

DISCLOSURE STATEMENT

WEALTHCRAFT CAPITAL, INC.

A Nevada Corporation (“Company”)

[Executive Office]
2726 Broadway
Santa Monica, CA 90404
Telephone: 909.318.0220

Website: www.wealthcraftcapital.com

Email: info@wealthcraftcapital.com

SIC CODE: 7381

ANNUAL REPORT

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

75,673,060 shares as of the Current Reporting Date (December 31, 2024) and the date hereof.
75,673,060 shares as of the date of the most recent completed fiscal year (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 Control of the company has occurred during this reporting period:

Yes: No:

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

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

The current name of the Issuer and the names used by predecessor entities and the dates of the name changes are as follows:

The current name of the Issuer and the names used by predecessor entities and the dates of the name changes are as follows:

Issuer: **WEALTHCRAFT CAPITAL, INC.**

Wealthcraft Capital, Inc.	February 1, 2017	to present
Formerly Wealthcraft Systems, Inc.	October 19, 2006	to January 31, 2017
Formerly Parque La Quinta Estates	October 29, 1992	to October 19, 2006

Predecessor Entities:

None

Except for the name changes referred to above, there have been no name changes or changes in the state of incorporation since inception.

Current State and Date of Incorporation or Registration	State of Nevada, October 29, 1992
Standing in this jurisdiction: (e.g. active, default, inactive)	Active

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):

The Issuer's state and date of incorporation is the State of Nevada on October 29, 1992. At all times, the Company has been a Nevada corporation (there have been no changes in the state of incorporation since inception). The Company is an active corporation, validly existing and in good standing under the laws of the State of Nevada, with a valid and existing Nevada State Business License, and is current with its report filings.

On April 5, 2018, the Company acquired a majority interest in Geaux Industries (hereinafter "Geaux"), a provider of security services for commercial, retail, and industrial customers in exchange for 4,000,000 shares of the Company's Common Stock. Geaux' state and date of incorporation is the State of California on June 7, 2016. Geaux is an active corporation, validly existing and in good standing under the laws of the State of California, with valid and existing applicable licenses (to include the State of California Department of Consumer Affairs) and is current with its Secretary of State report filings. Geaux also has a janitorial service segment of its business. The shares were issued by the Company to William Mayhew, Jr. on November 8, 2018, and were valued at \$ 0.25 per share. The Exchange Agreement provides for the Company

to acquire the minority interest, under certain terms and conditions. The Company intends to acquire, with the issuance of shares of the Company's Common Stock, the minority interest in Geaux.

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

None

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:

The Company is contemplating a series of transactions which will result in the Company being restructured as a holding company and Geaux being a wholly owned subsidiary of Wealth-Geaux Merger Corp. See Item 3. C. below.

The address of the Issuer's principal executive office:

2726 Broadway
Santa Monica, CA 90404

The 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

Pacific Stock Transfer Company
800.785.7782
<http://pacificstocktransfer.com>
6725 Via Austi Parkway
Suite 300
Las Vegas, NV 89119

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 securities. We have used the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

The Company has a class of Common Stock outstanding as of December 31, 2024, and as of the date hereof:

Trading Symbol:	WCCP
Exact title and class of securities:	Common Stock
CUSIP:	947000105
Par or stated value:	\$ 0.001
Total shares authorized:	250,000,000 as of December 31, 2024
Total shares outstanding:	75,673,060 as of December 31, 2024
Total number of shareholders of record:	68 as of December 31, 2024

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

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

None

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:

Our holders of shares of Common Stock are entitled to one vote for each share on all matters to be voted on by the shareholders. Holders of Common Stock do not have cumulative voting rights. Holders of Common Stock are entitled to share ratably in dividends, if any, as may be declared from time to time by the board of directors in its discretion from legally available funds. Dividends, if any, will be contingent upon our revenues and earnings, if any, capital requirements and financial conditions. The payment of dividends, if any, will be within the discretion of our board of directors. We intend to retain earnings, if any, for use in our business operations and accordingly, the board of directors does not anticipate declaring any dividends prior to a business combination transaction, nor can there be any assurance that any dividends will be paid following any business combination. In the event of a liquidation, dissolution or winding up of the Company, the holders of Common Stock are entitled to share pro rata all

assets remaining after payment in full of the Company's liabilities. Holders of Common Stock have no preemptive rights to purchase the Company's Common Stock. There are no conversion or redemption rights or sinking fund provisions with respect to the Common Stock.

See paragraph 3 below for a limitation of the material rights and privileges for "quasi-California" corporations.

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

The Company has no Preferred Stock.

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

Section 2115 of the California Corporations Code provides that certain provisions of California corporate law are applicable to foreign corporations (e.g., like the Company that is incorporated in Nevada), to the exclusion of the law of the state of incorporation, if more than half of the Corporation's shareholders and more than half of our "business" (a defined formula based on property, payroll and sales) is located in California. Section 2115 does not apply to public companies listed on the New York Stock Exchange, the NYSE MKT, the NASDAQ Global Market or the NASDAQ Capital Market.

California Corporations Code Section 708 applies to such "quasi-California" corporations which requires that shareholders be permitted to cumulate votes in the election of directors. However, Section 2115 does not require the Company to set forth this right in our articles or bylaws.

Another provision applicable to such "quasi-California" corporations is the restriction on distributions to shareholders under Section 500 of the California Corporations Code. California Corporations Code Section 166 defines "distributions to shareholders" to include all transfers of cash or property to shareholders without consideration, including dividends paid to shareholders (except stock dividends), and the redemptions or repurchases of stock by a corporation or its subsidiary (subject to certain exclusions, such as the repurchase of stock held by employees). The consequence of this broad definition is that dividends, stock repurchases, and stock redemptions are all subject to the same tests and restrictions.

Unlike Nevada law, which generally permits the Company to pay dividends or make redemptions as long as the Corporation is solvent following the transaction, California law prohibits such payments unless the Company meets certain mechanical tests (in particular, that either retained earnings equal or exceed the size of the proposed distribution or that assets equal or exceed current liabilities). Additionally, California requires quasi-California companies to take "preferential dividends" and "preferential rights" into account when making distributions.

The limitations on our director and officer for indemnification under Section 317 of the California Corporations Code also purport to be applicable to a "quasi-California" corporation. As a result, the Company may need to adopt indemnification provisions for a "quasi-California"

corporation to reflect California law so that our directors, officers and shareholders have consistent expectations and knowledge with regard to indemnification.

Further, Section 1001 and 1101, and Chapter 12 and 13 of the California Corporations Code also purport to apply to “quasi-California” corporations. These provisions deal with mergers, reorganizations, and asset sales, including voting rights and the application of California dissenters’ rights. California may require class votes on sale transactions. California law will grant dissenters’ rights in connection with the sale of assets in exchange for stock of an acquiring corporation. Furthermore, California law will require a so-called fairness opinion in connection with certain interested party transactions.

Section 78.257 of the Nevada Revised Statutes gives any person who owns at least 15% of the outstanding shares of stock of the Company (or who has been authorized in writing by the holders of at least 15% of the outstanding shares of stock) to inspect certain corporate records. It is believed that the documents available for inspection are “books of account and financial statements of the corporation” and provides that the commonly implemented practice of a corporation conditioning such inspection upon the stockholder entering into and complying with a “confidentiality agreement having such terms and scope as are reasonably related to protecting the legitimate interests of the corporation.”

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

None

3) **Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the Issuer’s securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

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

No: Yes: [Table Omitted – not applicable]

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

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

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest) (1)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential shares to be Issued upon Conversion	Name of Noteholder (entities must have individual with voting/investment control disclosed)	Reason for Issuance (e.g., Loan, Services, etc.)
March 27, 2017 (1)	\$50,000 (1)(2)	\$88,000	On Demand (3)	Convertible at the option of the holder at \$.25	0	200,000 (1)	Geaux Industries William Mayhew, Jr. (49 %) [51% of Geaux Industries is owned by the Company]	Working Capital
March 20, 2018	\$20,000	\$33,580	December 31, 2020 (3)	Convertible at the option of the holder at \$.25	0	134,320 (4)	Anthony and Elena Riccio	Working Capital
March 27, 2018	\$25,000	\$41,900	December 31, 2020 (3)	Convertible at the option of the holder at \$.25	0	167,600 (4)	John MacPhail	Working Capital
March 30, 2018	\$150,000	\$251,400	December 31, 2020 (3)	Convertible at the option of the holder at \$.25	0	1,005,600 (4)	Katell Productions LLC [The Company is informed and believes that Gerald L Katell is the manager of Katell Productions LLC – the control person.]	Working Capital
April 25, 2018	\$25,000	\$41,725	December 31, 2020 (3)	Convertible at the option of the holder at \$.25	0	166,900 (4)	Andrew Galloway Family Trust [The Company is informed and believes that Andrew Galloway is the controlling Trustee note.]	Working Capital

Any additional material details, including footnotes to the table are below:

(1) On March 27, 2017, the Company issued a Convertible Note Payable in the principal amount of \$ 50,000 to the Chief Executive Officer of Geaux, of which the Company owns a fifty-one percent (51%) controlling interest. This note accrues interest at the rate of ten percent (10%) per annum and matured on January 1, 2021. On April 3, 2021, Geaux bought this note

from the Chief Executive Officer and the note and accrued interest from April 3, 2021 eliminates in consolidation.

(2) The Company has \$270,000 and \$270,000 of debt that is convertible at \$0.25 per share and accrues interest at 10% at December 31, 2024 and December 31, 2023, respectively. \$50,000 of this amount had a variable conversion feature until April 30, 2021 when the terms of the note were amended to change the conversion feature to a fixed conversion at \$0.25 per share.

(3) The Company is in default on its convertible promissory notes which provide legal remedies for satisfaction of defaults, none of which to this point have pursued their legal remedies. The Company continues to accrue interest at the promissory note rates and plans to seek their conversion of the convertible notes within the next six months in connection with a change to a holding company structure. See C below. The Company has classified all loan amounts as a current liability.

(4) The current conversion price is \$0.25 and the Company presently intends to reduce the conversion price on the current convertible promissory notes to \$ 0.0625 per share of Common Stock as part of the change to a holding company structure. See C below.

The components of the Company's debt, both convertible and non-convertible ¹ are as follows:

	<u>Dec 2024</u>	<u>Dec 2023</u>
Note Payable - \$20,000, 10% interest payable monthly or accrued, due Dec 2020	20,000	20,000
Note Payable - \$150,000, 10% interest payable monthly or accrued, due Dec 2020	150,000	150,000
Note Payable - \$25,000, 10% interest added to note quarterly, due Dec 31, 2020	25,000	25,000
Note Payable - \$250,000, 10% interest payable monthly or accrued, due Jan 1, 2021	250,000	250,000
Note Payable - \$13,467 Franchise Territory Note, no interest, \$449 monthly through	-	3,591
Note Payable - \$100,000, 38% principal and interest paid \$2,512 semi-monthly, through September 2024	60,000	60,000
Note Payable - \$83,000, 19% principal and interest paid monthly, due Dec 2023	73,500	83,000
Note Payable - \$30,000, 19% principal and interest paid monthly, due April 2022	40,980	40,980
Note Payable - \$100,000, 10% principal and interest paid monthly, due April 2026	64,616	-
Note Payable - \$100,000, 6% principal and interest paid monthly, due Oct 2024	89,000	-
Subtotal	<u>773,096</u>	<u>632,571</u>

¹ The Company has \$ 605,877 and \$ 465,351 of debt which has no conversion feature at December 31, 2024 and 2023 respectively. [The Company has \$ 270,000 and \$ 270,000 of debt that is convertible at \$ 0.25 per share.] If the Company adopts the holding company structure, all of the then liabilities of the Company will become liabilities of Wealth-Geaux Merger Corp., subject to post holding conversion rights, if any, for the convertible note holders. See 3 C. below.

<u>Related Party Debt</u>		
Note Payable - \$50,000, 10% interest payable monthly or accrued, due Jan 1, 2021	\$ -	\$ -
Note Payable - \$25,000, 10% interest added to note quarterly, due Dec 31, 2020	25,000	25,000
Note Payable - \$22,103, 10% interest payable monthly or accrued, due Dec 31, 2020	22,103	22,103
Note Payable - \$5,678, 10% interest payable monthly or accrued, due Dec 31, 2020	5,678	5,678
	-	-
Subtotal – Related Party Debt	52,781	52,781
Total	\$ 825,877	\$ 685,352

See Footnote 6 to the Notes to the Financial Statements.

C: Future Action

Amend Articles of Incorporation

The Board of Directors of the Company has adopted resolutions to seek shareholder approval to an amendment of the Company's Articles of Incorporation (in the form of an Amended and Restated Articles of Incorporation) to increase the Company's authorized capital allocated to 801,000,000 shares allocated as 800,000,000 shares of Common Stock par value \$ 0.001 per share and to establish a class of 1,000,000 shares of Preferred Stock par value \$ 0.001 per share. To complete the transaction, the Company will obtain the written consent of the holders of outstanding shares of voting Common Stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon consent and voted to approve the amendment and restatement of the Company's Articles of Incorporation.

The Company presently intends to submit this resolution, to be adopted by written consent, to certain shareholders after the acquisition of the minority interest (49%) in Geaux Industries, a California corporation, from William Mayhew, Jr., the conversion of all or portions of the principal and interest on the convertible notes into shares of Common Stock, and the sale and issuance of stock in cancellation of indebtedness with certain creditors of the Company. See Other below.

Holding Company

Certain shareholders of the Company suggested that it may be in the best interest of the Company and its shareholders to reorganize the Company and its operations into a holding company structure, pursuant to applicable Nevada state law.

The Board of Directors of the Company will adopt resolutions to seek shareholder approval to change to a holding company structure. The Company will incorporate WCCP Holdings Inc. as a wholly owned subsidiary, and immediately thereafter, WCCP Holdings Inc. will incorporate Wealth-Geaux Merger Corp. as its wholly owned subsidiary. With each of the new corporations formed, the Company will merge down into Wealth-Geaux Merger Corp., with Wealth-Geaux Merger Corp. surviving and resulting as a wholly owned subsidiary of WCCP Holdings Inc., with the assets and liabilities of the Company succeeded to by Wealth-Geaux Merger Corp.

These assets will include the interest (evidenced by the shares of stock) of the Company in Geaux Industries. All of the liabilities of the Company will then become liabilities of Wealth-Geaux Merger Corp.

As part of the Agreement and Plan of Merger, each outstanding shares of the Company' Common Stock will become reconstituted shares of WCCP Holdings Inc. on a one-for-one basis and no exchange of certificates will be required or needed.

All of the entities are deemed to be "constituent" to each other.

To complete the transaction, the Company will obtain the consent of the holders of outstanding shares of voting Common Stock of the Company having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting, or by written consent, at which the majority of shares entitled to vote thereon consent.

In summary:

1. In accordance with the Nevada Revised Statutes ("NRS"), Wealth-Geaux Merger Corp shall be merged with the Company, the separate corporate existence of the Company shall cease, Wealth-Geaux Merger Corp. shall continue as a wholly owned subsidiary of WCCP Holdings Inc., and WCCP Holdings Inc. shall continue as the surviving corporation of the Agreement and Plan of Merger (the "Surviving Corporation").
2. The Company shall file with the Office of the Secretary of State of the State of Nevada Articles of Conversion/Exchange/Merger and shall make all other filings or recordings required under the NRS to effectuate the merger. The merger shall become effective upon the filing of the Articles of Merger or at such later date and time as set forth in the Articles of Merger (the date and time that the merger becomes effective, the "Effective Time").
3. From and after the Effective Time, the Articles of Incorporation of WCCP Holdings Inc., upon formation, shall be identical to the Articles of Incorporation of the Company, as amended and restated.
4. The sole director and officer of the Company in office immediately prior to the Effective Time shall continue to hold office from the Effective Time until the earlier of his resignation or removal or until his successor is duly elected or appointed and qualified in the manner provided in the Surviving Corporation Articles of Incorporation and the Surviving Corporation Bylaws, or as otherwise provided by law. The Bylaws upon formation of WCCP Holdings Inc. shall be identical to the Bylaws of the Company.
5. At the Effective Time, by virtue of the merger and without any action on the part of the Company, WCCP Holdings Inc., Wealth-Geaux Merger Corp., or any shareholder of holder of any securities thereof:

- a. Conversion/Reconstitution of Outstanding Company's Common Stock. Each share of Company's Common Stock that is issued and outstanding immediately prior to the Effective Time shall be reconstituted/converted into one validly issued, fully paid, and non-assessable share of WCCP Holdings Inc.'s Common Stock.
- b. No Effect on Capital Stock of Wealth-Geaux Merger Corp. Each Wealth-Geaux Merger Corp.'s Common Stock that is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding as validly issued, fully paid, and non-assessable share of Wealth-Geaux Merger Corp.'s Common Stock owned by WCCP Holdings Inc.
- c. Conversion of Company's Common Stock Held in Treasury. Each share of Company's Common Stock that is issued but not outstanding and held in the Company's treasury, if any, immediately prior to the Effective Time, if any, shall be converted into one validly issued, fully paid, and nonassessable share of WCCP Holdings Inc.'s Common Stock, to be held in WCCP Holdings Inc.'s treasury immediately on and after the Effective Time.
- d. Shareholder Rights. At the Effective Time, by virtue of the Agreement and Plan of Merger and without any action on the part of the constituent entities (or any shareholder or the securities thereof), each one share of Company's Common Stock shall be deemed to be validly issued, fully paid, and nonassessable upon constitution/conversion into one share of WCCP Holdings Inc.'s Common Stock, all shares of Company's Common Stock shall cease to be outstanding, i.e., each such share of WCCP Holdings Inc.'s Common Stock to be deemed paid in full satisfaction of all rights pertaining to such shares of Company's Common Stock.

5. At the Effective Time, WCCP Holdings Inc. shall have assumed any and all rights and obligations in outstanding promissory notes or other debt instrument that may be converted into shares of the Company's Common Stock. At the Effective Time, the separate corporate existence of the Company shall cease, the Wealth-Geaux Merger Corp. shall succeed to the properties, rights, privileges, powers, immunities, and franchises of the Company and all rights of creditors and all liens on the property of the Company shall be those of Wealth-Geaux Merger Corp. and shall be preserved unimpaired in Wealth-Geaux Merger Corp. There shall be no obligations to the creditors or any lien holders on the property by WCCP Holdings Inc. Geaux Industries, a subsidiary of the Company, will a subsidiary of Wealth-Geaux Merger Corp.

6. The Company and WCCP Holdings Inc. agree that the Agreement and Plan of Merger does not constitute a "Change of Control." As referred herein, 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 Securities Exchange Act of 1934) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Securities Exchange Act of 1934), 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.

7. From and after the Effective Time until thereafter surrendered to WCCP Holdings Inc. or its transfer agent for transfer or exchange in the ordinary course, each Certificate shall be deemed for all purposes to evidence ownership of and to represent the shares of WCCP Holdings Inc.’s Common Stock into which the shares of Company’s Common Stock represented by such Certificate immediately prior to the Effective Time have been converted, and each such Certificate shall be so registered on the books and records of WCCP Holdings Inc. and its transfer agent.

8. From and after the Effective Time, upon the surrender to WCCP Holdings Inc. or its transfer agent for transfer or exchange in the ordinary course of any Certificate, WCCP Holdings Inc. shall issue or cause to be issued a new certificate representing the number of shares of WCCP Holdings Inc.’s Common Stock previously represented by such Certificate to the person or persons or entity or entities entitled thereto. If any Certificate shall have been lost, stolen, or destroyed, then, upon the making of an affidavit of such fact by the person or entity claiming such Certificate to be lost, stolen, or destroyed and the providing of an indemnity by such person or entity to WCCP Holdings Inc., in form, substance, and amount reasonably satisfactory to WCCP Holdings Inc., against any claim that may be made against it with respect to such Certificate, WCCP Holdings Inc. shall issue or cause to be issued to such person or entity, in exchange for such lost, stolen, or destroyed Certificate, a new certificate representing the number of shares of WCCP Holdings Inc.’s Common Stock into which the shares of Company’s Common Stock represented by such Certificate immediately prior to the Effective Time have been converted.

9. In accordance with the NRS, no appraisal rights shall be available to shareholders or any holder of securities of the Company’s Common Stock in connection with the merger.

10. This holding structure is intended to constitute a “plan of reorganization” within the meaning of Treasury Regulation Section 1.368-2(g), and the merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Code. The merger is also intended to constitute a transaction as to which the rights of the holders of the Company’s Common Stock have been previously defined, and in which such holders shall exchange such stock for all the WCCP Holdings Inc.’s Common Stock (constituting all the issued and outstanding stock of WCCP Holdings Inc. and “control” of WCCP Holdings Inc. within the meaning of Section 368(c) of the Code), subject to Section 351(a) and related provisions of the Code. Each party hereto shall use its reasonable best efforts to cause the merger to qualify for the foregoing treatment and shall not knowingly take any actions or cause any actions to be taken which could reasonably be expected to prevent the merger from qualifying for such treatment. Each party hereto shall file all tax returns (including amended returns and claims for refunds) in a manner consistent with such treatment and shall use their reasonable best efforts to sustain such treatment in any subsequent tax audit or dispute.

FINRA

To complete the transaction, the Company will be required submit its corporate action notification to the Financial Industry Regulatory Authority (“FINRA”) seeking authority of FINRA to report the aforementioned corporate actions.. FINRA does not approve corporate actions. The Company may be required to provide additional documents that are responsive to FINRA’s questions, if any.

Stock Issuance.

A Common Stock issuance will occur prior to any submission of proposals for written consent and approval of (i) the Amended and Restated Articles of Incorporation and (ii) the holding company structure to either the shareholders of the Company or FINRA.

1. The Company presently intends to sell and issue not to exceed 1,600,000 shares in cancellation of indebtedness – current debt – to certain creditors of the Company.
2. The Company presently intends to sell and issue not to exceed 32,000,000 shares to Will Mayhew, Jr. in exchange for the remaining 49% interest in Geaux Industries [\$ 0.0625 per share.]
3. As part of reorganizing the Company into a holding company structure and amending its Articles of Incorporation, the Company will consider having all convertible notes outstanding converted into Company Stock. The current conversion price is \$0.25, and the Company intends to reduce the conversion price on the current convertible promissory notes to \$ 0.0625 per share of Common Stock. The current conversion price is substantially higher than the current market valuation. The Company presently intends to sell and issue approximately 11,215,608 shares of Common Stock and all convertible debt will be extinguished.

Dilution, etc.

The reduction in the conversion rate coupled with the conversion into Common Stock of the Company will result in further substantial dilution of the ownership percentage and interest of current shareholders.

Generally, it is the Company's present belief that the debt being cancelled, in exchange for the sale and issuance of the Common Stock, will be removed from the liabilities section of the consolidated balance sheet. This reduces the overall debt burden of the Company, and the issuance of new stock increases the equity section of the balance sheet. Specifically, although dilution, i.e. issuing additional shares dilutes the ownership percentage of existing shareholders, which can affect earnings per share and potentially the market perception of the Company. The Common Stock and additional paid-in capital accounts will increase. If the debt is cancelled for less than its carrying amount, the difference is recognized as a gain on the income statement. This gain is often referred to as "cancellation of debt income" and is taxable unless specific exclusions apply. No tax opinions have been obtained - the cancellation of debt may have tax implications.

Other

Although the Company's plan of operation is to restructure itself into a holding company structure and acquire interests in various business opportunities, the Company is not currently engaged in any negotiations to acquire a business opportunity or effectuate a business combination.

The Company believes that the transaction will not require a shareholders meeting. This is because certain shareholders collectively hold or will hold sufficient voting power to meet the necessary thresholds for approval as required by the NRS and the Company's corporate governance framework and the transactions can be accomplished by written consent of these shareholders.

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the Issuer's current operations.

We have confirmed that these descriptions have been updated on the Company's Profile on www.OTCMarkets.com.

Generally.

To provide more meaningful and useful information, this Disclosure Statement may contain certain "forward-looking statements" [as such term is defined in Section 21E of the Exchange]. These statements may reflect our current expectations regarding our possible future results of operations, performance, and achievements.

Wherever possible, the Company has tried to identify these forward-looking statements by using words such as “anticipate,” “believe,” “estimate,” “expect,” “plan,” “intend,” and similar expressions. These statements reflect our current beliefs and are based on information currently available to us. Accordingly, these statements are subject to certain risks, uncertainties, and contingencies, which could cause our actual results, performance, or achievements to differ materially from those expressed in, or implied by, such statements.

The Company cannot predict all the risks and uncertainties. Accordingly, to the extent included, such information should not be regarded as representations that the results or conditions described in such statements or that our objectives and plans will be achieved, and the Company does not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. These forward-looking statements are found at various places throughout this Report and include information concerning possible or assumed future results of our operations, including statements about potential acquisition or merger targets; business strategies; future cash flows; financing plans; plans and objectives of management, any other statements regarding future acquisitions, future cash needs, future operations, business plans and future financial results, and any other statements that are not historical facts.

The public market should be informed that there are events that cannot be anticipated that negatively affect the stock market and investor sentiment. There is an inflationary risk, a risk that the future real value (after inflation) of an investment, asset, or income stream will be reduced by unanticipated inflation, the coronavirus risk, a virus that had been spreading around the world since December 2019, there are the unknown risks associated with the Russia Ukraine conflict, the Israeli disputes with Arab terrorist located in contagious areas, and also their exists uncertainty of the effect of government policies and actions on the economy (to include, but not limited to, the implementation of tariffs and the effect of tariffs on the economy). The perceived value of the Company and the price of our Common Stock may be disproportionately affected as investors favor and seek less volatile or traditional companies (or assume more risks) during the times of market uncertainty and instability.

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Exchange Act of 1934 as well as Rule 144 of the Securities Act of 1933, and state Blue Sky laws, require Issuers to provide *adequate current information* to the public markets. On September 16, 2020, the Securities and Exchange Commission adopted amendments to Rule 15c2-11, an important component of the over-the-counter market regulatory structure which governs the public quoting of securities traded. The Rule restricts public quoting in companies that do not provide current public disclosure information and under certain other circumstances.

OTC Market Group, Inc. had announced a significant update with the launch of a new market tier, OTCID, set to replace the Pink Current tier in July 2025. The OTCID will require companies to meet basic reporting obligations, including minimal disclosure standards and management certifications. It is our present intent to continue to make information available pursuant to Rule 15c2-11 and remain on the Pink Market or the Expert Market of the OTC Market Group, Inc., or become eligible for the OTCID.

The safe harbor provisions of the Exchange Act of 1934 may not apply to an Issuer that issues penny stock. Actual results may differ materially from those indicated by such forward-looking statements because of various important factors. The Company does not assume any obligation to update any forward-looking statements to reflect events or circumstances after the date of this Disclosure Statement except as required by applicable law

The purpose of this section is to provide a clear description of the Issuer's current operations.

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

The primary objective of the Company was to create a vertically integrated Hemp and cannabidiol ("CBD") company with a focus on consumer wellness. The Company intended to achieve this objective through the acquisition of controlling interests in private businesses across the hemp and CBD value chain. This vertical market acquisition strategy was expected to provide opportunities to grow and integrate cultivation, processing, product formulation, branding, marketing, distribution, and sale of hemp to CBD. As of the date hereof, no transactions have been completed.

Since January 1, 2024, the Company has determined to also direct its efforts and resources to pursue potential additional new business opportunities. The Company's purpose is to seek, investigate, and if such investigation warrants, acquire an interest in business opportunities presented to it by persons or firms who or which desire to seek the perceived advantages of an issuer being a publicly traded issuer. Although the Company intends to continue focusing on consumer wellness, security services and janitorial services, the Company will not restrict its search to any specific business, industry, or geographical location and the Company may participate in a business venture of virtually any kind or nature. The Company has not established any criteria upon which we consider a business opportunity.

The Company intends to restructure itself into a holding company structure to facilitate its acquisition program.

Prior Operations

On April 5, 2018, the Company had acquired a majority interest in Geaux, a provider of security services for commercial, retail, and industrial customers. Geaux conducted its security services in its name and under a local franchise. Geaux also provided janitorial services to commercial customers. Geaux was acquired 51% in exchange for 4,000,000 shares of Common Stock which were subsequently issued by the Company on November 8, 2018. The Exchange Agreement provides for the Company to acquire the minority interest, under certain terms and conditions. See Notes to Financial Statements. The Company intends to acquire the minority interest prior to December 31, 2024 in exchange for shares of Common Stock.

Prior to December 31, 2020, the proposed acquisition of Frontier Wellness Management and proposed financing as previously announced by the Company on May 13, 2020 was

terminated on failures of the parties to obtain financing and failure of other conditions precedent to closing. See Notes in prior Financial Statements.

On July 10, 2021, the Company and ICH Holdings Ltd. mutually consented to terminate the Stock Purchase and Sale Agreement for ICH Washington Holdings Ltd. entered into on June 10, 2020. See Notes to prior Financial Statements.

On January 1, 2024, Geaux sold a portion of its security services under its franchise to an unrelated third party and continues to provide security services to commercial, retail, and industrial customers under its name and continues to expand its janitorial services to commercial customers. The sale of this portion of its securities services has no adverse effect on the financial condition of the Company.

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

Geaux Industries, a California corporation

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

The Company is a provider of security services for commercial, retail, and industrial customers, including, but not limited to the hemp and CBD suppliers in the Southern California area of the State of California and is also a provider of janitorial services.

Consistent with the objectives of the Company, using a holding company structure, the Company intends to achieve its expansion objective through the acquisition of controlling interests in private businesses to include, but not by limitation, across the hemp and CBD value chain, with consumer wellness within separate business units or subsidiaries, and with janitorial service providers to the commercial market. The vertical and horizontal market acquisition strategy and the ability to take advantage of other business opportunities may enhance shareholder value in the Company.

To achieve our vertical and horizontal market acquisition strategy or business acquisition strategy, the Company will utilize its capital stock, debt or a combination of capital stock and debt. The issuance of additional shares of our capital stock may significantly further reduce the equity interest of our shareholders.

5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the Issuer. Describe the location of office space, data centers, principal plants, and other property of the Issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the Issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

As of December 31, 2024, and as of the date hereof, our executive offices are located at:

2726 Broadway
 Santa Monica, CA 90404
 Telephone: 909.318.0220

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

See Financial Statements and Notes to Financial Statements.

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

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the Issuer’s securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the Issuer.

The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the Issuer, as well as the identity of any significant or beneficial owners

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) (9)
William Mayhey, Jr.	Chief Executive Officer, Director and President of 51% subsidiary Geaux Industries	Los Angeles, CA	4,000,000	Common	5.29%

37 CFS Holdings LLC (1) Josh Koplewicz		Wilmington, Delaware	12,798,425	Common	16.91%
John MacPhail	Former Chairman and Director	Vancouver, British Columbia	8,000,000	Common	10.57 %
EWC Corporation (2) Robert Wilson and Karen Ewing	Former Chief Executive Officer and Director	Toronto, Ontario	9,750,000	Common	12.88 %
Adam Sexton (3)	Former Director and CEO	Venice, California	3,660,888	Common	4.84 %
Katell Productions LLC (4) Gerald L. Katell		Santa Monica, California	4,000,000	Common	5.29 %
William Mayhew, Jr.	Chief Executive Officer, Director and President of 51% subsidiary Geaux Industries	Los Angeles, California	4,000,000	Common	5.29 %
Nordberg Management Group LLC (5) Brent Norton G. Hopkins		Los Angeles, California	8,133,859	Common	10.75 %
Parthian Capital Partners LLC (6) Ashkan Marsh		Wilmington, Delaware	5,797,244	Common	7.66 %
CLCP II LLC (7) Michael K. Becker		Wilmington, Delaware	3,985,236	Common	5.27 %

- (1) 37 CFS Holdings LLC registered agent is Tim Pratts, Corporate Creations Network Inc., 3411 Silverside Road, Suite 104, Wilmington, Delaware.
- (2) Held by EWC Corporation which is controlled by Robert Wilson and includes the ownership of Robert Wilson's wife Karen Ewing.
- (3) Adam Sexton holds shares and a \$ 250,000 debenture through his company Silicon Beach LLC.
- (4) Katell Productions LLC also holds the \$ 150,000 convertible debenture which, upon conversion at the conversion price, would represent an additional 600,000 shares. The registered agent is Gerald L. Katell, 15332 Antioch Street, Pacific Palisades, California. See.
- (5) Nordberg Management Group LLC registered agent is Brent Norton, 11937 Gorham Ave #1, Los Angeles, California.
- (6) Parthian Capital Partners LLC registered agent is Robert Melchiorre. The Company Corporation, 251 Little Falls Drive, Wilmington, Delaware.
- (7) CLCP II LLC registered agent is Robert Melchiorre, Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware.
- (8) Except as indicated elsewhere in this Item 6, the Company has been unable to verify the current identity, as of the date hereof, of the manager of the limited liability company. The disclosure is on the Company's last information and belief.
- (9) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Shares of the Company's Common Stock subject to options or warrants that are currently exercisable or exercisable within 60 days of the Record Date are deemed to be outstanding and to be beneficially owned by the person holding the options or warrants for the purpose of computing the percentage ownership of that person but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Applicable percentage voting power is based on shares of Common Stock outstanding as of the date hereof and does not take into account the reduction in percentage ownership on a fully diluted basis.

7) Legal/Disciplinary History

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

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

None of the foregoing persons have been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding.

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

None of the foregoing persons have been the subject of any order, judgment, or decree, that permanently or temporarily enjoined, barred, suspended or otherwise limited such a person's involvement in any type of business, securities, commodities, or banking activities.

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

None of the foregoing persons have been the subject of any 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.

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;

None of the foregoing persons have been named as a defendant in a regulatory complaint or proceeding.

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

None of the foregoing persons have 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.

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

None of the foregoing persons have 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.

- 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.

There are no pending legal proceedings incidental to the business, to which the Company or any of its subsidiaries is a party or of which any of their property is the subject.

8) **Third Party Service Providers**

Provide the name, address, telephone number and email address of each of the following outside providers.

[We confirm that the information in this table matches our public company profile on www.OTCMarkets.com. [If any updates are needed to our public company profile, we will update our company profile.]

Securities Counsel.

Christopher H. Dieterich, Esq.
Dieterich & Associates
815 Moraga Dr Ste 207,
Los Angeles, CA 90049-1633
310.312.6888
venturelaw@gmail.com

Accountant or Auditor.

Financials prepared under the direction of Management.

Investment Relations.

None

All other means of Investor Communication.

Twitter: None
Discord: None
LinkedIn: None

Facebook: None
[Other] None

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.

Ronald J. Stauber, Esq.
Stauber Law Offices
9440 Santa Monica Boulevard
Suite 301
Beverly Hills, CA 90210
310.556.0080
ronstauber@stauber.com

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared under the management with sufficient financial skills directed by:

Name: William Mayhew, Jr.
Title: President and Chief Financial Officer
Relationship to Issuer: Shareholder, officer, and director

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

- IFRS
 U.S. GAAP

C. The following financial statements were prepared and reviewed by (name of individual):

Name: William Mayhew, Jr.
Title: Chief Financial Officer
Relationship to Issuer: Shareholder, officer, and director

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

William Mayhew, Jr., possesses sufficient financial accounting skills and knowledge.

Wealthcraft Capital, Inc.
Condensed Consolidated Balance Sheets
(Unaudited)

	Dec 31, 2024	Dec 31, 2023
Assets		
Current assets		
Cash and cash equivalents	\$ 682	\$ 254
Accounts receivable	4,455	178,435
Short term receivable	22,032	-
Total current assets	27,169	178,689
Property and equipment - net of accumulated depreciation	-	-
Initial franchise fee	-	63,467
Non-current receivable	19,583	196
Total assets	\$ 46,752	\$ 242,352
Liabilities and Stockholders' Deficit		
Current liabilities		
Accounts payable and accrued expenses	\$ 387,152	\$ 350,573
Accrued liabilities - related parties	8,300	8,300
Credit line	-	192,056
Accrued interest payable	331,670	298,706
Convertible notes payable, net of debt discount	195,000	195,000
Related party convertible notes payable, net of debt discount	25,000	25,000
Related party notes payable	27,781	27,781
Notes payable	578,096	437,571
Total current liabilities	1,552,999	1,534,987
Notes payable	-	-
Less: current portion	-	-
Total non-current liabilities	-	-
Total Liabilities	1,552,999	1,534,987
Stockholders' deficit		
Common stock, \$0.001 par value, 250,000,000 shares authorized, 75,673,060 shares issued and outstanding	75,673	75,673

Additional paid-in capital	8,084,872	8,084,872
Accumulated deficit	(9,489,979)	(9,345,015)
Total Wealthcraft stockholders' deficit	(1,329,434)	(1,184,470)
Noncontrolling interest	(176,813)	(108,165)
Total Stockholders' Deficit	(1,506,247)	(1,292,635)
Total liabilities and stockholders' deficit	\$ 46,752	\$ 242,352

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

Wealthcraft Capital, Inc.
Consolidated Statement of Operations
For the Twelve Months Ended December 31, 2024 and 2023

	For the Twelve months Ended	
	Dec 31, 2024	Dec 31, 2023
Revenue	\$ 129,401	\$ 1,432,330
General and administrative expenses	312,451	1,841,164
Income (loss) from operations	(183,050)	(408,834)
Other income (expense):		
Other income	5,000	-
Gain on sale of assets	44,585	-
Interest expense	(80,147)	(120,738)
Total other income (expense)	30,352	(120,738)
Net income (loss) before provision for income taxes	(213,612)	(529,572)
Provision for income taxes	-	-
Net income (loss)	(213,612)	(529,572)
Less net income (loss) attributable to noncontrolling interests	(68,648)	(163,653)
Net income (loss) attributable to Wealthcraft Capital, Inc.	\$ (144,964)	\$ (365,919)
Net income (loss) per share:		
Basic	\$ 0.00	\$ 0.00
Diluted	\$ (0.00)	\$ (0.00)
Weighted average shares outstanding:		
Basic	75,673,060	75,673,060
Diluted	75,673,060	75,673,060

Wealthcraft Capital, Inc.
Consolidated Statement of Stockholders' Deficit
For the Twelve Months Ended December 31, 2024 and 2023

For the Twelve months Ended December 31, 2024

	Common Shares	Common Stock Amount	Additional Paid-In Capital	Accumulated Deficit	Noncontrolling Interest	Total
Balance at December 31, 2023	75,673,060	\$75,673	\$8,084,872	\$ (9,345,015)	\$ (108,165)	\$(1,292,635)
Net loss	-	-	-	(144,964)	(68,648)	(213,612)
Balance at December 31, 2024	75,673,060	\$75,673	\$8,084,872	\$ (9,489,979)	\$ (176,813)	\$(1,506,247)

For the Twelve months Ended December 31, 2023

	Common Stock					
	Shares	Amount	Additional Paid-In Capital	Accumulated Deficit	Noncontrolling Interest	Total
Balance at December 31, 2022	75,673,060	\$75,673	\$8,084,872	\$ (8,979,096)	\$ 55,488	\$ (763,063)
Net loss	-	-	-	(365,919)	(163,653)	(529,572)
Balance at December 31, 2023	75,673,060	\$75,673	\$8,084,872	\$ (9,345,015)	\$ (108,165)	\$(1,292,635)

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

Wealthcraft Capital, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	For the Twelve months Ended	
	Dec 31, 2024	Dec 31, 2023
Cash Flows from Operating Activities		
Net loss	\$ (208,710)	\$(529,572)
Adjustments to reconcile net loss to net cash used in operating activities:		
Gain on sale of Franchise	(44,585)	-
Accounts receivable	12,385	90,863
Short term receivables	(22,032)	-
Other current assets	196	-
Other assets	(19,583)	4,179
Accounts payable and accrued expenses	20,226	153,987
Accrued expenses - related parties	-	-
Accrued interest on notes payable	32,964	84,609
Net cash used in operating activities	(234,041)	(195,934)
Cash flows from investing activities		
Sale of security franchise	74,000	-
Net cash used in investing activities	74,000	-
Cash flows from financing activities		
Proceeds from note payable	200,000	46,449
Credit line, net of repayments	-	145,687
Payments on Notes Payable	(39,531)	(22,838)
Net cash provided by financing activities	160,469	169,298

Net increase (decrease) in cash and cash equivalents	428	(26,636)
Cash and cash equivalents, beginning balance	254	26,890
Cash and cash equivalents, ending balance	\$ 682	\$ 254

Supplemental Disclosures:

Cash paid for income taxes	\$ -	\$ -
Cash paid for interest expense	\$ 11,722	\$ 70,220

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

WEALTHCRAFT CAPITAL, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2024

NOTE 1 – NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities, History and Organization

WealthCraft Capital, Inc. (the “Company”) was organized on September 29, 1992 under the laws of the State of Nevada. On November 13, 2007, WealthCraft Capital, Inc. (“WealthCraft”) completed the transactions contemplated by that certain Exchange Agreement, dated as of September 19, 2007, by and among WealthCraft, certain shareholders of WealthCraft, WealthCraft Capital Ltd., a private limited company organized under the laws of the Hong Kong Special Administrative Region of the People’s Republic of China (“WealthCraft HK”) and the shareholders of WealthCraft HK (the “Exchange Agreement”). Accordingly, WealthCraft acquired all of the issued and outstanding shares of stock of WealthCraft HK, in exchange for the issuance in the aggregate of 7,000,000 shares of common stock of WealthCraft, which shares represent 70% of the issued and outstanding capital stock of WealthCraft after the consummation of the Exchange Agreement and the transactions contemplated thereby.

On September 18, 2012, the Company sold WealthCraft HK to an Australian publicly held company in exchange for approximately \$75,000 and 2,000,000 shares of their common stock. Subsequent to this date the Company has had no operations and only incurred administrative expenses.

On February 1, 2017, the Company changed its name to WealthCraft Capital, Inc.

On April 5, 2018, the Company acquired a majority interest in Geaux Industries (“Geaux”), a provider of security services for commercial, retail and industrial customers in exchange for 4,000,000 shares of the Company’s common stock. These shares were subsequently issued by the Company to William Mayhew, Jr on November 8, 2018 and were valued at \$0.25 per share. The Exchange Agreement provides for the Company to acquire the minority interest, under certain terms and conditions. Geaux is licensed by State of California Department of Consumer Affairs.

Reclassifications and Adjustments

Certain financial statement reclassifications have been made to prior period balances to reflect the current period’s presentation format; such reclassifications had no impact on the Company’s consolidated statements of income or consolidated statements of cash flows and had no material impact on the Company’s consolidated balance sheets.

Significant Accounting Policies

The Company’s management selects accounting principles generally accepted in the United States of America and adopts methods for their application. The application of accounting principles requires the estimating, matching and timing of revenue and expense. The accounting policies used conform to generally accepted accounting principles which have been consistently applied in the preparation of these financial statements.

The financial statements and notes are representations of the Company’s management which is responsible for their integrity and objectivity. Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company’s system of internal accounting control is designed to assure, among other items that: 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods presented.

Basis of Presentation

The Company prepares its financial statements on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States.

Principles of Consolidation

The financial statements include the accounts of Wealthcraft Capital, Inc. as well as the Company's 51% interest in Geaux Industries, Inc. All significant inter-company transactions have been eliminated. All amounts are presented in U.S. Dollars unless otherwise stated.

Non-Controlling Interest

The Company owns 51% of Geaux Industries, Inc. The Company accounts for the 49% outside interest as "non-controlling interest".

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments with an original maturity of three months or less to be cash equivalents. At times, cash balances may be in excess of the Federal Deposit Insurance Corporation ("FDIC") insurance limits.

Accounts Receivable and Allowances for Doubtful Accounts

The allowance for accounts receivable is recorded when receivables are considered to be doubtful of collection. As of December 31, 2024 and 2023, no allowance has been made.

Income Taxes

The Company accounts for income taxes under ASC 740 "*Income Taxes*" using the liability method, recognizing certain temporary differences between the financial reporting basis of liabilities and assets and the related income tax basis for such liabilities and assets. This method generates either a net deferred income tax liability or asset for the Company, as measured by the statutory tax rates in effect. The Company derives the deferred income tax charge or benefit by recording the change in either the net deferred income tax liability or asset balance for the year. The Company records a valuation allowance against any portion of those deferred income tax assets when it believes, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred income tax asset will not be realized.

Use of Estimates

In order to prepare financial statements in conformity with accounting principles generally accepted in the United States, management must make estimates, judgments and assumptions that affect the amounts reported in the financial statements and determines whether contingent assets and liabilities, if any, are disclosed in the financial statements. The ultimate resolution of issues requiring these estimates and assumptions could differ significantly from resolution currently anticipated by management and on which the financial statements are based.

Revenue Recognition

The Company adopted ASC 606 "*Revenue from contracts with customers*" on January 1, 2018 using the modified retrospective approach. The Company generates revenue by selling gold and silver produce from its mining operations. The Company recognizes revenue for gold and silver concentrate production, net of treatment and refining costs, when it satisfies the performance obligation of transferring control of the concentrate to the customer. This is generally when the material is delivered to the customer facility for treatment and processing as the customer has the ability to direct the use of and obtain substantially all the remaining benefits from the material and the customer has the risk of loss.

The amount of revenue recognized is initially recorded on a provisional basis based on the contract price and the estimated metal quantities based on assay data. The revenue is adjusted upon final settlement of the sale. The chief risk associated with the recognition of sales on a provisional basis is the fluctuations between the estimated quantities of precious metals base on the initial assay and the actual recovery from treatment and processing.

As of and for the twelve months ended December 31, 2024 and 2023, there are no contract costs or commissions deferred.

We have elected to account for shipping and handling costs as fulfillment costs after the customer obtains control of the goods.

Stock-Based Compensation

The Company accounts for stock options at fair value as prescribed in ASC 718. The Company estimates the fair value of each stock option at the grant date by using the Black-Scholes option-pricing model and provides for expense recognition over the service period, if any, of the stock option.

Fair Value of Financial Instruments

The Company's financial instruments consist of cash, receivables, payables and long-term debt. The carrying amount of cash, receivable and payables approximates fair value because of the short-term nature of these items. The carrying amount of long-term debt approximates fair value due to the relationship between the interest rate on long-term debt and the Company's incremental risk adjusted borrowing rate.

Per Share Amounts

Earnings per share are calculated in accordance with ASC 260 "*Earnings per Share*". The weighted average number of common shares outstanding during each period is used to compute basic earnings (loss) per share. Diluted earnings per share are computed using the weighted average number of shares and potentially dilutive common shares outstanding. Potentially dilutive common shares are additional common shares assumed to be exercised. Potentially dilutive common shares consist of stock warrants, convertible preferred shares and convertible notes and are excluded from the diluted earnings per share computation in periods where the Company has incurred a net loss, as their effect would be considered anti-dilutive.

The Company had convertible debt instruments as of December 31, 2024 and 2023 which, upon conversion, would result in the issuance of 1,820,760 shares of stock.

The Company had no options or warrants outstanding at December 31, 2024 and 2023.

	Twelve months ended December 31	
	2024	2023
Net income (loss) attributable to common shareholders	\$(144,964)	\$(365,919)
Shares:		
Weighted average number of common shares outstanding, Basic	75,673,060	75,673,060
Weighted average number of common shares outstanding, Diluted	75,673,060	75,673,060
Basic income (loss) per share	\$(0.00)	\$(0.00)
Diluted income (loss) per share	\$(0.00)	\$(0.00)

Related Party Transactions

FASB ASC 850, "Related Party Disclosures" requires companies to include in their financial statements, disclosures of material related party transactions. The Company discloses all material related party transactions. A party is considered to be related to the Company if the party directly or indirectly or through one or more intermediaries, controls, is controlled by, or is under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests.

A party which can significantly influence the management or operating policies of the transacting parties or if it has an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests is also a related party.”

Recently Issued Accounting Pronouncements

Leases

In February 2016, FASB issued ASU 2016-02— Leases (Topic 842). The update is intended to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. As such, The Company is required to adopt these provisions as of the fiscal year beginning on January 1, 2019. The Company elected the available practical expedients and adopted ASC 842 effective January 1, 2019, prospectively. The adoption of this standard resulted in no change to the financial statements of the Company since the Company has no leases.

NOTE 2 – ACCOUNTS RECEIVABLE

As of December 31, 2024 and 2023, the Company had outstanding accounts receivable in the amount of \$4,455 and \$178,435 respectively, which consisted of services rendered by the Company to its clients. As of December 31, 2024 and 2023, the Company had not established an allowance for doubtful accounts.

As previously stated, the Company extends credit terms to the majority of its clients, with accounts receivable being based on the contracted prices for services provided by the Company. Normal accounts receivable are due thirty (30) days after the issuance of the invoice. Receivables past due more than one hundred twenty (120) days are considered delinquent. Delinquent receivables are written off based on individual credit evaluation and the specific circumstances of the customer. During the twelve months ended December 31, 2024 and 2023, the Company did not write-off any of its account receivables as bad debt expense.

NOTE 3 – INTANGIBLE ASSETS

As of December 31, 2024 and 2023, the Company had recorded an intangible asset of \$0 and \$63,467 respectively, on its balance sheet in relation to the Initial Franchise Fee paid by the Company to acquire a service territory.

As previously stated, the Company determined that this intangible asset had an indefinite useful life, and in accordance with *ASC 350, Intangibles - Goodwill and Other*, the Company will not be amortizing this intangible asset each reporting period. The Company will evaluate the remaining useful life of this intangible asset each reporting period to determine whether events and circumstances continue to support an indefinite useful life. Should the Company determine that this intangible asset has a finite useful life, the Company will test it for impairment and then amortize it over its estimated remaining useful life and account for it in the same manner as other intangible assets that are subject to amortization.

On January 1, 2024, the Company sold the Franchise and the Intangible Asset was taken off the books and records of the Company and as of December 31, 2024 there was no Intangible Assets. As of December 31, 2023, the Company had determined that there was no impairment to this intangible asset. Accordingly, the Company did not record any non-cash impairment expense related to this intangible asset during the fiscal year ended December 31, 2023.

NOTE 4 – CREDIT LINE

As of December 31, 2024, no balance was recorded on this credit line as the franchise was sold on January 1, 2024 and the related assets and liabilities – including the credit line – were offset on sale. As of December 31, 2023, the Company had recorded \$192,056 in relation to a credit line. Any outstanding credit line balance is secured against the Company’s accounts receivable (see Note 2. Accounts Receivable). As of December 31, 2023, the Company was in compliance with the terms of this credit line.

NOTE 5 – RELATED PARTY TRANSACTIONS

As of December 31, 2024 and 2023, the Company had recorded total related party financial obligations in the amount of \$52,781. This consisted of three (3) separate notes payable issued by the Company in the aggregate principal amount of \$52,781 (see Note 6. Notes Payable and Convertible Notes Payable) and accrued and unpaid interest in the amount of \$26,076 and \$21,309 at December 31, 2024 and 2023, respectively. Additionally, \$4,800, and \$4,800 respectively of cash advances from Robert Wilson, a former director and officer of the Company and \$3,500 to another related person at both December 31, 2024 and 2023. The Company had recorded these related party cash advances as “accrued liabilities – related party” on its balance sheet as of December 31, 2024 and 2023.

The Company also has related party notes payable and convertible notes payable – See NOTE 6.

NOTE 6 – NOTES PAYABLE AND CONVERTIBLE NOTES PAYABLE

Notes Payable

The components of the Company’s debt as of December 31, 2024 and 2023 were as follows:

	<u>Dec 2024</u>	<u>Dec 2023</u>
Note Payable - \$20,000, 10% interest payable monthly or accrued, due Dec 2020	20,000	20,000
Note Payable - \$150,000, 10% interest payable monthly or accrued, due Dec 2020	150,000	150,000
Note Payable - \$25,000, 10% interest added to note quarterly, due Dec 31, 2020	25,000	25,000
Note Payable - \$250,000, 10% interest payable monthly or accrued, due Jan 1, 2021	250,000	250,000
Note Payable - \$13,467 Franchise Territory Note, no interest, \$449 monthly through	-	3,591
Note Payable - \$100,000, 38% principal and interest paid \$2,512 semi-monthly, through September 2024	60,000	60,000
Note Payable - \$83,000, 19% principal and interest paid monthly, due Dec 2023	73,500	83,000
Note Payable - \$30,000, 19% principal and interest paid monthly, due April 2022	40,980	40,980
Note Payable - \$100,000, 10% principal and interest paid monthly, due April 2026	64,616	-
Note Payable - \$100,000, 6% principal and interest paid monthly, due Oct 2024	89,000	-
Subtotal	<u>773,096</u>	<u>632,571</u>
<u>Related Party Debt</u>		
Note Payable - \$50,000, 10% interest payable monthly or accrued, due Jan 1, 2021		
(1)	\$ -	\$ -
Note Payable - \$25,000, 10% interest added to note quarterly, due Dec 31, 2020	25,000	25,000
Note Payable - \$22,103, 10% interest payable monthly or accrued, due Dec 31, 2020	22,103	22,103
Note Payable - \$5,678, 10% interest payable monthly or accrued, due Dec 31, 2020	5,678	5,678
	-	-
Subtotal – Related Party Debt	<u>52,781</u>	<u>52,781</u>
Total	<u>\$ 825,877</u>	<u>\$ 685,352</u>

The Company had accrued interest payable of \$331,670 and \$298,706 on the notes at December 31, 2024 and 2023, respectively.

(1) On March 27, 2017, the Company issued a Convertible Note Payable in the principal amount of \$50,000 to the Chief Executive Officer of Geaux Industries, of which the Company owns a fifty-one percent (51%) controlling interest. This note accrues interest at the rate of ten percent (10%) per annum and matures on January 1, 2021. As of December 31, 2024 and December 31, 2023, the Company had recorded \$37,585 and \$33,835 respectively of accrued and unpaid interest in relation to this convertible note payable. On April 3, 2021, Geaux bought this note from the CEO and the note and accrued interest from April 3, 2021 eliminates in consolidation.

For the period through the elimination of the derivative conversion option (April 30, 2021), the Company analyzed the conversion option for derivative accounting consideration under ASC 815-15 “Derivatives and Hedging” and determined

that the instrument should be classified as liabilities due to there being no explicit limit to the number of shares to be delivered upon settlement of the above conversion options. The instrument is measured at fair value at the end of each reporting period or termination of the instrument with the change in fair value recorded to earnings. See more information in Note 8.

A summary of the debt, net of debt discount, in total is as follows:

	<u>Sept 30, 2024</u>	<u>December 31, 2023</u>
Convertible debt – fixed conversion rate	\$ 195,000	\$ 195,000
Convertible debt – fixed conversion rate – Related Party	75,000	75,000
Non-Convertible debt	578,096	437,571
Non-Convertible debt - Related Party	<u>27,781</u>	<u>27,781</u>
Total	\$ 875,877	\$ 735,352
Related Party Debt eliminated in consolidation	<u>(50,000)</u>	<u>(50,000)</u>
Net	<u>\$ 825,877</u>	<u>\$ 685,352</u>

The Company has \$270,000 and \$270,000 of debt that is convertible at \$0.25 per share and accrues interest at 10% at December 31, 2024 and December 31, 2023, respectively. \$50,000 of this amount had a variable conversion feature until April 30, 2021 when the terms of the note were amended to change the conversion feature to a fixed conversion at \$0.25 per share.

The Company has \$605,877 and \$465,351 of debt which has no conversion feature at December 31, 2024 and 2023 respectively.

The Company is in default on a number of its promissory notes which provide legal remedies for satisfaction of defaults, none of which to this point have pursued their legal remedies. The Company continues to accrue interest at the listed rates, and plans to seek their conversion or payoff within the next twelve months. Accordingly, the Company has classified the entire loan amounts as a current liability.

NOTE 7 – INCOME TAXES

The Company has adopted ASC 740-10, “Income Taxes”, which requires the use of the liability method in the computation of income tax expense and the current and deferred income taxes payable (deferred tax liability) or benefit (deferred tax asset). Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. The cumulative tax effect at the expected tax rate of 21% of significant items comprising the Company’s net deferred tax amounts as of December 31, 2024 and 2023 are as follows:

Deferred Tax Asset Related to:

	<u>2024</u>	<u>2023</u>
Prior Year	\$ 243,519	\$ 176,676
Tax (Expense) Benefit for Current Year	<u>30,442</u>	<u>76,843</u>
Total Deferred Tax Asset	272,707	243,519
Less: Valuation Allowance	<u>(272,707)</u>	<u>(243,519)</u>
Net Deferred Tax Asset	\$ —	\$ —

The net deferred tax asset and benefit for the current year is generated primarily from the cumulative net operating loss carry-forward which is approximately \$1,300,000 at December 31, 2024. Net operating losses may now be carried forward indefinitely until the loss is fully recovered, but they are limited to 80% of the taxable income in any one tax period. The CARES Act removed the restrictions on tax loss carryback for tax years 2022, 2023, and 2024.

The realization of deferred tax benefits is contingent upon future earnings and is fully reserved at December 31, 2024 and 2023.

The Company does not have any other material items of temporary or permanent differences, which give rise to deferred tax assets or liabilities.

NOTE 8 – STOCKHOLDERS’ EQUITY

Authorized Capital. The total number of shares of all classes of capital stock which the corporation shall have the authority to issue is 250,000,000 shares, consisting of two hundred and fifty million (250,000,000) shares of Common Stock, par value \$0.001 per share (“Common Stock”).

Common Stock

The Company is authorized to issue 250,000,000 common shares at a par value of \$0.001 per share. These shares have full voting rights. At December 31, 2024 and 2023, the Company had 75,673,060 shares outstanding. No dividends were periods ended December 31, 2024 and 2023, respectively.

Stock Issuances

There were no issuances of common stock during the twelve months ended December 31, 2024 and 2023.

Options and Warrants

The Company had no stock options or warrants outstanding at December 31, 2024 and 2023.

NOTE 9 – RELATED PARTY TRANSACTIONS

Related Party Transactions

The Company follows FASB ASC subtopic 850-10, Related Party Disclosures, for the identification of related parties and disclosure of related party transactions. Pursuant to ASC 850-10-20, related parties include: a) affiliates of the Company; b) entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825-10-15, to be accounted for by the equity method by the investing entity; c) trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d) principal owners of the Company; e) management of the Company; f) other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g) other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

Material related party transactions are required to be disclosed in the consolidated financial statements, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a) the nature of the relationship(s) involved; b) a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which statements of operation are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c) the dollar amounts of transactions for each of the periods for which statements of operations are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d) amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

The related party transactions are disclosed in NOTE 5.

NOTE 10 – NON-CONTROLLING INTEREST

The Company’s Non-Controlling Interest recorded in the consolidated financial statements relates to the minority interest in Geaux Industries, Inc. of 49%. Changes in Non-Controlling Interest for the years ended December 31, 2024 and 2023, respectively were as follows:

	Year Ended December 31, 2024	Year Ended December 31, 2023
Beginning balance	\$ (108,165)	\$ 55,488
Operating income (loss)	(68,648)	(163,653)
Ending balance	\$ (176,813)	\$ (108,165)

The Company began allocating a portion of other comprehensive income (loss) to the non-controlling interest with the adoption of ASC 160 as of January 1, 2009.

NOTE 11 – FAIR VALUE OF FINANCIAL INSTRUMENTS

The ASC guidance for fair value measurements and disclosure establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs – Quoted prices for identical instruments in active markets.

Level 2 Inputs – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 Inputs – Instruments with primarily unobservable value drivers.

As of December 31, 2024 and 2023, the Company's financial assets were measured at fair value using Level 3 inputs, with the exception of cash, which was valued using Level 1 inputs.

	Quoted Prices in			
	Active Markets For Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Other Significant Unobservable Inputs (Level 3)	
Fair Value Measurement at December 31, 2024 Using:				
Assets:				
None	\$ -	\$ -	\$ -	\$ -
Totals	\$ -	\$ -	\$ -	\$ -
Liabilities:				
Derivative Liabilities	\$ -	\$ -	\$ -	\$ -
Totals	\$ -	\$ -	\$ -	\$ -
Fair Value Measurement at December 31, 2023 Using:				
Assets:				
None	\$ -	\$ -	\$ -	\$ -
Totals	\$ -	\$ -	\$ -	\$ -
Liabilities:				
Derivative Liabilities	\$ -	\$ -	\$ -	\$ -
Totals	\$ -	\$ -	\$ -	\$ -

NOTE 12 – SUBSEQUENT EVENTS

The Company has evaluated events from December 31, 2024, through the date whereupon the financial statements were issued, and has determined the following events subsequent to the date of the financial statements should be disclosed.

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 this Annual Report.

The certifications shall follow the format below:

I, William Mayhew, Jr. certify that:

1. I have reviewed this Disclosure Statement for Wealthcraft Capital, 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 23, 2025

/s/ William Mayhew, Jr.

William Mayhew, Jr.

President

Principal Financial Officer:

I, William Mayhew, Jr. certify that:

1. I have reviewed this Disclosure Statement for Wealthcraft Capital, 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 23, 2025

/s/ William Mayhew, Jr.

William Mayhew, Jr.

Chief Financial Officer