

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

ATWEC Technologies, Inc.

3147 Players Club Parkway Memphis, TN. 38125
901-435-6849
www.atwec.com atwec@atwecgroup.com
SIC Code: Primary Code 5013, Secondary Code 3600, 3714

Annual Report

**For the period ending December 31, 2022
(the "Reporting Period")**

Outstanding Shares

The number of shares outstanding of our Common Stock was:

683,736,176 as of December 31, 2022

460,248,820 as of December 31, 2021

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

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

Yes: ☐ No: ☒

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

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

The Company has been known as ATWEC Technologies, Inc, since September 29, 2003. From February 23, 1987, the date of incorporation, until September 29, 2003, the Company was known as Agri-Food International, Inc.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Date: February 23, 1987 **State of Incorporation,** Nevada, **Current Standing:** Active

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

None

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

During the first quarter of 2021, the Company entered into binding agreements to acquire two private US companies engaged in businesses that complement and enhance the Company's current product and service offerings, which Management believes will accelerate revenue and earnings growth over the next four years. Both of these purchases were completed during the Second quarter of 2021.

The Company purchased 100% of the assets of Assembled Products, Inc., a small manufacturing plant located Rogersville, Alabama, for a total of US \$ 2.6M in cash and stock. The Company has had an ongoing partnership with Assembled Products for several years, and heretofore has utilized them as the primary vendor in the manufacture of the Company's patented Kiddie Voice™ vehicle alarm systems, along with vehicle and industrial backup units. Of the purchase price, \$1.5M was designated for the purchase of the property. Both parties are considering not including the property in the deal.

Also, the Company acquires 100% of SafeBus Technologies, Inc., a private Wyoming technology company headquartered in Atlanta, Georgia, for 80M restricted common shares and US \$560,000 cash. The Company will begin selling SafeBus Technologies' current line of child safety products and services to its current customer base, which will augment the Company's expansive product offering designed to protect children on school buses and daycare vans. The Company anticipates selling the units to customers in North America, Asia and Africa, beginning during the 4th quarter 2021.

The address(es) of the issuer's principal executive office:

3147 Players Club Parkway: Memphis, TN. 38125

The address(es) 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: Continental Stock Transfer and Trust Company

Phone: 212-509-4000

Email: cstmail@continentalstock.com

OTC Markets Group Inc.

OTC Pink Basic Disclosure Guidelines (v4.0 January 1, 2023)

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Address: 1 State Street Plaza, 30th Floor, New York, NY. 10004

Publicly Quoted or Traded Securities:

Trading symbol:	ATWT	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	050055 201	
Par or stated value:	.001	
Total shares authorized:	900,000,000	as of date: December 31, 2022.
Total shares outstanding:	683,736,176	as of date: December 31, 2022.
Total number of shareholders of record:	1614	as of date: December 31, 2022.

Other classes of authorized or outstanding equity securities:

Trading symbol:	N/A
Exact title and class of securities outstanding:	Preferred Stock
CUSIP:	N/A
Par or stated value:	.001

Total shares authorized:	200,000	as of date: December 31, 2022
Total shares outstanding:	200,000	as of date: December 31, 2022

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.**

Dividends when declared, voting of 1 vote per share, no preemption rights

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

Preferred stock has no conversion ability, but for each share of Preferred stock it has 10,000 votes.

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

None identified.

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

None

3) Issuance History

A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance			*Right-click the rows below and select "Insert" to add rows as needed.						
Date 12/31/20 Common: 291,393,368 (*) Preferred: 200,000									
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.
12/09/2019 See Footnote (**)	New Issuance	15,000,000	Common	7.50	No	Antevorta Capital, LLC (Julius Csuro, CEO)	Cash	Restricted (Cancelled In 2020)	Sec 4(a)(2)
02/09/2021	New Issuance	2,000,000	Common	.003	Yes	Alta Waterford LLC –Thomas Eagle	Services	Restricted	Sec 4(a)(2)
03/24/2021	New Issuance	387,097	Common	.0775	No	SRAX, Inc. Michael Malone, CFO	Services	Restricted	Sec 4(a)(2)
05/25/21	New Issuance	3,000,000	Common	.007	No	Monty Montgomery	Debt Cancellation	Restricted	Sec 4(a)(2)
05/25/21	New Issuance	10,000,000	Common	.007	No	Leticia Wiggins	Debt Cancellation	Restricted	Sec 4(a)(2)
05/25/21	New Issuance	20,000,000	Common	.001	No	Robin Regester	Debt Cancellation	Restricted	Sec 4(a)(2)
05/25/21	New Issuance	10,000,000	Common	.0027	No	Audrey Davis	Debt Cancellation	Restricted	Sec 4(a)(2)

05/25/21	New Issuance	2,000,000	Common	.007	No	Joyce Stitts	Debt Cancellation	Restricted	Sec 4(a)(2)
05/25/21	New Issuance	20,000,000	Common	.001	No	Darnell Stitts, Jr.	Debt Cancellation	Restricted	Sec 4(a)(2)
05/25/21	New Issuance	3,000,000	Common	.0027	No	Teresa Lovitt	Debt Cancellation	Restricted	Sec 4(a)(2)
5/25/21	New Issuance	500,000	Common		No	Alta Waterford LLC –Thomas Eagle	Debt Cancellation	Restricted	Sec 4(a)(2)
5/28/21	New Issuance	66,654,779	Common		No	EROP Enterprises LLC – Vince Sbarra	Purchase Funds for Investments	Restricted	Sec 4(a)(2)
6/15/21	New Issuance	1,000,000	Common	.021	No	SRAX, Inc. Michael Malone, CFO	Services	Restricted	Sec 4(a)(2)
9/16/21	New Issuance	15,308,576	Common	.01	No	EROP Enterprises LLC – Vince Sbarra	Debt Conversion	Restricted	Sec 4(a)(2)
2/16/22	New Issuance	45,487,356	Common	.01	No	EROP Enterprises LLC – Vince Sbarra	Debt Conversion	Restricted	Sec 4(a)(2)
6/01/22	New Issuance	80,000,000	Common	.01	No	Safe Bus Technologies (Darnell Stitts)	Purchase of SafeBus Technologeis	Restricted	Sec 4(a)(2)
6/08/22	New Issuance	3,000,000	Common	.01	No	Innovative Digital LLC (Kathleen J. Zanowski)	Cash Purchase	Restricted	Sec 4(a)(2)
7/15/22	New Issuance	75,000,000	Common	.01	No	Darnell Stitts, Sr	Accrued wages; Advances to Company	Restricted	Sec 4(a)(2)
7/15/22	New Issuance	10,000,000	Common	.01	No	Marvin Arbertha	Consulting services to Company	Restricted	Sec 4(a)(2)
7/15/22	New Issuance	10,000,000	Common	.01	No	Apex Business Consulting, LLC	Vendor payable	Restricted	Sec 4(a)(2)
Shares Outstanding on Date of This Report:									
Date 12/31/22									
Common: 683,736,176									
Preferred: 200,000									

() In tracing back the number of shares reported in earlier periods, there has been a 2,000,000 share difference that at this point in time cannot be adequately identified, but is known to have existed for greater than 3 years. As such, the*

beginning balance at December 31, 2018 has been adjusted to reflect an additional 2,000,000 shares for a total beginning balance of 269,883,368 shares.

(**) In December, 2019, the Company issued 15,000,000 shares of common stock to Antevorda Capital, LLC, and in return was to receive a cash disbursement of \$2,000,000. Antovarda Capital, LLC, failed to deliver the payment, therefore the shares were cancelled. However, our Transfer Agent has been unable to retrieve the shares and still has them included in our list of shareholders. Prior report misreported ending balance as reflected by the Transfer Agent.

B. Promissory and Convertible Notes

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)

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

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
6/05/17	8,405	8,405	0.00	6/04/21	50% of bid price at time of conversion	Apex Pro Filings Christina Loud	Vendor Payable
3/01/15	11,345	21,345	0.00	3/16/21	50% of bid price at time of conversion	Apex Business Consulting, LLC Mike Devine	Vendor Payable
12/13/13	57,969	68,000	0.00	12/31/21	50% of bid price at time of conversion	Alex Wiley	Accrued Wages
12/31/17	23,000	23,000	0.00	12/31/21	50% of bid price at time of conversion	Alex Wiley	Accrued Wages
Various 8/03/20 to 12/04/20	475,041	401,000	74,041	Various – 1 year terms	Lesser of \$0.15/share or 70% of the lowest bid over the preceding three days	EROP Capital LLC – Vince Sbarra	Convertible Notes

All interest on notes have been waived by shareholders, with the exception of the EROP Convertible Note. See Note 8 to the Notes to the Financial Statements

4) Issuer's Business, Products and Services

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

The Company markets and sells a unique line of hi-tech childcare safety and security products to schools and daycare centers across North America. The company is a Nevada corporation and currently has its headquarters in Memphis, TN with product manufacturing at a plant in

Rogersville, AL. The company has invested its labor and capital towards the development, manufacturing, and distribution of its Kiddie System™ products, specializing in the protection and safety of children as related to vehicles and transportation, which can be dangerous and potentially life threatening. The Kiddie Voice alarm system is protected by patent no. US 7,646,288 B2 "Occupant Warning System for School or Day Care Bus and Van", which ensures that a driver and others will be alerted by a unique warning system that prevents children from being forgotten or left in vehicles.

The Company has implemented a new division which will promote advocacy for children's safety all over the world and "provide the technology to save children's lives". Laws have now been passed in California, New York, Texas, Florida, Tennessee, Wisconsin, Arkansas, and Louisiana which require vehicle alarm and warning systems to be installed in all the state's daycare vans and buses, and the Company hopes to capitalize on this growing awareness and safety movement to sell and install its products across the US, Canada, and Mexico.

The Company has acquired 100% of SafeBus Technologies, Inc., in order to market and sell their newly-developed student tracking and notification products, which will augment the Company's current product offering to elementary schools and day care centers. The SafeBus systems utilize proprietary software, along with an installed GPS module, a hi-tech camera, and an NFC reader, mounted on the bus dashboard, to record child passengers as they board or exit the bus. As the child's backpack FOB is read, an instant text notification is sent to the child's parents or guardian, providing positive feedback that their child is safely headed to the school or back home. SafeBus has specialized in mobile "in-vehicle" IP wireless security solutions for the Education, Senior and Tourism markets, and has worked to develop a suite of unique products and services that will provide invaluable "peace of mind" for parents or guardians. The fit with ATWT's child safety product line is obvious, and immediately provides customers with a lineup of much-needed safety devices.

The Company is now devoting most of its focus on increasing its sales and marketing efforts of its Kiddie Voice™ product for school and daycare buses and vans in warm-weather states such as Florida, Georgia, Louisiana, and Texas, as well as New York and Illinois. The Company's strategic vision is to drive the business and create worldwide brand recognition as the "premier childcare safety company in the world". The Company is targeting schools on a state-by-state basis, and with increased market penetration through 2023, the Company projects increased revenues and earnings each year.

With its unique patented technology, the successful sales and distribution of the Kiddie Systems products comprise the Company's strategic plan. The Company's immediate marketing strategy is the launch of a world-class marketing campaign via telemarketing operators, advertisements in trade journals, direct mailings, and direct marketing with a focus on child safety and efficiency. Traditional advertisement, web links, multiple search engine listings, direct email promotions and value-added reseller distributor accounts will all contribute to driving sales and revenues of the Kiddie Systems products.

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

As of May, 2021, the Company has acquired two subsidiaries. Operations for both were transferred effective July 1, 2021, for:

SafeBus Technologies Inc. – Producer of student tracking and notification products. Company acquired 100% control
Assembled Products, Inc. = Manufacturer and production plant for Company products. Company acquired 100% control

C. Describe the issuers' principal products or services.

ATWEC Technologies, Inc. has developed and sells the following two automotive safety products:

1. **Kiddie Voice™:** The Company's Kiddie Voice' safety alarm system, which is designed to prevent the abandonment of small children on a daycare bus or van, through creating a greater awareness for both drivers and students..
2. **Kiddie Alert™ and Industrial Vehicle Backup Units:** The Company's Kiddie Alert system is a back-up voice-enhanced alerting system, designed for larger motor vehicles, including buses, vans, and trucks. The system is automatically activated each time the vehicle's transmission is shifted into reverse. At that time, a piercing electronic beeping, along with effective voice messaging, begins alerting pedestrians the vehicle is preparing for rearward motion and to "please stand clear."

5) Issuer's Facilities

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

The Company currently leases approximately 2,300 square feet of commercial office space in Memphis, at 3147 Players Club Parkway, Memphis, TN 38125. The Company utilizes the space for its corporate headquarters, where it conducts its business operations, including all sales, training, marketing, website management, Research & Development, and other key management functions.

The Company has signed a lease with the landlord that pays rent monthly. The Company utilizes three full-time employees who work out of this office. The Company is responsible for paying its own utilities. The Company utilizes outside sales representatives and distributors, who operate primarily on a local and regional basis

6) Officers, Directors, and Control Persons

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Darnell Stitts	CEO/President	Memphis, TN	97,000,000	Common	14..19 %	
Marvin Arbertha	Director	Memphis, TN	10,000,010	Common	1.46 %	
Estate of Alex Wiley	Investor	N/A	112,000,000	Common	22.00 %	
Darnell Stitts, Jr	Investor	Round Lake, IL	22,000,000	Common	4.00 %	
Robin Register	Director	Memphis, TN	20,000,000	Common	4.00%	

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities 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);

None

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;

None

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

None

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.

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 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.

Securities Counsel (must include Counsel preparing Attorney Letters).

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

Accountant or Auditor

Name: Tyrus C. Young
Firm: Factsco, LLC
Address 1: 1771 Holly Springs Rd NE
Address 2: Marietta, GA 30062
Phone: 727-470-8684
Email: factsco@gmail.com

Other Service Providers

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

None

9) Financial Statements

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

- ☐ IFRS
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)²:

Name: **Tyrus C Young**
Title: **Consultant**
Relationship to Issuer: **Vendor**

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

Over 40 years as CPA/Consultant; 17 years preparing SEC/OTC reports

The financial statements described below are part of this report:

- a. Balance sheet as of December 31, 2022 and December 31, 2021
- b. Statements of income for the years ended December 31, 2022 and 2021
- c. Statements of cash flows for the years ended December 31, 2022 and 2021
- d. Statement of Changes in Stockholders' Equity for the period December 31, 2020 through December 31, 2022
- e. Financial notes for the periods ended December 31, 2022 and 2021

10) Issuer Certification

Principal Executive Officer:

I, Darnell Stitts certify that:

1. I have reviewed this Annual disclosure statement for ATWEC Technologies, Inc. as of December 31, 2022
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.

March 24, 2022

/s/ Darnell Stitts

Darnell Stitts, CEO and President

² 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, Marvin Arbertha certify that:

1. I have reviewed this Annual disclosure statement for ATWEC Technologies, Inc. as of December 31, 2022
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.

March 24, 2022

/s/ Marvin Arbertha
Marvin Arbertha, CFO

ATWEC TECHNOLOGIES, INC
Balance Sheet

	December 31, 2022 (Unaudited)	December 31, 2021 (Unaudited)
ASSETS		
Current assets		
Cash	\$ 7,781	\$ 16,570
Accounts Receivable	29,859	14,729
Total current assets	<u>37,640</u>	<u>31,299</u>
Fixed Assets		
Computer equipment	5,557	5,557
Furniture & equipment	14,320	14,320
Leasehold Improvements	21,209	21,209
Less: Accumulated Depreciation	<u>(26,786)</u>	<u>(22,214)</u>
Total Fixed Assets	<u>14,300</u>	<u>18,872</u>
Other assets		
Goodwill	-	1,499,100
Investments in other companies	1,740,000	1,818,277
Intellectual Property	<u>1,552,690</u>	<u>1,552,690</u>
Total Other Assets	<u>3,292,690</u>	<u>4,870,067</u>
Total Assets	\$ <u>3,344,630</u>	\$ <u>4,920,238</u>

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

LIABILITIES AND STOCKHOLDERS' EQUITY	December 31, 2022 (Unaudited)	December 31, 2021 (Unaudited)
Current liabilities		
Accounts payable	\$ 16,696	\$ 16,696
Accrued wages	80,969	146,719
Accrued interest	74,041	69,882
Officer Advances	61,407	38,636
Notes Payable	124,091	124,092
Vendor notes payable	19,750	29,750
Convertible debt	401,000	549,000
Total current liabilities	<u>777,954</u>	<u>974,775</u>
Long Term Liabilities		
Trust for Patent	<u>1,337,421</u>	<u>1,337,421</u>
Total liabilities	<u>2,115,375</u>	<u>2,312,196</u>
Stockholders' equity (deficit)		
Preferred stock, \$0.001 par value, 200,000 shares authorized; Convertible: 200,000 shares issued and outstanding as of December 31, 2022 and December 31, 2021, respectively	200	200
Common stock, \$0.001 par value; 900,000,000 shares authorized, 683,736,176 and 460,248,820 shares issued and outstanding as of December 31, 2022 and December 31, 2021, respectively	683,736	460,248
Stock to be Cancelled	(15,000)	(15,000)
Stock Payable	-	80,000
Additional paid-in capital	3,637,622	3,506,091
Accumulated deficit	(3,077,303)	(1,423,497)
Total stockholders' (deficit)	<u>1,229,255</u>	<u>2,608,042</u>
Total Liabilities and Stockholders' Equity	<u>\$ 3,344,630</u>	<u>\$ 4,920,238</u>

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

ATWEC TECHNOLOGIES, INC
Statements of Income
For the Year Ended December 31,

	<u>2022</u>	<u>2021</u>
Sales Revenues	\$ 34,087	\$ 67,788
Cost of Goods Sold	<u>3,152</u>	<u>3,020</u>
Gorss Profit on Sales	30,935	64,768
Operating Expenses	<u>69,616</u>	<u>116,224</u>
Net Operating Income	(38,681)	(51,456)
Other Income (Expense)		
Interest expense	(33,177)	(50,420)
Depreciation	(4,571)	(4,672)
Loss on write off - Other Assets	<u>(1,577,377)</u>	<u>-</u>
Total Other Income (Expense)	<u>(1,615,125)</u>	<u>(55,092)</u>
NET INCOME	\$ <u><u>(1,653,806)</u></u>	\$ <u><u>(106,548)</u></u>

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

ATWEC TECHNOLOGIES, INC
Statements of Cash Flows
For the Years Ended December 31,

	2022	2021
	(Unaudited)	(Unaudited)
Cash flows from operations		
Net (loss)	\$ (1,653,806)	\$ (106,548)
Depreciation expense	4,571	4,672
Stock for services	10,000	57,000
Non-cash Loss on Retirement of Assets	1,577,377	-
Adjustments to reconcile net loss to net cash		
Accounts Receivable	(15,130)	(9,579)
Inventory	-	(3,855)
Accounts Payable	-	15,715
Accrued wages		(30,431)
Advances by Officer	32,022	38,636
Accrued Interest	33,177	50,420
Net cash provided by(used) operating activities	<u>(11,789)</u>	<u>16,030</u>
Cash flows from investing activities		
Investment in Subsidiaries	-	(1,660,000)
Net cash provided by(used) investing activities	<u>-</u>	<u>(1,660,000)</u>
Cash flows from financing activities		
Proceeds from Notes Payable	-	20,465
Payments on Notes payables	-	(227,100)
Proceeds from Sale of Stock	3,000	1,837,175
Net cash provided by(used) financing activities	<u>3,000</u>	<u>1,630,540</u>
Net Increase (Decrease) in cash	(8,789)	(13,430)
Cash, Beginning of Period	<u>16,570</u>	<u>30,000</u>
Cash, End of Period	<u>\$ 7,781</u>	<u>\$ 16,570</u>

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

ATWEC Technologies, Inc
Statement of Changes in Shareholder Equity

	Common Stock		Preferred Stock		Stock	Stock to	Additional	Accumulated	Total
	Shares	Par Value	Shares	Par Value	Payable	be Cancelled	Paid in Capital	Deficit	Stockholder's Equity
Balance - December 31, 2020	304,398,368	\$ 304,398	200,000	\$ 200	\$ -	\$ (15,000)	\$ 1,620,209	\$ (1,408,124)	\$ 501,683
Stock for services	2,387,097	2,387					33,613		36,000
Stock for debt	68,500,000	68,500					(37,442)		31,058
Stock - Convertible Note	81,963,346	81,963			80,000		1,869,711		2,031,674
Stock for services	1,000,000	1,000					20,000		21,000
Prior Period Corrections	2,000,009	2,000						91,175	93,175
Net Profit (Loss)								(106,548)	(106,548)
Balance - December 31, 2021	460,248,820	\$ 460,248	200,000	\$ 200	\$ 80,000	\$ (15,000)	\$ 3,506,091	\$ (1,423,497)	\$ 2,608,042
Stock - Convertible Note	45,487,356	45,487			-		131,531		177,018
Stock - for Debt	85,000,000	85,000							85,000
Stock - for Services	10,000,000	10,000							10,000
Stock payable converted	80,000,000	80,000			(80,000)				-
Stock - for Cash	3,000,000	3,000							3,000
Net Profit (Loss)								(1,653,806)	(1,653,806)
Balance - December 31, 2022	683,736,176	\$ 683,736	200,000	\$ 200	\$ -	\$ (15,000)	\$ 3,637,622	\$ (3,077,303)	\$ 1,229,255

- ✓ (1) On December 9, 2019, the Company entered into a stock purchase agreement and issued 15,000,000 shares. The recipient was supposed to provide \$2,000,000. The arrangement fell through, the monies were not received and the the stock was cancelled in early 2020.

The accompanying notes are an integral part of these financial statements

ATWEC TECHNOLOGIES, INC
Notes to the Financial Statements
December 31, 2022

Note 1 - Organization and Principal Activities

ATWEC Technologies, Inc., a Nevada c-corporation, originally incorporated on February 23, 1987, is publicly traded on the OTC Markets under the symbol 'ATWT'. ATWEC is a US-based technology company, with offices in Memphis, TN and manufacturing center in Rogersville, AL, which develops, markets, and sells a unique line of cutting-edge security devices, designed to protect the transportation of child students, while aiding administrators, and giving parents valuable "peace of mind". The Company has invested substantial resources towards the production and sale of its Kiddie Systems™ product line, being sold to schools, churches, and day care centers throughout North America. The Company has taken an active role in helping to pass sweeping statewide legislation designed to protect children, with states now mandating the Company's safety devices, and imposes fines and other penalties for organizations not in compliance. This development has caused a marked demand for the Company's products and services, with additional gains projected through 2022-23.

The unaudited financial statements included herein were prepared from the available records of the Company and adjusted for comparative purposes. These financial statements reflect all adjustments which, in the opinion of management, are necessary to provide the results of operations and financial position for the year ended December 31, 2022. Significant adjustments may be required upon the financial statements being audited to be in conformity with Generally Accepted Accounting Principles of the United States of America.

Note 2 - Going Concern

As reflected in the accompanying consolidated financial statements, as of December 31, 2022, the Company had \$37,640 of current liquid assets and \$777,954 of current liabilities, for a working capital deficit of \$740,314. These factors raise questions about the Company's ability to continue as a going concern. In view of the matters described above, recoverability of a major portion of the recorded asset amounts shown in the accompanying consolidated balance sheet is dependent upon the Company's ability to complete its proposed acquisitions, raise additional capital in 2022 and beyond, obtain liability financing, make immediate sales in a world recovering from a global pandemic, and succeed in its future operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The accounts have been prepared on the basis that the entity can meet its commitments as and when they fall due and can therefore continue normal business activities, and the realization of assets in the ordinary course of business. Management has taken the following steps to revise its operating and financial requirements, which it believes are sufficient to provide the Company with the ability to continue as a going concern.

Throughout the 2022, and the beginning of 2023, the Company's Board of Directors sought to raise short-term capital through loans and/or equity investment, via limited private placements and officer loans, while also seeking to reduce corporate debt where optimal, so that the Company could strengthen its balance sheet, and obtain funds necessary for paying key creditors, such as OTC Markets, Continental Stock Transfer & Trust Company, Assembled Products, marketing and investor relations firms, attorneys, consultants, accountants, and other vendors.

Note 3 - Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP"). The consolidated financial statements include the account of ATWEC Technologies, Inc. and all of its current lines of business, including Kiddie Systems™ products and services, alarm monitoring services, and other newly developed vehicle security technologies.

Statement of Cash Flows

In accordance with Financial Accounting Standards Board ("FASB") guidance, cash flow from the Company's operations is calculated based upon the functional currency. As a result, amounts related to assets and liabilities reported on the statement of cash flows may not necessarily agree with changes in the corresponding balances on the balance sheet.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results when ultimately realized could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits in banks with maturities of three months or less, and all highly liquid investments which are unrestricted as to withdrawal or use, and which have original maturities of three months or less. Fair Value of Financial Instruments estimates fair values of cash, property and equipment, and due to stockholder, none of which are held for trading purposes, approximates their carrying value because of short-term maturity of these instruments or the stated interest rates are indicative of market interest rates.

Accounts Receivable

Accounts receivables are recorded at the invoice amount and do not bear interest. The Company extends unsecured credit to its customers in the ordinary course of business but mitigates the associated risks by performing credit checks and actively pursuing past due accounts. An allowance for doubtful accounts is established and determined based on managements' assessment of known requirements, aging of receivables, payment history, the customers current credit worthiness, and the economic environment. Recoveries of balances previously written off are also reflected in this allowance.

Concentrations of Credit Risk

Financial instruments that subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents. The Company maintains its cash and cash equivalents with high-quality institutions. Deposits held with banks may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and therefore bear minimal risk.

Property, Plant and Equipment

Property, plant, and equipment are carried at cost. The cost of repairs and maintenance is expensed as incurred; major replacements and improvements are capitalized. When assets are retired or disposed of, the cost and accumulated depreciation are removed from the accounts, and any resulting gains or losses are included in income in the year of disposition.

The Company recognizes the depreciation of its property, plant, and equipment on a straight-line basis over the estimated useful lives of the assets based on their costs less 5% residual value. The useful lives for property, plant and equipment are estimated as follows:

Plant and machinery	7 - 10 years
Motor vehicles	3 to 5 years
Office equipment and furniture	5 to 10 years
Leasehold Improvements	5 to 10 years

Other Assets

The Company capitalizes the costs associated with obtaining patents, trademarks, or other intellectual property associated with its business. Such costs are amortized over the estimated useful life of such assets using the straight-line method, unless such useful life is deemed indefinite. Investments total \$1,740,000,, and include amounts invested in other stocks and directly into the purchase of Safeguard Alarm and Guard Services, a TN security corporation, whereby the Company acquired their assets including the firm's security alarm accounts, client list, marketing, TN licenses, goodwill, and accounts receivable. On May 28, 2021, two additional subsidiaries were added: SafeBus Technologies, Inc. and

Assembled Products, Inc. The Company acquired 100% of control of each company and intends to begin operations effective July 1, 2021.

Goodwill

Goodwill is an accounting concept meaning the value of an entity over and above the value of its assets, or expressing the intangible but quantifiable 'prudent value' of an ongoing business beyond its assets resulting in part from the reputation of the Company with its customers. As is given herein, goodwill is defined as the value between the proposed purchase price of the Company and the sum of the fair net value of the net assets. If another company were to acquire the Company, that company must recognize goodwill as an asset in its financial statements and present it as a separate line item on its balance sheet. In this sense, goodwill serves as the balancing sum that allows one company to provide accounting information regarding its purchase of another firm for a price substantially different from its book value.

Intellectual Property

Intellectual Property is a broad categorical description for the set of intangibles owned and legally protected by a company from outside use or implementation without consent. Intellectual property can generally consist of patents, trade secrets, copyrights, trademarks, or ideas and content. The Company has obtained several informal valuations on the value of its product concepts and trademarks, along with its patent no. US 7,646,288 82 "Occupant Warning System for School or Day Care Bus and Van", which ensures that a driver and others will be alerted by a unique warning system that prevents children from being forgotten or left in vehicles. The Company has defined the value of the patent as a variable amount, increasing as the patent grows in value with the increased sales, and spreading acceptance and usage of its safety devices in North America, and this value has remained consistent since 2014, totaling \$1,552,690 as of 12/31/21. However, developments in 2022 questioned the valuations and all assets and related liabilities pertaining to the intellectual property were eliminated.

Income Taxes

The Company accounts for income tax under the provisions of Statements of Financial Accounting Standards No. 109, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements. Deferred income taxes are provided using the liability method. Under the liability method, deferred income taxes are recognized for all significant temporary differences between the tax and financial statement bases of assets and liabilities. In addition, the Company is required to record all deferred tax assets, including future tax benefits of capital losses carried forward, and to record a "valuation allowance" for any deferred tax assets where it is more likely than not that the asset will not be realized.

Note 4 - Accounts Receivable

The Company's accounts receivable at December 31, 2022 and December 31, 2021 were \$ 29,859 and \$ 14,729, respectively.

Note 5 - Accrued Wages

Accrued wages are comprised of past salaries for all officers and directors of the Company, who have not been paid for prior services performed, for the Company's benefit. The Company has issued shares in prior years, so as to reduce this amount, and has been successful in maintaining a manageable amount owed. Although the Company has compensated its officers and directors with cash and stock payments since inception, its ongoing lack of sufficient working capital has often forced its key insiders to forego, or defer, substantial compensation, in the form of "accrued wages". As such, the Company's total Accrued Wages outstanding now totals \$80,969 and \$ 146,719 as December 31, 2022 and December 31, 2021, respectively.

Note 6.- Notes Payable

As of December 31, 2022 and December 31, 2021, Notes Payable are comprised of several key investors all owed money by the Company for investments given to the Company in prior fiscal years, when the Company, for a total amount outstanding of \$ 124,091 and \$ 124,091, at December 31, 2022 and December 31, 2021, respectively. The Company entered into three-year promissory notes with these investors for the balances, with interest stated at 6% per annum. However, each investor has communicated that they will waive the interest on each note providing the amounts due will be converted to common stock in due course. As such, no interest has been accrued on the promissory notes.

Note 7 - Vendor Notes Payable

As of December 31, 2022 and June 30, 2021, Vendor Notes Payable are comprised of several key vendors or service providers owed money by the Company for products and services provided to the Company in prior fiscal years, when the Company felt it necessary to obtain these products and services during the normal course of business, for a total amount outstanding of \$ 19,750 and \$ 29,750, at December 31, 2022 and December 31, 2021, respectively.

Note 8 - Investment in Other Companies

In May 2021, as referred to in Note 7, the majority of debt to vendors was eliminated through using the 3 (a) (10) process whereby a third party was provided 68 Million shares to independently sell in return for retiring the debt and provided capital to the Company. In turn, the Company used the funds to purchase two subsidiaries; Safebus (Atlanta, GA) for \$640,000 and an Assembly unit (Alabama) for a cash payment of \$1,100,000.

There is a current dispute with the Assembly unit from Alabama regarding the wording of their agreement, however, the Company believes that any misunderstanding will quickly be worked out.

Note 9 - Convertible Secured Promissory Notes

Between June 26, 2020, the Company issued twelve (12) convertible notes to EROP Capital, LLC. Below is a table of each individual note, its inception and maturity date, interest rate (all 8.00%), and the accrued interest. Previous reports did not properly accrue the interest, and adjustments have been entered.

Date Funded	Maturity Date	Amount of Principal	Interest Rate	Total Accrued Through 12/31/2021	Interest Accrued 1/1/2022 - 12/31/2022	Total Accrued Through 12/31/2022	Conversion Terms
8/3/2020	8/3/2021	225,000	8.00%	25,397.26	17753.42	43,150.68	Lesser of \$ 0.15 per share or 70% of the low est bid over the preceding three days
9/1/2020	12/26/2021	35,000	8.00%	3,728.22	2776.99	6,505.21	***** SAME *****
9/14/2020	12/26/2021	23,000	8.00%	2,384.44	1824.88	4,209.32	***** SAME *****
10/6/2020	12/26/2021	28,000	8.00%	2,767.78	2221.59	4,989.37	***** SAME *****
11/6/2020	12/26/2021	51,000	8.00%	4,694.79	4046.47	8,741.26	***** SAME *****
12/4/2020	12/26/2021	39,000	8.00%	3,350.79	3094.36	6,445.15	***** SAME *****
		<u>401,000</u>		<u>42,323.29</u>	<u>31,717.71</u>	<u>74,041.00</u>	

Note 10. Common Stock Issuances

During the previous two fiscal years and through December 31, 2022, the Company issued its common stock as follows:

On February 9, 2021 the Company issued 2,000,000 shares of common stock to a consultant for services rendered.

On March 24, 2021, the Company issued 387,097 shares of common stock to a consultant for services rendered.

On May 25, 2021, the Company issued 68,000,000 shares of common stock to 7 creditors to eliminate debt against the Company.

On May 28, 2021, the Company issued 66,654,779 shares of common stock to eliminate Convertible Debt owed.

Also, on May 28, 2021, the Company issued 17,500,000 shares of common stock in exchange for cash paid to two vendors and to the escrows for the two subsidiaries purchased.

On June 15, 2021, the Company issued 1,000,000 shares of common stock to a consultant for services rendered.

On September 16, 2021, the Company issued 15,308,576 shares of common stock to reduce Convertible Debt owed.

On February 16, 2022, the Company issued 45,487,356 shares of common stock to reduce additional Convertible Debt owed.

On June 1, 2022, the Company issued 80,000,000 shares of common stock to SafeBus Technologies, Inc. to complete the terms of the acquisition (see Note 11).

On June 8, 2022, the Company issued 3,000,000 shares of common stock for a cash investment.

On July 15, 2022, the Company issued 10,000,000 shares of common stock for a consulting services rendered to the Company.

On July 15, 2022, the Company issued 75,000,000 shares of common stock to an officer to reduce debt on the books.

On July 15, 2022, the Company issued 10,000,000 shares of common stock to a vendor to relieve debt.

Note 11 - Stock Payable

On May 28, 2021, with respect to the purchase of SafeBus Technologies, Inc., the Company agreed to issue 80,000,000 shares of its Common Stock. On June 1, 2022, the stock was issued leaving the Company not owing any further stock payable.

Note 12 - Commitments and Contingencies

Capital and Lease Commitments

As of December 31, 2022, the Company has no significant capital and lease commitments outstanding

Legal Proceedings

The Company is not currently involved in any litigation. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending, to the knowledge of the Company's Board of Directors.

Note 13 - Adjustments to the Books and Records

Due to the limited books and records currently maintained by the Company, it was necessary to use prior submitted reports available through OTC Markets. Unfortunately, many of these statements contained significant errors and omissions. To the extent possible, these statements have corrected the reporting, including restating past results.

Many years ago, Goodwill was recognized for the purchase of a subsidiary. Given the number of years the amount has been carried and not amortized, the Company has elected to write off the entire balance..

Results of operations for the two subsidiaries purchased in May, 2021, have not been consolidated with these statements due to accounting issues regarding maintenance of the records.

NOTE 14- Subsequent Events

Management has evaluated subsequent events through the date the financial statements were available to be issued. Based on this evaluation, no additional material events were identified which require adjustment or disclosure in these financial statements.