UNITED STATES OF AMERICA BEFORE THE SECURITIES AND EXCHANGE COMMISSION

January 27, 2023

In the Matter of

Xalles Holdings Inc. 2020 Pennsylvania Ave. NW, #527 Washington, DC 20006 ORDER DECLARING OFFERING STATEMENT ABANDONED UNDER THE SECURITIES ACT OF 1933, AS AMENDED

File No: 024-11778

Xalles Holdings Inc. filed with the Commission an offering statement to qualify an offering of securities under Section 3(b) of the Securities Act of 1933. The offering statement has been on file for more than nine months and has not yet been qualified.

In view of the foregoing, it is ORDERED that the offering statement be declared abandoned on January 27, 2023.

For the Commission, by the Division of Corporation Finance, pursuant to delegated authority.

Mara Ransom Office Chief