DISCLOSURE STATEMENT PURSUANT TO THE PINK BASIC DISCLOSURE GUIDELINES

WEALTHCRAFT CAPITAL, INC.

A Nevada Corporation ("Company")

[Executive Office]
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Pomona, California 91766
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Website: www.wealthcraftcapital.com
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SIC CODE: 7381

AMENDED ANNUAL REPORT

For the period ending December 31, 2023 (the "Reporting Period").

EXPLANATORY NOTE

The sole purpose of this Amended Annual Report (Amendment No. 1) on the Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines Form for the period ended December 31, 2023 is to correct the financial statements. Item 9 to this Amended Annual Report provides the corrected financial statements and related notes. This Amended Annual Report speaks as of the original filing date of the Disclosure Statement and as to the corrected Item 9. This Amended Annual Report does not reflect events that may have occurred subsequent to the original filing date and does not modify or update in any way disclosures made in the original Annual Report. For additional and current information, see the Quarterly Report for the period ending March 31, 2024, filed with the OTC Markets Group Inc on May 17, 2024, as well as other reports that may be filed and updated from time to time in our filings with the OTC Markets Group Inc.

REPORT

Outstanding Shares

The number of shares outstanding of our Common Stock was:

75,673,060 share as of the Current Reporting Date (December 31, 2023) and the date hereof.
75,673,060 share as of the date of the most recent completed fiscal year (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 of the Company has occurred during this reporting period:

Yes: ☐ No: ☒

Item 1. Name and address(es) of the Issuer and its predecessors (if any)

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

The current name of the Issuer and the names used by predecessor entities and the dates of the name changes are as follows:

Issuer: **WEALTHCRAFT CAPITAL, INC.**

Wealthcraft Capital, Inc.	February 1, 2017	to present
Formerly Wealthcraft Systems, Inc.	October 19, 2006	to January 31, 2017
Formerly Parque La Quinta Estates	October 29, 1992	to October 19, 2006

Predecessor Entities:

None

Except for the name changes referred to above, there have been no name changes or changes in the state of incorporation since inception.

Current State and Date of Incorporation or Registration
Standing in this jurisdiction: (e.g. active, default, inactive)

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

The state and date of incorporation is Nevada on October 29, 1992. At all times, the Company has been a Nevada corporation (there have been no changes in the state of incorporation since inception). The Company is an active corporation, validly existing and in good standing under the laws of the State of Nevada, with a valid and existing Nevada State Business License, and is current with its report filings.

On April 5, 2018, the Company acquired a majority interest in Geaux Industries ("Geaux"), a provider of security services for commercial, retail, and industrial customers in exchange for 4,000,000 shares of the Company's Common Stock. These shares were subsequently issued by the Company to William Mayhew, Jr on November 8, 2018, and were valued at $ 0.25 per share. The Exchange Agreement provides for the Company to acquire the minority interest, under certain terms and conditions. Geaux is an active corporation, validly existing and in good standing under the laws of the State of California, with valid and existing applicable licenses (to include the State of California Department of Consumer Affairs), and is current with its Secretary of State report filings.

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

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

300 South Park Avenue
Suite 818
Pomona, California 91766

The address(es) of the Issuer's principal place of business:

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

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

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

Not Applicable

Item 2. Security Information

Transfer Agent

Pacific Stock Transfer Company
800.785.7782
http://pacificstocktransfer.com
6725 Via Austi Parkway
Suite 300
Las Vegas, NV 89119

The Transfer Agent is registered under the Exchange Act.

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.

The Company has a class of Common Stock outstanding as of December 31, 2023, and as of the date hereof:

Trading Symbol:	WCCP
Exact title and class of securities:	Common Stock
CUSIP:	947000105
Par or stated value:	$0.001
Total shares authorized:	250,000,000
Total shares outstanding:	75,673,060
Total number of shareholders of record:	85

Other classes of authorized or outstanding equity securities: None

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. Provided below is information for each class of the Company's equity securities, as applicable:

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

Our holders of shares of common stock are entitled to one vote for each share on all matters to be voted on by the shareholders. Holders of common stock do not have cumulative voting rights. Holders of common stock are entitled to share ratably in dividends, if any, as may be declared from time to time by the board of directors in its discretion from legally available funds. Dividends, if any, will be contingent upon our revenues and earnings, if any, capital requirements and financial conditions. The payment of dividends, if any, will be within the discretion of our board of directors. We intend to retain earnings, if any, for use in our business operations and accordingly, the board of directors does not anticipate declaring any dividends prior to a business combination transaction, nor can there be any assurance that any dividends will be paid following any business combination. In the event of a liquidation, dissolution or winding up of the Company, the holders of common stock are entitled to share pro rata all assets remaining after payment in full of the Company's liabilities. Holders of common stock have no preemptive rights to purchase the Company's common stock. There are no conversion or redemption rights or sinking fund provisions with respect to the common stock.

See paragraph 3 below for a limitation of the material rights and privileges for "quasi-California" corporations.

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

The Company has no preferred stock.

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

Section 2115 of the California Corporations Code provides that certain provisions of California corporate law are applicable to foreign corporations (e.g., like the Company that is incorporated in Nevada), to the exclusion of the law of the state of incorporation, if more than half of the Corporation's shareholders and more than half of our "business" (a defined formula based on property, payroll and sales) is located in California. Section 2115 does not apply to public companies listed on the New York Stock Exchange, the NYSE MKT, the NASDAQ Global Market or the NASDAQ Capital Market.

California Corporations Code Section 708 applies to such "quasi-California" corporations which requires that shareholders be permitted to cumulate votes in the election of directors. However, Section 2115 does not require the Company to set forth this right in our articles or bylaws.

Another provision applicable to such "quasi-California" corporations is the restriction on distributions to shareholders under Section 500 of the California Corporations Code. California Corporations Code Section 166 defines "distributions to shareholders" to include all transfers of cash or property to shareholders without consideration, including dividends paid to shareholders (except stock dividends), and the redemptions or repurchases of stock by a corporation or its subsidiary (subject to certain exclusions, such as the repurchase of stock held by employees). The consequence of this broad definition is that dividends, stock repurchases, and stock redemptions are all subject to the same tests and restrictions.

Unlike Nevada law, which generally permits the Company to pay dividends or make redemptions as long as the Corporation is solvent following the transaction, California law prohibits such payments unless the Company meets certain mechanical tests (in particular, that either retained earnings equal or exceed the size of the proposed distribution or that assets equal or exceed current liabilities). Additionally, California requires quasi-California companies to take "preferential dividends" and "preferential rights" into account when making distributions.

The limitations on our director and officer for indemnification under Section 317 of the California Corporations Code also purport to be applicable to a "quasi-California" corporation. As a result, the Company may need to adopt indemnification provisions for a "quasi-California" corporation to reflect

California law so that our directors, officers and shareholders have consistent expectations and knowledge with regard to indemnification.

Further, Section 1001 and 1101, and Chapter 12 and 13 of the California Corporations Code also purport to apply to “quasi-California” corporations. These provisions deal with mergers, reorganizations, and asset sales, including voting rights and the application of California dissenters’ rights. California may require class votes on sale transactions. California law will grant dissenters’ rights in connection with the sale of assets in exchange for stock of an acquiring corporation. Furthermore, California law will require a so-called fairness opinion in connection with certain interested party transactions.

Section 78.257 of the Nevada Revised Statutes gives any person who owns at least 15% of the outstanding shares of stock of the Company (or who has been authorized in writing by the holders of at least 15% of the outstanding shares of stock) to inspect certain corporate records. It is believed that the documents available for inspection are “books of account and financial statements of the corporation” and provides that the commonly implemented practice of a corporation conditioning such inspection upon the stockholder entering into and complying with a “confidentiality agreement having such terms and scope as are reasonably related to protecting the legitimate interests of the corporation.”

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

None

Item 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)

[Table Omitted – not applicable]

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: : ☒ (See table below. Included in this table are obligations that have been paid.)

Date of Note Issuance	Outstanding Balance ($) [as at December 31, 2023	Principal Amount at Issuance $	Interest Accrued $ (1)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g., Loan, Services, etc.)
March 27, 2017		$ 50,000		(3)	Not Applicable	Geaux Industries William Mayhew (49 %) [51% of Geaux Industries is owned by the Company] (3)	Working Capital
March 20, 2018		$ 20,000		December 31, 2020	Convertible at the option of the holder at $.25	Anthony and Elena Riccio	Acquisition and Working Capital
March 27, 2018		$ 25,000		December 31, 2020	Convertible at the option of the holder at $.25	John MacPhail	Acquisition and Working Capital
March 30, 2018		$ 150,000		December 31, 2020	Convertible at the option of the holder at $.25	Katell Productions LLC [The Company is informed and believes that Gerald L Katell is the manager of Katell Productions LLC – the control person.]	Acquisition and Working Capital

April 25, 2018		$ 25,000		December 31, 2020	Convertible at the option of the holder at $.25	Andrew Galloway Family Trust [The Company is informed and believes that	Acquisition and Working Capital
						Andrew Gallaway is the controlling Trustee of the holder of the note – the control person.]	
September 20, 2018		$ 250,000		January 1, 2021	Not Applicable	Silicon Beach LLC Adam Saxton is the Manager and believed to be the sole member of the holder of the note – the control person.]	Working Capital
December 31, 2019		$ 5,678		December 31, 2020	Not Applicable	John MacPhail	Accounts Payable
December 31, 2019		$ 22,103		December 31, 2020	Not Applicable	Robert Wilson	Accounts Payable
January 27, 2021		$ 229,247		January 27, 2022	Not Applicable	Paycheck Protection Program Small Business Administration - United States of America is the holder of the Note. (2)(4)	Working Capital

December 20, 2021		$ 13,467		June 30, 2024	Not Applicable	Paycheck Protection Program Small Business Administration - United States of America is the holder of the Note (2) (4)	Working Capital

(1) The Company had accrued interest payable of $ XX and $165,670 on the notes at December 31, 2023 and December 31, 2022, respectively.

(2) The Company received a Payroll Protection Program loan from the Small Business Administration. The Note was forgiven on February 16, 2021, in accordance with the terms of the note since the Company used the funds for the approved expenditures (mainly payroll) within the prescribed timeframe and applied for forgiveness in a timely manner.

(3) On March 27, 2017, the Company issued a Convertible Note Payable in the principal amount of $50,000 to the Chief Executive Officer of Geaux Industries, of which the Company owns a fifty-one percent (51%) controlling interest. This note accrues interest at the rate of ten percent (10%) per annum and matures on January 1, 2021. As of March 31, 2023, and December 31, 2021, the Company had recorded $25,085 and $23,835 respectively of accrued and unpaid interest in relation to this convertible note payable. On April 3, 2021, Geaux bought this note from the CEO and the note and accrued interest from April 3, 2021 eliminates in consolidation.

(4) The Company received a Payroll Protection Program loan from the Small Business Administration. The Note was forgiven on September 9, 2021, in accordance with the terms of the note since the Company used the funds for the approved expenditures (mainly payroll) within the prescribed timeframe and applied for forgiveness in a timely manner.

A summary of the debt, net of debt discount, in total is as follows (See Note 6 to Notes to Financial Statements):

Convertible debt – fixed conversion rate	$	195,000	$	195,000
Convertible debt – fixed conversion rate – Related Party		75,000		75,000
Non-Convertible debt		437,571		413,960
Non-Convertible debt - Related Party		27,781		27,781
Total	$	735,352	$	711,741
Related Party Debt eliminated in consolidation		(50,000)		(50,000)
Net	$	685,352	$	661,741

The Company has $270,000 and $270,000 of debt that is convertible at $0.25 per share and accrues interest at 10% at December 31, 2023 and 2022 respectively. $50,000 of this amount had a variable conversion feature until April 30, 2021 when the terms of the note were amended to change the conversion feature to a fixed conversion at $0.25 per share.

The Company has $465,351 and $441,741 of debt which has no conversion feature at December 31, 2023 and 2022 respectively.

The Company is in default on a number of its promissory notes which provide legal remedies for satisfaction of defaults, none of which to this point have pursued their legal remedies. The Company continues to accrue interest at the listed rates and plans to seek their conversion or payoff within the next twelve months. Accordingly, the Company has classified the entire loan amounts as a current liability.

The Company has had preliminary negotiations with Katell Productions LLC and Silicon Beach LLC to convert all or a portion of the principal and interest of their convertible promissory notes and to extend the due date. The Company intends to attempt to negotiate with all of the holders of the Notes to convert all or a portion of the principal and interest into shares of Common Stock.

C: Future Action

Reverse Split

The Board of Directors of the Company is considering a resolution to effect a reverse stock split under which every ten (10) issued and outstanding shares of the Corporation's previously authorized Common Stock, par value $0.001 per share (the pre-split shares or “Old Common Stock”) shall be reclassified and converted into one (1) validly issued, fully paid and non-assessable shares of common stock, par value $0.001 (the “New Common Stock”). Each certificate representing shares of Old Common Stock shall thereafter represent the number of shares of new common stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted hereby. No cash will be paid or distributed as a result of the aforementioned reverse stock split of the corporation’s common stock, and no fractional shares will be issued. All fractional shares that would otherwise be required to be issued as a result of the reverse stock split will be rounded up to a whole share of New Common Stock.

To complete the transaction, the Company may be required to obtain the consent of the holders of outstanding shares of voting Common Stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon consent and voted to approve the amendment of the Company’s Articles of Incorporation, unless it is determined that approval of the stockholders using the voting standard (established either by the NRS or set forth in the Company’s governing documents) for “routine” matters, rather than requiring the stricter “majority of the outstanding voting power” standard. If the Company intends to complete the transaction, the consent of the holders of outstanding shares of voting New Common Stock will be included in determining the minimum number of votes necessary for approval.

Holding Company

Certain shareholders of the Company suggested that it may be in the best interest of the Company and its shareholders to change the domicile of the Company to either the State of Oklahoma or the State of Delaware for the purpose of reorganizing the Company and its operations into a holding company structure, pursuant to applicable state law.

If it is determined to be in the best interest of the Company to proceed, after changing its domicile, it us suggested that the Company incorporate WCCP Holdings Inc. as a wholly owned subsidiary, and immediately thereafter, WCCP Holdings Inc. will incorporate Wealth-Geaux Merger Corp. as its wholly owned subsidiary. With each of the new corporations formed, the Company will merge down into Wealth-Geaux Merger Corp., with Wealth-Geaux Merger Corp. surviving and resulting as a wholly owned subsidiary of WCCP Holdings Inc., with the assets and liabilities of the Company succeeded to by Wealth-Geaux Merger Corp. These assets will include the interest of the Company in Geaux Industries. As part of the merger agreement, the issued and outstanding shares of the Company will be exchangeable into shares of WCCP Holdings Inc. on a one for one basis or on a greater basis, but pro rate percentage ownership will remain the same. The equity securities held by the Company in WCCP Holdings Inc. are cancelled under the terms of the merger agreement leaving WCCP Holdings Inc. as the sole shareholder of Wealth-Geaux Merger Corp. Thereafter, Wealth-Geaux Merger Corp. may or will change its name to Wealth-Geaux Industries, Inc. Variations of this suggestion may be considered so the result will be the holding company structure.

To complete the holding company structure, the Company may not be required to obtain the consent of the holders of the outstanding shares of Common Stock.

The Company has not made any determination whether to accept these suggestions.

Amend Articles of Incorporation

The Board of Directors of the Company previously adopted a resolution to seek shareholder approval to an amendment of the Company's Articles of Incorporation to increase the Company's authorized capital allocated to 800,000,000 shares allocated as 750,000,000 shares of Common Stock par value $0.001 per share and to establish a class of 50,000,000 shares of Preferred Stock par value $0.001 per share. To complete the transaction, the Company may be required to obtain the consent of the holders of outstanding shares of voting Common Stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon consent and voted to approve the amendment of the Company’s Articles of Incorporation. The Company has not submitted this resolution to any shareholders.

Other

If the Company considers the holding company structure or the reverse stock split or amends its Articles of Incorporation, the Company will submit its corporate action notification to the Financial Industry Regulatory Authority (“FINRA”) seeking approval to announce the afore-mentioned corporate actions, if required, and the Company may be required to provide additional documents that are responsive to FINRA’s questions, if any. Under Section 78.207 of the Nevada Revised Statutes, if applicable, if the Company desires to change the number of shares of its authorized stock by increasing or decreasing the number of authorized shares and correspondingly increases or decreases the number of shares issued and outstanding, held by each shareholder of record at the effective date, may do so by a resolution adopted by the board of directors. Under Section 78.209 of the Nevada Revised Statutes, a change may not be effective until after the filing in the Office of the Secretary of State of a certificate setting forth the details of the corporate action as provided for in detail in said law, if said section is applicable. If the corporate action requires an amendment to the articles of incorporation, shareholder approval is required.

Price Adjustment

As part of reorganizing the Company into a holding company structure or effectuating the reverse split or amending its articles of incorporation, the Company has been asked to consider having all convertible notes and non-convertible outstanding promissory notes or any other debt instruments modified so that they converted into a class of the Issuer's equity securities. See Notes to Financial Statements and Item 3 B above. The current conversion price is $0.25, and the Company intends to reduce the conversion price on the current promissory notes and provide for a conversion of the other debt instruments to $0.10 per share of Common Stock (based upon no further changes is the shares of Common Stock). The current conversion price is $ 0.25, substantially higher than the current market valuation. The last current bid and ask price of the Company's Common Stock is:

Bid	$ 0.017	Ask	$ 0.499

The 52-week range of the Company's Common Stock is:

Low	$ 0.015	High	$ 0.46

The reduction in the conversion rate coupled with the conversion into Common Stock of the Company will result in further substantial dilution of the ownership percentage of current shareholders.

Item 4. Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the Issuer's current operations. These descriptions are updated on the Company's Profile on www.OTCMarkets.com.

Generally.

To provide more meaningful and useful information, this Annual Report - Disclosure Statement may contain certain "forward-looking statements" [as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended]. These statements may reflect our current expectations regarding our possible future results of operations, performance, and achievements.

Wherever possible, the Company has tried to identify these forward-looking statements by using words such as "anticipate," "believe," "estimate," "expect," "plan," "intend," and similar expressions. These statements reflect our current beliefs and are based on information currently available to us. Accordingly, these statements are subject to certain risks, uncertainties, and contingencies, which could cause our actual results, performance, or achievements to differ materially from those expressed in, or implied by, such statements.

The Company cannot predict all of the risks and uncertainties. Accordingly, to the extent included, such information should not be regarded as representations that the results or conditions described in such statements or that our objectives and plans will be achieved, and the Company does not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. These forward-looking statements are found at various places throughout this Report and include information concerning possible or assumed future results of our operations, including statements about potential acquisition or merger targets; business strategies; future cash flows; financing plans; plans and objectives of management, any other statements regarding future acquisitions, future cash needs, future operations, business plans and future financial results, and any other statements that are not historical facts.

The public market should be informed that there are events that cannot be anticipated that negatively affect the stock market and investor sentiment. These include an inflationary risk, i.e., a risk that the future real value (after inflation) of an investment, asset, or income stream will be reduced by unanticipated inflation, the continued risk of coronavirus or other illnesses, there are the unknown risks associated with the Russia Ukraine war, the armed conflict between Israel and Hamas-led Palestinian militant, and their exists uncertainty of the effect of government policies and actions on the economy. The perceived value of the Company and the price of our Common Stock may be disproportionately affected as investors favor and seek less volatile or traditional companies (or assume more risks) during the times of market uncertainty and instability.

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Exchange Act of 1934 as well as Rule 144 of the Securities Act of 1933, and state Blue Sky laws, require issuers to provide *adequate current information* to the public markets. On September 16, 2020, the Securities and Exchange Commission adopted amendments to Rule 15c2-11, an important component of the over-the-counter market regulatory structure which governs the public quoting of securities traded. The Rule restricts public quoting in companies that do not provide current public disclosure information and under certain other circumstances, an investment in shell companies that do provide current information may be illiquid because of the lack of a trading market. This Disclosure Statement was prepared in view for compliance with these laws and the rules and regulations promulgated thereunder as of the date hereof.

Safe harbor provisions of the Exchange Act of 1934 may not apply to an issuer that issues penny stock. Actual results may differ materially from those indicated by such forward-looking statements because of various important factors. The Company does not assume any obligation to update any forward-looking statements to reflect events or circumstances after the date of this Disclosure Statement except as required by applicable law.

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

A. Summary of the Issuer's current business operations:

The objective of the Company is to create a vertically integrated Hemp and cannabidiol (“CBD”) company with a focus on consumer wellness. The Company intends to achieve this objective through the acquisition of controlling interests in private businesses across the hemp and CBD value chain. This vertical market acquisition strategy is expected to provide opportunities to grow and integrate cultivation, processing, product formulation, branding, marketing, distribution, and sale of hemp to CBD. Since January 1, 2024, The Company has determined to also direct its efforts and resources to pursue potential new business opportunities. The Company's purpose is to seek, investigate, and if such investigation warrants, acquire an interest in business opportunities presented to it by persons or firms who or which desire to seek the perceived advantages of an issuer being a publicly traded issuer. Although the Company intends to continue in focus on consumer wellness, the Company will not restrict its search to any specific business, industry, or geographical location and the Company may participate in a business venture of virtually any kind or nature. The Company has not established any particular criteria upon which we consider a business opportunity.

Prior Operations:

On April 5, 2018, the Company acquired a majority interest in Geaux Industries ("Geaux"), a provider of security services for commercial, retail, and industrial customers. Geaux was acquired 51% in exchange for 4,000,000 shares of Common Stock which were subsequently issued by the Company on November 8, 2018. The Exchange Agreement provides for the Company to acquire the minority interest, under certain terms and conditions. See Notes to Financial Statements.

Prior to December 31, 2020, the proposed acquisition of Frontier Wellness Management and proposed financing as previously announced by the Company on May 13, 2020 was terminated on failures of the parties to obtain financing and failure of other conditions precedent to closing. See Notes in prior Financial Statements.

On July 10, 2021, the Company and ICH Holdings Ltd. mutually consented to terminate the Stock Purchase and Sale Agreement for ICH Washington Holdings Ltd. entered into on June 10, 2020. See Notes to prior Financial Statements.

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

Geaux Industries, a California corporation

C. The issuer's principal products or services, and their markets, is described in A above.

The Company is a provider of security services for commercial, retail, and industrial customers, including, but not limited to the hemp and CBD suppliers in the Southern California area of the State of California.

Consistent with the objectives of the Company, using a holding company structure, the Company intends to achieve its expansion objective through the acquisition of controlling interests in private businesses to include across the hemp and CBD value chain or with consumer wellness within separate business units or subsidiaries. The vertical market acquisition strategy and the ability to take advantage of other business opportunities may enhance shareholder value in the Company.

To achieve our vertical market acquisition strategy or business acquisition strategy, the Company will utilize its capital stock, debt or a combination of capital stock and debt. The issuance of additional shares of our capital stock may significantly further reduce the equity interest of our shareholders.

Item 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.

As of the date hereof, our executive offices and corporate office is located at:

300 South Park Avenue
Suite 818
Pomona, California 91766
Telephone: 909.318.0220

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

See Financial Statements and Notes to Financial Statements.

The Company acquired a majority interest in Geaux Industries, a provider of security services for commercial, retail, and industrial customers, in exchange for 4,000,000 shares of the Company's Common Stock. As of both December 31, 2020 and December 31, 2019, the Company had recorded a $50,000 intangible asset on its balance sheet in relation to the Initial Franchise Fee paid by the Company to acquire a new service territory. The Company determined that this intangible asset had an indefinite useful life and did not record any non-cash impairment expense related thereto.

Item 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.

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.

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

William Mayhew (1)	Chief Executive Officer, Director and President of 51% subsidiary Geaux Industries	Los Angeles, California	4,000,000	Common	5.29 % 51% of subsidiary Geaux Industries

(1) The Company has only one officer and director - William Mayhew. There is no other person(s) or entities that are involved in the managing, controlling, or advising of the operations, business development and disclosures of the Company.

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.

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/ Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of Control(s) if a corporate entity
37 CFS Holdings LLC (1)		Wilmington, Delaware	12,798,425	Common	16.91%	Josh Koplewicz (9)
John MacPhail	Former Chairman and Director	Vancouver, British Columbia	8,000,000	Common	10.57 %	
EWC Corporation (2)	Former Chief Executive Officer and Director	Toronto, Ontario	9,750,000	Common	12.88 %	Robert Wilson and Karen Ewing
Adam Sexton (3)	Former Director and CEO	Venice, California	3,660,888	Common	4.84 %	
Katell Productions LLC (4)		Santa Monica, California	4,000,000	Common	5.29 %	Gerald L. Katell

William Mayhew (5)	Chief Executive Officer, Director and President of 51% subsidiary Geaux Industries	Los Angeles, California	4,000,000	Common	5.29 %	
Nordberg Management Group LLC (6)		Los Angeles, California	8,133,859	Common	10.75 %	Brent Norton G. Hopkins (9)
Parthian Capital Partners LLC (7)		Wilmington, Delaware	5,797,244	Common	7.66 %	Ashkan Marsh (9)
CLCP II LLC (8)		Wilmington, Delaware	3,985,236	Common	5.27 %	Michael K. Becker (8)(9)

(1) 37 CFS Holdings LLC registered agent is Tim Pratts, Corporate Creations Network Inc., 3411 Silverside Road, Suite 104, Wilmington, Delaware.

(2) Held by EWC Corporation which is controlled by Robert Wilson and includes the ownership of Robert Wilson's wife Karen Ewing.

(3) Adam Sexton holds his shares and a $ 250,000 debenture through his company Silicon Beach LLC. Adam Sexton resides in Venice, California.

(4) Katell Productions LLC also holds the $ 150,000 convertible debenture which, upon conversion at the conversion price, would represent an additional 600,000 shares. The registered agent is Gerald L. Katell, 15332 Antioch Street, Pacific Palisades, California.

(5) See also Item 3.B.

(6) Nordberg Management Group LLC registered agent is Brent Norton, 11937 Gorham Ave #1, Los Angeles, California.

(7) Parthian Capital Partners LLC registered agent is Robert Melchiorre. The Company Corporation, 251 Little Falls Drive, Wilmington, Delaware.

(8) CLCP II LLC registered agent is Robert Melchiorre, Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware.

(9) Except as indicated elsewhere in this Item 6, the Company has been unable to verify the current identity, as of the date hereof, of the manager of the limited liability company.

The Company had been informed that on December 17, 2018, Nordberg Management Group LLC agreed to sell, by way of a private sale, 1,500,000 shares to Parthian Capital Partners LLC. As of December 31, 2021, certificates associated with this sale have not or may not have been delivered to the transfer agent for reissuance. The sale may not have occurred. After taking effect of this sale, if a sale, Nordberg Management Group LLC would own 6,633,859 shares and Parthian Capital Partners LLC would own 7,297,244 shares. As of the date hereof, there has been no change in the record number of shares held by either Nordberg Management Group LLC and Parthian Capital Partners LLC, or either.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Shares of the Company's Common Stock subject to options or warrants that are currently exercisable or exercisable within 60 days of the Record Date are deemed to be outstanding and to be beneficially owned by the person holding the options or warrants for the purpose of computing the percentage ownership of that person but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Applicable percentage voting power is based on shares of Common Stock outstanding as of the date hereof and does not take into account the reduction in percentage ownership on a fully diluted basis.

Indemnification.

The Nevada Revised Statutes and our Articles of Incorporation, as amended, allow us to indemnify the Company's officers and directors from certain liabilities. Our Bylaws provide that to the fullest extent permitted by the laws of the State of Nevada (currently set forth in NRS 78.751), as the same now exists or may hereafter be amended or supplemented, the Company shall indemnify the directors and officers, including payment of expenses as they are incurred and in advance of the final disposition of any action, suit, or proceeding. Employees, agents, and other persons may be similarly indemnified by the Company, including advancement of expenses, in such case or cases and to the extent set forth in a resolution or resolutions adopted by the Board of Directors.

Neither the Bylaws nor the Articles of Incorporation include any specific indemnification provisions for the officer or director against liability under the Securities Act. Additionally, insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

Item 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 of the foregoing persons have been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding.

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 of the foregoing persons have been the subject of any order, judgment, or decree, that permanently or temporarily enjoined, barred, suspended or otherwise limited such a person's involvement in any type of business, securities, commodities, or banking activities.

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 of the foregoing persons have been the subject of any 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.

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.

   None of the foregoing persons have been named as a defendant in a regulatory complaint or proceeding.

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 of the foregoing persons have 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

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 of the foregoing persons have 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

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.

There are no pending legal proceedings incidental to the business, to which the Company or any of its subsidiaries is a party or of which any of their property is the subject.

Item 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.

Set forth below are the name, address, telephone number, and email address of each of the following outside providers that advise the Company on matters relating to operations, business development and disclosure:

Securities Counsel (including Counsel preparing Attorney Letters)

Christopher H. Dieterich, Esq.
Dieterich & Associates
815 Moraga Drive
Suite 207
Los Angeles, CA 90064
310.312.6888
venturelaw@gmail.com

Accountant or Auditor

Financials are prepared under the direction of Management.

Investment Relations

None

All other means of Investor Communication:

Twitter: None
Discord: None
LinkedIn None
Facebook: None
[Other]
Website: www.wealthcraftcapital.com

Other Service Providers

Provide the name of any other service provider(s) 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.

Ronald J. Stauber, Esq.
Stauber Law Offices
9440 Santa Monica Boulevard
Suite 301
Beverly Hills, CA 90210
310.556.0080
ronstauber@stauber.com

We have confirmed that the information in this table matches our public company profile on www.OTCMarkets.com.

Item 9. Disclosure & Financial Information

A. This Disclosure Statement was prepared under the direction of and by (name of individual):

Name:	William Mayhew
Title:	President and Chief Financial Officer
Relationship to Issuer:	Shareholder, officer, and director

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

☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared under the direction of and by:

Name:	William Mayhew
Title:	Chief Financial Officer
Relationship to Issuer:	Shareholder, officer, and director

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

William Mayhew possesses sufficient financial accounting skills and knowledge.

The financial statements on the following page include the following:

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

Wealthcraft Capital, Inc.
Condensed Consolidated Balance Sheets
(Unaudited)

		Dec 31, 2023		Dec 31, 2022
Assets				
Current assets				
Cash and cash equivalents	$	254	$	26,890
Accounts receivable		178,435		269,298
Total current assets		178,689		296,118
Property and equipment - net of accumulated depreciation		-		-
Initial franchise fee		63,467		63,467
Other assets		-		4,375
Total assets	$	242,352	$	364,030
Liabilities and Stockholders' Deficit				
Current liabilities				
Accounts payable and accrued expenses	$	350,573	$	196,586
Accrued liabilities - related parties		8,300		8,300
Credit line		192,056		46,369
Accrued interest payable		298,706		214,097
Convertible notes payable, net of debt discount		195,000		195,000
Related party convertible notes payable, net of debt discount		25,000		25,000
Related party notes payable		27,781		27,781
Notes payable		437,571		358,101
Total current liabilities		1,534,987		1,071,234
Notes payable		-		413,960
Less: current portion		-		(358,101)
Total non-current liabilities		-		55,859
Total Liabilities		1,534,987		1,127,093
Stockholders' deficit				
Common stock, $0.001 par value, 250,000,000 shares authorized, 75,673,060 shares issued and outstanding		75,673		75,673
Additional paid-in capital		8,084,872		8,084,872

Accumulated deficit	(9,345,015)	(8,979,096)
Total Wealthcraft stockholders' deficit	(1,184,470)	(818,551)
Noncontrolling interest	(108,165)	55,488
Total Stockholders’ Deficit	(1,292,635)	(763,063)
Total liabilities and stockholders' deficit	$ 242,352	$ 364,030

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

Wealthcraft Capital, Inc.
Consolidated Statements of Operations
(Unaudited)

	For the Twelve Months Ended December 31, 2023	For the Twelve Months Ended December 31, 2022
Revenue	$ 1,432,330	$ 1,794,381
General and administrative expenses	1,841,164	1,825,083
Income (loss) from operations	(408,834)	(30,702)
Other income (expense):		
Other income	-	2,018
Interest expense	(120,738)	(71,826)
Total other income (expense)	(120,738)	(69,808)
Net income (loss) before income taxes	(529,572)	100,510
Provision for income taxes	-	-
Net loss	(529,572)	100,510
Less net income (loss) attributable to noncontrolling interest	(163,653)	(16,597)
Net income (loss) attributable to Wealthcraft Capital, Inc.	$ (365,919)	$ (83,913)
Net loss per share - basic and diluted	$ (0.00)	$ (0.00)
Weighted average shares outstanding - basic and diluted	75,673,060	75,673,060

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

Wealthcraft Capital, Inc.
Consolidated Statement of Stockholders' Deficit
For the Twelve Months Ended December 31, 2023 and 2022

	Common Stock					
	Shares	Amount	Additional Paid-In Capital	Accumulated Deficit	Noncontrolling Interest	Total
Balance at December 31, 2020	75,673,060	$75,673	$8,084,872	$ (8,895,183)	$ 72,085	$ (662,553)
Net loss	-	-	-	(83,913)	(16,597)	(100,510)
Balance at December 31, 2021	75,673,060	$75,673	$8,084,872	$ (8,979,096)	$ 55,488	$(763,063)
Net loss	-	-	-	(365,919)	(163,653)	(529,572)
Balance at December 31, 2022	75,673,060	$75,673	$8,084,872	$ (9,345,015)	$ (108,165)	$(1,292,635)

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

Wealthcraft Capital, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	For the Year Ended	
	December 31, 2023	**December 31, 2022**
Cash Flows from Operating Activities		
Net loss	$ (529,572)	$ (100,510)
Adjustments to reconcile net loss to net cash used in operating activities:		
Accounts receivable	90,863	(181,962)
Other assets	4,179	(4,375)
Accounts payable and accrued expenses	153,987	38,629
Accrued expenses - related parties	-	3,500
Accrued interest on notes payable	84,609	48,427
Net cash used in operating activities	(195,934)	(196,291)
Cash flows from investing activities		
Purchase of security franchise	-	(13,467)
Net cash used in investing activities	-	(13,467)
Cash flows from financing activities		
Proceeds from note payable	46,449	280,467
Credit line, net of repayments	145,687	46,369
Payments on Notes Payable	(22,838)	(116,507)
Net cash provided by financing activities	169,298	210,329
Net increase (decrease) in cash and cash equivalents	(26,636)	571
Cash and cash equivalents, beginning balance	26,890	26,319
Cash and cash equivalents, ending balance	$ 254	$ 26,890
Supplemental Disclosures:		
Cash paid for income taxes	$ -	$ -
Cash paid for interest expense	$ 70,220	$ 15,858

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

WEALTHCRAFT CAPITAL, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 1 – NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities, History and Organization

WealthCraft Capital, Inc, (the "Company") was organized on September 29, 1992 under the laws of the State of Nevada. On November 13, 2007, WealthCraft Capital, Inc. ("WealthCraft") completed the transactions contemplated by that certain Exchange Agreement, dated as of September 19, 2007, by and among WealthCraft, certain shareholders of WealthCraft, WealthCraft Capital Ltd., a private limited company organized under the laws of the Hong Kong Special Administrative Region of the People's Republic of China ("WealthCraft HK") and the shareholders of WealthCraft HK (the "Exchange Agreement"). Accordingly, WealthCraft acquired all of the issued and outstanding shares of stock of WealthCraft HK, in exchange for the issuance in the aggregate of 7,000,000 shares of common stock of WealthCraft, which shares represent 70% of the issued and outstanding capital stock of WealthCraft after the consummation of the Exchange Agreement and the transactions contemplated thereby.

On September 18, 2012, the Company sold WealthCraft HK to an Australian publicly held company in exchange for approximately $75,000 and 2,000,000 shares of their common stock. Subsequent to this date the Company has had no operations and only incurred administrative expenses.

On February 1, 2017, the Company changed its name to WealthCraft Capital, Inc.

On April 5, 2018, the Company acquired a majority interest in Geaux Industries ("Geaux"), a provider of security services for commercial, retail and industrial customers in exchange for 4,000,000 shares of the Company's common stock. These shares were subsequently issued by the Company to William Mayhew, Jr on November 8, 2018.and were valued at $0.25 per share. The Exchange Agreement provides for the Company to acquire the minority interest, under certain terms and conditions. Geaux is licensed by State of California Department of Consumer Affairs.

Reclassifications and Adjustments

Certain financial statement reclassifications have been made to prior period balances to reflect the current period's presentation format; such reclassifications had no impact on the Company's consolidated statements of income or consolidated statements of cash flows and had no material impact on the Company's consolidated balance sheets.

Significant Accounting Policies

The Company's management selects accounting principles generally accepted in the United States of America and adopts methods for their application. The application of accounting principles requires the estimating, matching and timing of revenue and expense. The accounting policies used conform to generally accepted accounting principles which have been consistently applied in the preparation of these financial statements.

The financial statements and notes are representations of the Company's management which is responsible for their integrity and objectivity. Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items that: 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods presented.

Basis of Presentation

The Company prepares its financial statements on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States.

Principles of Consolidation

The financial statements include the accounts of Weathcraft Capital, Inc. as well as the Company's 51% interest in Geaux Industries, Inc. All significant inter-company transactions have been eliminated. All amounts are presented in U.S. Dollars unless otherwise stated.

Non-Controlling Interest

The Company owns 51% of Geaux Industries, Inc. The Company accounts for the 49% outside interest as "non-controlling interest".

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments with an original maturity of three months or less to be cash equivalents. At times, cash balances may be in excess of the Federal Deposit Insurance Corporation ("FDIC") insurance limits.

Accounts Receivable and Allowances for Doubtful Accounts

The allowance for accounts receivable is recorded when receivables are considered to be doubtful of collection. As of December 31, 2023, and 2022, respectively, no allowance has been made.

Income Taxes

The Company accounts for income taxes under ASC 740 *"Income Taxes"* using the liability method, recognizing certain temporary differences between the financial reporting basis of liabilities and assets and the related income tax basis for such liabilities and assets. This method generates either a net deferred income tax liability or asset for the Company, as measured by the statutory tax rates in effect. The Company derives the deferred income tax charge or benefit by recording the change in either the net deferred income tax liability or asset balance for the year. The Company records a valuation allowance against any portion of those deferred income tax assets when it believes, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred income tax asset will not be realized.

Use of Estimates

In order to prepare financial statements in conformity with accounting principles generally accepted in the United States, management must make estimates, judgments and assumptions that affect the amounts reported in the financial statements and determines whether contingent assets and liabilities, if any, are disclosed in the financial statements. The ultimate resolution of issues requiring these estimates and assumptions could differ significantly from resolution currently anticipated by management and on which the financial statements are based.

Revenue Recognition

The Company adopted ASC 606 "*Revenue from contracts with customers*" on January 1, 2018 using the modified retrospective approach. The Company generates revenue by selling gold and silver produce from its mining operations. The Company recognizes revenue for gold and silver concentrate production, net of treatment and refining costs, when it satisfies the performance obligation of transferring control of the concentrate to the customer. This is generally when the material is delivered to the customer facility for treatment and processing as the customer has the ability to direct the use of and obtain substantially all the remaining benefits from the material and the customer has the risk of loss.

The amount of revenue recognized is initially recorded on a provisional basis based on the contract price and the estimated metal quantities based on assay data. The revenue is adjusted upon final settlement of the sale. The chief risk associated with the recognition of sales on a provisional basis is the fluctuations between the estimated quantities of precious metals base on the initial assay and the actual recovery from treatment and processing.

As of and for the year ended December 31, 2023 and December 31, 2022, there are no contract costs or commissions deferred.

We have elected to account for shipping and handling costs as fulfillment costs after the customer obtains control of the goods.

Stock-Based Compensation

The Company accounts for stock options at fair value as prescribed in ASC 718. The Company estimates the fair value of each stock option at the grant date by using the Black-Scholes option-pricing model and provides for expense recognition over the service period, if any, of the stock option.

Fair Value of Financial Instruments

The Company's financial instruments consist of cash, receivables, payables and long-term debt. The carrying amount of cash, receivable and payables approximates fair value because of the short-term nature of these items. The carrying amount of long-term debt approximates fair value due to the relationship between the interest rate on long-term debt and the Company's incremental risk adjusted borrowing rate.

Per Share Amounts

Earnings per share are calculated in accordance with ASC 260 "*Earnings per Share*". The weighted average number of common shares outstanding during each period is used to compute basic earnings (loss) per share. Diluted earnings per share are computed using the weighted average number of shares and potentially dilutive common shares outstanding. Potentially dilutive common shares are additional common shares assumed to be exercised. Potentially dilutive common shares consist of stock warrants, convertible preferred shares and convertible notes and are excluded from the diluted earnings per share computation in periods where the Company has incurred a net loss, as their effect would be considered anti-dilutive.

The Company had convertible debt instruments as of December 31, 2023 and 2022 which, upon conversion, would result in the issuance of 1,712,760 shares of stock.

The Company had no options or warrants outstanding at December 31, 2023 and 2022.

	Years ended December 31	
	2022	**2021**
Net income (loss) attributable to common shareholders	$(365,919)	$(83,913)
Shares:		
Weighted average number of common shares outstanding, Basic	75,673,060	75,673,060
Weighted average number of common shares outstanding, Diluted	75,673,060	75,673,060
Basic income (loss) per share	$(0.00)	$(0.00)
Diluted income (loss) per share	$(0.00)	$(0.00)

Related Party Transactions

FASB ASC 850, "Related Party Disclosures" requires companies to include in their financial statements, disclosures of material related party transactions. The Company discloses all material related party transactions. A party is considered to be related to the Company if the party directly or indirectly or through one or more intermediaries, controls, is controlled by, or is 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. A party which can significantly influence the management or operating policies of the transacting parties or if it has an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests is also a related party."

Recently Issued Accounting Pronouncements

Leases

In February 2016, FASB issued ASU 2016-02— Leases (Topic 842). The update is intended to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. As such, The Company is required to adopt these provisions as of the fiscal year beginning on January 1, 2019. The Company elected the available practical expedients and adopted ASC 842 effective January 1, 2019, prospectively. The adoption of this standard resulted in no change to the financial statements of the Company since the Company leases an office on a month to month basis for $1,090 per month.

NOTE 2 – ACCOUNTS RECEIVABLE

As of December 31, 2023 and 2022, the Company had outstanding accounts receivable in the amount of $178,435 and $269,298 respectively, which consisted of services rendered by the Company to its clients. As of December 31, 2023 and 2022, the Company had not established an allowance for doubtful accounts.

As previously stated, the Company extends credit terms to the majority of its clients, with accounts receivable being based on the contracted prices for services provided by the Company. Normal accounts receivable are due thirty (30) days after the issuance of the invoice. Receivables past due more than one hundred twenty (120) days are considered delinquent. Delinquent receivables are written off based on individual credit evaluation and the specific circumstances of the customer. During the fiscal year ended December 31, 2023 and 2022, the Company did not write-off any of its account receivables as bad debt expense.

NOTE 3 – INTANGIBLE ASSETS

As of December 31, 2023 and 2022, the Company had recorded an intangible asset of $63,467 and $63,467 respectively, on its balance sheet in relation to the Initial Franchise Fee paid by the Company to acquire a new service territory.

As previously stated, the Company determined that this intangible asset had an indefinite useful life, and in accordance with *ASC 350, Intangibles - Goodwill and Other*, the Company will not be amortizing this intangible asset each reporting period. The Company will evaluate the remaining useful life of this intangible asset each reporting period to determine whether events and circumstances continue to support an indefinite useful life. Should the Company determine that this intangible asset has a finite useful life, the Company will test it for impairment and then amortize it over its estimated remaining useful life and account for it in the same manner as other intangible assets that are subject to amortization.

As of December 31, 2023 and 2022, the Company had determined that there was no impairment to this intangible asset. Accordingly, the Company did not record any non-cash impairment expense related to this intangible asset during the fiscal year ended December 31, 2023 and 2022.

NOTE 4 – CREDIT LINE

As of December 31, 2023 and 2022, the Company had recorded $46,369 and $0 respectively, in relation to a credit line. Any outstanding credit line balance is secured against the Company's accounts receivable (see Note 2. Accounts Receivable). As of December 31, 2023 and 2022, the Company was in compliance with the terms of this credit line.

NOTE 5 – RELATED PARTY TRANSACTIONS

As of December 31, 2023 and 2022, the Company had recorded total related party financial obligations in the amount of $52,781. This consisted of three (3) separate notes payable issued by the Company in the aggregate principal amount of $52,781 (see Note 6. Notes Payable and Convertible Notes Payable) and accrued and unpaid interest in the amount of $21,309. Additionally, $4,800, and $4,800 respectively of cash advances from Robert Wilson, a former director and officer of the Company The Company had recorded these related party cash advances as "accrued liabilities – related party" on its balance sheet as of December 31, 2023 and 2022.

The Company also has related party notes payable and convertible notes payable – See NOTE 6.

NOTE 6 – NOTES PAYABLE AND CONVERTIBLE NOTES PAYABLE

Notes Payable

The components of the Company's debt as of December 31, 2023 and 2022 were as follows:

	Dec 2023	Dec 2022
Note Payable - $20,000, 10% interest payable monthly or accrued, due Dec 2020	20,000	20,000
Note Payable - $150,000, 10% interest payable monthly or accrued, due Dec 2020	150,000	150,000
Note Payable - $25,000, 10% interest added to note quarterly, due Dec 31, 2020	25,000	25,000
Note Payable - $250,000, 10% interest payable monthly or accrued, due Jan 1, 2021	250,000	250,000
Note Payable - $13,467 Franchise Territory Note, no interest, $449 monthly through	3,591	8,529
Note Payable - $100,000, 38% principal and interest paid $2,512 semi-monthly, through September 2024	60,000	89,469
Note Payable - $83,000, 19% principal and interest paid monthly, due Dec 2023	83,000	35,962
Note Payable - $30,000, 19% principal and interest paid monthly, due April 2022	40,980	30,000
Subtotal	632,571	608,960
Related Party Debt		
Note Payable - $50,000, 10% interest payable monthly or accrued, due Jan 1, 2021 (1)	$ -	$ -
Note Payable - $25,000, 10% interest added to note quarterly, due Dec 31, 2020	25,000	25,000
Note Payable - $22,103, 10% interest payable monthly or accrued, due Dec 31, 2020	22,103	22,103
Note Payable - $5,678, 10% interest payable monthly or accrued, due Dec 31, 2020	5,678	5,678
	-	-
Subtotal – Related Party Debt	52,781	52,781
Total	$ 685,352	$ 661,741

The Company had accrued interest payable of $298,706 and $214,097 interest on the notes at December 31, 2022 and 2022, respectively.

(1) On March 27, 2017, the Company issued a Convertible Note Payable in the principal amount of $50,000 to the Chief Executive Officer of Geaux Industries, of which the Company owns a fifty-one percent (51%) controlling interest. This note accrues interest at the rate of ten percent (10%) per annum and matures on January 1, 2021. As of December 31, 2023 and 2022, the Company had recorded $33,835 and $28,835 respectively of accrued and unpaid interest in relation to this convertible note payable. On April 3, 2021, Geaux bought this note from the CEO and the note and accrued interest from April 3, 2021 eliminates in consolidation.

For the period through the elimination of the derivative conversion option (April 30, 2021), the Company analyzed the conversion option for derivative accounting consideration under ASC 815-15 "Derivatives and Hedging" and determined that the instrument should be classified as liabilities due to there being no explicit limit to the number of shares to be delivered upon settlement of the above conversion options. The instrument is measured at fair value at the end of each reporting period or termination of the instrument with the change in fair value recorded to earnings. See more information in Note 8.

A summary of the debt, net of debt discount, in total is as follows:

	2023	2022
Convertible debt – fixed conversion rate	$ 195,000	$ 195,000
Convertible debt – fixed conversion rate – Related Party	75,000	75,000
Non-Convertible debt	437,571	413,960
Non-Convertible debt - Related Party	27,781	27,781
Total	$ 735,352	$ 711,741

Related Party Debt eliminated in consolidation	(50,000)	(50,000)
Net	$ 685,352	$ 661,741

The Company has $270,000 and $270,000 of debt that is convertible at $0.25 per share and accrues interest at 10% at December 31, 2023 and 2022 respectively. $50,000 of this amount had a variable conversion feature until April 30, 2021 when the terms of the note were amended to change the conversion feature to a fixed conversion at $0.25 per share.

The Company has $465,351 and $441,741 of debt which has no conversion feature at December 31, 2023 and 2022 respectively.

The Company is in default on a number of its promissory notes which provide legal remedies for satisfaction of defaults, none of which to this point have pursued their legal remedies. The Company continues to accrue interest at the listed rates, and plans to seek their conversion or payoff within the next twelve months. Accordingly, the Company has classified the entire loan amounts as a current liability.

NOTE 7 – INCOME TAXES

The Company has adopted ASC 740-10, "*Income Taxes*", which requires the use of the liability method in the computation of income tax expense and the current and deferred income taxes payable (deferred tax liability) or benefit (deferred tax asset). Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. The cumulative tax effect at the expected tax rate of 21% of significant items comprising the Company's net deferred tax amounts as of December 31, 2022 and 2021 are as follows:

Deferred Tax Asset Related to:

	2023	2022
Prior Year	**$ 176,676**	**$ 159,054**
Tax (Expense) Benefit for Current Year	**76,843**	**17,622**
Total Deferred Tax Asset	**243,519**	**176,676**
Less: Valuation Allowance	**(243,519)**	**(176,676)**
Net Deferred Tax Asset	**$ —**	**$ —**

The net deferred tax asset and benefit for the current year is generated primarily from the cumulative net operating loss carry-forward which is approximately $1,160,000 at December 31, 2023. Net operating losses may now be carried forward indefinitely until the loss is fully recovered, but they are limited to 80% of the taxable income in any one tax period. The CARES Act removed the restrictions on tax loss carryback for tax years 2020, 2021, and 2022.

The realization of deferred tax benefits is contingent upon future earnings and is fully reserved at December 31, 2023 and 2022.

The Company does not have any other material items of temporary or permanent differences, which give rise to deferred tax assets or liabilities.

NOTE 8 – STOCKHOLDERS' EQUITY

Authorized Capital. The total number of shares of all classes of capital stock which the corporation shall have the authority to issue is 250,000,000 shares, consisting of two hundred and fifty million (250,000,000) shares of Common Stock, par value $0.001 per share ("Common Stock").

Common Stock

The Company is authorized to issue 250,000,000 common shares at a par value of $0.001 per share. These shares have full voting rights. At December 31, 2023 and 2022, the Company had 75,673,060 shares outstanding. No dividends were paid for the years ended December 31, 2023 and 2022, respectively.

Stock Issuances

There were no issuances of common stock during the years ending December 31, 2023 and 2022.

Options and Warrants

The Company had no stock options or warrants outstanding at December 31, 2023 and 2022.

NOTE 9 – RELATED PARTY TRANSACTIONS

Related Party Transactions

The Company follows FASB ASC subtopic 850-10, Related Party Disclosures, for the identification of related parties and disclosure of related party transactions. Pursuant to ASC 850-10-20, related parties include: a) affiliates of the Company; b) entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825–10–15, to be accounted for by the equity method by the investing entity; c) trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d) principal owners of the Company; e) management of the Company; f) 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; and g) other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

Material related party transactions are required to be disclosed in the consolidated financial statements, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a) the nature of the relationship(s) involved; b) a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which statements of operation are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c) the dollar amounts of transactions for each of the periods for which statements of operations are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d) amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

The related party transactions are disclosed in NOTE 5.

NOTE 10 – NON-CONTROLLING INTEREST

The Company's Non-Controlling Interest recorded in the consolidated financial statements relates to the minority interest in Geaux Industries, Inc. of 49%. Changes in Non-Controlling Interest for the years ended December 31, 2022 and 2021, respectively were as follows:

	Year Ended December 31, 2023	Year Ended December 31, 2022
Beginning balance	**$ 55,488**	**$ 72,085**
Operating income (loss)	**(163,653)**	**(16,597)**
Ending balance	**$ (108,165)**	**$ 55,488**

The Company began allocating a portion of other comprehensive income (loss) to the non-controlling interest with the adoption of ASC 160 as of January 1, 2009.

NOTE 13 – FAIR VALUE OF FINANCIAL INSTRUMENTS

The ASC guidance for fair value measurements and disclosure establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs – Quoted prices for identical instruments in active markets.
Level 2 Inputs – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.
Level 3 Inputs – Instruments with primarily unobservable value drivers.

As of December 31, 2023 and 2022, the Company's financial assets were measured at fair value using Level 3 inputs, with the exception of cash, which was valued using Level 1 inputs.

Fair Value Measurement at December 31, 2023 Using:		**Quoted Prices in Active Markets For Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Assets:				
None	**$ -**	**$ -**	**$ -**	**$ -**
Totals	**$ -**	**$ -**	**$ -**	**$ -**
Liabilities:				
Derivative Liabilities	**$ -**	**$ -**	**$ -**	**$ -**
Totals	**$ -**	**$ -**	**$ -**	**$ -**
Fair Value Measurement at December 31, 2022 Using:				
Assets:				
None	**$ -**	**$ -**	**$ -**	**$ -**
Totals	**$ -**	**$ -**	**$ -**	**$ -**
Liabilities:				
Derivative Liabilities	**$ -**	**$ -**	**$ -**	**$ -**
Totals	**$ -**	**$ -**	**$ -**	**$ -**

NOTE 14 – SUBSEQUENT EVENTS

The Company has evaluated events from December 31, 2023, through the date whereupon the financial statements were issued, and has determined the following events subsequent to the date of the financial statements should be disclosed.

The Company's 51% owned subsidiary sold its franchise business on January 1, 2024.

Item 10 Issuer Certification

Principal Executive Officer:

The Issuer has included certifications by the chief executive officer and chief financial officer of the Issuer in this Annual Report.

The certifications are as follows:

I, William Mayhew, certify that:

1. I have reviewed this Disclosure Statement for Wealthcraft Capital, 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 Mayhew

William Mayhew [CEO's Signature]

As to Item 9:

/s/ William Mayhew

William Mayhew [CFO's Signature]

August 2, 2024

Principal Financial Officer:

I, William Mayhew, certify that:

1. I have reviewed this Disclosure Statement for Wealthcraft Capital, 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 Mayhew

William Mayhew [CFO's Signature]

As to Item 9:

/s/ William Mayhew

William Mayhew [CFO’s Signature]

August 2, 2024