contractors who are engaged in bringing new business opportunities to the Company.

In January, 2025 the Company began a major network infrastructure rebuild at both the Galleon Resort, Key West and at Coco Plum Beach, Tennis & Marina. Revenue from these two major sales contracts will be reported in first quarter 2025.

10) Issuer Certification

Principal Executive Officer:

I, Jose Schwank, 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.

March 20, 2025 [Date]

/S/ Jose Schwank , Chief Executive Officer.

(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.

March 29, 2025 [Date]

/S/ Alan Bailey, CFO's Signature]

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