Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

ONEMETA INC.

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SIC 7372

Quarterly Report

For the period ending June 30, 2023
(the "Reporting Period")

Outstanding Shares
The number of shares outstanding of our Common Stock was:

28,293,893 as of June 30, 2023

24,983,593 as of December 31, 2022

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control
Indicate by check mark whether a Change in Control[1] of the company has occurred over this reporting period:

Yes: ☐ No: ☒

[1] "Change in Control" shall mean any events resulting in:

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

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

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

July 3, 2006-Promotions on Wheels Holdings, Inc.
December 26, 2008-name changed to Blindspot Alert, Inc.
September 11, 2009 name changed to WebSafety, Inc.
March 23, 2021 name changed to VeriDetx Corp.
June 8, 2021 name changed to WebSafety, Inc.
July 10, 2022 name changed to OneMeta AI.
June 20, 2023 name changed to OneMeta Inc.

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

July 3, 2006. Nevada. Issuer is in good standing in Nevada.

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

_____

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

_____

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

450 South 400 East, Ste. 200, Bountiful, UT 84010

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

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

Yes at the same address

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

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

_____

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Company
Phone: 702-361-3033
Email: danielleC@pacificstocktransfer.com
Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, NV 89119

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	ONEI	
Exact title and class of securities outstanding:	Common	
CUSIP:	94770G105	
Par or stated value:	0.001	
Total shares authorized:	500,000,000	June 30, 2023
Total shares outstanding:	28,293,893	June 30, 2023
Total number of shareholders of record:	261	June 30, 2023

All additional class(es) of publicly quoted or traded securities (if any):

Trading symbol:	____	
Exact title and class of securities outstanding:	____	
CUSIP:	____	
Par or stated value:	____	
Total shares authorized:	____	as of date: ____
Total shares outstanding:	____	as of date: ____
Total number of shareholders of record:	____	as of date: ____

Trading symbol:	____	
Exact title and class of securities outstanding:	____	
CUSIP:	____	
Par or stated value:	____	
Total shares authorized:	____	as of date: ____
Total shares outstanding:	____	as of date: ____
Total number of shareholders of record:	____	as of date: ____

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	Preferred Series A	
CUSIP (if applicable):	____	
Par or stated value:	.001	
Total shares authorized:	2068	as of date: June 30, 2023
Total shares outstanding (if applicable):	2068	as of date: June 30, 2023
Total number of shareholders of record (if applicable):	9	as of date: June 30, 2023

Exact title and class of the security:	Preferred Series B-1
CUSIP (if applicable):	____

Par or stated value:	.001	
Total shares authorized:	8,619,420	as of date: June 30, 2023
Total shares outstanding (if applicable):	8,619,420	as of date: June 30, 2023
Total number of shareholders of record (if applicable):	2	as of date: June 30, 2023

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

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

_____

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

Series A Preferred
Dividend Preference-Out of any funds and assets of the Company legally available and approved by the Board, cumulative dividends equal to the original investment, for the Series A Preferred, prior to and in preference to the payment of any dividend or other distribution on the Common Stock.
Dividend Participation-Same as declared for the Common Stock.
Conversion Ratio-Each share of Series A Preferred is convertible into one and one quarter share of Common Stock at the election of the holder.
Voting Rights-Equal to the number of whole shares of Common Stock into which each share of Series A Preferred stock could be converted.
Liquidation Preferences-An amount per share equal to the original issue price of $.50 per share.

Series B-1 Preferred
Dividend Preference-Our of any funds and assets of the Company legally available and approved by the Board, cumulative dividends equal to the original investment for Series B-1 Preferred, prior and in preference to the payment of any dividend or distribution on the Common Stock.
Dividend Participation-Same as declared for Common Stock.
Voting Rights-3.2 times the number of votes on all matters submitted to the shareholders, that is equal to the number of shares of common stock into which such holders' shares of Series B-1 Preferred stock are convertible.
Conversion Ratio-Converts at the rate of eleven (11) shares of Common Stock for each share of Series B-1 Preferred stock.
Liquidation Preference-Each share of Series B-1 Preferred stock receives a preference equal to $0.70798.
Redemption Rights-Each share of Series B-1 Preferred stock may, at option of the holder, be redeemed for $0.70798.

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

_____

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

_____

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:
No: ☐ Yes: **X** (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date: January 1, 2020 Common: 11,501,109 Preferred:2,836,778			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g., new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to.** ***You must disclose the control person(s) for any entities listed.**	**Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**
1-9-2020	New Issue	725,764	Common	$.50	No	Istvan Elek	Cash	Restricted	Exempt
1-15-2020	New Issue	50,000	Common	$.001	No	David Wigginton	Services	Restricted	Exempt
2-19-2020	New Issue	300,000	Common	$.001	No	Torrey Hills Capital-Cliff Mastricola	Services	Restricted	Exempt
2-24-2020	New Issue	150,000	Common	$.001	No	Georgette Wansor	Services	Restricted	Exempt
2-24-2020	New Issue	10,000	Common	$.50	No	Khalid Hayat	Cash	Restricted	Exempt
3-17-2020	New Issue	15,000	Common	$.50	No	Haig Kelegian	Cash	Restricted	Exempt
5-7-2020	New Issue	276,000	Common	$.50	No	Istvan Elek	Cash	Restricted	Exempt
5-13-2020	New Issue	15,000	Common	$.50	No	Istvan Elek	Cash	Restricted	Exempt
1-15-21	New Issue	250,000	Common	$.20	No	Jodi Bardash	Cash	Restricted	Exempt

1-25-21	New Issue	250,000	Common	$20	No	Andrew Hansen	Cash	Restricted	Exempt
1-26-21	New Issue	100,000	Common	$.001	No	Georgette Wansor	Services	Restricted	Exempt
1-27-21	New Issue	50,000	Common	$.20	No	Moises Eskenazi	Cash	Restricted	Exempt
2-1-21	New Issue	89,140	Common	$.20	No	Daniel Feeney	Cash	Restricted	Exempt
2-1-21	New Issue	149,740	Common	$.20	No	Conrad F. Hohener III	Cash	Restricted	Exempt
2-1-21	New Issue	149,360	Common	$.20	No	Keith Stribling Separate Property Trust	Cash	Restricted	Exempt
2-1-21	New Issue	149,360	Common	$.20	No	Newton Family Trust David Newton	Cash	Restricted	Exempt
2-1-21	New Issue	148,865	Common	$.20	No	Philip and Allison Nelson Family Trust	Cash	Restricted	Exempt
2-1-21	New Issue	149,660	Common	$.20	No	Edward A. Gage Jr. Revocable Trust	Cash	Restricted	Exempt
2-1-21	New Issue	149,495	Common	$.20	No	Meyer Living Trust Todd Meyer	Cash	Restricted	Exempt
2-23-21	New Issue	66,667	Common	$.75	No	Robert Hartman	Cash	Restricted	Exempt
2-23-21	New Issue	40,000	Common	$.75	No	Anthony Campisi	Cash	Restricted	Exempt
2-24-21	New Issue	80,000	Common	$.20	No	Valerie Vichikov	Cash	Restricted	Exempt
2-24-21	New Issue	50,000	Common	$.20	No	Melinda L. Day	Cash	Restricted	Exempt
2-24-21	New Issue	50,000	Common	$.20	No	Hamilton F. Day	Cash	Restricted	Exempt
2-24-21	New Issue	250,000	Common	$.20	No	Rowland W. Day and Milly Day	Cash	Restricted	Exempt
2-24-21	New Issue	50,000	Common	$.20	No	David and Susanne Wigginton	Cash	Restricted	Exempt
2-24-21	New Issue	50,000	Common	$.20	No	Rowland W. Day III	Cash	Restricted	Exempt

2-24-21	New Issue	50,000	Common	$.20	No	Diana Zivich	Cash	Restricted	Exempt
2-24-21	New Issue	50,000	Common	$.20	No	Ann M. Day	Cash	Restricted	Exempt
2-28-21	New Issue	66,670	Common	$.75	No	David Hartman	Cash	Restricted	Exempt
3-1-21	New Issue	305,145	Common	$.20	No	JHK Holdings LLC J. Kirk Harns	Cash	Restricted	Exempt
3-15-21	New Issue	370,000	Common	$.001	No	Saul Leal	Services	Restricted	Exempt
3-23-21	New Issue	500,000	Common	$.20	No	Istvan Elek	Cash	Restricted	Exempt
3-29-21	New Issue	50,000	Common	$.20	No	Charles McMurray	Cash	Restricted	Exempt
4-2-21	New Issue	1,475,000	Series B-1 Preferred	$.001	No	Rowland W. Day II	Debt Conversion	Restricted	Exempt
4-2-21	New Issue	4,309,710	Series B-1 Preferred	$.001	No	Gerald Astor	Acquisition	Restricted	Exempt
4-2-21	New Issue	3,092,800	Common	$.001	No	Gerald Astor	Acquisition	Restricted	Exempt
4-6-21	New Issue	3,049,392 see footnote 1	Common	$.125	No	Istvan Elek	Cash	Restricted	Exempt
5-13-21	Cancelled	4,309,710	Series B-1 Preferred	$.001	No	Gerald Astor	Returned	Restricted	Exempt
5-13-21	Cancelled	3,092,88	Common	$.001	No	Gerald Astor	Returned	Restricted	Exempt
7-6-21	New Issue	1,566	Common	$.001	No	Francis X. Pisano	Shares issued to settle payment for services	Restricted	Exempt
7-6-21	New Issue	1,567	Common	$.001	No	Ingrid Carrillo	Shares issued to settle payment for services	Restricted	Exempt
7-6-21	New Issue	1,567	Common	$.001	No	Kevin Hennings	Shares issued to settle payment for services	Restricted	Exempt
7-6-21	New Issue	4,340	Common	$.001	No	Corey Henke	Shares issued to settle payment for services	Restricted	Exempt

7-6-21	New Issue	133,000	Common	$.001	No	Bonneville Communications Jeff Barton	Shares issued to settle payment for services	Restricted	Exempt
7-8-21	New Issue	2,000	Common	$.001	No	Jeffrey Pizzino	Shares issued to settle payment for services	Restricted	Exempt
7-13-21	New Issue	3,000	Common	$.001	No	Sprout Marketing Bruce Law	Shares issued to settle payment for services	Restricted	Exempt
8-5-21	New Issue	16,367	Common	$.001	No	Gregory Howison	Shares issued to settle payment for services	Restricted	Exempt
9-21-21	New Issue	152,627	Common	$.001	No	Knobbe, Martens, Olson & Bear LLP Philip Nelson	Shares issued to settle payment for services	Restricted	Exempt
1-22-22	New Issue	250,000	Common	$.40	No	Kristy Rus	Cash	Restricted	Exempt
4-1-22	New Issue	1,347,431	Common	$.001	No	Bob Carroll	Consulting Agreement	Restricted	Exempt
4-19-22	New Issue	62,500	Common	$.40	No	Gary Mauro	Cash	Restricted	Exempt
4-22-22	New Issue	25,000	Common	$.40	No	Daniel Wisian	Cash	Restricted	Exempt
5/18/22	New Issue	37,500	Common	$.40	No	Sarah and Clinton Walker	Cash	Restricted	Exempt
6/15/22	New Issue	50,000	Common	$.40	No	Robert Dean Schalow	Cash	Restricted	Exempt
6/20/22	New Issue	37,500	Common	$.40	No	Daniel Wisian	Cash	Restricted	Exempt
7/19/22	New Issue	50,000	Common	$.40	No	Brian J. Finley	Cash	Restricted	Exempt
7/19/22	New Issue	58,750	Common	$.40	No	Roy E. Mullin	Cash	Restricted	Exempt
7/19/22	New Issue	66,250	Common	$.40	No	Roy E. Mullin Roth IRA	Cash	Restricted	Exempt
7/20/22	New Issue	100,000	Common	$.40	No	Richard Allen Sanders	Cash	Restricted	Exempt
8/15/22	New Issue	250,000	Common	$.40	No	Istvan Elek	Cash	Restricted	Exempt

8/19/22	New Issue	15,385	Common	$.65	No	Maria Julia Rojas	Cash	Restricted	Exempt
8/25/22	New Issue	15,385	Common	$.65	No	Munsee Co. LLC Nick Munsee	Cash	Restricted	Exempt
9/9/22	New Issue	15,385	Common	$.65	No	Dominic Pace	Cash	Restricted	Exempt
9/19/22	New Issue	15,395	Common	$.65	No	Sean Blair	Cash	Restricted	Exempt
10/11/22	New Issue	20,000	Common	$.40	No	Nicholas V. Lampson	Cash	Restricted	Exempt
1011/22	New Issue	10,000	Common	$.40	No	Lindsey Warren Davis	Cash	Restricted	Exempt
10/11/22	New Issue	10,000	Common	$.40	No	Elisha Gardener Honeycutt	Cash	Restricted	Exempt
10/11/22	New Issue	30,000	Common	$.40	No	Gary Mauro	Cash	Restricted	Exempt
10-11-22	New Issue	90,000	Common	$.40	No	Bryan Finley	Cash	Restricted	Exempt
10-11-22	New Issue	10,000	Common	$.40	No	Leroy Saleme	Cash	Restricted	Exempt
10/11/22	New Issue	40,000	Common	$.40	No	Daniel Wisian	Cash	Restricted	Exempt
10-11-22	New Issue	10,000	Common	$.40	No	George Henry Summerville	Cash	Restricted	Exempt
10-11-22	New Issue	10,000	Common	$.40	No	Bradley L. Morrison	Cash	Restricted	Exempt
10-11-22	New Issue	30,003	Common	$.40	No	Shilpa P. Bakre	Cash	Restricted	Exempt
10-11-22	New Issue	125,000	Common	$.40	No	Dean V. Wiberg	Cash	Restricted	Exempt
10-11-22	New Issue	10,000	Common	$.40	No	Sonia Van Meter	Cash	Restricted	Exempt
10-11-22	New Issue	20,000	Common	$.40	No	William O Mara	Cash	Restricted	Exempt
10-11-22	New Issue	20,000	Common	$.40	No	Warren Alverson	Cash	Restricted	Exempt
10-11-22	New Issue	10,000	Common	$.40	No	Ryan S. Sanders	Cash	Restricted	Exempt
10-19-22	New Issue	1,363,637	Series B-1 Preferred	$.001	No	Saul Leal	Acquisition	Restricted	Exempt

10-20-22	New Issue	9,615 see Footnote 1	Common	$.40	No	Sean Bair	Cash	Restricted	Exempt
10-20-22	New Issue	9,615 see Footnote 1	Common	$.40	No	Munsee Co LLC-Nick Munsee	Cash	Restricted	Exempt
10-20-22	New Issue	9,615 see Footnote 1	Common	$.40	No	Maria Julia Rojas	Cash	Restricted	Exempt
10-20-22	New Issue	9,615 see Footnote 1	Common	$.40	No	Dominic Pace	Cash	Restricted	Exempt
10-24-22	New Issue	10,000	Common	$.40	No	Thomas Charles Gent	Cash	Restricted	Exempt
10-25-22	New Issue	10,000	Common	$.40	No	Arlo Pignotti	Cash	Restricted	Exempt
10-27-22	New Issue	45,000	Common	$.40	No	Evan Spaulding	Cash	Restricted	Exempt
10-29-22	New Issue	62,500	Common	$.40	No	Plan R Enterprises Inc.-Jeffrey C. Moffat	Cash	Restricted	Exempt
10-31-22	New Issue	40,000	Common	$.40	No	Thomas C. Clemons	Cash	Restricted	Exempt
10-31-22	New Issue	700,000	Common	$.40	No	Gonzalo Carballo	Cash	Restricted	Exempt
11-01-22	New Issue	31,250	Common	$.40	No	Don L. Enlow	Cash	Restricted	Exempt
11-28-22	New Issue	1,000,000	Common	$.40	No	AOS Holdings LLC-Denis Suggs	Cash	Restricted	Exempt
11-29-22	New Issue	10,000	Common	$.40	No	Bear McCreadie	Cash	Restricted	Exempt
11-29-22	New Issue	100,000	Common	$.40	No	Daniel Wisian	Cash	Restricted	Exempt
11-29-22	New Issue	12,500	Common	$.40	No	Earls Heritage Trust-Earl Foote	Cash	Restricted	Exempt
11-29-22	New Issue	10,000	Common	$.40	No	Lindsey Warren Davis	Cash	Restricted	Exempt
04-12-23	New Issue	125,000	Common	$.40	No	Larry Oliver and Bobbie Oliver JTWROS	Cash	Restricted	Exempt
04-12-23	New Issue	100,000	Common	$.40	No	Michael L. Soileau and Rhonda Soileau JTWROS	Cash	Restricted	Exempt

04-12-23	New Issue	250,000	Common	$.40	No	Abraham Family Trust-Michael Abraham	Cash	Restricted	Exempt
04-26-23	New Issue	50,000	Common	$.40	No	Abigail Frank	Cash	Restricted	Exempt
04-26-23	New Issue	250,000	Common	$.40	No	Darren Scharf	Cash	Restricted	Exempt
05-09-23	New Issue	30,000	Common	$.001	No	The David Politis Company Inc.-David Politis	Consulting Agreement	Restricted	Exempt
05-01-23	Cancellation	1,363,636	Series B-1 Preferred	$.001	No	Saul Leal	Acquisition Agreement	Restricted	Exempt
05-01-23	New Issue	4,309,710	Series B-1 Preferred	$.001	No	Saul Leal	Acquisition Agreement	Restricted	Exempt
05-1-23	New Issue	1,772,800	Common	$.001	No	Saul Leal	Acquisition Agreement	Restricted	Exempt
05-12-23	New Issue	125,000	Common	$.40	No	Damon Garcia	Cash	Restricted	Exempt
05-23-23	New Issue	125,000	Common	$.40	No	Quest Trust Company-Larry Andrews IRA	Cash	Restricted	Exempt
05-23-23	New Issue	250,000	Common	$.40	No	Kolleen T. Kennedy	Cash	Restricted	Exempt
05/31/23	New Issue	35,000	Common	$.40	No	The Entrust Group-FBO Nicholas Lampson	Cash	Restricted	Exempt
05-31-23	New Issue	125,000	Common	$.40	No	Quest Trust Company FBO Ronald L. Reeves	Cash	Restricted	Exempt
0614-23	New Issue	62,500	Common	$.40	No	Adam Yannotta	Cash	Restricted	Exempt
06-15-23	New Issue	10,000	Common	$.40	No	Lindsey Warren Davis	Cash	Restricted	Exempt

Shares Outstanding on Date of This Report:

Ending Balance

Ending Balance:

Date 6/30/2023 Common: 28,293,893

Preferred: 8,621,488

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

(1) These additional shares were issued pursuant to an agreement to adjust the price and the amount of shares contained in previously issued stock purchase agreements.

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
1-1-2021	255,288	221,990	27,749	Demand	$.10 per share	Rowland W. Day II	Loan
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

_____

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
(Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com).

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

OneMeta is a stack of cutting-edge artificial intelligence technologies that solve everyday problems with an innovative and pragmatic approach.

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

Metalanguage Corp.

C. Describe the issuers' principal products or services.

Verbum is a platform that enables fluent and effective communication among individuals that do not speak a similar language.

WebSafety is an app that allows a parent to monitor their children's mobile device activities. DriveSafety is an app that disables a mobile device from texting while driving and provides analytical information on the driving habits of the driver.

5) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

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

The Company leases office space in a shared environment. The lease amount is approximately $1,000 per month.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more that 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Rowland W. Day II	Executive Office, Director and majority owner	2510 East Sunset Road, Suite 5-837, Las Vegas, Nevada 89120	2,142,800 Common and 4,309,710 Series B-1 Preferred	Common and Series B-1 Preferred	7.5% Common and 50% Series B-1 Preferred	_____
Saul Leal	CEO, Director	2510 East Sunset Road, Suite 5-837, Las Vegas, NV 89120	2,142,800 Common and 4,309,710	Common and Series B-1 Preferred	7.5% Common and 50% Series B-1 Preferred	_____

			Series B-1 Preferred			
Nicholson Family Trust	Owner of more than 5%	36 Palazzo, Newport Beach, CA 92660	167	Series A Preferred	8.075%	_____
Melinda Owen Bass	Owner of more than 5%	4403 Homewood	667	Series A Preferred	32.253%	
Clayton Walls	Owner of more than 5%	5055 Addison Cir PH 711 Addison, TX 75001	668	Series A Preferred	32.302%	
Donald Bailey Holmes	Owner of more than 5%	111 Dahlia Pass, Spring Branch, TX 78070	167	Series A Preferred	8.075%	
Gregory K. Bell & Annette Bell JTWROS	Owner of more than 5%	P.O. Box 1886 Forney, TX 75126	134	Series A Preferred	6.480%	

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities 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);

No

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;

No

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

No

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.

No

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

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	Rowland W. Day II, Esq.	Dane Johansen, Parr Brown Gee & Loveless
Address 1:	465 Echo Bay Trail	101 S 200 E, 7the Floor
Address 2:	Bigfork, MT 59911	Salt Lake City, UT 84111
Phone:	949-350-6500	801-532-7840
Email:	rday@rdaylaw.com	djohansen@parrbrown.com

Accountant or Auditor

Name: Casey Kinchen
Firm: M&K CPAs, PLCC
Address 1: 363 N. Sam Houston, Pkwy E, Ste. 650
Address 2: _____
Phone: 832-242-9950
Email: ckinchen@mkacpas.com

Name: Matt Lourie
Firm: Fresh Notion Financial Services
Address 1: P.O. Box 79897
Address 2: Houston, TX 77279
Phone: 832-277-7816
Email: mlourie@freshnotiongroup.com

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

Investor Relations

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

All other means of Investor Communication:

Twitter: _____
Discord: _____
LinkedIn _____

Facebook: _____
[Other] _____

Other Service Providers
Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

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

9) Financial Statements

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

☐ IFRS
X U.S. GAAP

B. The following financial statements were prepared by (name of individual)[2]:

Name: **Matt Lourie, Fresh Notion Financial Services**
Title: **Partner**
Relationship to Issuer: **None**
Describe the qualifications of the person or persons who prepared the financial statements: **CPA**

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

a. Audit letter, if audited;
b. Balance Sheet;
c. Statement of Income;
d. Statement of Cash Flows;
e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
f. Financial Notes

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

[2] The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Saul Leal, certify that:

1. I have reviewed this Disclosure Statement for OneMeta 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.

August 25, 2023

/s/ Saul Leal, CEO

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

Principal Financial Officer:

I, Rowland W. Day II certify that:

1. I have reviewed this Disclosure Statement for OneMeta 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.

August 25, 2023

/s/ Rowland W. Day II, CFO

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

OneMeta, Inc.
(Formerly OneMeta AI)
Balance Sheets
(Unaudited)

	June 30, 2023	December 31, 2022
ASSETS		
Current assets:		
Cash	$ 623,078	$ 400,703
Accounts receivable	44,760	-
Total current assets	667,838	400,703
Noncurrent assets:		
Software, net	881,570	1,077,475
Total noncurrent assets	881,570	1,077,475
Total assets	$ 1,549,408	$ 1,478,178
LIABILITIES, MEZZANINE EQUITY AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable	$ 320,312	$ 377,883
Accrued expenses, related party	535,379	442,435
Convertible notes payable, related party	221,990	221,990
Total current liabilities	1,077,681	1,042,308
Total liabilities	1,077,681	1,042,308
Commitments and contingencies		
Mezzanine equity:		
Series B-1 convertible preferred stock, $0.70798 redemption value, 8,855,511 shares authorized, 8,619,420 and 5,673,346 shares issued and outstanding, respectively	6,102,378	4,016,616
STOCKHOLDERS' DEFICIT		
Preferred stock, $0.001 par value, 50,000,000 shares authorized,		
Series A preferred stock, $0.001 par value, 5,000,000 shares authorized, 2,068 issued and outstanding	2	2
Common stock, $0.001 par value, 500,000,000 shares authorized, 30,160,560 and 24,983,593 shares issued and outstanding, respectively	30,161	24,984

Additional paid in capital	26,137,940	24,156,001
Accumulated deficit	(31,798,754)	(27,761,733)
Total stockholders' deficit	(5,630,651)	(3,580,746)
Total liabilities, mezzanine equity and stockholders' deficit	$ 1,549,408	$ 1,478,178

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

OneMeta, Inc.
(Formerly OneMeta AI)
Statements of Operations
For the three and six months ended June 30, 2023 and 2022
(Unaudited)

	Three months ended June 30, 2023	Three months ended June 30, 2022	Six months ended June 30, 2023	Six months ended June 30, 2022
Revenue	$ 44,802	$ 301	$ 47,962	$ 1,101
Total revenue	44,802	301	47,962	1,101
Operating expenses:				
Research and development	191,472	45,000	336,504	45,000
General and administrative	3,210,847	70,662	3,516,306	245,862
Advertising and marketing	29,178	-	89,785	-
Legal and professional	97,332	11,312	121,916	225,503
Total operating expenses	3,528,829	126,974	4,064,511	516,365
Loss from operations	(3,484,027)	(126,673)	(4,016,549)	(515,264)
Other expense:				
Interest expense	(10,581)	(8,026)	(20,472)	(15,236)
Total other expense	(10,581)	(8,026)	(20,472)	(15,236)
Net loss	$ (3,494,608)	$ (134,699)	$ (4,037,021)	$ (530,500)
Net loss per common share:				
Basic	$ (0.12)	$ (0.01)	$ (0.15)	$ (0.03)
Diluted	$ (0.12)	$ (0.01)	$ (0.15)	$ (0.03)
Weighted average common shares outstanding:				
Basic	28,196,484	21,772,757	26,592,636	21,020,346
Diluted	28,196,484	21,772,757	26,592,636	21,020,346

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

OneMeta, Inc.
(Formerly OneMeta AI)
Statements of Changes in Stockholders' Deficit
For the six months ended June 30, 2023 and 2022
(Unaudited)

	Series B-1 Convertible Preferred Stock		Series A Preferred Stock		Common Stock		Additional	Accumulated	
	Shares	Amount	Shares	Amount	Shares	Amount	paid-in capital	Deficit	Total
Balance, December 31, 2022	5,673,346	$ 4,016,616	2,068	$ 2	24,983,593	$ 24,984	$ 24,156,001	$ (27,761,733)	$ (3,580,746)
Common shares issued for cash	-	-	-	-	437,500	437	174,563	-	175,000
Stock based compensation	-	-	-	-	30,000	30	11,970	-	12,000
Imputed interest	-	-	-	-	-	-	1,665	-	1,665
Net loss	-	-	-	-	-	-	-	(542,413)	(542,413)
Balance, March 31, 2023	5,673,346	4,016,616	2,068	2	25,451,093	25,451	24,344,199	(28,304,146)	(3,934,494)
Common shares issued for cash	-	-	-	-	2,936,667	2,937	1,005,063	-	1,008,000
Additional shares issued for prior year software acquisition	2,946,074	2,085,762	-	-	1,772,800	1,773	707,347	-	709,120
Stock based compensation	-	-	-	-	-	-	79,666	-	79,666
Imputed interest	-	-	-	-	-	-	1,665	-	1,665
Net loss	-	-	-	-	-	-	-	(3,494,608)	(3,494,608)
Balance, June 30, 2023	8,619,420	$ 6,102,378	2,068	$ 2	30,160,560	$ 30,161	$ 26,137,940	$ (31,798,754)	$ (5,630,651)

Balance, December 31, 2021	4,309,710	$ 3,051,189	2,068	$ 2	20,072,409	$ 20,073	$ 22,614,628	$ (26,418,161)	$ (3,783,458)
Common shares issued for cash	-	-	-	-	250,000	250	99,750	-	100,000
Stock based compensation	-	-	-	-	1,347,431	1,347	212,776	-	214,123
Imputed interest	-	-	-	-	-	-	1,665	-	1,665
Net loss	-	-	-	-	-	-	-	(395,801)	(395,801)
Balance, March 31, 2022	4,309,710	3,051,189	2,068	2	21,669,840	21,670	22,928,819	(26,813,962)	(3,863,471)
Common shares issued for cash	-	-	-	-	212,500	213	84,788	-	85,001
Imputed interest	-	-	-	-	-	-	1,665	-	1,665
Net loss	-	-	-	-	-	-	-	(134,699)	(134,699)
Balance, June 30, 2022	4,309,710	$ 3,051,189	2,068	$ 2	21,882,340	$ 21,883	$ 23,015,272	$ (26,948,661)	$ (3,911,504)

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

OneMeta, Inc.
(Formerly OneMeta AI)
Statements of Cash Flows
For the six months ended June 30, 2023 and 2022
(Unaudited)

	June 30, 2023	June 30, 2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (4,037,021)	$ (530,500)
Adjustment to reconcile net loss to cash used in operating activities:		
Imputed interest	3,330	3,330
Additional shares issued for prior year software acquisition	2,794,882	-
Stock based compensation	91,666	214,123
Amortization	195,905	-
Net change in:		
Accounts receivable	(44,760)	-
Accounts payable	124,425	(50,573)
Accrued expenses, related party	(89,052)	194,968
CASH FLOWS USED IN OPERATING ACTIVITIES	(960,625)	(168,652)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common shares	1,183,000	185,001
CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	1,183,000	185,001
NET CHANGE IN CASH	222,375	16,349
Cash, beginning of period	400,703	7,347
Cash, end of period	$ 623,078	$ 23,696
SUPPLEMENTAL CASH FLOW INFORMATION		
Cash paid on interest expense	$ -	$ -
Cash paid for income taxes	$ -	$ -
NON-CASH TRANSACTIONS		
Expenses paid on the Company's behalf	$ 181,996	$ 49,729

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

OneMeta, Inc.
(Formerly OneMeta AI)
Notes to the Financial Statements
(Unaudited)

Note 1. Basis of Presentation

The accompanying unaudited interim financial statements of OneMeta, Inc. ("we", "our", "OneMeta" or the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC") and should be read in conjunction with the financial statements and notes thereto contained in the Company's fiscal 2022 financial statements. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for our interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements that would substantially duplicate the disclosure contained in the financial statements for fiscal 2022, have been omitted.

OneMeta was originally incorporated as Promotions on Wheels Holdings, Inc., a Nevada corporation, on July 3, 2006. On December 26, 2008, the name of the Company was changed to Blindspot Alert, Inc. On September 11, 2009, the Company's name was changed to WebSafety, Inc. On March 23, 2021, the Company's name was changed to VeriDetx Corp. On June 8, 2021, the Company's name was changed to WebSafety, Inc. On July 10, 2022, the Company's name was changed to OneMeta AI. On June 20, 2023, the Company's name was changed to OneMeta Inc.

Note 2. Summary of Significant Accounting Policies

Use of Estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates in the accompanying financial statements involving the valuation of common stock and stock based compensation.

Related Parties

The Company follows ASC 850, "Related Party Disclosures," for the identification of related parties and disclosure of related party transactions.

Fair Value of Financial Instruments

The Company's financial instruments consist primarily of cash and accounts payable. The carrying values of these financial instruments approximate their respective fair values as they are short-term in nature or carry interest rates that approximate market rates.

Mezzanine equity

Where ordinary or preferred shares are determined to be conditionally redeemable upon the occurrence of certain events that are not solely within the control of the issuer, and upon such event, the shares would become redeemable at the option of the holders, they are classified as 'mezzanine equity' (temporary equity). The purpose of this classification is to convey that such a security may not be permanently part of equity and could result in a demand for cash, securities or other assets of the entity in the future.

Basic and Diluted Loss Per Share

Basic loss per common share is computed by dividing the net loss available to common shareholders by the weighted-average number of common shares outstanding during the period. Diluted loss per common share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents. In periods when losses are reported, the weighted-average number of common shares outstanding excludes common stock equivalents, because their inclusion would be anti-dilutive. Accordingly, the number of weighted average shares outstanding, as well as the amount of net loss per share are presented for basic and diluted per share calculations for the six months ended June 30, 2023 and 2022, reflected in the accompanying statement of operations.

Recent Accounting Pronouncements

In June 2016, the FASB issued Accounting Standards Update No. 2016-13, Financial Instruments-Credit Losses: Measurement of Credit Losses on Financial Instruments. ASU 2016-13 requires measurement and recognition of expected credit losses for financial assets. In April 2019, the FASB issued clarification to ASU 2016-13 within ASU 2019-04, Codification Improvements to Topic 326, Financial Instruments-Credit Losses, Topic 815, Derivatives and Hedging, and Topic 825, Financial Instruments, or ASU 2016-13. The guidance is effective for fiscal years beginning after December 15, 2022. The Company adopted this standard on January 1, 2023, which had no material impact on the Company's financial statements.

Note 3. Going Concern

These financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. As of June 30, 2023, the Company had not yet achieved profitable operations and expects to incur further losses in the development of its business, all of which raise substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances, however, there is no assurance of additional funding being available.

Note 4. Software

On June 30, 2022 the Company entered into an acquisition agreement with Metalanguage Corp. Per the acquisition agreement, the Company acquired all the shares of Metalanguage Corp which included 49% ownership of artificial intelligence software. Per the acquisition agreement, the purchase price is comprised of 1,363,636 shares of Series B-1 convertible preferred shares and the right to receive contingent consideration in the form of equity. The contingent consideration for the acquisition is comprised of 1,363,637 shares of Series B-1 convertible preferred stock, which shall be held in escrow and will be issued upon the Company achieving sales of $5 million within 12 consecutive months prior to December 31, 2027. The day one contingent liability is $0 since the probability of achieving $5 million in sales within twelve consecutive months is low but will be re-evaluated in future periods. In addition, the Company paid Axia International $210,000 in cash for the remaining 51% of the artificial intelligence software.

The total purchase price for the acquisition was determined to be $1,175,427 which consisted of $210,000 cash paid and 1,363,636 shares of Series B-1 convertible preferred stock valued at the redemption value of $0.70798 per share with a fair value of $965,427. The Company concluded the purchase of a single set of assets qualified as an asset acquisition and all such acquisition costs have been capitalized as software on the balance sheet. The Company estimated the useful life of the software acquired and purchased to be 3 years. During the six months ended June 30, 2023, the Company recorded $195,905 of amortization expense related to the software. As of June 30, 2023 and December 31, 2022, the software balance, net of amortization was $881,570 and $1,077,475, respectively.

Note 5. Related Party Transactions

Accrued salary and interest

On August 1, 2022, the Company appointed Saul Leal as their new CEO. On September 1, 2022, the Company agreed to compensate Mr. Leal and Mr. Day $15,000 per month for their services.

During the six months ended June 30, 2023 and 2022, the Company recognized $180,000 and $120,000 of salary expense. As of June 30, 2023 and December 31, 2022, the Company accrued $470,000 and $387,000 of compensation, with accrued interest of $31,019 and $19,426, respectively.

Expense paid on the Company's behalf

During the six months ended June 30, 2023 and 2022, Mr. Day paid $181,996 and $49,729 of expenses on the Company's behalf and was repaid $189,193 and $39,396, respectively. As of June 30, 2023, the balance owed to Mr. Day was $6,611.

Convertible note – Founder note

Rowland Day, the Company's prior CEO agreed to provide the necessary working capital for the Company's business. At the end of each calendar quarter the convertible promissory note is adjusted based upon the funds provided. The convertible promissory note bears interest at 5% and is convertible into Series B-1 preferred stock at the rate of $0.10 per share. During the six months ended June 30, 2023 and 2022, this Company recorded imputed interest expense of $3,330. As of June 30, 2023 and December 31, 2022, the convertible note payable, related party principal balance was $221,990, with accrued interest of $27,749 and $22,198, respectively.

Note 6. Equity

The Company is currently authorized to issue up to 500,000,000 shares of common stock with a par value of $0.001. In addition, The Company is authorized to issue 50,000,000 shares of preferred stock with a par value of $0.001. The specific rights of the preferred stock, when so designated, shall be determined by the board of directors.

On May 1, 2023, the Company amended their articles of incorporation to increase the authorized B-1 preferred shares to 8,619,420 shares.

Common Stock

During the six months ended June 30, 2023, the Company issued 3,374,167 shares of common stock for cash and collected $1,183,000.

On March 31, 2023, the Company issuance of 30,000 shares of common stock to consultants for services provided that were valued at $12,000.

On May 2, 2023, the Board approved an addendum to the Share Exchange Agreement previously entered into on August 1, 2022, between the Company, Metalanguage, and Saul Leal. The Addendum provided for the additional issuance of 1,772,800 shares of common stock to the sole shareholder of Metalanguage who is also the CEO of the Company, Saul Leal. The Board agreed that the technology acquired in the Share Exchange Agreement was more valuable than originally agreed upon.

Preferred Stock

Series A Convertible Preferred Stock

In April 2008, our board of directors designated 5,000,000 shares of our preferred stock as Series A Convertible Preferred Stock ("Series A") with a par value of $0.001. Series A has liquidation and dividend preferences. Each share of Series A has voting rights equal to the amount of shares of common stock the Series A is convertible to and

is convertible on a 1 to 1.25 common share basis. As of June 30, 2023 and December 31, 2022, there are 2,068 shares of Series A-1 issued and outstanding.

Series B-1 Convertible Preferred Stock

In October 2015, our board of directors designated 3,107,438 shares of our preferred stock as Series B-1 Convertible Preferred Stock ("Series B-1") with the redemption value of $0.70798 per share. Series B -1 has liquidation and dividend preferences. Each share of Series B-1 has voting rights 3.2x (times) that of the number of votes that is equal to the number of common stock the series of preferred shares are convertible into. Each share is convertible on a 1 to 11 common share basis. Series B-1 preferred shares also include covenants requiring 51% of the outstanding votes of the series of stock to amend or repeal any incorporation documents that would alter the rights or preferences of Series B-1, alter the authorized number of shares of the series, create or issue any classes of preferred stock senior to the Series B-1, amend the company's bylaws, or enter into a transaction that would result in a change in control. Series B-1 is included in mezzanine equity on the balance sheet, because it is convertible at the redemption value into a variable number of shares. On May 2, 2023, the Board approved an addendum to the Share Exchange Agreement previously entered into on August 1, 2022, between the Company, Metalanguage, and Saul Leal. The Addendum provided for the additional issuance of 2,946,074 shares of Series B-1 Convertible preferred stock to the sole shareholder of Metalanguage who is also the CEO of the Company, Saul Leal. The Board agreed that the technology acquired in the Share Exchange Agreement was more valuable than originally agreed upon. As of June 30, 2023 and December 31, 2022, there are 8,619,420 and 5,673,346 shares of Series B-1 issued and outstanding, respectively.

Series B-2 Convertible Preferred Stock

In October 2015, our board of directors designated 3,107,438 shares of our preferred stock as Series B-2 Convertible Preferred Stock ("Series B-2") with a par value of $0.001. Series B -2 have no liquidation or dividend preferences. Each share of Series B-2 has voting rights equal to the amount of shares of common stock the Series A is convertible to and is convertible on a 1 to 1 common share basis and shall automatically be converted into common shares up the Public Offering Closing. As of June 30, 2023 and December 31, 2022, there are no shares of Series B-2 issued and outstanding.

Stock Warrants

On June 15, 2023, the Company issued 250,000 common stock warrants in conjunction with a stock purchase agreement. The warrants have a 5-year term and an exercise price of $1.00. The common stock warrants were value at $79,666.The Company valued the warrants using the Black-Scholes model with the following key assumptions: fair value stock price, $0.40, Exercise price, $1.00, Term 5 years, Volatility 130.51%, and Discount rate 3.91% and a dividend yield of 0%.

The following table summarizes the stock warrant activity for the six months ended June 30, 2023:

	Warrants	Weighted Average Exercise Price Per Share
Outstanding, December 31, 2022	78,750	$ 0.50
Granted	250,000	1.00
Exercised	–	–
Forfeited	–	–
Outstanding, June 30, 2023	328,750	$ 0.88

As of June 30, 2023 the outstanding and exercisable warrants have a weighted average remaining term of 3.84 with no intrinsic value, respectively.

Note 7. <u>Subsequent Events</u>

Subsequent to June 30, 2023, the Company issued 25,000 shares of common stock at $0.40 per share and collected $10,000.