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GACW INCORPORATED

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https://globalaircylinderwheels.com/

This Annual Report is dated May 9, 2025.

BUSINESS

Business Summary

GACW Incorporated (GACW) is an engineering company based in Chandler, Arizona that has developed and field tested the Air Suspension Wheel (ASW), a revolutionary nonpneumatic mechanical wheel assembly designed primarily for off-the-road (OTR) vehicles in the mining industry. The ASW technology addresses critical issues in the mining sector, particularly tire overheating during long-distance hauls, safety concerns related to tire inflation, and the high costs associated with conventional rubber tires. GACW's patentprotected technology offers a solution that increases operational efficiency while reducing safety risks and environmental impact. The company is positioned to disrupt the traditional OTR tire market by providing a more durable, safer alternative that requires less maintenance and offers improved vehicle performance. Other verticals are being pursued as well including military and commercial trucking.

The Company has assembled a patent portfolio of seventeen (17) issued patents: 9,399,370, 10,987,969, 10,987,970, 10,987,971, 11,173,744, 11,135,871, 11,325,417, 11,458,759, 11,458,760, 11,544,606, 11,565,552,11,590,795, 11,801,711, 12,145,405, 12,251,964 and D960,084 - all related to Wheels Assembly or Tread Assembly for a Wheel. The Company also has numerous PCT applications filed.

The Company was initially formed as 2017, LLC in Arizona on April 2, 2004 and became GACW Incorporated on November 26, 2019.

2024 Developments

In 2024, GACW achieved several significant milestones in product development and market positioning. The company successfully built and tested an improved lateral restraint design for the CAT 994 loader wheels, with results within 10% of engineering simulations. Testing demonstrated the lateral restraint could withstand up to 51 metric tons of force, exceeding expectations. GACW completed the manufacturing of wheels for both CAT 994 loaders and CAT 793 trucks, with field testing conducted throughout the year. A licensee of the Company's technology successfully tested their ASW adaptation on a loader vehicle that operated continuously for over 100 days, validating the technology's durability.

GACW expanded its market presence through strategic industry engagements, including presenting at the Innovation for Sustainable Solutions Forum at the University of Western Australia, participating in the 2024 HME Tire User Forum with a major Tier I Australian mining company, and securing an invitation to CNBC's "Making Money in Tech" program. The company strengthened its executive team by appointing Darryl Crowder as COO and Rodrigo Pinheiro as CTO. Additionally, GACW continued to build its intellectual property portfolio, increasing its total issued patents to over 62, with more than 100 pending globally, including new patents in Brazil, a strategic manufacturing and mining market.

PREVIOUS OFFERINGS

Type of security sold: Convertible Note Final amount sold: $1,389,715.66 Use of proceeds: Engineering, design, computer simulation, fabrication, shipping and general working capital Date: May 15, 2019 Offering exemption relied upon: 506(c)

Type of security sold: Convertible Note Final amount sold: $550,000.00 Use of proceeds: Engineering, design, fabrication, shipping and general working capital Date: September 30, 2019 Offering exemption relied upon: 506(c)

Name: Preferred Stock Type of security sold: Equity Final amount sold: $0.00 Number of Securities Sold: 9,400,000 Use of proceeds: Founders Stock Date: November 26, 2019 Offering exemption relied upon: 506(c)

Name: Common Stock Type of security sold: Equity Final amount sold: $100,000.00 Number of Securities Sold: 103,000 Use of proceeds: General working capital Date: November 15, 2019 Offering exemption relied upon: 506(c)

Name: Common Stock Type of security sold: Equity Final amount sold: $807,875.00 Number of Securities Sold: 1,702,166 Use of proceeds: Engineering, fabrication, shipping and general working capital Date: January 20, 2020 Offering exemption relied upon:

506(c)

Name: Common Stock Type of security sold: Equity Final amount sold: $0.00 Number of Securities Sold: 1,256,231 Use of proceeds: Shares issued on conversion of debt Date: September 10, 2020 Offering exemption relied upon: 506(c)

Name: Common Stock Type of security sold: Equity Final amount sold: $30,307.00 Number of Securities Sold: 60,614 Use of proceeds: General working capital Date: September 15, 2020 Offering exemption relied upon: 506(c)

Name: Common Stock Type of security sold: Equity Final amount sold: $4,000.00 Number of Securities Sold: 8,000 Use of proceeds: General working capital Date: September 16, 2020 Offering exemption relied upon: 506(c)

Name: Common Stock Type of security sold: Equity Final amount sold: $820,864.00 Number of Securities Sold: 2,610,975 Use of proceeds: Patent expenses, interest payments, engineering and design, and general working capital Date: November 28, 2020 Offering exemption relied upon: 506(c)

Name: Common Stock Type of security sold: Equity Final amount sold: $272,116.00 Number of Securities Sold: 643,165 Use of proceeds: Working Capital Date: July 31, 2021 Offering exemption relied upon: 506(c)

Name: Common Stock Type of security sold: Equity Final amount sold: $50,000.00 Number of Securities Sold: 100,000 Use of proceeds: Working Capital Date: September 10, 2021 Offering exemption relied upon: 506(c)

Name: Common Stock Type of security sold: Equity Final amount sold: $38,125.00 Number of Securities Sold: 41,078 Use of proceeds: Working Capital Date: January 28, 2022 Offering exemption relied upon: 506(c)

Name: Common Stock Type of security sold: Equity Final amount sold: $3,270,384 Number of Securities Sold: 1,948,875 Use of proceeds: Working Capital/R&D Date: May 04, 2022 Offering exemption relied upon: Regulation CF

Name: Common Stock Type of security sold: Equity Final amount sold: $945,026.88 Number of Securities Sold: 452,256 Use of proceeds: Working Capital/R&D Date: November 24, 2022 Offering exemption relied upon: Regulation CF

Name: Common Stock Type of security sold: Equity Final amount sold: $10,150 Number of Securities Sold: 5,780 Use of proceeds: Working Capital Date: August 17, 2022 Offering exemption relied upon: 506(c)

Name: Common Stock Type of security sold: Equity Final amount sold: $583,881 Number of Securities Sold: 1,179,181 Use of proceeds: Working Capital Date: November 2, 2022 Offering exemption relied upon: 506(c)

Name: Common Stock Type of security sold: Equity Secured Note Conversion Final amount sold: $0 Number of Securities Sold: 1,914,054 Use of proceeds: Working Capital Date: November 15, 2022 Offering exemption relied upon: 506(c)

Name: Common Stock Type of security sold: Equity Final amount sold: $56,500 Number of Securities Sold: 100,000 Use of proceeds: Working Capital Date: December 15, 2022 Offering exemption relied upon: 506(c)

Name: Common Stock Type of security sold: Equity Final amount sold: $65,730 Number of Securities Sold: 113,840 Use of proceeds: Working Capital Date: January 31, 2023 Offering exemption relied upon: 506(c)

Name: Common Stock Type of security sold: Equity Final amount sold: $187,772 Number of Securities Sold: 302,660 Use of proceeds: Working Capital Date: March 31, 2023 Offering exemption relied upon: 506(c)

Name: Common Stock Type of Security Sold: Equity Final Amount Sold: $113,000 Number of Securities Sold: 45,200 Use of proceeds: Working Capital Date: August 16, 2023 Offering Exemption relied upon: 506(c)

Name: Common Stock Type of Security Sold: Equity Final Amount Sold: $1,765,719.55 Number of Securities Sold: 547,821 Use of proceeds: Working Capital Date: January 17, 2024 Offering Exemption Relied upon: Regulation CF

Name: Common Stock Type of Security Sold: Equity Final Amount Sold: $130,814.00 Number of Securities Sold: 47,568 Use of proceeds: Working Capital Date: October 2024 Offering Exemption Relied Upon: 506(c)

Name: Common Stock Type of Securities Sold: Equity Final Amount Sold: $59,667.19 Number of Securities Sold: 17,050 Use of Proceeds: Employee/Contractor Compensation Date: December 31, 2024 Offering Exemption Relied On: Section 4(a)(2)

Name: Common Stock Type of Securities Sold: Equity Final Amount Sold: $300,000.00 Number of Securities Sold: 150,000 Use of Proceeds: Director Compensation Date: December 31, 2024, Offering Exemption Relied On: Section 4(a)(2)

REGULATORY INFORMATION

The company has not previously failed to comply with the requirements of Regulation Crowdfunding.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Operating Results - 2024 Compared to 2023

Circumstances which led to the performance of financial statements:

Revenue. We have earned $0 in 2024 compared to $1,489,980 in 2023.

Cost of sales. Cost of sales in 2024 and 2023 was $0.

Gross margins. The forecasted gross margins have decreased due to the increased manufacturing costs, however, GACW believes that once we have a final proven product, the sales price can be adjusted accordingly.

Expenses. The Company's operating expenses consist of advertising and marketing, legal & professional fees, selling, general and administrative, payroll and related expenses, stock-based compensation, contractor fees and research and development costs. Operating expenses in 2024, through December 31, 2024 increased $1,824,560 from 2023, going from $2,390,167 in 2023 to $4,214,727. The Company has reduced the monthly burn rate by letting go of some consultants during the manufacturing period. The cost of advertising and insurance has increased as we are entering the revenue stage. The Company is also heavily investing in research and development.

Historical results and cash flows: The product is still in the R&D phase, and therefore will be capital heavy at the moment. Once there is a minimal viable product, we expect revenues to increase and the cash flow to change. Previously, GACW had private placements, loans, and worked through Start Engine and DealMaker to raise capital using equity crowdfunding. In the future, we expect license deals and profit generating revenues. Some of this has already happened in 2023. Based on all this, we do not believe our company's historical performance is indicative of future results once we have progressed beyond the R&D phase.

Liquidity and Capital Resources. On December 31, 2024, the Company had cash of $183,966, restricted cash of $62,349, other receivables from related parties of $10,000, and prepaid assets of $11,336. The Company intends to raise additional funds through additional equity financing.

DEBT

> Creditor: Zoltan Kemeny, Interest Rate: 6.0% Total Loan Amount Outstanding $1,130,001 plus accrued interest of $44,548. Maturity Date: November 1, 2025.
>
> Creditor: Jan Lorant, Interest Rate: 6%, Total Loan Amount Outstanding $500,000 plus accrued interest of $13,325. Maturity Date: November 1, 2025.
>
> Creditor: Mark Keenan, Interest Rate: 6.0% Total Loan Amount Outstanding: $250,000 plus accrued interest of $1,458. Maturity Date: November 1, 2025.

DIRECTORS, EXECUTIVE OFFICERS AND SIGNIFICANT EMPLOYEES

Our directors and executive officers as of the date hereof, are as follows:

Name: Dr. Zoltan Kemeny, Dr. Zoltan Kemeny's current primary role is with the Issuer. Positions and offices currently held with the issuer:

Position: Chief Executive Officer (April 2024 to December 18, 2024), President, and Treasurer Dates of Service: April, 2004 to Present, Chief Innovation Officer (CIO) December 18, 2024 to present.

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Responsibilities: Engineering and overall direction of company.

Salary: $174,000; Stock Options: 262,500 (Year 2020), 131,250 (Year 2021).

Position: Director, Dates of Service: November, 2019 – present

Present Responsibilities: Work jointly with other directors on material decisions

Other business experience in the past three years: Employer: 2019, LLC Title: President & Owner Dates of Service: April, 2004 - Present Responsibilities: Creates, communicates and implements the organization's vision, mission and overall direction.

Name: Harmen van Kamp, Harmen van Kamp's current primary role is with the Issuer. Positions and offices currently held with the issuer:

Position: Chief Executive Officer (December 18, 2024 to present) Senior Vice President of Global Sales Dates of Service: May, 2016 - Present

Responsibilities: Implementing Company Policy and Overall Management. Marketing and Sales. Salary: $132,000; Stock Options: 150,000 (Year 2020), 75,000 (Year 2021).

Position: Director Dates of Service: April, 2021 - Present Responsibilities: Part of the management team.

Name: Mark Keenan, Mark Keenan's current primary role is self-employed. Mark Keenan currently services 1 hours per week in his role with the Issuer. Positions and offices currently held with the issuer:

Position: Non-Executive Director Dates of Service: November, 2020 - Present Responsibilities: Non-Executive Director. Salary: $0, no equity compensation.

Maria Kemeny, Maria Kemeny's current primary role is with the Issuer. Positions and offices currently held with the issuer:

Position: Secretary Dates of Service: May, 2014 - Present Responsibilities: Secretary. Salary: $0, no equity compensation.

Name: Jan Lorant, Jan Lorant's current primary role is with Gabor Lorant Architects Inc. Jan Lorant currently serves 4 hours per week in his role with the Issuer. Positions and offices currently held with the issuer.

Position: Non-Executive Director and Chairman of the Board. Dates of Service: January, 2022 - Present Responsibilities: Advisor on business strategy. Salary: $0, plus Issued 450,000 shares of common stock for service as Chairman of the Board, vesting 150,000 shares effective March 1, 2024, 150,000 shares effective March 1, 2025 and 150,000 shares effective March 1, 2026.

Other business experience in the past three years: Employer: Gabor Lorant Architects Inc. Title: Owner/ Principal Dates of Service: March, 1987 - Present

Responsibilities: President and lead designer, providing architectural and engineering services to federal, state, and municipal entities.

Other business experience in the past three years: Employer: Lorant Group Inc. Title: President Dates of Service: January, 1990 - Present Responsibilities: Manage the operations and the design/marketing of products.

Name: Rodrigo Pinheiro, Rodrigo Pinheiro's current primary role is with the Issuer. Positions and Offices Currently Held with the Issuer:

Position: Chief Technical Officer (CTO) July 19, 2024 to the present.

Responsibilities: Oversee technical aspects of Company operation including its patent portfolio.

Salary: $252,000 per year

Other business experience in the last three years: Vice President of Engineering for Click Bond, Inc. from May 2019 to June 2023.

Name: Darryl Crowder, Darryl Crowder's current primary role is with the Issuer. Positions and Offices Currently Held with the Issuer:

Position: Chief Operations Officer (COO) July 19, 2024 to the present.

Responsibilities: Oversee the day-to-day operations of the Company.

Salary: $162,000 per year

Other business experience in the last three years: Manager of GACW Limited (Australia) from August 2022 to November 2023; Managing Director of Brownfield Engineering and Maintenance Pty Ltd. From July 2011 to July 2022.

PRINCIPAL SECURITY HOLDERS

Set forth below is information regarding the beneficial ownership of our Common Stock, as of December 31, 2024, by (i) each person whom we know owned, beneficially, more than 10% of the outstanding shares of our Preferred Stock and Common Stock, and (ii) all of the current officers and directors as a group. We believe that, except as noted below, each named beneficial owner has sole voting and investment power with respect to the shares listed. Unless otherwise indicated herein, beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and includes voting or investment power with respect to shares beneficially owned.

Title of class: Preferred Stock

10% Stockholder, Name: Dr. Zoltan Kemeny. Amount and nature of Beneficial ownership: 5,735,568 shares, Percent of class: 61.02%;

Harmen van Kamp. Amount and nature of Beneficial Ownership: 2,000,000 shares, Percent of class: 21.28%;

Jan Lorant. Amount and Nature of Beneficial Ownership: 1,000,000 shares, Percent of Class 10.64%.

Collective Ownership of Preferred Stock by all current officers and directors as a group:
8,735,568 shares, Percent of Class, 92.93%.

Title of Class: Common Stock Stockholder Name:

Wheels Investment LLC Amount and nature of Beneficial Ownership: 3,865,544 shares, Percent of class: 31.38%

Collective Ownership of Common Stock by all current officers and directors as a group:
5,168,609 shares, Percent of Class: 41.96%

RELATED PARTY TRANSACTIONS

Name of Person/Entity: Zoltan Kemeny

Names of 20% owners: Zoltan Kemeny

Relationship with Company: Director

Nature/ amount of interest in the transaction:

Unsecured Loans of USD $1,130,001 plus accrued interest of $44,548.

Material Terms: USD $1,130,001 with a maturity date of November 1, 2025. interest rate of 6% per annum, unsecured.

Name of Person/Entity: Jan Lorant Relationship with Company: Director
Nature/Amount of Interest in Transaction:

Unsecured Loans of USD $500,000 plus accrued interest of $13,325.

Material Terms: USD $500,000 with a maturity date of November 1, 2025.

Interest rate of 6% per annum, unsecured.

Name of Person/Entity: Mark Keenan

Relationship with Company: Director

Nature/Amount of Interest in Transaction:

Unsecured Loans of USD $250,000 plus accrued interest of $1458.

Material Terms: USD $250,000 with a maturity date of November 1, 2025.

OUR SECURITIES

The company has authorized Common Stock and Preferred Stock.

Common Stock

The amount of security authorized is 20,000,000 with a total of 13,922,451 outstanding. Voting Rights 1 vote per share. The Corporation also has the authority to issue shares of Common Stock with such voting rights as the Corporation deems appropriate. See Voting Rights of Securities Sold in this Offering below for additional information.

Material Rights The total outstanding amount does not include 16,600 shares that may be issued pursuant to outstanding warrants. The total outstanding amount does not include 798,750 shares that may be issued pursuant to outstanding options.

Voting Rights of Securities Sold in this Offering Voting Proxy. Each Subscriber shall appoint the Chief Executive Officer of the Company (the "CEO"), or his or her successor, as the Subscriber's true and lawful proxy and attorney, with the power to act alone and with full power of substitution, to, consistent with this instrument and on behalf of the Subscriber, (i) vote all Securities, (ii) give and receive notices and communications, (iii) execute any instrument or document that the CEO determines is necessary or appropriate in the exercise of its authority under this instrument, and (iv) take all actions necessary or appropriate in the judgment of the CEO for the accomplishment of the foregoing. The proxy and power granted by the Subscriber pursuant to this Section are coupled with an interest. Such proxy and power will be irrevocable. The proxy and power, so long as the Subscriber is an individual, will survive the death, incompetency and disability of the Subscriber and, so long as the Subscriber is an entity, will survive the merger or reorganization of the Subscriber or any other entity holding the Securities. However, the Proxy will terminate upon the closing of a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933 covering the offer and sale of Common Stock or the effectiveness of a registration statement under the Securities Exchange Act of 1934 covering the Common Stock.

Preferred Stock

The amount of security authorized is 10,000,000 with a total of 9,400,000 outstanding. Voting Rights 1.25 votes per share.

Material Rights. There are no material rights associated with Preferred Stock.

Minority Holders

What it means to be a minority holder.

As a minority holder you will have limited ability, if at all, to influence our policies or any other corporate matter, including the election of directors, changes to our company's governance documents, additional issuances of securities, company repurchases of securities, a sale of the company or of assets of the company or transactions with related parties.

Dilution

Investors should understand the potential for dilution. The investor's stake in a company could be diluted due to the company issuing additional shares. In other words, when the company issues more shares, the percentage of the company that you own will decrease, even though the value of the company may increase. You will own a smaller piece of a larger company. This increase in number of shares outstanding could result from a stock offering (such as an initial public offering, another crowdfunding round, a venture capital round or angel investment), employees exercising stock options, or by conversion of certain instruments (e.g. convertible notes, preferred shares or warrants) into stock.

If we decide to issue more shares, an investor could experience value dilution, with each share being worth less than before, and control dilution, with the total percentage an investor owns being less than before. There may also be earnings dilution, with a reduction in the amount earned per share (though this typically occurs only if we offer dividends, and most early stage companies are unlikely to offer dividends, preferring to invest any earnings into the company).

The type of dilution that hurts early-stage investors most occurs when the company sells more shares in a "down round," meaning at a lower valuation than in earlier offerings. If you are making an investment expecting to own a certain percentage of the company or expecting each share to hold a certain amount of value, it's important to realize how the value of those shares can decrease by actions taken by the company. Dilution can make drastic changes to the value of each share, ownership percentage, voting control, and earnings per share.

RISK FACTORS

Risk Factors

Uncertain Risk An investment in the Company (also referred to as "we", "us", "our", or "Company") involves a high degree of risk and should only be considered by those who can afford the loss of their entire investment. Furthermore, the purchase of any of the Common Stock should only be undertaken by persons whose financial resources are sufficient to enable them to indefinitely retain an illiquid investment. Each investor in the Company should consider all of the information provided to such potential investor regarding the Company as well as the following risk factors, in addition to the other information listed in the Company's Form C. The following risk factors are not intended, and shall not be deemed to be, a complete description of the commercial and other risks inherent in the investment in the Company.

Our business projections are only projections. There can be no assurance that the Company will meet our projections. There can be no assurance that the Company will be able to find sufficient demand for our product, that people think it's a better option than a competing product, or that we will able to provide the service at a level that allows the Company to make a profit and still attract business.

Any valuation at this stage is difficult to assess. The valuation for the offering was established by the Company. Unlike listed companies that are valued publicly through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess and you may risk overpaying for your investment.

The transferability of the Securities you are buying is limited. Any Common Stock purchased through this crowdfunding campaign is subject to SEC limitations of transfer. This means that the stock/note that you purchase cannot be resold for a period of one year. The exception to this rule is if you are transferring the stock back to the Company, to an "accredited investor," as part of an offering registered with the Commission, to a member of your family, trust created for the benefit of your family, or in connection with your death or divorce.

Your investment could be illiquid for a long time. You should be prepared to hold this investment for several years or longer. For the 12 months following your investment there will be restrictions on how you can resell the securities you receive. More importantly, there is no established market for these securities and there may never be one. As a result, if you decide to sell these securities in the future, you may not be able to find a buyer. The Company may be acquired by an existing player in the educational software development industry. However, that may never happen or it may happen at a price that results in you losing money on this investment.

If the Company cannot raise sufficient funds it will not succeed. The Company is likely to need additional funds in the future to grow, and if it cannot raise those funds for whatever reason, including reasons relating to the Company itself or the broader economy, it may not survive. If the Company manages to raise only the minimum amount of funds sought, it will have to find other sources of funding for some of the plans outlined in "Use of Proceeds."

We may not have enough capital as needed and may be required to raise more capital. We anticipate needing access to credit to support our working capital requirements as we grow. Although interest rates are low, it is still a difficult environment for obtaining credit on favorable terms.

If we cannot obtain credit when we need it, we could be forced to raise additional equity capital, modify our growth plans, or take some other action. Issuing more equity may require bringing on additional investors. Securing these additional investors could require pricing our equity below its current price. If so, your investment could lose value as a result of this additional dilution. In addition, even if the equity is not priced lower, your ownership percentage would be decreased with the addition of more investors.

If we are unable to find additional investors willing to provide capital, then it is possible that we will choose to cease our sales activity. In that case, the only asset remaining to generate a return on your investment could be our intellectual property. Even if we are not forced to cease our sales activity, the unavailability of credit could result in the Company performing below expectations, which could adversely impact the value of your investment.

Terms of subsequent financings may adversely impact your investment. We will likely need to engage in common equity, debt, or preferred stock financings in the future, which may reduce the value of your investment in the Common Stock. Interest on debt securities could increase costs and negatively impact operating results. Preferred stock could be issued in series from time to time with such designation, rights, preferences, and limitations as needed to raise capital.

The terms of preferred stock could be more advantageous to those investors than to the holders of Common Stock. In addition, if we need to raise more equity capital from the sale of Common Stock, institutional or other investors may negotiate terms that are likely to be more favorable than the terms of your investment, and possibly a lower purchase price per share.

Management Discretion as to Use of Proceeds. Our success will be substantially dependent upon the discretion and judgment of our management team with respect to the application and allocation of the proceeds of this Offering. The use of proceeds described below is an estimate based on our current business plan. We, however, may find it necessary or advisable to re-allocate portions of the net proceeds reserved for one category to another, and we will have broad discretion in doing so.

Projections and Forward-Looking Information. Any projections or forward-looking statements regarding our anticipated financial or operational performance are hypothetical and are based on management's best estimate of the probable results of our operations and will not have been reviewed by our independent accountants. These projections will be based on assumptions which management believe are reasonable. Some assumptions invariably will not materialize due to unanticipated events and circumstances beyond management's control. Therefore, actual results of operations will vary from such projections, and such variances may be material. Any projected results cannot be guaranteed.

The amount raised in this offering may include investments from company insiders or immediate family members. Officers, directors, executives, and existing owners with a controlling stake in the company (or their immediate family members) may make investments in this offering. Any such investments will be included in the amount raised reflected on the campaign page.

We are reliant on one main type of service. All of our current services are variants on one type of service, providing a platform for online capital formation. Our revenues are therefore dependent upon the market for online capital formation.

We may never have an operational product or service. It is possible that there may never be an operational Air Suspension Wheel or that the product may never be used to engage in transactions. It is possible that the failure to release the product is the result of a change in business model upon Company's making a determination that the business model, or some other factor, will not be in the best interest of Company and its stockholders/members/creditors.

Some of our products are still in prototype phase and might never be operational products. It is possible that there may never be an operational product or that the product may never be used to engage in transactions. It is possible that the failure to release the product is the result of a change in business model upon the Company's making a determination that the business model, or some other factor, will not be in the best interest of the Company and its stockholders.

Developing new products and technologies entails significant risks and uncertainties. We are currently in the research and development stage and have only manufactured a prototype for our Air Suspension Wheel. Delays or cost overruns in the development of our Air Suspension Wheel and failure of the product to meet our performance estimates may be caused by, among other things, unanticipated technological hurdles, difficulties in manufacturing, changes to design and regulatory hurdles. Any of these events could materially and adversely affect our operating performance and results of operations.

Minority Holder: Securities with Voting Rights The security type that an investor is buying has voting rights attached to them. However, you will be part of the minority shareholders of the Company and have agreed to appoint the Chief Executive Officer of the Company (the "CEO"), or his or her successor, as your voting proxy. You are trusting in management discretion in making good business decisions that will grow your investments. Furthermore, in the event of a liquidation of our Company, you will only be paid out if there is any cash remaining after all of the creditors of our company have been paid out.

You trust that management will make the best decision for the company. You are trusting in management discretion. You are buying securities as a minority holder and therefore must trust the management of the Company to make good business decisions that grow your investment.

Insufficient Funds The company might not sell enough securities in this offering to meet its operating needs and fulfill its plans, in which case it will cease operating and you will get nothing. Even if we sell all the common stock we are offering now, the Company will (possibly) need to raise more funds in the future, and if it can't get them, we will fail. Even if we do make a successful offering in the future, the terms of that offering might result in your investment in the company being worth less, because later investors might get better terms.

This offering involves "rolling closings," which may mean that earlier investors may not have the benefit of information that later investors have. Once we meet our target amount for this offering, we may request that the crowdfunding platform instruct the escrow agent to disburse offering funds to us. At that point, investors whose subscription agreements have been accepted will become our investors.

All early-stage companies are subject to a number of risks and uncertainties, and it is not uncommon for material changes to be made to the offering terms, or to companies' businesses, plans or prospects, sometimes on short notice. When such changes happen during the course of an offering, we must file an amended to our Form C with the SEC, and investors whose subscriptions have not yet been accepted will have the right to withdraw their subscriptions and get their money back. Investors whose subscriptions have already been accepted, however, will already be our investors and will have no such right.

Our new product could fail to achieve the sales projections we expected. Our growth projections are based on an assumption that with an increased advertising and marketing budget our products will be able to gain traction in the marketplace at a faster rate than our current products have. It is possible that our new products will fail to gain market acceptance for any number of reasons. If the new products fail to achieve significant sales and acceptance in the marketplace, this could materially and adversely impact the value of your investment.

We face significant market competition. We will compete with larger, established companies who currently have products on the market and/or various respective product development programs. They may have much better financial means and marketing/sales and human resources than us. They may succeed in developing and marketing competing equivalent products earlier than us, or superior products than those developed by us. There can be no assurance that competitors will render our technology or products obsolete or that the products developed by us will be preferred to any existing or newly developed technologies. It should further be assumed that competition will intensify.

We are an early-stage company and have not yet generated any profits. GACW Incorported was formed on November 26th, 2019. Accordingly, the Company has a limited history upon which an evaluation of its performance and future prospects can be made. Our current and proposed operations are subject to all business risks associated with new enterprises. These include likely fluctuations in operating results as the Company reacts to developments in its market, managing its growth and the entry of competitors into the market.

We will only be able to pay dividends on any shares once our directors determine that we are financially able to do so. GACW Incorporated. has incurred a net loss and has had limited revenues generated since inception. There is no assurance that we will be profitable in the next 3 years or generate sufficient revenues to pay dividends to the holders of the shares.

We are an early-stage company and have limited revenue and operating history The Company has a short history, few customers, and effectively no revenue. If you are investing in this company, it's because you think that Air Suspension Wheel is a good idea, that the team will be able to successfully market, and sell the product or service, that we can price them right and sell them to enough peoples so that the Company will succeed. Further, we have never turned a profit and there is no assurance that we will ever be profitable.

We have existing patents that we might not be able to protect properly One of the Company's most valuable assets is its intellectual property. The Company owns fourteen patents, trademarks, copyrights, Internet domain names, and trade secrets. We believe one of the most valuable components of the Company is our intellectual property portfolio; Due to the value, competitors may misappropriate or violate the rights owned by the Company. The Company intends to continue to protect its intellectual property portfolio from such violations. It is important to note that unforeseeable costs associated with such practices may invade the capital of the Company.

We have pending patent approval's that might be vulnerable. One of the Company's most valuable assets is its intellectual property. The Company's intellectual property such as patents, trademarks, copyrights, Internet domain names, and trade secrets may not be registered with the proper authorities. We believe one of the most valuable components of the Company is our intellectual property portfolio. Due to the value, competitors may misappropriate or violate the rights owned by the Company. The Company intends to continue to protect its intellectual property portfolio from such violations. It is important to note that unforeseeable costs associated with such practices may invade the capital of the Company due to its unregistered intellectual property.

Our trademarks, copyrights and other intellectual property could be unenforceable or ineffective. Intellectual property is a complex field of law in which few things are certain. It is possible that competitors will be able to design around our intellectual property, find prior art to invalidate it, or render the patents unenforceable through some other mechanism. If competitors are able to bypass our trademark and copyright protection without obtaining a sublicense, it is likely that the Company's value will be materially and adversely impacted. This could also impair the Company's ability to compete in the marketplace. Moreover, if our trademarks and copyrights are deemed unenforceable, the Company will almost certainly lose any potential revenue it might be able to raise by entering into sublicenses. This would cut off a significant potential revenue stream for the Company.

The cost of enforcing our trademarks and copyrights could prevent us from enforcing them. Trademark and copyright litigation has become extremely expensive. Even if we believe that a competitor is infringing on one or more of our trademarks or copyrights, we might choose not to file suit because we lack the cash to successfully prosecute a multi-year litigation with an uncertain outcome; or because we believe that the cost of enforcing our trademark(s) or copyright(s) outweighs the value of winning the suit in light of the risks and consequences of losing it; or for some other reason. Choosing not to enforce our trademark(s) or copyright(s) could have adverse consequences for the Company, including undermining the credibility of our intellectual property, reducing our ability to enter into sublicenses, and weakening our attempts to prevent competitors from entering the market. As a result, if we are unable to enforce our trademark(s) or copyright(s) because of the cost of enforcement, your investment in the Company could be significantly and adversely affected.

The loss of one or more of our key personnel, or our failure to attract and retain other highly qualified personnel in the future, could harm our industry. To be successful, the Company requires capable people to run its day-to-day operations. As the Company grows, it will need to attract and hire additional employees in sales, marketing, design, development, operations, finance, legal, human resources and other areas. Depending on the economic environment and the Company's performance, we may not be able to locate or attract qualified individuals for such positions when we need them. We may also make hiring mistakes, which can be costly in terms of resources spent in recruiting, hiring and investing in the incorrect individual and in the time delay in locating the right employee fit. If we are unable to attract, hire and retain the right talent or make too many hiring mistakes, it is likely our business will suffer from not having the right employees in the right positions at the right time. This would likely adversely impact the value of your investment.

Our ability to sell our product or service is dependent on outside government regulation which can be subject to change at any time. Our ability to sell product is dependent on the outside government regulation such as the Bureau of Industry and Security (BIS) and other relevant government laws and regulations. The laws and regulations concerning the selling of product may be subject to change and if they do then the selling of product may no longer be in the best interest of the Company. At such point the Company may no longer want to sell product and therefore your investment in the Company may be affected.

We rely on third parties to provide services essential to the success of our business. We rely on third parties to provide a variety of essential business functions for us, including manufacturing, shipping, accounting, legal work, public relations, advertising, retailing, and distribution. It is possible that some of these third parties will fail to perform their services or will perform them in an unacceptable manner. It is possible that we will experience delays, defects, errors, or other problems with their work that will materially impact our operations and we may have little or no recourse to recover damages for these losses. A disruption in these key or other suppliers' operations could materially and adversely affect our business. As a result, your investment could be adversely impacted by our reliance on third parties and their performance.

The Company is vulnerable to hackers and cyber-attacks As an internet-based business, we may be vulnerable to hackers who may access the data of our investors and the issuer companies that utilize our platform. Further, any significant disruption in service on GACW Inc. or in its computer systems could reduce the attractiveness of the platform and result in a loss of investors and companies interested in using our platform. Further, we rely on a third-party technology provider to provide some of our back-up technology. Any disruptions of services or cyber-attacks either on our technology provider or on GACW Inc. could harm our reputation and materially negatively impact our financial condition and business.

The imposition of tariffs, trade barriers, or other trade restrictions by the United States, China, or other governments could increase the cost of raw materials or components used in the manufacturing of the Air Suspension Wheel. Tariffs or restrictions could also impair our ability to sell, license, or distribute products internationally, which may materially and adversely affect our business, revenues, and financial condition.

We rely on a global supply chain for the sourcing of raw materials and components critical to the manufacture of our products. Disruptions due to geopolitical instability, natural disasters, pandemics, labor shortages, shipping delays, or other unforeseen events could delay production, increase costs, or negatively impact our ability to fulfill customer orders, materially affecting our operations and financial results.

The prices of key raw materials such as steel, nitrogen gas, and hydraulic fluids are subject to market volatility and inflationary pressures. Significant increases in raw material costs could materially increase our cost of goods sold. If we are unable to pass these cost increases on to customers through higher pricing, our profit margins and financial results could be adversely impacted.

A substantial portion of our early commercialization efforts are focused on the mining industry. A downturn in mining activity, reductions in capital expenditures by mining companies, falling commodity prices, or regulatory changes affecting mining operations could lead to reduced demand for our products, materially impacting our growth prospects and financial results.

Our business model anticipates generating revenue through licensing our technology to third parties. There can be no assurance that we will be successful in securing licensees, that licensees will achieve minimum performance thresholds, or that licensing agreements will generate anticipated revenues. Failure to establish or maintain successful licensing relationships could materially affect our business operations.

Our products may be subject to regulatory approval, certification requirements, or compliance standards in various jurisdictions. Failure to obtain necessary certifications or meet regulatory requirements in a timely manner could delay commercialization efforts, limit market access, or require costly modifications to our products, adversely impacting our financial results.

As a manufacturer of critical vehicle components, we are exposed to potential claims related to product defects, failures, or accidents allegedly caused by our products. A major defect, safety issue, or product recall could lead to significant costs, harm our reputation, and materially affect our financial condition and operating results.

While we maintain insurance coverage, there is no guarantee that insurance will be adequate to cover all potential liabilities. Significant uninsured losses or claims exceeding policy limits could materially and adversely affect our business, financial condition, and results of operations.

Our success depends heavily on the continued contributions of our key executives, engineers, and technical personnel. The loss of one or more key individuals could disrupt our operations, delay product development, or adversely affect our growth prospects. Our future success also depends on our ability to attract and retain additional skilled personnel.

Advances in competing wheel technologies, suspension systems, materials science, or other transportation innovations could render our technology obsolete or less competitive. Failure to innovate continuously and maintain technological leadership could materially and adversely impact our business and prospects.

Our operations and products could become subject to environmental regulations that impose restrictions, costs, or liabilities. Changes in environmental law, particularly relating to the use of materials or emissions from industrial equipment, could require costly compliance efforts or materially restrict our business operations.

While we have successfully field tested prototypes, scaling up to full commercial production may present significant challenges. We may encounter production delays, quality control issues, supply chain constraints, or unforeseen costs that could materially delay or impair our ability to fulfill customer orders and achieve profitability.

Our early revenues may be highly concentrated among a limited number of customers or pilot project partners. The loss of a major customer, or failure of a partner to proceed to full commercial orders, could materially and adversely affect our financial results.

Our growth strategy depends in part on the success of strategic partnerships, including licensees and pilot customers. If these partners fail to perform, breach agreements, or terminate relationships early, it could materially impact our ability to commercialize our technology and generate revenues.

A global economic downturn, inflationary environment, recession, or credit tightening could reduce capital expenditures by mining, transportation, and infrastructure companies — sectors that are primary targets for our products. Reduced customer spending could materially and adversely affect our revenues and growth prospects.

Unexpected warranty claims, field service issues, or customer dissatisfaction regarding maintenance requirements could materially affect our brand reputation, lead to significant unanticipated costs, and negatively impact future sales.

Because our business model involves physical manufacturing and R&D rather than software, our operations are highly capital intensive. Ongoing R&D expenditures, manufacturing investments, and IP protection costs could require more capital than anticipated, and failure to raise necessary capital on acceptable terms could limit our growth or force operational cutbacks.

We face competition from established global tire manufacturers with significantly greater financial, marketing, and R&D resources. These companies may develop competing non-pneumatic technologies, improve conventional tires to mitigate our competitive advantages, or employ aggressive pricing strategies, which could limit our market penetration and growth.

Certain members of our management and Board of Directors have other business interests that may occasionally conflict with the interests of the Company. There can be no assurance that potential conflicts of interest will be resolved in favor of the Company, which could materially and adversely affect investor interests.

The Air Suspension Wheel is designed for long-term use and durability, which may result in a longer sales cycle and lower recurring revenue compared to consumable products. The nature of the product lifecycle could impact cash flow predictability and the pace of revenue growth.

As we expand internationally, we may become subject to additional risks such as foreign currency exchange fluctuations, political instability, varying legal and regulatory requirements, and other complexities of operating in foreign jurisdictions.

These risks could adversely affect our international operations and financial performance.

Revenues and expenses incurred in foreign currencies could expose us to currency exchange rate fluctuations, which may materially impact our financial situation.

RESTRICTIONS ON TRANSFER

The common stock sold in the Regulation CF offering, may not be transferred by any purchaser, for a period of one-year beginning when the securities were issued, unless such securities are transferred: (1) to the Company; (2) to an accredited investor; (3) as part of an offering registered with the SEC; or (4) to a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

SIGNATURES

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100-503), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C and has duly caused this Form to be signed on its behalf by the duly authorized undersigned on May 9, 2025.

GACW Incorporated

By: ZOLTAN KEMENY

Zoltan Kemeny

Title: President

GACW INCORPORATED FINANCIAL STATEMENTS

EX-99 2 gacw_ex99z1.htm FINANCIAL STATEMENTS

GACW Incorporated (the "Company") an Arizona Corporation

Consolidated Financial Statements (Audited) and
Independent Auditor's Report

Year ended December 31, 2024

April 30, 2025

I, Harmen van Kamp, the Chief Executive Officer of GACW Incorporated (GACW) hereby certifies that the consolidated financial statements of GACW Incorporated (GACW) and its subsidiary and the notes thereto for the period ending December 31 2024 and December 31, 2023, included in this Form C offering statement are true and correct in all material respects and that the information below reflects accurately the information reported on our accounting records, which are in accordance with accounting standards in compliance with US GAAP.

IN WITNESS WHEREOF, this Chief Executive Officer's Financial Statement Certification has been executed as of the 30th day of April, 2025.

/s/ Harmen van Kamp
Harmen van Kamp, CEO

GACW INCORPORATED
CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	December 31, 2024	December 31, 2023
Assets		
Current Assets:		
Cash and Cash Equivalents	$ 183,966	$ 81,655
Restricted Cash	62,349	-
Accounts Receivable, Net of Allowance	-	22,216
Deposits	-	1,036,890
Prepaid Expenses	11,336	50,697
Other Receivable - Related Party	10,000	-
Total Current Assets	**267,651**	**1,191,458**
Other Assets:		
Deferred Offering Costs	158,027	18,050
Patents, Net of Accumulated Amortization	1,188,143	708,427
Software, Net of Accumulated Amortization	34,853	-
Total Other Assets	**1,381,023**	**726,477**
Total Assets	**$ 1,648,674**	**$ 1,917,935**
Liabilities and Stockholders' Deficit		
Liabilities		
Current Liabilities:		
Accounts Payable	$ 459,624	$ 366,249
Shares Payable	451,222	-
Due to Officer - Related Party	8,956	9,696
Accrued Interest - Related Party	59,331	7,208
Accrued Payroll	14,991	55,214
Note Payable - Related Party	1,880,001	500,000
Convertible Notes Payable - Related Party	-	6,611
Deferred Revenue	850,000	850,000
Total Current Liabilities	**3,724,125**	**1,794,978**
Total Liabilities	**3,724,125**	**1,794,978**
Commitments and Contingencies (Note 11)		
Stockholders' Equity (Deficit)		
Preferred Stock, No Par Value - 10,000,000 Shares Authorized; 9,400,000 Issued and Outstanding, respectively	-	-
Common Stock, No Par Value - 20,000,000 Shares Authorized; 13,148,301 and 12,125,981 Issued and Outstanding, respectively	10,826,050	8,900,346
Additional Paid-In Capital, Net of Offering Costs	251,813	267,386
Accumulated Deficit	(13,141,401)	(9,056,319)
Accumulated Other Comprehensive Loss	6,725	24,065
Total GACW Inc. Stockholders' Equity (Deficit)	**(2,056,813)**	**135,478**
Non-Controlling Interest Share of Accumulated Deficit	(18,638)	(12,521)
Total Stockholders' Equity (Deficit)	**(2,075,451)**	**122,957**
Total Liabilities and Stockholders' Equity (Deficit)	**$ 1,648,674**	**$ 1,917,935**

GACW INCORPORATED
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS (UNAUDITED)

	For the Years Ended	
	December 31, 2024	December 31, 2023
Revenues:		
Revenue	$ -	$ 1,489,980
Total Revenues	$ -	$ 1,489,980
Cost of Sales		
Cost of Sales	$ -	$ -
Total Cost of Sales	$ -	$ -
Gross Profit	$ -	$ 1,489,980
Operating Expenses:		
Advertising and Marketing	$ 81,795	$ 22,401
Legal and Professional	355,139	248,337
Selling, General and Administrative	316,876	350,072
Payroll and Related Expense	190,936	187,207
Stock-Based Compensation	454,223	60,060
Contractors	743,563	288,757
Research and Development	2,072,195	1,233,333
Total Operating Expenses	$ 4,214,727	$ 2,390,167
Other (Income) Expense:		
Interest Expense	$ 65,677	$ 10,943
Amortization Expense	31,900	19,429
Depreciation Expense	-	5,330
Other (Income) Expense	(211,255)	(280)
Foreign Currency Gain (Loss)	(9,850)	1,890
Total Other (Income) Expense	$ (123,528)	$ 37,312
Loss from Continuing Operations Before Income Taxes	$ (4,091,199)	$ (937,499)
Provision for Income Taxes	-	-
Net Loss	$ (4,091,199)	$ (937,499)
Net Loss Attributed to Non-Controlling Interest	(6,117)	(5,715)
Net Loss Attributed to GACW Inc. Shareholders	(4,085,082)	(931,784)
Other Comprehensive Loss, Net of Tax		
Other Comprehensive Income Attributed to Non-Controlling Interest	-	-
Total Other Comprehensive Loss	$ -	$ -
Total Comprehensive Loss	$ (4,091,199)	$ (937,499)

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GACW INCORPORATED
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
(UNAUDITED)
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

	Preferred Stock, No Par Value		Common Stock, No Par Value						
	Shares	Amount	Shares	Amount	Common Stock to be Issued	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Non-Controlling Interest	T Stock. D
Balance on December 31, 2022	9,400,000	$ -	12,125,981	$ 8,172,090	$	$ 201,230	$ 4,732	$ (8,124,535)	$ (6,900)	$ 2
Stock-Based Compensation - Options	-	-	-	-	-	60,060	-	-	-	(
Extinguishment of Warrant Liability	-	-	-	-	-	6,096	-	-	-	
Common Shares Issued for Cash	-	-	98,035	177,242	-	-	-	-	94	1
Common Shares Issued for Exercise of Warrants	-	-	916,500	533,276	-	-	-	-	-	5
Common Shares Issued as Compensation	-	-	7,785	17,738	(300)	-	-	-	-	
Foreign Currency Translation Adjustment	-	-	-	-	-	-	19,333	-	-	
Net Loss	-	-	-	-	-	-	-	(931,784)	(5,715)	(9
Balance on December 31, 2023	9,400,000	$ -	13,148,303	$ 8,900,346	$ -	$ 267,386	$ 24,065	$ (9,056,319)	$ (12,521)	$ 1
Stock-Based Compensation - Options	-	-	-	-	-	27,046	-	-	-	
Common Shares Issued for Cash	-	-	607,099	1,925,704	-	-	-	-	-	1,9
Common Shares Issued as Compensation	-	-	154,193	-	-	427,177	-	-	-	4
Offering Costs	-	-	-	-	-	(469,796)	-	-	-	(4
Foreign Currency Translation Adjustment	-	-	-	-	-	-	(17,340)	-	-	(
Net Loss	-	-	-	-	-	-	-	(4,085,062)	(6,117)	(4,0
Balance on December 31, 2024	9,400,000	$ -	13,909,593	$ 10,826,050	$ -	$ 251,813	$ 6,725	$ (13,141,401)	$ (18,638)	$ (2,0

GACW INCORPORATED
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	For the Years Ended	
	December 31, 2024	December 31, 2023
OPERATING ACTIVITIES		
Net Loss	$ (4,091,199)	$ (1,513,574)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization	$ 31,900	$ 19,428
Stock Based Compensation	454,223	77,498
Depreciation	-	5,330
Accrued Interest - Related Party	52,123	3,767
Changes in operating assets and liabilities:		
Stock Escrow Receivable	(62,349)	51,891
Accounts Receivable	22,216	(22,216)
Inventory	1,036,390	(544,511)
Prepaid Expense	39,361	(21,392)
Other Receivable - Related Party	(10,000)	20,917
Deferred Offering Costs	(139,977)	(18,050)
Accounts Payable	93,375	209,213
Settlement Liability	-	(5,000)
Due to Officer - Related Party	(740)	(16,373)
Accrued Liabilities	(40,223)	55,214
Future R&D Commitments	-	742,031
Deferred Revenue	-	170,000
Net Cash Flows used in Operating Activities	**$ (2,614,400)**	**$ (1,416,648)**
INVESTING ACTIVITIES		
Purchase of Intangible Assets	(546,469)	(365,446)
Net Cash Flows used in Investing Activities	**$ (546,469)**	**$ (365,446)**
FINANCING ACTIVITIES		
Proceeds from the Sale of Common Stock	2,376,926	710,612
Proceeds from Note Payable - Related Party	1,630,000	500,000
Repayment of Notes Payable - Related Party	(256,610)	(400,000)
Offering Costs	(469,796)	-
Net Cash Flows from Financing Activities	**$ 3,280,520**	**$ 810,612**
Change in Accumulated Other Comprehensive Income	-	-
Foreign Currency Translation Adjustment	(17,340)	19,333
Net change in cash	**$ 102,311**	**$ (321,328)**
Cash and Equivalents at the beginning of the year	81,655	402,983
Cash and Equivalents at the end of the year	**$ 183,966**	**$ 81,655**
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Increase (Decrease) in Warrant Liability for FX Warrants	$ -	$ (6,096)
Cash paid during the year for interest	$ 13,554	$ 7,133

GACW INCORPORATED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (AUDITED)
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

NOTE 1 — NATURE OF THE ORGANIZATION AND BUSINESS

GACW Incorporated (the "Company") was incorporated on November 26, 2019 under the laws of the State of Arizona, and is headquartered in Chandler, Arizona. The Company operates under the name Global Air Cylinder Wheels. GACW is an engineering company developing the suspension wheel for off the road mining vehicles. GACW has teamed up with experts in the field of suspension, steel manufacturing and treads and relies on over 200 years of combined engineering experience. The Air Suspension Wheel ® replaces rim, rubber tire and chain. It combines an inner steel hub with an outer steel drum, which are connected by twelve nitrogen filled cylinders and six oil dampers, providing suspension. It is designed to cope with up to 50% lateral side load, making it more stable and safer than rubber tires in sharp corners.

Canadian Air Cylinder Wheel ("CACW) was incorporated on December 23, 2019 in the Country of Canada. CACW Company is a subsidiary of the Company and exists to provide operational support.

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of GACW (Global Air Cylinder Wheels) Incorporated and subsidiary (collectively "the Company") is presented to assist in understanding the Company's consolidated financial statements. The consolidated financial statements and notes are representations of the Company's management who is responsible for their integrity and objectivity.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All such adjustments are normal and recurring in nature. The Company's fiscal year end is December 31. The consolidated financial statements include the accounts of the Company, and its 96% owned subsidiary, after elimination of significant intercompany balances and transactions.

Estimates

Management uses estimates and assumptions in preparing consolidated financial statements. Those estimates and assumptions affect the reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities. Any estimates made by management have been done in conformity with generally accepted accounting principles. Actual results could differ from those estimates.

Cash and Cash Equivalents

For purposes of the statements of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. The Company maintains its cash in bank deposit accounts, that may at times, exceed federal insured limits. No losses have been recognized as a result of these excess amounts.

Deposits

The Company routinely makes payments for the fabrication of equipment in connection with its research and development efforts. Those payments are classified as deposits and are reclassified to a research and development expense once completed and at the time the Company takes ownership of the equipment.

Patents

Patents are recorded at cost and once issued, are amortized over the useful life of the patent, typically 17 years. Unissued patents are not amortized but reviewed annually for impairment.

GACW INCORPORATED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (AUDITED)
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Advertising Costs

The Company expenses advertising costs as incurred. Advertising costs were $81,795 and $22,401 for the years ended December 31, 2024 and 2023, respectively, and are included in the general and administrative expense line item in the consolidated statements of operations.

Revenue Recognition

The Company recognizes revenue from the sale of products and services in accordance with ASC 606, "Revenue from contracts with Customers". Under this guidance, we contemplate and account for the five different steps that are necessary to analyze and account for revenue. Those are the following:

Step 1: Identify the contract(s) with customers
Step 2: Identify the performance obligations in the contract
Step 3: Determine the transaction price
Step 4: Allocate the transaction price to performance obligations
Step 5: Recognize revenue when or as performance obligations are satisfied

Revenue is recognized upon the transfer of control of promised goods or services to customers. Revenue consists of product sales of air suspension wheels. Revenue is recognized when the items are delivered to customers. Customer payments are generally invoiced before delivery and charged prior to delivery. Revenue is recorded under income when all goods/services have been delivered to its customers. Revenue is presented net of returns and discounts.

Fair Value Measurements

Fair value is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement determined based on assumptions that market participants would use in pricing and asset or liability. There are three levels that prioritize the inputs used in measuring fair value as follows:

Level 1: Observable market inputs, such as quoted prices (unadjusted) in active markets for identically assets or liabilities;
Level 2: Observable market inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
Level 3: Unobservable inputs where there is little or no market data, which require the reporting entity to develop its own assumptions.

All financial instruments on the balance sheets approximate their fair value. The Company issued stock warrants during 2021 and no issuances in 2022. As the warrants were issued in CAD, per ASC 815, these warrants were determined to be a liability and excluded from equity. These were valued using the Binomial option pricing model and were calculated using level three inputs. The following table shows balance sheet accounts measured on a recurring basis as of December 31, 2024 and 2023.

Deferred Offering Costs

Deferred offering costs represent legal, accounting and other direct costs related to a round of equity sales, which has not closed. As of December 31, 2024 and 2023, the Company recognized $158,027 and $18,050 in deferred offering costs, respectively.

GACW INCORPORATED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (AUDITED)
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Shipping and Handling Costs

Shipping and handling costs are expensed as incurred.

Recent Accounting Pronouncements

The FASB issues ASUs to amend the authoritative literature in ASC. There have been a number of ASUs to date that amend the original text of ASC.

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-13, Financial Instruments — Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. This ASU and its related amendments (collectively, the "Credit Loss Standard") modifies the impairment model to utilize an expected loss methodology in place of the incurred loss methodology for financial instruments, including trade receivables, contract assets and off-balance sheet credit exposures. The Credit Loss Standard requires consideration of a broader range of information to estimate expected credit losses, including historical information, current economic conditions and a reasonable forecast period. This Credit Loss Standard requires that the statement of operations reflect estimates of expected credit losses for newly recognized financial assets as well as changes in the estimate of expected credit losses that have taken place during the period, which may result in earlier recognition of certain losses. The Company adopted this standard effective January 1, 2023, and this standard did not have a material impact on the Company's Consolidated Financial Statements.

In November 2023, the Financial Accounting Standards Board (FASB) issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures.* The amendments are intended to enhance the disclosures provided about a company's reportable segments, particularly regarding significant segment expenses and how those expenses are reviewed by the chief operating decision maker (CODM) in evaluating performance and allocating resources. The guidance also requires disclosure of the title and position of the CODM and clarifies how reported measures are used in assessing segment performance.

The standard is effective for fiscal years beginning after December 15, 2024 for entities that are not public business entities. Interim disclosure is not required for non-public entities unless interim segment information is provided voluntarily. The amendments must be applied retrospectively to all periods presented in the financial statements. Early adoption is permitted.

The Company is currently evaluating the impact of adopting this guidance on its financial statement disclosures. The Company does not expect the adoption of ASU 2023-07 to have a material effect on its financial position, results of operations, or cash flows.

On December 14, 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740). This ASU requires the use of consistent categories and greater disaggregation in tax rate reconciliations and income taxes paid disclosures. These amendments are effective for fiscal years beginning after December 15, 2024. These income tax disclosure requirements can be applied either prospectively or retrospectively to all periods presented in the financial statements. Management is currently evaluating the impact of adopting this standard; however, they do not expect it to have a material impact on the consolidated financial statements.

NOTE 3 – INTANGIBLE ASSETS

Patents

During the year ended December 31, 2020, the Company purchased a group of 29 patents for $361,210 in shares and warrants. As of December 31, 2024 and 2023, there were multiple patents which were granted and being amortized. Once issued, patents are amortized over the remaining life of the patent.

GACW INCORPORATED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (AUDITED)
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

NOTE 3 – INTANGIBLE ASSETS (CONTINUED)

Patents (Continued)

Patents consist of the following on December 31:

	2024	2023
Patent Costs	$ 1,254,928	$ 745,207
Accumulated Amortization	(66,785)	(36,780)
Patent Costs, Net	**$ 1,188,143**	**$ 708,427**

Amortization expense for the years ended December 31, 2024 and 2023 was $31,900 and $19,429, respectively.

NOTE 4 – DEBT

On November 8, 2022, the Company entered into a note payable with a related party for a total principal amount of $400,000 with an interest rate of 6% per annum based on a 360-day year. The maturity date was no later than 180 days after the date of execution. This note along with accrued interest of $7,133 was repaid on February 28, 2023.

As of December 31, 2023 and 2022, the Company was indebted to a related party for a total of $6,611. This loan amount is non-interest bearing and due upon demand. The balance is outstanding as of December 31, 2023. During 2024, this loan was extinguished and no longer outstanding.

In 2024, the Company entered into two additional loan agreements with this Director totaling $350,000 and repaid $100,00 during the same period. This loan was issued with an interest rate of 6% per annum based on a 360-day year and a maturity date of April 30, 2025. As of December 31, 2024, The Company had a balance of $250,000 and accrued interest of $1,458 for the outstanding loan. In April of 2025, the maturity date for this loan was amended to October 31, 2025. Please refer to Note 7 for related party transactions and Note 12 for subsequent events.

During 2024 and 2023, the Company entered into loan agreements with its CIO, former CEO, with principal amounts totaling $1,130,001 and $250,000, respectively, with an interest rate of 6% per annum based on a 360-day year and a maturity date of July 1, 2024. $100,001 of the amounts that were loaned to the Company during 2024 was a transfer of a loan from a shareholder, as disclosed below. This loan had total accrued interest of $44,548 and 2,417 as of December 31, 2024 and 2023, respectively. In April of 2025, the maturity date for this loan was amended to October 31, 2025. Please refer to Note 7 for related party transactions and Note 12 for subsequent events.

During 2023, the Company entered into a loan agreement with a shareholder of the Company for a principal amount of $250,000 with an interest rate of 10% per annum based on a 360-day year and a maturity date of April 20,2024. This loan had total accrued interest of $4,792 as of December 31, 2023 and additional interest costs of $8,762 were accrued during 2024. A partial payment of $149,999 plus accrued interest of $13,554 was made by Company and the remaining amount of $100,001 was assumed by the CIO, former CEO, of the Company. Please refer to Note 7 for related party transactions and Note 12 for subsequent events.

During 2024, the Company entered into loan agreements with another Director of the Company totaling $500,000. The loan was outstanding for the full amount of $500,000 with accrued interest of $13,325 as of December 31, 2024. Please refer to Note 7 for related party transactions and Note 12 for subsequent events.

NOTE 5 – GOING CONCERN

The accompanying balance sheet has been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The entity has realized losses every year since inception and may continue to generate losses prior to generating positive working capital for an unknown period of time. During the next twelve months, the Company intends to finance its operations with investment funds obtained

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NOTE 5 – GOING CONCERN (CONTINUED)

from crowdfunding campaigns and revenue producing activities. The Company's ability to continue as a going concern in the next twelve months following the date the financial statements were available to be issued is dependent upon its ability to produce revenues and/or obtain financing sufficient to meet current and future obligations and deploy such to produce profitable operating results. Management has evaluated these conditions and plans to generate revenues and raise capital as needed to satisfy its capital needs. No assurance can be given that the Company will be successful in these efforts. These factors, among others, raise substantial doubt about the ability of the Company to continue as a going concern for a reasonable period of time. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities.

NOTE 6 – EQUITY

Common Stock

The Company authorized 20,000,000 shares of common stock with no par value and there were 13,909,593 and 13,148,301 shares were issued and outstanding, respectively.

During 2023, the Company issued 98,385 shares of common stock for cash proceeds of $177,242. Additionally, holders of warrants exercised 916,500 shares of warrants and paid cash proceeds of $533,276 to the Company. The Company also issued 7,785 shares of common stock as payment for services valued at $17,438.

During 2024, the Company conducted a fundraising campaign under Regulation Crowdfunding and sold shares of common stock to investors totaling 607,099 shares of common stock for total proceeds of $1,925,704 and incurred offering costs totaling $469,796. Additionally, the Company issued 154,193 shares of common stock valued at $3.50 per share to a Director and Contractor of the Company in payment of services for a total stock-based compensation expense of $427,177.

Preferred Stock

The Company has authorized 10,000,000, no par value shares of preferred stock. During the years ended December 31, 2024 and 2023, no preferred stock transactions occurred. As of December 31, 2024 and 2023, the Company had 9,400,000 preferred shares issued and outstanding.

Shares Payable

In October of 2024, the Company commenced an additional Regulation Crowdfunding campaign to sell shares of common stock to raise investment capital at $3.50 per share. As of December 31, 2024, the Company raised a total of $451,222 in investment capital. Shares for this issuance were not yet issued as of year-end and were expected to be issued at the completion of the campaign. As such, these are recorded as shares payable as of December 31, 2024. Refer to Note 12 for subsequent events.

Stock Options

During 2020, the Company issued the 2020 Stock Option Plan, which states that a share of common stock may be purchased upon exercise of an option and the exercise price will be determined by the committee but will not be less than 100% of the Fair Market Value of a share of common stock on the date such option is granted. During the years ended December 31, 2024 and 2023, the Company did not issue any additional stock options. At December 31, 2024 and 2023, there were vested stock options of 798,750 and 707,188, respectively.

The Company utilizes the Black-Scholes-Merton ("Black-Scholes) option-pricing model to determine the fair value of stock options. The calculation from the Black-Scholes resulted in stock-based compensation expense associated with

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NOTE 6 – EQUITY (CONTINUED)

Stock Options (Continued)

vesting options of $27,046 and 60,860 as of December 31, 2024 and 2023, respectively. At December 31, 2024 there were no remaining unrecognized stock compensation costs expected to be recognized during 2025.

The following is an analysis of options to purchase shares of the Company's stock issued and outstanding:

	Total Options	Weighted Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)
Total options outstanding, December 31, 2022	798,750	$ 0.351	11.45
Granted	-	$ -	
Exercised	-	$ -	
Expired/cancelled	-	$ -	
Total options outstanding, December 31, 2023	798,750	$ 0.351	10.45
Granted	-	$ -	
Exercised	-	$ -	
Expired/cancelled	-	$ -	
Total options outstanding, December 31, 2024	798,750	$ 0.351	9.45
Options exercisable, December 31, 2024	798,750	$ 0.351	9.45

The following is an analysis of nonvested options to purchase shares of the Company's stock:

	Nonvested Options	Aggregate Intrinsic Value
Nonvested options, December 31, 2022	306,250	$ -
Granted	-	$ -
Vested	(214,688)	$ -
Forfeited	-	$ -
Nonvested options, December 31, 2023	91,562	$ -
Granted	-	$ -
Vested	(91,562)	$ -
Forfeited	-	$ -
Nonvested options, December 31, 2024	-	$ -

Warrants

In accordance with ASC guidance Topic 815 "Derivatives and Hedging," and ASC Topic 830 "Foreign Currency Translation," the warrants with a Canadian Dollar exercise price are considered not to be indexed to the Company's own stock as the Company's reporting and functional currency is set in USD. All warrants (with the Canadian Dollar exercise price) were re-classified as a liability at date of issuance. None of the warrants were exercised and all remaining warrants issued in Canadian Dollar expired during 2023 and the remaining warranty liability of $6,096 was reclassified to additional paid in capital.

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NOTE 6 – EQUITY (CONTINUED)

Warrants (Continued)

The following table summarizes information with respect to outstanding warrants to purchase common stock of the Company, all of which were exercisable, at December 31, 2023:

Exercise Price	Number Outstanding	Expiration Date
$ 2.50	16,600	12/30/2024
	16,600	

A summary of the warrant activity for the years ended December 31, 2024 and 2023 is as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (In years)	Aggregate Intrinsic Value in $
Outstanding at December 31, 2022	3,022,646	$ 0.79	1.00	-
Grants	16,600.00	-	1.00	-
Exercised	(906,500.00)	-	1.00	-
Canceled	(2,116,146.00)	-	1.00	-
Outstanding at December 31, 2023	16,600	$ 2.50	1.00	-
Grants	-	-	-	-
Exercised	-	-	-	-
Canceled	(16,600)	-	-	-

NOTE 7 – RELATED PARTY TRANSACTIONS

The Company has a subsidiary, CACW based in Canada. To date there has been only operating expense and intercompany contribution activity in the related subsidiary.

A Director of the Company is also the Wheels Investment, LLC managing member which would classify Wheels Investment, LLC as a related party.

On November 8, 2022, the Company entered into loan agreements with a Director. The balance of this loan was $400,000 as of December 31, 2022 and the Company paid the note in full during 2023. In 2024, the Company entered into two additional loan agreements with this Director totaling $350,000 and repaid $100,00 during the same period. As of December 31, 2024, The Company had a balance of $250,000 and accrued interest of $1,458 for the outstanding loan. Please refer to Note 4 for the details on this loan.

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NOTE 7 – RELATED PARTY TRANSACTIONS (CONTINUED)

During 2023, the Company entered into a loan agreement with a shareholder of the Company totaling $250,000. A partial payment of $149,999 plus accrued interest of $13,554 was made by Company and the remaining amount of $100,001 was assumed by the CIO, former CEO, of the Company.

During 2024 and 2023, the Company entered into loan agreements with the Company's CIO, former CEO. These loans totaled $1,130,001 and $250,000 and had accrued interest of $44,548 and $2,417 as of December 31, 2024 and 2023, respectively. $100,001 of the amount that was loaned to the Company was a transfer of a loan from a shareholder, as disclosed above, herein. Please refer to Note 4 for the details on those loans.

During 2024, the Company entered into loan agreements with another Director of the Company totaling $500,000. The loan was outstanding for the full amount of $500,000 with accrued interest of $13,325 as of December 31, 2024. Please refer to Note 4 for the details on those loans.

NOTE 8 – INCOME TAXES

The Company assesses its income tax positions and records tax benefits for all years subject to examination based upon its evaluation of the facts, circumstances, and information available at the reporting date. In accordance with ASC 740-10, for those tax positions where there is a greater than 50% likelihood that a tax benefit will be sustained, the Company's policy is to record the largest amount of tax benefit that is more likely than not to be realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where there is less than 50% likelihood that a tax benefit will be sustained, no tax benefit will be recognized in the consolidated financial statements. The Company has determined that there are no material uncertain tax positions, except as noted below.

There is potential that future net operating losses may not be able to be recognized due to change in ownership of a loss corporation. The tax return and deferred tax asset did not reflect the potential impact of ownership changes. A determination of the testing dates, percentage ownership increases, and Section 382 limitation (if any) will be made when the NOL is utilized. The Company accounts for income taxes based on the provisions promulgated by the Internal Revenue Service ("IRS"), which has a statute of limitation of three years from the due date of the return. As such, all tax years since 2021 are open for inspection. The Company is also required to file taxes in the State of Arizona.

The Company currently has a tax net operating loss of approximately $13,100,000 for which it may receive future tax benefits. However, as of December 31, 2023, no such benefit is expected to be recognized in the near term, and therefore, a full valuation allowance has been assessed on any potential income tax benefit. Based on the federal rate of 21% and Arizona rate of 4.9%, the deferred tax asset is approximately $2,500,000 and the valuation allowance is $2,500,000 which nets to a deferred tax asset of $0 as of December 31, 2023. The deferred tax asset and valuation allowance as of December 31, 2022 is approximately $2,100,000 representing a change of approximately $400,000 on the allowance from 2022 to 2023.

	December 31, 2024	December 31, 2023
Net operating loss carryforward	(13,141,401)	9,589,617
Total net operating loss carryforwards	(13,141,401)	9,589,617
Deferred tax asset on NOL	(3,403,623)	2,483,711
Less: Valuation allowance	3,403,623	(2,483,711)
Deferred tax asset, net	-	-

NOTE 9 – RISKS AND UNCERTAINTIES

The Company's business and operations are sensitive to general business and economic conditions in the United States. A host of factors beyond the Company's control could cause fluctuations in these conditions. Adverse conditions may include recession, downturn or otherwise, local competition or changes in consumer taste. These adverse conditions

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NOTE 9 – RISKS AND UNCERTAINTIES (CONTINUED)

could affect the Company's financial condition and the results of its operations. The Company's risks and uncertainties are listed within the filing, in Form C.

NOTE 10 – REVENUE RECOGNITION

The Company recognizes revenue from the sale of products and services in accordance with ASC 606, "Revenue from contracts with Customers". Under this guidance, we contemplate and account for the five different steps that are necessary to analyze and account for revenue. Those are the following:

Step 1: Identify the contract(s) with customers
Step 2: Identify the performance obligations in the contract
Step 3: Determine the transaction price
Step 4: Allocate the transaction price to performance obligations
Step 5: Recognize revenue when or as performance obligations are satisfied

Revenue is recognized upon the transfer of control of promised goods or services to customers. Revenue consists of product sales of air suspension wheels. Revenue is recognized when the items are delivered to customers. Customer payments are generally invoiced before delivery and charged prior to delivery. Revenue is recorded under income when all goods/services have been delivered to its customers. Revenue is presented net of returns and discounts.

For the year ended December 31, 2024 the Company did not recognize any revenue. For the year ended December 31, 2023, 100% of revenue was from one customer and $1,489,980 was recognized as revenue from that customer.

The Company recognized deferred revenue for deposits it received for projects that were not yet completed during the year and these amounts totaled $850,000 and $680,000 for the years ended December 31, 2023 and 2022, respectively.

Performance Obligations

The Company earns revenue from the production and delivery of its wheels. This process involves the manufacturing and delivery of the wheel and also providing the subsequent repair, enhancement and modifications necessary to bring the wheel to its final operating condition. Currently, the Company is in research and development and is developing wheels into their final working conditions. Since the Company is still in research and development, each sale of a wheel requires subsequent expenses to be incurred as needed to repair, enhance or modify the wheel until in its final operating form.

During 2023, the Company also entered into a patent license and know how transfer agreement in exchange for fees totaling $1,489,980. The Company was required to provide the purchaser with patent details and a know-how list. These were submitted and the revenue was deemed earned as of December 31, 2023.

Judgments and Estimates

The Company's arrangements to produce and sell wheels include several performance obligations which are satisfied over a period of time, with milestones occurring throughout the period of time. As a result, the transaction price of a sale is allocated to the satisfaction of each performance obligation and requires an estimate of the amount of revenue that is recognized for each performance obligation. To do so, once the wheel has been manufactured and the cost of inventory is determined, the Company evaluates potential future costs using historical data that has been accumulated from prior projects and develops an estimate of future costs. The costs of the inventory and estimated future costs are then used to determine the allocation of the sales transaction price for revenue recognition. Estimates

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NOTE 10 – REVENUE RECOGNITION (CONTINUED)

of future costs are periodically revised to adjust for historical results and expertise obtained in the development of the wheels, which is expected to reduce the amount of future costs.

Costs to Obtain or Fulfill a Contract

The new revenue recognition standard requires the capitalization of certain incremental costs of obtaining a contract. These typically are represented by commission expenses. Prior to the Company's adoption of the new revenue standard, commission expenses would be recognized in the period incurred. Under the new revenue recognition standard, the Company is required to recognize these expenses over the period of benefit associated with these costs. This results in a deferral of certain commission expenses each period. There were no deferred commissions related to contracts that were or were not completed prior to December 31, 2024 or 2023. The Company recognizes an asset for the incremental costs of obtaining a contract with a customer if the benefit of those costs is expected to be longer than one year.

NOTE 11 – COMMITMENTS AND CONTINGENCIES

The Company evaluates its business transactions and agreements during the course of business to identify whether any contingencies or commitments exist which would give rise to the recognition of a loss or liability. The Company is currently not involved with or know of any pending or threatening litigation against the Company or any of its officers. Further, the Company is currently complying with all relevant laws and regulations and does not have any long-term commitments or guarantees.

NOTE 12 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through April 30, 2025, which is the date these consolidated financial statements were available to be issued. The Company has determined that it does not have any material subsequent events to disclosed in these consolidated financial statements other than those described below.

Shares Payable

In October of 2024, the Company commenced an additional Regulation Crowdfunding campaign to sell shares of common stock to raise investment capital at $3.50 per share. As of December 31, 2024, the Company raised a total of $451,222 in investment capital. Shares for this issuance were not yet issued as of year-end and were expected to be issued at the completion of the campaign. As such, these are recorded as shares payable as of December 31, 2024. The Company closed the campaign on March 26, 2025 and raised a total of $1,346,122. Please refer to Note 6 for details.