

XALLES HOLDINGS INC.

A Nevada Corporation

2020 Pennsylvania Ave. NW, #527, Washington DC 20006

202-595-1299

xalles.com

info@xalles.com

SIC Code 7389

Quarterly Report

for the Period Ending June 30, 2025 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,812,685,075 as of July 25, 2025

1,812,685,075 as of December 31, 2024

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

¹ "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.

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Forward-looking Statements

This quarterly report contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may", "will", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable laws, including the securities laws of the United States, we do not intend to update any of the forward-looking statements so as to conform these statements to actual results.

As used in this quarterly report, the terms "we", "us", "our", "the Company", and "Xalles" mean Xalles Holdings Inc., unless otherwise indicated.

All dollar amounts refer to US dollars unless otherwise indicated.

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.

Xalles Holdings Inc.
Stella Blu, Inc. from 2009 to 2015

Current State and Date of Incorporation or Registration: Nevada, December 14, 2009

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

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

The Company was incorporated as Stella Blu, Inc. in 2009 in the state of Nevada and renamed to Xalles Holdings Inc. on August 21, 2015.

EIN: 80-0524316

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 following corporate structure was effective as of June 30, 2025:

The following active corporations are all 100% owned by Xalles Holdings Inc. unless otherwise stated.

- Gateway Innovations Limited
- AIGrowthHUB Inc.
- InnovationsHR, Inc.
- Capital Innovations Management, LLC
- Appy Perks, Inc.
- Xalles acquired an ownership stake in Adaptive Analytics, Inc. ("Adaptive") and completed the first closing event of the transaction for Xalles to own 25% of Adaptive. An additional future closing event within a few months will complete the transaction for Adaptive to become a wholly owned subsidiary of Xalles.
- Artemis Defense Technologies UK Ltd.

The following corporate structure changes were made since June 30, 2025, and before July 25, 2025:

None

Address of the issuer's principal executive office:

2020 Pennsylvania Ave. NW., #527, Washington DC 20006

Address of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: VStock Transfer LLC
Phone: 212-828-8436
Email: info@vstocktransfer.com
Address: 18 Lafayette Place, Woodmere, NY 11598

Publicly Quoted or Traded Securities:

Trading Symbol: XALL
Exact Title and class of securities: Xalles Holdings Common Shares
CUSIP: 98388D107
Par Value: \$0.0001
Total shares authorized: 5,000,000,000 as of July 25, 2025
Total shares outstanding: 1,812,685,075 as of July 25, 2025
Total number of shareholders of record: 161 as of July 25, 2025

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

Exact title and class of the security: Preferred Shares, Series A
Par or stated value: \$0.001
Total shares authorized: 1,000,000 as of July 25, 2025
Total shares outstanding: 1,000,000 as of July 25, 2025
Total number of shareholders of record: 2 as of July 25, 2025

Exact title and class of the security: Preferred Shares, Series B
Par or stated value: \$0.001
Total shares authorized: 1,000,000 as of July 25, 2025
Total shares outstanding: 1,000,000 as of July 25, 2025
Total number of shareholders of record: 1 as of July 25, 2025

Exact title and class of the security: Preferred Shares, Series C
Par or stated value: \$0.001
Total shares authorized: 2,000,000 as of July 25, 2025
Total shares outstanding: 0 as of July 25, 2025
Total number of shareholders of record: 0 as of July 25, 2025

Security Description:

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

Each Common share has an equal right for dividends and voting rights. Since the Preferred Series A and Preferred Series B voting rights total 76%, and there are no outstanding Preferred Series C shares, then the outstanding common shares collectively comprise a 24% voting bloc.

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

Preferred Series A shares have 51% voting rights only, no dividend rights, and no conversion or special liquidation or redemption rights.

Preferred Series B shares have 25% voting rights only, no dividend rights, and no conversion or special liquidation or redemption rights.

Preferred Series C shares have a shareholder conversion option in the ratio of 1 Preferred Series C share converting to 100 XALL Common shares. The voting rights of the Preferred Series C shares are the same as if the shares have already been converted to common shares. There are no dividend rights, or other special rights until converted to common shares and then they will have the same rights as any other XALL Common Shares.

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

None

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

None

3) Issuance History

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding <u>Opening Balance</u> :									
Date: Jan 1, 2023 Common: 1,207,751,609									
Preferred A: 1,000,000									
Preferred B: 1,000,000									
Preferred C: 0									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
January 10, 2023	New issuance	117,777,778	Common	\$0.0009	Yes	Trillium Partners LP (Note 1)	Note conversion	Restricted	4(a)(2)
February 4, 2023	New issuance	5,000,000	Common	\$0.002	Yes	Grand Sky Holdings LLC (Note 2)	Cash Purchase	Restricted	4(a)(2)
February 5, 2023	New issuance	10,000,000	Common	\$0.003	Yes	Grand Sky Holdings LLC (Note 2)	Services compensation	Restricted	4(a)(2)
February 22, 2023	New issuance	30,000,000	Common	\$0.006	No	Pacific Capital Holdings, LLC (Note 3)	Services compensation	Restricted	4(a)(2)
June 13, 2023	New issuance	40,000,000	Common	\$0.0055	No	Jeff Goins	Adaptive Acquisition agreement	Restricted	4(a)(2)
June 21, 2023	New issuance	25,000,000	Common	\$0.0055	No	Martin Berns	Loyalty Superstore Acquisition agreement	Restricted	4(a)(2)
August 24, 2023	New issuance	6,000,000	Common	\$0.0003	Yes	G.J.T. Holdings LLC (note 4)	Debt conversion shares transferred from reserve account	Unrestricted	3(a)10

November 6, 2023	New issuance	74,792,311	Common	\$0.0009	Yes	Trillium Partners, LP (Note 1)	Note conversion	Restricted	4(a)(2)
January 29, 2024	New issuance	75,452,369	Common	\$0.0006	Yes	Trillium Partners, LP (Note 1)	Note conversion	Restricted	4(a)(2)
March 1, 2024	New issuance	72,926,917	Common	\$0.0006	Yes	Trillium Partners, LP (Note 1)	Note conversion	Restricted	4(a)(2)
March 15, 2024	New issuance	10,000,000	Common	\$0.001	Yes	Steve Salzer	Share purchase	Restricted	4(a)(2)
March 15, 2024	New issuance	5,000,000	Common	\$0.002	No	Thomas Nash	Services agreement	Restricted	4(a)(2)
March 15, 2024	New issuance	5,000,000	Common	\$0.002	No	Pau Erickson	Services agreement	Restricted	4(a)(2)
March 15, 2024	New issuance	5,000,000	Common	\$0.002	No	Steve Salzer	Services agreement	Restricted	4(a)(2)
March 15, 2024	New issuance	2,500,000	Common	\$0.001	Yes	Michael Schwartz	Share purchase	Restricted	4(a)(2)
March 28, 2024	New issuance	25,000,000	Common	\$0.0006	No	InnovationsHR Holding, LLC (Note 5)	Acquisition shares	Restricted	4(a)(2)
March 28, 2024	New issuance	25,000,000	Common	\$0.0006	No	JKS Consultant Group, LLC (Note 6)	Acquisition shares	Restricted	4(a)(2)
April 25, 2024	New issuance	70,484,091	Common	\$0.0006	Yes	Trillium Partners, LP (Note 1)	Note conversion	Restricted	4(a)(2)
Shares Outstanding <u>Ending Balance</u> :									
Date: Jul 25, 2025 Common: 1,812,685,075									
Preferred A: 1,000,000									
Preferred B: 1,000,000									
Preferred C: 0									

Notes:

1. Stephen Hicks has voting and investment control over Trillium Partners, LP.
 2. Jason Mandel has voting and investment control over Grand Sky Holdings LLC.
 3. Zach Logan has voting and investment control over Pacific Capital Holdings, LLC.
 4. Gary Harris has voting and investment control over G.J.T. Holdings LLC.
 5. Dr. John McCormick has voting and investment control over InnovationsHR Holding, LLC.
 6. Dr. John McCormick has voting and investment control over JKS Consultant Group, LLC.
-

B. Promissory and Convertible Notes

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)	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 ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
June 11, 2021	500,000	500,000	March 31, 2022	Option after default to convert at a 50% discount of market price (moving average)	0	1,111,111,111	Jaydeep Shah	Loan
September 23, 2021	25,000	25,000	January 21, 2022	Option after default to convert at a 50% discount of market price (moving average)	0	55,555,555	Stout, LLC (note 1)	Legal Services
October 19, 2022	24,000	24,000	October 19, 2023	Option after default to convert at a 50% discount of market price (moving average)	0	53,333,333	Stout, LLC (note 1)	Legal Services
November 18, 2022	90,000	41,835	November 18, 2023	Option after default to convert at a 50% discount of market price (moving average)	0	92,966,666	Janbella Group, LLC (note 2)	Loan
February 16, 2024	120,750	101,290	November 30, 2024	Option after default to convert at a 50% discount of market price (moving average)	0	225,088,888	1800 Diagonal Lending LLC (note 3)	Loan
Total Outstanding Balance:		692,125		Total Shares:	0	1,538,055,553		

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

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

Notes:

1. Matthew Stout has voting and investment control over Stout, LLC.
 2. William Alessi has voting and investment control over Janbella Group, LLC
 3. Curt Kramer has voting and investment control over 1800 Diagonal Lending LLC
-

4) Issuer's Business, Products and Services

A. Summarize the issuer's business operations

Xalles Holdings Inc. is a holding company, specializing in innovative technology and financial service solutions. Focused on growth and diversification, Xalles Holdings is committed to developing cutting-edge technology-based solutions across various sectors, with an emphasis on supporting disruptive companies. The company actively seeks acquisition targets with solid management teams, robust business models, expansive total attainable markets (TAM), and enticing exit opportunities. Xalles can also take on partial equity positions to bring companies into its portfolio. Xalles also provides services through the Xalles Studio and Xalles Advisors business groups, assisting startup and growth companies.

The vision is to provide solutions and services to support government, business and consumer customers globally through the Xalles subsidiaries.

Xalles has created a financial, technological and resource backbone to support the subsidiary operating companies and external client projects. This backbone consists of a management team with technology experience and a proprietary system ("X2X") for financial reconciliation and auditing of business and government payment transactions. Xalles also has a license to a patented payment card security solution as well as a license for retail advertising patents.

Xalles will continue to seek technology-related acquisitions. Specific areas of interest are consumer, government and business solutions, including Blockchain-based financial reconciliation solutions and services. We will continue to look for transactions that will add value and create synergy with our existing service offerings. We will continue fundraising efforts in 2025 and develop target projects that will attract a larger number of investors. Xalles also plans to expand our strategic partnerships beyond our existing business development relationships.

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

All subsidiaries are wholly owned active subsidiaries (unless stated otherwise) of Xalles as of July 25, 2025.

Subsidiary	Description	Officers	Directors
Gateway Innovations Limited	Management and ownership of the Ghana Cyber City project	Yaw Owusu, President	Yaw Owusu Thomas Nash
AI Growth HUB Inc.	AI-based customer acquisition solutions	Joshua Harris, President	Joshua Harris
InnovationsHR, Inc.	PEO for Healthcare	Dr. John McCormick, President	Dr. John McCormick
Capital Innovations Management, LLC	Staffing and management company	Dr. John McCormick, President	Dr. John McCormick
Appy Perks, Inc.	Gamification of consumer shopping	David Avne, President	David Avne
Adaptive Analytics, Inc. (25% ownership position)	AI and Data Governance platform	J.C. Goins, President	J.C. Goins
Artemis Defense Technologies UK Ltd.	Uncrewed aircraft and related technology	Carl Cagliarini, President	Carl Cagliarini

C. Describe the issuers' principal products or services.

Each Xalles subsidiary and business unit offers a variety of technology-based services to their respective target markets as summarized below:

Subsidiary or Business Unit	Description of Products and Services
Xalles Studio	Technology Incubator for early staged technology-based companies
Xalles Advisors	Technology Accelerator Program for technology-based companies to establish an effective business roadmap
Xalles Financial Services Inc.	Management of payment and other financial services solutions, like the Xalles proprietary X2X platform
Global Savings Network (aka US Savings Club)	Fundraising program for non-profit organizations and merchant discount program for consumers of local merchants and in person shopping
Gateway Innovations Limited	Management and ownership of the Ghana Cyber City project
AIGrowthHUB Inc.	AI-based lead generation and customer acquisition solutions
InnovationsHR, Inc.	PEO for healthcare and benefits (utilizes Ovation Health)
Capital Innovations Management, LLC	Staffing and management company
Appy Perks, Inc.	Gamification of consumer shopping experience to support local merchants
Adaptive Analytics, Inc.	AI and Data Governance platform
Artemis Defense Technologies UK Ltd.	Specialized uncrewed aircraft (drones) and related technology for defense and civilian safety and security applications

5) Issuer's Facilities

The company is currently seeking office space for corporate operations. Currently the mailing address is 2020 Pennsylvania Ave. NW, #527, Washington DC 20006. The company does not own any office space, buildings, real estate or other physical facilities.

6) Officers, Directors, and Control Persons

Our bylaws allow the number of directors to be fixed by the Board of Directors. Our Board of Directors has fixed the current number of directors at three.

Our current officers, directors and control persons as of July 25, 2025 are as follows:

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)
Thomas W. Nash	Director, President, Chief Executive Officer, Chief Financial Officer, Secretary, Treasurer, Xalles Holdings Inc.	Milton, ON	196,400,000 500,000 1,000,000	Common Preferred Series A Preferred Series B	10.83% 50.00% 100.00%
Paul W. Erickson	Director, Xalles Holdings Inc.	Toronto, ON	12,200,000	Common	0.67%
Steven Salzer	Director, Xalles Holdings Inc.	Tampa, FL	15,000,000	Common	0.83%
Mati Baumel	Owner of more than 5% of a share class	Atlanta, GA	100,000 500,000	Common Preferred Series A	0.006% 50.00%
Jaydeep Shah	Owner of more than 5% of a share class	Houston TX	91,200,000	Common	5.03%

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.

1. On August 3, 2023, (docket NO: 23-02-02241), the Plaintiff, InnovationsHR, Inc. (an Xalles subsidiary) was awarded a default judgement against the defendant, Taurean Keith Logan and

3/21 Acquisitions Co, LLC for \$500,000.00 (plus attorney's fees and court costs) in the District Court of Montgomery County, TX, 457th Judicial District.

2. On April 21, 2024, (docket NO: 24-01-00253), the Plaintiff, InnovationsHR, Inc. (an Xalles subsidiary) was awarded a default judgement against the defendant, Meranti Holdings, Inc. for \$500,000.00 (plus attorney's fees and court costs) in the District Court of Montgomery County, TX, 284th Judicial District.

8) Third Party Service Providers

Securities Counsel

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

All other means of Investor Communication:

X (Twitter): <https://twitter.com/xalles1>
LinkedIn: <https://www.linkedin.com/company/xalles-limited>
YouTube: <https://www.youtube.com/@XallesHoldings>

Other Service Providers

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

None

9) Disclosure & Financial Information

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

Name: Thomas Nash
Title: CEO/CFO
Relationship to Issuer: Director and Officer

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: Thomas Nash
Title: CEO/CFO
Relationship to Issuer: Director and Officer

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

28 years of experience preparing financial statements for private and public companies. Intimate knowledge of the business in the roles of CEO and CFO. University graduate in engineering and management programs, including successful completion of multiple finance and accounting courses.

The following unaudited financial statements are filed under Appendices A through D, and the unaudited notes to the unaudited financial statements are filed under Appendix E, which are included as part of this Disclosure:

Unaudited Condensed Financial Statements contained herein:

Appendix A: Unaudited Balance Sheets as of June 30, 2025 and March 31, 2025

Appendix B: Unaudited Statements of Operations for the three months and six months ended June 30, 2025 and June 30, 2024

Appendix C: Unaudited Statements of Stockholders' Deficit for the three months and six months ended June 30, 2025 and twelve months ending December 31, 2024 and December 31, 2023

Appendix D: Unaudited Statements of Cash Flows for the three months ended June 30, 2025 and March 31, 2025

Appendix E: Unaudited Notes to Unaudited Financial Statements

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.

10) Issuer Certification

Principal Executive Officer:

I, Thomas W. Nash certify that:

1. I have reviewed this Disclosure Statement for Xalles 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.

Dated: July 27, 2025

/s/Thomas W. Nash

Thomas W. Nash
CEO, Xalles Holdings Inc.

Principal Financial Officer:

I, Thomas W. Nash certify that:

1. I have reviewed this Disclosure Statement for Xalles 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.

Dated: July 27, 2025

/s/Thomas W. Nash

Thomas W. Nash
CFO, Xalles Holdings Inc.

XALLES HOLDINGS INC.
CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2025

(Expressed in US dollars)

(Unaudited)

Appendix A: Consolidated Balance Sheets

Appendix B: Consolidated Statements of Operations

Appendix C: Consolidated Statement of Changes in Stockholders' Deficit

Appendix D: Consolidated Statements of Cash Flows

Appendix E: Notes to Consolidated Financial Statements

XALLES HOLDINGS INC.
APPENDIX A: CONSOLIDATED BALANCE SHEETS
(Expressed in US dollars)
(Unaudited)

	As of June 30, 2025	As of March 31, 2025
ASSETS		
Cash	\$ 87,626	\$ 103,811
Advances (Note 4)	0	0
Other Current assets	4,796,587	4,796,587
Total Current Assets	4,884,213	4,900,398
Investments	728,443	728,443
Licenses (Note 5)	332	349
Prepaid Expenses	17,100	17,100
Total Assets	\$ 5,630,088	5,646,290
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable	\$ 34,196	\$ 44,090
Accrued liabilities (Note 6)	8,972	8,972
Notes payable (Note 8)	2,040,563	2,081,833
Total Current Liabilities	2,083,731	2,134,895
Stock-settled debt obligation	100,000	100,000
Loan payable	11,793	11,793
Due to related parties (Note 7)	178,948	185,830
TOTAL LIABILITIES	\$ 2,374,472	2,432,518
STOCKHOLDERS' DEFICIT		
Capital Stock		
Preferred Stock, 5,000,000 shares authorized, par value \$0.001, Preferred Series A 1,000,000 shares designated, 1,000,000 shares issued and outstanding as of June 30, 2025 (March 31, 2025: 1,000,000)	1,000	1,000
Preferred Series B 1,000,000 shares designated, 1,000,000 shares issued and outstanding as of June 30, 2025 (March 31, 2025: 1,000,000)	1,000	1,000
Preferred Series C 2,000,000 shares designated, 0 shares issued and outstanding as of June 30, 2025 (March 31, 2025: 0)	0	0
Common stock, 5,000,000,000 shares authorized, par value \$0.0001, 1,812,685,075 shares issued and outstanding as of June 30, 2025 (March 31, 2025: 1,812,685,075)	181,268	181,268
Additional paid-in capital	128,308	128,308
Accumulated surplus/(deficit)	2,944,040	2,902,196
TOTAL STOCKHOLDERS' EQUITY/(DEFICIT)	3,255,616	3,213,772
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY/(DEFICIT)	\$ 5,630,088	\$ 5,646,290
Subsequent events (Note 11)		

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

XALLES HOLDINGS INC.
APPENDIX B: CONSOLIDATED STATEMENTS OF OPERATIONS
(Expressed in US dollars)
(Unaudited)

	Three months ended June 30, 2025	Three months ended June 30, 2024	Six months ended June 30, 2025	Six months ended June 30, 2024
REVENUE				
Total revenue	\$ 4,686,152	\$ 5,690,179	\$ 9,619,662	\$ 11,174,410
COGS	0	0	0	0
Gross Profit	4,686,152	5,690,179	9,619,662	11,174,410
EXPENSES				
Amortization	17	16	34	33
General and administrative	1,185,940	1,388,923	2,394,862	2,690,765
Contractors	3,392,030	4,061,290	6,921,360	8,057,515
Professional fees	3,298	7,550	5,798	18,675
Sales Tax	0	0	0	0
Total operating expenses	4,581,285	5,457,779	9,322,054	10,766,988
Net gain/(loss) before other expenses	104,867	232,400	297,608	407,422
Other Income/Expenses				
Interest Expense	63,023	73,291	125,867	146,198
Other income/(loss)	0	0	0	0
Net gain/(loss)	\$ 41,844	\$ 159,109	\$ 171,741	\$ 261,224
BASIC AND DILUTED GAIN/(LOSS) PER COMMON SHARE				
	\$ 0.00002	\$ 0.00008	0.00009	\$ 0.00015
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING				
	1,812,685,075	1,812,685,075	1,812,685,075	1,812,685,075

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

XALLES HOLDINGS INC.
APPENDIX C: CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
(Expressed in US dollars)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Surplus/ (Deficit)	Total
	Shares	Amount	Shares	Amount			
Balance as of December 31, 2022	2,000,000	\$ 2,000	1,207,751,609	\$ 120,775	\$ 108,308	\$ (451,366)	\$ (220,283)
Acquisitions Open Equity & R/E							
Paid in Capital					20,000		20,000
Share Issuances/cancellations/conversions	–	–	308,570,089	30,857			30,857
Net income for the year ended 12/31/23	–	–	–	–	–	2,789,958	2,789,958
Balance as of December 31, 2023	2,000,000	\$ 2,000	1,516,321,698	\$ 151,632	\$ 128,308	\$ 2,338,592	\$ 2,620,532
Acquisitions Open Equity & R/E							
Paid in Capital					0		0
Share Issuances/cancellations/conversions	–	–	296,363,377	29,636	–		29,636
Net income for the year ended 12/31/24	–	–	–	–	–	433,708	433,708
Balance as of December 31, 2024	2,000,000	\$ 2,000	1,812,685,075	\$ 181,268	\$ 128,308	\$ 2,772,300	\$ 3,083,875
Acquisitions Open Equity & R/E							
Paid in Capital					0		0
Share Issuances/cancellations/conversions	–	–	0	0	–		0
Net income for the quarter ended 03/31/25	–	–	–	–	–	129,897	129,897
Balance as of March 31, 2025	2,000,000	\$ 2,000	1,812,685,075	\$ 181,268	\$ 128,308	\$ 2,902,196	\$ 3,213,772
Acquisitions Open Equity & R/E							
Paid in Capital					–		0
Share Issuances/cancellations/conversions	–	–	–	–	–		0
Net income for the year ended 06/30/25	–	–	–	–	–	41,844	41,844
Balance as of June 30, 2025	2,000,000	\$ 2,000	1,812,685,075	\$ 181,268	\$ 128,308	\$ 2,944,040	\$ 3,255,616

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

XALLES HOLDINGS INC.
APPENDIX D: CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in US dollars)

	Three Months ended June 30, 2025	Three Months ended March 31, 2025
OPERATING ACTIVITIES		
Net income/(loss)	\$ 41,844	\$ 129,897
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization of license	17	17
Changes in operating assets and liabilities:		
Accounts payable and accrued liabilities	(9,894)	5,938
Accounts receivable and other current assets	0	(73,786)
NET CASH USED IN OPERATING ACTIVITIES	31,967	62,066
FINANCING ACTIVITIES		
Proceeds from related parties	(6,882)	4,708
Contributions from shareholders	0	0
Proceeds from loan payable	0	0
Net Proceeds from notes payable	(41,270)	(29,971)
Investments	0	0
NET CASH PROVIDED BY FINANCING ACTIVITIES	(48,152)	(25,263)
NET CHANGE IN CASH	(16,185)	36,803
CASH, BEGINNING OF PERIOD	103,811	67,008
CASH, END OF PERIOD	\$ 87,626	\$ 103,811

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

XALLES HOLDINGS INC.
APPENDIX E: NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2025
(Expressed in US dollars)

NOTE 1 – GENERAL ORGANIZATION AND BUSINESS AND GOING CONCERN

Xalles Holdings Inc. (“the Company”) was incorporated in the State of Nevada on December 14, 2009 under the name Stella Blu, Inc. On August 24, 2015, the Company changed its name to Xalles Holdings Inc.

As of March 31, 2025, the Company had the following wholly owned active subsidiaries, namely, Gateway Innovations Limited, Appy Perks, Inc., AIGrowthHub Inc., InnovationsHR, Inc., Capital Innovations Management, LLC, Artemis Defense Technologies UK Ltd., and a 25% stake in Adaptive Analytics, Inc.

Xalles Holdings Inc. is a holding company, specializing in innovative technology and financial service solutions. Focused on growth and diversification, Xalles Holdings is committed to developing cutting-edge technology-based solutions across various sectors, with an emphasis on supporting disruptive companies. The company actively seeks acquisition targets with solid management teams, robust business models, expansive total attainable markets, and enticing exit opportunities. Emphasizing the integration of blockchain and cutting-edge technologies, Xalles provides industry-leading solutions, poised to capture recurring revenue streams over time.

The Company expects to generate revenues and related cash flows from the sale of products and services from its operating entities. The goal is to sell or spin out some of the operating companies when they are deemed ready.

These consolidated financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary debt or equity financing to continue operations, and the attainment of profitable operations. There is no guarantee that the Company will be successful in these efforts. As of June 30, 2025, the Company has a working capital surplus of \$3,255,616 and has accumulated gains of \$2,944,040 since inception. These factors raise substantial doubt regarding the Company’s ability to continue as a going concern. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

These consolidated financial statements present the balance sheets, statements of operations, stockholders' deficit and cash flows of the Company. These financial statements are presented in United States dollars and have been prepared in accordance with accounting principles generally accepted in the United States. The Company’s financial statements are prepared using the accrual method of accounting. The Company has elected a December 31 fiscal year end.

Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

The preparation of these financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. The results of operations and cash flows for the periods shown are not necessarily indicative of the results to be expected for the full year. The Company regularly evaluates estimates and assumptions related to valuation of license, stock-based compensation, and deferred income tax asset valuation allowances.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturity of three months or less when purchased to be cash equivalents.

License

The Company acquired a license from a company controlled by our CEO on July 1, 2015 amounting to \$1,000. License has been capitalized in accordance with ASC 350-30 “Intangibles – Goodwill and Other – General Intangibles Other Than Goodwill.” Amortization commenced on July 1, 2015 when the license was acquired and became ready for its intended use. Amortization is calculated on a straight-line basis over its estimated useful life of 15 years.

If the total of the expected undiscounted future cash flows is less than the carrying amount of the asset, a loss is recognized for the excess of the carrying value over the fair value of the asset.

Financial Instruments and Fair Value Measures

ASC 820, “*Fair Value Measurements and Disclosures*” requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument’s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company’s financial instruments consist principally of cash, accounts payable and accrued liabilities, convertible debenture, stock-settled debt obligation, and amounts due to related parties. Pursuant to ASC 820, the fair value of cash is determined based on “Level 1” inputs, which consist of quoted prices in active markets for identical assets. The recorded values of all other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations. Unless otherwise noted, it is management’s opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial statements.

Stock-based Compensation

The Company records stock-based compensation in accordance with ASC 718 “Compensation – Stock Compensation” and ASC 505, “Equity Based Payments to Non-Employees”, using the fair value method. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

Earnings/Loss per Share

The Company computes net loss per share in accordance with ASC 260, “Earnings per Share”, which requires presentation of both basic and diluted earnings per share (“EPS”) on the face of the statements of operations. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

Comprehensive Loss

ASC 220, “Comprehensive Income”, establishes standards for the reporting and display of comprehensive loss and its components in the consolidated financial statements. As at June 30, 2025 and March 31, 2025, the Company had no items representing comprehensive income or loss.

Income Taxes

A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carry forwards. Deferred tax expense (benefit) results from the net change during the year of deferred tax assets and liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

When required, the Company records a liability for unrecognized tax positions, defined as the aggregate tax effect of differences between positions taken on tax returns and the benefits recognized in the financial statements. Tax positions are measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. No tax benefits are recognized for positions that do not meet this threshold. The Company has no uncertain tax positions that require the Company to record a liability. The Company’s tax years ended December 31, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023 and 2024 remain subject to examination by Federal and state jurisdictions.

The Company recognizes penalties and interest associated with tax matters as part of the income tax provision and includes accrued interest and penalties with the related tax liability in the balance sheet. The Company had no accrued penalties and interest as of June 30, 2025 and as of March 31, 2025.

Recently Issued Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 – ACQUISITIONS

AI GrowthHub Inc. was acquired on July 31, 2022, in exchange for restricted shares of common stock. The transaction was completed and AI GrowthHub is now a 100% wholly owned subsidiary of Xalles.

Private Loyalty Club Inc. (“PLC”) was acquired on July 31, 2022, in exchange for restricted shares of common stock. The transaction was completed, and PLC was a 100% wholly owned subsidiary of Xalles Financial Services Inc. In January of 2023, PLC was sold and is no longer a subsidiary of Xalles.

Loyalty Superstore, Inc. (“LSS”) was acquired on March 30, 2023, in exchange for restricted shares of common stock. The transaction was completed and LSS is a 100% wholly owned subsidiary of Xalles Financial Services Inc. The transaction was subsequently terminated, and this entity is no longer a subsidiary of Xalles.

Appy Perks, Inc. was acquired in April of 2023, in exchange for restricted shares of common stock. The transaction was completed, and Appy Perks is a 100% wholly owned subsidiary of Xalles.

Patient Healthcare Solutions, Inc. (“PHCS”) was acquired in April of 2023, in exchange for restricted shares of common stock. The transaction was completed and PHCS is a 100% wholly owned subsidiary of Xalles Financial Services Inc. There was a subsequent exit event, and this entity is no longer a subsidiary of Xalles.

Xalles acquired an ownership stake in Adaptive Analytics, Inc. (“Adaptive”) in April of 2023 and completed the first closing event of the transaction for Xalles Technology Inc. to own 25% of Adaptive. An additional future closing event within a few months will complete the transaction for Adaptive to become a wholly owned subsidiary of Xalles Technology, based on financing to support the second closing event.

Artemis Defense Technologies UK Ltd. (“Artemis”) was acquired in December of 2023, in exchange for restricted shares of common stock. The transaction was completed, and Artemis is a 100% wholly owned subsidiary of Xalles.

As of January 5, 2024, the Company initiated the incorporation of ArtemisX Defense Inc., a Florida C Corporation for the purposes of expanding the business development and operational reach for Artemis Defense Technologies into the US.

As of January 14, 2024, the Company divested itself of ArtemisX Defense Inc. to SwetSpot LLC, a specialized government contractor in exchange for a profit-sharing plan.

As of January 15, 2024, the Company completed the acquisition of CashXAI Inc. in exchange for restricted common shares for CashXAI to become a wholly owned subsidiary of Xalles. In 2024, CashXAI was divested and is no longer a subsidiary of Xalles.

In 2024, group holding companies Xalles Capital Inc., Xalles Technology Inc. and Xalles Financial Services Inc. ceased to be active entities and all operating subsidiaries are directly under Xalles Holdings Inc.

NOTE 4 – ADVANCES

As at June 30, 2025, the Company had amounts advanced to unrelated parties of \$17,000 (March 31, 2025 - \$17,000). These amounts were unsecured, non-interest bearing and due on demand.

NOTE 5 – LICENSE

On July 1, 2015, the Company acquired the license from a company at the time controlled by our CEO. The license was recorded at the historical cost incurred by the related party and amortized over its estimated useful life of 15 years. The following represents the carrying value of the license at June 30, 2025:

License	\$	1,000
Accumulated depreciation		668
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Carrying value as at June 30, 2025	\$	332
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NOTE 6 – ACCRUED LIABILITIES

No new ones added during this period.

NOTE 7 – RELATED PARTY TRANSACTIONS

- a) On January 9, 2015, the Company entered into an agreement whereby a director of the Company paid \$11,629 to service providers on behalf of the Company. The amount was recorded as additional paid-in-capital prior to the recapitalization.
- b) As of June 30, 2025, the Company owed \$54,040 (March 31, 2025 - \$54,040) to a former director of the Company. The amounts are unsecured, non-interest bearing and are due on demand.
- c) As of June 30, 2025, the Company owed \$113,279 (March 31, 2025 - \$120,161) to the CEO of the Company. The amount is unsecured, non-interest bearing and is due on demand.

NOTE 8 – NOTES PAYABLE

- a) On September 4, 2019, in consideration for cash, the Company issued a \$30,000 convertible note which is unsecured, and bears interest. The Note is due in the earlier of 6 months, or within 60 days of a qualification event of a registered security offering. If the Note is not repaid before the due date then the principal is convertible to common shares at a 50% discount to the market price. In no event shall the holder be entitled to convert the Note resulting in ownership of more than 9.99% of the outstanding common shares of the Company. This Note has currently not been repaid and is part of Notes Payable in the financial statements.
- b) On March 11, 2021, The Company issued a promissory note for \$60,000. The amount owing is unsecured, due in 90 days, which will accrue at 10% interest per annum starting on day 91. 1,000,000 common restricted shares issued in lieu of interest in first 90 days.
- c) On June 11, 2021, The Company issued a promissory note for \$500,000. The amount owing is unsecured, due in 120 days. This Note replaces the notes of February 11, 2021 and February 24, 2021.
- d) On June 15, 2021, The Company issued a promissory note for \$250,000. The amount owing is unsecured, due on September 30, 2021, with a \$25,000 monthly fee until the due date.
- e) On September 23, 2021, The Company issued a promissory note for \$25,000. The amount owing is unsecured, due on January 21, 2022, with interest of 12%.

- f) On October 5, 2021, The Company issued a promissory note for \$110,000. The amount owing is unsecured, due on October 5, 2022, with interest of 12%.
- g) On October 19, 2022, The Company issued a promissory note for \$24,000 for legal services. The amount owing is unsecured, due on October 19, 2023, with interest of 12%.
- h) On November 18, 2022, The Company issued a promissory note for \$90,000. The amount owing is unsecured, due on November 18, 2023, with interest of 12%.
- i) On February 16, 2024, The Company entered into a loan agreement for \$120,750. The amount owing is due on November 30, 2024, with monthly payments.
- j) As of August 12, 2024, the Company issued a promissory note for \$9,000 to a noteholder. The amount owing is unsecured, due on October 31, 2024, with a fee of \$1,000.

NOTE 9 – STOCKHOLDERS' EQUITY

Authorized Shares

The Company is authorized to issue 5,000,000,000 shares of \$0.0001 par value common stock and 5,000,000 shares of preferred stock, par value \$0.001.

Common Stock

All common stock shares have equal voting rights, are non-assessable and have one vote per share.

Preferred Stock

The holders of the Series A Preferred Stock are granted 51% voting power on all matters to be voted on by the holders of the Company's common stock and is not convertible into any shares of the Company's common stock. With respect to rights on liquidation, dissolution or winding up, shares of Series A Preferred Stock rank on a parity with the Company's common stock.

The holders of the Series B Preferred Stock are granted 25% voting power on all matters to be voted on by the holders of the Company's common stock and is not convertible into any shares of the Company's common stock. With respect to rights on liquidation, dissolution or winding up, shares of Series B Preferred Stock rank on a parity with the Company's common stock.

The holders of the Series C Preferred Stock are able to convert their Preferred Series C shares to restricted Common Shares at a ratio of 1:100 (1 Series C share converts to 100 Common shares). The holders of the Series C Preferred Stock are granted the same voting rights as a common stock shareholder as if the shares had already been converted to common. With respect to rights on liquidation, dissolution or winding up, shares of Series C Preferred Stock rank on a parity with the Company's common stock.

Issued and Outstanding since January 1, 2023:

- a) As of January 10, 2023, the Company issued 117,777,778 restricted common shares to a noteholder for a conversion.
- b) As of February 4, 2023, the Company issued 5,000,000 restricted common shares to an equity investor.

- c) As of February 5, 2023, the Company issued 10,000,000 restricted common shares to a service provider.
- d) As of February 22, 2023, the Company issued 30,000,000 restricted common shares to a service provider.
- e) As of June 13, 2023, the Company issued 40,000,000 restricted common shares to the original shareholders of an acquired company.
- f) As of June 21, 2023, the Company issued 25,000,000 restricted common shares to the original shareholders of an acquired company.
- g) As of August 24, 2023, a 3(a)10 settled noteholder moved the final 6,000,000 common shares from their reserve account to their regular shareholder account.
- h) As of November 6, 2023, the Company issued 74,792,311 restricted common shares to a noteholder for a note conversion.
- i) As of January 29, 2024, the Company issued 75,452,369 restricted common shares to a noteholder for a note conversion.
- j) As of March 1, 2024, the Company issued 72,926,917 restricted common shares to a noteholder for a note conversion.
- k) As of March 15, 2024, the Company issued 10,000,000 restricted common shares to an equity investor.
- l) As of March 15, 2024, the Company issued 5,000,000 restricted common shares to a director of the Company for compensation.
- m) As of March 15, 2024, the Company issued 5,000,000 restricted common shares to a director of the Company for compensation.
- n) As of March 15, 2024, the Company issued 5,000,000 restricted common shares to a director of the Company for compensation.
- o) As of March 15, 2024, the Company issued 2,500,000 restricted common shares to an equity investor.
- p) As of March 28, 2024, the Company issued 25,000,000 restricted common shares to the original shareholders of an acquired company.
- q) As of March 28, 2024, the Company issued 25,000,000 restricted common shares to the original shareholders of an acquired company.
- r) As of April 25, 2024, the Company issued 70,484,091 restricted common shares to a noteholder for a note conversion.

NOTE 10 – CONFLICTS OF INTEREST

The officers and directors of the Company are involved in other business activities and may, in the future, become involved in other business opportunities. If a specific business opportunity becomes available, such person may face a conflict in selecting between the Company and his other business interests. The Company has not formulated a policy for the resolution of such conflicts.

NOTE 11 – SUBSEQUENT EVENTS

The Company's management has evaluated subsequent events up to July 25, 2025, the date the financial statements were issued, pursuant to the requirements of ASC 855 and has determined the following material subsequent events:

None
