

HEARATLAST HOLDINGS INC

c/o Peter Wanner, 44 Greystone Crescent, Georgetown, ON L7G 1G9 Canada

(416) 918 6987

www.hearatlastholdings.com
pete.wanner@firstnationalenergy.com

Annual Report

For the year ending March 31, 2025 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

403,661,147 as of March 31, 2025

403,661,147 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 Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁴ “Change in Control” shall mean any events resulting in:

- (i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company’s then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company’s assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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.

226 Music Group, Inc. ("TTMG") was incorporated on May 12, 2004 in the State of Texas.
On July 17, 2007, the name was changed to HearAtLast Holdings, Inc. ("the Company") and the Company was re-domiciled to become a Nevada corporation.

Current State and Date of Incorporation or Registration: Nevada, July 17, 2007
Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

None

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

None

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

None

Address of the issuer's principal executive office:

The company has no manufacturing and therefore no plant facilities.
All administration and marketing happen at 854 Upper Canada Drive, Sarnia, ON N7W 1A4

Address of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: Securities Transfer Corporation
Phone: 469 633 0101
Email: johnson@stctransfer.com
Address: 2901 N Dallas Parkway, Suite 380, Plano, Texas, 75093

Publicly Quoted or Traded Securities:

Trading Symbol	OTC:HRAL	
Exact Title and class of securities Outstanding	Common	
Votes per share	1	
CUSIP	422217 109	
Par or Stated Value	\$0.001	
Total Shares Authorized	2,000,000,000	As of March 31 2025
Total Shares Outstanding	403,661,147	As of March 31 2025
Total number of shareholders of record	167	As of March 31 2025

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

Exact Title and class of securities	Preferred Class A	
Votes per share	1,000	
CUSIP	N/A	
Par or Stated Value	\$5.00	
Total Shares Authorized	20,000,000	As of March 31 2025
Total Shares Outstanding	1,080,856	As of March 31 2025
Total number of shareholders of record	75	As of March 31 2025

Exact Title and class of securities	Preferred Class B	
Votes per share	100	
CUSIP	N/A	
Par or Stated Value	\$10.00	
Total Shares Authorized	400,000	As of March 31 2025
Total Shares Outstanding	0	As of March 31 2025
Total number of shareholders of record	0	As of March 31 2025

Exact Title and class of securities	Preferred Class C	
Votes per share	100	
CUSIP	N/A	
Par or Stated Value	\$10.00	
Total Shares Authorized	400,000	As of March 31 2025
Total Shares Outstanding	60,000	As of March 31 2025
Total number of shareholders of record	1	As of March 31 2025

Exact Title and class of securities	Preferred D – Voting	
Votes per share	10,000	
CUSIP	N/A	
Par or Stated Value	\$10.00	
Total Shares Authorized	100,000	As of March 31 2025
Total Shares Outstanding	0	As of March 31 2025

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.

The common stock has voting rights entitling the holder to one vote per share, dividends are paid at the discretion of management

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

The preferred stock has voting rights but no dividend rights.

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

As described in 1) and 2) above

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

None

3) Issuance History

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: X (If yes, you must complete the table below)

Number of shares outstanding as of	Opening Balances
---------------------------------------	------------------

March 31 2022	Common	297,661,157
	Preferred	1,140,856

Date of Transaction	Transaction Type	Number of Shares	Class of Securities	Value of shares issued \$/share	Discounted?	Issued to:	Control person if issued to a corporate entity	Reason for Issuance
15-Sep-22	new issuance	22,000,000	common	\$ 0.0010	no	Peter Wanner, Greystone Cres, Georgetown, ON L7G 1G9	Peter Wanner	debt conversion
01-Oct-22	share return	(20,000,000)	common	\$ 0.0010	no	return of shares to treasury with the collapse of the acquisition talks	HRAL Control person is Matteo Sacco	share return
01-Oct-22	share return	(5,000,000)	common	\$ 0.0010	no	return of shares to treasury with the collapse of the acquisition talks	HRAL Control person is Matteo Sacco	share return
31-Dec-24	new issuance	108,999,990	common	\$ 0.0010	no	Ramos & Ramos, 7 Roughwood Crt, North York ON	HRAL Control person is Matteo Sacco	debt conversion

Shares outstanding as of	Closing Balances	
31-Mar-25	Common	403,661,147
	Preferred	1,140,856

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	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.)
2-Jan-17	166,844	<u>95,380</u>	<u>71,464</u>	2-Jan-19	50% of VMAP 20 days prior to conversion	<u>Peter Wanner</u>	services provided
1-Sep-09	50,602	<u>47,058</u>	<u>3,544</u>	22-Aug-11	50% of VMAP 20 days prior to conversion	<u>Dominic Alessandro</u>	services provided
2-Jan-17	1,063,797	<u>608,141</u>	<u>455,656</u>	2-Jan-19	50% of VMAP 20 days prior to conversion	<u>Matteo Sacco</u>	services and working capital
15-Feb-18	161,479	<u>100,00</u>	<u>61,479</u>	2-Jan-19	50% of VMAP 20 days prior to conversion	<u>Aldo Rotondi</u>	services and working capital
2-Jan-21	236,498	<u>186,376</u>	<u>50,122</u>	2-Jul-21	50% of VMAP 20 days prior to conversion	<u>Dominic Alessandro</u>	services provided

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

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

Acquisition of hearing-based product manufacturers and resellers

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

HearAtLast Inc – Ontario Corporation, inactive

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

High end non-prescription hearing devices, being sold at high-end retail shops

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.

No premises or property currently under contract

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.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Peter Wanner 44 Greystone Crescent, Georgetown, ON L7G1G9	CFO	Georgetown, ON	42,000,000	Common	10.40%	
Matteo Sacco	Shareholder	Hamilton, ON	13,700,001 60,000 241,586	Common Preferred C Preferred A	3.39% 100% 22.35%	Founder

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

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

None

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

None

8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name: Anthony F. Newton
Address 1: 16730 Creek Bend Drive
Address 2: Sugar Land, Texas 77478
Phone: (832) 452-0269
Email: tony.newton@yahoo.com

Accountant or Auditor

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

Investor Relations

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

All other means of Investor Communication:

X (Twitter): N/A
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.

Name: Peter Wanner
Firm: Peter Wanner, CGA
Nature of Services: CEO and CFO
Address 1: 44 Greystone Crescent
Address 2: Georgetown, ON L7G 1G9
Phone: 416 918 6987
Email: petewanner@gmail.com

9) Disclosure & Financial Information

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

Name: Peter Wanner
Title: CEO and CFO
Relationship to Issuer: Consultant

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

☐ IFRS
☒ U.S. GAAP

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

Name: Peter Wanner
Title: CEO and CFO
Relationship to Issuer: Consultant

Describe the qualifications of the person or persons who prepared the financial statements:⁶ CGA

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.

⁶ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

HearAtLast Holdings, Inc.
Consolidated Financial Statements
March 31 2025
(Amounts expressed in US Dollars)

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TO THE STOCKHOLDERS OF HEARATLAST HOLDINGS INC.

The consolidated balance sheets of HearAtLast Holdings Inc. at March 31, 2025 and March 31, 2024 and the consolidated Statements of Operations and Comprehensive Loss, Changes in Stockholders' Deficiency and Cash Flows for the periods then ended have not been audited by the Company's auditors, Schwartz Levitsky Feldman LLP. These financial statements are the responsibility of management and have been reviewed and approved by the Company's audit committee and Board of Directors.

HearAtLast Holdings, Inc.
Consolidated Balance Sheets
As at March 31, 2025 and March 31, 2024
(Amounts expressed in US Dollars)

	31-Mar-2025	31-Mar-2024
	(unaudited)	(unaudited)
Bank	\$ -	\$ -
Total Assets	\$ -	\$ -
Liabilities and Stockholders' Deficiency		
Current Liabilities		
Accounts Payable and Accrued Liabilities (note 4)	148,284	887,262
Advances from Stockholders (note 5)	163,563	93,867
Notes Payable to Related Parties (note 6)	2,742,637	2,308,717
Total current liabilities	3,054,484	3,289,846
Total Liabilities	3,054,484	3,289,846
Stockholders' Deficiency		
Common Stock Issued (note 7)	403,661	294,661
Preferred Stock Issued (note 8)	1,140	1,140
Additional Paid In Capital	15,056,490	15,075,340
Accumulated Other Comprehensive Loss	(1,318,370)	(1,318,370)
Deficit	(17,197,405)	(17,342,616)
Stockholders' Deficiency	(3,054,485)	(3,289,846)
Total Liabilities and Stockholders' Deficiency	(0)	0
Going concern (note 2)		
Related party transactions (note 5 and note 6)		

The accompanying notes are an integral part of these unaudited Consolidated Financial Statements

Signed "Peter Wanner"

CEO and CFO

HearAtLast Holdings, Inc.
Consolidated Statements of Operations and Comprehensive Loss
For the 3- and 12-month periods ended
March 31 2025 and March 31 2024
(Amounts Expressed in US Dollars)

	12 Months Ended Mar 31		3 Months Ended Mar 31	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
Revenue from sales of medical devices	\$ -	\$ -	\$ -	\$ -
Cost of sales	-	-	-	-
Gross Profit	-	-	-	-
Expenses				
Administration	51,891	18,681	7,000	4,050
Consulting Fees	143,800	106,250	37,800	45,200
Total	195,691	124,931	44,800	49,250
Net Loss	<u>\$ (195,691)</u>	<u>\$ (124,931)</u>	<u>\$ (44,800)</u>	<u>\$ (49,250)</u>
Interest on Notes Payable (note 6)	312,045	124,436	82,000	31,109
Loss on debt conversion	37,830	-	-	-
Gain on debt forgiveness	(690,776)	-	-	-
Comprehensive gain / (loss)	<u>\$ 145,211</u>	<u>\$ (249,366)</u>	<u>\$ (126,800)</u>	<u>\$ (80,359)</u>
Basic Loss per Share				
Weighted Average Common Shares Outstanding	403,661,147	294,661,157	403,661,147	294,661,157
Net Gain / (Loss) per Common Share, basic and diluted	\$ 0.000	\$ (0.001)	\$ (0.000)	\$ (0.000)

The accompanying notes are an integral part of these interim unaudited Consolidated Financial Statements

HearAtLast Holdings, Inc.
Consolidated Statements of Changes in Stockholders' Deficiency
For the period from March 31, 2017 to March 31, 2025
(Amounts expressed in US Dollars)

	Quantity of common shares	Common shares (\$)	Quantity of preferred shares	Preferred shares (\$)	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Deficit	Stockholders' Deficiency
Balance March 31, 2017 (unaudited)	1,000,066	1,000	1,530,856	1,530	12,548,478	(1,318,370)	(12,666,040)	(1,433,402)
Net Income								-
Balance March 31, 2018 (unaudited)	1,000,066	1,000	1,530,856	1,530	12,548,478	(1,318,370)	(12,666,040)	(1,433,402)
Shares issued to purchase Future Sonic	25,000,000	25,000			(24,900)			100
Net loss							(3,000)	(3,000)
Balance March 31, 2019 (unaudited)	26,000,066	26,000	1,530,856	1,530	12,523,578	(1,318,370)	(12,669,040)	(1,436,302)
Return of shares from Future Sonic	(25,000,000)	(25,000)			24,900			(100)
Conversion of debt to common shares	8,131,000	8,131			298,619			306,750
Net loss							(1,628,524)	(1,628,524)
Balance March 31 2020 (unaudited)	9,131,066	9,131	1,530,856	1,530	12,847,097	(1,318,370)	(14,297,564)	(2,758,176)
Conversion of debt to common shares	174,269,075	174,269			1,677,816			1,852,085
Shares issued to purchase Crystal Clear	20,000,000	20,000			208,000			228,000
Net loss							(1,814,500)	(1,814,500)
Balance March 31 2021 (unaudited)	203,400,141	203,400	1,530,856	1,530	14,732,913	(1,318,370)	(16,112,064)	(2,492,592)
Conversion of debt to common shares	94,261,016	94,261			299,437			393,698
Net loss							(765,950)	(765,950)
Balance March 31 2022 (unaudited)	297,661,157	297,661	1,530,856	1,530	15,032,350	(1,318,370)	(16,878,014)	(2,864,844)
Return of Class B preferred shares			(390,000)	(390)	390			-
Return of shares from Crystal Clear	(20,000,000)	(20,000)	-	-	20,000			-
Return of shares from shareholder	(5,000,000)	(5,000)	-	-	5,000			-
Conversion of debt to common shares	22,000,000	22,000	-	-	17,600	-	-	39,600
Net loss							(215,236)	(215,236)
Balance March 31 2023 (unaudited)	294,661,157	294,661	1,140,856	1,140	15,075,340	(1,318,370)	(17,093,250)	(3,040,479)
Net loss							(249,366)	(249,366)
Balance March 31 2024 (unaudited)	294,661,157	294,661	1,140,856	1,140	15,075,340	(1,318,370)	(17,342,616)	(3,289,846)
Conversion of debt to common shares	108,999,990	109,000			(18,850)			90,150
Net gain							145,211	145,211
Balance March 31 2025 (unaudited)	403,661,147	403,661	1,140,856	1,140	15,056,490	(1,318,370)	(17,197,405)	(3,054,485)

The accompanying notes are an integral part of these unaudited Consolidated Financial Statements

HearAtLast Holdings, Inc.
Consolidated Statements of Cash Flows
For the 12-month periods ended March 31 2025 and March 31 2024
(Amounts expressed in US Dollars)

	<u>31-Mar-2025</u>	<u>31-Mar-2024</u>
	(unaudited)	(unaudited)
Cash Flows from Operating Activities		
Net Gain / (Loss)	\$ 145,211	\$ (249,366)
Gain on debt forgiveness	(690,776)	-
Loss on debt conversion	37,830	
Increase (decrease) in Accounts Payable and Accrued Liabilities	4,120	178,458
Cash Flows from Operating Activities	<u>(503,616)</u>	<u>(70,910)</u>
Cash Flows from Financing Activities		
Advances from Stockholders	69,697	70,910
Increase (decrease) in Notes Payable	433,920	-
Cash Flows from Financing Activities	<u>503,616</u>	<u>70,910</u>
Net Increase (Decrease) in Cash and Cash Equivalents	0	0
Cash and Cash Equivalents - beginning of the period	-	-
Cash and Cash Equivalents - end of the period	<u>\$ 0</u>	<u>\$ -</u>
Supplemental Information		
Interest Received	\$ -	\$ -
Interest Paid	-	-
Income Taxes Paid	-	-
NON-CASH ACTIVITY		
Gain on debt forgiveness	\$690,776	\$0
Loss on debt conversion	\$37,830	\$0
Debt converted to equity	\$52,320	\$0

The accompanying notes are an integral part of these interim unaudited Consolidated Financial Statements

1. NATURE OF OPERATIONS

226 Music Group, Inc. ("TTMG") was incorporated on May 12, 2004 in the State of Texas. On July 17, 2007, the name was changed to HearAtLast Holdings, Inc. ("the Company") and the Company was re-domiciled to become a Nevada corporation. The Company continues to be involved in various aspects of the hearing business. In the past, it operated a number of hearing aid clinics. This line of business has been sold but the Company continues to be involved in bringing new, non-prescription hearing assistance devices to the market.

2. GOING CONCERN

The Company's consolidated financial statements are prepared using accounting principles generally accepted in the United States of America and applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company has not generated any revenues from its planned principal operations through March 31 2025 and has recorded losses since inception, has negative working capital, has yet to achieve profitable operations and expects further losses in the development of its business. There can be no assurance that the Company will have adequate capital resources to fund planned operations or that any additional funds will be available to the Company when needed, or if available, will be available on favorable terms in the amounts required by the Company. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Company is planning an expansion for which it requires funds. Continuance of the Company as a going concern is dependent on its future profitability and on the on-going support of its shareholders, affiliates and creditors due to its negative cash flows from operations and a need for cash to fund its expansion plans.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Consolidation

Effective July 17, 2007, TTMG completed a transaction with At Last Pain and Injury Solutions Inc. ("APIS"). This transaction was accounted for as a reverse acquisition as the control of TTMG was acquired by the former shareholders of APIS. After this transaction, the TTMG's name was changed to HearAtLast Holdings, Inc. ("the Company"). As a result of this transaction ("Transaction"), pursuant to the Share Agreement, the TTMG issued 80 million common shares to the former shareholders of APIS, resulting in the previous owners of APIS owning approximately 99.9% of the Company's voting capital stock.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

These consolidated financial statements include the accounts of APIS as well as those of TTMG, as of July 17, 2007, and the merger and recapitalization were reported as a line item in the Statements of Changes in the Stockholders' Deficiency. Prior period results and comparatives are those of APIS. Although legally the Company (formerly 226 Music Group Limited) is regarded as the continuing Company, APIS, whose stockholders now hold directly or indirectly more than 50% of the voting shares of the Company, is treated as the accounting acquirer under generally accepted accounting principles. Consequently, the Company is deemed a continuation of APIS and control of the assets and business of the Company is deemed to have been acquired in consideration for the issued shares.

The Company owns 100% of HearAtLast Inc., an Ontario corporation. The Ontario corporation is the company that transacted the day-to-day business while the company was active; however, the licensing revenues have all occurred in the Holding company's books.

All significant inter-company accounts and transactions have been eliminated on consolidation. The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

b) Use of Estimates

The preparation of financial statements for any period involves the use of estimates as the precise determination of assets and liabilities, and revenues and expenses, depends on future events. Actual amounts may differ from these estimates. Significant estimates include the valuation of allowances for deferred tax assets.

c) Financial Instruments

The Company's financial instruments consist of accounts payable and accrued liabilities, and advances from stockholders. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values due to the relatively short period to maturity for these instruments.

The Company follows ASC 820-10, "Fair Value Measurements and Disclosures" (ASC 820-10), which among other things, defines fair value, establishes a consistent framework for measuring fair value and expands disclosure for each major asset and liability category measured at fair value on either a recurring or nonrecurring basis. Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, a three-tier fair value hierarchy has been established, which prioritizes the inputs used in measuring fair value as follows:

- Level 1—Inputs are the unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

- Level 2—Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument's anticipated life.
- Level 3—Unobservable inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

d) Revenue Recognition

Revenue is recognized from services for pain therapy when treatment is rendered. Revenue from the sale of hearing aids is recognized when the units are delivered to the clients or when ancillary services are performed.

Sales recognized to date represent services provided. In accordance with guidance provided in Securities and Exchange Commission ("SEC") Staff Accounting Bulletin No. 104, "Revenue Recognition in Financial Statements" (SAB 104), the primary purpose of which is to expand on accounting guidance contained in SAB 101, these revenues are recognized when:

- (i) persuasive evidence of an arrangement exists;
- (ii) delivery of the product has occurred or services have been rendered;
- (iii) the price to the customer is determinable; and
- (iv) collectability is reasonably assured.

e) Advertising costs

Advertising costs are expensed as incurred.

f) Income Taxes

The Company accounts for income taxes under FASB Codification Topic 740-10-25 ("ASC 740-10-25"). Under ASC 740-10-25, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under ASC 740-10-25, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company provides a valuation allowance for deferred tax assets for which it does not consider realization of such assets likely.

Net operating loss carry-forwards and other deferred tax assets are reviewed annually for recoverability, and, if necessary, are recorded net of a valuation allowance. Note 9 contains additional discussion regarding income taxes.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

g) Comprehensive loss

Comprehensive loss includes all changes in equity during the period from non-owner sources.

h) Loss per share

Basic loss per share is computed by dividing net loss by the weighted average number of common shares outstanding for the year. Diluted loss per share is computed by dividing net loss by the weighted average number of common shares outstanding plus common stock equivalents (if dilutive). As of March 31 2025, there were no common stock equivalents.

i) Stock-Based Compensation

The Company accounts for equity instruments issued in exchange for the receipt of goods or services from parties other than employees using the estimated fair market value of the consideration received or estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earlier of a performance commitment or completion of performance by the provider of goods or services. As of March 31, 2025 and March 31, 2024, there was \$nil of unrecognized expense, respectively, related to stock-based compensation.

j) Foreign Currency

The parent Company maintains its books and records in U.S. dollars which is its functional and reporting currency. One of the Company's operating subsidiaries is a foreign private company and maintains its books in Canadian dollars (the functional currency). The subsidiary's financial statements are converted to US dollars for consolidation purposes. The translation method used is the current rate method, where the functional currency of the subsidiary is the foreign currency. Under the current rate method all assets and liabilities are translated at the current rate, stockholders' equity is translated at historical rates and revenues and expenses are translated at average rates for the year. Due to the dormant status of the wholly owned subsidiary, there have been no adjustments for the past years.

k) Recent Accounting Pronouncements

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and other than the below, does not expect the future adoption of any such pronouncements to have a significant impact on its results of operations, financial condition or cash flow.

FASB ASU2024-03, "Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40) Disaggregation of Income Statement Expenses". The amendments in this Update require disclosure, in the notes to financial statements, of specified information about certain costs and expenses. The amendments require that at each interim and annual reporting period an entity:

1. Disclose the amounts of (a) purchases of inventory, (b) employee compensation, (c) depreciation, (d) intangible asset amortization, and (e) depreciation, depletion, and amortization recognized as part of oil and gas-producing activities (DD&A) (or other amounts of depletion expense) included in each relevant expense caption.

The new standard also requires a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively. As well, companies are required to disclose the total amount of selling expenses and, in annual reporting periods, an entity's definition of selling expenses. An entity is not precluded from providing additional voluntary disclosures that may provide investors with additional decision-useful information. The amendments in this Update are effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods within annual reporting periods beginning after December 15, 2027. Early adoption is permitted.

We do not expect this ASU to have a significant impact on our consolidated financial statements and related disclosures.

4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities are comprised of the following:

	Mar 31, 2025	Mar 31, 2024
	\$	\$
Trade Payables	<u>148,284</u>	<u>887,262</u>
	148,284	887,262

5. ADVANCES FROM STOCKHOLDERS

The advances from a major stockholder have no interest rate and are due on demand. The amount owing to the director, including for the provision of professional services, as at March 31 2025 was \$163,563 (\$93,867 in March 2024).

6. NOTES PAYABLE TO RELATED PARTIES

The Company issued notes payable in the amount of \$2,742,637 (\$2,308,717 in March 2024) to finance the repayment of some of the Company's outstanding obligations. The notes bear interest at 12% per annum and have no specified terms of repayment.

7. COMMON STOCK

On September 30, 2021, the Company increased its authorized shares of common stock to 2 billion shares, par value of \$0.001 per share.

At March 31 2025, the Company had 403,661,147 common shares issued.

8. PREFERRED STOCK

The Company's authorized preferred stock consists of 20 million of Class A, B, C and D preferred shares. Class A and Class D shares each have a par value of \$5.00 per preferred share, while Class B and C shares each have a par value of \$10.00 per preferred share.

At March 31 2025, the Company had 1,140,856 preferred shares issued.

9. INCOME TAXES

The reconciliation of income taxes at statutory income tax rates to the income tax expense is as follows:

		2025		2024
Loss before income taxes	\$	-	\$	-
Applicable statutory tax rate		21%		21%
Income tax recovery at statutory rate		-		-
Timing difference		-		-
Stock-based compensation		-		-
Tax loss benefit not recognized		-		-
Income tax - current and deferred	\$	-	\$	-

On December 22, 2017, the Tax Cuts and Jobs Act ("TCJA") was signed into law. The TCJA reduced the corporate income tax rate from 34% to 21%, effective January 1, 2018.

9. INCOME TAXES (cont'd)

The Company files US federal income tax returns for its US operations. Separate income tax returns are filed, as locally required in Canada. As the Company has recognized substantial cumulative losses from operations and has not earned significant revenues, it has provided a 100% valuation allowance for the net deferred tax assets as of March 31, 2025 and March 31, 2024. Management believes the Company has no uncertain tax positions that were material.

As at March 31 2025, the Company has losses for tax purposes, generated prior to January 1, 2018, which can be applied against future taxable income. These losses expire as follows:

2028	2,249,667
2029	4,221,621
2030	3,965,534
2031	2,113,880
2034	14,790
2036	100,548
Total	<u><u>12,666,040</u></u>

Net operating losses arising after January 1, 2018, can be carried forward indefinitely but they can only offset 80% of the net income in any one of the subsequent years. The net operating losses cannot be carried back.

10. SEGMENTED INFORMATION

The Company's operations comprise of a single reporting segment engaged in the provision of health related services in the areas of pain management treatments and clinical hearing and testing. In addition, all of the Company's assets are in North America, which is also the source of its revenues, and management considers North America a single geographical market.

11. OUTSTANDING LITIGATION

The Company is not involved in any litigation and is not aware of any pending claims.

10) Issuer Certification

Principal Executive Officer and Principal Financial Officer:

I, Peter Wanner, certify that:

1. I have reviewed this Disclosure Statement for Hear At Last Holdings 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 22, 2025

/s/ Peter Wanner [CEO and CFO's Signature]

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