



**Vemanti Group, Inc.**

A Nevada Corporation

7545 Irvine Center Dr., Ste. 200, Irvine, CA 92618

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SIC: 3576

**Annual Report**

**For the Period Ending: 12/31/2019**

(the "Reporting Period")

As of 12/31/2019, the number of shares outstanding of our Common Stock was: 65,784,086

As of 12/31/2018, the number of shares outstanding of our Common Stock was: 62,234,086

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

Yes: ☐

No: ☒ (Double-click and select "Default Value" to check)

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

Yes: ☐

No: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐

No: ☒

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

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

None

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)  
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

04/03/2014 - State of Nevada - ACTIVE

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

Yes: ☐

No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

None

**2) Security Information**

Trading symbol: VMNT  
Exact title and class of securities outstanding: Common  
CUSIP: 92259A 102  
Par or stated value: \$0.0001

Total shares authorized:	<u>500,000,000</u>	as of date: <u>12/31/2019</u>
Total shares outstanding:	<u>65,784,086</u>	as of date: <u>12/31/2019</u>
Number of shares in the Public Float:	<u>8,420,000</u>	as of date: <u>12/31/2019</u>
Total number of shareholders of record:	<u>88</u>	as of date: <u>12/31/2019</u>

*Additional class of securities (if any):*

Trading symbol:	<u>VMNT</u>	
Exact title and class of securities outstanding:	<u>Preferred</u>	
CUSIP:	<u>92259A 102</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>50,000,000</u>	as of date: <u>12/31/2019</u>
Total shares outstanding:	<u>40,000,000</u>	as of date: <u>12/31/2019</u>

Transfer Agent

Name: V Stock Transfer, LLC  
Phone: 212.828.8436  
Email: info@vstocktransfer.com

Is the Transfer Agent registered under the Exchange Act? Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors: None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: None

### 3) Issuance History

#### A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

<div> <div>Number of Shares outstanding as of 12/31/2017</div> <div> <u>Opening Balance:</u>  Common: <u>57,482,000</u>  Preferred: <u>40,000,000</u> </div> <div>*Right-click the rows below and select "Insert" to add rows as needed.</div> </div>									
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 (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>01/23/2018</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Edwin Stuckmeyer</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>01/25/2018</u>	<u>New Issuance</u>	<u>150,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Mark Yoder (YC Enterprises)</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>01/25/2018</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Melvin B. Long</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>01/25/2018</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Sarah J. Poulsen</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>01/25/2018</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>David C. Steere</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>01/26/2018</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Fred Downs</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>01/30/2018</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Hilgrove H. Gordon</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>01/30/2018</u>	<u>New Issuance</u>	<u>150,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Louis F. Bunker Jr.</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>02/13/2018</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Arthur V. Rocco</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>02/16/2018</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Greg Dixon</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>02/22/2018</u>	<u>New Issuance</u>	<u>150,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Hilgrove H. Gordon</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>03/02/2018</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Ben Herman</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>

<u>03/02/2018</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Mark Yoder (YC Enterprises)</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>03/09/2018</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Judy Wagner (JR Properties)</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>03/14/2018</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Jerry Maier</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>03/14/2018</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Laurence E. Butts</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>06/18/2018</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Bambi Oedekoven</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>06/19/2018</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Eugene A. Peterson</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>07/16/2018</u>	<u>New Issuance</u>	<u>150,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Eric Long</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>08/02/2018</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Louis F. Bunker Jr.</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>08/06/2018</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>John R. Loftin</u> <u>Karen R. Loftin</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/02/2018</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Johnny R. Woodruff</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/02/2018</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>John R. Loftin</u> <u>Karen R. Loftin</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/29/2018</u>	<u>New Issuance</u>	<u>626,043</u>	<u>Common</u>	<u>\$0.1198</u>	<u>Yes</u>	<u>Trung Viet Vo</u>	<u>Equity Exchange</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>10/29/2018</u>	<u>New Issuance</u>	<u>626,043</u>	<u>Common</u>	<u>\$0.1198</u>	<u>Yes</u>	<u>Trung Viet Vo</u>	<u>Equity Exchange</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>11/02/2018</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Steven Fecko (Sintich, LLC)</u>	<u>For Cash</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>03/29/2019</u>	<u>New Issuance</u>	<u>300,000</u>	<u>Common</u>	<u>\$0.20</u>	<u>No</u>	<u>Dennis Gumm</u>	<u>Consultant</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>04/01/2019</u>	<u>New Issuance</u>	<u>3,250,000</u>	<u>Common</u>	<u>\$0.035</u>	<u>No</u>	<u>Chenyuan Anthony Chen</u>	<u>Consultant</u>	<u>Restricted</u>	<u>Rule 144</u>
Shares Outstanding on <u>12/31/2019</u> :	Ending Balance: Common: <u>65,784,086</u> Preferred: <u>40,000,000</u>								

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☒

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

None

## 4) Financial Statements

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

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual):

Name: Catherine Doll (The Gilson Group)  
Title: Certified Public Accountant  
Relationship to Issuer: Third-Party Service Provider

C. Balance Sheet

**Vemanti Group, Inc. and Subsidiary**  
**Consolidated Balance Sheets**  
**(Unaudited)**

	<b>December 31, 2019</b>	<b>December 31, 2018</b>
<b><u>ASSETS</u></b>		
Current Assets:		
Cash	\$ 118,802	\$ 403,192
Accounts receivable	17,716	20,834
Digital assets	-	4,255
Other assets	17,109	-
Total Current Assets	153,267	428,281
Equipment, net	2,114	2,855
Investment in Chopp, Inc.	-	25,000
Investment in Fvndit, Inc.	300,000	300,000
Loan to Fvndit, Inc.	200,000	0
TOTAL ASSETS	\$ 655,741	\$ 756,136
<b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>		
Current Liabilities:		
Accounts payable	\$ 914	\$ 1,846
Accrued expenses	2,074	45,819
Total current liabilities	2,988	47,665
TOTAL LIABILITIES	2,988	47,665
STOCKHOLDERS' EQUITY:		
Preferred stock, \$0.0001 par value, 50,000,000 shares authorized; 40,000,000 shares issued and outstanding	4,000	4,000
Common stock, \$0.0001 par value, 500,000,000 shares authorized; 65,784,086 and 62,234,086 shares issued and outstanding as of December 31, 2019 and December 31, 2018, respectively	6,578	6,223
Additional paid-in capital	2,297,754	2,042,112
Accumulated deficit	(1,655,579)	(1,343,864)
Total stockholders' equity	652,753	708,471
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 655,741	\$ 756,136

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

D. Statement of Income

**Vemanti Group, Inc. and Subsidiary**  
**Consolidated Statements of Operations**  
(Unaudited)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2019	2018	2019	2018
Sales	\$ 67,203	\$ 114,143	\$ 326,840	\$ 466,081
Cost of sales	13,898	16,269	64,088	88,218
Gross margin	53,305	97,865	262,832	377,863
Operating expenses:				
General & administrative expenses	59,942	(119,800)	582,593	625,627
Total operating expenses	59,942	(119,800)	582,593	625,627
Loss from operations	(6,637)	217,665	(319,761)	(247,764)
Other income (expense):				
Interest expense	-	-	-	(535)
Other income	4,512	58	9,683	630
Unrealized loss	-	(1,322)	-	(10,745)
Total other income (expense)	4,512	(1,264)	9,683	(10,650)
Loss before provision for income taxes	(2,125)	216,401	(310,078)	(258,414)
Provision for income taxes	-	-	1,637	-
Net loss	\$ (2,125)	\$ 216,401	\$ (311,715)	\$ (258,414)
Loss per share:				
Basic	\$ (0.00)	\$ 0.00	\$ (0.00)	\$ (0.00)
Diluted	\$ (0.00)	\$ 0.00	\$ (0.00)	\$ (0.00)
Weighted average shares outstanding:				
Basic	65,748,327	62,234,086	64,901,483	63,019,620
Diluted	65,748,327	62,234,086	64,901,483	63,019,630

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

E. Statement of Cash Flows

**Vemanti Group, Inc. and Subsidiary**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**

	<b>For the Year Ended December 31,</b>	
	<b>2019</b>	<b>2018</b>
Cash flows from operating activities:		
Net loss	\$ (311,715)	\$ (258,414)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	741	741
Unrealized loss	(5,087)	10,745
Stock-based compensation	255,997	
Changes in assets and liabilities:		
Accounts receivable	3,118	(11,661)
Other current assets	(17,109)	58,141
Accounts payable	(932)	(1,422)
Accrued expenses	(43,745)	(26,496)
Net cash used in operating activities	(118,732)	(228,366)
Cash flows from investing activities:		
Proceed from Digital Assets	9,342	
Investment in Chopp, Inc.		(25,000)
Proceeds from cancellation of investment in Chopp, Inc.	25,000	-
Loan to Fvndit	(200,000)	(150,000)
Net cash provided (used) by investing activities	(165,658)	(175,000)
Cash flows from financing activities:		
Repayment of notes payable	-	(33,531)
Issuance of common stock	-	350,000
Net cash provided by financing activities	-	316,469
Net (decrease) increase in cash	(284,390)	(86,897)
Cash, beginning of the period	403,192	490,089
Cash, end of the period	\$ 118,802	\$ 403,192
Cash paid for:		
Interest	\$ -	\$ 535
Income taxes	\$ 1,637	\$ -

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



F. Statement of Stockholders' Equity

**Vemanti Group, Inc. and Subsidiary**  
**Consolidated Statement of Stockholders' Equity**  
**(unaudited)**

	Preferred Stock		Common Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Stockholders' Equity
Balance, December 31, 2017	40,000,000	\$ 4,000	\$ 57,482,000	\$ 5,748	\$ 1,542,587	\$ (1,085,450)	\$ 466,885
Stock issued for cash	-	-	3,500,00	350	349,650	-	350,000
Stock issued for investment in Fvndit, Inc. (formerly Directus Holdings, Inc.)	-	-	1,252,086	125	149,875	-	150,000
Net loss	-	-	-	-	-	(258,414)	(258,414)
Balance, December 31, 2018	40,000,000	4,000	62,234,086	6,223	2,042,112	(1,343,864)	708,471
Stock issued for cash	-	-	-	-	-	-	-
Stock issued for professional services	-	-	3,550,00	355	255,642	-	255,997
Net loss	-	-	-	-	-	(311,715)	(311,715)
Balance, December 31, 2019	40,000,000	\$ 4,000	65,784,086	\$ 6,223	\$ 2,297,754	\$ (1,655,579)	\$ 652,753

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

## **NOTE 1 - Organization and Basis of Presentation**

### Organization and Line of Business

Vemanti Group, Inc., ("Vemanti") was incorporated on April 3, 2014 under the laws of the state of Nevada. VoiceStep Telecom, LLC, a California limited liability company, was formed on January 27, 2005 and originally founded in 2002 ("VoiceStep"). On April 3, 2014, the sole member of VoiceStep exchanged 100% of his membership interest in VoiceStep for 40,000,000 shares of Vemanti's common stock and 40,000,000 shares of Vemanti's preferred stock. Vemanti and its wholly-owned subsidiaries, VoiceStep and MedicatedOne, are hereafter referred to as the "Company." The Company closed MedicatedOne during the second quarter of 2017.

The Company is a technology-driven holding company that seeks to be active in high-growth and emerging markets. Its core strengths are in technology development and investment. It drives growth through acquisition and investment in disruptive and foundational technologies by targeting early-stage companies that have market viable products or by starting a new subsidiary of its own. Strategically, it focuses mainly on blockchain projects and applications combined with other emerging technologies, including machine learning/AI, security and internet of things (IoT).

Currently, through VoiceStep, the Company provides a one-stop resource for IP (Internet Protocol) communication needs. VoiceStep's network offers availability, coverage and flexibility, and enables the following technology solutions: unified communications, data center services, content delivery, voice over IP (VoIP) and cloud computing. VoiceStep's core customer base is largely made up of wholesale International prepaid calling operators. That aspect of its business has eroded drastically due to wide consumer adoption of free messaging apps such as Viber, WhatsApp, Facebook, Facetime, WeChat, etc. Its declined quarter-quarter revenues are a result of those wholesale customers slowly exiting the market. It's now focusing mostly on small business customers with better retention.

## **NOTE 2 – Summary of Significant Accounting Policies**

### Basis of Presentation

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

### Principles of Consolidation

The accompanying unaudited consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, VoiceStep and MedicatedOne. All significant intercompany transactions and balances have been eliminated.

### Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates made by management include, among others, revenue recognition. Actual results could differ from those estimates. It is possible that accounting estimates and assumptions may be material to the Company due to the levels of subjectivity and judgment involved.

### Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and cash in time deposits, certificates of deposit, and all highly liquid debt instruments with original maturities of three months or less. As of December 31, 2019 and December 31, 2018, the Company had no cash equivalents.

#### Accounts Receivable

The Company regularly reviews collectability and establishes an allowance for doubtful accounts as necessary using the allowance method. The receivables are not collateralized.

The Company estimates the ability to collect receivables by performing ongoing credit evaluations of its customers' financial condition. Estimates are based on assumptions and other considerations, including payment history, credit ratings, customer financial performance, industry financial performance and aging analysis. The Company reviews its accounts receivable by aging category and to identify customers with known disputes or collection issues. In determining the allowance, the Company makes judgments about the creditworthiness of a majority of its customers based on ongoing credit evaluations. The Company also considers its historical level of credit losses and current economic trends that might impact the level of future credit losses. Accounts receivable are written-off when they are deemed uncollectible.

#### Equipment

Equipment is stated at cost. Expenditures for maintenance and repairs are charged to earnings as incurred; additions, renewals and betterments are capitalized. When equipment is retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts, and any gain or loss is included in operations. Depreciation of equipment is provided using the straight-line method for substantially all assets with estimated lives as follows:

Software licenses	5 years
Computer equipment	5 years

#### Long-Lived Assets

The Company applies the provisions of ASC Topic 360, *Property, Plant, and Equipment*, which addresses financial accounting and reporting for the impairment or disposal of long-lived assets. ASC 360 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amounts. In that event, a loss is recognized based on the amount by which the carrying amount exceeds the fair value of the long-lived assets. Loss on long-lived assets to be disposed of is determined in a similar manner, except that fair values are reduced for the cost of disposal. Based on its review at December 31, 2019 and December 31, 2018, the Company believes there was no impairment of its long-lived assets.

#### Revenue Recognition

The Company recognizes revenues derived from sub-leasing telecommunications infrastructure and the provision of telecommunications and colocation services when the service has been provided and when there is persuasive evidence of an arrangement, the fee is fixed or determinable, and collection of the receivable is reasonably assured. Taxes collected from customers and remitted to a governmental authority are reported on a net basis and are excluded from revenue. Most revenue is billed in advance on a fixed-rate basis. The remainder of revenue is billed in arrears on a transactional basis determined by customer usage.

The Company often bills customers for upfront charges. These charges relate to down payments or prepayments for future services or equipment and are influenced by various business factors including how the Company and customer agree to structure the payment terms. These payments are recognized as deferred revenue until the service is provided or equipment is delivered and installed. All ongoing fees are billed and recognized as revenue on a monthly basis as service is provided.

#### Stock-Based Compensation

The Company records stock-based compensation in accordance with FASB ASC Topic 718, *Compensation – Stock Compensation*. FASB ASC Topic 718 requires companies to measure compensation cost for stock-based employee compensation at FV at the grant date and recognize the expense over the employee's requisite service period. The Company recognizes in the statement of operations the grant-date FV of stock options and other equity-based compensation issued to employees and non-employees.

### Income Taxes

The Company accounts for income taxes in accordance with ASC Topic 740, *Income Taxes*. ASC 740 requires a company to use the asset and liability method of accounting for income taxes, whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion, or all of, the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Under ASC 740, a tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. The adoption had no effect on the Company's consolidated financial statements.

### Basic and Diluted Earnings Per Share

Earnings per share is calculated in accordance with ASC Topic 260, *Earnings Per Share*. Basic earnings per share ("EPS") is based on the weighted average number of common shares outstanding. Diluted EPS is based on the assumption that all dilutive convertible shares and stock warrants were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. There are no potentially dilutive securities outstanding during any periods presented.

### Fair Value Measurements

The Company applies the provisions of ASC 820-10, *"Fair Value Measurements and Disclosures."* ASC 820-10 defines fair value, and establishes a three-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. The three levels of valuation hierarchy are defined as follows:

- Level 1 inputs to the valuation methodology are quoted prices for identical assets or liabilities in active markets.
- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement.

For certain financial instruments, the carrying amounts reported in the balance sheets for cash and current liabilities, including convertible notes payable, each qualify as financial instruments and are a reasonable estimate of their fair values because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest.

At December 31, 2019 and December 31, 2018, the Company did not identify any assets or liabilities that are required to be presented on the balance sheet at fair value.

### Recently Adopted Accounting Standards

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers* (Topic 606). ASU 2014-09 clarifies the principles for recognizing revenue

and develops a common revenue standard for U.S. GAAP and International Financial Reporting Standards that removes inconsistencies and weaknesses in revenue requirements, provides a more robust framework for addressing revenue issues, improves comparability of revenue recognition practices across entities, industries, jurisdiction, and capital markets, provides more useful information to users of financial statements through improved disclosure requirements and simplifies the preparation of financial statements by reducing the number of requirements to which an entity must refer. The guidance is effective for annual reporting periods beginning after December 15, 2018. The Company adopted this guidance at the beginning of 2019 using the modified retrospective method. The Company determined there was no impact on its consolidated financial statements and disclosures.

#### Recent Authoritative Guidance

In February 2017, the FASB issued ASU No. 2017-02, *Leases* (Topic 842). Under the new guidance, lessees will be required to recognize the following for all leases (with the exception of short-term leases) at the commencement date:

- A lease liability, which is the lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and
- A right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term.

Under the new guidance, lessor accounting is largely unchanged. Certain targeted improvements were made to align, where necessary, the lessor's accounting with the lessee's accounting model and Topic 606, *Revenue from Contracts with Customers*.

The new lease guidance simplified the accounting for sale and leaseback transactions primarily because lessees must recognize lease assets and lease liabilities. Lessees will no longer be provided with a source of off-balance sheet financing.

Nonpublic business entities should apply the amendments for fiscal years beginning after December 15, 2019 (i.e., January 1, 2020, for a calendar year entity), and interim periods within fiscal years beginning after December 15, 2020. Early application is permitted for all public business entities and all nonpublic business entities upon issuance.

Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the consolidated financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees and lessors may not apply a full retrospective transition approach. The Company intends to adopt this guidance at the beginning of its fiscal year 2020 and is currently evaluating the impact on its consolidated financial statements and disclosures.

Management does not believe any other recently issued but not yet effective accounting pronouncement, if adopted, would have a material impact effect on the Company's present or future financial statements.

#### **NOTE 3 – Digital Assets**

The following represents the change in digital assets:

		<b>The Year Ended December 31, 2019</b>
		<b>Cryptocurrencies</b>
Beginning balance	\$	4,255
Realized gain		5,087
Transfer of cryptocurrencies		(9,342)
Ending balance	\$	-

In May 2019, the Company's entire digital assets balance was used to pay a contractor for services rendered.

#### NOTE 4 – Equipment

Equipment at December 31, 2019 and December 31, 2018 consisted of the following:

	December 31, 2019	December 31, 2018
Software licenses	\$ 32,188	\$ 32,188
Computer equipment	17,080	17,080
	49,268	49,268
Less accumulated depreciation	(47,153)	(46,413)
Equipment, net	\$ 2,114	\$ 2,855

Depreciation expense was \$741 for both the twelve months ended December 31, 2019 and 2018.

#### NOTE 5 – Stockholders' Equity

##### Members' Interest

VoiceStep is governed by the terms and conditions of the Limited Liability Company Agreement (the Agreement) dated May 3, 2005, as amended on January 27, 2014. VoiceStep shall continue until terminated in accordance with the terms of the Agreement or as provided by law, including events of dissolution. VoiceStep shall be dissolved only upon any of the following events: (i) the vote of Member(s) holding a majority to the dissolution and winding up of VoiceStep, (ii) the entry of a decree of judicial dissolution of VoiceStep and (iii) at any time there are no Member(s), subject to remedy within 90 days of occurrence of termination event by the last remaining Member in writing.

VoiceStep originally consisted of two Members each owning 50% of VoiceStep. On January 27, 2014, one of the members was bought out with the remaining member owning 100% of the membership interest in VoiceStep. On April 3, 2014, the remaining member exchanged his 100% interest in VoiceStep for 40,000,000 shares of Vemanti common stock.

##### Preferred stock

The Company has authorized the issuance of 50,000,000 shares of preferred stock, \$0.0001 par value. At both December 31, 2019 and December 31, 2018, the Company had 40,000,000 shares of preferred stock issued and outstanding. (See Note 1)

##### Common stock

The Company has authorized the issuance of 500,000,000 shares of common stock, \$0.0001 par value. At December 31, 2019 and December 31, 2018, the Company had 65,784,086 and 62,234,086 shares of common stock issued and outstanding, respectively.

During the twelve months ended December 31, 2019, the Company issued 3,550,000 shares of its common stock with a fair value of \$255,997 to consultants for services rendered.

#### NOTE 6 – Investment in Chopp, Inc.

On July 17, 2018, the Company made a \$25,000 Keep It Simple Security ("KISS") investment in Chopp, Inc. ("Chopp"), a Delaware-registered online logistics company that currently operates as a same-day e-grocery delivery service.

In June 2019, the Company cancelled its investment in Chopp, Inc. and received repayment of its \$25,000 investment.

#### NOTE 7 – Investment in Fvndit, Inc. (formerly Directus Holdings, Inc.)

On November 13, 2018, the Company purchased a 20% investment in Directus Holdings, Inc., which owns eLoan, JSC ("eLoan"), a fintech company based in Vietnam, for \$300,000. Half of the investment was made through a cash payment of \$150,000, and the remaining half of the investment was made through the issuance of 1,252,086 shares

of Vemanti Group's common stock to the Founders of eLoan. On December 19, 2018, Directus Holdings, Inc. filed a Certificate of Amendment to Articles of Incorporation to the State of Nevada for its corporation name to be changed to Fvndit, Inc.

**NOTE 8 – Loan to Fvndit, Inc. (formerly Directus Holdings, Inc.)**

On August 9, 2019 Vemanti entered into an agreement to lend \$200,000 to Fvndit for the purpose of developing a peer-to-peer business lending platform operating in Vietnam. The annual interest rate on the loan is 10.5% payable monthly to Vemanti. On August 12, 2019 Fvndit drawn down the full \$200,000.00.

**5) Issuer's Business, Products and Services**

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

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

The Company is a technology-driven holding company that seeks to be active in high-growth and emerging markets. Its core strengths are in technology development and investment. It drives growth through acquisition and investment in disruptive and foundational technologies by targeting early-stage companies that have market viable products or by starting a new subsidiary of its own. Strategically, it focuses mainly on Financial Technology (fintech) platforms combined with other emerging technologies, including blockchain and machine learning/AI (artificial intelligence).

**B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference**

Vemanti Group, Inc., ("Vemanti") was incorporated on April 3, 2014 under the laws of the state of Nevada. VoiceStep Telecom, LLC, a California limited liability company, was formed on January 27, 2005 and originally founded in 2002 ("VoiceStep"). On April 3, 2014, the sole member of VoiceStep exchanged 100% of his membership interest in VoiceStep for 40,000,000 shares of Vemanti's common stock and 40,000,000 shares of Vemanti's preferred stock. Vemanti and its wholly-owned subsidiaries, VoiceStep, are hereafter referred to as the "Company."

Contact Information: Vemanti Group, Inc.  
7545 Irvine Center Dr., Ste. 200  
Irvine, CA 92618  
Tel: 1.949.559.7200  
Fax: 1.949.559.7201  
Email: [info@vemanti.com](mailto:info@vemanti.com)  
Website: <https://vemanti.com>

**C. Describe the issuers' principal products or services, and their markets**

Currently, through VoiceStep, the Company provides a one-stop resource for IP-based business communication services to small-to-medium (SMB) business customers based in the US.

VoiceStep's current core products are:

- Business-class VOIP cloud phone system (a/k/a "Hosted PBX") and
- Carrier-class domestic/international origination and termination.
- Essential business communications tools and applications such as fax, SMS (texting), call conferencing, and call center.

VoiceStep operates in a variety of industries including advertising, consulting, finance, healthcare, legal, real estate, retail, and technology industries through its direct sales representatives and resellers. All are on a monthly recurring service plan.

Going forward, the Company plans to expand its holding company strategy by adding innovative fintech businesses to its portfolio. Ultimately, its goal is to be a multi-asset holding and investment company focused on the emerging markets of Vietnam and other ASEAN countries where the economic force is projected to be a strong driver of global growth for the next 50 years.

## 6) Issuer's Facilities

The Company operates under a shared-workspace environment with Regus in Irvine, CA and Newport Beach, CA. Its official mailing address is 7545 Irvine Center Dr., Ste. 200, Irvine, USA. The Company does not own or have any mortgages on this or any other facilities. All employees, including the officers and directors, are working remotely in a distributed workforce setup via the use of virtual office technologies.

## 7) Officers, Directors, and Control Persons

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Tan Tran</u>	<u>Officer/Director</u>	<u>Irvine, CA</u>	<u>28,650,000</u>	<u>Common</u>	<u>45.81%</u>	<u>      </u>
<u>Tan Tran</u>	<u>Officer/Director</u>	<u>Irvine, CA</u>	<u>40,000,000</u>	<u>Preferred</u>	<u>100.00%</u>	<u>      </u>
<u>Richard Oravec</u>	<u>Officer/Director</u>	<u>New York, NY</u>	<u>0</u>	<u>None</u>	<u>0%</u>	<u>      </u>
<u>Rachel Boulds</u>	<u>Officer</u>	<u>Murray, UT</u>	<u>0</u>	<u>None</u>	<u>0%</u>	
<u>Phoebe Pham</u>	<u>Officer</u>	<u>Irvine, CA</u>	<u>0</u>	<u>None</u>	<u>0%</u>	
<u>Fred Thiel</u>	<u>Director</u>	<u>Dana Point, CA</u>	<u>0</u>	<u>None</u>	<u>0%</u>	<u>      </u>

As of December 31, 2019, there are no other control persons of more than five percent of any class of the Company's securities.

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. 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, or banking activities;

None



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

None

4. The entry 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

- 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 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

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name: Matt McMurdo, Esq.  
Firm: McMurdo Law Group, LLC  
Address 1: 1185 Avenue of the Americas, 3rd Floor  
Address 2: New York, NY 10036  
Phone: 917-318-2865  
Email: matt@nannaronelaw.com

### Accountant or Auditor

Name: Catherine Doll  
Firm: The Gilson Group  
Address 1: 31878 Del Obispo St. Suite 118-615  
Address 2: San Juan Capistrano, CA 92675  
Phone: 949-464-4550  
Email: catherine@thegilsongroup.com

### Investor Relations Consultant

Name: Richard Oravec  
Firm: PIVO Associates  
Address 1: 277 West 11th Street, Suite 2F  
Address 2: New York, NY 10014  
Phone: 212-924-3548  
Email: roravec@mac.com

### Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## 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).

The certifications shall follow the format below:

I, Tan Tran certify that:

1. I have reviewed this Annual Report of Vemanti Group, 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.

02/28/2020 [Date]

/s/ Tan Tran [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

*Principal Financial Officer:*

I, Tan Tran certify that:

1. I have reviewed this Annual Report of Vemanti Group, 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.

02/28/2020 [Date]

/s/ Tan Tran [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")