

Disclosure Statement Pursuant to required OTCMarkets Guidelines



WIALAN TECHNOLOGIES, INC
8410 NW 61st Street
Miami, FL 33166

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

SEMI-ANNUAL REPORT

For the period ending June 30, 2025 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

2,742,661,474 as of June 30, 2025 (Current Reporting Period Date)

2,715,661,474 as of December 31, 2024 (Most recent completed Fiscal Year End)

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period Yes: ☐

Yes: ☐ No: ☒

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

Current Name of Issuer: **Wialan Technologies, Inc.** (from January 22, 2014 to present date)

Predecessor Names: American Community Development Group, Inc. (from February 5, 2010 to January 22, 2014)
Rock Bands, Inc. (from April 2, 2008 to February 5, 2010)
DTI, Inc. (from April 27, 1987 to April 2, 2008)
Fortsbridge, Ltd (from incorporation on February 25, 1985 to April 27, 1987)

Current State and Date of Incorporation or Registration: **Delaware, February 25, 1985**
Standing in this jurisdiction: (e.g. active, default, inactive): **Active**

Prior Incorporation Information for the issuer and any predecessors during the past five years:
(see above)

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

None

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

None

Address of the issuer's principal executive office:

Effective July 1, 2025 the Company's address became 8410 NW 61st Street, Miami, FL 33166

Address of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: Clear Trust, LLC
Phone: 813-235-4490
Email: inbox@ClearTrustTransfer.com
Address: 16540 Pointe Village Dr Suite 205, Lutz, FL 33558

Publicly Quoted or Traded Securities:

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

Publicly Quoted or Traded Securities:

Trading symbol:	<u>WLAN</u>
Exact title and class of securities outstanding:	<u>Common Shares</u>
CUSIP:	<u>96685 A107</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>3,500,000,000</u> as of date 6/30/2025
Total shares outstanding:	<u>2,742,561,474</u> as of date:6/30/2025
Total number of shareholders of record:	<u>255</u> as of date:6/30/2025

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

Additional class of securities:

Exact title and class of security:	<u>Preferred Shares</u>
CUSIP:	<u>Not applicable</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>75,000,000</u> as of date: 6/30/2025
Total shares outstanding:	<u>None</u> as of date: 6/39/2025
Total number of shareholders of record:	<u>None</u> as of date: 6/30/2025

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.

Common equity. The Board of Directors may declare and pay dividends from time to time as advisable and after setting aside a reserve fund to meet contingencies or for equalizing dividends. Dividends are not cumulative. The holders of each common share are entitled to one vote at a meeting of the stockholders. There are no conversion or preemption rights.

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

Preferred equity. No preferred shares have been issued and there are therefore no preferred stockholders. The Company's Board of Directors is expressly granted the authority to divide any or all of the preferred stock into series and to fix and determine the relative preferences of the shares of each series established. Upon liquidation, dissolution or winding up of the Company the holders of preferred stock have priority over the common stockholders for the full payment of their capital invested and accrued dividends thereon, if any, from the realizable proceeds from the Company's net assets after settlement of secured and priority debt.

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

NA

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

NA

3) Issuance History

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

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

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

Shares Issued and Outstanding as of the beginning of the Second Most Recent Fiscal Year:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance At 1/1/2023: Common: <u>2,668,561,474</u> Preferred: <u>None</u>									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>January 25, 2023</u>	<u>New Issuance</u>	<u>42,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Tony R. McDowell</u> (former CEO)	<u>For services</u>	<u>Restricted</u>	<u>144</u>
<u>January 25, 2023</u>	<u>New Issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>\$0.0001</u>	<u>Yes</u>	<u>Alan Bailey</u> (current CFO)	<u>For services</u>	<u>Restricted</u>	<u>144</u>
Shares Issued and Outstanding at December 31, 2023 (the end of the Second Most Recent Fiscal Year) Common: <u>2,715,561,474</u> Preferred: <u>None</u>									
<u>December 20, 2024</u>	<u>New Issuance</u>	<u>66,666</u>	<u>Common</u>	<u>\$0.001</u>	<u>No</u>	<u>Richard Lindstrom</u>	<u>For advisory services</u>	<u>Restricted</u>	<u>144</u>
<u>December 20, 2024</u>	<u>New Issuance</u>	<u>16,667</u>	<u>Common</u>	<u>\$0.001</u>	<u>No</u>	<u>Matt Puckett</u>	<u>For advisory services</u>	<u>Restricted</u>	<u>144</u>
<u>December 20, 2024</u>	<u>New Issuance</u>	<u>16,667</u>	<u>Common</u>	<u>\$0.001</u>	<u>No</u>	<u>Diana Ferguson</u>	<u>For advisory services</u>	<u>Restricted</u>	<u>144</u>
Shares Issued and Outstanding at December 31, 2024 (the end of the Most Recent Fiscal Year) Common: <u>2,715,661,474</u> Preferred: <u>None</u>									

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>February 10, 2025</u>	<u>New Issuance</u>	<u>9,000,000</u>	<u>Common</u>	<u>\$0.0009</u>	<u>No</u>	<u>Sigma Health LLC/Nazeer Khan</u>	New Business introductions	<u>Restricted</u>	<u>144</u>
<u>February 10, 2025</u>	<u>New Issuance</u>	<u>9,000,000</u>	<u>Common</u>	<u>\$0.0009</u>	<u>No</u>	<u>Brickell Capital Finance/Elias Mualin</u>	New Business introductions	<u>Restricted</u>	<u>144</u>
<u>February 10, 2025</u>	<u>New Issuance</u>	<u>9,000,000</u>	<u>Common</u>	<u>\$0.0009</u>	<u>No</u>	<u>4 SQ Group/Geraldo Alvarez</u>	New Business introductions	<u>Restricted</u>	<u>144</u>
Shares Issued and Outstanding as of June 30, 2025 and as of the Date of this Filing									
Common: <u>2,742,661,474</u>									
Preferred: <u>None</u>									

B. Convertible Debt

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

4) Issuer's Business, Products and Services

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

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

Wialan Technologies, Inc is a telecommunications company specializing in deploying advanced wireless networking solutions to enhance connectivity and public safety, with proprietary technology and an exclusive licensing agreement to build and sell a patented streetlight fixture that can host micro wireless devices, including cellular small cells for cellular operators, to significantly improve internet reception and connectivity from the reach of each street light pole. This product has been deployed already in a Miami Dade County and is operating efficiently. The Company is committed to delivering cutting-edge communications technology and services to improve network connectivity and infrastructure for its clients, and is at the forefront of integrating wireless and IoT systems into public and private spaces.

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

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

C. Describe the issuers' principal products or services.

Beginning 2024, the Company pivoted its' focus from not only the design, marketing, servicing, and installation of industrial wireless access equipment (Wi-Fi Access Points), but to becoming a full service and vertically integrated organization. The Company now covers a wide range of services, including project planning, modeling, budget estimating,

cost management, financing assistance, project scheduling and installation/construction. The Company has modified its sales strategy to include external sales representatives and distributors.

5) Issuer's Facilities

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

The Company's current executive and business office is rented on a month-to-month basis and, effective July 1, 2025, is located at 8410 NW 61st Street, Miami, FL 33166

Through February 28, 2025 the Company also rented temporary storage space on a month-to-month basis at public storage facilities to store its equipment and parts.

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

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	*Percentage of Class of Shares Owned (undiluted)
Officers and Directors:					
<u>Jose Schwank</u>	Director, CEO and President**	<u>Coral Gables, FL</u>	<u>See below**</u>	<u>Common share stock options</u>	
<u>Reggie V. Bergeron</u>	Director	<u>Ponce Inlet, FL</u>	<u>25,000,000</u>	<u>Common Shares (Restricted)</u>	<u>0.91%</u>
<u>Alan Bailey</u>	CFO & Director	<u>Palos Verdes/ CA</u>	<u>7,750,000</u>	<u>Common Shares (Restricted)</u>	<u>0.28%</u>
<u>Control Persons owning more than 5%</u>					
<u>Investment Properties Revocable Trust/Mike Connor controlling party</u>	<u>Owner of more than 5%</u>	<u>Safety Harbor/FL</u>	<u>380,000,000</u>	<u>Common Shares (Restricted)</u>	<u>13.86%</u>
<u>The Vicana Tapia Living Trust /Victor Tapia controlling party</u>	<u>Owner of more than 5%</u>	<u>Southwest Ranches/FL</u>	<u>686,000,000</u>	<u>Common Shares (Restricted)</u>	<u>25.01%</u>
<u>Irwin L. Zalberg</u>	<u>Owner of more than 5%</u>	<u>Elgin, Illinois</u>	<u>175,000,000</u>	<u>Common shares (Unrestricted)</u>	<u>6.38%</u>

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

Note * Percentages in the above table are based on a total of 2,742,661,474 issued and outstanding common shares at June 30, 2025 and as of the date of this Filing.

**Under the terms of the engagement of Jose Schwank, he is entitled to receive common stock options vesting in monthly instalments at the end of each month at the rate of 4,166,667 common shares per month commencing December 31, 2023. At June 30, 2025 he has accumulated a total of 79,166,667 vested common stock options exercisable at prices of between \$0.0007 and \$ 0.0014 per share, with an aggregate average exercise price of \$0.001045. The closing trading price of the Company's common shares on OTCMarkets June 30, 2025 was \$0.0011, and the cumulative net cash value of those stock options which were granted below \$0.0011 totaled \$ 6,875, which has been recorded as an operating expense.

7) Legal/Disciplinary History

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

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);
No
2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;
No
3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;
No
4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or
No
5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.
No
6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.
No

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

None - N/A

8) Third Party Service Providers

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

Securities Counsel

Name: Jonathan Leinwand, Esq.
Firm: Jonathan D. Leinwand, P.A.
Address 1: 18305 Biscayne Blvd., Suite 200
Address 2: Aventura, FL 33160
Phone: 954-903-7856
Email: jonathan@jdlpa.com

Accountant or Auditor

N/A

Investor Relations

N/A

All other means of Investor Communication:

N/A

Other Third Party Service Providers

Legal Counsel:

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

9) Disclosure & Financial Information

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

Name: **Alan Bailey**
Title: **CFO**
Relationship to Issuer: **Director**

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

- ☐ IFRS
☒ **U.S. GAAP**

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

Name: **Alan Bailey**
Title: **CFO**
Relationship to Issuer: **Director**

'Describe the qualifications of the person or persons who prepared the financial statements.'⁵

Alan Bailey is a Chartered Accountant with more than 50 years as a senior accountant, senior auditor and financial executive in both public accounting and industry and has maintained the books of account and prepared quarterly and annual financial reports, for both 12g SEC reporting and for alternative OTCMarkets reporting, for variety of businesses and enterprises for approximately 15 years.

The following qualifying financial statements are provided on pages 10 -18 :

- 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

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

SEMI-ANNUAL FINANCIAL STATEMENTS
WIALAN TECHNOLOGIES, INC.
for the 6 Months Ending
JUNE 30, 2025

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WIALAN TECHNOLOGIES, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	<u>June 30, 2025</u>	<u>December 31, 2024</u>
Assets		
Current assets		
Cash	\$ 15,580	\$ 21,036
Accounts receivable	187	-
Inventory of parts and equipment	5,600	5,600
Work-in-progress	-	6,792
Prepaid expense	<u>5,916</u>	<u>5,960</u>
Total current assets	<u>27,283</u>	<u>39,388</u>
Fixed assets		
Wifi equipment, at cost, less accumulated depreciation	<u>9,687</u>	<u>4,084</u>
Total assets	\$ <u>36,970</u>	\$ <u>43,472</u>
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable and accrued expenses	\$ 39,525	\$ 54,789
Shareholder loan, including accrued interest	59,122	57,129
Deferred income	<u>18,300</u>	<u>16,200</u>
	<u>116,947</u>	<u>128,118</u>
Non-Current liability		
Related party loan, including accrued	<u>59,181</u>	<u>57,198</u>
Total liabilities	<u>176,128</u>	<u>185,316</u>
Shareholders' deficit		
Preferred stock: 75,000,000 authorized, \$0.0001 par value each:		
None issued and outstanding	-	-
Common stock, \$ 0.0001 par value each:		
3,500,000,000 authorized; 2,742,661,474		
and 2,715,661,474 issued and outstanding		
as of June 30, 2025 and as of December 31, 2024,		
respectively	274,266	271,566
Additional paid in capital	4,367,204	4,341,646
Retained earnings (deficit)	<u>(4,780,628)</u>	<u>(4,755,056)</u>
	<u>(139,158)</u>	<u>(141,844)</u>
Total liabilities and shareholders' deficit	\$ <u>36,970</u>	\$ <u>43,472</u>

See accompanying notes to the consolidated financial statements.

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

	3 Months Ended March 31,		6 Months Ended June 30,	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
Revenue				
Sales	\$ 22,367	\$ 9,836	\$185,083	\$21,283
Less: Cost of sales	<u>15,920</u>	<u> </u>	<u>99,193</u>	<u>1,750</u>
Gross margin	<u>6,447</u>	<u>9,836</u>	<u>85,890</u>	<u>19,503</u>
Operating expenses				
Management compensation	18,958	17,307	33,958	39,373
Other staff costs	-	-	17,000	5,000
Consultants	-	-	15,628	-
Legal	-	-	954	1,500
Depreciation	535	-	874	=
Facility rent and storage	1,650	1,674	3,664	3,052
All other general and administrative	<u>12,697</u>	<u>8,879</u>	<u>35,050</u>	<u>7,708</u>
	<u>33,840</u>	<u>27,860</u>	<u>107,128</u>	<u>56,633</u>
Operating income (loss)	<u>(27,393)</u>	<u>(18,024)</u>	<u>(21,238)</u>	<u>(37,130)</u>
Other income(expense)				
Federal income tax	-	-	(368)	-
Interest income	-	1,936	-	2,894
Interest expense	<u>(1,994)</u>	<u>(1,994)</u>	<u>(3,966)</u>	<u>(3,988)</u>
	<u>(1,994)</u>	<u>(58)</u>	<u>(4,334)</u>	<u>(1,094)</u>
Income (loss) for the period	<u>\$ (29,387)</u>	<u>\$ (18,082)</u>	<u>(25,572)</u>	<u>(38,224)</u>
Weighted average common shares outstanding	<u>2,742,661,474</u>	<u>2,715,561,474</u>	<u>2,736,545,450</u>	<u>2,715,561,474</u>
Net income (loss) per share outstanding (\$0.000001)	<u>\$ (0.000001)</u>	<u>\$ (0.000001)</u>	<u>(\$0.000009)</u>	<u>(\$0.00001)</u>

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See accompanying notes to the consolidated financial statements.

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

	6 Months Ended June 30,	
	<u>2025</u>	<u>2024</u>
Cash provided (used) by operating activities:		
Net income (loss)	\$ (25,572)	\$ (38,224)
Stock issued for services	- 24,300	-
Stock option award expense	3,958	145
Depreciation	874	-
Decrease interest receivable	-	1,422
Increase in accounts receivable	(187)	-
Increase (decrease) in deferred income	2,100	(4,987)
Decrease in work-in-progress	6,792	-
Decrease (increase) in prepaid expense	44	(3,030)
Increase in accrued loan interest	3,976	3,988
Decrease in accounts payable and accrued expenses	<u>(15,264)</u>	<u>(188)</u>
Cash provided (used) by operating activities	<u>1,021</u>	<u>(40,874)</u>
Cash used in investing activities		
Purchase of Wifi equipment as a fixed asset	<u>(6,477)</u>	-
Cash from financing activities	-	-
Net increase (decrease) in cash	(5,456)	(40,874)
Cash – beginning of period	<u>21,036</u>	<u>99,737</u>
Cash – end of period	<u>\$ 15,580</u>	<u>\$ 58,863</u>

See accompanying notes to the consolidated financial statements.

WIALAN TECHNOLOGIES, INC.
STATEMENT OF RETAINED EARNINGS (CHANGES IN SHAREHOLDERS' EQUITY(DEFICIT))
For the 3 and 6 Months Ended June 30, 2025
(Unaudited)

	COMMON SHARES		ADDITIONAL		RETAINED EARNINGS	SHAREHOLDERS'
	NUMBER	AMOUNT	PAID IN CAPITAL		(ACCUMULATED DEFICIT)	
Balance, January 1, 2025	2,715,661,474	\$271,566	\$4,341,646		\$ (4,755,056)	\$ (141,844)
Stock issued for services	27,000,000	2,700	-	21,600	-	24,300
Income for the 3 Months ended March 31, 2025	-	-	-		3,815	3,815
Balance, March 31, 2025	2,742,661,474	\$274,266	\$4,363,246		\$(4,751,241)	\$ (113,729)
Stock options	-	-		3,958	-	3,958
'Loss for the 3 months ended June 30, 2025	-	-	-		(29,387)	(29,387)
Balance, June 30, 2025	<u>2,742,661,474</u>	<u>\$274,266</u>	<u>\$4,367,204</u>		<u>\$(4,780,628)</u>	<u>\$ (139,158)</u>

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See accompanying notes to the consolidated financial statements.

WIALAN TECHNOLOGIES, INC.
STATEMENT OF RETAINED EARNINGS (CHANGES IN SHAREHOLDERS' EQUITY)
For the 3 and 6 Months r Ended June 30, 2024
(Unaudited)

	COMMON SHARES		ADDITIONAL	RETAINED EARNINGS	SHAREHOLDERS'
	Shares	Amount	PAID IN CAPITAL	(ACCUMULATED DEFICIT)	EQUITY (DEFICIT)
Balance, January 1, 2024	2,715,581,474	\$ 271,556	\$ 4,338,639	\$ (4,640,384)	\$(27,272)
Stock options			145		145
Loss for the 3 Months Ended March 31, 2024	<u>-</u>	<u>-</u>	<u>-</u>	<u>(20,143)</u>	<u>(20,143)</u>
Balance, March 31, 2024	<u>2,715,561,474</u>	<u>\$271,556</u>	<u>\$4,341,701</u>	<u>\$ (4,660,527)</u>	<u>\$ (47,270)</u>
Loss for the 3 Months Ended June 30, 2024	<u>-</u>	<u>-</u>	<u>-</u>	<u>(18,082)</u>	<u>(18,082)</u>
Balance, June 30, 2024	<u>2,715,561,474</u>	<u>\$271,556</u>	<u>\$4,341,701</u>	<u>\$ (4,678,608)</u>	<u>\$ (65,351)</u>

See accompanying notes to the consolidated financial statements.

WIALAN TECHNOLOGIES, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE 6 MONTHS ENDED JUNE 30, 2025
(Unaudited)

1. History and Nature of Activities:

Wialan Technologies, Inc., was incorporated in the State of Delaware on February 25, 1985 under the name of Fortsbridge, Ltd. (“Fortsbridge”), a business involved in investing in various companies. The Company was a Reporting Issuer subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act until November 17, 1989, when it filed a Form 15-12G with the Securities and Exchange Commission to become an alternative reporting entity with unaudited financial statements. On April 27, 1987, the Company made a corporate name change to DTI, Inc. and on May 29, 2008 the Company then merged with Rockbands, LLC (acquiring 100% of the shareholders’ equity). At that time, the Issuer spun off the assets of DTI, Inc. and the Company made a further corporate name change to Rockbands, Inc. On February 5, 2010 the Company then made a name change to American Community Development Group, Inc. (“ACYD”). The transfer involved 9,000,000 restricted shares of the Company’s common stock being issued to the shareholders of ACYD.

On August 28, 2013 ACYD changed its business plan by acquiring all of the assets and business operations of Wialan Technologies, LLC (“Wialan”) as a business combination and tax-free reorganization. The name of the Company was then changed to Wialan Technologies, Inc. on January 22, 2014 and its trading symbol was changed from “ACYD” to “WLAN”. The former “ACYD” community assistance business ceased effective September 30, 2013. The terms of the acquisition of Wialan required, as consideration, the issuance to the owners of Wialan of a total of 1.9 billion common shares of the Company.

Since August 28, 2013 the Company’s new business focus has been the design, marketing, servicing and installation of industrial wireless access equipment (Wi-Fi Access Points) primarily for the corporate owners of marinas, municipal parks, and other public areas. During 2024, the Company increased its focus to being a solution to the build out of traditional and non-traditional digital infrastructure. In June 2024, the Company created a government programs division to explore (but not limited to) public sector projects, infrastructure and broadband enhancement programs and projects, rural and tribal community development as well as elevating and revitalizing urban and suburban communities. The results of these new initiatives are expected to be recognized in fiscal 2025 and beyond.

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

2. Basis for the Consolidated Financial Statements

The consolidated financial statements include the balance sheet, statements of operations, statements of cash flows and statement of changes in stockholders' equity relating to Wialan Technologies, Inc. from date of incorporation, plus the consolidation of the balance sheet and operating activities of Wialan Technologies, LLC ("Wialan") from the August 28, 2013 date of acquisition to November 24, 2024 (date of dissolution) and from August 6, 2024 (date of incorporation) to June 30, 2025 the financial statements of Wialan Communications, Inc. These consolidated financial statements are reported in accordance with generally accepted accounting principles ("GAAP").

(a) Cash

Cash consists of demand deposit accounts. The balance of accounts held in financial institutions at June 30, 2025 and December 31, 2024 did not exceed FDIC limits.

(b) Accounts and Interest receivable

Accounts receivable at June 30, 2025 totaled \$187 (there were no accounts receivable at December 31, 2024).

(c) Inventory of equipment and parts

Inventory represents equipment and various parts and Wi-Fi components located in the Company's storage. It has been valued by management at the lower of cost and realizable value, resulting in a net remaining value of \$5,600 at June 30, 2025 and at December 31, 2024.

(d) Work-in- progress

Work-in-progress at December 31, 2024 represented the cost of a systems proof of concept presented to a customer to be awarded a major contract, and was expensed in first quarter 2025 when the project was completed.

(e) Prepaid expense

Prepaid expense of \$5,916 at June 30, 2025 represents the prepayment of the annual OTCMarkets subscription from April 1, 2025 through February 28, 2026 of \$ 5,000 and prepaid technology services of \$916. The amount of \$5,960 at December 31, 2024 was the prepaid portion of the OTCMarkets annual subscription at that date.

(f) Deferred Income

Deferred income at June 30, 2025 and at December 31, 2024 represents prepaid cash received from customers for maintenance covering quarterly and annual periods is the remainder of fiscal 2025. This deferral is being recognized as revenue of a monthly basis during 2025.

(g) Revenue

Revenue is recognized when a customer project has been fully completed and, for Service Level Agreements, in the periods when the applicable customer service has been fulfilled. Revenue for the 6 months ended June 30, 2025 totaled \$185,083 compared with revenue of only \$21,283 for the 6 months ended June 30, 2024. The substantial increase in first quarter 2025 related to the successful completion of a major internet overhaul at the Galleon Marina and Resort in Key West, Florida and the internet upgrade and new camera system at other customer locations.

(h) Fixed assets

During the 6 months ended June 30, 2025 and during fiscal 2024 the Company purchased certain portable Wifi related equipment to more efficiently monitor and manage bandwidth at customer locations. This equipment is being depreciated on a 3 year straight line basis.

(i) Estimates

In preparing financial statements in accordance with generally accepted accounting principles, management makes estimates and assumptions that affect the reported amounts and disclosures of assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(j) Impairment

The Company periodically reviews for the impairment of its assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be realizable. An impairment loss would be recognized when estimated future cash flows expected to result from the use of the asset and its eventual disposition is less than its carrying amount.

The Company has previously written off all goodwill initially recorded arising from the excess value between the issuance of the Company's common stock to acquire Wialan Technologies LLC and the value of the Wialan Technologies on-going business.

(k) Related party and shareholder loans

To finance the Company's business expansion plans and update its website and sales materials, during March, 2023 the Company received shareholder loans of totaling \$50,000 and a related party loan of \$50,000, which both accrue interest at the rate of 8% per annum.

Two shareholder loans totaling \$50,000 were received from Eugene Rostov, the holder of 120 million of the Company's common shares. The loan was initially for a 1 year term, of which \$20,000 matured March 17, 2024 and \$30,000 matured March 23, 2024. The loans were extended however for an additional 12 months. On repayment, the lender is entitled to a cash bonus of \$3,300 or the equivalent in the Company's common stock at a discount of 15% to the then market value. This loan is therefore classified within "current liabilities". In the event that the lender agrees to extend the loan for an additional year, the lender is entitled to a cash bonus of \$6,600 or the equivalent in the Company's common stock at a discount of 15% to the then market value. In the event that the lender agrees to the further extend the loan for a further year, the lender is entitled to a bonus of \$10,000 or the equivalent in the Company's common stock at a discount of 15% to the then market value of the Company's common stock. This lender has also provided the Company with a commitment to continue to provide additional loan financing of up to \$60,000, in individual amounts as needed to support the Company's working capital requirements in 2025.

A second related party loan of \$50,000 was received from Reggie Bergeron, a Director, and the holder of 25 million of the Company's common stock (see Section 6 of the Disclosures section of this report). The loan is for 3 years, maturing March 16, 2026. This loan is therefore classified as a "non-current liability". On maturity, the lender is entitled to a cash bonus of

\$10,000 or the equivalent in the Company's common stock at a discount of 15% to the then market value of the Company's common stock.

3. Income Tax

The Company is a "C" corporation for federal income tax purposes. As of June 30, 2025 and as of December 31, 2024 there are no items that are expected to create a significant tax difference from the prior financial statements. During the 6 months ended June 30, 2025 the Company paid a total of \$368 in federal income tax relating to previous years.

4. Vested and Future Committed Common Stock Options and Grants

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

Under the terms of the services agreement with Jose Schwank, as Director, CEO and President of the Company, he is entitled to receive instalments of common stock options vesting monthly, at the end of each month, commencing December 31, 2023 at the rate of 4,166,667 per month. At June 30, 2025 he had vested, cumulatively, common stock options on a total 79,166,667 common shares at exercisable at prices between \$0.0007 and \$0.0014 per share (being the monthly closing trading prices of the Company's common stock as published by OTCMarkets at the end of each month). Through June 30, 2025 the average exercise option price was \$0.001045 for the overall options period, whereas the closing trading price of the Company's common shares at June 30, 2025 was \$ 0.0011 per share. Accordingly, certain monthly stock options were issued at exercise prices below \$0.0011 and the cumulative cash gain on those options totals \$6,875, which has been recognized as an operating expense.

10) Issuer Certification

Principal Executive Officer:

I, Jose Schwank, certify that:

1. I have reviewed this Disclosure Statement for Wialan Technologies, Inc;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 11, 2025 [Date]

/s/ Jose Schwank , Chief Executive Officer.

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

Principal Financial Officer:

I, Alan Bailey, certify that:

1. I have reviewed this Disclosure Statement for Wialan Technologies, Inc;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 11, 2025 [Date]

/s/ Alan Bailey, CFO's Signature]

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