

## WINNING BRANDS CORPORATION

C/O National Registered Agents  
180 Greentree Drive, Suite 101  
Dover, Delaware 19904  
Tel: (866) 722-3542

[www.WinningBrandsCorporation.com](http://www.WinningBrandsCorporation.com)  
CustomerService@WinningBrands.ca

## Annual Report

For the Twelve Months ending December 31, 2024  
(the "Reporting Period")

### Outstanding Shares

The number of shares outstanding of our Common Stock was:

7,328,966,802 as of December 31, 2024

6,767,466,802 as of December 31, 2023

### Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

### Change in Control

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

Yes: ☐ No: ☒

---

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

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

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

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

**WINNING BRANDS CORPORATION**

Current State and Date of Incorporation or Registration: DELAWARE, May 1995

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

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

Essex Enterprises, Inc., May 1995 (Incorporation) to Dec 1996;

Veronique, Inc., From Dec 1996 to Apr 1999;

Digital Launch, Inc., From Apr 1999 to Feb 2000;

Global E Tutor, Inc., From Feb 2000 to Oct 2005;

Winning Brands Corporation from October 2005 to the Present

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 place of business:

54 Cedar Point Drive, Unit 1207-15A  
Barrie, Ontario, Canada L4N 5R7

Address of the issuer's principal place of business:

*X 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:

Application for Involuntary Bankruptcy brought by Charles Perlman of Ste. Lazare, Quebec, Canada as a mechanism of creditor enforcement. The application was not supported by any other party, and was opposed by the reporting issuer. A Settlement Agreement between the parties with regard to this action was entered into as an event subsequent to the end of this reporting period. The case has been adjourned by the court sine die (with no appointed date for resumption) pending fulfilment of the Settlement Agreement. Failing fulfillment, bankruptcy enforcement right remains, however upon fulfillment, the action will be permanently withdrawn.

## 2) Security Information

### **Transfer Agent**

Pacific Stock Transfer  
(800) 785-7782  
info@PacificStockTransfer.com  
6725 Via Austi Parkway, Suite 300  
Las Vegas, Nevada, 89119  
[www.PacificStockTransfer.com](http://www.PacificStockTransfer.com)

### **Publicly Quoted or Traded Securities:**

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

Trading symbol:	WNBD
Exact title and class of securities outstanding:	Common Shares
CUSIP:	975012105
Par or stated value:	\$0.001
Total shares authorized:	10,000,000,000 as of Dec 31, 2024
Total shares outstanding:	7,328,966,802 as of Dec 31, 2024
Total number of shareholders of record:	250 as of Dec 31, 2024

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

Not Applicable

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

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

Exact title and class of the security:	Preferred Shares
Par or stated value:	\$0.001
Total shares authorized:	25,000,000 as of Dec 31, 2024
Total shares outstanding:	10,000,000 as of Dec 31, 2024
Total number of shareholders of record:	2 as of Dec 31, 2024

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

Not Applicable

### **Security Description:**

*The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:*

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

Common Shares as at Dec 31, 2024 : 1 vote per share. No dividend.

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

Preferred Shares as at Dec 31, 2024: 500 votes per share. No dividend. Convertible to Common 1:1.

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

Not Applicable

**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.**

Not Applicable

### **3) Issuance History**

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

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

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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u>  Date Dec 31, 2021 Common: 5,389,305,754 Preferred: 10,000,000			Share Count is Transfer Agent Verified						
Date	Transaction Type	Number of Shares Issued (or cancelled)	Security Class	Value of shares issued (\$/per share) at Issuance	Discount to Market (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.
Feb 22, 2022	Issuance	45,401,369	Common	.0003	Yes	Machiavelli Ltd LLC/Joe Canouse	Debt Retirement	Unrestricted	Section 4(a)(1)
Mar 14, 2022	Issuance	46,093,013	Common	.0003	Yes	Machiavelli Ltd LLC /Joe Canouse	Debt Retirement	Unrestricted	Section 4(a)(1)
Jan 05, 2023	Issuance	333,333,333	Common	.0003	No	Trillium Partners LP/ Stephen Hicks (Simple purchase, not debt)	Working Capital	Unrestricted	Reg A
Jan 23, 2023	Issuance	333,333,333	Common	.0003	No	Trillium Partners LP/ Stephen Hicks (Simple purchase, not debt)	Working Capital	Unrestricted	Reg A
Mar 31, 2023	Issuance	300,000,000	Common	.00005	Yes	JP Carey Enterprises/ Joe Canouse	Debt Retirement	Unrestricted	Section 4(a)(1)
May 26, 2023	Issuance	320,000,000	Common	.00005	Yes	JP Carey Enterprises/ Joe Canouse	Debt Retirement	Unrestricted	Section 4(a)(1)
Feb 5, 2024	Issuance	232,500,000	Common	.00005	Yes	JP Carey Enterprises/ Joe Canouse	Debt Retirement	Unrestricted	Section 4(a)(1)
Oct 29, 2024	Issuance	329,000,000	Common	.00005	Yes	JP Carey Enterprises/ Joe Canouse	Debt Retirement	Unrestricted	Section 4(a)(1)
Shares Outstanding on Date of This Report: <u>Ending Balance</u>  Date Dec 31, 2024 Common: 7,328,966,802 Preferred: 10,000,000									

## B. Promissory and Convertible Notes

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

The Debt Securities table below is to be read in conjunction with this Preface and Footnotes:

The Debt Securities table is published on a No Prejudice basis, vis a vis indicated creditors. The issuer of the debt instruments (Winning Brands Corporation or its subsidiary or any guaranteeing individual; "debtor") may have recourse to settlement options that arise from negotiation or statutory rights, including relief under limitation periods, interest adjustment, correction of any detail for accuracy, failure by the creditor to perform an obligation toward the debtor, and discovery of a creditor's violation of a warranty or representation toward the debtor. The foregoing reserved rights also include protection from interference by a creditor with the debtor's ability to perform any obligation toward the creditor, or the failure by a creditor to comply with applicable norms and conventions governing their conduct toward the debtor. The table below is disclosure of notes for securities filing purposes only and is not evidentiary for purposes of litigation between any noteholder and debtor. The table does not include accounts payable to suppliers, credit card lines of credit, commercial merchant cash advances that are from time to time repayable from cashflow, third party accounts receivable financing arising from delivered merchandise, bank overdraft protection or loans/notes that have been retired by repayment, or not originally intended for conversion to equity, negotiated alternative settlement or write-off for whatever reason.

Date of Note Issuance	Outstanding \$ Balance	Principal \$ Amount at Issuance	Interest \$ Accrued	Maturity Date	Conversion Terms (e.g. Price Mechanism for Determining Conversion of Instrument to Shares)	Name of Noteholder (Entities have Individual with Voting /Investment Control Disclosed)	Reason for Issuance
Jan 22/13	10,000	5,000	5,000	Jan 22/14	50%	John Kennison	Working Capital <a href="#">Footnote 1</a>
Mar 24/17	5,000	5,000	TBD	Mar 24/18	50%	Machiavelli (Joe Canouse)	Working Capital
Jun 29/17	5,000	5,000	TBD	Jun 29/18	50%	Machiavelli Ltd LLC (Joe Canouse)	Working Capital
Feb 10/21	26,000	26,000	6,450	Feb 10/22	50%		Working Capital
Mar 5/21	36,000	36,000	N/A	Mar 05/22	50%	JP Carey Enterprises (Joe Canouse)	Working Capital
2017 -2021	300,000	300,000	Included	2022	Settlement	Charles Perlman	Debt Conversion <a href="#">Footnote 2</a>
June 15/21	48,500	48,500	N/A	Jun 15/21	Future Issuance .00125	Congregation Yisroel Zev (Sol Kahan)	Working Capital
Aug 3/2021	103,000	103,000	Included	Aug 3/22	40%	J.P.Carey Limited Partners L.P. Joe Canouse	Working Capital
Nov 23/21	27,500	27,500	Included	Nov 23/22	50%	J.P.Carey Limited Partners L.P./Joe Canouse	Working Capital
Mar 01/22	50,000	50,000	N/A	Mar 01/23	50%	J.P.Carey Limited Partners L.P. /Joe Canouse	Working Capital
Apr 06/22	50,000	50,000	N/A	Apr 06/23	50%	J.P.Carey Limited Partners L.P. / Joe Canouse	Working Capital
Apr 25/22	30,000	30,000	N/A	Apr 25/23	50%	Congregation Yisroel Zev (Sol Kahan)	Capital Pool <a href="#">Footnote 3</a>

May 31/22	50,000	50,000	N/A	May 31/23	50%	Congregation Yisroel Zev (Sol Kahan)	Capital Pool
Nov 22/22	66,000	66,000	N/A	Apr 22/2023	50%	J.P.Carey Limited Partners LP./Joe Canouse	Working Capital
Mar 31/23	11,550	11,550	N/A	Mar 31/2024	50%	J.P.Carey Limited Partners LP/ Joe Canouse	Working Capital
Jul 11/24	15,000	15,000	N/A	Jul 11/25	50%	J.P> Carey Limited Partners LP/ Joe Canouse	Working Capital

#### WINNING BRANDS NOTICE TO READER:

If after reading the Preface to the table, any party who believes that their debt security is not included in the disclosure above, or whose description differs from their own records, is invited to contact the filer directly for review of same:

[customerservice@winningbrands.ca](mailto:customerservice@winningbrands.ca)

**Footnote 1:** In May of 2019, the note holder chose to exercise the conversion right of the promissory note but was prevented by his own financial institution from depositing a settlement stock certificate in paper form, due to the policies of that institution, not due to any fault by the issuer. The issuer has agreed to delay the conversion until such time that the note holder qualifies for deposit with their financial institution. Conversion pricing may be reviewed at that time.

**Footnote 2** Commencing in 2017 advances for working capital were made by an unaffiliated individual, Charles Perlman. Minutes of Settlement were arrived at pursuant to litigation. The Minutes of Settlement contained provision for enforcement of 60% annual interest. The Minutes of Settlement allowed payment at any time without penalty, with or without equity conversion. Payments on account were made. In earlier OTC filings, \$300,000 has been the estimated remaining net burden to Winning Brands. As a development subsequent to the reporting period ending Dec 31, 2024, a new Settlement Agreement has been reached whereby this obligation is being purchased by a 3<sup>rd</sup> party. The amount due by the issuer will not increase as a result of this purchase. The interest rate to be paid to the new creditor, however, will be reduced. The court action for enforcement by the original creditor will be withdrawn upon completion of the debt purchase. Fulfillment of this new Settlement Agreement has already begun and will be completed by the end of Q3 2025.

**Footnote 3:** Funds earmarked for a specific purpose, as compared with general working capital.

**General:** There are additional loans and contingent obligations which were not originally convertible to shares and are therefore included in the totals within the Loans Payable or accounts payable section of the Balance Sheet rather than this table. Such contingent obligations include potential retroactive compensation to management and/or staff, the amounts for which may be triggered by, and vary in amount subject to diverse operational events such as mergers, acquisitions, the emergence of joint ventures and other events related to the business of the issuer. Settlement of such contingent obligations may occur through authorized share issuances including but not limited to Section 3(a)10, similar mechanisms, or by other means.

#### 4) Issuer's Business, Products and Services

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

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

Winning Brands Corporation is a Delaware holding company that has investments in enterprises that manage a portfolio of consumer and commercial product brands.

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

Subsidiary: Niagara Mist Marketing Ltd

Subsidiary: GestureTek Media Corporation

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

In the chemical sector, Winning Brands Corporation has an interest in Niagara Mist Marketing Ltd, whose lead product is 1000+ Stain Remover / Spray Cleaner Concentrate. The lead retailers for this product in the USA are Home Depot (online), Walmart (online) and select independent hardware stores. The lead retailer for this product in Canada is Home Hardware. Others in Canada include select locations of Federated Co-op, Benjamin Moore, and other independent retailers. Niagara Mist Perfume, Official Fragrance of the City of Niagara Falls has been sold in select Sheraton, Marriott and specialty retail locations since 2023. For maximum efficiency, Niagara Mist Marketing Ltd utilizes third party contracting arrangements for production. Select non-executive operations are performed by means of outsourced staffing arrangements in joint ventures and otherwise.

Winning Brands has more recently gained an interest in the technology sector via the GestureTek brand of electronics and associated intellectual property rights. GestureTek's equipment is supplied to a variety of institutions in North America and internationally, in the field of gesture-controlled interactive custom video immersive experiences. These institutions include hospitals, schools, government offices and corporate headquarters and display events. Management anticipates expansion of this reach to include supermarkets and other retailers.

**5) Issuer's Facilities**

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

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

In view of the mostly subcontracted nature of production, and for cost efficiency, conventional executive offices and manufacturing facilities have been replaced by virtual operations that leverage 3<sup>rd</sup> party services including mail centers, message forwarding and online conferencing for meetings when possible. The issuer's website provides current telephone and email information to respond to shareholders and public enquiries. The reader is advised to consider the issuer's assets to be rooted in intellectual properties rather than being physical in nature.

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

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

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

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual

representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

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	Notes
Eric Lehner	Chairman, CEO	Barrie, Ontario	108,740	Com.	.00002	Restricted
			9,500,000	Pref.	95%	500 Votes per Share

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

## 7) Legal/Disciplinary History

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

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

No

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

No

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

No

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

No

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

No

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

No

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

Charles Perlman of Ste. Lazare, Quebec filed an application for involuntary bankruptcy of the issuer, and its subsidiary operations, and its principal, in Q2 2024. The application was filed in Ontario, Canada. The application was made to enforce an Ontario, Canada judgment regarding earlier loans by the applicant that are disclosed in this report and in earlier public filings. The application was opposed by the respondents on a number of grounds. As a development subsequent to this reporting period, a new Settlement Agreement was reached in March 2025. The court case has been adjourned without a new date, to allow fulfillment of the Settlement Agreement. Substantial payment on account has already been made pursuant to this new Settlement Agreement. The Agreement calls for completion of payments thereunder by and within Q3 2025, at which time the enforcement action will be withdrawn. Failure to fulfill the Settlement Agreement will result in the creditor exercising his original rights of enforcement, with consent.

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

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

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

### Securities Counsel (must include Counsel preparing Attorney Letters).

Vic Devlaeminck, Esq.  
10013 NE Hazel Dell Avenue, Suite 317  
Vancouver, Washington 98685  
(503) 806-3533  
Vic@VicDevlaeminck.com

### Accountant or Auditor

Internal

### Investor Relations

Internal

*All other means of Investor Communication:*

X (Twitter): @WinningCEO

Winning Brands management cautions social media users to consider OTC:WNBD as being in the highest risk category of investment, and not suitable for most investors. Most OTC Markets equity investors, on average, experience a net loss over time. Exceptions require astute trading and risk mitigation. Investors in OTC:WNBD stock should only invest what they can afford to lose. Despite best efforts, Winning Brands management can make no future performance guarantees. In all public communications and filings, the term “Winning Brands” may pertain to the issuer, Winning Brands Corporation (Delaware), or to the operation of subsidiary Niagara Mist Marketing Ltd, which has an Ontario Master Business License to use “Winning Brands” as a “dba” for its consumer product activities. The interpretation of the term “Winning Brands” is context dependent.

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.

Not Applicable

**9) Disclosure & Financial Information**

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

Name: Eric Lehner  
Title: CEO  
Relationship to Issuer: Officer, Director

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: Eric Lehner  
Title: CEO  
Relationship to Issuer: Officer, Director

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup>

B.A. (Econ), First-hand knowledge of the facts, over 20 years of direct experience with such preparation.

Provide the following qualifying financial statements:

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

**Financial Statement Requirements:**

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

## **10) Issuer Certification**

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Eric Lehner, certify that:

1. I have reviewed this Disclosure Statement for Winning Brands Corporation;
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 14, 2025

/s/ Eric Lehner, Chairman & CEO

---

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

# Preamble

This document is subject to change or re-statement at any time with regard to, but not limited to, the treatment of the combination/consolidation of subsidiary reporting, the treatment of assets acquired by the issuer, tax planning, attribution of debt between related entities, contingent liabilities arising from forbearance negotiations, valuation of intellectual property, recognition and treatment of technology sales, customer deposits, multi-jurisdictional reconciliation of the aforementioned, contract rights, treatment of debt conversion rights that may be subject to changing conditions or accounting treatment, application of statutes of limitations pertaining to foundational debt, etc.

The net effect of such final treatment may include, but not be limited to, altering the risk profile of the issuer, introducing new facts as they become known, responding to changing reporting protocols, transferring portions of reported activity to entities which do not form part of the combination and consolidation, or the addition of activity retroactively that had not formed part of the combination and consolidation. The issuer cautions the reader that the present filing may not be suitable for their individual purposes and should not be relied upon for investment decisions.

The ability of the issuer to conduct business is subject to the cooperation of creditors and other stakeholders, whose cooperation may not be forthcoming. The issuer is dependent upon additional financing, which may may not be available, irrespective of any positive business prospects that may exist. The purpose of this Preamble is to provide disclosure of unlimited financial risk associated with the issuer.

# Winning Brands Corporation

## Combined and Consolidated Balance Sheet For the Twelve Months Ending December 31, 2024 (The accompanying Preamble and Notes form an integral part of this financial statement)

(Unaudited)

Page 1 of 2

<b>ASSETS</b>	31-Dec-24	31-Dec-23
<i>Current</i>		
Cash	1,742	2,500
Accounts Receivable	2,442	11,475
Inventory	6,010	12,300
<i>Current Assets</i>	10,194	26,275
<i>Non Current Assets</i>		
Prepays	1,000	1,000
2022 Write-down Allowance 2013 Section 3(a)(10)		
Loans Receivable		
Property, Plant, Equipment	13,790	63,991
Intellectual Property Allocation Tech Division	1,457,009	1,457,009
Goodwill	50,000	
<i>Non Current Assets</i>	1,521,799	1,522,000
<i>Total Assets</i>	1,531,993	1,548,275
<b>LIABILITIES</b>		
<i>Current</i>		
Bank Operating Line of Credit	67,500	60,000
Accounts Payable & Accruals	674,096	602,869
Other Current Liabilities	275,000	275,000
<i>Current Liabilities</i>	1,016,596	937,869
<i>Long Term Liabilities</i>		
Loans Payable (See Note 9(i) to Financial Statements)	2,930,452	2,829,793
<i>Total Liabilities</i>	3,947,048	3,767,662

**(Balance Sheet Continued from Page 1)**

**STOCKHOLDERS' EQUITY (DEFICIENCY)**

*Preferred Stock*

15,000,000 Shares Authorized

10,000,000 Shares Outstanding	10,000	10,000
-------------------------------	--------	--------

*Common Stock*

7,000,000,000 Shares Authorized

7,328,966,802 Shares Outstanding	5,896,990	5,896,990
----------------------------------	-----------	-----------

Additional Paid-in Capital	7,205,529	7,283,578
----------------------------	-----------	-----------

Retained Earnings (Accumulated Deficit)	(15,527,574)	(15,409,955)
---	--------------	--------------

<i>Shareholders Equity</i>	(2,415,055)	(2,219,387)
----------------------------	-------------	-------------

<i>Total Liabilities and Equity</i>	1,531,993	1,548,275
-------------------------------------	-----------	-----------

# Winning Brands Corporation

**Combined and Consolidated Profit and Loss Statement**  
**For the Twelve Months Ending December 31, 2024**  
**(The accompanying Preamble and Notes form an integral part of this financial statement)**

	31-Dec-24	31-Dec-23
<b>Sales</b>	136,511	179,210
Cost of Goods Sold	65,330	98,500
Gross Contribution	71,182	80,710
<b>Operating Expenses</b>		
Administration and Bookkeeping	4,700	21,205
Advertising and Promotion	1,265	12,315
Banking Charges	1,238	7,233
Computer Services and Web	2,080	5,481
Dues and Subscriptions	400	400
Hosting/Entertainment	112	210
Financing Costs and Fees	52,300	120,300
Premises, Occupancy and Maintenance	16,652	17,875
Freight, Courier, Postage	509	4,900
Insurance	4,048	3,516
Legal, Accounting & Professional Fees	12,250	29,860
Office Expenses	2,223	23,890
Management	10,000	21,500
Telecommunications	2,920	4,530
Vehicles and Travel	1,578	2,977
Tech Div Net Support	76,526	200,000
Total Expenses	188,801	476,192
<b>Net Income (Loss)</b>	<b>(117,619)</b>	<b>(395,482)</b>

**Winning Brands Corporation**

Statement of Cashflow for the Twelve Months Ending December 31, 2024

**(The accompanying notes and preamble form an integral part of this financial statement)**

<b>Cash at Beginning of Period</b>		2,500
Cashflow from Operating Activity		
Net Income	(117,619)	
<i>Additions to Cash</i>		
Decrease in Accounts Receivable	9,033	
Decrease in Inventory	6,290	
Decrease in Property, Plant & Equipment	50,201	
Increase in Bank Line of Credit	7,500	
Increase in Accounts Payable	71,227	
Increase in Loans Payable	100,659	
<i>Net Cash from Operations</i>		127,291
<i>Subtractions from Cash</i>		
Outlays for Unfunded Prior Backorders		(128,049)
<b>Cash at End of Period</b>		<u><u>1,742</u></u>

**Winning Brands Corporation**  
**Stockholder Equity Statement**  
**For the Twelve Months Ended December 31, 2024**  
**(The accompanying preamble and notes form an integral part of this financial statement)**

**Common Stock**

Balance, Beginning of Period (\$)	5,896,990
Common Stock Issued At Par or Greater	-
Balance, End of Period (\$)	<u>5,896,990</u>

**Preferred Stock**

Balance, Beginning of Period (\$)	10,000
Preferred Stock Issued (At Par or Greater)	-
Balance, End of Period (\$)	<u>10,000</u>

**Retained Earnings (Deficit)**

Balance, Beginning of Period (\$)	(15,409,955)
Net Income (Loss)	<u>(117,619)</u>
Balance, End of Period	(15,527,574)

**Additional Paid-in Capital**

Balance, Beginning of Period (\$)	7,205,529
Restatement	-
Balance, End of Period	<u>7,205,529</u>

<b>Total Stockholder Equity (Deficiency)</b>	<u><u>(2,415,055)</u></u>
--	---------------------------

# Winning Brands Corporation

## Notes to Combined & Consolidated Financial Statements For the Twelve Months Ending December 31, 2024

### (To be read with the Preamble Attached Hereto) Summary of Significant Accounting Policies

#### 1. Nature of Business

Winning Brands Corporation, a Delaware entity, is an SEC non-reporting issuer quoted by the symbol WNBD on OTC Markets, filing under the Alternative Reporting Standard. Winning Brands Corporation has majority control over Niagara Mist Marketing Ltd (NMML) which has been in business since 1977 as Niagara Mist, Niagara Mist Cosmetics and since 2006 as “dba Winning Brands”. Niagara Mist’s activities include manufacturing household and commercial cleaning and specialty chemicals, and cosmetics, i.e. perfume. Winning Brands Corporation (Delaware), the issuer, broadened the scope of its interests in 2021 and 2022 through the acquisition of intellectual properties for gesture controlled interactive immersive experiences known as GestureTek. As of Q4 2022 court approval was granted for Winning Brands Corporation to acquire all operating interests of GestureTek, as described in earlier issuer management reports. This provides the basis for a consolidated presentation of these interests.

#### 2. Basis of Presentation

These combined consolidated financial statements include Winning Brands Corporation and its subsidiary interests Niagara Mist Marketing Ltd, a separate but historically related corporation under common control, XMG Corporation (a now dormant related company under common ownership) and a new technology division, GestureTek. Some columns and line items are rounded to achieve intercompany consistency with original books of entry. Duplicative accounts and transactions have been eliminated in order to reflect the net offset of their combined operations. Combination and consolidation involve best efforts to merge amounts between similar categories of income and expenditure. These financial statements reconcile such factors for material approximation of the combined company elements. This is an aid to Winning Brands common shareholders to approximate group assets, liabilities, opportunities, and risks. The companies operate in more than one tax jurisdiction. This requires individuation of the entities for tax filing purposes. Tax filings are not combined and consolidated, and thus are not comparable to the combined reporting tool of these financial statements. The reader is cautioned that these financial statements may not be suitable for their purposes and no obligation exists by the company to address specific analytical requirements. Winning Brands management reserves the right to modify the basis of combination and consolidation at any time to improve the quality of presentation.

### **3. Foreign Currency Translation**

The consolidated financial statements are presented in United States Dollars as follows:

Conversion of Canadian to US Dollars, vice versa, and any other foreign currency, at prevailing bank rates at the time of the preparation of the applicable report, for relevance to the reader at the time of preparation.

### **4. Use of Estimates and Assumptions**

The preparation of the accompanying combined consolidated financial statements requires management to make estimates and assumptions that affect the results of reported assets, liabilities, revenue, and expenses. Actual results may differ from these estimates.

### **5. Going Concern**

These combined consolidated financial statements have been prepared assuming that the company will continue as a going concern. This contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Additional financing is needed for the successful completion of the company's contemplated plan of operations. The company's ability to raise additional equity or debt financing is unknown. An inability to resolve these factors would undermine the company's ability to continue as a going concern. These financial statements do not include any adjustments to address such an eventuality.

### **6. Inventory**

Inventories consist of finished products for resale as well as raw materials and packaging components held at relevant facilities on the final day of the reporting period. This figure may vary considerably on a daily basis. Finished products are valued at cost including materials, labor and overhead.

## 7. Property, Plant & Equipment

Property, plant & equipment assets have stated at cost and are amortized at the annual rates noted below, stopping at minimum value. Additions during the reporting period are amortized at one half of the annual rates. Where necessary, write-off of assets that are no longer usable or in the issuer's control is being made.

<u>Category</u>	<u>Rate</u>	<u>Method</u>
Equipment & dies	4%	Declining balance
Computers	30 to 100%	Declining balance
Vehicles	30%	Declining balance
Leaseholds	5 Yr.	Straight line
Furniture & fixtures	20%	Declining balance
Signs	20%	Declining balance

## 8. Revenue Recognition

Revenue is recognized when invoices for goods and services are generated, or consulting is earned through work performed against milestones. Revenue includes the sale of consultative services which may become earned in respect of transactions that are in-process. The inclusion of such revenue in the financial statements as Accounts Receivable or sales reflects the present value of the company's operations during the reporting period if the applicable transactions were to be completed.

## 9. Financial Instruments & Risk Management

### a. Foreign Currency Risk

The company is exposed to currency risk as some of its subsidiaries' accounts receivable and accounts payable are denominated in U.S. dollars and Canadian dollars. The company's subsidiaries also incur revenue and make expenditures in these currencies. Unfavorable changes in the applicable exchange rate may result in a decrease in any foreign exchange gain or an increase in any foreign exchange loss.

### b. Credit risk

Credit risk arises from the possibility that entities to which the company sells products or services may experience financial difficulty and be unable to fulfil their contractual obligations. This risk is mitigated by proactive credit management policies that include monitoring of the debtors' payment history to the company.

**c. Fair value**

The fair value of instruments is based on the amount at which they could be exchanged in a transaction between knowledgeable and willing parties. The fair value of accounts receivable, inventory, prepaid expenses, accounts payable and accrued expenses are at historical cost amount due to their short-term nature. The fair value of long-term assets is estimated to approximate the recorded amounts. The recorded amount treatment is also applied to intellectual property. Intellectual property valuation is extrapolated from the price paid by earlier investors to acquire interests therein.

**d. Prepaids**

Payment in advance toward acquisition of rights and entitlements of various kinds, including but not limited to, corporate acquisition activity.

**e. Write-down Allowance 2013 Section 3(a)(10)**

On the Balance Sheet, this figure was an allowance for earlier reduction of obligations that had existed in 2013. This note exists for historical continuity and will be removed in due course.

**f. Subscriptions Receivable - Restricted Shares/Loans Payable**

In 2006, Subscriptions Receivable were funds owed by the founding CEO, Eric Lehner, for common shares issued to him at the time of the reorganization between Niagara Mist Marketing Limited and Global E-Tutor, under the new name Winning Brands Corporation. These shares, intended as compensation, never became free-trading, and were subjected to a reverse split in 2013, thus negating their compensation value. The original compensation became payable, but was not paid to Mr. Lehner, in lieu of which compensation accrues at the rate of \$120,000 per annum for services rendered since 2013. This is included as owing to Mr. Lehner in the Loans Payable category on the balance sheet. The Subscription Receivable category has been retained to provide for possible future issuance of stock on a receivable payment basis, should such a requirement emerge.

**g. Advances Receivable**

In consideration of forbearance by the CEO of market compensation for services rendered, no security or recovery is required henceforth in respect of the advances receivable recorded in prior years pending payment of executive compensation. This note to the Financial Statements is being retained for historical continuity only and will be removed in due course.

#### **h. Intellectual Property - Trade Secret Formulations & Trademarks and Conditional Rights to Protection Under Applicable Patents**

Winning Brands Corporation (Delaware) subsidiaries, Niagara Mist Marketing Limited, and GestureTek Media Corporation, utilize (with the conditional permission of the issuer) a portfolio of intellectual proprieties relating to proprietary chemical formulations, and software/hardware technology know-how, as well as trademarks and patent protection. These provide the basis for commercially distinct products with unique selling propositions. No assumed “*market value*” of these intellectual properties is reflected in these financial statements. The determination of value is based on the cash investment made in their research and development, or acquisition, and/or value paid by earlier investors to participate therein. The stated balance sheet value for Winning Brands of GestureTek’s intellectual property is reflected at 85% of the \$1.5 Million cash originally contributed as capital by minority shareholders of GestureTek Health, Inc into that entity for the purpose of the advancement of the medical market technology. Continuing contributions to this value are also reflected as Goodwill. Earlier 3<sup>rd</sup> party investment in GestureTek Health Inc created the newest GestureTek intellectual property assets. The inclusion of this cost-based attribution to Winning Brands Corporation (Delaware) is in exchange for granting those contributors up to 20% minority conditional interest in Winning Brands Corporation (Delaware)’s new GestureTek subsidiary, GestureTek Media Corporation, and a transference of all health market rights previously vested in GestureTek Health Inc. (GTH) thereto. GTH was never subject to bankruptcy or trusteeship. Additional cost-based attribution of GestureTek intellectual property arises from the cash cost to Winning Brands Corporation (Delaware) of trusteeship settlement payments of U.S. \$226,000. This intellectual property and other assets are partially reflected in the Intellectual Property category. Management believes that a fair *market valuation* of these intellectual property assets in the future will be higher than shown presently, if the issuer achieves adequate operational financing. This improved valuation would manifest return of the GestureTek brand to normal business operations following adequate financing. Historically, on average, GestureTek brand sales exceeded, annually, the entire intellectual property value attribution that is described above.

#### **i. Loans Payable**

Additional loans that were not originally convertible exist between the issuer and third parties, founders and management, including unpaid compensation to CEO Eric Lehner that is accruing via this line item. All are subject to forbearance arrangements that are being negotiated. These are not possible to define in final terms at the time of the preparation of these financial statements. This includes contingency for settlements with creditors. This disclosure exists to emphasize to the reader the potential impact of such repayments.

#### **j. Comparative figures**

Certain comparative figures have been reconciled in adjustment of financial statements of prior years with the current year. This includes amongst other things the treatment of expense recoveries and their allocation and classification. Expense recoveries occur occasionally and arise from the negation of an earlier recorded expense accrual by changed circumstances in which the service provider delivered products and services in variance to the originally recorded invoice pertaining thereto. Other adjustments may arise from new expense and income categories, and new capitalization categories associated with corporate merger and acquisition activity for combination and consolidation purposes.