

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

W TECHNOLOGIES, INC., a Delaware corporation

5122 Bolsa Avenue, Suite 109

Huntington Beach, CA 92649

213-205-8334

SIC Code: 7311

Quarterly Report For the Period Ending: January 31, 2019 (the "Reporting Period")

As of March 11, 2019, the number of shares outstanding of our Common Stock was: 2,805,016.

As of October 31, 2016, the number of shares outstanding of our Common Stock was: 2,805,016.

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

Yes ☐

No: ☒ (Double-click and select "Default Value" to check)

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

Yes: ☐

No: ☒

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

Yes: ☐

No: ☒

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

We were originally incorporated in Nevada in 1986. We reincorporated in Massachusetts in 1987 and reincorporated in Delaware in May 16, 1996 as IMSCO Technologies, Inc. Effective August 27, 2001, we changed our name to Global Sports & Entertainment, Inc. August 22, 2002, we changed our name to GWIN, Inc. Effective September 22, 2006 the

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.

Company changed its name to Winning Edge International, Inc. Finally, on October 2, 2007, we changed our name to W Technologies, Inc.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

We were originally incorporated in Nevada in 1986. We reincorporated in Massachusetts in 1987 and reincorporated in Delaware in May 16, 1996 as IMSCO Technologies, Inc. Effective August 27, 2001, we changed our name to Global Sports & Entertainment, Inc. August 22, 2002, we changed our name to GWIN, Inc. Effective September 22, 2006 the Company changed its name to Winning Edge International, Inc. Finally, on October 2, 2007, we changed our name to W Technologies, Inc. We are currently in active status with the State of Delaware.

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

Yes: ☐ No: ☒

2) Security Information

Trading symbol:	WTCG
Exact title and class of securities outstanding:	Common Stock
CUSIP:	92934S 403
Par or stated value:	\$0.0001 per share
Total shares authorized:	10,000,000,000 as of date: 1/31/2019
Total shares outstanding:	2,805,016 as of date: 1/31/2019
Number of shares in the Public Float ² :	2,766,435 as of date: 1/31/2019
Total number of shareholders of record:	449 as of date: 1/31/2019

Additional class of securities (if any):

Trading symbol:	N/A
Exact title and class of securities outstanding:	Preferred Stock, Series A and E
CUSIP:	N/A
Par or stated value:	\$0.0001 per share
Total shares authorized:	Series A: 462,222 as of date: 1/31/2019 Series E: 25,000,000 as of 1/31/2019
Total shares outstanding:	Series A: 120,000 as of 1/31/2019 Series E: 25,000,000 as of 1/31/2019

Transfer Agent

Name: Colonial Stock Transfer Company, Inc
Phone: 801-355-5740
Email: dancarter@colonialstock.com

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

N/A

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

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

N/A

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct 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

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☒

Number of Shares outstanding as of <u>8/01/2016</u>	<u>Opening Balance:</u> Common: 2,805,016 Preferred: 25,120,000		*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 (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 (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on <u>3/12/2019</u> :	<u>Ending Balance:</u> Common: 2,805,016 Preferred: 25,120,000								

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

N/A

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period.**

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
<u>7-31-16</u>	<u>9,385.00</u>	<u>9,385.00</u>	<u>-0-</u>	<u>8-01-17</u>	<u>N/A</u>	<u>Sarkis Sarkissian</u>	<u>Loan</u>
<u>7-31-17</u>	<u>12,000.00</u>	<u>12,000.00</u>	<u>-0-</u>	<u>2-01-18</u>	<u>N/A</u>	<u>Sarkis Sarkissian</u>	<u>Loan</u>
<u>1-31-19</u>	<u>15,271.00</u>	<u>15,271.00</u>	<u>-0-</u>	<u>7-31-19</u>	<u>N/A</u>	<u>Sarkis Sarkissian</u>	<u>Loan</u>

Use the space below to provide any additional details, including footnotes to the table above:

N/A

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: Peter Hellwig
Title: President, Navigator Management Group LLC
Relationship to Issuer: Consultant

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
D. Statement of income;
E. Statement of cash flows;
F. Financial notes; and
G. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

The Amended financial statements contained in the Quarterly Report for the period ended January 31, 2019, posted to OTCIQ on April 22, 2019, are hereby incorporated herein.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

W Technologies, Inc. operates through its wholly owned subsidiary AdMedia Group, Inc. AdMedia Group, Inc. is engaged in the digital advertising distribution market. It has implemented a unique advertising delivery system, through the placement of its systems in locations with high-traffic viewership, tested response recognition rates and interaction with multiple advertisers. The advertising is displayed on the borders of a commercial grade 1080p HD LCD television designed specifically for digital advertising. The television displays are connected to a Company server and the advertising is controlled by AdMedia. AdMedia sells advertising to numerous businesses offering a variety of products and services. The revenues from the advertisements are shared by AdMedia and the location owner (i.e., bars, restaurants, and retail establishments). Digital Signage is one of the fastest growing components within the technology sector.

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

[See 5A, above]

- C. Describe the issuers' principal products or services, and their markets

[See 5A, above]

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

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

N/A

7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor 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 shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any 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 of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Serge Mersilian</u>	<u>Sole Officer and Director</u>	<u>6 Rue de la Chambly, Paris, France</u>	<u>None</u>	<u>N/A</u>	<u>-0-</u>	N/A
<u>SafeNest Temporary Assistance for Domestic Crisis, Inc.</u>	<u>Owner of more than 5%</u>	<u>3900 Meadows Lane, Las Vegas, NV 89107</u>	<u>120,000</u>	<u>Series A Preferred</u>	<u>100%</u>	<u>Elizabeth Ortenberger, CEO 3900 Meadows Lane, Las Vegas, NV 89107</u>
<u>C.H. Mornas Foundation</u>	<u>Owner of more than 5%</u>	<u>Priderock Corporate Center, Bay and East Street, Nassau, Bahamas, PO Box CB-10969</u>	<u>25,000,000</u>	<u>Series E Preferred</u>	<u>100%</u>	<u>Herman R. Theo Moss Priderock Corporate Center, Bay and East Street, Nassau, Bahamas, PO Box CB-10969</u>

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

N/A

2. 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, or banking activities;

N/A

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

N/A

4. The entry 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.

N/A

- 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 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.

N/A

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

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

Accountant or Auditor

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

Investor Relations Consultant

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

Other Service Providers

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

Name: N/A
Firm:
Nature of Services:
Address 1:
Address 2:
Phone:
Email:

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).

The certifications shall follow the format below:

I, Serge Mersilian, certify that:

1. I have reviewed this Quarterly disclosure statement for the period ended January 31, 2019 of W 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.

4/22/19

/s/ Serge Mersilian, CEO

Principal Financial Officer:

I, Serge Mersilian, certify that:

1. I have reviewed this Quarterly disclosure statement for the period ended January 31, 2019 of W 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.

4/22/19

/s/ Serge Mersilian, CFO