

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## TOTALIGENT, INC.

2255 Glades Road, Suite 324A  
Boca Raton, Florida 33431  
561-988-2621  
[www.totaligent.com](http://www.totaligent.com)  
[contact@totaligent.com](mailto:contact@totaligent.com)

\_\_\_\_\_  
SIC 7374

### Quarterly Report

**For the Period Ending:** September 30, 2024

(the "Reporting Period")

### Outstanding Shares

The number of shares outstanding of our Common Stock was:

172,913,813 as of September 30, 2024

172,913,813 as of December 31, 2023

### 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<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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

\_\_\_\_\_  
<sup>4</sup> "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.

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

Current Name of the Issuer: Totaligent, Inc.

Current Address of the Issuer: 2255 Glades Road, Suite 324A Boca Raton, FL 33431

Prior Name of the Issuer: Alltemp, Inc.

Prior Address of the Issuer: 960 S. Westlake Blvd. Suite 207 Westlake Village, CA 91361

On July 21, 2022, the Company changed its name to Totaligent, Inc.

On December 3, 2021, Digi Messaging & Advertising Inc., a Wyoming corporation, merged into Totaligent, Inc. upon the execution of a share exchange.

Current State and Date of Incorporation or Registration: Delaware – June 24, 1988

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

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

At all relevant times, the Company has been a Delaware corporation and currently in good standing with the State.

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

None.

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

None.

Address of the issuer's principal executive office:

2255 Glades Road, Suite 324A Boca Raton, FL 33431

Address of the issuer's principal place of business:

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

\_\_\_\_\_

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

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

## **2) Security Information**

### **Transfer Agent**

Name: Standard Transfer Company  
Phone: (801) 571-8844  
Email: info@standardtransferco.com  
Address: 440 East 400 South, Suite 200  
Salt Lake City, UT 84111

### **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:	<u>TGNT</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>02012P106</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>500,000,000</u>	<u>as of date: 09/30/24</u>
Total shares issued:	<u>211,101,313</u>	<u>as of date: 09/30/24</u>
Total shares outstanding:	<u>172,913,813</u>	<u>as of date: 09/30/24</u>
Total number of shareholders of record:	<u>320</u>	<u>as of date: 09/30/24</u>

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

\_\_\_\_\_

**Other classes of authorized or outstanding equity securities that do not have a trading symbol:**

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Series D Preferred</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>1,000,000</u>	<u>as of date: 09/30/24</u>
Total shares outstanding:	<u>713,750</u>	<u>as of date: 09/30/24</u>
Total number of shareholders of record:	<u>11</u>	<u>as of date: 09/30/24</u>

### **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.**

Holders of the Common Stock have the right to cast one (1) vote per each share they own on all matters submitted to a vote of stockholders. In the event of a dividend declaration, it will be paid on each share of Common Stock owned by the Holder. The Common Stock is not entitled to a liquidation preference.

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

Holders of the Preferred Stock voting as a separate class shall, until June 30, 2023, vote together with the holders of the Common Stock of the Corporation as a single class on all matters submitted to a vote of stockholders, with each share of Preferred Stock entitled to 1,000 votes. The Preferred Stock shall be treated pari passu with the Common Stock except that the dividend on each share of Preferred Stock shall be equal to the amount of the dividend declared and paid on each share of Common Stock multiplied by the Conversion Rate, which is 1,000 shares of Common Stock for each share of Preferred Stock. The Preferred Stock is not entitled to a liquidation preference.

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

None

**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.**

None

### **3) Issuance History**

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

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

**A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.**

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance:</u> Date <u>12/31/2022</u> Common: <u>149,178,410</u>  Preferred: <u>615,000</u>			*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.
5/16/2023	New Issuance	2,500,000	Common	0.013	Yes	(1)	Cash	Restricted	4(a)(2)
9/29/2023	New Issuance	2,172,903	Common	0.012	Yes	(2)	Debt Settlement	Restricted	4(a)(2)
5/3/2023	New Issuance	1,250,000	Common	0.01	Yes	(3)	Conversion of Series A Preferred into Common Stock	Restricted	4(a)(2)
5/3/2023	New Issuance	1,250,000	Common	0.01	Yes	(4)	Conversion of Series A Preferred into Common Stock	Restricted	4(a)(2)
5/3/2023	New Issuance	1,250,000	Common	0.01	Yes	(5)	Conversion of Series A Preferred into Common Stock	Restricted	4(a)(2)
5/3/2023	New Issuance	1,250,000	Common	0.01	Yes	(6)	Conversion of Series A Preferred into Common Stock	Restricted	4(a)(2)
8/31/2023	New Issuance	3,125,000	Common	0.016	Yes	(5)	Conversion of Series D Preferred into Common Stock	Restricted	4(a)(2)
8/31/2023	New Issuance	6,250,000	Common	0.016	Yes	(4)	Conversion of Series D Preferred into Common Stock	Restricted	4(a)(2)
8/31/2023	New Issuance	9,375,000	Common	0.016	Yes	(6)	Conversion of Series D Preferred into Common Stock	Restricted	4(a)(2)

8/31/2023	Shares returned to treasury	-4,687,500	Common	0.012	Yes	(6)	Conversion of Series D Preferred into Common Stock	Restricted	4(a)(2)
8/31/2023	Cancellation	-2,500	Preferred	n/a	n/a	(6)	Cancellation of Series D Preferred	Restricted	4(a)(2)
8/31/2023	Cancellation	-5,000	Preferred	n/a	n/a	(6)	Cancellation of Series D Preferred	Restricted	4(a)(2)
8/31/2023	Cancellation	-7,500	Preferred	n/a	n/a	(6)	Cancellation of Series D Preferred	Restricted	4(a)(2)
10/25/2023	New Issuance	10,000	Preferred	n/a	n/a	(7)	Series D Preferred issued for services	Restricted	4(a)(2)
07/26/2024	New Issuance	100,000	Preferred	n/a	n/a	(8)	Series D Preferred issued for services	Restricted	4(a)(2)
Shares Outstanding on Date of This Report: <u>Ending Balance:</u>  Date <u>09/30/2024</u> Common: <u>172,902,563</u> Preferred: <u>713,750</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2023, in addressing this item for its Quarterly Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through September 30, 2024 pursuant to the tabular format above.

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

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

- (1) Jibon Trust (Ben MacPherson controls the power to vote and dispose of these shares),
- (2) Ben Hansel controls the power to vote and dispose of these shares.
- (3) Karolus Maximus Kapital, Inc. (Charles Bingham controls the power to vote and dispose of these shares).
- (4) Green Chip Investor Relations (Matthew Chipman controls the power to vote and dispose of these shares).
- (5) Advanced Sales, Inc. (David Wiggins controls the power to vote and dispose of these shares).
- (6) Charles Wright controls the power to vote and dispose of these shares.
- (7) PDS Enterprise Group Ltd. (Peter Simone controls the power to vote and dispose of these shares). Only 1,000 shares have been earned.
- (8) Rayki LLC (Ivan Klarich).

## 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	Reason for Issuance (e.g. Loan, Services, etc.)
June 16, 2021	\$26,586.30	\$20,000	\$6,586.30	December 16, 2021	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed \$0.10	Karolus Maximus, Inc.	Loan
June 17, 2021	\$66,452.05	\$50,000	\$16,452.05	December 17, 2021	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed \$0.10	Karolus Maximus, Inc.	Loan
June 18, 2021	\$66,438.36	\$50,000	\$16,438.36	December 18, 2021	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed \$0.10	Karolus Maximus, Inc.	Loan
July 2, 2021	\$21,198.90	\$16,000	\$5,198.90	January 2, 2022	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed \$0.10	Karolus Maximus, Inc.	Loan
August 4, 2021	\$9,211.23	\$7,000	\$2,211.23	February 4, 2022	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed \$0.10	Karolus Maximus, Inc.	Loan
August 16, 2021	\$71,353.08	\$54,360	\$16,993.08	February 16, 2022	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed \$0.10	Karolus Maximus, Inc.	Loan
September 10, 2021	\$70,980.76	\$54,360	\$16,620.76	March 10, 2022	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed \$0.10	Karolus Maximus, Inc.	Loan
October 18, 2021	\$70,414.82	\$54,360	\$16,054.82	April 18, 2022	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed \$0.10	Karolus Maximus, Inc.	Loan
June 30, 2023	\$28,136.99	\$25,000	\$3,136.99	December 30, 2023	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed \$0.10	Karolus Maximus, Inc.	Loan
September 28, 2023	\$84,839.45	\$80,000	\$4,839.45	March 28, 2024	\$0.01 per share	Matthew Chipman	Loan
	\$84,826.30	\$80,000	\$4,826.30	March 29, 2024	\$0.01 per share		Loan

September 29, 2023						Charles Wright	
October 1, 2023	\$10,600	\$10,000	\$600.00	September 30, 2024	\$0.01 per share	David Wiggins	Loan
October 13, 2023	\$21,660.62	\$19,751	\$1,910.12	April 13, 2024	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed \$0.10	Karolus Maximus, Inc.	Loan
August 7, 2024	\$30,266.30	\$30,000	\$266.30	February 7, 2025	\$0.01 per share	Matthew Chipman	Loan
August 26 2024	\$30,172.60	\$30,000	\$172.60	February 26, 2025	\$0.01 per share	Matthew Chipman	Loan

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

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

Charles Bingham is the Control Person of Karolus Maximus, Inc.

#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

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

Totaligent, Inc. is a technology company, with its headquarters located in Boca Raton, Florida deploying an 8-member remote work team, that provides person-based digital marketing for companies and individuals to use and unlock owned and acquired data to efficiently market their products, services, and brands. Totaligent aims to launch a public version of its integrated digital marketing platform in Q2 of 2023 that will democratize the use of first-, second-, and third-party data.

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

None

C. Describe the issuers' principal products or services.

Totaligent is a person-based digital marketing platform that allows companies and individuals to use and unlock owned and acquired data to efficiently market their products, services, and brands. By leveraging Totaligent's platform tools, users can deploy an all-encompassing digital communications strategy.

Today, Totaligent offers managed campaigns to publicly traded companies and political candidates, and is launching the beta version of its consumer-facing person-based digital marketing platform in Q2 of 2023. Totaligent's managed campaign business will continue to be the main driver of revenue until the public launch of the consumer platform.

Totaligent's white-label programmatic ad platform is directly connected to its own custom Database Management Platform ("DMP"), which allows micro-targeting using data matching, which can be site specific, area specific and/or zip code specific. This platform leverages highly efficient display advertising, as opposed to general search engine keyword advertising. The platform is connected to more than 40 network publishers, giving users a deep network of web portals in all verticals.

The Totaligent team is continuously updating the platform to follow the ever-changing advertising rules implemented by Google, Facebook, Twitter and others, regarding advertising crypto, drugs, tobacco, firearms, sex, and political advertising. Our customer outreach tools include email, SMS, and push notification.

- Email marketing on the Totaligent platform connects to most of the known email marketing Electronic Services Portals ("ESP").
- Short Message Service ("SMS") connects to multiple telecom partners allowing users to choose deliverability and the best price for their messaging needs. We offer long code, short code, and 1-800s.

- Push notification marketing utilizes the Totaligent smart code (cookie), which allows customers to receive push notifications for upcoming news, offers, events, and more, all managed internally on Totaligent's Push servers.

Individual Totaligent services are currently operational and used for our managed campaign program. Upon the launch of the consumer-facing platform, the full spectrum of Totaligent's digital communication tools will operate within the same User Interface XML ("UIX"), negating the need for multiple service providers or Customer Relationship Management ("CRM") tools to perform various individual tasks. Users will be able to harmonize every facet of a digital campaign from a single panel, allowing multichannel marketing and analytics to maximize communication and ROI from the user's customer and visitor databases.

## 5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company rents Class A shared office space in Boca Raton, FL on a month-to-month basis.

## 6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Name of Officer/Director and Control Person	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	Note
Edward C. DeFeudis	CEO and Director	Boca Raton, FL	150,000	Series D Preferred	21.00%	CEO and Director
Spider Investments, LLC	CEO and Director	Boca Raton, FL	2,278,086	Common	1.40%	CEO and Director
Ben Hansel	Director	McKinney, TX	980,000	Common	Less than 1%	Director
Brian Heckathorne	Director of Technology	Pasadena, TX	150,000	Series D Preferred	21%	
BBB Group, Inc. / Brendan Battles	Director of Data Management	South Haven, MI	150,000	Series D Preferred	21%	
Rayki, LLC / Ivan Klarich	Chief Revenue and Strategy Officer	Delray Beach, FL	100,000*	Series D Preferred	14%	CRSO
30103 South Lake Falls Lane Trust / Noreen Bingham	Owner of more than 5%	Houston, TX	67,500	Series D Preferred	10.5%	

\*Only 10,000 shares have been earned

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

**7) Legal/Disciplinary History**

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

N/A

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

N/A

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

N/A

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

N/A

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

N/A

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

N/A

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

N/A

## 8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: David Ficksman, Esq.  
Address 1: 1801 Century Park East, Suite 1600  
Address 2: Los Angeles, CA 90067  
Phone: 310-789-1290  
Email: dficksman@troygould.com\_\_\_\_\_

Name: William Igbokwe, Esq.  
Address 1: 28 Liberty Street 6th Floor  
Address 2: New York, NY 10005  
Phone: 347-467-4674  
Email: will@iwlaws.com\_\_\_\_\_

### Accountant or Auditor

Name: Astra Audit & Advisory, LLC  
Firm: \_\_\_\_\_  
Address 1: 5501 West Gray Street  
Address 2: Suite 130  
Phone: 813-616-4005  
Email: \_\_\_\_\_

### Investor Relations

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

### *All other means of Investor Communication:*

X (Twitter): \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

### Other Service Providers

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

Name: Trip Thomas\_\_\_\_\_  
Firm: A-Frame Accounting & Advisory, Inc.\_\_\_\_\_  
Nature of Services: Consultant / Preparer of Financial Statements\_\_\_\_\_  
Address 1: 3419 Gray Ct Tampa, FL 33609  
Address 2: \_\_\_\_\_  
Phone: 813-928-6237  
Email: Tripthomas@aframeaccounting.com

**9) Disclosure & Financial Information**

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

Name: **Edward C. DeFeudis**  
Title: **Chief Executive Officer**  
Relationship to Issuer: **Chief Executive Officer**

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

- IFRS  
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: **Trip Thomas**  
Title: **Consultant**  
Relationship to Issuer: **Consultant**

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> **Certified Public Accountant in the State of Florida, over 20 years of accounting experience including 13 years of preparing GAAP based financial statements for small reporting and OTC listed companies.**

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

**Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

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<sup>5</sup> 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.

**TOTALIGENT, INC.**  
**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024**  
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**Financial Statements**

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

**TOTALIGENT, INC.**  
**(Formerly Alltemp, Inc.)**  
**AND SUBSIDIARY**  
**CONSOLIDATED BALANCE SHEETS**  
**UNAUDITED**

	<u>September 30,</u> <u>2024</u>	<u>December 31,</u> <u>2023</u>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 8,448	\$ 167,735
Prepaid expenses	1,086,473	190,213
<b>Total current assets</b>	<u>1,094,921</u>	<u>357,948</u>
Property and equipment, net	67,057	89,544
Capitalized software	101,808	39,308
<b>Total assets</b>	<u>\$ 1,263,786</u>	<u>\$ 486,800</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>Current liabilities</b>		
Accrued compensation	\$ 899,193	\$ 655,395
Accrued interest	112,308	77,876
Convertible notes payable, net of unamortized discount of \$808 and \$6,467	580,830	514,363
Derivative liability	216,186	149,182
<b>Total current liabilities</b>	<u>1,808,517</u>	<u>1,396,816</u>
<b>Total liabilities</b>	<u>1,808,517</u>	<u>1,396,816</u>
Commitments and contingencies (Note 7)		
<b>Stockholders' deficit</b>		
Preferred stock, \$0.01 par value; authorized –10,000,000 shares; issued and outstanding – 713,750 and 603,750 shares at September 30, 2024 and December 31, 2023, respectively	7,138	6,038
Common stock, \$0.001 par value; authorized – 500,000,000 shares; 211,101,313 shares issued and 172,913,813 outstanding	211,101	211,101
Shares to be issued	5,476	5,486
Additional paid-in capital	1,898,577	699,667
Accumulated deficit	(1,694,842)	(860,127)
Treasury stock, 38,187,500 and 54,422,903 outstanding	(972,181)	(972,181)
<b>Total stockholders' deficit</b>	<u>(544,731)</u>	<u>(910,016)</u>
<b>Total liabilities and stockholders' deficit</b>	<u>\$ 1,263,786</u>	<u>\$ 486,800</u>

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

**TOTALIGENT, INC.**  
**(Formerly Alltemp, Inc.)**  
**AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**UNAUDITED**

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue	\$ 29,990	\$ 334,185	\$ 444,529	\$ 400,295
Cost of revenue	37,422	59,956	415,923	81,541
Gross profit	<u>(7,432)</u>	<u>274,229</u>	<u>28,606</u>	<u>318,754</u>
Operating expenses:				
Consulting expenses	312,500	209,745	352,905	218,900
Personnel expenses	94,500	116,188	288,500	305,188
General and administrative	44,072	30,120	114,013	69,291
Total operating expenses	<u>451,072</u>	<u>356,053</u>	<u>755,418</u>	<u>593,379</u>
Net operating loss	<u>(458,504)</u>	<u>(81,824)</u>	<u>(726,812)</u>	<u>(274,625)</u>
Other income (expense)				
Interest expense	(11,853)	(8,692)	(34,432)	(24,753)
Amortization of debt discount	-	-	(6,467)	-
Gain (loss) on change in fair value of derivative liability	(105,066)	(80,334)	(67,004)	(28,408)
Loss on sale of fixed assets	-	-	-	(38,254)
Total other income (expense)	<u>(116,919)</u>	<u>(89,026)</u>	<u>(107,903)</u>	<u>(91,415)</u>
Loss before income taxes	(575,423)	(170,850)	(834,715)	(366,040)
Provision for income tax	-	-	-	-
Net loss	<u>\$ (575,423)</u>	<u>\$ (170,850)</u>	<u>\$ (834,715)</u>	<u>\$ (366,040)</u>
Loss per share - basic and diluted	<u>(0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average shares outstanding - basic and diluted	<u>211,101,313</u>	<u>159,655,077</u>	<u>211,101,313</u>	<u>160,932,855</u>

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

**TOTALIGENT, INC.**  
**(Formerly Alltemp, Inc.)**  
**AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)**  
**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024**  
**UNAUDITED**

	Preferred Stock		Common Stock		Shares to be issued		Additional	Accumulated	Treasury Stock		Total
	Shares	Amount	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Shares	Amount	Stockholders' Equity (Deficit)
Balance - December 31, 2023	603,750	\$ 6,038	211,101,313	\$ 211,101	5,486,967	\$ 5,486	\$ 699,667	\$ (860,127)	\$ 38,187,500	\$ (972,181)	(910,016)
Series D Preferred Stock issued for services	10,000	100	-	-	(10,000)	(10)	(90)	-	-	-	-
Net loss	-	-	-	-	-	-	-	(140,490)	-	-	(140,490)
Balance - March 31, 2024	613,750	6,138	211,101,313	211,101	5,476,967	5,476	699,577	(1,000,617)	38,187,500	(972,181)	(1,050,506)
Net loss	-	-	-	-	-	-	-	(118,802)	-	-	(118,802)
Balance - June 30, 2024	<u>613,750</u>	<u>6,138</u>	<u>211,101,313</u>	<u>211,101</u>	<u>5,476,967</u>	<u>5,476</u>	<u>699,577</u>	<u>(1,119,419)</u>	<u>38,187,500</u>	<u>(972,181)</u>	<u>(1,169,308)</u>
Series D Preferred Stock issued for services	100,000	1,000	-	-	-	-	1,199,000	-	-	-	1,200,000
Net loss	-	-	-	-	-	-	-	(575,423)	-	-	(575,423)
Balance - September 30, 2024	<u>713,750</u>	<u>7,138</u>	<u>211,101,313</u>	<u>211,101</u>	<u>5,476,967</u>	<u>5,476</u>	<u>1,898,577</u>	<u>(1,694,842)</u>	<u>38,187,500</u>	<u>(972,181)</u>	<u>(544,731)</u>

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

**TOTALIGENT, INC.**  
**(Formerly Alltemp, Inc.)**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)**  
**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023**  
**UNAUDITED**

	Preferred Stock		Common Stock		Shares to be issued		Additional Paid-in	Accumulated	Treasury Stock		Total Stockholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	Shares	Amount	Equity (Deficit)
Balance - December 31, 2022	615,000	\$ 6,150	149,178,410	\$ 149,178	64,899,870	\$ 64,899	\$ 673,940	\$ (457,957)	54,422,903	\$ (1,197,304)	\$ (761,094)
Net loss	-	-	-	-	-	-	-	(145,431)	-	-	(145,431)
Balance - March 31, 2023	615,000	6,150	149,178,410	149,178	64,899,870	64,899	673,940	(603,388)	54,422,903	(1,197,304)	(906,525)
Sale of common stock	-	-	2,500,000	2,500	-	-	22,500	-	-	-	25,000
Conversion of Series A Preferred Stock into Common Stock	-	-	5,000,000	5,000	(5,000,000)	(5,000)	-	-	-	-	-
Common stock issued related to December 3, 2021 merger	-	-	54,422,903	54,423	(54,422,903)	(54,423)	-	-	-	-	-
Net loss	-	-	-	-	-	-	-	(49,759)	-	-	(49,759)
Balance - June 30, 2023	615,000	6,150	211,101,313	211,101	5,476,967	5,476	696,440	(653,147)	54,422,903	(1,197,304)	(931,284)
Conversion of debt and accrued interest	-	-	-	-	-	-	-	-	(2,172,903)	28,248	28,248
Conversion of Series D Preferred Stock into Common Stock	(11,250)	(112)	-	-	-	-	(196,763)	-	(14,062,500)	196,875	-
Net loss	-	-	-	-	-	-	-	(170,850)	-	-	(170,850)
Balance - September 30, 2023	<u>603,750</u>	<u>\$ 6,038</u>	<u>211,101,313</u>	<u>\$ 211,101</u>	<u>5,476,967</u>	<u>\$ 5,476</u>	<u>\$ 499,677</u>	<u>\$ (823,997)</u>	<u>38,187,500</u>	<u>\$ (972,181)</u>	<u>\$ (1,073,886)</u>

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

**TOTALIGENT, INC.**  
**(Formerly Alltemp, Inc.)**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**UNAUDITED**

**For the Nine Months Ended  
September 30,**

**2024**

**2023**

<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>2024</b>	<b>2023</b>
Net loss	\$ (834,715)	\$ (366,040)
Adjustment to reconcile net loss to net cash used in operating activities:		
Depreciation expense	21,623	7,974
Stock issued for services	1,200,000	-
Amortization of debt discount	6,467	-
Loss on sale of fixed assets	-	38,254
Loss on change in fair value of derivative liabilities	67,004	28,408
Changes in Operating Assets and Liabilities:		
Prepaid expense	(896,260)	(1,804)
Accrued compensation	243,798	266,684
Accrued interest	34,430	24,752
Accrued expenses	-	(3,305)
Net change in operating activities	<u>(157,653)</u>	<u>(5,077)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Proceeds from sale of fixed assets	-	16,071
Expenditures for capitalized software	(61,634)	-
Net change in investing activities	<u>(61,634)</u>	<u>16,071</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Cash proceeds from sale of common stock	-	25,000
Proceeds from issuance of convertible notes payable	60,000	185,000
Repayments of notes payable	-	(18,159)
Net change in financing activities	<u>60,000</u>	<u>191,841</u>
Net (Decrease) Increase in Cash	(159,287)	202,835
Cash - Beginning of the Period	167,735	14,001
Cash - End of the Period	<u>\$ 8,448</u>	<u>\$ 216,836</u>
<b>Supplemental Disclosures of Cash Flows</b>		
Cash paid for Interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>
<b>Supplemental Disclosures of Non-Cash Investing and Financing Activities:</b>		
Conversion of notes payable	<u>\$ -</u>	<u>\$ 28,248</u>
Issuance of convertible notes payable for purchase of fixed assets	<u>\$ -</u>	<u>\$ -</u>

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

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# TOTALIGENT, INC.

## (Formerly Alltemp, Inc.) AND SUBSIDIARY

### NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

#### FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024

#### 1. Nature of operations

On December 3, 2021, Totaligent, a Delaware corporation, Digi Messaging & Advertising Inc., a Wyoming corporation (“Digi” or the “Company”), and the Shareholders of the Company (the “Digi Shareholders”) executed an Agreement and Plan of Merger (the “Merger Agreement”) that provided for Digi to be merged into Totaligent (the “Merger”) through a share exchange agreement. As a result of the Share Exchange, Totaligent acquired 100% of the issued and outstanding shares of Digi in exchange for the issuance of 600,000 shares of Series D Convertible Preferred Stock. On July 21, 2022, the Company changed its name to Totaligent, Inc. (“Totaligent” or the “Company”).

Immediately following the Merger, Totaligent’s subsidiary, CSES Group, Inc., which owns all rights, title and interest in Totaligent’s refrigerant technology, was spun out in exchange for the cancellation of an aggregate of 54,422,903 shares of Totaligent Common Stock (the “Cancelled Shares”) held by former Totaligent management and shareholders.

Upon completion of these actions, Edward C. DeFeudis was appointed to the role of CEO and Ben Hansel remained on the board of directors.

The Company’s common stock was traded under the symbol “LTMP” on the OTCQB through May 20, 2018, on the OTC Pink marketplace thereafter, and trades under the symbol “TGNT” as of August 1, 2022.

#### 2. Summary of significant accounting policies

##### Basis of presentation

The results reported in these unaudited consolidated financial statements should not be regarded as necessarily indicative of results that may be expected for any future periods.

The accompanying unaudited consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). In the opinion of management, all adjustments, consisting of normal and recurring accruals considered necessary for a fair presentation, have been included.

##### Going concern

The accompanying unaudited consolidated financial statements have been prepared on a going concern basis. For the nine months ended September 30, 2024, the Company had a net loss of \$834,715, had \$713,596 in negative working capital, accumulated deficit of \$1,694,842 and stockholders’ deficit of \$544,731. These matters raise substantial doubt about the Company’s ability to continue as a going concern for a period of one year from the date of this filing. The Company’s ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due, to fund possible future acquisitions, and to generate profitable operations in the future. At September 30, 2024, the Company had cash of \$8,448. Management is currently seeking to raise additional funds, primarily through the issuance of debt or equity securities, and estimates that a significant amount of capital will be necessary over a sustained period of time to advance the development of the Company’s business to the point at which it can become commercially viable and self-sustaining. However, there can be no assurances that the Company will be successful in this regard.

As a result, management has concluded that there is substantial doubt about the Company's ability to continue as a going concern within one year of the date that the accompanying unaudited consolidated financial statements are being issued. The ability of the Company to continue as a going concern is dependent upon the Company's ability to raise additional funds and implement its business plan, and to ultimately achieve sustainable operating revenues and profitability. The accompanying unaudited consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

As market conditions present uncertainty as to the Company's ability to secure additional funds, there can be no assurances that the Company will be able to secure additional financing on acceptable terms, or at all, as and when necessary to continue to conduct operations. A debt financing may contain undue restrictions on the Company's operations and/or liens on the Company's tangible and intangible assets, and an equity financing may cause substantial dilution to the Company's common stockholders. If cash resources are insufficient to satisfy the Company's ongoing cash requirements, the Company would be required to scale back or discontinue its operations, obtain funds, if available, although there can be no certainty, through strategic alliances that may require the Company to relinquish rights to its technology, or to discontinue its operations entirely.

The development and expansion of the Company's business in 2024 and thereafter will be dependent on the capital resources available to the Company. No assurances can be given that any future financing will be available or, if available, that it will be on terms that are satisfactory to the Company or adequate to fund the development and expansion of the Company's business to a level that is commercially viable and self-sustaining.

#### Principles of Consolidation

The unaudited consolidated financial statements include the accounts of Totaligent, Inc. and Digi Messaging & Advertising Inc. Digi is a wholly owned subsidiary of Totaligent. All significant intercompany balances and transactions have been eliminated.

#### Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that 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. Actual results could differ from those estimates.

#### Cash and cash equivalents

The Company maintains cash balances in a non-interest-bearing account that currently does not exceed federally insured limits. For the purpose of the unaudited consolidated statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents. As of September 30, 2024 and December 31, 2023, the Company's cash balances totaled \$8,448 and \$167,735, respectively.

#### Sales Concentrations

Revenue to a single customer in any one year can exceed 10% of our total sales. During the nine months ended September 30, 2024, there were two customers exceeding 10% of our revenues, representing 94% of revenues. During the nine months ended September 30, 2023 there were two customer exceeding 10% of our revenues, representing 89% of revenues. During the three months ended September 30, 2024, there was one customer exceeding 10% of our revenues, representing 100% of revenues. During the three months ended September 30, 2023 there were two customers exceeding 10% of our revenues, representing 74% of revenues. The Company believes that its relationships with these customers are positive and may provide it with continuous sustainability for years to come, however the loss of a large customer would have to be replaced by others, and the Company's inability to do so may have a material adverse effect on its business and financial condition.

## Fair value measurements

Accounting Standards Codification (“ASC”) Topic 820, *Fair Value Measurements and Disclosures* (“ASC 820”), provides a comprehensive framework for measuring fair value and expands disclosures which are required about fair value measurements. Specifically, ASC 820 sets forth a definition of fair value and establishes a hierarchy prioritizing the inputs to valuation techniques, giving the highest priority to quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable value inputs. ASC 820 defines the hierarchy as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reported date. The types of assets and liabilities included in Level 1 are highly liquid and actively traded instruments with quoted prices, such as equities listed on the New York Stock Exchange.

Level 2 – Pricing inputs are other than quoted prices in active markets but are either directly or indirectly observable as of the reported date. The types of assets and liabilities in Level 2 are typically either comparable to actively traded securities or contracts or priced with models using highly observable inputs.

Level 3 – Significant inputs to pricing that are unobservable as of the reporting date. The types of assets and liabilities included in Level 3 are those with inputs requiring significant management judgment or estimation, such as complex and subjective models and forecasts used to determine the fair value of financial transmission rights.

The Company’s financial instruments consist of prepaid expenses, accrued compensation, accrued interest, convertible notes payable, and derivative liabilities. The carrying amounts of prepaid expenses, accrued compensation, accrued interest, and convertible notes payable approximates their fair values because of the short-term maturities of these instruments. The derivative liabilities are measured at fair value.

## Treasury stock

Treasury stock is recognized at acquisition cost and are presented as a deduction from shareholder's equity. Upon sale of treasury shares, the realized gain or loss is recognized through the unaudited consolidated statement of stockholders’ deficit in additional paid-in capital.

## Related party transactions

A related party is generally defined as (i) any person that holds 10% or more of our membership interests including such person's immediate families, (ii) the Company’s management, (iii) someone that directly or indirectly controls, is controlled by or is under common control with the Company, or (iv) anyone who can significantly influence the Company’s financial and operating decisions. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

## Convertible Debentures

The Company adheres to the guidance in Accounting Standards Updated (“ASU”) 2020-06, *Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity*. ASU 2020-06 simplifies an issuer’s accounting for convertible instruments and its application of the derivatives scope exception for contracts in its own equity. Additionally, ASU 2020-06 removes the requirements for accounting for beneficial conversion features.

### Derivative Liability

The Company evaluates convertible instruments, options, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for under ASC Topic 815, “*Derivatives and Hedging*”. The result of this accounting treatment is that the fair value of the derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the unaudited consolidated statements of operations as other income (expense). Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Equity instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815 are reclassified to liabilities at the fair value of the instrument on the reclassification date.

### Property and Equipment

Property and equipment is recorded at cost. Major improvements are capitalized, while maintenance and repairs that do not improve or extend the useful life of the respective assets are charged to expense as incurred. Gains and losses from disposition of property and equipment are included in income and expense when realized. Depreciation of property and equipment is provided using the straight-line method over the following estimated useful lives:

Computer equipment	5 years
Computer server	5 years
Mining equipment	5 years

The Company recognizes depreciation costs in general and administrative expenses in the Company’s unaudited consolidated statements of operations.

### Finite-lived Intangible Assets

The Company’s internal software development costs primarily relate to internal-use software. Such costs are capitalized in the application development stage in accordance with ASC 350-40, *Internal-use Software* (“ASC 350-40”). The Company also capitalizes software development costs upon the establishment of technological feasibility for a product in accordance with ASC 985-20, *Software to be Sold, Leased, or Marketed* (“ASC 985-20”). Software development costs are amortized on a straight-line basis over five years.

### Long-Lived Assets

The Company reviews long-lived assets, consisting primarily of capitalized software, for impairment at each fiscal year end or when events or changes in circumstances indicate the carrying value of these assets may exceed their current fair values. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized for the amount by which the carrying amount of the asset exceeds the fair value of the assets. Assets to be disposed of are separately presented in the consolidated balance sheets and reported at the lower of the carrying amount or fair value less costs to sell and are no longer depreciated. The Company has not historically recorded any impairment to its long-lived assets. In the future, if events or market conditions affect the estimated fair value to the extent that a long-lived asset is impaired, the Company will adjust the carrying value of these long-lived assets in the period in which the impairment occurs. As of September 30, 2024 and December 31, 2023, the Company had not deemed any long-lived assets as impaired, and was not aware of the existence of any indicators of impairment at such dates.

## Income taxes

The provision for income taxes is computed using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating losses and tax credit carry-forwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets are expected to be realized or settled. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

## Uncertain tax positions

The Company evaluates tax positions in a two-step process. The Company first determines whether it is more likely than not that a tax position will be sustained upon examination, based on the technical merits of the position. If a tax position meets the more-likely-than-not recognition threshold, it is then measured to determine the amount of benefit to recognize in the unaudited consolidated financial statements. The tax position is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. The Company classifies gross interest and penalties and unrecognized tax benefits that are not expected to result in payment or receipt of cash within one year as long-term liabilities in the unaudited consolidated financial statements.

## Revenue recognition

The Company's revenues are generated from managing branding and awareness campaigns to publicly traded companies and political candidates. These campaigns typically consist of writing landing pages, editorials, creating ads, setting up and managing email, SMS, Push, SEO, PPC and programmatic campaigns, as well as social media marketing. The Company recognizes revenue in accordance with ASC 606, *Revenue from Contracts with Customers* (ASC 606). In accordance with ASC 606, revenue is recognized when promised services are transferred to a customer. The amount of revenue recognized reflects the consideration to which the Company expects to be entitled to receive in exchange for these services. To achieve this core principle, the Company applies the following five steps:

### *Identify the contract with a customer.*

A contract with a customer exists when (i) the Company enters into an enforceable contract with a customer that defines each party's rights regarding the services to be transferred and identifies the payment terms related to these services, (ii) the contract has commercial substance and, (iii) the Company determines that collection of substantially all consideration for services that are transferred is probable based on the customer's intent and ability to pay the promised consideration. The Company applies judgment in determining the customer's ability and intention to pay, which is based on a variety of factors including the customer's historical payment experience or, in the case of a new customer, published credit and financial information pertaining to the customer.

### *Determine the transaction price.*

The transaction price is determined based on the consideration to which the Company will be entitled in exchange for transferring services to the customer. To the extent the transaction price includes variable consideration, the Company estimates the amount of variable consideration that should be included in the transaction price utilizing either the expected value method or the most likely amount method depending on the nature of the variable consideration. Variable consideration is included in the transaction price if, in the Company's judgment, it is probable that a significant future reversal of cumulative revenue under the contract will not occur. None of the Company's contracts at September 30, 2024 and 2023, contained a significant financing component or variable consideration terms.

### *Allocate the transaction price to performance obligations in the contract.*

If the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. However, if a series of distinct services that are substantially the same qualifies as a single performance obligation in a contract with variable consideration, the Company must determine if the variable consideration is attributable to the entire contract or to a specific part of the contract. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative standalone selling price basis unless the transaction price is variable and meets the criteria to be allocated entirely to a performance obligation or to a distinct service that forms part of a single performance obligation.

*Recognize revenue when or as the Company satisfies a performance obligation.*

The Company satisfies performance obligations at a point in time. Revenue is recognized at the time the related performance obligation is satisfied by transferring the promised service to a customer. Under both managed services arrangements and self-service arrangements, the Company's promised services under the contracts include identification, bidding and purchasing of advertisement opportunities. The Company also generally has discretion in establishing the pricing of the ads. Since the Company is controlling the promise to deliver the contracted services, the Company is considered the principal in all arrangements for revenue recognition purposes. The performance obligations are satisfied, and revenue recognition, primarily upon performing the set up on content creation and monthly for the management fees.

#### Stock-based compensation

The cost of equity instruments issued to employees and non-employees in return for goods and services is measured by the grant date fair value of the equity instruments issued in accordance with ASC 718, *Compensation – Stock Compensation*. The related expense is recognized as services are rendered or vesting periods elapse.

#### Net loss per share calculation

Basic earnings (loss) per common share ("EPS") is computed by dividing net income (loss) available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted earnings (loss) per share is computed by dividing net income (loss) by the weighted average shares outstanding, assuming all dilutive potential common shares were issued. Dilutive loss per share excludes all potential common shares if their effect is anti-dilutive.

The following potential common shares were excluded from the calculation of diluted net income (loss) per share available to common stockholders because their effect would have been antidilutive:

	Three and Nine months ended September 30,	
	2024	2023
Convertible notes payable	-	37,702,759
Preferred stock	-	33,131,148
Total	-	713,750,000
		648,131,148

#### Recently accounting pronouncements

The Company has reviewed all the recently issued, but not yet effective, accounting pronouncements and do not believe any of these pronouncements will have a material impact on its unaudited consolidated financial statements.

### 3. Property and equipment

Property and equipment as of September 30, 2024 and December 31, 2023, are summarized as follows:

	September 30, 2024	December 31, 2023
Computer equipment	\$ 69,200	\$ 69,200
Computer server	19,750	19,750
Mining equipment	54,325	54,325
	143,275	143,275
Less: Accumulated depreciation	(76,218)	(53,731)
Property and equipment - net	\$ 67,057	\$ 89,544

For the nine months ended September 30, 2024 and 2023, the Company recorded \$18,964 and \$18,222 in depreciation expense, respectively. For the three months ended September 30, 2024 and 2023, the Company recorded \$8,233 and \$5,395 in depreciation expense, respectively.

### 4. Intangible assets

Intangible assets consisted of the following at September 30, 2024 and December 31, 2023:

	September 30, 2024	December 31, 2023
Software development costs	\$ 101,808	\$ 39,308
	101,808	39,308
Less: Accumulated amortization	-	-
Intangible assets - net	\$ 101,808	\$ 39,308

The Company has incurred costs for software development. The software reached technological feasibility on May 23, 2023. As such the Company has capitalized \$101,808 and \$39,308 in software development costs as of September 30, 2024 and December 31, 2023, respectively. The Company will begin amortizing the asset once it reaches the stage of intended-use.

## 5. Convertible notes payable

The following table details the Company's convertible notes payable as of September 30, 2024 and December 31, 2023, respectively:

Ref No.	Date of Note Issuance	Original Principal Balance	Maturity Date	Interest Rate %	Principal Balance as of	
					September 30, 2024	December 31, 2023
1 *	6/16/2021	\$ 20,000	12/16/2021	10	\$ 20,000	\$ 20,000
2 *	6/17/2021	50,000	12/17/2021	10	50,000	50,000
3 *	6/18/2021	50,000	12/18/2021	10	50,000	50,000
4 *	7/2/2021	16,000	1/2/2022	10	16,000	16,000
5 *	8/4/2021	7,000	2/4/2022	10	7,000	7,000
6 *	8/16/2021	54,360	2/16/2022	10	54,360	54,360
7 *	9/10/2021	54,360	3/10/2022	10	54,360	54,360
8 *	10/18/2021	54,360	4/18/2022	10	54,360	54,360
9 *	6/30/2023	25,000	12/30/2023	10	25,000	25,000
10 **	9/28/2023	80,000	3/28/2024	6	80,000	80,000
11 **	9/29/2023	80,000	3/29/2024	6	80,000	80,000
12 **	10/1/2023	40,000	3/31/2024	6	10,000	10,000
13 *	10/13/2023	19,750	3/28/2024	10	19,750	19,750
12 **	10/1/2023	40,000	3/31/2024	6	30,000	-
13 **	10/13/2023	19,750	3/28/2024	10	30,000	-
Total					\$ 580,830	\$ 520,830
Total Current					\$ 580,830	\$ 520,830
Total Long Term					\$ -	\$ -
Less unamortized discount					\$ -	\$ 6,467
Carrying value					\$ 580,830	\$ 514,363

\*The conversion price is the average closing bid price for the 10 trading days prior to the conversion date multiplied by 80%, not to exceed \$0.01.

\*\*The conversion price is fixed at \$0.01 per share.

\*\*\* Notes 1-13 are considered in default as of September 30, 2024.

*Accounting considerations for notes with variable conversion prices*

The Company evaluated the notes under ASC 815 *Derivatives and Hedging* (“ASC 815”). ASC 815 generally requires the analysis of embedded terms and features that have characteristics of derivatives to be evaluated for bifurcation and separate accounting in instances where their economic risks and characteristics are not clearly and closely related to the risks of the host contract. The material embedded derivative features consisted of the embedded conversion option. The conversion option bears risk of equity which were not clearly and closely related to the host debt agreement and required bifurcation. Current accounting principles that are also provided in ASC 815 do not permit an issuer to account separately for individual derivative terms and features that require bifurcation and liability classification. Rather, such terms and features must be and were bundled together and fair valued as a single, compound embedded derivative.

*Accounting considerations for notes with fixed conversion prices*

The Company evaluated the notes under ASC 815. ASC 815 generally requires the analysis of embedded terms and features that have characteristics of derivatives to be evaluated for bifurcation and separate accounting in instances where their economic risks and characteristics are not clearly and closely related to the risks of the host contract. There were no embedded instruments which required bifurcation.

## 6. Derivative liabilities

*Embedded derivatives*

The Company’s convertible promissory notes gave rise to derivative financial instruments. The notes embodied certain terms and conditions that were not clearly and closely related to the host debt agreement in terms of economic risks and characteristics. These terms and features consist of the embedded conversion option.

The following tables summarize the components of the Company’s derivative liabilities and linked common shares as of September 30, 2024 and December 31, 2023 and the amounts that were reflected in income related to derivatives for the period ended:

	September 30, 2024	
The financings giving rise to derivative financial instruments	Indexed Shares	Fair Values
Embedded derivatives	37,702,759	\$ 216,186
Total	37,702,759	\$ 216,186

	December 31, 2023	
The financings giving rise to derivative financial instruments	Indexed Shares	Fair Values
Embedded derivatives	45,221,645	\$ 149,182
Total	45,221,645	\$ 149,182

The following table summarizes the effects on the Company's gain (loss) associated with changes in the fair values of the derivative financial instruments by type of financing for the nine months ended September 30, 2024 and 2023:

	For the Nine Months Ended	
	September 30, 2024	September 30, 2023
Embedded derivatives	\$ (67,004)	\$ (28,408)
Loss on issuance of derivative	—	—
<b>Total gain (loss)</b>	<b>\$ (67,004)</b>	<b>\$ (28,408)</b>

The following table summarizes the effects on the Company's gain (loss) associated with changes in the fair values of the derivative financial instruments by type of financing for the three months ended September 30, 2024 and 2023:

	For the Three Months Ended	
	September 30, 2024	September 30, 2023
Embedded derivatives	\$ (105,066)	\$ (80,334)
Loss on issuance of derivative	—	—
<b>Total gain (loss)</b>	<b>\$ (105,066)</b>	<b>\$ (80,334)</b>

Current accounting principles that are provided in ASC 815 - *Derivatives and Hedging* require derivative financial instruments to be classified in liabilities and carried at fair value with changes recorded in income. The Company has selected the Monte Carlo Simulation Model, which approximates the Monte Carlo Simulations, valuation technique to fair value the embedded derivative because it believes that this technique is reflective of all significant assumption types, and ranges of assumption inputs, that market participants would likely consider in transactions involving embedded derivatives. Such assumptions include, among other inputs, interest risk assumptions, credit risk assumptions and redemption behaviors in addition to traditional inputs for option models such as market trading volatility and risk-free rates. The Binomial Lattice Model technique is a level three valuation technique because it requires the development of significant internal assumptions in addition to observable market indicators. For instruments in which the time to expiration has expired, the Company has utilized the intrinsic value as the fair value. The intrinsic value is the difference between the quoted market price on the valuation date and the applicable conversion price.

Significant inputs and results arising from the Monte Carlo Simulation process are as follows for the embedded derivatives that have been bifurcated from the convertible notes and classified in liabilities:

	Inception Date	December 31, 2023	September 30, 2024
Quoted market price on valuation date	\$ 0.034	\$ 0.012	\$ 0.016
Effective contractual conversion rates	\$ 0.026	\$ 0.009	\$ 0.012
Contractual term to maturity	0.5 Years	0.25 Years	0.25 Years
Market volatility:			
Volatility	200.36%- 332.78 %	200.36%- 332.78 %	29.58%- 188.57 %
Risk-adjusted interest rate	10 %	10 %	10 %

The following table reflects the issuances of embedded derivatives and changes in fair value inputs and assumptions related to the embedded derivatives as of September 30, 2024 and December 31, 2023.

	Nine months ended September 30, 2024	Year ended December 31, 2023
Balances at beginning of period	\$ 149,182	\$ 161,565
Issuances:		
Embedded derivatives	-	26,376
Conversions/extinguishments	-	-
Changes in fair value inputs and assumptions reflected in income	67,004	(38,759)
Balances at end of period	\$ 216,186	\$ 149,182

## 7. Commitments and contingencies

### *Legal contingencies*

The Company may be subject to legal proceedings from time to time as part of its business activities. As of September 30, 2024, the Company was not subject to any threatened or pending legal actions or claims.

## 8. Equity

### *Preferred Stock*

The Company has authorized a total of 10,000,000 shares of preferred stock, par value \$0.01 per share. As of September 30, 2024, the Company had issued 713,750 shares of Series D Convertible Preferred Stock. The Company's Board of Directors has the authority to provide, out of the unissued shares of preferred stock, for one or more series of preferred stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers, if any, of the shares of such series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of preferred stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

### *Common Stock*

As of September 30, 2024 and 2023, respectively, the Company had authorized 500,000,000 shares of its common stock, par value \$0.001 per share. As of September 30, 2024, the Company had 211,101,313 shares issued and 172,913,813 shares outstanding.

### *Shares to be Issued*

As of September 30, 2024 and December 31, 2023, the Company had 5,476,967 shares to be issued.

### *Treasury Stock*

As of September 30, 2024 and December 31, 2023, the Company had 38,187,500 treasury stock issued and outstanding.

## 9. Income taxes

The Company provides for income taxes by the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse. This also requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The valuation allowance at September 30, 2024 was \$440,659 and as of December 31, 2023 was \$223,633. The net change in allowance during the quarters ended September 30, 2024 and 2023 was \$217,026 and \$23,898, respectively.

As of September 30, 2024, the Company has federal net operating loss carry forwards of approximately \$1,694,842 available to offset future taxable income through 2040. The Company may be able to utilize its NOLs to reduce future federal and state income tax liabilities. However, these NOLs are subject to various limitations under Internal Revenue Code ("IRC") Section 382. IRC Section 382 limits the use of NOLs to the extent there has been an ownership change of more than 50 percentage points. In addition, the NOL carry-forwards are subject to examination by the taxing authority and could be adjusted or disallowed due to such exams. Although the Company has not undergone an IRC Section 382 analysis, it is possible that the utilization of the NOLs could be substantially limited. The Company has no tax provision for the three months ended September 30, 2024 and 2023 due to losses and full valuation allowances against net deferred tax assets.

As of September 30, 2024 and 2023, the difference between the tax provision at the statutory federal income tax rate and the tax provision attributable to loss before income taxes is as follows (in percentages):

Statutory federal income tax rate	(21)%
State taxes – net of federal benefits	(5)%
Valuation allowance	26%
Income tax rate – net	0%

FASB Interpretation No. 48 (Fin 48) - Accounting for Uncertain Tax Positions

The Company files income tax returns in the U.S. federal jurisdiction and various state, and local jurisdictions. The Company is no longer subject to U.S. federal income tax examination by tax authorities, with limited exception, for the quarters prior to December 31, 2014. With respect to state and local jurisdictions, with limited exception, the Company is no longer subject to income tax audits prior to December 31, 2014. In the normal course of business, the Company is subject to examination by various taxing authorities. Although the outcome of tax audits is always uncertain, the Company believes that adequate amounts of tax, interest and penalties have been provided for any adjustments that may result from these open tax years.

Based on management’s review of the Company’s tax position, the Company had no significant unrecognized corporate tax liabilities as of September 30, 2024 and June 30, 2024 payable to the Internal Revenue Service due to the net operating loss carry-forward, however, the Company had yet to file its 2005 through 2009 and 2012 through 2021 Federal, New Jersey nor New York Corporate Income Tax Returns.

**10. Subsequent events**

None

## 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, Edward C. DeFeudis certify that:

1. I have reviewed this Quarterly Disclosure Statement for the Period Ending September 30, 2024 of TOTALIGENT, 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.

12/10/2024

/s/ Edward C. DeFeudis [CEO's Signature]

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

*Principal Financial Officer:*

I, Edward C. DeFeudis certify that:

1. I have reviewed this Quarterly Disclosure Statement for the Period Ending September 30, 2024 of TOTALIGENT, 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.

12/10/2024

/s/ Edward C. DeFeudis [CFO's Signature]

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