



Willcox International Holdings Inc.

13935 Lynmar Blvd, Tampa FL 33626

813-240-4086

info@winhitl.com

SIC Code - 5961

Annual Report

For the Period Ending: March 31, 2024
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

69,600,295 as of March 31, 2024

69,600,295 as of March 31, 2024

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

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

Yes: No:

⁴ "Change in Control" shall mean any events resulting in:

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

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

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

Willcox International Holdings Inc. – Effective June 9, 2022

Winha International Group Ltd

Current State and Date of Incorporation or Registration: Nevada

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

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

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

None

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

None

Address of the issuer's principal executive office:

13935 Lynmar Blvd. Tampa, FL 33626

Address of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: Olde Monmouth Stock Transfer, Inc.

Phone: 732-872-2727

Email: matt@oldemonmouth.com

Address: 200 Memorial Pkwy, Atlantic Highlands, NJ 07716

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:	WINH	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	92938L107	
Par or stated value:	\$0.001	
Total shares authorized:	200,000,000	<u>as of date: March 31, 2024</u>
Total shares outstanding:	69,600,295	<u>as of date: March 31, 2024</u>
Total number of shareholders of record:	457	<u>as of date: March 31, 2024</u>

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

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:	<u>Preferred Stock</u>	
CUSIP (if applicable):		
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>20,000,000</u>	<u>as of date: March 31, 2024</u>
Total shares outstanding (if applicable):	<u>20,000,000</u>	<u>as of date: March 31, 2024</u>
Total number of shareholders of record (if applicable):	<u>1</u>	<u>as of date: March 31, 2024</u>

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

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 stock – one voter per share, no other rights, or privileges.

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

Each share of preferred stock can be converted into a share of common stock at a 1 for 1 conversion rate. The right to convert rests solely upon the holder. Each share shall have Super Voting rights of 10 votes at any meeting for each 1 share held. Each holder of these Preferred stocks, shall, on a

pro rata basis, receive a priority of \$20,000,000 to be paid before any holders of common stock, from the net proceeds of any voluntary or involuntary, dissolution, liquidation, sale of all assets, sale of the corporation, bankruptcy, reorganization or other winddown. The holder of any Preferred shares shall maintain Rights of First Refusal to participate or purchase stock on any registration statement filed by the company. Each holder shall be paid twice the amount of dividends issued by the company to common stock holders on a pro rate basis on the number of Preferred stock shares held. These blank check Preferred shares are freely assignable and transferable by the holder.

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

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.

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 <u>Opening Balance:</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>March 31, 2021</u>									
Common: <u>149,989,500</u>									
Preferred: <u>0</u>									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>6/16/22</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>NeoLithica Ltd. - Barry Caplan</u>	<u>Services</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>

6/21/22	<u>New Issuance</u>	<u>600,000</u>	<u>Common</u>	<u>\$1.00</u>	<u>Yes</u>	<u>Willcox International Holdings Corp. - Mahmoud Jrab</u>	<u>Asset acquisition</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>
5/9/2023	<u>New Issuance</u>	1,500,000	<u>Common</u>	<u>\$1.10</u>	<u>Yes</u>	<u>Ramzi Khoury</u>	<u>Services</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>
5/9/2023	<u>New Issuance</u>	450,000	<u>Common</u>	<u>\$1.10</u>	<u>Yes</u>	<u>Millennial Investments, LLC – Leonard Lovallo</u>	<u>Services</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>
5/9/2023	<u>New Issuance</u>	125,000	<u>Common</u>	<u>\$1.10</u>	<u>Yes</u>	<u>Mark Pena</u>	<u>Services</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>
5/9/2023	<u>New Issuance</u>	125,000	<u>Common</u>	<u>\$1.10</u>	<u>Yes</u>	<u>Green Horseshoe LLC – Mark Pena</u>	<u>Services</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>
5/9/2023	<u>New Issuance</u>	300,000	<u>Common</u>	<u>\$1.10</u>	<u>Yes</u>	<u>Sidney J Lorio</u>	<u>Services</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>
5/9/2023	<u>New Issuance</u>	250,000	<u>Common</u>	<u>\$0.001</u>	<u>Yes</u>	<u>Angelo Abela</u>	<u>Services</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>
5/9/2023	<u>New Issuance</u>	500,000	<u>Common</u>	<u>\$1.10</u>	<u>Yes</u>	<u>Angelo Abela</u>	<u>Services</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>
8/17/2023	<u>New Issuance</u>	20,000,000	<u>Preferred</u>	<u>n/a</u>	<u>n/a</u>	<u>Thirty 05 LLC - Saeb Jannoun</u>	<u>Conversion</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>
8/17/2023	<u>Cancellation</u>	(84,200,000)	<u>Common</u>	<u>n/a</u>	<u>Yes</u>	<u>Thirty 05 LLC - Saeb Jannoun</u>	<u>Conversion</u>		
9/7/2023	<u>New Issuance</u>	6,250	<u>Common</u>	<u>\$1.10</u>	<u>Yes</u>	<u>Kevin Sakser</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>
9/7/2023	<u>New Issuance</u>	454,545	<u>Common</u>	<u>\$1.10</u>	<u>Yes</u>	<u>Fadi Assaad</u>	<u>Cash</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>
12/20/2023	<u>Cancellation</u>	(1,500,000)	<u>Common</u>	<u>n/a</u>	<u>n/a</u>	<u>Ramzi Khoury</u>	<u>Services</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>
3/11/2024	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$1.10</u>	<u>Yes</u>	<u>Mohamad Kabbani</u>	<u>Services</u>	<u>Restricted</u>	<u>Exemption on Section 4(a)(2)</u>
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>March 31, 2024</u>									
Common: <u>69,600,295</u>									
Preferred: <u>20,000,000</u>									

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

***Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

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

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

***Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

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

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.

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

Willcox Energy currently maintains a focus on opportunities in the lithium production and renewable energy fields.

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

The Company has two subsidiaries: Willcox Technology Inc. and Willcox Energy Inc. Both corporations domiciled in the state of Florida.

C. Describe the issuers' principal products or services.

Willcox International Holdings Inc. operates under its two divisions, Willcox Energy Inc. and Willcox Technology Inc.

Willcox Energy currently maintains a focus on opportunities in the lithium production and renewable energy fields. In March of 2022, the company entered into a joint venture with Neolithica Ltd., a Canadian company with interests in lithium production from brines.

In early 2022, Willcox Technology Inc., acquired the Accusource System, an algorithm commodity sourcing engine, and is leasing out its software services and gaining revenue through a revenue sharing program with its customers.

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.

The Company has an Office Lease Agreement dated February 15, 2021 (the “Lease”), for the lease of approximately 3,370 square feet of office space, located in the building having a main address of 13935 Lynmar Boulevard, Tampa, Florida 33626. The Lease Term shall expire in five (5) years. The office space is currently undergoing expansion/improvements, for which that Company has paid \$85,682 towards. Effective as of the Expansion Effective Date, the monthly fixed rent to be paid by will be increased to \$6,958.88 (which includes an additional amount towards the expansion cost and sales tax), for a total monthly fixed rent payment of \$7,446.

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.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Saeb Jannoun</u>	<u>President, Treasurer, Secretary and Chairman of the Board of Directors</u>	<u>Tampa, FL</u>	<u>15,000,000</u>	<u>Common</u>	<u>21.6%</u>	<u>Shares owned by Thirty 05, LLC, which is controlled by Saeb Jannoun</u>

<u>Saeb Jannoun</u>	<u>President, Treasurer, Secretary and Chairman of the Board of Directors</u>	<u>Tampa, FL</u>	<u>20,000,000</u>	<u>Preferred</u>	<u>100%</u>	<u>Shares owned by Thirty 05, LLC, which is controlled by Saeb Jannoun</u>
<u>Ramzi Khoury</u>	<u>Director</u>	<u>Scottsdale, AZ</u>	<u>0</u>	<u>Common</u>	<u>0</u>	<u>—</u>
<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to 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);

None.

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

None.

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

None.

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

None.

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

None.

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

None.

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

None.

8) Third Party Service Providers

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. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Mark Pena
Firm: Law Office of Mark E. Pena
Address 1: 4230 S MacDill Ave suite I
Address 2: Tampa, FL 33611
Phone: 813- 251-1289
Email: lpena001@tampabay.rr.com

Name: Clifford J Hunt
Firm: Hunt Law
Address 1: 8200 Seminole Blvd.
Address 2: Seminole, FL 33772
Phone: 727-471-0444
Email: cjh@huntlawgrp.com

Accountant or Auditor

Firm: Rachel Boulds, CPA, PLLC
Address 1: 6371 S Glenoaks St
Address 2: Murray, UT 84107
Phone: 801-230-3945
Email: rachelbouldscpa@hotmail.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn: _____
Facebook: _____

[Other] _____

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.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

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

Name: **Rachel Boulds**
Title: **CPA**
Relationship to Issuer: **Service Provider**

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: **Rachel Boulds**
Title: **Outsourced CPA**
Relationship to Issuer: **Service Provider**

Describe the qualifications of the person or persons who prepared the financial statements:⁵ **Licensed CPA in the State of Utah.**

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:

⁵ 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.

- 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, Saeb Jannoun certify that:

1. I have reviewed this Disclosure Statement for **Willcox International Holdings 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.

July 1, 2024

/s/ Saeb Jannoun

Principal Financial Officer:

I, Saeb Jannoun certify that:

1. I have reviewed this Disclosure Statement for **Willcox International Holdings 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.

July 1, 2024

/s/ Saeb Jannoun

WILLCOX INTERNATIONAL HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	March 31, 2024	March 31, 2023
<u>ASSETS</u>		
Current Assets:		
Cash	\$ 4,347	\$ 18,375
Prepaid	—	9,716
Other receivables – related parties	126,860	23,000
Total Current Assets	131,207	51,091
Software, net	183,325	383,330
Leasehold improvements, net	49,982	67,118
Investment in Neolithica	866,678	266,678
Total Other Assets	1,099,985	717,126
Total Assets	\$ 1,231,192	\$ 768,217
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
<u>(DEFICIT)</u>		
Current Liabilities:		
Accounts payable	\$ 1,100	\$ —
Due to related parties	593,327	\$ 257,834
Total Liabilities	594,427	257,834
Stockholders' Equity (Deficit):		
Preferred stock, par value \$0.001, 20,000,000 shares authorized; 20,000,000 and 0 shares issued and outstanding, respectively	20,000	—
Common stock, par value \$0.001, 200,000,000 shares authorized; 69,600,295 and 151,089,500 shares issued and outstanding, respectively	69,601	151,090
Common stock to be issued	385,000	825,250
Additional paid-in capital	19,294,888	16,526,274
Accumulated deficit	(19,132,724)	(16,992,231)
Total Stockholders' Equity	636,765	510,383
Total Liabilities and Stockholders' Deficit	\$ 1,231,192	\$ 768,217

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

WILLCOX INTERNATIONAL HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Years Ended March 31,	
	2024	2023
Revenue	\$ 102,000	\$ 102,000
Operating Expenses:		
Amortization expense	200,004	216,671
Lease expense	89,352	89,352
Consulting – related party	47,859	113,822
General and administrative	1,973,342	632,948
Total operating expenses	2,310,557	1,052,793
Loss from operations	(2,208,557)	(950,793)
Other income:		
Other income	68,064	66,392
Total other income	68,064	66,392
Net loss	\$ (2,140,493)	\$ (884,401)
Basic and diluted loss per share	\$ (0.02)	\$ (0.01)
Basic and diluted weighted average shares	101,503,949	150,991,692

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

WILLCOX INTERNATIONAL HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE YEARS ENDED MARCH 31, 2024 AND 2023
(Unaudited)

	Preferred Stock		Common Stock		Common Stock to be Issued	Additional Paid in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount				
Balance at March 31, 2022	—	\$ —	149,989,500	\$ 149,990	\$ 600,000	\$ 15,926,874	\$ (16,107,830)	\$ 569,034
Common stock issued for services	—	—	500,000	500	495,250	—	—	495,750
Shares issued for acquisition of software	—	—	600,000	600	(600,000)	599,400	—	330,000
Common stock issued for cash	—	—	—	—	330,000	—	—	—
Net loss	—	—	—	—	—	—	(884,401)	(884,401)
Balance at March 31, 2023	—	—	151,089,500	151,090	825,250	16,526,274	(16,992,231)	510,383
Common stock issued for services	—	—	2,256,250	2,256	(440,250)	2,204,869	—	1,766,875
Common stock issued for services – related party	—	—	1,500,000	1,500	—	1,648,500	—	1,650,000
Common stock issued for cash	—	—	454,545	455	—	499,545	—	500,000
Conversion of common for preferred stock	20,000,000	20,000	(84,200,000)	(84,200)	—	64,200	—	—
Common stock cancelled – related party	—	—	(1,500,000)	(1,500)	—	(1,648,500)	—	(1,650,000)
Net loss	—	—	—	—	—	—	(2,140,493)	(2,140,493)
Balance at March 31, 2024	<u>20,000,000</u>	<u>\$ 20,000</u>	<u>69,600,295</u>	<u>\$ 69,601</u>	<u>\$ 385,000</u>	<u>\$ 19,294,888</u>	<u>\$ (19,132,724)</u>	<u>\$ 636,765</u>

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

WILLCOX INTERNATIONAL HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Years Ended March 31,	
	2024	2023
Cash flows from operating activities:		
Net loss	\$ (2,140,493)	\$ (884,401)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization and depreciation expense	217,140	235,235
Stock compensation	1,766,875	495,750
Changes in assets and liabilities:		
Prepaid	9,716	(9,716)
Other receivables – related parties	(103,860)	(23,000)
Accounts payable	1,100	(200)
Net cash used in operating activities	<u>(249,522)</u>	<u>(186,332)</u>
Cash flows from investing activities:		
Payment towards acquisition	(500,000)	—
Purchase of securities	(100,000)	(266,678)
Net cash used in investing activities	<u>(600,000)</u>	<u>(266,678)</u>
Cash flows from financing activities:		
Proceeds from a related party	335,494	392,000
Repayment of related party loan	—	(266,235)
Common stock sold for cash	500,000	330,000
Net cash provided by financing activities	<u>835,494</u>	<u>455,765</u>
Net change in cash	(14,028)	2,755
Cash, beginning of period	<u>18,375</u>	<u>15,620</u>
Cash, end of period	<u>\$ 4,347</u>	<u>\$ 18,375</u>
Supplemental Disclosure of Interest and Income Taxes Paid:		
Interest paid	<u>\$ —</u>	<u>\$ —</u>
Income taxes paid	<u>\$ —</u>	<u>\$ —</u>

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

WILLCOX INTERNATIONAL HOLDINGS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2024
(Unaudited)

NOTE 1 - ORGANIZATION AND OPERATIONS

Willcox International Holdings Inc. (the “Company”) was incorporated in the State of Nevada on April 15, 2013. On August 18, 2020, the Company was the subject of a Custodianship action & order in the Clark County District Court of Nevada. On December 26, 2020, said Custodianship was terminated by the same court. On February 23, 2021, controlling interest in the Company was transferred to Thirty 05, LLC.

The Company changed its name to Willcox International Holdings Inc. with the State of Nevada, effective December 6, 2021. The name change was approved by FINRA on June 9, 2022.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company’s financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates include the fair value for derivatives. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash equivalents consist of highly liquid investments with maturities of three months or less when purchased. Cash and cash equivalents are on deposit with financial institutions without any restrictions. There are no cash equivalents as of March 31, 2024 and 2023.

Principles of Consolidation

The accompanying consolidated unaudited financial statements include the accounts of the Company and its wholly owned subsidiaries; Willcox Technology Inc. and Willcox Energy Inc.

Stock-based Compensation

In June 2018, the FASB issued ASU 2018-07, *Compensation – Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*. ASU 2018-07 allows companies to account for nonemployee awards in the same manner as employee awards. The guidance is effective for fiscal years beginning after December 15, 2018, and interim periods within those annual periods. We adopted this ASU on January 1, 2019.

Revenue Recognition

The Company recognizes revenue under ASC 606, “Revenue from Contracts with Customers” (“ASC 606”). The Company determines revenue recognition through the following steps:

- Identification of a contract with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when or as the performance obligations are satisfied.

Revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. As a practical expedient, the Company

does not adjust the transaction price for the effects of a significant financing component if, at contract inception, the period between customer payment and the transfer of goods or services is expected to be one year or less.

Recently issued accounting pronouncements

The Company has implemented all new applicable accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 – GOING CONCERN

The accompanying unaudited consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As reflected in the accompanying financial statements, the Company has an accumulated deficit at March 31, 2024 and has minimal revenue. These factors among others raise substantial doubt about the Company's ability to continue as a going concern.

While the Company is attempting to commence operations and generate revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate revenues.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 – LEASEHOLD IMPROVEMENTS

During the year ended March 31, 2022, the Company paid \$85,682 towards leasehold improvements for its newly acquired office space, which is being depreciated over five years. Depreciation expense for the years ended March 31, 2024 and 2023, was \$17,136 and \$18,564 respectively.

NOTE 5 – SOFTWARE

During March 2022, the Company purchased from Willcox International Holdings Corp. (Willcox) assets of the Data Base and Algorithm driven system used for the sourcing and identification of product and the ability to instantly purchase. The purchase price was valued at \$600,000, which was paid for with 600,000 shares of common stock. The asset is being amortized over three years. Amortization expense for the years ended March 31, 2024 and 2023, was \$200,004 and \$216,671, respectively.

NOTE 6 – INVESTMENT

On December 21, 2022, the Company purchased 1,000,000 shares of common stock of NeoLithica Ltd, for \$350,000 CAD\$. As of March 31, 2024, the Company has paid \$866,678.

NOTE 7 – COMMON STOCK TRANSACTIONS

During the year ended March 31, 2023, the Company issued 750,000 shares of common stock for services valued at \$750. As of March 31, 2023, 250,000 shares have not yet been issued by the transfer agent and are disclosed as common stock to be issued. The shares were issued in May 2023.

During the year ended March 31, 2023, the 600,000 shares to be issued to Willcox were issued by the transfer agent.

During the year ended March 31, 2023, the Company sold 300,000 shares of common stock for total cash proceeds of \$330,000. As of March 31, 2023, the shares have not yet been issued by the transfer agent and are disclosed as common stock to be issued. The shares were issued in May 2023.

During the year ended March 31, 2023, the Company granted 450,000 shares of common stock for services. Since there has been no trading in the Company's stock, the price per share of \$1.10, from the most recent sale of shares, was used to value the shares issued for services, for total non-cash compensation of \$495,000. The shares were issued in May 2023.

During the year ended March 31, 2024, the Company granted 2,256,250 shares of common stock for services. Since there has been no trading in the Company's stock, the price per share of \$1.10, from the most recent sale of shares, was used to value the shares issued for services, for total non-cash compensation of \$1,766,875. As of March 31, 2024, 350,000 of the shares have not been issued by the transfer agent and are disclosed as common stock to be issued.

During the year ended March 31, 2024, the Company sold 454,545 shares of common stock for total cash proceeds of \$500,000.

Refer to Note 8 for stock transactions with related parties.

NOTE 8 – PREFERRED STOCK

The Company has authorized 20,000,000 shares of preferred stock. Each share of preferred stock is convertible into one share of common stock and has voting rights of ten votes per share.

On August 17, 2023, Thirty 05, LLC, redeemed 84,200,000 shares of common stock for 20,000,000 shares of preferred stock.

NOTE 9 – RELATED PARTY TRANSACTIONS

During the year ended March 31, 2021, Barbara McIntyre Bauman, the Company's former President, Secretary and Treasurer, paid expenses on behalf of the Company totaling \$12,428 to revive the Company's operations. During the year ended March 31, 2021, the Company issued 100,000,000 shares of common stock to Barbara McIntyre Bauman for repayment of related party debt totaling \$2,855. As of March 31, 2024, the Company owes \$11,068.

Thirty 05, LLC, has loaned the Company, through the payment of expenses on behalf of the Company and cash deposits, funds when needed for operations. The loans are non-interest bearing and due on demand. Thirty 05, LLC is controlled by Saeb Jannoun, CEO. As of March 31, 2024, the balance due is \$575,200.

The Company subleases office space to two other companies at a rate of \$1,000 per month. The companies are related by common management. During the year ended March 31, 2024, the Company recognized \$68,064 of other revenue from these subleases and has a receivable of \$65,360.

During the year ended March 31, 2024, the Company granted 1,500,000 shares of common stock for services to Ramzi Khoury, a director. Since there has been no trading in the Company's stock, the price per share of \$1.10, from the most recent sale of shares, was used to value the shares issued for services, for total non-cash compensation of \$825,000. On December 20, 2023, Mr. Khoury returned the shares to the Company and the expense was reversed.

On August 17, 2023, Thirty 05, LLC, redeemed 84,200,000 shares of common stock for 20,000,000 shares of preferred stock.

During the year ended March 31, 2024, the Company has provided funds to other Companies controlled by Mr. Jannoun. As of March 31, 2024, the balance due is \$10,500.

NOTE 10 – SUBSEQUENT EVENTS

In accordance with SFAS 165 (ASC 855-10) management has performed an evaluation of subsequent events through the date that the financial statements were issued and has determined that it has the following subsequent event to disclose in these unaudited financial statements

On June 5, 2024, the Company executed a consulting agreement with C-Mist, a Portuguese Corporation owned by Mr. Khoury. Per the terms of the agreement, the Company will issue 1,500,000 shares of common stock as compensation for the services to be provided.