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**Willcox International Holdings Inc.**

6304 Benjamin Rd. Suite 503 Tampa FL 33634

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813-240-4086  
info@winhitl.com

## Quarterly Report

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

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

78,445,750 as of June 30, 2025 (Current Reporting Period Date or More Recent Date)

77,645,750 as of March 31, 2025 (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 Control<sup>4</sup> of the company has occurred during this reporting period:

Yes: ☐ No: ☒

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<sup>4</sup> "Change in Control" shall mean any events resulting in:

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

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

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

Willcox International Holdings Inc. – Effective June 9, 2022

Winha International Group Ltd

Current State and Date of Incorporation or Registration: Nevada

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

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

N/A

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:

6304 Benjamin Rd. Suite 503 Tampa FL 33634

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: Olde Monmouth Stock Transfer, Inc.

Phone: 732-872-2727

Email: matt@oldemonmouth.com

Address: 200 Memorial Pkwy, Atlantic Highlands, NJ 07716

**Publicly Quoted or Traded Securities:**

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

Trading symbol:	<u>WINH</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>92938L107</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>200,000,000</u>	<u>as of date: June 30, 2025</u>
Total shares outstanding:	<u>78,445,750</u>	<u>as of date: June 30, 2025</u>
Total number of shareholders of record:	<u>462</u>	<u>as of date: June 30, 2025</u>

*Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.*

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

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

Exact title and class of the security:	<u>Preferred</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>20,000,000</u>	<u>as of date: June 30, 2025</u>
Total shares outstanding:	<u>20,000,000</u>	<u>as of date: June 30, 2025</u>
Total number of shareholders of record:	<u>1</u>	<u>as of date: June 30, 2025</u>

*Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.*

\_\_\_\_\_

**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 stock – one voter per share, no other rights, or privileges.

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

Each share of preferred stock can be converted into a share of common stock at a 1 for 1 conversion rate. The right to convert rests solely upon the holder. Each share shall have Super Voting rights of 10 votes at any meeting for each 1 share held. Each holder of these Preferred stocks, shall, on a pro rata basis, receive a priority of \$20,000,000 to be paid before any holders of common stock, from the net proceeds of any voluntary or involuntary, dissolution, liquidation, sale of all assets, sale of

the corporation, bankruptcy, reorganization or other winddown. The holder of any Preferred shares shall maintain Rights of First Refusal to participate or purchase stock on any registration statement filed by the company. Each holder shall be paid twice the amount of dividends issued by the company to common stock holders on a pro rate basis on the number of Preferred stock shares held. These blank check Preferred shares are freely assignable and transferable by the holder.

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

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.

### 3) Issuance History

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

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

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

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

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

Shares Outstanding <u>Opening Balance:</u> Date <u>March 31, 2025</u> Common: <u>69,600,295</u> Preferred: <u>0</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>5/31/2024</u>	<u>New Issuance</u>	<u>45,455</u>	<u>Common</u>	<u>\$1.10</u>	<u>No</u>	<u>Fadi Assaad</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>
<u>6/5/2024</u>	<u>New Issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>\$0.30</u>	<u>No</u>	<u>Ramzi Khoury</u>	<u>Services</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>

<u>10/3/2024</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.175</u>	<u>No</u>	<u>Mark Pena</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>
<u>2/10/2024</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$0.175</u>	<u>No</u>	<u>Rose Howes</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>
<u>2/10/2024</u>	<u>New Issuance</u>	<u>3,000,000</u>	<u>Common</u>	<u>\$0.175</u>	<u>No</u>	<u>Tess Jannoun</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>
<u>6/13/2025</u>	<u>New Issuance</u>	<u>800,000</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Millennial Investments LLC – Leonard Lovallo</u>	<u>Services</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date <u>June 30, 2025</u> Common: <u>78,445,750</u> Preferred: <u>20,000,000</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 2024 pursuant to the tabular format above.

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

\_\_\_\_\_

## B. Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

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

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

Date of Note Issuance	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 <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

<sup>5</sup> 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.


Total Outstanding Balance:

Total Shares:

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

#### 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](http://www.OTCMarkets.com).

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

Willcox Energy currently maintains a focus on opportunities in the lithium production and renewable energy fields.

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

The Company has two subsidiaries: Willcox Technology Inc. and Willcox Energy Inc. Both corporations are domiciled in the state of Florida.

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

Willcox International Holdings Inc. operates under its two divisions, Willcox Energy Inc. and Willcox Technology Inc.

In July of 2024, Willcox executed a binding Memorandum of Understanding with Helix MT International, Inc., a Canadian company involved in the development of lithium extraction technologies, to advance the development of various initiatives related to oil field brines which Willcox has undertaken in the southwestern region of the United States and the MENA (Middle East and North Africa) regions. These efforts remain active, ongoing and in development.

Willcox Energy currently maintains a focus on opportunities in the lithium production and renewable energy fields. In March of 2022, the company entered into a joint venture with Neolithica Ltd., a Canadian company with interests in lithium production from brines.

In early 2022, Willcox Technology Inc., acquired the Accusource System, an algorithm commodity sourcing engine, and is leasing out its software services and gaining revenue through a revenue sharing program with its customers.

#### 5) Issuer's Facilities

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

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

The Company has an Office Lease Agreement dated September 13, 2024 (the "Lease"), for the lease of approximately 2,098 square feet of office space, located in the building having a main address of 6304 Benjamin Rd, Tampa, Florida 33634. The Lease Term shall expire in three (3) years.

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

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

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

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

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

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
<u>Thirty 05, LLC controlled by Saeb Jannoun</u>	<u>President, Treasurer, Secretary and Chairman of the Board of Directors</u>	<u>Tampa, FL</u>	<u>14,000,000</u>	<u>Common</u>	<u>17.85%</u>
<u>Thirty 05, LLC controlled by Saeb Jannoun</u>	<u>President, Treasurer, Secretary and Chairman of the Board of Directors</u>	<u>Tampa, FL</u>	<u>20,000,000</u>	<u>Preferred</u>	<u>100%</u>
Pilot International Investment Co, Ltd.	>5% Owner	Kowloon, Hong Kong	35,181,844	Common	44.85%

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

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

None

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

None

## **8) Third Party Service Providers**

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

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

### Securities Counsel

Name:	<u>Clifford J Hunt</u>
Address 1:	<u>8200 Seminole Blvd.</u>
Address 2:	<u>Seminole, FL 33772</u>
Phone:	<u>727-471-0444</u>



Email: cjh@huntlawgrp.com

Accountant or Auditor

Name: Rachel Boulds  
Firm: \_\_\_\_\_  
Address 1: 6371 S Glenoaks St  
Address 2: Murray, UT 84107  
Phone: 801-230-3945  
Email: rachelbouldscpa@hotmail.com

Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

*All other means of Investor Communication:*

X (Twitter): \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

Other Service Providers

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

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

**9) Disclosure & Financial Information**

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

Name: Rachel Boulds  
Title: CPA  
Relationship to Issuer: Service Provider

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: Rachel Boulds

Title: CPA

Relationship to Issuer: Service Provide

Describe the qualifications of the person or persons who prepared the financial statements:<sup>6</sup> Licensed CPA in the State of Utah.

Provide the following qualifying financial statements:

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

**Financial Statement Requirements:**

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

**10) Issuer Certification**

*Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Saeb Jannoun certify that:

1. I have reviewed this Disclosure Statement for Willcox International 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.

August 14, 2025

/s/ Saeb Jannoun

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<sup>6</sup> 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.

*Principal Financial Officer:*

I, Saeb Jannoun certify that:

1. I have reviewed this Disclosure Statement for **Willcox International 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.

August 14, 2025

/s/ Saeb Jannoun

**WILLCOX INTERNATIONAL HOLDINGS INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**(Unaudited)**

	June 30, 2025	March 31, 2025
<b><u>ASSETS</u></b>		
Current Assets:		
Cash	\$ 5,305	\$ 5,456
Prepaid stock for services	262,500	525,000
Other receivables – related parties	426,021	407,321
Total Current Assets	693,826	937,777
Software, net	—	—
Leasehold improvements, net	28,562	32,846
Deposit	8,895	8,895
Investment in Neolithica	866,678	866,678
Total Other Assets	904,135	908,419
Total Assets	\$ 1,597,961	\$ 1,846,196
<b><u>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</u></b>		
Current Liabilities:		
Accounts payable and accruals	\$ 3,000	\$ 1,500
Due to related parties	841,050	836,618
Total Liabilities	844,050	838,118
Stockholders' Equity (Deficit):		
Preferred stock, par value \$0.001, 20,000,000 shares authorized; 20,000,000 and 20,000,000 shares issued and outstanding, respectively	20,000	20,000
Common stock, par value \$0.001, 200,000,000 shares authorized; 78,445,750 and 77,645,750 shares issued and outstanding, respectively	78,446	77,646
Common stock to be issued	—	385,000
Additional paid-in capital	21,409,611	20,924,343
Accumulated deficit	(20,754,146)	(20,398,911)
Total Stockholders' Equity	753,911	1,008,078
Total Liabilities and Stockholders' Equity	\$ 1,597,961	\$ 1,846,196

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

**WILLCOX INTERNATIONAL HOLDINGS INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	For the Three Months Ended June 30,	
	2025	2024
Revenue	\$ 8,500	\$ 8,500
Operating Expenses:		
Amortization expense	—	50,001
Lease expense	9,457	22,338
Consulting	353,500	465,000
General and administrative	6,778	16,858
Total operating expenses	369,735	554,197
Loss from operations	(361,235)	(545,697)
Other income:		
Other income	6,000	9,672
Total other income	6,000	9,672
Net loss	\$ (355,235)	\$ (536,025)
Basic and diluted loss per share	\$ (0.00)	\$ (0.01)
Basic and diluted weighted average shares	77,795,201	70,027,368

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

**WILCOX INTERNATIONAL HOLDINGS INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT**  
**FOR THE THREE MONTHS ENDED JUNE 30, 2025 AND 2024**  
**(Unaudited)**

	Preferred Stock		Common Stock		Common Stock	Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	to be Issued	Paid in Capital	Deficit	Stockholders' Deficit
Balance at March 31, 2025	20,000,000	20,000	77,645,750	77,646	385,000	20,924,343	(20,398,911)	1,008,078
Common stock issued for services	—	—	800,000	800	(385,000)	474,200	—	90,000
Contributed capital	—	—	—	—	—	11,068	—	11,068
Net loss	—	—	—	—	—	—	(355,235)	(355,235)
Balance at June 30, 2025	<u>20,000,000</u>	<u>\$ 20,000</u>	<u>78,445,750</u>	<u>\$ 78,446</u>	<u>\$ —</u>	<u>\$ 21,409,611</u>	<u>\$ (20,754,146)</u>	<u>\$ 753,911</u>

	Preferred Stock		Common Stock		Common Stock	Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	to be Issued	Paid in Capital	Deficit	Stockholders' Deficit
Balance at March 31, 2024	20,000,000	\$ 20,000	69,600,295	\$ 69,601	\$ 385,000	\$ 19,294,888	\$ (19,132,724)	\$ 636,765
Common stock issued for services— related party	—	—	1,500,000	1,500	—	448,500	—	450,000
Common stock issued for cash	—	—	45,455	45	—	49,955	—	50,000
Net loss	—	—	—	—	—	—	(536,025)	(536,025)
Balance at June 30, 2024	<u>20,000,000</u>	<u>\$ 20,000</u>	<u>71,145,750</u>	<u>\$ 71,146</u>	<u>\$ 385,000</u>	<u>\$ 19,793,343</u>	<u>\$ (19,668,749)</u>	<u>\$ 600,740</u>

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

**WILLCOX INTERNATIONAL HOLDINGS INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	For the Three Months Ended June 30,	
	2025	2024
Cash flows from operating activities:		
Net loss	\$ (355,235)	\$ (536,025)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization and depreciation expense	4,284	54,284
Stock compensation	352,500	450,000
Changes in assets and liabilities:		
Prepaid	—	—
Other receivables – related parties	(18,700)	(129,436)
Accounts payable and accruals	1,500	—
Net cash used in operating activities	(15,651)	(161,177)
Cash flows from financing activities:		
Proceeds from a related party	4,432	115,041
Contributed capital	11,068	—
Common stock sold for cash	—	50,000
Net cash provided by financing activities	15,500	165,041
Net change in cash	(151)	3,864
Cash, beginning of period	5,456	4,347
Cash, end of period	\$ 5,305	\$ 8,211

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

**WILLCOX INTERNATIONAL HOLDINGS INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**JUNE 30, 2025**  
**(Unaudited)**

**NOTE 1 - ORGANIZATION AND OPERATIONS**

Willcox International Holdings Inc. (the “Company”) was incorporated in the State of Nevada on April 15, 2013. On August 18, 2020, the Company was the subject of a Custodianship action & order in the Clark County District Court of Nevada. On December 26, 2020, said Custodianship was terminated by the same court. On February 23, 2021, controlling interest in the Company was transferred to Thirty 05, LLC.

The Company changed its name to Willcox International Holdings Inc. with the State of Nevada, effective December 6, 2021. The name change was approved by FINRA on June 9, 2022.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of presentation*

The Company’s unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The accompanying unaudited financial statements reflect all adjustments, consisting of only normal recurring items, which, in the opinion of management, are necessary for a fair statement of the results of operations for the periods shown and are not necessarily indicative of the results to be expected for the full year ending March 31, 2026.

*Use of Estimates*

The preparation of 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 at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates include the fair value for derivatives. Actual results could differ from those estimates.

*Cash and Cash Equivalents*

Cash equivalents consist of highly liquid investments with maturities of three months or less when purchased. Cash and cash equivalents are on deposit with financial institutions without any restrictions. There are no cash equivalents as of June 30, 2025 and March 31, 2025.

*Principles of Consolidation*

The accompanying consolidated unaudited financial statements include the accounts of the Company and its wholly owned subsidiaries; Willcox Technology Inc. and Willcox Energy Inc.

*Stock-based Compensation*

The Company accounts for stock-based compensation using the provisions of ASC Topic 718, *Stock Compensation*, which requires the recognition of the fair value of stock-based compensation. Stock-based compensation is estimated at the grant date based on the fair value of the awards. The Company accounts for forfeitures of grants as they occur. Compensation cost for awards is recognized using the straight-line method over the vesting period. Stock-based compensation is included in officer compensation, general and administrative and consulting expense, as applicable, in the consolidated statements of operations and comprehensive loss.

*Revenue Recognition*

The Company recognizes revenue under ASC 606, “Revenue from Contracts with Customers” (“ASC 606”). The Company determines revenue recognition through the following steps:

- Identification of a contract with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when or as the performance obligations are satisfied.

Revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. As a practical expedient, the Company



does not adjust the transaction price for the effects of a significant financing component if, at contract inception, the period between customer payment and the transfer of goods or services is expected to be one year or less.

#### Recently issued accounting pronouncements

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280) - Improvements to Reportable Segment Disclosures, which requires disclosure of incremental segment information on an annual and interim basis, primarily disclosure of significant segment expense categories and amounts for each reportable segment. The new standard is effective for annual periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The Company adopted ASU 2023-07 in the annual financial statements for the year ended December 31, 2024, and for interim periods beginning in 2025. The Company adopted this ASU, effective for the year ended March 31, 2025. The adoption had no impact on the Company's financial statements.

The Company has implemented all new applicable accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company 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 – GOING CONCERN**

The accompanying unaudited consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As reflected in the accompanying financial statements, the Company has an accumulated deficit at June 30, 2025 and has minimal revenue. These factors among others raise substantial doubt about the Company's ability to continue as a going concern.

While the Company is attempting to commence operations and generate revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate revenues.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

### **NOTE 4 – LEASEHOLD IMPROVEMENTS**

During the year ended March 31, 2022, the Company paid \$85,682 towards leasehold improvements for its newly acquired office space, which is being depreciated over five years. Depreciation expense for the three months ended June 30, 2025 and 2024, was \$4,284 and \$4,284 respectively.

### **NOTE 5 – SOFTWARE**

During March 2022, the Company purchased from Willcox International Holdings Corp. (Willcox) assets of the Data Base and Algorithm driven system used for the sourcing and identification of product and the ability to instantly purchase. The purchase price was valued at \$600,000, which was paid for with 600,000 shares of common stock. The asset is being amortized over three years. Amortization expense for the three months ended June 30, 2025 and 2024, was \$0 and \$50,000, respectively.

### **NOTE 6 – INVESTMENT**

On December 21, 2022, the Company purchased 1,000,000 shares of common stock of NeoLithica Ltd, for \$350,000 CAD\$. As of June 30, 2025, the Company has paid \$866,678.

### **NOTE 7 – COMMON STOCK TRANSACTIONS**

During the three months ended June 30, 2025, the Company issued 800,000 shares of common stock for services. 350,000 shares were due and payable as of March 31, 2025. The remaining 450,000 shares were valued at \$0.20, the closing stock price on the date of grant for total non-cash expense of \$90,000.

### **NOTE 8 – PREFERRED STOCK**

The Company has authorized 20,000,000 shares of preferred stock. Each share of preferred stock is convertible into one share of common stock and has voting rights of ten votes per share.

#### **NOTE 9 – RELATED PARTY TRANSACTIONS**

As of March 31, 2025, the Company owed the Company's former President, Secretary and Treasurer, \$11,068, for expenses paid on behalf of the Company during fiscal year 2021. During the three months ended June 30, 2025 this amount was credited to additional paid in capital.

Thirty 05, LLC, has loaned the Company, through the payment of expenses on behalf of the Company and cash deposits, funds when needed for operations. The loans are non-interest bearing and due on demand. Thirty 05, LLC is controlled by Saeb Jannoun, CEO. As of June 30, 2025 and March 31, 2025, the balance due is \$841,050 and \$836,618, respectively.

The Company subleases office space to two other companies at a rate of \$1,000 per month. The companies are related by common management. During the three months ended June 30, 2025, the Company recognized \$6,000 of other revenue from these subleases and has a receivable of \$77,000.

#### **NOTE 10 – SUBSEQUENT EVENTS**

In accordance with SFAS 165 (ASC 855-10) management has performed an evaluation of subsequent events through the date that the financial statements were issued and has determined that there are no subsequent events to disclose in these unaudited financial statements.