

WATER TECHNOLOGIES INTERNATIONAL, INC.

A Florida Corporation

1385 SW BENT PINE CV
PORT ST LUCIE, FL 34986

(561) 841-6024

<http://www.gr8water.net>

info@gr8water.net

SIC Code: 5078 - Refrigeration Equipment and Supplies

Annual Report

For the Period Ending: December 31, 2023 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,320,975,090 shares as of December 31, 2023

992,254,120 shares as of December 31, 2022

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

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

Yes: ☐ No: ☒

⁴ "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.

Current since May 19, 2011:

Water Technologies International, 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):

Water Technologies International, Inc. was originally incorporated as Latitude Industries, Inc. ("Latitude") in the State of Florida on April 21, 2005 and manufactured custom powerboats. Later in 2005 Latitude engaged in a reorganization transaction with Cypress International Inc., a Delaware corporation ("Cypress"), to acquire its shareholder base. After the reorganization, both Latitude and Cypress continued to exist and had separate tax identification numbers. Cypress was dissolved in 2006. On May 19, 2011, the Company changed its name to Water Technologies International Inc. and entered its present line of business. The Company's current standing in Florida is active.

Current State and Date of Incorporation or Registration: Florida

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

Prior Incorporation Information for the issuer and any predecessors during the past five years:
None

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:

1385 SW Bent Pine Cv
Port St. Lucie, FL 34986

Address of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: Clear Trust, LLC

Phone: (813) 235-4490

Email: inbox@cleartrusttransfer.com

Address: 16540 Pointe Village Dr. Ste 205 Lutz, FL 33558

Publicly Quoted or Traded Securities:

Trading symbol:	<u>WTII</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>94114G 100</u>	
Par or stated value:	<u>\$.00001</u>	
Total shares authorized:	<u>2,000,000,000</u>	as of date: <u>December 31, 2023</u>
Total shares outstanding:	<u>1,320,975,090</u>	as of date: <u>December 31, 2023</u>
Total number of shareholders of record:	<u>58</u>	as of date: <u>December 31, 2023</u>

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

Exact title and class of the security:	<u>Series A Convertible Preferred Stock</u>
Par or stated value:	<u>\$.00001</u>
Total shares authorized:	<u>800,000</u> as of date: <u>December 31, 2023</u>
Total shares outstanding:	<u>800,000</u> as of date: <u>December 31, 2023</u>
Total number of shareholders of record:	<u>5</u> as of date: <u>December 31, 2023</u>

Exact title and class of security:	<u>Series B Convertible Preferred Stock</u>
Par or stated value:	<u>\$.00001</u>
Total shares authorized:	<u>600,000</u> as of date: <u>December 31, 2023</u>
Total shares outstanding:	<u>500,000</u> as of date: <u>December 31, 2023</u>
Total number of shareholders of record:	<u>6</u> as of date: <u>December 31, 2023</u>

Exact title and class of security:	<u>Series C Convertible Preferred Stock</u>
Par or stated value:	<u>\$.00001</u>
Total shares authorized:	<u>500,000</u> as of date: <u>December 31, 2023</u>
Total shares outstanding:	<u>440,000</u> as of date: <u>December 31, 2023</u>
Total number of shareholders of record:	<u>4</u> as of date: <u>December 31, 2023</u>

Exact title and class of security:	<u>Series D Preferred Stock</u>
Par or stated value:	<u>\$.00001</u>
Total shares authorized:	<u>100,000</u> as of date: <u>December 31, 2023</u>
Total shares outstanding:	<u>100,000</u> as of date: <u>December 31, 2023</u>
Total number of shareholders of record:	<u>1</u> as of date: <u>December 31, 2023</u>

Exact title and class of security:	<u>Series E Convertible Preferred Stock</u>
Par or stated value:	<u>\$.00001</u>
Total shares authorized:	<u>10,000</u> as of date: <u>December 31, 2023</u>
Total shares outstanding:	<u>None</u> as of date: <u>December 31, 2023</u>
Total number of shareholders of record:	<u>None</u> as of date: <u>December 31, 2023</u>

Security Description:

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

N/A

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

(a) 800,000 shares were designated as Series A Convertible Preferred Stock, which shall be convertible, at the option of the holder thereof, at any time after the date of issuance into one hundred (100) shares of fully paid and non-assessable shares of Common Stock

(b) 600,000 shares were designated as Series B Convertible Preferred Stock, which shall be convertible, at the option of the holder thereof, at any time after the date of issuance into one hundred (100) shares of fully paid and non-assessable shares of Common Stock

(c) 500,000 shares were designated as Series C Convertible Preferred Stock, which shall be convertible, at the option of the holder thereof, at any time after the date of issuance into one thousand (1,000) shares of fully paid and non-assessable shares of Common Stock

(d) 100,000 shares were designated as Series D Preferred Stock, which shall have one hundred thousand (100,000) times that number of votes on all matters submitted to the common shareholders, but no conversion rights.

(e) 10,000 shares were designated as Series E Convertible Preferred Stock, which shall be convertible, at the option of the holder thereof, into five thousand (5,000) shares of Common Stock. 10,000 shares of Series E Convertible Preferred Stock shall have five thousand (5,000) shares that number of votes on all matters submitted to the common shareholders.

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

N/A

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.

N/A

3) Issuance History

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

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

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

Shares Outstanding <u>Opening Balance:</u> Date <u>01/01/2021</u> Common: <u>282,406,187</u> Preferred: <u>1,682,500</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.
01/21/2021	New	26,959,140	Common	\$0.001	Yes	Greentree Financial Group Chris Cottone	Debt conversion	Unrestricted	Rule 144
01/29/2021	New	23,500,000	Common	\$0.001	Yes	Educational Group, LLC	Preferred C conversion	Unrestricted	Rule 144

						Teresa Haynes			
01/29/2021	Canceled	(23,500)	Preferred C	n/a	Yes	Educational Group, LLC Teresa Haynes	n/a	Restricted	Rule 144
02/08/2021	New	10,084,034	Common	\$0.001	Yes	The Brewer Group, Inc Jack Brewer	Debt conversion	Unrestricted	Rule 144
02/12/2021	New	32,330,000	Common	\$0.001	Yes	L&H, Inc. Linwen Huang	Debt conversion	Unrestricted	Rule 144
03/10/2021	New	60,000	Preferred C	\$1.00	No	Educational Group, LLC Teresa Haynes	Consulting services	Restricted	Rule 144
03/10/2021	New	56,000	Preferred B	\$1.00	No	William S.Tudor	Officer compensation	Restricted	Rule 144
03/10/2021	New	100,000	Preferred B	\$0.10	No	Nickolas Panarella, Jr.	Legal services	Restricted	Rule 144
03/10/2021	New	125,000	Preferred C	\$0.10	No	Frank J. Hariton	Legal services	Restricted	Rule 144
03/24/2021	New	35,808,683	Common	\$0.004	Yes	Greentree Financial Group Chris Cottone	Debt conversion	Unrestricted	Rule 144
04/07/2021	New	5,141,667	Common	\$0.003	Yes	L&H, Inc. Linwen Huang	Debt conversion	Unrestricted	Rule 144
04/19/2021	Cancelled	(25,000)	Preferred C	\$1.00	No	Educational Group, LLC Teresa Haynes	n/a	Restricted	Rule 144
04/19/2021	New	25,000,000	Common	\$0.001	No	Educational Group, LLC Teresa Haynes	Preferred C conversion	Unrestricted	Rule 144
04/21/2021	New	39,666,667	Common	\$0.003	Yes	Greentree Financial Group Chris Cottone	Debt conversion	Unrestricted	Rule 144
04/30/2021	Cancelled	(15,000)	Preferred C	\$1.00	No	Frank J. Hariton	n/a	Restricted	Rule 144
04/30/2021	New	15,000,000	Common	\$0.001	No	Frank J. Hariton	Preferred C conversion	Restricted	Rule 144
05/25/2021	New	10,025,581	Common	\$0.0043	Yes	Greentree Financial Group Chris Cottone	Debt conversion	Unrestricted	Rule 144
06/10/2021	New	25,000	Preferred C	\$1.00	No	Educational Group, LLC Teresa Haynes	Cash	Restricted	Rule 144
07/16/2021	Cancelled	(100,000)	Preferred B	\$0.10	No	Joseph L. Kicos	n/a	Restricted	Rule 144
07/16/2021	New	10,000,000	Common	\$0.001	No	Joseph L. Kicos	Preferred B conversion	Unrestricted	Rule 144
09/01/2021	Cancelled	(32,500)	Preferred C	\$1.00	No	Educational Group, LLC Teresa Haynes	n/a	Restricted	Rule 144
09/01/2021	New	32,500,000	Common	\$0.001	No	Educational Group, LLC Teresa Haynes	Preferred C conversion	Unrestricted	Rule 144

09/21/2021	New	5,908,048	Common	\$0.005	Yes	Greentree Financial Group Chris Cottone	Debt conversion	Unrestricted	Rule 144
09/21/2021	New	4,811,463	Common	\$0.0041	Yes	Greentree Financial Group Chris Cottone	Debt conversion	Unrestricted	Rule 144
10/22/2021	Cancelled	(32,500)	Preferred C	\$1.00	No	Educational Group, LLC Teresa Haynes	n/a	Restricted	Rule 144
10/22/2021	New	32,500,000	Common	\$0.001	No	Educational Group, LLC Teresa Haynes	Preferred C conversion	Unrestricted	Rule 144
11/19/2021	New	2,341,920	Common	\$0.004	Yes	The Brewer Group, Inc Jack Brewer	Debt conversion	Unrestricted	Rule 144
12/8/2021	New	45,208,649	Common	\$0.003	Yes	OriginClear, Inc. Riggs Eckelberry	Debt conversion	Restricted	Rule 144
2/9/2022	New	10,526,315	Common	\$0.001	Yes	The Brewer Group, Inc Jack Brewer	Debt conversion	Unrestricted	Rule 144
3/1/2022	New	45,000	Preferred C	\$1.00	No	Educational Group, LLC Teresa Haynes	Cash	Restricted	Rule 144
3/21/2022	New	32,947,788	Common	\$0.001	Yes	Greentree Financial Group Chris Cottone	Debt conversion	Unrestricted	Rule 144
05/11/2022	New	11,764,706	Common	\$0.0008	Yes	The Brewer Group, Inc Jack Brewer	Debt conversion	Unrestricted	Rule 144
06/16/2022	Cancelled	(25,000)	Preferred C	\$1.00	No	Educational Group, LLC Teresa Haynes	n/a	Restricted	Rule 144
06/16/2022	New	25,000,000	Common	\$0.001	Yes	Educational Group, LLC Teresa Haynes	Preferred C conversion	Unrestricted	Rule 144
07/11/2022	New	16,666,667	Common	\$0.0006	Yes	The Brewer Group, Inc Jack Brewer	Debt conversion	Unrestricted	Rule 144
08/05/2022	New	40,533,824	Common	\$0.0006	Yes	Greentree Financial Group Chris Cottone	Debt conversion	Unrestricted	Rule 144
08/30/2022	New	10,769,230	Common	\$0.0006	Yes	The Brewer Group, Inc Jack Brewer	Debt conversion	Unrestricted	Rule 144
09/09/2022	New	54,007,937	Common	\$0.0006	Yes	Greentree Financial Group Chris Cottone	Debt conversion	Unrestricted	Rule 144
9/13/2022	New	16,666,667	Common	\$0.0015	No	Mudai Nakagawa	Reg A Offering	Unrestricted	Rule 144
11/10/2022	New	66,678,947	Common	\$0.0004	Yes	Greentree Financial Group Chris Cottone	Debt conversion	Unrestricted	Rule 144
12/12/2022	New	67,500,000	Common	\$0.0004	Yes	Educational Group, LLC Teresa Haynes	Debt conversion	Restricted	Rule 144
02/01/2023	New	33,333,333	Common	\$0.0015	Yes	Ben Heauser	Cash	Unrestricted	Rule 144
02/06/2023	New	38,565,000	Common	\$0.0002	Yes	The Brewer Group, Inc Jack Brewer	Debt conversion	Restricted	Rule 144
04/20/2023	New	76,785,714	Common	\$0.0003	No	The Brewer Group, Inc Jack Brewer	Debt conversion	Restricted	Rule 144

05/08/2023	New	80,036,923	Common	\$0.0003	Yes	Educational Group, LLC Teresa Haynes	Debt conversion	Unrestricted	Rule 144
06/07/2023	New	100,000,000	Common	\$0.0003	Yes	Anything Media, Inc. Chris Jensen	Debt conversion	Restricted	Rule 144
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>12/31/2023</u>	Common: <u>1,320,975,090</u>								
	Preferred: <u>1,840,000</u>								

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

None

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)

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. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
10/23/2015	\$294,370	Up to \$600,000	\$37,130	One year	50% of the average of the lowest 3 closing prices for the ten (10) trading days immediately prior to but not including the Conversion Date.	Greentree Financial Group Chris Cottone	Convertible Notes
1/1/2016	\$10,200	\$10,200	\$9,822	12/31/2016	n/a	Fernanda Rose Griggs	Promissory Note
3/20/2018	\$29,500	\$48,000	\$4,582	3/20/2019	70% of the lowest trading price for the twenty (20) trading days immediately prior to but not including the Conversion Date.	The Brewer Group Jack Brewer	Service Note
5/22/2018	\$188,058	\$355,000	\$103,231	5/22/2021	n/a	Water Zone Holding, Inc. William J. McClarty	Promissory Note
10/7/2021	\$36,000	Up to \$100,000	\$6,176	One year	65% of the average of the lowest three closing price for the ten (10) trading days immediately prior to but not including the Conversion Date.	Educational Group, LLC Teresa Haynes	Convertible Note
10/25/2021	\$27,500	\$27,500	\$9,969	10/25/2022	50% of the lowest trading price for the seven (7) trading days immediately prior to but not including the Conversion Date.	The Brewer Group Jack Brewer	Convertible Note

4/5/2022	\$16,500	\$16,500	\$3,163	4/5/2023	50% of the lowest trading price for the twenty (20) trading days immediately prior to but not including the Conversion Date.	The Brewer Group Jack Brewer	Convertible Note
6/9/2023	\$25,000	\$25,000	\$1,404	6/9/2024	55% of the lowest trading price for the one hundred twenty (120) trading days prior to the day that the Noteholder requests conversion but not including the conversion date. The conversion price for the accrued interest shall be \$0.0001 per share regardless of the trading price.	Macro Services Inc. Richard Wilson	Convertible Note
8/16/2023	\$49,960	\$49,960	\$1,875	8/16/2024	55% of the lowest trading price for the one hundred twenty (120) trading days prior to the day that the Noteholder requests conversion but not including the conversion date. The conversion price for the accrued interest shall be \$0.0001 per share regardless of the trading price.	Anything Media, Inc. Chris Jensen	Convertible Note
12/5/2023	\$21,960	\$21,960	\$156	12/5/2024	55% of the lowest trading price for the one hundred twenty (120) trading days prior to the day that the Noteholder requests conversion but not including the conversion date. The conversion price for the accrued interest shall be \$0.0001 per share regardless of the trading price.	Anything Media, Inc. Chris Jensen	Convertible Note

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

None

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")

Water Technologies International, Inc. and its wholly owned subsidiaries, GR8 Water, Inc. (Great Water) and Aqua Pure International, Inc. (specializing in filtration systems) are engaged in the manufacture and distribution of technologically advanced Atmospheric Water Generators (AWG). These unique devices utilize a patent pending air purification input system to produce clean, great-tasting, safe water from the humidity in the air. GR8 Water makes freestanding water factory units for the home or office and large, industrial-sized water units using a modular design that can produce up to thousands of gallons of water each day from ambient air. GR8 Water strives to make safe drinking water available to everyone on the planet, making the world a better place in which to live while nurturing the environment. The Company has patents issued by the USPTO and has filed for additional patents with the USPTO. It has also filed globally through the Patent Cooperation Treaty. Its "Water village" trademark has been issued by the USPTO.

Water Technologies International, Inc. has evolved as a "Pure Water Play" generating water, supplying DI water regenerating tanks, cleaning water for drinking, water for agriculture and a full line of waste water treatment solutions. With the completion of the acquisition, the Company is providing commercial and industrial wastewater solutions.

In June 2021, Water Technologies International, Inc. entered into an agreement with Terra Sustainable Technologies, Inc., a part of Terra Group Holdings, LLC. out of Austin, TX., to offer Atmospheric Water Generators that are powered by alternative energy. Terra Sustainable Technologies will custom designs systems using solar, wind turbine, geothermal and waste to energy systems to provide electricity to power the atmospheric water generators. Water Technologies International, Inc. plans to offer our 1-to-5-ton units with Terra's alternative energy solutions, which will quickly be followed by our larger commercial solutions for hotels and resorts, alongside our commercial and industrial wastewater and desalinization solutions capable of cleaning hundreds of thousands of gallons of drinking water.

A video showing the proof of concept prototype is available at the company's website, www.gr8water.net & all products link www.gr8water.net/products/

For a direct link to a copy of the company's Atmospheric Water Generator product information "Slick Sheets" visit our website at: <https://gr8water.net/products/slick-sheets/>.

The Company had tried developing and producing its CBD infused products mentioned in prior annual and annual reports for the past two years, for its Now Brands healthy solutions. However, the Company had not yet introduced a finished CBD product line to the market due to unexpected supplier issues and the oversaturation of the market. Consequently, the Company had decided to discontinue the development of the CBD product lines during the fourth quarter of 2021.

On March 1, 2023, Water Zone, the Company's subsidiary, closed its facility due to the significant recurring monthly operating losses. Our board of directors decided to cease its operation permanently.

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

Water Technologies International, Inc., a Florida public holding company, operates through three wholly owned subsidiaries. GR8 Water, Inc., "Great Water" is focused on home and office as well as large commercial AWG's (Atmospheric Water Generators). The second wholly owned subsidiary is Aqua Pure International, Inc. a Florida corporation that is focused on filtration devices for the AWG's. The third wholly owned subsidiary is Water Technologies International, LLC, a Florida limited liability company, which holds the "Patents Pending" and licenses the intellectual property for the holding company.

C. Describe the issuers' principal products or services.

The Company has patent pending products in water generation, air filtration, water filtration and dehumidification. The Company sells and distributes home and office AWG's and commercial units that produce drinking water, ranging from seven gallons to several thousands of gallons per day by extracting water from the air.

5) Issuer's Facilities

The Company is located at 1385 SW Bent Pine CV Port St. Lucie, FL 34986. The Company has no leased property.

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

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
William Scott Tudor	President, Chief Executive Officer and Director	1385 SW Bent Pine CV Port St. Lucie, FL 34986	33,298,091	Common Stock	2.521%	
Educational Group LLC	Owner of more than 5%	1082 SW Keats Ave. Palm City FL 34990	80,036,923	Common Stock	6.059%	Teresa Haynes
William Scott Tudor	President, Chief Executive Officer and Director	1385 SW Bent Pine CV Port St. Lucie, FL 34986	630,000	Series A Preferred Stock	78.750%	
Frank Hariton	Owner of more than 5%	1065 Dobbs Ferry Road White Plains, NY 10607	90,000	Series A Preferred Stock	11.250%	

Alliance International Capital Mgmt. Group, Ltd.	Owner of more than 5%	4th Floor Centreville House 2nd Terrace West P.O. BOX N. 8303 Nassau, NP Bahamas	50,000	Series B Preferred Stock	10.000%	Trenton Smith
Educational Group LLC	Owner of more than 5%	1082 SW Keats Ave. Palm City FL 34990	100,000	Series B Preferred Stock	20.000%	Teresa Haynes
First Level Capital LLC	Owner of more than 5%	477 South Rosemary Ave. Suite 202 West Palm Beach, FL 33401	50,000	Series B Preferred Stock	10.000%	Michael Friedman
Frank Hariton	Owner of more than 5%	1065 Dobbs Ferry Road White Plains, NY 10607	125,000	Series B Preferred Stock	25.000%	
Phil New	Owner of more than 5%	8828 Bally Bunion Road Port St. Lucie, FL 34986	75,000	Series B Preferred Stock	15.000%	
Nickolas Panarella, Jr.	Owner of more than 5%	1605 US Highway 1 Jupiter, FL 33477	100,000	Series B Preferred Stock	20.000%	
Educational Group LLC	Owner of more than 5%	1082 SW Keats Ave. Palm City FL 34990	200,000	Series C Preferred Stock	45.455%	Teresa Haynes
Frank Hariton	Owner of more than 5%	1065 Dobbs Ferry Road White Plains, NY 10607	70,000	Series C Preferred Stock	15.909%	
William Scott Tudor	President, Chief Executive Officer and Director	1385 SW Bent Pine CV Port St. Lucie, FL 34986	166,000	Series C Preferred Stock	37.727%	
Epic Group Enterprises, LLC	Owner of more than 5%	1309 Coffeen Ave, Ste 1200 Sheridan, WY 82801	100,000	Series D Preferred Stock	100.000%	Donnell Lee Yarter

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Frank J. Hariton, PA
Address 1: 1065 Dobbs Ferry Road
Address 2: White Plains, NY 10607
Phone: (914) 674-4373
Email: hariton@sprynet.com

Accountant

Name: Zia Choe, CPA
Firm: STK FINANCIAL P.C.
Address 1: 1100 Town and Country Rd Suite 1250
Address 2: Orange, CA 92868
Phone: (954) 228-5026
Email: zia@stk.financial

Investor Relations

None

All other means of Investor Communication:

Website: www.gr8water.net

Other Service Providers

Name: Zia Choe, CPA
Firm: STK FINANCIAL P.C.
Address 1: 1100 Town and Country Rd Suite 1250
Address 2: Orange, CA 92868
Phone: (954) 228-5026
Email: zia@stk.financial

9) Disclosure & Financial Information

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

Name: Zia Choe, CPA
Title: Partner
Relationship to Issuer: Accountant

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: Zia Choe, CPA
Title: Partner
Relationship to Issuer: Accountant

Describe the qualifications of the person or persons who prepared the financial statements: Zia Choe, CPA, a Partner at STK FINANCIAL P.C. has 18 years of combined professional experience including 11 years of financial audit and financial reporting.

WATER TECHNOLOGIES INTERNATIONAL INC.
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2023
(UNAUDITED)

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To the Board of Directors and

Water Technologies International Inc.

The accompanying consolidated financial statements of Water Technologies International Inc. and its subsidiaries as of and for the year ended December 31, 2023, were not subjected to an audit, review, or compilation engagement by us and, accordingly, we do not express an opinion, a conclusion, nor provide any assurance on them.

The Company reclassified its discontinued subsidiary's assets and liabilities to net liabilities from discontinued operation on the consolidated balance sheet as of December 31, 2022. The Company presented in prior periods operating loss from the subsidiary as loss from discontinued operation on the consolidated statements of operations for the year ended December 31, 2022. Accordingly, the Company restated the consolidated financial statements at as and for the year ended December 31, 2022. See Note 4 for restatement of financial results.

/s/ STK FINANCIAL P.C.

STK FINANCIAL P.C.

Orange, CA

April 15, 2024

WATER TECHNOLOGIES INTERNATIONAL INC.
Consolidated Balance Sheets
As of December 31, 2023 and 2022

	December 31, 2023	December 31, 2022
	(Unaudited)	(Unaudited and Restated)
Assets		
Current assets		
Cash and cash equivalents	\$ 4,176	\$ 20
Total current assets	4,176	20
Non-current assets		
Intangible assets, net	65,344	72,576
Total non-current assets	65,344	72,576
Total assets	\$ 69,520	\$ 72,596
Liabilities and deficiency in stockholders' equity		
Current liabilities		
Accounts payable	10,100	9,000
Accrued liabilities and others	313,543	341,787
Accrued officer compensation	544,388	457,971
Notes and loans payable	198,258	198,258
Convertible notes payable (net of discount of 0 and \$17,416, respectively)	526,490	350,584
Stock to be issued	75,000	125,000
Derivative liabilities	-	832,164
Net, liability from discontinued operation	896,201	782,250
Total current liabilities	2,563,980	3,097,014
Deficiency in stockholders' equity		
Preferred stock	19	19
(par value \$.00001, 2,000,000 shares authorized, of which 1,840,000 shares issued and outstanding as of December 31, 2023 and 2022)		
Common stock	13,209	9,922
(par value \$.00001, 2,000,000,000 shares authorized, of which 1,320,975,090 and 992,254,120 shares issued and outstanding as of December 31, 2023 and 2022, respectively)		
Additional paid in capital	9,314,569	8,159,816
Accumulated deficit	(11,822,257)	(11,194,175)
Total deficiency in stockholders' equity	(2,494,460)	(3,024,418)
Total liabilities and deficiency in stockholders' equity	\$ 69,520	\$ 72,596

WATER TECHNOLOGIES INTERNATIONAL INC.
Consolidated Statements of Operations
For The Years Ended December 31, 2023 and 2022

	For the Years Ended	
	December 31, 2023	December 31, 2022
	(Unaudited)	(Unaudited and Restated)
Operating expenses		
Amortization	\$ 7,232	\$ 7,514
Selling, general and administrative expenses	265,806	268,683
Total operating expenses	273,038	276,197
(Loss) from operations	(273,038)	(276,197)
Other income (expenses)		
Amortization of debt discount	(57,616)	(189,844)
Interest expenses, net	(84,774)	(153,080)
Change in fair value of derivative liabilities	(155,451)	(190,723)
Gain on forgiveness of debt	37,251	-
Other income (expense), net	(1)	1,663
Total other (expenses), net	(260,591)	(531,984)
Loss before income tax	(533,629)	(808,181)
Loss from discontinued operation	(94,453)	(685,233)
Net Loss for the period	\$ (628,082)	\$ (1,493,414)
Loss per share		
Basic and dilutive	**	**
Weighted average number of shares outstanding		
Basic and dilutive	1,219,647,073	757,887,266
** Less than \$.01		

WATER TECHNOLOGIES INTERNATIONAL INC.
Consolidated Statements of Stockholders' Deficit
For the Years Ended December 31, 2023, and 2022

	Preferred Stock		Common Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid in Capital	Deficit	Stockholders' Deficit
Balance, December 31, 2021	1,820,000	\$ 19	639,192,039	\$ 6,391	\$ 7,628,394	\$ (9,700,761)	\$ (2,065,957)
Common stock issued for partial settlements of convertible notes	-	-	311,395,414	3,114	184,366	-	187,480
Reclassification of derivative liability associated with debt conversion	-	-	-	-	277,473	-	277,473
Proceeds from REG-A Shares	-	-	16,666,667	167	24,833	-	25,000
Preferred stock C issued for subscription	45,000	0	-	-	45,000	-	45,000
Common stock issued for Preferred C conversion	(25,000)	(0)	25,000,000	250	(250)	-	-
Net loss for the year ended December 31, 2022	-	-	-	-	-	(1,493,414)	(1,493,414)
Balance, December 31, 2022 (Unaudited)	1,840,000	\$ 19	992,254,120	\$ 9,922	\$ 8,159,816	\$ (11,194,175)	\$ (3,024,418)
Balance, December 31, 2022	1,840,000	\$ 19	992,254,120	\$ 9,922	\$ 8,159,816	\$ (11,194,175)	\$ (3,024,418)
Common stock issued for partial settlements of convertible notes	-	-	295,387,637	2,954	77,271	-	80,225
Reclassification of derivative liability associated with debt conversion	-	-	-	-	70,339	-	70,339
Common stock issued for cash proceeds	-	-	33,333,333	333	49,667	-	50,000
Reclassification of derivative liability due to the change in accounting policy	-	-	-	-	957,476	-	957,476
Net loss for the year ended December 31, 2023	-	-	-	-	-	(628,082)	(628,082)
Balance, December 31, 2023 (Unaudited)	1,840,000	\$ 19	1,320,975,090	\$ 13,209	\$ 9,314,569	\$ (11,822,257)	\$ (2,494,460)

WATER TECHNOLOGIES INTERNATIONAL INC.
Consolidated Statements of Cash Flows
For The Years Ended December 31, 2023 and 2022

	For the Years Ended	
	December 31, 2023	December 31, 2022
	(Unaudited)	(Unaudited and Restated)
Cash flows from operating activities		
Net income (loss)	\$ (628,082)	\$ (1,493,414)
Adjustments to reconcile net loss to net cash (used in) operations:		
Amortization of intangible assets	7,232	7,514
Amortization of debt discount	57,616	189,844
Gain on forgiveness of debt	(37,251)	-
Change in derivative liabilities	155,451	190,723
Convertible notes issued for services rendered	5,500	7,000
Changes in operating assets and liabilities:		
Accounts payable	1,100	3,000
Accrued liabilities, officer compensation and others	169,819	132,312
Net cash (used in) operating activities - continuing operation	(268,615)	(963,021)
Net cash provided by operating activities - discontinued oper	113,951	904,080
Cash flows from investing activities		
Net cash (used in) investing activities - discontinuing operat	-	(88,960)
Cash flows from financing activities		
Repayments to note payable	-	(30,800)
Proceeds from the third party	21,000	21,500
Repayments to the third party	(25,000)	-
Proceeds from convertible notes payable	162,820	56,000
Proceeds for share issuance	-	75,000
Net cash provided by financing activities - continuing operati	158,820	121,700
Net cash provided by financing activities - discontinuing ope	-	26,003
Net increase (decrease) in cash and cash equivalents	4,156	(198)
Cash and cash equivalents,		
Beginning of the year	20	218
End of the year	\$ 4,176	\$ 20
Non-cash transactions:		
Stock issued to settle partial accrued interest	\$ 16,725	\$ 82,982
Stock issued to settle partial convertible notes	\$ 63,500	\$ 97,500
Debt discount related to derivative liabilities	\$ 40,200	\$ 57,500
Derivative liability settled upon conversion	\$ 70,339	\$ 277,473
Common stock issued for subscription	\$ -	\$ 45,000
Derivative liability reclassification	\$ 957,476	\$ -

Water Technologies International Inc.
Notes to Unaudited Consolidated Financial Statements
December 31, 2023

NOTE 1- Description of Business and Basis of Presentation

Organization and Description of Business

Water Technologies International, Inc. (the “WTII” or “Company”) was originally incorporated as Latitude Industries, Inc. (“Latitude”) in the State of Florida on April 21, 2005 and manufactured custom powerboats. Later in 2005 Latitude engaged in a reorganization transaction with Cypress International Inc., a Delaware corporation (“Cypress”), to acquire its shareholder base. After the reorganization, both Latitude and Cypress continued to exist and had separate tax identification numbers. Cypress was dissolved in 2006. On May 19, 2011, the Company changed its name to Water Technologies International Inc. and the Company entered its present line of business.

On May 5, 2011, the Company entered into a Plan of Exchange agreement (the “Plan of Exchange”) between and among the Company, GR8 Water Inc. (“GR8”), a Florida Corporation, the shareholders of GR8 (“GR8 Shareholders”), the majority shareholders of the Company. Pursuant to the Plan of Exchange, the Company acquired 26,100,000 shares of GR8 Common Stock, representing 100% ownership in GR8, in exchange for 583,159 shares of Company’s Common Stock to the GR8 shareholders.

The transaction resulted in a change in control of the Company. The Company and GR8 were hereby reorganized, such that the Company acquired 100% capital stock of GR8, and GR8 Water Inc., as well as its two 100%-owned subsidiaries, Aqua Pure International Inc. and WTII, which became wholly-owned subsidiaries of the Company.

The reorganization between the Company and GR8 has been accounted for as a reverse acquisition and recapitalization of the Company whereby GR8 was deemed to be the accounting acquiree (legal acquiror) and the Company to be the accounting acquiror (legal acquiree). The accompanying consolidated financial statements are in substance those of GR8 and its subsidiaries, with the assets, liabilities, revenues and expenses, of the Company being included effective from the date of stock exchange transaction. The Company is deemed to be a continuation of the business of GR8. Accordingly, the accompanying consolidated financial statements include the following:

- (1) The balance sheets consist of the net assets of the accounting acquirer at historical cost
- (2) The financial position, results of operations, and cash flows of the accounting acquirer for all periods presented as if the recapitalization had occurred at the beginning of the earliest period presented

On May 23, 2018, the Company completed the acquisitions of Water Zone Inc., a Florida corporation based in West Palm Beach, FL (“Water Zone”). Water Zone’s operation ceased on March 1, 2023 and was reported in discontinued operations.

WTII, GR8, as well as GR8’s two 100%-owned subsidiaries, Aqua Pure International Inc. and Water Technologies International LLC, and Water Zone, Inc. are hereinafter referred to as (the “Company”).

Basis of Presentation

The accompanying consolidated financial statements have been prepared by management in accordance with generally accepted accounting principles in the United States (“GAAP”).

Water Technologies International Inc.
Notes to Unaudited Consolidated Financial Statements
December 31, 2023

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned or controlled operating subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. Subsidiaries discontinued are shown as discontinued operation. All significant intercompany accounts are eliminated in consolidation. Certain prior period amounts may have been reclassified for consistency with the current period presentation. These reclassifications would have no material effect on the reported consolidated financial results.

NOTE 2- Summary of Significant Accounting Policies

Use of Estimates

The preparation of the consolidated financial statements in conformity with GAAP in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and costs and expenses during the reporting period. These accounts and estimates include, but are not limited to, the valuation of trade receivables, inventories, income taxes and the estimation on useful lives of property, plant and equipment. Actual results could differ from these estimates.

Cash and Cash Equivalents

Cash and cash equivalents are carried at cost and represent cash on hand, demand deposits placed with banks or other financial institutions, and all highly liquid investments with an original maturity of three months or less of the purchase date of such investments.

Accounts Receivable and Allowance for Doubtful Account

Accounts receivables are recorded at gross amounts due to the Company and it does 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 customer's current creditworthiness and the economic environment.

Inventories

Inventories are stated at the lower of cost or net realizable value, cost being determined using the first-in first-out ("FIFO") method. The Company periodically reviews historical sales activity to determine excess, slow-moving items and potentially obsolete items and also evaluates the impact of any anticipated changes in future demand. The Company's inventory is comprised of machine components and finished goods.

Property and Equipment, Net

Property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is calculated on a straight-line basis over the following expected useful lives from the date on which

Water Technologies International Inc.
Notes to Unaudited Consolidated Financial Statements
December 31, 2023

they become fully operational and after taking into account their estimated residual values. The estimated useful lives used for consolidated financial statements purposes are:

Vehicle	3 ~ 5 years
Machinery and equipment	3 ~ 5 years
Furniture and fixture	3 ~ 7 years
Leasehold improvements	3 ~ 15 years

Maintenance and repairs are charged to expense when incurred, while capital expenditures that enhance the value or materially extend the useful life of the related assets are capitalized and reflected as additions to property and equipment. When assets have been retired or sold, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in the other income (expense) section of the consolidated statement of operations.

Impairment of Long-lived Assets

In accordance with the provisions of Accounting Standards Codification (“ASC”) Topic 360-10-5, “*Impairment or Disposal of Long-Lived Assets*”, all long-lived assets, other than goodwill and acquisition-related intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets might not be recoverable. Conditions that would necessitate an impairment assessment include a significant decline in the observable market value of an asset, a significant change in the extent or manner in which an asset is used, or any other significant adverse change that would indicate that the carrying amount of an asset may not be recoverable. For long-lived assets used in operations, including operating lease right of use (“ROU”) assets, impairment losses that are only recorded in the asset’s carrying amount is not recoverable through its undiscounted, probability-weighted future cash flows. Measurement of the impairment losses are based on the difference between the carrying amount and estimated fair value.

Intangible Assets, Net

The Company developed several patents for its products. Costs incurred for submitting the applications to the United States Patent and Trademark Office for these patents have been capitalized. The Company begins amortizing patent costs once the patents are approved by the authority.

The estimated useful lives used for consolidated financial statements purposes are:

Patent	15 years
Trademark.....	Indefinite
License.....	3 years

Impairment of Goodwill and Other Intangible Assets

Goodwill and indefinite-lived brands are not amortized but are evaluated for impairment annually or when indicators of a potential impairment are present. The Company’s impairment testing of goodwill is performed separately from our impairment testing of indefinite-lived intangibles. The annual evaluation for impairment of goodwill and indefinite-lived intangibles is based on valuation models that incorporate assumptions and internal projections of expected future cash flows and operating plans.

Water Technologies International Inc.
Notes to Unaudited Consolidated Financial Statements
December 31, 2023

Operating Lease Right-of-Use Assets

The Company accounts for leases under ASU 2016-02, *Leases (Topic 842)*. The Company's operating leases are presented in operating ROU assets and operating lease liabilities on the Company's consolidated balance sheets for the operating leases with a lease term more than twelve months. ROU assets represent the Company's right to control the use of an underlying asset for the lease term and operating lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at the lease commencement date based on the present value of future lease payments. The Company determines its incremental borrowing rate based on information available at lease commencement date to calculate the present value of future lease payments. Lease expenses are recognized on a straight-line basis over the lease term.

Debt

Debt is initially recognized at fair value, net of transaction costs incurred. Balances from debt are subsequently measured at amortized cost using the effective interest method.

Debt is classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the date of the balance sheet. All interest-related charges are included within other expense sections on the statements of operations.

Convertible Notes Payable

In accordance with ASC 470, *Debt* ("ASC 470") the Company records its Convertible Notes at the aggregate principal amount, less discount. The Company amortizes the debt discount over the life of the convertible notes as an additional non-cash interest expense utilizing the effective interest method. All interest-related charges are included within other income (expense) sections on the consolidated income statements.

Derivative Liabilities

Upon adoption of ASU 2020-06, the Company reclassified the previously identified beneficial conversion features to the associated debt. In addition, such beneficial conversion features are not considered a liability classified derivative in accordance with ASU 2017-11.

Revenue Recognition

The Company recognizes revenue following the provisions of ASC Topic 606, Revenue from contracts with customers.

Substantially all of the Company's revenue is recognized at the time control of the products transfer to the customer and the underlying performance obligations have been satisfied. Initial customer deposit from the sale of the products are initially recorded as deferred revenue until the underlying performance obligations are satisfied. The Company measures revenue based on the amount of consideration the Company expects to be entitled to in exchange for those goods. The transaction price the Company expects to be entitled to is primarily comprised of product revenue, net of returns and variable other considerations, including sales discounts and market development funds provided to customers. The Company determines variable consideration by estimating the most likely amount of consideration the Company expects to receive from the customers based on historical analysis.

Water Technologies International Inc.
Notes to Unaudited Consolidated Financial Statements
December 31, 2023

Stock Based Compensation

The Company recognizes compensation costs to employees and non-employees under FASB Accounting Standards Codification 718 "*Compensation - Stock Compensation*" ("ASC 718") and ASU 2018-07, "Compensation - Stock Compensation (Topic 718): Improvements, to Non-employee Share-Based Payment Accounting". The Company measures the compensation costs of share-based compensation arrangements based on the grant-date fair value and recognizes the costs in the financial statements over the period during which employees are required to provide services. Share-based compensation arrangements include stock options and warrants. As such, compensation cost is measured on the date of grant at their fair value. Such compensation amounts, if any, are amortized over the respective vesting periods of the option grant.

Net Loss Per Share

The Company calculates net loss per share in accordance with ASC Topic 260, "Earnings per Share". Basic net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. If applicable, diluted earnings per share assume the conversion, exercise or issuance of all common stock instruments such as options, warrants, convertible securities and preferred stock, unless the effect is to reduce a loss or increase earnings per share. Convertible debentures and preferred stock conversions are not considered in the calculations, as the impact of the potential common shares would be to decrease the loss per share.

Income Taxes

Income taxes are determined in accordance with ASC Topic 740, "*Income Taxes*" ("ASC 740"). Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to be applied to taxable income in the years in which those temporary differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statement of income in the period that includes the enactment date. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future deductibility is uncertain.

ASC 740 prescribes a comprehensive model for how companies should recognize, measure, present, and disclose in their financial statements uncertain tax positions taken or expected to be taken on a tax return. Under ASC 740, tax positions must initially be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions must initially and subsequently be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts.

For the year ended December 31, 2023, the Company did not have any interest and penalties associated with tax positions. As of December 31, 2023, the Company did not have any significant unrecognized uncertain tax positions.

Fair Value Measurements of Financial Instruments

The Company measures its financial and non-financial assets and liabilities, as well as makes related disclosures, in accordance with FASB ASC No. 820, "*Fair Value Measurements*", which provides guidance with respect to valuation techniques to be utilized in the determination of fair value of assets and liabilities.

Water Technologies International Inc.
Notes to Unaudited Consolidated Financial Statements
December 31, 2023

The objective of a fair value measurement is to determine the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). Accordingly, the fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three-tier hierarchy of inputs is summarized in the three broad levels below:

- Level 1 – inputs are unadjusted quoted market prices in active independent markets for identical assets and liabilities;
- Level 2 – inputs are directly or indirectly observable estimates from quotes for similar but not identical assets and liabilities, market trades for identical assets not actively traded, or other external independent means;
- Level 3 – inputs are unobservable and reflect assumptions on the part of the reporting entity.

The carrying values of the Company's cash and cash equivalents, receivables, inventories, accounts payable, and accrued liabilities approximate their fair value due to their short-term nature.

The Company's loan and convertible notes payable are measured at amortized cost.

Related Party Transactions

Parties are considered to be related to the Company if the parties directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. The Company discloses all related party transactions. All transactions are recorded at fair value of the goods or services exchanged.

Recent Accounting Standards

Recently Issued Accounting Pronouncement Not Yet Adopted

In August 2020, the FASB issued ASU 2020-06, "*Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity's Own Equity (Subtopic 815-40)*" ("ASU 2020-06"). ASU 2020-06 reduces the number of accounting models for convertible debt instruments by eliminating the cash conversion and beneficial conversion accounting models. As a result, the Company's convertible debt instruments will be accounted for as a single liability measured at its amortized cost as long as no other features require bifurcation and recognition as derivatives. For contracts in an entity's own equity, the type of contracts primarily affected by this update are freestanding and embedded features that are accounted for as derivatives under the current guidance due to a failure to meet the settlement conditions of the derivative scope exception. The Company has adopted ASU 2020-06 as of the filing of this December 31, 2023 annual report. Upon adoption of ASU 2020-06, the Company reclassified the previously identified beneficial conversion features to the associated debt. The Company also determined that in accordance with ASU 2017-11, such beneficial conversion features are not considered a liability classified derivative.

Other pronouncements issued by the FASB or other authoritative accounting standards groups with future effective dates are either not applicable or are not expected to be significant to the Company and its Subsidiary's consolidated financial statements.

Water Technologies International Inc.
Notes to Unaudited Consolidated Financial Statements
December 31, 2023

NOTE 3- Going Concern

The Company's consolidated financial statements have been prepared in accordance with US GAAP applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations in the normal course of business. At December 31, 2023, the Company has a working capital deficiency of \$2.5 million. The Company had no revenue recognized for the year ended December 31, 2023 due to the discontinued subsidiary's operation since March 1, 2023.

These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management believes that the current available resources will not be sufficient to fund the Company's planned expenditures over the next 12 months. Accordingly, the Company will be dependent upon the raising of additional capital through placement of common shares, and/or debt financing in order to implement its business plan and generate sufficient revenue in excess of costs. If the Company raises additional capital through the issuance of equity securities or securities convertible into equity, stockholders will experience dilution, and such securities may have rights, preferences or privileges senior to those of the holders of common stock or convertible senior notes. If the Company raises additional funds by issuing debt, the Company may be subject to limitations on its operations, through debt covenants or other restrictions. If the Company obtains additional funds through arrangements with collaborators or strategic partners, the Company may be required to relinquish its rights to certain geographical areas, or techniques that it might otherwise seek to retain. There is no assurance that the Company will be successful with future financing ventures, and the inability to secure such financing may have a material adverse effect on the Company's financial condition. These consolidated financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 4- Restatement of Financial Results

The Company's board of director decided to cease Water Zone's operation on March 1, 2023 due to the significant recurring operating losses. The Company reclassified Water Zone's assets and liabilities to net liabilities from discontinued operation on the consolidated balance sheet. The Company presented in prior periods operating loss as loss from discontinued operation on the consolidated statement of operations.

The following table summarizes the impacts of the reclassification on the Company's financial statements for each of the periods presented below:

Consolidated Balance sheet

As of December 31, 2022	As Previously Reported	Adjustments	As Restated
Cash	\$ -	\$ 20	\$ 20
Receivables, net	207,295	(207,295)	-
Inventory	10,984	(10,984)	-
Fixed asset, net	131,698	(131,698)	-
Intangible assets	72,576	-	72,576
Total assets	\$ 422,553	\$ (349,957)	\$ 72,596

Water Technologies International Inc.
Notes to Unaudited Consolidated Financial Statements
December 31, 2023

Cash in deficit	\$	1,126	\$	(1,126)	\$	-
Accounts payable and accrued expenses		1,150,523		(341,765)		808,758
Notes and loans payable		987,574		(789,316)		198,258
Convertible notes payable		350,584		-		350,584
Stock to be issued		125,000		-		125,000
Derivative liabilities		832,164		-		832,164
Net liabilities of discontinued operation		-		782,250		782,250
Total liabilities		<u>3,446,971</u>		<u>(349,957)</u>		<u>3,097,014</u>
Total deficiency in shareholders' equity		(3,024,418)		-		(3,024,418)
Total liabilities and deficiency in shareholders' equity	\$	<u>(3,024,418)</u>	\$	<u>-</u>	\$	<u>72,596</u>

Consolidated Statement of Operations

For the Year Ended December 31, 2022	As Previously Reported	Adjustments	As Restated
Revenue	\$ 1,382,779	\$ (1,382,779)	\$ -
Cost of revenue	653,333	(659,765)	-
Gross profit	729,446	(723,014)	-
Selling, general and administrative expenses	(1,241,121)	964,924	(276,197)
Loss from operations	(511,675)	241,910	(276,197)
Other income (expense)	(981,739)	449,755	(531,984)
Loss before income tax	(1,493,414)	691,665	(808,181)
Loss from discontinued operation	-	(685,233)	(685,233)
Net income (loss)	\$ (1,493,414)	\$ 6,432	\$ (1,493,414)

NOTE 5- Intangible Assets, Net

Intangible assets consisted of the following:

	December 31, 2023
Patent	\$ 116,933
Trademark	10,000
License	30,000
(Less) accumulated amortization	(91,589)
Total intangible asset, net	<u>\$ 65,344</u>

For the year ended December 31, 2023, the Company had amortization expenses of \$7,232.

Water Technologies International Inc.
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Patents

On September 9, 2015, the Company entered into certain Assignment Agreements with Ser-Manukyan Family Holdings, Inc. (the “Assignor”), pursuant to which the Company was assigned 2 patents related to APPARATUS AND METHOD FOR A SPLIT TYPE WATER EXTRACTOR AND WATER DISPENSER in exchange for the issuance of 13,000,000 shares of common stock of the Company to the Assignor. The fair value of this stock issuance was determined by the fair value of the Company’s Common Stock on the grant date, at a price of approximately \$0.0035 per share. The transaction was independently negotiated between the Company and the Assignor. The Company evaluated the transaction based on the fact that the Company had nominal trading volume for its stock, and had negative shareholder equity at the time of issuance. The issuance of stock for patents assignment preserved the limited cash available currently in the Company.

Trademark

The Company registered “Great Water” as its Trademark for the Atmospheric Water Generator (“AWG”) and filtration units with the United States Patent and Trademark Office in 2008. Costs associated with submitting the applications for the Trademark in the amount of \$10,000 have been capitalized. The Company reviews for impairment of the Trademark whenever events or changes in circumstances indicate that the carrying amount of the Trademark may not be recoverable. In the event of impairment, the asset is written down to its fair market value.

License

On May 17, 2018, the Company had entered into a Licensing agreement with OriginClear, Inc. a Nevada corporation based in Los Angeles, California, engaging in the business of developing, manufacturing and marketing industry-leading products and services in wastewater treatment and water remediation for the oil and gas, algae, and feed industries as well as others rejecting or using large volumes of water. Pursuant to the Licensing agreement, the Company agreed to pay \$30,000 or issue OriginClear, Inc. 4,000 shares of Series C Preferred Stock in exchange for the technology licenses allowing the Company to sell the equipment for use in the industry for a period of three years. Accordingly, the Company capitalized license of \$30,000 and amortized it over three years.

NOTE 6- Convertible Notes Payable

As of December 31, 2023, the Company had convertible debt outstanding of \$526,490, net of debt discounts. The debt discounts associated with convertible notes were fully amortized as of December 31, 2023.

The Company recorded interest expenses of \$70,381 and amortization of \$57,616 for the year ended December 31, 2023, respectively. As of December 31, 2023, the accrued interest was \$64,455. During the year ended December 31, 2023, a portion of principal and accrued interest in the amount of \$63,500 and \$12,725, respectively, plus the conversion fees of \$4,000 were converted into 295,387,637 shares of the Company’s common stock.

The following is a schedule of convertible notes payable as of and for the year ended December 31, 2023.

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Note #	Issuance	Maturity	Principal Balance 12/31/22	New Loan	Principal Conversion	Reclassification	Principal Balance 12/31/23	Accrued Interest on Convertible Debt at 12/31/22	Interest Expense on Convertible Debt For the Period Ended 12/31/23	Accrued Interest on Convertible Debt at 12/31/23
A	On demand	On demand	\$ 240,000	\$ 20,200	\$ (25,000)	\$ 59,170	\$ 294,370	\$ 87,516	\$ 44,535	\$ 37,130
E	3/20/2018	3/20/2019	48,000	–	(18,500)	–	29,500	3,733	8,562	4,582
H	10/25/2021	10/25/2022	27,500	–	–	–	27,500	4,950	5,019	9,969
I	10/7/2021	10/7/2022	36,000	45,700	(20,000)	–	61,700	4,452	6,736	6,176
J	2/28/2022	2/28/2023	16,500	–	–	–	16,500	1,069	2,094	3,163
K	6/9/2023	6/9/2024	–	25,000	–	–	25,000	–	1,404	1,404
L	8/16/2023	8/16/2024	–	49,960	–	–	49,960	–	1,875	1,875
M	12/5/2023	12/5/2024	–	21,960	–	–	21,960	–	156	156
Total			\$ 368,000	\$ 162,820	\$ (63,500)	\$ 59,170	\$ 526,490	\$ 101,720	\$ 70,381	\$ 64,455

(A) Line of Credit I

On October 23, 2015, the Company issued an unrelated third party (the “Noteholder”) a 15% promissory note (the “Note A”), pursuant to which the Noteholder agreed to invest total amount up to \$600,000 into the Company for working capital. For the year ended December 31, 2023, the Company received an additional \$20,200 to this Note A.

On March 21, 2023, the original Noteholder sold the portion of the Note A’s principal and accrued interest in the amount of \$264,170 to three third parties.

The Note A is convertible at the Noteholder’s option into the shares of the common stock of the Company at a conversion price equal to 50% of the average of the lowest 3 closing prices for the ten (10) trading days immediately prior to but not including the Conversion Date. \$50,000 out of \$294,370 was in default and currently accrues interest at the default interest rate of 18%.

(E) Brewer Note Payable I

On March 20, 2018, the Company issued an unrelated Noteholder (the “Noteholder”) a 15% convertible promissory note (the “Note E”) in the amount of \$48,000 for services rendered. The Note E bears interest at a rate of 15% per annum and 20% default rate. The Note E is convertible at the Noteholder’s option into the shares of the common stock of the Company at a conversion price of 70% of the lowest trading price for the twenty (20) trading days immediately prior to but not including the conversion date, and the Noteholder should be reimbursed for the conversion cost by adding \$1,500 to the Principal of the Note E for each note conversion effected by Noteholder. The note is in default and currently accrues interest at the default interest rate of 18%.

(H) Brewer Note Payable II

On October 25, 2021, the Company issued an unrelated Noteholder (the “Noteholder”) a 15% convertible promissory note (the “Note H”) in the amount of \$27,500, with original issue discount of \$2,500. The Note H bears interest at a rate of 15% per annum and 18% default rate. The Note H is convertible at the Noteholder’s option into the shares of the common stock of the Company at a conversion price of 50% of the lowest trading price for the seven (7) trading days immediately prior to but not including the conversion date, and the Noteholder should be reimbursed for the

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conversion cost by adding \$1,000 to the Principal of the Note H for each note conversion effected by Noteholder. The note is in default and currently accrues interest at the default interest rate of 18%.

(I) Line of Credit II

On October 7, 2021, the Company issued an unrelated third party (the “Noteholder”) a 12% promissory note (the “Note I”), pursuant to which the Noteholder agreed to invest total amount up to \$100,000 for the Company’s operating expenses. The Note I bears interest at a rate of 12% per semi-annum and 18% default rate. The Note I is convertible at the Noteholder’s option into the shares of the common stock of the Company at a conversion price equal to 65% of the average of the lowest 3 closing prices for the ten (10) trading days immediately prior to but not including the Conversion Date. \$16,000 out of \$61,700 is in default and currently accrues interest at the default interest rate of 18%. For the year ended December 31, 2023, the Company received an additional \$45,700 to this Note I.

(J) Brewer Note Payable III

On February 28, 2022, the Company issued an unrelated Noteholder (the “Noteholder”) a 10% convertible promissory note (the “Note J”) in the amount of \$16,500, with original issue discount of \$1,500. The Note J bears interest at a rate of 10% per annum and 15% default rate. The Note J is convertible at the Noteholder’s option into the shares of the common stock of the Company at a conversion price of 50% of the lowest trading price for the twenty (20) trading days immediately prior to but not including the conversion date, and the Noteholder should be reimbursed for the conversion cost by adding \$1,500 to the Principal of the Note J for each note conversion effected by Noteholder. The note is in default and currently accrues interest at the default interest rate of 15%.

(K) Macro Note Payable I

On June 9, 2023, the Company issued an unrelated Noteholder (the “Noteholder”) a 10% convertible promissory note (“Macro Note K”) in the amount of \$25,000. The Note K bears interest at a rate of 10% per annum and matures on June 9, 2024. The Note K is convertible at the Noteholder’s option into the shares of the common stock of the Company at a conversion price of 55% of the lowest trading price for the one hundred twenty (120) trading days prior to the day that the Noteholder requests conversion but not including the conversion date. The conversion price for the accrued interest shall be \$0.0001 per share regardless of the trading price.

(L) Anything Media Note Payable I

On August 16, 2023, the Company issued an unrelated Noteholder (the “Noteholder”) a 10% convertible promissory note (the “Note L”) in the amount of \$49,960. The Note L bears interest at a rate of 10% per annum and matures on August 16, 2024. The Note L is convertible at the Noteholder’s option into the shares of the common stock of the Company at a conversion price of 55% of the lowest trading price for the one hundred twenty (120) trading days prior to the day that the Noteholder requests conversion but not including the conversion date. The conversion price for the accrued interest shall be \$0.0001 per share regardless of the trading price.

(M) Anything Media Note Payable II

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On December 5, 2023, the Company issued an unrelated Noteholder (the “Noteholder”) a 10% convertible promissory note (the “Note M”) in the amount of \$21,960. The Note M bears interest at a rate of 10% per annum and matures on December 5, 2024. The Note M is convertible at the Noteholder’s option into the shares of the common stock of the Company at a conversion price of 55% of the lowest trading price for the one hundred twenty (120) trading days prior to the day that the Noteholder requests conversion but not including the conversion date. The conversion price for the accrued interest shall be \$0.0001 per share regardless of the trading price.

NOTE 7- Notes and Loans Payable

On January 1, 2016, the Company issued its landlord a 12% promissory note in the principal amount of \$10,200 (the “Note 1”) to settle the accrued rents payable as of December 31, 2015 in amount of \$10,224. The Note 1 was due on December 31, 2016 and bears the interest at a rate of 12% per annum, payable at the end of each quarter. According to the Note 1, both principal and accrued interest should be converted into a mutually agreed amount of common shares of the Company when due. This Note 1 is currently default. As of December 31, 2023, the carrying value of the Note 1 was \$10,200, and accrued interest was \$9,822. For the year ended December 31, 2023, the Company recorded interest expenses of \$1,228 related to Note 1.

In connection with the acquisition of Water Zone on May 23, 2018, the Company agreed to pay the seller a cash payment of \$300,000 and a promissory note for \$355,000 as consideration for the acquisition of 100% ownership of Water Zone. The Company issued the seller a 7% promissory note in the principal amount of \$355,000 (the “Note 2”) payable in three equal annual payments in the amount of \$135,840. The Note 2 is secured by the Security Instruments as defined in Note 2. This Note 2 is currently default. As of December 31, 2023, the carrying value of the Note 2 was \$188,058, and accrued interest was \$ 103,231. For the year ended December 31, 2023, the Company recorded interest expenses of \$13,165 related to Note 2.

NOTE 8- Shareholders’ Equity

As of December 31, 2023, the Company had 800,000 shares of Series A Convertible Preferred Stock, 500,000 shares of Series B Convertible Preferred Stock, 440,000 share of Series C Convertible Preferred Stock, and 100,000 shares of Series D Preferred Stock issued and outstanding. As of December 31, 2023, the Company had 1,320,975,090 shares of Common Stock issued and outstanding, respectively.

As of December 31, 2023, the Company was authorized to issue 2,000,000,000 shares of common stock, \$.00001 par value, and 2,000,000 shares of preferred stock, \$.00001 par value, of which (a) 800,000 shares were designated as Series A Convertible Preferred Stock, which shall be convertible, at the option of the holder thereof, at any time after the date of issuance into one hundred (100) shares of fully paid and non-assessable shares of Common Stock; (b) 600,000 shares were designated as Series B Convertible Preferred Stock, which shall be convertible, at the option of the holder thereof, at any time after the date of issuance into one hundred (100) shares of fully paid and non-assessable shares of Common Stock; (c) 500,000 shares were designated as Series C Convertible Preferred Stock, which shall be convertible, at the option of the holder thereof, at any time after the date of issuance into one thousand (1,000) shares of fully paid and non-assessable shares of Common Stock; (d) 100,000 shares were designated as Series D Preferred Stock, which shall have one hundred thousand (100,000) times that number of votes on all matters submitted to the common shareholders, but no conversion rights; and (e) 10,000 shares were designated as Series E Convertible Preferred Stock, which shall be convertible, at the option of the holder thereof, into five thousand (5,000) shares of

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Common Stock. 10,000 shares Series E Convertible Preferred Stock shall have five thousand (5,000) shares that number of votes on all matters submitted to the common shareholders.

On February 1, 2023, the Company issued 33,333,333 shares of common stock to Ben Heuser for cash proceeds of \$50,000 at the conversion price of \$0.0015 per share.

On February 6, 2023, a portion of accrued interest and conversion expense of the Note E in the amount of \$7,713 was converted into 38,565,000 shares of common stock of the Company at the conversion price of \$0.0002 per share.

On April 20, 2023, a portion of principal and conversion expense of the Note E in the amount of \$21,500 was converted into 76,785,714 shares of common stock of the Company at the conversion price of \$0.00028 per share.

One May 8, 2023, a portion of principal, accrued interest and conversion expense of the Note I in the amount of \$26,012 was converted into 80,036,923 shares of common stock of the Company at the conversion price of \$0.00033 per share.

One June 7, 2023, a portion of principal, accrued interest and conversion expense of the Note A in the amount of \$25,000 was converted into 100,000,000 shares of common stock of the Company at the conversion price of \$0.00025 per share.

On July 31, 2023, the Company filed the amended articles of correction for the missing certificate of designation of 10,000 of Series E Convertible Preferred Stock, par value \$0.00001 per share.

NOTE 9- Discontinued operation

Water Zone's assets and liabilities are reclassified as net, liabilities from discontinued operation on the consolidated balance sheet. Water Zone's operating loss is separately reported as loss from discontinued operation on the consolidated statement of operations for the year ended December 31, 2023.

The Company had \$896,201 of net liabilities of discontinued operation at December 31, 2023.

	December 31, 2023
Cash	\$ 19
Receivables, net	148,040
Fixed asset, net	115,411
Accounts payable and accrued expenses	(342,392)
Notes and loans payable	(817,279)
Net liabilities of discontinued operation	\$ (896,201)

Discontinued operation of Water Zone ceased its operation on March 1, 2023, which are presented loss from discontinued operation in the amount of \$94,453 in the Company's consolidated statements of operations for the years ended December 31, 2023.

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	Year Ended December 31, 2023
Revenue	\$ 156,291
Cost of sales	(62,508)
Selling, general and administrative expenses	(205,849)
Other income	4
Gain on asset disposal	17,609
Loss from discontinued operation	\$ (94,453)

NOTE 10- Commitment and Contingencies

As of December 31, 2023, the Company had stock to be issued in amount of \$75,000, respectively, due to the following:

On April 6, 2018, the Company entered into an advisory service agreement with a consultant for capital markets strategies, marketing, media and event management and cash proceeds of \$200 in exchange for total 10,000,000 shares of Common Stock of the Company, of which 5,000,000 shares were issued on June 25, 2018 and 5,000,000 shares will be issued on or before October 6, 2018. The agreement had a term of twelve months effective from April 6, 2018 ending on April 6, 2019. The fair value of this stock issuance was determined by the fair value of the Company's Common Stock on the grant date, at a price of approximately \$0.015 per share. The second tranche of 5,000,000 shares, in the estimated amount of \$75,000, were not issued as of the date of this report.

As of December 31, 2023, the Company had \$25,500 due to third parties, which was borrowed to cover operating expenses.

NOTE 11- Related Party Transactions

The Company has agreed to compensate \$160,000 per year its Chief Executive Officer since 2015. The Company recognized \$160,000 for officer compensation and is included in selling, general and administrative expenses in the accompanying Consolidated Statements of Operations for the year ended December 31, 2023. As of December 31, 2023, the balance of accrued officer compensation was \$544,388.

On May 12, 2023, the Chief Executive Officer entered into a preferred stock purchase agreement with Epic Group Enterprises, LLC, pursuant to sell the CEO's 100,000 shares of Convertible Preferred Series D for \$25,000. 100,000 shares were designated as Series D Preferred Stock, which shall have 100,000 times that number of votes on all matters submitted to the common shareholders, but no conversion to common stock rights.

NOTE 12- Subsequent Events

In accordance with ASC Topic 855-10 "*Subsequent Events*", the Company has evaluated its operations subsequent to December 31, 2023 to the date these consolidated financial statements were issued, and determined that there were subsequent events or transactions that required recognition or disclosure in the financial statements.

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On January 29, 2024, a portion of principal, accrued interest and conversion expense of the LOC Note I in the amount of \$54,000 were converted into 200,000,000 shares of common stocks at the conversion price of \$0.0003 per share.

On March 26, 2024, the Company issued a 10% convertible promissory note (“Anything Media III”) in the amount of \$28,960.

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 Annual Report or Annual Report.

The certifications shall follow the format below:

I William Scott Tudor certify that:

1. I have reviewed this Disclosure Statement for WATER TECHNOLOGIES INTERNATIONAL 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.

April 15, 2024

/s/ William Scott Tudor

Principal Financial Officer:

I, William Scott Tudor certify that:

1. I have reviewed this Disclosure Statement for WATER TECHNOLOGIES INTERNATIONAL 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.

April 15, 2024

/s/ William Scott Tudor