

Disclosure Statement Pursuant to the Pink Basic Disclosure Guideline

Tego Cyber Inc.

**8565 S Eastern Avenue, Suite 150
Las Vegas, Nevada
89123, USA**

855-838-0100

www.tegocyber.com

info@tegocyber.com

Quarterly Report

For the period ending September 30, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

82,790,356 as of September 30, 2024 (Current Reporting Period Date or More Recent Date)

78,440,356 as of June 30, 2024 (Most Recent Completed Fiscal Year End)

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 Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁴ "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 and names used by predecessor entities, along with the dates of the name changes.

Tego Cyber Inc.
8565 S Eastern Avenue, Suite 150
Las Vegas, Nevada
89123 USA

Current State and Date of Incorporation or Registration: State of Nevada - September 6, 2019
Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

Not applicable.

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:

8565 S Eastern Avenue, Suite 150
Las Vegas, Nevada
89123 USA

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: Legacy Stock Transfer, Inc.
Phone: 972-612-4120
Email: info@legacystocktransfer.com
Address: 16801 Addison Road, Suite #247, Addison, Texas 75001

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>TGCB</u>
Exact title and class of securities outstanding:	<u>Common</u>
CUSIP:	<u>87901L 100</u>
Par or stated value:	<u>\$0.001</u>
Total shares authorized:	<u>100,000 as of September 30, 2024</u>
Total shares outstanding:	<u>82,790,356 as of September 30, 2024</u>
Total number of shareholders of record:	<u>291 as of September 30, 2024</u>

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

Not applicable.

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.

Not applicable.

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

Not applicable.

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.

Voting Rights: Except as otherwise required by law or as may be provided by the resolutions of the board of directors authorizing the issuance of Common Stock, all rights to vote and all voting power shall be vested in the holders of Common Stock. Each share of Common Stock shall entitle the holder thereof to one vote.

No Cumulative Voting: Except as may be provided by the resolutions of the board of directors authorizing the issuance of Common Stock, cumulative voting by any shareholder is expressly denied.

No Preemptive Rights: Preemptive rights shall not exist with respect to shares of Common Stock or securities convertible into shares of Common Stock of the Company.

Dividends: We have not paid any cash dividends on our Common Stock since inception and presently anticipate that all earnings, if any, will be retained for development of our business and that no dividends on our Common Stock will be declared in the foreseeable future. Any future dividends will be subject to the discretion of our Board of Directors and will depend upon, among other things, future earnings, operating and financial condition, capital requirements, general business conditions and other pertinent facts. Therefore, there can be no assurance that any dividends on our Common Stock will be paid in the future.

Rights upon Liquidation, Dissolution or Winding-Up of the Company: Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the remaining net assets of the Company shall be distributed pro rata to the holders of the Common Stock.

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

Not applicable.

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

Not applicable.

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.

Not applicable.

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)

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.
12-Jul-22	New Issuance	150,000	Common	\$0.50	No	AJB Capital Investments LLC (1)	Financing Contract	Restricted	4(a)(2)
12-Jul-22	New Issuance	200,000	Common	\$0.50	No	AJB Capital Investments LLC (1)	Financing Contract	Restricted	4(a)(2)
15-Jul-22	New Issuance	75,000	Common	\$0.50	No	Bigger Capital Funds, LP (2)	Financing Contract	Restricted	4(a)(2)
15-Jul-22	New Issuance	100,000	Common	\$0.50	No	Bigger Capital Funds, LP (2)	Financing Contract	Restricted	4(a)(2)
18-Jul-22	New Issuance	75,000	Common	\$0.50	No	District 2 Capital Fund LP (3)	Financing Contract	Restricted	4(a)(2)
18-Jul-22	New Issuance	100,000	Common	\$0.50	No	District 2 Capital Fund LP (3)	Financing Contract	Restricted	4(a)(2)
26-Jul-22	New Issuance	275,000	Common	\$0.50	No	Alissa V. Knight	Services	Restricted	4(a)(2)
12-Oct-22	New Issuance	166,667	Common	\$0.30	Yes	AJB Capital Investments LLC (1)	Financing Contract	Restricted	4(a)(2)

12-Oct-22	New Issuance	250,000	Common	\$0.30	Yes	AJB Capital Investments LLC (1)	Financing Contract	Restricted	4(a)(2)
13-Oct-22	New Issuance	83,333	Common	\$0.30	Yes	Bigger Capital Funds, LP (2)	Financing Contract	Restricted	4(a)(2)
13-Oct-22	New Issuance	125,000	Common	\$0.30	Yes	Bigger Capital Funds, LP (2)	Financing Contract	Restricted	4(a)(2)
13-Oct-22	New Issuance	83,333	Common	\$0.30	Yes	District 2 Capital Fund LP (3)	Financing Contract	Restricted	4(a)(2)
13-Oct-22	New Issuance	125,000	Common	\$0.30	Yes	District 2 Capital Fund LP (3)	Financing Contract	Restricted	4(a)(2)
29-Nov-22	New Issuance	100,000	Common	\$0.10	Yes	Zdenek Klesnil	Cash	Restricted	506(b)
05-Dec-22	New Issuance	400,000	Common	\$0.10	Yes	Joseph Baker	Cash	Restricted	506(b)
6-Jan-23	New Issuance	100,000	Common	\$0.10	Yes	Alissa Knight	Cash	Restricted	506(b)
9-Jan-23	New Issuance	45,000	Common	\$0.20	No	Medwyn Blazer	Debt Settlement	Restricted	4(a)(2)
9-Jan-23	New Issuance	500,000	Common	\$0.20	No	Richard Smith	Services	Restricted	4(a)(2)
11-Jan-23	New Issuance	300,000	Common	\$0.10	Yes	Sabrina Peruzzi	Cash	Restricted	506(b)
15-Jan-23	New Issuance	600,000	Common	\$0.10	Yes	Medwyn Blazer	Cash	Restricted	506(b)
16-Jan-23	New Issuance	150,000	Common	\$0.10	Yes	Michael Rigoni	Cash	Restricted	506(b)
17-Jan-23	New Issuance	50,000	Common	\$0.10	Yes	Kevin Cahoon	Cash	Restricted	506(b)
17-Jan-23	New Issuance	20,000	Common	\$0.10	Yes	Wolodymyr Pshyk	Cash	Restricted	506(b)
21-Jan-23	New Issuance	500,000	Common	\$0.10	Yes	Andrew Brandstetter	Cash	Restricted	506(b)
21-Jan-23	New Issuance	15,000	Common	\$0.10	Yes	Lukas Vopalka	Cash	Restricted	506(b)
21-Jan-23	New Issuance	500,000	Common	\$0.10	Yes	Steven Brandstetter	Cash	Restricted	506(b)
21-Jan-23	New Issuance	100,000	Common	\$0.10	Yes	Vivianese Tuccio	Cash	Restricted	506(b)
22-Jan-23	New Issuance	15,000	Common	\$0.10	Yes	Libor Volf	Cash	Restricted	506(b)
23-Jan-23	New Issuance	30,000	Common	\$0.10	Yes	Jeremy Teraoka	Cash	Restricted	506(b)
23-Jan-23	New Issuance	150,000	Common	\$0.10	Yes	Joseph Baker	Cash	Restricted	506(b)
23-Jan-23	New Issuance	100,000	Common	\$0.10	Yes	Sherlin Franco	Cash	Restricted	506(b)
23-Jan-23	New Issuance	150,000	Common	\$0.10	Yes	Umit Soytekin	Cash	Restricted	506(b)
24-Jan-23	New Issuance	1,000,000	Common	\$0.10	Yes	Zennifer, Inc. (4)	Cash	Restricted	506(b)
25-Jan-23	New Issuance	100,000	Common	\$0.10	Yes	Sabrina Peruzzi	Cash	Restricted	506(b)
28-Jan-23	New Issuance	150,000	Common	\$0.10	Yes	Andreas Moeller	Cash	Restricted	506(b)
30-Jan-23	New Issuance	100,000	Common	\$0.10	Yes	Heinrich Woelk	Cash	Restricted	506(b)
30-Jan-23	New Issuance	500,000	Common	\$0.10	Yes	Jeffrey Kobylarz	Cash	Restricted	506(b)
30-Jan-23	New Issuance	50,000	Common	\$0.10	Yes	Lauren Taubes	Cash	Restricted	506(b)
30-Jan-23	New Issuance	200,000	Common	\$0.10	Yes	Steven Weinstein	Cash	Restricted	506(b)
6-Feb-23	New Issuance	1,000,000	Common	\$0.20	No	Dutchess Group (5)	Services	Restricted	4(a)(2)
6-Feb-23	New Issuance	150,000	Common	\$0.10	Yes	Jan Prestcheck	Cash	Restricted	506(b)
6-Feb-23	New Issuance	75,000	Common	\$0.10	Yes	Michael Walch	Cash	Restricted	506(b)
7-Feb-23	New Issuance	175,000	Common	\$0.10	Yes	Anne-Boleyan Relova	Cash	Restricted	506(b)
07-Feb-23	New Issuance	40,000	Common	\$0.10	Yes	Heinrich Woelk	Cash	Restricted	506(b)
14-Feb-23	New Issuance	1,000,000	Common	\$0.10	Yes	KC Gamma Opportunity Fund LP (6)	Cash	Restricted	506(b)
14-Feb-23	New Issuance	100,000	Common	\$0.10	Yes	Meghan Casey	Cash	Restricted	506(b)
14-Feb-23	New Issuance	250,000	Common	\$0.10	Yes	Peter Davidson	Cash	Restricted	506(b)
15-Feb-23	New Issuance	250,000	Common	\$0.10	Yes	Jeffrey Kobylarz	Cash	Restricted	506(b)
12-Mar-23	New Issuance	2,233,333	Common	\$0.10	Yes	AJB Capital Investments LLC (1)	Financing Contract	Restricted	4(a)(2)
23-Mar-23	New Issuance	2,000,000	Common	\$0.75	No	JBCG Enterprises LLC (7)	Services	Restricted	4(a)(2)
24-Mar-23	New Issuance	750,000	Common	\$0.10	Yes	Legendcap Opportunity Fund (8)	Cash	Restricted	506(b)
6-Apr-23	New Issuance	100,000	Common	\$0.7498	No	Chris White	Release & Settlement Agreement	Restricted	4(a)(2)
4-Apr-23	New Issuance	100,000	Common	\$0.8299	No	Evan Greenberg	Services	Restricted	4(a)(2)
24-May-23	New Issuance	50,000	Common	\$0.10	Yes	Peter Fentiman	Cash	Restricted	506(b)
24-May-23	New Issuance	250,000	Common	\$0.10	Yes	Steven Weinstein	Cash	Restricted	506(b)
24-May-23	New Issuance	400,000	Common	\$0.10	Yes	Kan Kaspavec	Cash	Restricted	506(b)
24-May-23	New Issuance	150,000	Common	\$0.10	Yes	Kuhl Entertainment (9)	Cash	Restricted	506(b)
24-May-23	New Issuance	300,000	Common	\$0.10	Yes	Medwyn Blazer	Cash	Restricted	506(b)
24-May-23	New Issuance	30,000	Common	\$0.10	Yes	Pavlo Pshyk	Cash	Restricted	506(b)
24-May-23	New Issuance	250,000	Common	\$0.10	Yes	Thomas Beyer	Cash	Restricted	506(b)
24-May-23	New Issuance	250,000	Common	\$0.10	Yes	Prestigious and Strategic Assets (10)	Cash	Restricted	506(b)
24-May-23	New Issuance	150,000	Common	\$0.10	Yes	Isakov Chartered Accountant Inc. (11)	Cash	Restricted	506(b)
24-May-23	New Issuance	150,000	Common	\$0.10	Yes	S Obozniy Consulting (12)	Cash	Restricted	506(b)
24-May-23	New Issuance	110,000	Common	\$0.10	Yes	Miika Makela	Cash	Restricted	506(b)
24-May-23	New Issuance	40,000	Common	\$0.10	Yes	Kevin Christopher Hu	Cash	Restricted	506(b)
24-May-23	New Issuance	30,000	Common	\$0.10	Yes	Jessica Lee	Cash	Restricted	506(b)
24-May-23	New Issuance	10,000	Common	\$0.10	Yes	Peter Jeffs	Cash	Restricted	506(b)

24-May-23	New Issuance	10,000	Common	\$0.10	Yes	Earl Flowmata	Cash	Restricted	506(b)
24-May-23	New Issuance	200,000	Common	\$0.10	Yes	Kevin Cahoon	Cash	Restricted	506(b)
24-May-23	New Issuance	50,000	Common	\$0.10	Yes	Lars Neuffer	Cash	Restricted	506(b)
24-May-23	New Issuance	1,000,000	Common	\$0.10	Yes	Zennifer, Inc. (4)	Cash	Restricted	506(b)
24-May-23	New Issuance	250,000	Common	\$0.10	Yes	Steven Weinstein	Cash	Restricted	506(b)
24-May-23	New Issuance	250,000	Common	\$0.10	Yes	Peter Davidson	Cash	Restricted	506(b)
24-May-23	New Issuance	170,000	Common	\$0.10	Yes	Stephane Thauvette	Cash	Restricted	506(b)
25-May-23	New Issuance	100,000	Common	\$0.65	Yes	Michael De Valera	Performance Stock Awards	Restricted	S-8
25-May-23	New Issuance	50,000	Common	\$0.65	Yes	Stephen Semeniw	Performance Stock Awards	Restricted	S-8
25-May-23	New Issuance	250,000	Common	\$0.65	Yes	Richard Smith	Performance Stock Awards	Restricted	S-8
25-May-23	New Issuance	250,000	Common	\$0.65	Yes	Shannon Wilkinson	Performance Stock Awards	Restricted	S-8
25-May-23	New Issuance	250,000	Common	\$0.65	Yes	Troy Wilkinson	Performance Stock Awards	Restricted	S-8
01-Jun-23	New Issuance	178,572	Common	\$0.70	No	Outside the Box Capital Inc. (13)	Services	Restricted	4(a)(2)
16-Jun-23	New Issuance	700,000	Common	\$0.10	Yes	Robert Dailey	Cash	Restricted	506(b)
3-Jul-23	New Issuance	1,116,667	Common	\$0.10	Yes	District 2 Capital Fund LP (3)	Financing Contract	Restricted	4(a)(2)
3-Jul-23	New Issuance	1,116,667	Common	\$0.10	Yes	Bigger Capital Funds LP (2)	Financing Contract	Restricted	4(a)(2)
3-Jul-23	New Issuance	25,000	Common	\$0.65	No	Alissa Knight	Services	Restricted	4(a)(2)
3-Jul-23	New Issuance	25,000	Common	\$0.65	No	Melissa Knight	Services	Restricted	4(a)(2)
3-Jul-23	New Issuance	25,000	Common	\$0.65	No	Vivian Lyon	Services	Restricted	4(a)(2)
3-Jul-23	New Issuance	25,000	Common	\$0.65	No	Christine Vanderpool	Services	Restricted	4(a)(2)
5-Jul-23	New Issuance	125,000	Common	\$0.48	No	Victor Cardona	Services	Restricted	4(a)(2)
5-Jul-23	New Issuance	125,000	Common	\$0.48	No	Kirk Horton	Services	Restricted	4(a)(2)
27-Jul-23	New Issuance	500,000	Common	\$0.10	Yes	Robert J Daley	Cash	Restricted	506(b)
17-Aug-23	New Issuance	100,000	Common	\$0.10	Yes	JBCG Enterprises LLC (7)	Cash	Restricted	506(b)
21-Aug-23	New Issuance	800,000	Common	\$0.10	Yes	AJB Capital Investments LLC (1)	Financing Contract	Restricted	4(a)(2)
22-Aug-23	New Issuance	600,000	Common	\$0.15	Yes	Nuview Trust (David Nelson)	Cash	Restricted	506(b)
15-Sep-23	New Issuance	100,000	Common	\$0.2328	No	Earl Johnson	Release & Settlement Agreement	Restricted	4(a)(2)
15-Sep-23	New Issuance	250,000	Common	\$0.2328	No	Robert E Mikkelsen	Employment Contract	Restricted	4(a)(2)
19-Sep-23	New Issuance	500,000	Common	\$0.22	No	JBCG Enterprises LLC (7)	Services	Restricted	4(a)(2)
6-Oct-23	New Issuance	1,000,000	Common	\$0.1999975	No	AJB Capital Investments LLC (1)	Financing Contract	Restricted	4(a)(2)
6-Oct-23	New Issuance	500,000	Common	\$0.1999975	No	District 2 Capital Fund LP (3)	Financing Contract	Restricted	4(a)(2)
6-Oct-24	New Issuance	500,000	Common	\$0.1999975	No	Bigger Capital Funds LP (2)	Financing Contract	Restricted	4(a)(2)
15-Oct-23	New Issuance	1,000,000	Common	\$0.10	Yes	Cheryl Hintzen	Cash	Restricted	506(b)
23-Oct-24	New Issuance	1,000,000	Common	\$0.16	No	Cheryl Hintzen	Services	Restricted	4(a)(2)
30-Oct-23	New Issuance	170,000	Common	\$0.10	Yes	Joseph Baker	Cash	Restricted	506(b)
27-Dec-23	New Issuance	1,250,000	Common	\$0.04	Yes	NuView Trust (David Nelson)	Cash	Restricted	506(b)
23-Dec-23	New Issuance	1,250,000	Common	\$0.04	Yes	Eugene Elliott	Cash	Restricted	506(b)
27-Dec-23	New Issuance	1,000,000	Common	\$0.1114	No	AJB Capital Investments LLC (1)	Financing Contract	Restricted	4(a)(2)
27-Dec-23	New Issuance	500,000	Common	\$0.1114	No	District 2 Capital Fund LP (3)	Financing Contract	Restricted	4(a)(2)
17-Dec-23	New Issuance	500,000	Common	\$0.1114	No	Bigger Capital Funds LP (2)	Financing Contract	Restricted	4(a)(2)
2-Jan-24	New Issuance	1,000,000	Common	\$0.10	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
2-Jan-24	New Issuance	1,000,000	Common	\$0.10	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
2-Jan-24	New Issuance	1,000,000	Common	\$0.10	No	Richard Smith	Services	Restricted	4(a)(2)
31-Jan-24	New Issuance	50,000	Common	\$0.052	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
31-Jan-24	New Issuance	50,000	Common	\$0.052	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
16-Feb-24	New Issuance	450,000	Common	\$0.05	No	Richard Smith	Debt Settlement	Restricted	4(a)(2)
16-Feb-24	New Issuance	360,000	Common	\$0.05	No	Robert Mikkelsen	Debt Settlement	Restricted	4(a)(2)
18-Feb-24	New Issuance	61,740	Common	\$0.05	No	Michael De Valera	Debt Settlement	Restricted	4(a)(2)
20-Feb-24	New Issuance	50,000	Common	\$0.0525	No	Leanne Wick	Financing Contract	Restricted	4(a)(2)

21-Feb-24	New Issuance	200,000	Common	\$0.05	Yes	Richard Smith	Cash	Restricted	506(b)
23-Feb-24	New Issuance	200,000	Common	\$0.05	Yes	C Buckley & Co. Inc. (14)	Cash	Restricted	506(b)
29-Feb-24	New Issuance	50,000	Common	\$0.04524	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
29-Feb-24	New Issuance	50,000	Common	\$0.04524	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
1-Mar-24	New Issuance	100,000	Common	\$0.05	Yes	Steven Brandstetter	Services	Restricted	4(a)(2)
1-Mar-24	New Issuance	2,000,000	Common	\$0.05	Yes	Andrew Brandstetter	Cash	Restricted	506(b)
9-Mar-24	New Issuance	1,000,000	Common	\$0.05	Yes	Vandelay Financial	Cash	Restricted	506(b)
9-Mar-24	New Issuance	300,000	Common	\$0.05	Yes	William J Savino	Cash	Restricted	506(b)
15-Mar-24	New Issuance	1,000,000	Common	\$0.05	Yes	Steven Brandstetter	Cash	Restricted	506(b)
15-Mar-24	New Issuance	200,000	Common	\$0.05	Yes	Edwin A Moreno	Cash	Restricted	506(b)
31-Mar-24	New Issuance	400,000	Common	\$0.05	Yes	Lockett + Horwitz (15)	Debt Settlement	Restricted	4(a)(2)
31-Mar-24	New Issuance	50,000	Common	\$0.131	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
31-Mar-24	New Issuance	50,000	Common	\$0.131	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
1-Apr-24	New Issuance	500,000	Common	\$0.05	Yes	Cecil Boozer	Cash	Restricted	506(b)
2-Apr-24	New Issuance	200,000	Common	\$0.05	Yes	Kevin Cahoon	Cash	Restricted	506(b)
2-Apr-24	New Issuance	100,000	Common	\$0.05	Yes	Anne-Boleyn Relova	Cash	Restricted	506(b)
2-Apr-24	New Issuance	200,000	Common	\$0.05	Yes	Stephane Thauvette	Cash	Restricted	506(b)
3-Apr-24	New Issuance	52,000	Common	\$0.05	Yes	Kevin Christophe Hu	Cash	Restricted	506(b)
5-Apr-24	New Issuance	300,000	Common	\$0.05	Yes	Steven Weinstein	Cash	Restricted	506(b)
9-Apr-24	New Issuance	500,000	Common	\$0.05	Yes	Jeffrey Kobylarz	Cash	Restricted	506(b)
12-Apr-24	New Issuance	76,000	Common	\$0.05	Yes	Scott Weitze	Cash	Restricted	506(b)
12-Apr-24	New Issuance	24,000	Common	\$0.05	Yes	Scott Weitze IRA	Cash	Restricted	506(b)
12-Apr-24	New Issuance	40,000	Common	\$0.05	Yes	Laurie McLay	Cash	Restricted	506(b)
16-Apr-24	New Issuance	100,000	Common	\$0.05	Yes	Robert Rogers	Cash	Restricted	506(b)
16-Apr-24	New Issuance	100,000	Common	\$0.05	Yes	William Hallinan	Cash	Restricted	506(b)
19-Apr-24	New Issuance	500,000	Common	\$0.05	Yes	Joseph Baker	Cash	Restricted	506(b)
23-Apr-24	New Issuance	400,000	Common	\$0.165	No	Hayden IR, LLC (16)	Cash	Restricted	506(b)
23-Apr-24	New Issuance	400,000	Common	\$0.05	Yes	The Jensen Trust (17)	Cash	Restricted	506(b)
23-Apr-24	New Issuance	400,000	Common	\$0.05	Yes	Doug Nelkin	Cash	Restricted	506(b)
23-Apr-24	New Issuance	200,000	Common	\$0.05	Yes	John Shave	Cash	Restricted	506(b)
23-Apr-24	New Issuance	100,000	Common	\$0.05	Yes	Sabrina Peruzzi	Cash	Restricted	506(b)
24-Apr-24	New Issuance	80,000	Common	\$0.05	Yes	Umit Soytekin	Cash	Restricted	506(b)
24-Apr-24	New Issuance	100,000	Common	\$0.05	Yes	Larry Masi	Cash	Restricted	506(b)
24-Apr-24	New Issuance	100,000	Common	\$0.05	Yes	Lucy Masi	Cash	Restricted	506(b)
24-Apr-24	New Issuance	100,000	Common	\$0.05	Yes	Edwin A Moreno	Cash	Restricted	506(b)
24-Apr-24	New Issuance	100,000	Common	\$0.05	Yes	Sherlin Franco	Cash	Restricted	506(b)
24-Apr-24	New Issuance	100,000	Common	\$0.05	Yes	Stanley Jefferson	Cash	Restricted	506(b)
26-Apr-24	New Issuance	150,000	Common	\$0.05	Yes	EAB Investments Inc. (18)	Cash	Restricted	506(b)
30-Apr-24	New Issuance	50,000	Common	\$0.165	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
30-Apr-24	New Issuance	50,000	Common	\$0.165	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
4-May-24	New Issuance	100,000	Common	\$0.05	Yes	John Barsell	Cash	Restricted	506(b)
7-May-24	New Issuance	200,000	Common	\$0.05	Yes	Thomas J Weck	Cash	Restricted	506(b)
10-May-24	New Issuance	150,000	Common	\$0.05	Yes	Kenneth Cusano	Cash	Restricted	506(b)
13-May-24	New Issuance	200,000	Common	\$0.05	Yes	Paul Puskadi	Cash	Restricted	506(b)
31-May-24	New Issuance	50,000	Common	\$0.15	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
31-May-24	New Issuance	50,000	Common	\$0.15	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
30-Jun-24	New Issuance	50,000	Common	\$0.08525	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
30-Jun-24	New Issuance	50,000	Common	\$0.08525	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
13-Jun-24	New Issuance	500,000	Common	\$0.05	Yes	Marcus Kuyers	Cash	Restricted	506(b)
13-Jun-24	New Issuance	200,000	Common	\$0.05	Yes	James Bruce	Cash	Restricted	506(b)
28-Jun-24	New Issuance	400,000	Common	\$0.08525	No	District 2 Capital Fund LP (3)	Financing Contract	Restricted	4(a)(2)
28-Jun-24	New Issuance	400,000	Common	\$0.08525	No	Bigger Capital Funds LP (2)	Financing Contract	Restricted	4(a)(2)
12-Jul-24	New Issuance	100,000	Common	\$0.05	Yes	Alan Cunningham	Cash	Restricted	506(b)
15-Jul-24	New Issuance	1,000,000	Common	\$0.10	No	AJB Capital Investments LLC (1)	Financing Contract	Restricted	4(a)(2)
15-Jul-24	New Issuance	500,000	Common	\$0.10	No	District 2 Capital Fund LP (3)	Financing Contract	Restricted	4(a)(2)
15-Jul-24	New Issuance	500,000	Common	\$0.10	No	Bigger Capital Funds LP (2)	Financing Contract	Restricted	4(a)(2)

22-Jul-24	New Issuance	400,000	Common	\$0.05	Yes	Vivekanand Kamath	Cash	Restricted	506(b)
31-Jul-24	New Issuance	1,000,000	Common	\$0.05	Yes	Andrew Brandstetter	Cash	Restricted	506(b)
31-Jul-24	New Issuance	50,000	Common	\$0.10	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
31-Jul-24	New Issuance	50,000	Common	\$0.10	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
19-Aug-24	New Issuance	500,000	Common	\$0.05	Yes	Stephane Thauvette	Cash	Restricted	506(b)
31-Aug-24	New Issuance	50,000	Common	\$0.0978	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
31-Aug-24	New Issuance	50,000	Common	\$0.0978	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
30-Sep-24	New Issuance	50,000	Common	\$0.0948	No	Robert Mikkelsen	Employment Contract	Restricted	4(a)(2)
30-Sep-24	New Issuance	50,000	Common	\$0.0948	No	Shannon Wilkinson	Employment Contract	Restricted	4(a)(2)
Sep 30, 2024	New Issuance	50,000	Common	\$0.0948	No	Leanne Wick	Financing Contract	Restricted	4(a)(2)
Shares outstanding at September 30, 2024	Total	82,790,356							

Any additional material details, including footnotes to the table are below:

- (1) AJB Capital Investments LLC is controlled by Ari Blaine
- (2) Bigger Capital Funds, LP is controlled by Michael Bigger
- (3) District 2 Capital Fund LP is controlled by Michael Bigger
- (4) Zennifer, Inc. is controlled by Emily Leah Burnett
- (5) Dutchess Group is controlled by Alan Fishman
- (6) KC Gamma Opportunity Fund LP is controlled by Kevin Casey
- (7) JBCG Enterprises LLS is controlled by Erik Grochowiak
- (8) Legend Opportunity Fund is controlled by Evan Greenberg
- (9) Kuhl Entertainment is controlled by Donavin Kuhl
- (10) Prestigious and Strategic Assets is controlled by Thomas Beyer
- (11) Isakov Chartered Accountant Inc. is controlled by Aleksandr Isakov
- (12) S Obozniy Consulting is controlled by Stanislav Obozniy
- (13) Outside the Box Capital Inc. is controlled by Jason Coles
- (14) C. Buckley & Co. Inc. is controlled by Con Buckley
- (15) Lockett + Horwitz is controlled by Jessica Lockett
- (16) Hayden IR, LLC is controlled by Brett Maas
- (17) The Jensen Trust is controlled by Jon Jensen
- (18) EAB Investments Inc. is controlled by April May Bellia

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☐ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
07/12/2022	\$300,000	\$335,000	12/02/2024	Lowest trading price during previous 20 trading days	Nil	6,620,553	AJB Capital Investments LLC	Loan

07/15/2022	\$150,000	\$192,500	06/30/2024	Lowest trading price during previous 20 trading days Market	Nil	3,804,349	Bigger Capital Funds, LP	Loan
07/18/2022	\$150,000	\$192,500	06/30/2024	Lowest trading price during previous 20 trading days Market	Nil	3,804,349	District 2 Capital Fund LP	Loan
10/13/2022	\$150,000	\$150,000	06/30/2024	Lowest trading price during previous 20 trading days	Nil	2,964,427	AJB Capital Investments LLC	Loan
10/13/2022	\$75,000	\$75,000	06/30/2024	Lowest trading price during previous 20 trading days Market	Nil	1,482,213	Bigger Capital Funds, LP	Loan
10/13/2022	\$75,000	\$75,000	06/30/2024	Lowest trading price during previous 20 trading days Market	Nil	1,482,213	District 2 Capital Fund LP	Loan
08/02/2024	\$50,000	\$50,000	02/02/2025	Lowest trading price during previous 20 trading days	Nil	988,142	AJB Capital Investments LLC	Loan
08/02/2024	\$25,000	\$25,000	02/02/2025	Lowest trading price during previous 20 trading days	Nil	494,071	Bigger Capital Funds, LP	Loan
08/02/2024	\$25,000	\$25,000	02/02/2025	Lowest trading price during previous 20 trading days	Nil	494,071	District 2 Capital Fund LP	Loan

Total Outstanding Balance: \$1,120,000 Total Shares: Nil 22,134,388

Any additional material details, including footnotes to the table are below:

- (1) AJB Capital Investments LLC is controlled by Ari Blaine
- (2) Bigger Capital Funds, LP is controlled by Michael Bigger
- (3) District 2 Capital Fund LP is controlled by Michael Bigger

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.

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

Tego Cyber Inc. ("Tego") is a Nevada based cybersecurity company developing and commercializing state-of-the-art cyber threat intelligence, autonomous cyber threat correlation and cyber threat hunting solutions to assist enterprises in identifying cyber threats within their environments and enable faster detection then remediation. Tego has developed

two products: Threat Intelligence Feed and Threat Detection & Correlation Engine.

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

Not applicable.

- C. Describe the issuers' principal products or services.

Tego Threat Intelligence Feed (Tego TI) - Tego TI compiles cyber threat intelligence from 50+ high level sources including a number of government agencies, then analyzes, deduplicates, enriches, and delivers this data to cyber security operations teams. Capable of integrating with most systems, Tego TI enables early detection of suspicious activities and anomalies that could indicate an imminent breach. By leveraging this high fidelity and highly contextualized threat intelligence, organizations can fortify their defenses, stay one step ahead of threat actors and protect their assets from lurking threats. Tego TI is currently available for download on the following marketplaces: Query.ai, Cribl, Databricks and AWS Marketplace.#

Threat Detection & Correlation Engine - Tego has developed a cyber threat detection and correlation application for integration with leading Security Information and Event Management (SIEM) and data lake platforms. Tego's application uses Tego TI combined with customer security logs to automate correlation searches between the two data sets. Tego provides a prioritized list of matched threats to give cybersecurity teams a real-time 'who, what, when and where' of any potential cyber threat within their cyber environment. What makes Tego's application different from other cyber threat applications is that it is the first commercially available solution developed specifically to operate within a client's SIEM or data lake platform so cybersecurity teams do not have to use multiple tools or leave the platform to correlate or research threats. Tego has developed integrations of its detection & correlation for the following platforms: Splunk, elastic and AWS Marketplace.

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.

Tego's executive offices are located at 8565 South Eastern Avenue, Suite 150 Las Vegas, Nevada 89123. This space is sufficient to meet the current requirement, however, once the business grows to a significant degree, Tego will have to find a larger space and does not foresee any significant difficulties in obtaining any additional required space. Tego does not currently own any real property. Tego leases its corporate office on a month-to-month basis and may terminate the agreement at any time by providing 30 days written notice.

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.

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Shannon Wilkinson	Director	Las Vegas, NV	4,700,000	Common	5.68%
Troy Wilkinson	Director	Las Vegas, NV	3,250,000	Common	3.93%
Robert Mikkelsen	CEO & CFO	Casa Grande, AZ	2,060,000	Common	2.49%
Michael De Valera	Director	New York, NY	1,181,740	Common	1.43%
Jon Jensen	Director	Castle Pines, CO	400,000	Common	0.48%
Chris White	Director	New Braunfels, TX	208,000	Common	0.25%
AJB Capital Investments LLC (1)	5% Control	Hollywood, FL	5,460,000	Common	6.59%

(1) AJB Capital Investments LLC is controlled by Ari Blaine

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to 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);

Not applicable.

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;

Not applicable.

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;

Not applicable.

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

Not applicable.

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.

Not applicable.

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.

Not applicable.

- 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.

Not applicable.

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. If any updates are needed to your public company profile, update your company profile.

Securities Counsel

Name: Jessica Lockett
Firm: Corporate Securities Legal, LLP
Address 1: 650 Town Center Drive, Suite 680
Address 2: Costa Meas, CA 92626
Phone: 949-752-1100
Email: jess@securitieslegal.com

Accountant or Auditor

Name: Cecil Garrick
Firm: M&K CPAs PLLC
Address 1: 24955 Interstate Hwy 45, Suite 400
Address 2: The Woodlands, TX 77380
Phone: 832-242-9950
Email: cgarrick@mkacpas.com

Investor Relations

Name: Brett Maas
Firm: Hayden IR, LLC
Address 1: 7320 E. Butherus Drive, Suite 105
Address 2: Scottsdale, AZ 85260

Phone: 646-536-7331
Email: brett@haydenir.com

All other means of Investor Communication:

X (Twitter): x.com/tegocyber
LinkedIn: linkedin.com/company/tegocyber
Facebook: facebook.com/tegocyber

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) Disclosure & Financial Information

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

Name: Robert Mikkelsen
Title: CEO & CFO
Relationship to Issuer: Officer & Shareholder

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: Robert Mikkelsen
Title: CEO & CFO
Relationship to Issuer: Officer & Shareholder

Describe the qualifications of the person or persons who prepared the financial statements:⁶ CPA

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:

⁶ 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.

- 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.

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, Robert Mikkelsen certify that:

1. I have reviewed this Disclosure Statement for Tego Cyber 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.

January 14, 2025

/s/ Robert Mikkelsen, CEO

Principal Financial Officer:

I, Robert Mikkelsen certify that:

1. I have reviewed this Disclosure Statement for Tego Cyber 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.

January 14, 2025

/s/ Robert Mikkelsen, CFO



**Tego Cyber Inc.
Quarterly Report
Three Months Ended September 30, 2024, and 2023**

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TEGO CYBER INC.
CONDENSED BALANCE SHEETS
(Expressed in US Dollars)

	September 30, 2024 (Unaudited)	June 30, 2024 (Unaudited)
ASSETS		
Current assets		
Cash	\$ 7,971	\$ 1,850
Accounts receivable	7,000	1,000
Prepaid expenses	28,875	45,375
Total current assets	43,846	48,225
Other assets	-	-
TOTAL ASSETS	\$ 43,846	\$ 48,225
LIABILITIES & SHAREHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued expenses	\$ 530,060	\$ 378,887
Deferred revenue	19,998	24,511
Notes payable (Note 6)	1,336,371	1,162,240
TOTAL LIABILITIES	1,886,430	1,600,638
SHAREHOLDERS' EQUITY		
Common shares		
100,000,000 shares authorized		
\$0.001 par value 82,790,356 shares issued and outstanding on September 30, 2024, and 78,440,356 shares on June 30, 2024	82,790	78,440
Additional paid in capital	22,117,198	21,233,104
Accumulated deficit	(24,042,572)	(22,828,957)
TOTAL SHAREHOLDERS' EQUITY	(1,842,584)	(1,517,413)
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	\$ 43,846	\$ 48,225

The accompanying notes are an integral part of these financial statements

TEGO CYBER INC.
CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)
(Expressed in US Dollars)

	(Unaudited) Three Months Ended September 30, 2024	(Unaudited) Three Months Ended September 30, 2023
REVENUE		
Subscription Fees	\$ 107,481	\$ -
TOTAL REVENUE	107,481	-
OPERATING EXPENSES		
General & administration	569,854	838,266
Professional fees	27,745	46,055
Sales & marketing	65,589	53,618
TOTAL OPERATING EXPENSES	663,188	937,489
NET OPERATING LOSS	(555,707)	(937,489)
OTHER INCOME (EXPENSE)		
Accretion expense	-	(8,306)
Financing fees	(684,011)	(3,164,219)
TOTAL OTHER INCOME (EXPENSE)	(684,011)	(192,332)
NET LOSS	\$ (1,239,718)	\$ (4,110,014)
BASIC AND DILUTED LOSS PER COMMON SHARE	\$ (0.02)	\$ (0.08)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	81,495,791	50,957,051

The accompanying notes are an integral part of these financial statements

TEGO CYBER INC.
CONDENSED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)
(Unaudited)
(Expressed in US Dollars)

	Number of Shares	Common Stock	Additional Paid-In Capital	Accumulated Deficit	Total Shareholder Equity
Balances, June 30, 2023	47,343,282	\$ 47,343	\$ 14,054,838	\$ (14,886,676)	\$ (784,495)
Shares issued as transaction costs for notes payable	3,033,334	3,034	1,528,633	-	1,531,667
Shares issued for services	750,000	750	229,250	-	230,000
Shares issued from private placements	1,200,000	1,200	148,800	-	150,000
Shares-based compensation	450,000	450	146,030	-	146,480
Share-based compensation – options	-	-	189,406	-	189,406
Warrants issued with promissory notes	-	-	1,602,552	-	1,602,552
Net loss	-	-	-	(4,110,014)	(4,110,014)
Balances, September 30, 2023	52,776,616	\$ 52,777	\$ 17,899,509	\$ (18,996,690)	\$ (1,044,404)
Balances, June 30, 2024	78,440,356	78,440	21,233,104	(22,802,854)	(1,491,310)
Shares issued as transaction costs for notes payable	2,050,000	2,050	195,950	-	198,000
Shares issued from private placements	2,000,000	2,000	98,000	-	100,000
Share-based compensation	300,000	300	28,960	-	29,260
Share-based compensation – options	-	-	156,378	-	156,378
Warrants issued with promissory notes	-	-	404,806	-	404,806
Net loss	-	-	-	(1,239,718)	(1,239,718)
Balances, September 30, 2024	-	-	-	(24,042,572)	(1,842,584)

The accompanying notes are an integral part of these financial statements

TEGO CYBER INC.
CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)
(Expressed in US Dollars)

	(Unaudited) Three Months Ended September 30, 2024	(Unaudited) Three Months Ended September 30, 2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	\$ (1,239,718)	\$ (4,110,014)
Items not affecting cash		
Shares issued for services	-	230,000
Amortization	-	-
Amortization of discount of debt issuance	30,000	8,306
Share-based compensation	185,638	335,886
Financing fees on debt	244,978	30,000
Financing fees in settlement of default	404,806	3,134,219
Changes in non-cash working capital items:		
Accounts receivable	(6,000)	-
Prepaid expenses	20,625	8,504)
Accounts payable and accrued liabilities	170,304	81,853
Deferred revenue	(4,513)	
NET CASH USED IN OPERATING ACTIVITIES	(193,879)	(281,246)
CASH FLOWS FROM INVESTING ACTIVITIES		
NET CASH USED IN INVESTING ACTIVITIES	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from private placements	100,000	150,000
Cash received from issuance of notes payable	100,000	-
Repayment of notes payable	-	(50,000)
NET CASH PROVIDED BY FINANCING ACTIVITIES	200,000	100,000
NET INCREASE (DECREASE) IN CASH	6,121	(181,246)
CASH AT BEGINNING OF THE PERIOD	1,850	181,246
CASH AT END OF THE PERIOD	\$ 7,971	\$ -
Supplemental disclosure of cash flow information:		
Interest paid in cash	\$ -	\$ 11,250

The accompanying notes are an integral part of these audited financial statements

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

Tego Cyber Inc. is an early-stage company which was incorporated in the State of Nevada on September 6, 2019. Our year end is June 30. We are a development stage enterprise. We are engaged in the business of the development and commercialization of innovative cybersecurity applications that help enterprises reduce risk, remediate cyber-attacks, and protect intellectual property and data.

Our principal office is located at 8565 South Eastern Avenue, Suite 150, Las Vegas, Nevada, 89123. Our telephone number is (855) 939-0100 and our general e-mail contact is info@tegocyber.com. Our website can be viewed at www.tegocyber.com.

NOTE 2 – BASIS OF PRESENTATION

The accompanying audited financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP"). In the opinion of management, the financial statements include all adjustments of a normal recurring nature necessary for a fair statement of the results for the period presented.

The accompanying financial statements have been prepared to present the balance sheets, the statements of operations, statements of changes in shareholders' equity and the statements of cash flows of the Company for the three-month period ended September 30, 2024, and 2023. The accompanying audited financial statements have been prepared in accordance with US GAAP using Company-specific information where available and allocations and estimates where data is not maintained on a Company-specific basis within its books and records. Due to the allocations and estimates used to prepare the financial statements, they may not reflect the financial position, cash flows and results of operations of the Company in the future or its operations, cash flows and financial position.

The preparation of financial statements in accordance with US GAAP requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities known to exist as of the date the financial statements are published, and the reported amounts of revenues and expenses during the reporting period. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of the Company's financial statements; accordingly, it is possible that the actual results could differ from these estimates and assumptions and could have a material effect on the reported amounts of the Company's financial position and results of operations.

NOTE 3 – GOING CONCERN UNCERTAINTY

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of the business. The Company has incurred material losses from operations and has an accumulated deficit. As of September 30, 2024, the Company had a working capital deficit of \$1,842,584. For the three months ended September 30, 2024, the Company sustained net losses of \$1,239,718 and generated negative cash flows from operations of \$193,879. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that may be necessary should the Company be unable to continue as a going concern. These adjustments could be material. The Company's continuation as a going concern is contingent upon its ability to earn adequate revenues from operations and to obtain additional financing. There is no assurance that the Company will be able to obtain such financings or obtain them on favorable terms.

NOTE 4 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies is presented to assist in understanding the financial statements. The financial statements and notes are representations of the Company's management, who are responsible for their integrity and objectivity. These accounting policies conform to US GAAP and have been consistently applied in the preparation of the financial statements.

Basis of Preparation

The accompanying financial statements have been prepared to present the balance sheets, the statements of operations, statements of changes in shareholders' equity and statements of cash flows of the Company for the three months ended September 30, 2024, and 2023 and have been prepared in accordance with US GAAP.

Use of Estimates

In preparing financial statements in conformity with US GAAP, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the financial statements, as well as the reported amounts of revenues and expenses during the reporting periods. Management makes these estimates using the best information available at the time the estimates are made. However, actual results could differ materially from those estimates.

Reclassification

Certain prior period amounts have been reclassified to conform to current period presentation.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash and accounts receivable. As of September 30, 2023, substantially all of the Company's cash was held by major financial institutions located in the United States, which management believes are of high credit quality. With respect to accounts receivable, the Company extended credit based on an evaluation of the customer's financial condition. The Company generally did not require collateral for accounts receivable and maintained an allowance for doubtful accounts of accounts receivable if necessary.

Cash

Cash consists of cash held at major financial institutions and is subject to insignificant risk of changes in value.

Receivables and Allowance for Doubtful Accounts

Trade accounts receivable are recorded at net realizable value and do not bear interest. No allowance for doubtful accounts was made during the three months ended September 30, 2024, and 2023, based on management's best estimate of the amount of probable credit losses in accounts receivable. The Company evaluates its allowance for doubtful accounts based upon knowledge of its customers and their compliance with credit terms. The evaluation process includes a review of customers' accounts on a regular basis. The review process evaluates all account balances with amounts outstanding for more than 60 days and other specific amounts for which information obtained indicates that the balance may be uncollectible. As of September 30, 2024, and 2023, there was no allowance for doubtful accounts and the Company does not have any off-balance-sheet credit exposure related to its customers.

Software

Software is stated at cost less accumulated amortization and is depreciated using the straight-line method over the estimated useful life of the asset. The estimated useful life of the asset is 5 years. During the three months ended September 30, 2024, all development costs were expensed as incurred as management determined the costs were associated with minor updates and upgrades that did not impact the overall carrying value of the underlying software.

Leases

The Company determines if an arrangement is a lease at inception. Operating and financing right-of-use assets and lease liabilities are included on the balance sheet. Right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Right-of-use assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. The Company uses its incremental borrowing rate, based on the

information available at the commencement date, in determining the present value of future lease payments. Right-of-use assets include any prepaid lease payments and exclude any lease incentives and initial direct costs incurred. Operating lease expenses are recognized on a straight-line basis over the term of the lease, consisting of interest accrued on the lease liability and depreciation of the right-of-use asset. The lease terms may include options to extend or terminate the lease if it is reasonably certain the Company will exercise that option. The Company leases its corporate office located at 8565 S. Eastern Ave. #150, Las Vegas, Nevada. The initial lease term is for 12 months commencing on September 8, 2019, after which the term is on a month-to-month basis. After the initial term, the Company may cancel the lease agreement at any time by providing 30 days written notice. The Company has elected the short-term lease practical expedient of 12 months and has not recorded a lease.

Fair Value of Financial Instruments

Accounting Standards Codification (“ASC”) 820 “Fair Value Measurements and Disclosures”, adopted January 1, 2008, defines fair value, establishes a three-level valuation hierarchy for disclosures of fair value measurement and enhances disclosure requirements for fair value measures. The Company’s financial instruments include cash, current receivables and payables. These financial instruments are measured at their respective fair values. The three levels are defined as follows:

Level 1 - inputs to the valuation methodology are quoted prices for identical assets or liabilities in active markets.

Level 2 - inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instruments.

Level 3 - inputs to the valuation methodology are unobservable and significant to the fair value.

For cash, accounts receivable, accounts payable and accrued liabilities and due to related parties, it is management’s opinion that the carrying values are a reasonable estimate of fair value because of the short period of time between the origination of such instruments and their expected realization and if applicable, their stated interest rate approximates current rates available.

For convertible debts, the carrying values, excluding any unamortized discounts, approximate the respective fair value. The convertible debts have been discounted to reflect their net present value as of September 30, 2023. The carrying values of embedded conversion features not considered to be derivative instruments were determined by allocating the remaining carrying value of the convertible debt after deducting the estimated carrying value of the liability portion.

Estimating fair value for warrants requires determining the most appropriate valuation model which is dependent on the terms and conditions of the grant. This estimate requires determining the most appropriate inputs to the valuation model including the expected life of the warrant, volatility, dividend yield, and rate of forfeitures and making assumptions about them.

Revenue Recognition

We derive revenue from the sale of software subscriptions, and data feed subscriptions. We enter into contracts with customers that include promises to transfer various products and services, which are generally capable of being distinct and accounted for as separate performance obligations. Revenue is recognized when the promised goods or services are transferred to customers, in an amount that reflects the consideration allocated to the respective performance obligation.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes pursuant to ASC 740 “Income Taxes”. ASC 740 requires an asset and liability approach for financial accounting and reporting for income taxes and allows recognition and measurement of deferred tax assets based upon the likelihood of realization of tax benefits in future years. Under the asset and liability approach, deferred taxes are provided for the net tax effects of temporary

differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Valuation allowances are provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefits, or that future deductibility is uncertain. The provision for income taxes represents current taxes payable net of the change during the period in deferred tax assets and liabilities.

Earnings (Loss) per Share

Basic earnings (loss) per share is computed by dividing income (loss) available to common shareholders by the weighted-average number of common shares outstanding during the period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. If applicable, diluted earnings (loss) per share assume the conversion, exercise or issuance of all common stock instruments unless the effect is to reduce a loss or increase earnings (loss) per share. Dilutive securities are not included in the weighted average number of shares when inclusion would be antidilutive. The following table summarizes the securities outstanding and exercisable, (regardless of exercise price) as of September 30, 2024, and 2023 that were excluded from the diluted net loss per share calculation because the effect of including these potential shares was antidilutive due to the Company's net loss.

	<u>2024</u>	<u>2023</u>
Potentially dilutive common share equivalents		
Options	1,200,000	1,200,000
Warrants	26,943,740	7,000,000
Performance Stock Units	2,700,000	2,700,000
Potentially dilutive shares outstanding	<u>30,843,740</u>	<u>10,900,000</u>

Recently Issued Accounting Pronouncements

In August 2020, the FASB issued ASU 2020-06, *Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40)—Accounting for Convertible Instruments and Contracts in an Entity's Own Equity*. ASU 2020-06 reduces the number of accounting models for convertible debt instruments and convertible preferred stock. For convertible instruments with conversion features that are not required to be accounted for as derivatives under Topic 815, *Derivatives and Hedging*, or that do not result in substantial premiums accounted for as paid-in capital, the embedded conversion features no longer are separated from the host contract. ASU 2020-06 also removes certain conditions that should be considered in the derivatives scope exception evaluation under Subtopic 815-40, *Derivatives and Hedging—Contracts in Entity's Own Equity*, and clarify the scope and certain requirements under Subtopic 815-40. In addition, ASU 2020-06 improves the guidance related to the disclosures and earnings-per-share (EPS) for convertible instruments and contracts in the entity's own equity. ASU 2020-06 is effective for public business entities that meet the definition of a SEC filer, excluding entities eligible to be smaller reporting companies as defined by the SEC, for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. The Board specified that an entity should adopt the guidance as of the beginning of its annual fiscal year. The Company's management is currently evaluating the impact this ASU will have on its financial statements.

Management does not believe that any recently issued, but not yet effective, accounting standards could have a material effect on the accompanying financial statements. As new accounting pronouncements are issued, we will adopt those that are applicable under the circumstances.

NOTE 5 – RELATED PARTY TRANSACTIONS

Related party transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Related parties are natural persons or other entities that have the ability, directly, or indirectly, to control another party or exercise significant influence over the party in making financial and operating decisions. Related parties include other parties that are subject to common control or that are subject to common significant influences.

During the three months ended September 30, 2024, there were transactions incurred between the Company and Shannon Wilkinson, a director, and Chief Technology Officer of the Company, for gross wages of \$30,000 (September 30, 2023 - \$15,000). Subject to an employment agreement Mrs. Wilkinson was issued the following common stock of the Company during the three months ended September 30, 2024: July 31, 2024 - 50,000 restricted common shares valued at \$5,000; August 31, 2024 - 50,000 restricted common shares valued at \$6,550; and September 30, 2024 – 50,000 restricted common shares valued at \$4,740.

During the three months ended September 30, 2024, there were transactions incurred between the Company and Robert Mikkelsen, Chief Executive Officer and Chief Financial Officer of the Company, for gross wages of \$30,000 (September 30, 2023 - \$NIL). Subject to an employment agreement Mr. Mikkelsen was issued the following common stock of the Company during the three months ended September 30, 2024: July 31, 2024 - 50,000 restricted common shares valued at \$5,000; August 31, 2024 - 50,000 restricted common shares valued at \$6,550; and September 30, 2024 – 50,000 restricted common shares valued at \$4,740.

NOTE 6 – NOTES PAYABLE (convertible only at default)

The following table summarizes the Company's notes payable as of September 30, 2024, and June 30, 2024.

Reference	Effective Date	Annual Interest Rate	Maturity Date	Principal Outstanding September 30, 2024	Principal Outstanding June 30, 2024
(a)	7/12/22	15 %	12/2/24	\$ 335,000	\$ 299,926
(b)	7/15/22	15 %	12/2/24	192,500	149,963
(c)	7/18/22	15 %	12/2/24	192,500	149,963
(d)	10/13/22	10 %	12/2/24	150,000	145,923
(e)	10/13/22	10 %	12/2/24	75,000	72,960
(f)	10/13/22	10 %	12/2/24	75,000	72,960
(g)	8/2/24	10 %	2/2/25	50,000	-
(h)	8/2/24	10 %	2/2/25	25,000	-
(I)	8/2/24	10 %	2/2/25	25,000	-
				\$ 1,020,000	\$ 891,694

- (a) On July 12, 2022, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$300,000 at \$270,000 cash with a \$30,000 original issue discount. In connection with this note, the Company paid an additional \$27,500 in cash transaction costs, issued 350,000 common shares valued at \$178,500 in transaction costs, and issued 500,000 warrants exercisable at \$0.25 per share, expiring on July 12, 2027. The warrants were calculated to have a fair value of \$249,971 as of July 12, 2022. This note payable is unsecured, bears interest at 10% per annum compounded on the basis of a 365-day year and actual days lapsed payable monthly.
- (b) On July 15, 2022, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$150,000 at \$135,000 cash with \$15,000 original issue discount. In connection with this note, the Company paid an additional \$11,250 in cash transaction costs, issued 175,000 common shares valued at \$89,250 in transaction costs, and issued 250,000 warrants exercisable at \$0.25 per share, expiring on July 15, 2027. The warrants

were calculated to have a fair value of \$124,984 as at July 15, 2022. This promissory note is unsecured, bears interest at 10% per annum compounded on the basis of a 365-day year and actual days lapsed payable monthly.

- (c) On July 18, 2022, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$150,000 at \$135,000 cash with \$15,000 original issue discount. In connection with this note, the Company paid an additional \$11,250 in cash transaction costs, issued 175,000 common shares valued at \$89,250 in transaction costs, and issued 250,000 warrants exercisable at \$0.25 per share, expiring on July 18, 2027. The warrants were calculated to have a fair value of \$124,994 as of July 18, 2022. This note payable is unsecured, bears interest at 10% per annum compounded on the basis of a 365-day year and actual days lapsed payable monthly.
- (d) On October 13, 2022, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$150,000 at \$135,000 cash with a \$15,000 original issue discount. In connection with this note, the Company paid an additional \$23,750 in cash transaction costs, issued 416,667 common shares valued at \$187,625 in transaction costs, and issued 500,000 warrants exercisable at \$0.25 per share, expiring on October 12, 2027. The warrants were calculated to have a fair value of \$220,526 as of October 13, 2022. This note payable matures on April 13, 2023, is unsecured, bears interest at 10% per annum compounded on the basis of a 365-day year and actual days lapsed payable monthly.
- (e) On October 13, 2022, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$75,000 at \$67,500 cash with \$7,500 original issue discount. In connection with this note, the Company paid an additional \$5,625 in cash transaction costs, issued 208,333 common shares valued at \$93,812 in transaction costs, and issued 250,000 warrants exercisable at \$0.25 per share, expiring on October 12, 2027. The warrants were calculated to have a fair value of \$110,263 as of October 13, 2022. This promissory note matures on April 13, 2023, is unsecured, bears interest at 10% per annum compounded on the basis of a 365-day year and actual days lapsed payable monthly.
- (f) On October 13, 2022, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$75,000 at \$67,500 cash with \$7,500 original issue discount. In connection with this note, the Company paid an additional \$5,625 in cash transaction costs, issued 208,333 common shares valued at \$93,812 in transaction costs, and issued 250,000 warrants exercisable at \$0.25 per share, expiring on October 12, 2027. The warrants were calculated to have a fair value of \$110,263 as of October 13, 2022. This promissory note matures on April 13, 2023, is unsecured, bears interest at 10% per annum compounded on the basis of a 365-day year and actual days lapsed payable monthly.
- (g) On August 2, 2024, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$65,000 at \$50,000 cash with a \$15,000 original issue discount. In connection with this note, the Company issued 500,000 pre-funded warrants exercisable at \$0.001 per share, expiring on August 2, 2029. The warrants were calculated to have a fair value of \$54,985 at the issuance date. This note payable matures on February 2, 2025, is unsecured, bears interest at 10% per annum compounded on the basis of a 365-day year and actual days lapsed payable monthly.
- (h) On August 2, 2024, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$32,500 at \$25,000 cash with a \$7,500 original issue discount. In connection with this note, the Company issued 250,000 pre-funded warrants exercisable at \$0.001 per share, expiring on August 2, 2029. The warrants were calculated to have a fair value of \$27,493 at the issuance date. This note payable matures on February 2, 2025, is unsecured, bears interest at 10% per annum compounded on the basis of a 365-day year and actual days lapsed payable monthly.
- (i) On August 2, 2024, the Company entered into a securities purchase agreement with a non-related party. Pursuant to this agreement, the Company issued a note payable in the principal amount of \$32,500 at \$25,000 cash with a \$7,500 original issue discount. In connection with this note, the Company issued 250,000 pre-funded warrants exercisable at \$0.001 per share, expiring on August 2, 2029. The warrants were calculated to have a fair value of \$27,493 at the issuance date. This note payable matures on February 2, 2025, is unsecured, bears interest at 10% per annum compounded on the basis of a 365-day year and actual days lapsed payable monthly.

The Company incurred financing expenses totaling \$684,011 during the 3 months ended September 30, 2024, \$514,041 of which was relating to extension fees of its note obligations described in (a-f). The extension fees were paid by issuing 2,000,000 restricted shares and 3,000,000 5-year pre-funded warrants with a \$0.001 exercise price and were expensed as they were deemed to be extinguishments of the original obligations under ASC 470 50.

NOTE 7 – COMMON SHARES

Common Stock

On September 30, 2024, the Company's authorized capital consisted of 100,000,000 of common shares with a \$0.001 par value and 82,790,356 shares were issued and outstanding.

The Company issued 4,350,000 common shares during the three months ended September 30, 2024. 2,000,000 were issued for private placements with proceeds of \$100,000. 150,000 shares were issued to the Chief Executive Officer as part of his employment agreement. 150,000 shares were issued to the Chief Technical Officer as part of her employment agreement. 50,000 shares were issued associated with a new note payable. 2,000,000 shares were issued to extend existing notes payable.

Warrants

The Black Scholes Option Pricing Model assumptions used in the valuation of the warrants are outlined below. The stock price was based on recent issuances. The expected life was based on the expiry date of the warrants as the Company did not have historical exercise data of such warrants.

	September 30, 2024
Stock price	\$0.09
Risk-free interest rate	5.26 %
Expected life	5 Years
Expected dividend rate	0
Expected volatility	193.521 %

Continuity of the Company's common stock purchase warrants issued and outstanding is as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding, June 30, 2024	20,943,740	\$ 0.15
Granted	6,000,000	0.15
Exercised	-	-
Expired	-	-
Outstanding, September 30, 2024	22,943,740	\$ 0.15

Grant Date	Number Outstanding	Number Exercisable	Exercise Price	Weighted Average Life (Years)	Expiry Date
July 12, 2022	500,000	500,000	0.05	4.50	March 29, 2029
July 15, 2022	250,000	250,000	0.05	4.50	March 29, 2029
July 18, 2022	250,000	250,000	0.05	4.50	March 29, 2029
October 13, 2022	500,000	500,000	0.05	4.50	March 29, 2029
October 13, 2022	250,000	250,000	0.05	4.50	March 29, 2029
October 13, 2022	250,000	250,000	0.05	4.50	March 29, 2029
March 12, 2023	2,500,000	2,500,000	0.05	4.50	March 29, 2029
August 12, 2023	2,500,000	2,500,000	0.05	4.50	March 29, 2029

October 6, 2023	2,000,000	2,000,000	0.05	4.50	March 29, 2029
Mar 31, 2024	6,171,740	6,171,740	0.25	2.50	March 31, 2027
June 30, 2024	5,772,000	5,772,000	0.25	2.75	June 30, 2027
August 2, 2024	4,000,000	4,000,000	.001	4.84	August 2, 2029
September 30, 2024	2,000,000	2,000,000	0.25	3.00	September 30, 2027
Outstanding, September 30, 2024	26,943,740	26,943,740		3.60	

Stock Options

On December 8, 2021, the Board of Directors of the Company approved the adoption of the 2021 Equity Compensation Plan (the “Equity Compensation Plan”) to provide employees, certain consultants and advisors who perform services for the Company, and non-employee members of the Board of Directors of the Company with the opportunity to receive grants of incentive stock options, nonqualified stock options, stock appreciation rights, stock awards, stock units and other stock-based awards.

During the year ended June 30, 2023, the Company issued a total of 6,000,000 non-qualified stock options (the “options”) to directors, officers and certain key consultants. The options are subject to the terms and conditions of the Equity Compensation Plan. All granted options are subject to a five-year vesting schedule equal to 20% per year starting on the 1st day of each year following the effective date. All options have an exercise price of \$0.65, which was the closing price of the Company’s common stock on the grant date.

The following is a continuity schedule for the Company’s outstanding non-qualified stock options:

	Number of options	Weighted Average Exercise Price
Outstanding, June 30, 2024	6,000,000	\$ 0.65
Granted	-	-
Exercised	-	-
Cancelled	-	-
Outstanding, September 30, 2024	6,000,000	\$ 0.65

As of September 30, 2024, the Company had the following stock options outstanding:

Grant Date	Number Outstanding	Number Exercisable	Exercise Price	Weighted Average Life (Years)	Expiry Date
January 3, 2022	125,000	25,000	\$ 0.65	7.26	January 3, 2032
January 4, 2022	5,750,000	1,150,000	0.65	7.26	January 4, 2032
March 1, 2023	125,000	25,000	0.65	7.26	January 4, 2032
Total	6,000,000	1,200,000	\$ 0.65	7.26	

During the three-month period ended September 30, 2024, the Company recorded \$112,637 as share-based compensation relating to the issuance of the non-qualified stock options with an intrinsic value of \$0.

Performance Stock Units

On December 8, 2021, the Board of Directors of the Company approved the adoption of the 2021 Equity Compensation Plan (the “Equity Compensation Plan”) to provide employees, certain consultants and advisors who perform services for the Company, and non-employee members of the Board of Directors of the Company with the opportunity to receive grants of incentive stock options, nonqualified stock options, stock appreciation rights, stock awards, stock units and other stock-based awards.

During the year ended June 30, 2022, the Company issued a total of 4,000,000 performance stock units (“performance units”) to directors, officers and certain key consultants. The performance units are subject to the terms and conditions of the Equity Compensation Plan. The performance units will be earned and vest upon reaching certain market capitalization goals during the performance period ending on December 31, 2026.

Each unit represents one common share:

Number of Performance Units	Vesting Conditions	Expiry Dates
900,000	Market capitalization of the Company reaches \$50 million	December 31, 2026
900,000	Market capitalization of the Company reaches \$75 million	December 31, 2026
900,000	Market capitalization of the Company reaches \$100 million	December 31, 2026

On March 20, 2023, the Company terminated its employment relationship with one of the unit holders who had 400,000 performance stock units where the rights had been cancelled.

During the year ended June 30, 2023, the Company’s market capitalization reached over \$25 million, and the unit holders exercised 900,000 options in exchange for 900,000 common shares. Intrinsic value varies for each vesting condition based on stock price at the time. None of the outstanding units are exercisable as of September 30, 2024.

The following is a continuity schedule for the Company’s outstanding performance stock units:

	Number of Performance Units	Weighted Average Exercise Price
Outstanding, June 30, 2024	2,700,000	\$ -
Granted	-	-
Released	-	-
Exercised	-	-
Forfeited or cancelled	-	-
Outstanding, September 30, 2024	2,700,000	\$ -

During the three-month period ended September 30, 2024, the Company recorded \$43,741 as share-based compensation relating to the issuance of the performance units. \$819,042 has been recorded as share-based compensation relating to the outstanding performance units to date. The remaining \$80,958 will be recorded as share-based compensation over the remaining life of the units.

NOTE 8 – COMMITMENTS AND CONTINGENCIES

The Company leases its corporate office located at 8565 S. Eastern Ave. #150, Las Vegas, Nevada. The initial lease term is for 12 months commencing on September 8, 2019, after which the term is on a month-to-month basis. After the initial term, the Company may cancel the lease agreement at any time by providing 30 days written notice. The Company has elected the short-term lease practical expedient of 12 months and has not recorded a lease.

NOTE 9 – INCOME TAXES

As of September 30, 2024, the Company was in a loss position; therefore, no deferred tax liability was recognized related to the undistributed earnings subject to withholding tax.

Net operating loss carry forward of the Company, approximated \$9,000,000 (September 30, 2023 - \$7,406,198) for the three months ended September 30, 2024. The net operating loss carry forwards are available to be utilized against future taxable income for years through calendar year 2044. In assessing the reliability of deferred income tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled projected future taxable income, and tax planning strategies in making this assessment.

NOTE 10 – SUBSEQUENT EVENTS

On November 15, 2024, the Board of Directors of the Company approved an amendment to its Articles of Incorporation to increase the Company's authorized common stock from 100,000,000 to 250,000,000 and authorize 25,000,000 shares of blank check preferred stock. Subsequently, on November 15, 2024, the Company received written consent in lieu of a meeting of Stockholders from a Majority of Stockholders approving the Amendment, holding 50.89% of the outstanding voting stock.

On December 20, 2024, the Company entered into an Asset Purchase Agreement with CloudCover, Ltd. (Minnesota), CloudCover, Ltd. (South Dakota) and CloudCover IP, LLC, (collectively the "Seller"), pursuant to which the Company purchased certain assets of the Seller. The transaction closed on December 20, 2024. The Company paid to the Seller: 11,000,000 shares of restricted common stock and 3,000,000 shares of Series B Preferred Stock with a face value of \$5.00 Per Share.

Subsequent to September 30, 2024, the Company issued 1,900,000 shares for \$95,000 cash.