

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Webstar Technology Group, Inc. INC.

1100 Peachtree St. NE
Suite 200
Atlanta, GA 30309

844-601-1956
www.webstartechnologygroup.com
ricardo.haynes@webstartechnologygroup.com
7370

Annual Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

158,271,000 as of December 31, 2023

160,931,844 as of December 31, 2024

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 Control¹ of the company has occurred over this reporting period:

Yes: No:

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

¹ "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.

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

NONE

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Wyoming: Active

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:

None

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

1100 Peachtree St. NE
Suite 200
Atlanta, GA 30309

The address(es) 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: VStock Transfer, LLC
Phone: (212) 7828-8436
Email: info@vstocktransfer.com
Address: 18 Lafayette Place, Woodmere, NY 11598

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol: WBSR
Exact title and class of securities outstanding: Common Stock

CUSIP: 94770C104
Par or stated value: \$0.001
Total shares authorized: 500,000,000 as of date: December 31, 2024
Total shares outstanding: 400,185,985 as of date: December 31, 2024
Total number of shareholders of record: 552 as of date: December 31, 2024

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

Trading symbol: _____
Exact title and class of securities outstanding: _____
CUSIP: _____
Par or stated value: _____
Total shares authorized: _____ as of date: _____
Total shares outstanding: _____ as of date: _____
Total number of shareholders of record: _____ as of date: _____

Trading symbol: _____
Exact title and class of securities outstanding: _____
CUSIP: _____
Par or stated value: _____
Total shares authorized: _____ as of date: _____
Total shares outstanding: _____ as of date: _____
Total number of shareholders of record: _____ as of date: _____

Other classes of authorized or outstanding equity securities:

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). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security: Series A Preferred Stock
CUSIP (if applicable): _____
Par or stated value: \$0.0001 per share
Total shares authorized: 1,000 as of date: December 31, 2024
Total shares outstanding (if applicable): 1,000 as of date: December 31, 2024
Total number of shareholders of record (if applicable): 5 as of date: December 31, 2024

Exact title and class of the security: _____
CUSIP (if applicable): _____
Par or stated value: _____
Total shares authorized: _____ as of date: _____
Total shares outstanding (if applicable): _____ as of date: _____
Total number of shareholders of record (if applicable): _____ as of date: _____

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.**

Voting. The holders of our common stock are entitled to one vote for each outstanding share of common stock owned by that stockholder on every matter properly submitted to the stockholders for their vote. Stockholders are not entitled to vote cumulatively for the election of directors. Except for the election of directors, which are elected by a plurality vote, a majority vote of common stockholders is generally required to take action under our certificate of incorporation and bylaws, as amended.

Conversion, Redemption and Preemptive Rights. Holders of our common stock have no conversion, redemption, preemptive, subscription or similar rights.

Dividend Rights. Holders of our common stock shall be entitled to receive such cash dividends as may be declared thereon by our board of directors from time to time out of assets of funds of our company legally available for the payment of dividends.

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

Dividend Rights. No dividend rights.

Voting. Preferred Stock shall have a number of votes at any time equal to 0.3% of the number of shares of common stock, par value \$0.0001 per share, of the Corporation (the "Common Stock") then issued and outstanding on a fully diluted basis (i.e., assuming conversion into Common Stock of any other classes of preferred stock or other stock or agreements or instruments then convertible into shares of Common Stock), such that all 1,000 shares of Series A Preferred Stock shall have a number of votes equal to 300% of the issued and outstanding shares of Common Stock, assuming the conversions above. The Series A Preferred Stock shall vote on any matter submitted to the holders of the Common Stock, or any class thereof, for a vote, and shall vote together with the Common Stock, or any class thereof, as applicable, on such matter for as long as a share of Series A Preferred Stock is issued and outstanding. The Series A Preferred Stock shall not have the right to vote on any matter as to which solely another class of Preferred Stock of the Corporation is entitled to vote pursuant to the certificate of designations of such other class of Preferred Stock of the Corporation.

Conversion, Redemption and Preemptive Rights. No Conversion Rights

Liquidation Rights. No preferential liquidation rights

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

N/A

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

N/A

3) **Issuance History**

Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>March 31, 2023</u>	Common:								
<u>117,071,934</u>									
	Preferred: <u>1,000,000</u>								

Example: A company with a fiscal year end of December 31st, 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, 2021 through December 31, 2022 pursuant to the tabular format above.

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

For the period ended 12/31/2022, the issued and outstanding common shares for shareholders other than the Company is 117,071,934 while the treasury common shares totaled 43,859,910.

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)
06		\$1,000,000			\$0.01/share	Frank T. Perone Trust	Loan

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

N/A

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. (Please 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")

Webstar Technology Group is an early-stage specialty real estate development company devoted to the identification, partnership and development of specialty real estate projects in the United States. The company will focus on properties that have positive cash flow and a synergy in operation. Main focuses include multitenant buildings that can be

upgraded to green/energy efficient status. The company is also focused on entertainment and resort real estate development.

The company will operate under the brand name "Webstar Technology Group" with the consideration given to future name changes due to a diversification of operations outside of the former business. Webstar Technology Group was incorporated in 2015 in Florida.

Webstar Technology Group intends to either form operating subsidiaries, enter into joint ventures or provide direct investment into real estate based, positive cash flow operations that provide an opportunity to improve profitability or operations through the implementation of environmentally friendly technologies.

Commented [RZ1]: Date to be changed?

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

Bear Village LLC

C. Describe the issuers' principal products or services.

See above.

5) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

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

Our principal office is located at 1100 Peachtree St. NE, Suite 200, Atlanta, GA 30309

The property will remain our principal office location. We do not pay a lease to continue with our use of the property.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

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 an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

As of (latest practicable date): 01/17/2025

Individual Name (First, Last) or Entity Name	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred,	Class of Shares Owned	Percentage of Class of Shares Owned
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(Include names of control person(s) if a corporate entity)			warrants and options separately)		(undiluted)
Eric Collins	Chairman	Atlanta,GA.USA	250	Preferred	25%
Ricardo Haynes	President / CEO	Lakeland,FL.US A	150	Preferred	15%
Donald R Keer	Secretary / ESQ	Chalfont,PA USA	70	Preferred	7%
Lance Lehr	Operations Mgr.	Fairview,PA.U SA	50	Preferred	5%
Adrienne Anderson	CFO	Parkland,FL.U SA	0	N/A	0%
Gordon Clinkscale	Independent Director	Philiadelphia,PA USA	0	N/A	0%
Marilyn Karpoff	Independent Director	NY,NY.USA	0	N/A	0%
Gary Lagrotteria	Control Person	Williamstown,N J USA	24,907,500	Common	6.194%
Thunder Energies Corp	Affiliate	Atlanta,GA USA	178,648,406	Common	44.427%
Eric Collins (TNRG)	Officer	Atlanta,GA.USA	22,975,000	TNRG Pref A	45.95%
Ricardo Haynes (TNRG)	Officer	Lakeland,FL.US A	15,260,000	TNRG Pref.A	30.52%
Donald Keer (TNRG)	Officer	Chalfont,PA.U SA	6,575,000	TNRG Pref A	13.15%
Lance Lehr(TNRG)	Officer	Fairview,PA USA	5,190,000	TNRG Pref. A	10.38%

7) Legal/Disciplinary History

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

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

N/A

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

N/A

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

N/A

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

N/A

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

N/A

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).

Donald R. Keer
3663 Greenwood Circle
Chalfont, PA 18914
Email: don@keeresq.com

Accountant or Auditor

Anderson Accounting & Consulting, LLC
Adrienne M. Anderson, CPA
5911 NW 58th Terr
Parkland, FL 33067
(954) 464-5828
aanderson@outlook.com

Investor Relations

N/A

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

All other means of Investor Communication:

N/A

Twitter: _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

Other Service Providers

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

N/A

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

9) Financial Statements

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

- IFRS
- U.S. GAAP

B. The following financial statements were prepared by (name of individual)²:

Name: Anderson Accounting & Consulting, LLC
 Title: CPA
 Relationship to Issuer: Outside Accounting Firm
 Describe the qualifications of the person or persons who prepared the financial statements:
Certified Public Accounting Firm for Corporations

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Webstar Technology Group, Inc.

Balance Sheets

	<u>December 31,</u>	
	<u>2024</u>	<u>202</u>
ASSETS		
Current assets		
Cash	\$ 20	\$ 170
Prepaid expenses	20,349	498
Total current assets	20,369	668
Total assets	\$ 20,369	\$ 668
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable	\$ 5,029	\$ 24,981

² 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.

Accrued salaries and related expenses	-	3,074,406
Accrued interest – related party	55,358	43,989
Advance from related party	41,218	-
Due to stockholders	-	228,674
Convertible note payable – related party	<u>1,000,000</u>	<u>1,000,000</u>
Total current liabilities	1,101,605	4,372,050

Commitments and contingences (Note 7)

Stockholders' deficit

Preferred stock, \$0.0001 par value; Authorized 1,000,000 shares; 1,000 designated Series A Preferred, 1,000 issued and outstanding as of December 31, 2023 and 2022	-	-
Common stock, \$0.0001 par value; Authorized 300,000,000 shares; 402,114,556 and 158,271,000 issued and outstanding as of December 31, 2024 and 2023, respectively	40,212	15,827
Additional paid-in-capital	46,515,936	38,750,207
Accumulated deficit	<u>(47,637,384)</u>	<u>(43,137,416)</u>
Total stockholders' deficit	<u>(1,081,236)</u>	<u>(4,371,382)</u>
Total liabilities and stockholders' deficit	\$ 20,369	\$ 668

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

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Webstar Technology Group, Inc.

Statements of Operations

For the Year Ended December 31,

	<u>2024</u>	<u>2023</u>
Revenue	\$ -	\$ -

Cost of sales	-	-
Gross profit	-	-
Operating expenses		
Salaries and related expenses	243,066	754,932
General and administrative	154,992	83,724
Total operating expenses	398,058	838,656
Operating loss	(398,058)	(838,656)
Other expense		
Loss on extinguishment of debt with a related party	(4,021,910)	-
Interest expense – related party	(80,000)	(76,144)
Total other expense	(4,101,910)	(76,144)
Net loss before income taxes	(4,499,968)	(914,800)
Income tax expense	-	-
Net loss	\$ (4,499,968)	\$ (914,800)
Net loss per share-basic and diluted	\$ (0.01)	\$ (0.01)
Weighted average shares outstanding – basic and diluted	363,536,764	151,677,573

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

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Webstar Technology Group, Inc.
Statements of Stockholders' Deficit

For the Years Ended December 31, 2023 and 2022

	<u>Preferred Stock</u>		<u>Common Stock</u>		<u>Additional</u>	<u>Accumulated</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Paid-in-</u>	<u>Deficit</u>	<u>Stockholders'</u>
					<u>Capital</u>		<u>Deficit</u>
Balance at December 31, 2022	1,000	\$ -	139,900,000	\$ 13,990	\$38,568,334	\$ (42,222,616)	\$ (3,640,292)
Partial conversion of convertible note payable to related party	-	-	18,371,000	1,837	181,873	-	183,710
Net loss	-	-	-	-	-	(914,800)	(914,800)
Balance at December 31, 2023	1,000	\$ -	158,271,000	\$ 15,827	\$38,750,207	\$ (43,137,416)	\$ (4,371,382)

Liabilities settled with shares of common stock	-	-	42,786,278	4,279	4,445,494	4,449,773
Liabilities assumed	-	-			3,340,341	3,340,341

by							
related							
Exchange							
of							
common							
stock for							
intellectu							
al							
property	-	-	201,057,278	20,106	(20,106)	-	-
Net Loss	-	-				(4,499,968)	(4,499,968)
Balance at							
December							
31, 2024	1,000	\$	402,114,556	\$	40,212	\$46,515,936	\$
						(47,637,384)	\$
							(1,081,236)

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

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Webstar Technology Group, Inc.

Statements of Cash Flows

For the Year Ended December 31,

	<u>2024</u>	<u>2023</u>
Cash flows from operating activities		
Net loss	\$ (4,499,968)	\$ (914,800)
Adjustments to reconcile net loss to cash used in operating activities		
Loss on extinguishment of debt with a related party	4,021,910	
- Amortization expense	-	1,600
Consulting services added to due to stockholder	60,000	-
Change in assets and liabilities		
Prepaid expenses	(19,851)	-
Accounts payable	2,909	(19,362)
Accrued salaries and related expenses	243,066	724,532
Accrued interest – related party	80,000	
	<u>76,143</u>	<u>Lease liabilities</u>
	(42)	
Net cash used in operating activities	(111,934)	(131,929)
Cash flows from financing activities		
Advances from stockholders	70,566	135,921
Advance from related parties	41,218	-
Repayments to stockholders	-	(4,000)
Net cash provided by financing activities	<u>111,784</u>	<u>131,921</u>

Net increase (decrease) in cash	<u>(150)</u>	<u>(8)</u>
Cash at beginning of the year	<u>170</u>	<u>178</u>
Cash at end of the year	<u>\$ 20</u>	<u>\$ 170</u>
Supplemental disclosure of cash flow information		
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>
Schedule of non-cash financing activities		
	<u>\$ -</u>	<u>\$ 183,710</u>

Partial conversion of convertible note payable and accrued interest – related to common stock			
Accrued salaries and related expenses assumed by related party	\$	3,317,472	\$ -
Liabilities settled with shares of common stock	\$	427,863	\$ -
Shares issued to related parties for intellectual property	\$	20,000	\$ -

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

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WEBSTAR TECHNOLOGY GROUP, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and 2022 NOTE

1 - DESCRIPTION OF BUSINESS

Webstar Technology Group, Inc. (the “Company”) was incorporated in Wyoming on March 10, 2015. The Company was previously established for the operation of certain licensed and purchased software solutions. Since inception, the Company signed two license agreements with a related party to license proprietary software technology solutions, i.e., Gigabyte Slayer and WARP-G.

During the year ended December 31, 2024, the Company entered into several material definitive agreements as summarized below:

- 1) On June 14, 2024 (“Closing”), Mr. Ricardo Haynes, Mr. Eric Collins, Mr. Lance Lehr, Ms. Tori White and Mr. Donald Keer, each as an individual (the “Purchasers”) personally acquired 100% of the issued and outstanding shares of the Series A Preferred Stock (the “Preferred Stock”) of the Company from the Frank T. Perone Irrevocable Trust (“Trust”), a Florida trust (the “Seller”), a Trust controlled by Mr. James Owens the Company’s former CEO, founder and majority stockholder. The Purchasers have agreed to purchase the Preferred Stock for \$500,000 due as follows: \$50,000 at the execution of the letter of intent, \$125,000 at the Closing, and the remaining \$325,000 ninety days after the Closing. The Preferred Stock will remain held in escrow until the final payment is remitted to the Seller. Further, the Seller retains the voting rights of the Preferred Stock while in escrow. Therefore, Mr. James Owens is referred to as the controlling stockholder in this filing as the Preferred Stock remains in escrow as of the date of this filing. As of the date of this filing, the remaining \$325,000 had not been remitted to Mr. Owens by the Purchasers.
- 2) On June 21, 2024, the Company entered into a material definitive agreement with Electrical and Compression Optimization, Inc. (“ECO”), a Wyoming corporation owned and controlled by James Owens, for the acquisition of contracts, with a net book value of zero, from the Company. In exchange for the acquisition of the contracts, ECO issued 201,057,278 common shares directly to the stockholders of record of the Company at the close of business June 21, 2024 on a one-to-one basis.
- 3) One June 21, 2024, the Company entered into a material definitive agreement with Webnet Technologies Incorporated (“Webnet”), a Wyoming corporation owned and controlled by James Owens, for the acquisition of licenses for the use, development and commercialization of Gigabyte Slayer and WARP-G software. As consideration for the licenses, Webnet assumed liabilities of the Company, specifically related to accrued salaries and related expenses of \$3,317,472 and a cash payment of \$22,869 which was applied to Webstar’s accounts payable at the time of the same amount. Due to the related party nature of the transaction, the assumption of the liabilities has been recorded as an increase to additional paid in capital of \$3,340,341.

- 4) On June 24, 2024, the Company agreed to acquire the assets and intellectual property associated with the Bear Village, Inc. family resort developments from Thunder Energies Corporation, an entity owned and controlled by the Purchasers of the Company's Preferred Stock. An asset sale agreement was executed on July 15, 2024 between the Company and the selling entity. Pursuant to the agreement, the Company agreed to issue the selling entity 201,057,278 shares of common as consideration for the assets acquired related to Bear Village, Inc. These shares were issued to the sellers on October 1, 2024 (see Note 3).

As a result of the sale of the Preferred Stock, discussed above, the existing officers and directors of the Company, Mr. James Owens, Mr. Michael Hendrickson, Mr. Sanford Simon, and Mr. Don Roberts, were removed and replaced by the below as of June 14, 2024.

Under the terms of the Preferred Stock purchase agreement, the Purchases were permitted to elect representatives to serve on the Board of Directors to fill the seat(s) vacated by prior directors and as new officers as follows:

Chairman/Chief Executive Officer - Mr.
Ricardo Haynes Independent Director – Ms.
Marilyn Karpoff Independent Director – Mr.
Gordon Clinkscale
President – Mr. Eric Collins
Interim Chief Financial Officer (CFO) – Ms. Adrienne
Anderson Secretary – Mr. Donald R. Keer
Chief Operating Officer – Mr. Lance Lehr

Ms. Anderson submitted her resignation as interim CFO on February 19, 2025 but continues to provide financial reporting related services to the Company on a consulting basis.

Since execution of the above material definitive agreements, the Company is currently an early-stage specialty real estate development company devoted to the identification, partnership and development of specialty real estate projects in the United States with a focus on multitenant buildings that can be upgraded to green/energy efficient status and entertainment and resort real estate development.

The Company will operate under the brand name “Webstar Technology Group” with the consideration given to future name changes due to a diversification of operations outside of the former business.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting

principles generally accepted in the United States of America (“US GAAP”).

Liquidity, Going Concern and Uncertainties

These financial statements have been prepared in conformity with US GAAP, which contemplates continuation of the Company as a going concern. To date, the Company’s commercial operations have not generated sufficient revenues to enable profitability. As of December 31, 2024, the Company had an accumulated deficit of \$47,637,384 and

incurred a net loss of \$4,499,968 for the year ended December 31, 2024. Additionally, the Company generated negative cash flows from operations of \$111,934 for the year ended December 31, 2024, and the Company's working deficit and cash on hand at December 31, 2024 was \$81,236 and \$20, respectively. Based on the current business plans and the Company's operating requirements, management believes that the existing cash at December 31, 2024 will not be sufficient to fund operations for at least the next twelve months following the issuance of these financial statements. These factors raise substantial doubt regarding the Company's ability to continue as a going concern.

The Company's continued operations will depend on its ability to raise additional capital through various potential sources, such as future equity offerings and/or debt financings, strategic relationships, and to successfully execute its business plans. The Company has relied upon advances from its former Chairman and former majority stockholder, Mr. James Owens, to fund operations since inception. Management is actively pursuing financing but can provide no assurances that such financing will be available on acceptable terms, or at all. Without this funding, the Company could be required to delay, scale back or eliminate some or all of its business plans which would likely have a material adverse effect on the Company.

The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

Use of Estimates

The preparation of the financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Certain of the Company's estimates, could be affected by external conditions, including those unique to our industry, and general economic conditions. It is possible that these external factors could have an effect on our estimates that could cause actual results to differ from our estimates. We re-evaluate all of our accounting estimates at least quarterly based on these conditions and record adjustments when necessary. Significant estimates made by management include the valuation of deferred tax assets and the fair value of stock issued to settle liabilities.

Fair Value of Financial Instruments and Fair Value Measurements

The carrying amounts reported in the balance sheet for cash, accounts payable, accrued expenses, and due to stockholder approximate their fair value based on the short-term maturity of these instruments. The carrying amount reported in the balance sheet for the convertible note payable-related party approximates its fair value based on the valuation on the issue date as discussed in Note 3 below. The Company did not have any non-financial assets or liabilities that are measured at fair value on a recurring basis at December 31, 2024 or 2023.

Cash

The Company considers cash and cash equivalents to include all stable, highly liquid investments with maturities of three months or less. There are no cash equivalents at December 31, 2024 and

2023. The Company maintains its cash in banks and financial institutions that at times may exceed federally insured (FDIC) limits. At December 31, 2024 and 2023, the Company did not have any cash balances in excess of FDIC limits nor has the Company experienced any losses in such accounts through December 31, 2024.

Leases

The Company accounts for leases under ASU 2016-02. Operating leases are included in operating lease right-of-use (“ROU”) assets and operating lease liabilities on the consolidated balance sheets. The Company leases office equipment used to conduct our business.

Operating lease ROU assets represent the right to use the leased asset for the lease term and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. As most leases do not provide an implicit rate, the Company uses an incremental borrowing rate based on the information available at the adoption date in determining the present value of future payments. Operating lease expense is recognized on a straight-line basis over the lease term and is included in general and administrative expenses in the consolidated statements of operations.

The Company transferred its leased copy machine to a related party on April 1, 2023. At December 31, 2024, the Company has no leased assets. There was no gain or loss to the Company related to the transfer of the lease.

Revenue Recognition

The Company recognizes revenues when its customer obtains control of promised goods or services, in an amount that reflects the consideration which the entity expects to receive in exchange for those goods or services. The Company anticipates receiving revenue from licensing its software to customers. To determine the appropriate amount of revenue to be recognized for arrangements determined to be within the scope of ASC 606, the Company performs the following five steps: (i) identification of the promised goods or services in the contract; (ii) determination of whether the promised goods or services are performance obligations including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation. The Company only applies the five-step model to contracts when it is probable that the entity will collect consideration it is entitled to in exchange for the goods or services it transfers to the customer.

The Company intends to generate revenue through the following activities:

- individual and corporate membership sales,
- fractional ownership and timeshare sales,
- food and beverage sales,
- coaching and instruction services,
- suite rentals,
- retail sales,
- sponsorships, advertising and naming rights, and
- contest and qualifier fees and ticket purchases.

The Company had no revenues during the years ended December 31, 2024 and 2023.

Stock Based Compensation

Stock-based compensation is accounted for based on the requirements of ASC 718 – “*Compensation – Stock Compensation*”, which requires recognition in the financial statements of the cost of employee, director, and non-employee services received in exchange for an award of equity instruments over the period the employee, director, or non-employee is required to perform the services in exchange for the award (presumptively, the vesting period). The ASC also requires measurement of the cost of employee, director, and non-employee services received in exchange for an award based on the grant-date fair value of the award. The Company has elected to recognize forfeitures as they

occur as permitted under ASU 2016-09 *Improvements to Employee Share-Based Payment*. During the years ended December 31, 2024 and 2023, the Company did not grant any stock options.

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Income Taxes

Deferred income tax assets and liabilities arise from temporary differences associated with differences between the financial statements and tax basis of assets and liabilities, as measured by the enacted tax rates, which are expected to be in effect when these differences reverse. Deferred tax assets and liabilities are classified as current or non-current, depending upon the classification of the assets or liabilities to which they relate. Deferred tax assets and liabilities not related to an asset or liability are classified as current or non-current depending on the periods in which the temporary differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company follows the provisions of FASB ASC 740-10 “Uncertainty in Income Taxes” (ASC 740-10). Certain recognition thresholds must be met before a tax position is recognized in the financial statements. An entity may only recognize or continue to recognize tax positions that meet a “more-likely-than-not” threshold. At December 31, 2024 and December 31, 2023, the Company does not believe it has any uncertain tax positions that would require either recognition or disclosure in the accompanying financial statements.

Net Loss per Common Share

The Company reports net loss per share in accordance with ASC Topic 260-10, “Earnings per Share.” Basic loss per share is computed by dividing loss available to common stockholders by the weighted average number of shares of common stock outstanding. Diluted loss per share is computed similarly to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and were dilutive.

At December 31, 2024 and 2023, the Company had a convertible note payable outstanding with a related party. For the years ended December 31, 2024 and 2023, the note was convertible into 100,000,000 shares of common stock (see Note 3). The dilutive securities have been excluded from loss per share as the inclusion would be anti-dilutive.

Recently Issued Accounting Pronouncements – Not Yet Adopted

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In December 2023 FASB issued Accounting Standards Update (ASU) 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* (ASU 2023-09). The ASU focuses on income tax disclosures around effective tax rates and cash income taxes paid. ASU 2023-09 requires public business entities to disclose, on an annual basis, a rate reconciliation presented in

both dollars and percentages. The guidance requires the rate reconciliation to include specific categories and provides further guidance on disaggregation of those categories based on a quantitative threshold equal to 5% or more of the amount determined by multiplying pretax income (loss) from continuing operations by the applicable statutory rate. For entities reconciling to the US statutory rate of 21%, this would generally require disclosing any reconciling items that impact the rate by 1.05% or more. ASU 2023-09 is effective for public business entities for annual periods beginning after Dec. 15, 2024 (generally, calendar year 2025) and effective for all other business entities one year later. Entities should adopt this guidance on a prospective basis, though retrospective application is permitted. The adoption of ASU 2023-09 is expected to have a financial statement disclosure impact only and is not expected to have a material impact on the Company's financial statements.

Recently Issued Accounting Pronouncements – Adopted

In November 2023 the FASB issued ASU 2023-07 (ASU 2023-07), *Segment Reporting – Improvements to Reportable Segment Disclosures*. The ASU will now require public entities to disclose its significant segment expenses categories and amounts for each reportable segment. Under the ASU, a significant segment expense is an expense that is:

- significant to the segment,
- regularly provided to or easily computed from information regularly provided to the chief operating decision maker (CODM), and
- included in the reported measure of segment profit or loss.

The ASU is effective for public entities for fiscal years beginning after December 15, 2023 and interim periods in fiscal years beginning after December 15, 2024 (calendar year public entity will adopt the ASU in its 2024 Form 10 K). The ASU should be adopted retrospectively unless it's impracticable to do so. Early adoption of the ASU is permitted, including in an interim period. The adoption of ASU 2023-07 did not have an impact on the Company's financial statements since it operates in one reportable segment and has yet to generate revenues.

The Company considers the applicability and impact of all recently issued accounting pronouncements. Recent accounting pronouncements not specifically identified in our disclosures are either not applicable to the Company or are not expected to have a material effect on our financial condition or results of operations.

NOTE 3 – RELATED PARTY TRANSACTIONS

Asset Purchase Agreement

On October 1, 2024, the Company acquired all of the intellectual property of Bear Village, Inc. ("Bear Village") in exchange for 201,057,278 from Thunder Energies Corporation ("TEC"), an entity controlled by the Purchasers discussed in Note 1 . Since the Company shares common ownership with TEC, the Company treated this transaction in accordance with ASC 805-50-30-5 and has recognized the purchased intellectual property at the carrying value recognized by TEC \$0, resulting in the Company recognizing \$20,106 as a reduction of additional paid-in capital for the par value of the common stock issued to the Purchasers in the transaction.

Advance from Related Party

During the year ended December 31, 2024, the Company received \$41,218 of working capital advances from an entity controlled by the Purchasers disclosed in Note 1. This advance has no specific repayment terms and does not bear interest. At December 31, 2024, these advances have been presented as advance from related party on the accompanying balance sheet.

Due to Stockholders

The Trust, controlled by Mr. James Owens, the founder, stockholder, and former chairman of the board of directors of the Company, advanced the Company money as needed for working capital

needs. During the years ended December 31, 2024 and 2023, the Trust loaned the Company \$70,566 and \$135,921, respectively, for working capital needs with no specific repayment terms. Further, during the year ended December 31, 2024, Mr. Owens provided the Company with consulting services on an as needed basis amounting to \$60,000 which increased the due to stockholder amount and are included in general and administrative expenses on the accompanying statements of operations.

On June 3, 2024, the Board of Directors approved, and Mr. Owens agreed, to settle the agreement amount due to the Trust for working capital advances and consulting services totaling \$359,240 with shares of common stock (see below for further details).

At December 31, 2024 and December 31, 2023, the balance remaining on the due to stockholder was \$0 and \$228,674, respectively, which has been reflected as due to stockholder on the accompanying condensed balance sheet.

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Convertible Note Payable

On June 3, 2022 (the "Issue Date"), the Company entered into a settlement agreement with Mr. Owens whereby Mr. Owens was issued a two-year convertible note payable (the "Note") in the amount of \$1,101,000 in exchange for 1) elimination of the "Due to stockholder" liability balance of \$756,450 on the date of the settlement agreement, 2) elimination of the Company's obligations under Mr. Owens' employment agreement for accrued salary of \$845,833 and accrued auto allowance of \$29,000, and 3) amended his employment agreement to set his salary at \$1 per year beginning in June of 2022. The Note bears interest at the rate of eight percent (8%) per annum. The Note accrues interest from the Issue Date and is payable twenty-four months from the Issue Date. Mr. Owens may convert the Note and accrued interest at any time beginning three days after the Issue date at a rate of \$0.01 per share for the Company's common stock. Mr. Owens subsequently transferred the note to the Trust, which he controls. On June 3, 2024, the Trust agreed to extend the maturity date to September 1, 2024, at which time, the Note became due on demand if not repaid.

On May 15, 2023, the Trust partially converted \$101,000 of the Note's principal and \$82,710 of accrued interest into 18,371,000 shares of the Company's common stock at the conversion rate of \$0.01 per share, in accordance with the Note's convertible provision. There was no gain or loss related to the partial conversion.

On June 3, 2024 the Board of Directors approved, and Mr. Owens agreed, to settle certain liabilities owed to the Trust with shares of common stock (see below for further details). Included in this settlement was \$68,623 of accrued interest on the convertible note payable. The Note continues to be an obligation of the Company and will continue accruing interest at 8%.

During the years ended December 31, 2024 and 2023, interest expense on the Note was \$80,000 and \$76,144, respectively.

At December 31, 2024 and December 31, 2023, \$1,000,000 of the Note's principal remains outstanding and accrued interest of \$55,358 and \$43,989, respectively. At December 31, 2024, the Note and accrued interest are due on demand.

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Liabilities Settled with Shares of Common Stock

On June 3, 2024, the Board of Directors approved and Mr. Owens, as Trustee of the Trust, agreed to settle \$427,863 of outstanding liabilities due to the Trust for working capital advances, consulting services and accrued interest on the Note with 42,786,278 shares of common stock. The fair value of the stock was \$4,449,773 on the settlement date based on the stock's market price. Therefore, a loss on extinguishment of \$4,021,910 was recognized, which has been presented on the accompanying statement of operations as another expense.

Liabilities Assumed by Related Party

On June 21, 2024, the Company entered into a material definitive agreement with Webnet Technologies Incorporated (“Webnet”), a Wyoming corporation owned and controlled by James Owens, for the acquisition of licenses for the use, development and commercialization of Gigabyte Slayer and WARP-G software. The licenses have no net book value. As consideration for the licenses, Webnet assumed liabilities of the Company, specifically related to accrued salaries and related expenses of \$3,317,472 and agreed to make a cash payment of \$22,869 which was applied against Webstar’s accounts payable at the time of the same amount. Due to the related party nature of the transaction, the assumption of the liabilities has been recorded as an increase to additional paid in capital of \$3,340,341.

License Agreement

On April 21, 2020, the Company entered into a license agreement with Soft Tech Development Corporation (“Soft Tech”) to exclusively license, market and distribute Soft Tech’s Gigabyte Slayer and WARP-G software (the “Licensed Technology”) and further develop and commercialize these softwares throughout the world. James Owens, our controlling stockholder, owns Soft Tech. Pursuant to the terms of the license agreement, we agreed to pay a contingent licensing fee of \$650,000 for each of the two components of Soft Tech’s technology, for a total of \$1,300,000 for the Licensed Technology. The contingent licensing fee was due and payable only upon the earlier of:

(i) the closing of an aggregate of \$20 million in net capital offering of our stock or (ii) when our cumulative net sales from Licensed Technology reaches \$20 million. Further, we have agreed to pay a royalty rate of 7% based on the net sales of the Licensed Software. The term of the license agreement is five years with one automatic renewal period. However, the royalty will continue as long as we are selling the Licensed Technology. At December 31, 2024, no amounts had been paid on the license agreement as the events triggering the license fees have not occurred nor have any net sales of the Licensed Software been generated. See above for the acquisition of the license agreement by Webnet, a Company owned and controlled by Mr. Owens.

NOTE 4 – STOCKHOLDERS’ DEFICIT

Series A Preferred Stock

On March 16, 2020, the Company filed a Certificate of Designations (the “Certificate”) with the Secretary of State of Wyoming to amend its Articles of Incorporation to designate the Series A Preferred Stock as a series of preferred stock of the Company. 1,000 shares of Series A Preferred Stock are authorized in the Certificate. The Series A Preferred Stock has voting rights equivalent to three times the total voting power of the total common stock outstanding at any time. The Series A Preferred Stock has no transfer rights, no conversion rights, no dividends, and no liquidation preference. At December 31, 2024, all 1,000 authorized Series A Preferred Stock are issued and outstanding and held in an escrow account. However, until the shares are released from escrow Mr. Owens controls the votes provided by the Series A Preferred Stock (see Note 1). At December 31, 2023, all 1,000 authorized Series A Preferred Stock issued and outstanding were held by

James Owens.

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Common Stock

At December 31, 2024 and 2023, the Company had 402,114,556 and 158,271,000 issued and outstanding shares of common stock, respectively.

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

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, Ricardo Haynes certify that:

1. I have reviewed this Disclosure Statement for Webstar Technology Group, 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.

April 16, 2025 [Date]

/s/ Ricardo Haynes [CEO's Signature]

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

Principal Financial Officer:

I, Ricardo Haynes certify that:

1. I have reviewed this Disclosure Statement for Webstar Technology Group, 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.

April 16, 2025 [Date]

/s/ Ricardo Haynes [CFO's Signature]

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