

**TOTALIGENT, INC.**

3651 FAU Blvd.,  
Suite 400  
Boca Raton, Florida  
(561) 360-3565  
www.totaligent.com  
contact@totaligent.co  
m

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

## Annual Report

For the period ending December 31, 2024 (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

172,913,813 as of December 31, 2024 *(Current Reporting Period Date or More Recent Date)*

172,913,813 as of December 31, 2023 *(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 Control<sup>4</sup> of the company has occurred during this reporting period:

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<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.

Yes:  No:

**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.

Current Name of the Issuer: Totaligent, Inc.

Current Address of the Issuer: 3651 FAU Blvd., Suite 400 Boca Raton, Florida

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:

N/A

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

N/A

Address of the issuer's principal executive office:

3651 FAU Blvd., Suite 400 Boca Raton, Florida

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: 12/31/24</u>
Total shares issued:	<u>211,101,313</u>	<u>as of date: 12/31/24</u>
Total shares outstanding:	<u>172,913,813</u>	<u>as of date: 12/31/24</u>
Total number of shareholders of record:	<u>320</u>	<u>as of date: 12/31/24</u>

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

N/A

### **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: 12/31/24</u>
Total shares outstanding:	<u>713,750</u>	<u>as of date: 12/31/24</u>
Total number of shareholders of record:	<u>11</u>	<u>as of date: 12/31/24</u>

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

**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.**

N/A

**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.**

N/A

**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:  
Opening Balance:  
 Date 12/31/2022  
 Common: 149,178,410  
 Preferred: 615,000

\*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>12/31/2024</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> 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2023 through December 31, 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).

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

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## 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	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	27,090	20,000	7,090	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	67,712	50,000	17,712	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	67,699	50,000	17,699	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	21,602	16,000	5,602	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	9,388	7,000	2,388	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	72,723	54,360	18,363	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	72,351	54,360	17,991	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	71,785	54,360	17,425	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	28,767	25,000	3,767	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	86,049	80,000	6,049	March 28, 2024	\$0.01 per share	Matthew Chipman	Loan
September 29, 2023	86,036	80,000	6,036	March 29, 2024	\$0.01 per share	Charles Wright	Loan
October 1, 2023	10,751	10,000	751	September 30, 2024	\$0.01 per share	David Wiggins	Loan
October 13, 2023	22,159	19,751	2,408	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	30,720	30,000	720	February 7, 2025	\$0.01 per share	Matthew Chipman	Loan
August 26, 2024	30,626	30,000	626	February 26, 2025	\$0.01 per share	Matthew Chipman	Loan
October 29, 2024	7,072	7,000	72	April 29, 2025	\$0.01 per share	Karolus Maximus, Inc.	Loan
November 27, 2024	25,140	25,000	140	May 27, 2025	\$0.01 per share	Matthew Chipman	Loan
December 2, 2024	25,119	25,000	119	June 2, 2025	\$0.01 per share	Charles Wright	Loan
December 9, 2024	25,090	25,000	90	June 9, 2025	\$0.01 per share	David Wiggins	Loan

December 18, 2024	18,544	18,505	40	June 18, 2025	\$0.01 per share	Karolus Maximus, Inc.	Loan
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Any additional material details, including footnotes to the table are below:

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#### 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 launched a public version of its integrated digital marketing platform on March 5, 2025 that will democratize the use of first-, second-, and third-party data.

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

N/A

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 launched the beta version of its consumer-facing person-based digital marketing platform on March 5, 2025. 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.*

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)
Edward C. DeFeudis	CEO and Director	Boca Raton, FL	150,000	Series D Preferred	21.00%
Spider Investments, LLC	CEO and Director	Boca Raton, FL	2,278,086	Common	1.40%
Ben Hansel	Director	McKinney, TX	980,000	Common	Less than 1%
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%
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

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: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
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](mailto: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>6</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.

## 10) Issuer Certification

*Principal Executive Officer:*

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<sup>6</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.

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 Disclosure Statement for 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.

04/07/2025 [Date]

/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 Disclosure Statement for 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.

04/07/2025 [Date]

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

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

**TOTALIGENT, INC.**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2024 and 2023**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
Totaligent, Inc.

### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheet of Totaligent, Inc. (the “Company”) as of December 31, 2024 and 2023, and the related consolidated statements of operations, changes in stockholders’ deficit and cash flows for the two-year period ended December 31, 2024, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

### **Substantial Doubt about the Company’s Ability to Continue as a Going Concern**

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2, the Company has negative working capital and has sustained operating losses since inception. These factors, and the need for additional financing in order for the Company to meet its business plans raises substantial doubt about the Company’s ability to continue as a going concern. Our opinion is not modified with respect to that matter.

### **Basis for Opinion**

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

### **Critical Audit Matters**

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

## *Derivatives*

As described in Note 6 to the Company's consolidated financial statements, when the Company issues debt that contains a conversion feature, it first evaluates whether the conversion feature meets the requirements to be treated as a derivative. If the conversion feature within convertible debt meets the requirements to be treated as a derivative, the Company estimates and records the fair value of the derivative liability using the Monte Carlo Simulation Model upon the date of issuance. The derivative liability is revalued at the end of each reporting period.

We identified the Company's application of the accounting for convertible notes as a critical audit matter. The principal considerations for our determination of this critical audit matter related to the high degree of subjectivity in the Company's judgments in determining the qualitative factors. Auditing these judgments and assumptions by the Company involves auditor judgment due to the nature and extent of audit evidence and effort required to address these matters.

The primary procedures we performed to address these critical audit matters included the following:

- We obtained debt and warrant related agreements and performed the following procedures:
- Reviewed agreements for all relevant terms.
- Tested management's identification and treatment of agreement terms.
- Recalculated management's fair value of each conversion feature based on the terms in the agreements.
- Assessed the terms and evaluated the appropriateness of management's application of their accounting policies, along with their use of estimates, in the determination of the amortization of the debt discount.
- Reviewed the work of the Company's specialist to calculate the fair value of the derivative liability using the Monte Carlo method to determine whether the derivative liability recorded by the Company was reasonable.



We have served as the Company's auditor since 2024.

Tampa, Florida

April 7, 2025

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

	<u>December 31, 2024</u>	<u>December 31, 2023</u>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 22,128	\$ 167,735
Prepaid expenses	6,452	190,213
<b>Total current assets</b>	<u>28,580</u>	<u>357,948</u>
Property and equipment, net	66,354	89,544
Capitalized software	127,991	39,308
<b>Total assets</b>	<u>\$ 222,925</u>	<u>\$ 486,800</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 7,000	\$ -
Accrued compensation	988,697	655,395
Accrued interest	125,090	77,876
Convertible notes payable, net of unamortized discount of \$0 and \$6,467	681,335	514,363
Derivative liability	158,055	149,182
<b>Total current liabilities</b>	<u>1,960,177</u>	<u>1,396,816</u>
<b>Total liabilities</b>	<u>1,960,177</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;		
Series D Convertible Preferred stock, authorized –1,000,000 shares; issued and outstanding – 713,750 and 603,750 shares at December 31, 2024 and 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	818,577	699,667
Accumulated deficit	(1,807,363)	(860,127)
Treasury stock, 38,187,500 outstanding	(972,181)	(972,181)
Total stockholders' deficit	(1,737,252)	(910,016)
Total liabilities and stockholders' deficit	\$ 222,925	\$ 486,800

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

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

**For the Years Ended**  
**December 31,**  
**2024**      **2023**

	<u>2024</u>	<u>2023</u>
Revenue	\$ 444,529	\$ 731,679
Cost of revenue	401,461	481,335
Gross profit	<u>43,068</u>	<u>250,344</u>
Operating expenses:		
Consulting expenses	352,905	119,655
Personnel expenses	378,000	378,000
General and administrative	196,844	106,647
Total operating expenses	<u>927,749</u>	<u>604,302</u>
Net operating loss	<u>(884,681)</u>	<u>(353,958)</u>
Other income (expense)		
Interest expense	(47,215)	(35,122)
Amortization of debt discount	(6,467)	(19,908)
(Loss) gain on change in fair value of derivative liability	(8,873)	38,759
Loss on settlement of debt	-	(11,765)
Loss on sale of property and equipment	-	(20,176)
Total other expense	<u>(62,555)</u>	<u>(48,212)</u>
Loss before income taxes	<u>(947,236)</u>	<u>(402,170)</u>
Provision for income tax	-	-

Net loss	\$ (947,236)	\$ (402,170)
Loss per share - basic and diluted	\$ (0.00)	\$ (0.00)
Weighted average shares outstanding - basic and diluted	211,101,313	141,192,451

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

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**TOTALIGENT, INC.**  
**(Formerly Alltemp, Inc.)**  
**AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)**  
**FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**

	Preferred Stock		Common Stock		Shares to be issued		Additional Paid-in Capital	Accumulated Deficit	Treasury Stock		Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount			Shares	Amount	
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)
Sale of common stock	-	-	2,500,000	2,500	-	-	22,500	-	-	-	25,000
Series D Preferred Stock issued for services	-	-	-	-	10,000	10	199,990	-	-	-	200,000
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	-

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	-	-	-	-	-	-	-	(402,170)	-	-	(402,170)
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	110,000	1,100	-	-	(110,000)	(10)	118,910	-	-	-	120,000
Net loss	-	-	-	-	-	-	-	(947,236)	-	-	(947,236)
Balance - December 31, 2024	713,750	\$7,138	211,101,313	211,101	5,376,967	5,476	818,577	\$ (1,807,363)	\$ 38,187,500	\$ (972,181)	\$ (1,737,252)

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



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

**For the Years Ended  
December 31,**

**2024                      2023**

**CASH FLOWS FROM OPERATING ACTIVITIES**

Net loss	\$ (947,236)	\$ (402,170)
Adjustment to reconcile net loss to net cash used in operating activities:		
Depreciation expense	28,125	20,960
Stock issued for services	120,000	200,000
Amortization of debt discount	6,467	19,908
Loss on change in fair value of derivative liabilities	8,873	(38,759)
Loss on settlement of debt	-	11,765
Loss on sale of fixed assets	-	20,176
Expenses paid by convertible note holder	12,705	-
Changes in Operating Assets and Liabilities:		
Prepaid expenses	183,760	(186,541)
Accounts payable	7,000	-
Accrued compensation	333,302	293,596
Accrued interest	47,214	34,894
Accrued expenses	-	(3,305)
Net change in operating activities	(199,790)	(29,476)

**CASH FLOWS FROM INVESTING ACTIVITIES**

Proceeds from sale of property and equipment	-	20,678
Expenditures for capitalized software	(87,817)	(39,308)
Net change in investing activities	(87,817)	(18,630)

**CASH FLOWS FROM FINANCING ACTIVITIES**

Cash proceeds from sale of common stock	-	25,000
Proceeds from issuance of convertible notes payable	142,000	225,000
Repayments of notes payable	-	(48,160)
Net change in financing activities	142,000	201,840
Net (Decrease) Increase in Cash	(145,607)	153,734
Cash - Beginning of the Period	167,735	14,001
Cash - End of the Period	\$ 22,128	\$ 167,735
Supplemental Disclosures of Cash Flows		
Cash paid for Interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
Supplemental Disclosures of Non-Cash Investing and Financing Activities:		
Issuance of convertible notes payable for purchase of fixed assets	\$ -	\$ 19,750

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

**TOTALIGENT, INC.**  
**(Formerly Alltemp, Inc.) AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**

## **1. Nature of operations**

The Company was incorporated under the name Digi Messaging & Advertising Inc. (“Digi” or the “Company”) in the State of Wyoming on August 16, 2019, for the purpose of developing and operating multiple digital marketing platforms. On December 3, 2021, Totaligent, a Delaware corporation, Digi 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.

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.

On July 21, 2022, the Company changed its name to Totaligent, Inc. (“Totaligent” or the “Company”).

The Company’s activities are subject to significant risks and uncertainties, including the need for additional capital, as described herein. The Company has not yet developed sustainable revenue-generating operations, does not have positive cash flows from operations, and is dependent on periodic infusions of debt and equity capital to fund its operating requirements.

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

This summary of significant accounting policies is presented to assist in the understanding of the consolidated financial statements. These policies conform to Generally Accepted Accounting Principles (“GAAP”) and have been consistently applied. The Company has selected December 31 as its financial year end.

### Going Concern

The accompanying consolidated financial statements have been prepared on a going concern basis. For the year ended December 31, 2024, the Company had a net loss of \$947,236, had \$1,931,597 in negative working capital, accumulated deficit of \$1,807,363 and stockholders’ deficit of \$1,737,252. 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 consolidated financial statements are being issued. 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 December 31, 2024, the Company had cash of \$22,128. 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.

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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 2025 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 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### Reclassification of Presentation

Certain prior year amounts have been reclassified to conform with current year presentation. These reclassifications related to reclassifications from operating expenses to cost of revenue.

#### 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 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 December 31, 2024 and 2023, our cash balances were \$22,128 and \$167,735, respectively.

#### 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 the Company's prepaid expenses, accrued compensation, accrued interest, and convertible notes payable approximates their fair values because of the short-term maturities of these instruments. The fair value of derivatives liabilities are valued using an option pricing model.

#### Treasury stock

Treasury stock is recognized at acquisition cost and are presented as a deduction from stockholder's equity. Upon sale of treasury shares, the realized gain or loss is recognized through the consolidated statements 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 the Company's membership interests including such person's immediate families, (ii) Company 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*.

#### 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 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. As of December 31, 2024 and 2023, the Company has a derivative liability of \$158,055 and \$149,182, respectively.

#### 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
Furniture and fixtures	7 years

#### 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 three years.

#### Impairment of Long-Lived Assets

The Company reviews long-lived assets, consisting primarily of property and equipment and 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 December 31, 2024 and 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. They first determine 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 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 consolidated financial statements.

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#### 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 December 31, 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.

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Advertising Costs

The Company expenses advertising costs when advertisements occur. During the years ended December 31, 2024 and 2023, the Company recorded \$705 and \$3,000 in advertising, respectively.

#### 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:

	<b>Years Ended December 31,</b>	
	<b>2024</b>	<b>2023</b>
Convertible notes payable	35,592,281	45,221,645
Total	35,592,281	45,221,645

#### Segment Reporting

The Company has determined that it has one reportable segment, which includes managing branding and awareness campaigns to publicly traded companies and political candidates. The single segment was identified based on how the Chief Operating Decision Maker, who was determined to be the Chief Executive Officer, manages and evaluates performance and allocates resources.

#### Recently accounting pronouncements

In November 2023, the FASB issued ASU 2023-07, *\*Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures\**, enhancing segment expense transparency. The update requires public entities to disclose significant segment expenses regularly provided to the chief operating decision maker and extends certain annual segment disclosures to interim periods. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, with interim period application required starting after December 15, 2024, and early adoption permitted.

The Company does not expect any of the recently issued accounting pronouncements to have a material impact on its financial condition or results of operations for the quarter ended as of December 31, 2024 or on a going forward basis.

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 its consolidated financial statements.

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### **3. Property and equipment**

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

	<b>December 31, 2024</b>	<b>December 31, 2023</b>
Computer equipment	\$ 71,335	\$ 69,200
Computer server	22,551	19,751
Mining equipment	54,325	54,325
	<u>148,211</u>	<u>143,276</u>
Less: Accumulated depreciation	(81,857)	(53,732)
Property and equipment - net	<u>\$ 66,354</u>	<u>\$ 89,544</u>

For the years ended December 31, 2024 and 2023, the Company recorded \$28,125 and \$20,960 in depreciation expense, respectively.

During the year ended December 31, 2023, the Company sold mining equipment for \$20,678. As a result of the sale, the Company recorded a gain on sale of fixed assets in the amount of \$20,176.

#### 4. Intangible assets

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

	<b>December 31, 2024</b>	<b>December 31, 2023</b>
Software development costs	\$ 127,991	\$ 39,308
	127,991	39,308
Less: Accumulated amortization	-	-
Intangible assets - net	<u>\$ 127,991</u>	<u>\$ 39,308</u>

The Company has incurred costs for software development. The software reached technological feasibility on May 23, 2023. As such the Company capitalized \$39,308 in software development costs for the year ended December 31, 2023 and an additional \$88,683 in costs during the year ended December 31, 2024. 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 December 31, 2024 and 2023, respectively:

Ref No.		Date of Note Issuance	Original Principal Balance	Maturity Date	Interest Rate %	Principal Balance as of	
						December 31, 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	10,000	3/31/2024	6	10,000	10,000
13	*	10/13/2023	19,750	3/28/2024	10	19,750	19,750
12	**	8/7/2024	30,000	2/7/2025	6	30,000	-
13	**	8/26/2024	30,000	2/26/2025	6	30,000	-
14	**	10/29/2024	7,000	4/29/2025	6	7,000	-
15	**	11/27/2024	25,000	5/27/2025	6	25,000	-
16	**	12/2/2024	25,000	6/2/2025	6	25,000	-
17	**	12/9/2024	25,000	6/9/2025	6	25,000	-
18	**	12/18/2024	18,505	3/28/2024	10	18,505	-
Total						\$ 681,335	\$ 520,830
Total Current						\$ 681,335	\$ 520,830

Total Long Term	\$	-	\$	-
Less unamortized discount	\$	-	\$	(6,467)
Carrying value	\$	681,335	\$	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.

\*\*\* In default as of December 31, 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 December 31, 2024 and 2023 and the amounts that were reflected in income related to derivatives for the period ended:

	<b>December 31, 2024</b>	
	<b>Indexed Shares</b>	<b>Fair Values</b>
The financings giving rise to derivative financial instruments		
Embedded derivatives	35,592,281	\$ 158,055
Total	35,592,281	\$ 158,055
	<b>December 31, 2023</b>	
	<b>Indexed Shares</b>	<b>Fair Values</b>
The financings giving rise to derivative financial instruments		
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 years ended December 31, 2024 and 2023:

	<b>For the Years Ended</b>	
	<b>December 31, 2024</b>	<b>December 31, 2023</b>
Embedded derivatives	\$ (8,873)	\$ 38,759
Loss on issuance of derivative	—	—
<b>Total gain (loss)</b>	<b>\$ (8,873)</b>	<b>\$ 38,759</b>

Current accounting principles that are provided in ASC 815 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:

	<b>Inception Date</b>	<b>December 31, 2023</b>	<b>December 31, 2024</b>
Quoted market price on valuation date	\$ 0.034	\$ 0.012	\$ 0.015
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%	200.36%- 332.78%
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 December 31, 2024 and 2023.

	<b>Year Ended December 31, 2024</b>	<b>Year Ended December 31, 2023</b>
	Balances at beginning of period	\$ 149,182
Issuances:		

Embedded derivatives	-	26,376
Conversions/extinguishments		
Changes in fair value inputs and assumptions reflected in income	8,873	(38,759)
Balances at end of period	\$ 158,055	\$ 149,182

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## 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 December 31, 2024, the Company was not subject to any threatened or pending legal actions or claims.

### *Significant agreements and contracts*

None

## 8. Equity

### *Preferred Stock*

The Company has authorized a total of 10,000,000 shares of preferred stock, par value \$0.01 per share. The Company has 1,000,000 shares authorized for Series D Preferred Stock. As of December 31, 2024 and 2023, the Company had issued 713,750 and 603,750 shares of Series D Convertible Preferred Stock, respectively. 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 December 31, 2024 and 2023, respectively, the Company had authorized 500,000,000 shares of its common stock, par value \$0.001 per share. As of December 31, 2024 and 2023, the Company had 211,101,313 shares of common stock issued, and 172,913,813 of common stock outstanding.

### *Shares to be issued*

As of December 31, 2024 and 2023, the Company had 5,376,967 and 5,486,967 in shares to be issued, respectively. The shares to be issued as of December 31, 2024 consist of common stock related to past subscription agreements.

### *Treasury Stock*

In 2021, 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. These shares were returned to the treasury. During the year ended December 31, 2023, the Company issued 14,062,500 shares from the treasury in connection with the conversion of 11,250 shares of Series D Preferred stock. The shares were valued at \$196,875, resulting in an offset to paid in capital in the amount of \$196,763.

## 9. Income taxes

The Company did not provide any current or deferred US federal income tax provision or benefit for the years ending December 31, 2024 and 2023 as they incurred tax losses during both of these years.

When it is more likely than not, that a tax asset cannot be realized through future income, the Company must record an allowance against any future potential future tax benefit. The Company has provided a full valuation allowance against the net deferred tax asset, consisting of net operating loss carry forwards, because management has determined that it is more likely than not that the Company will not earn income sufficient to realize the deferred tax assets during the carry forward periods.

The Company has not taken a tax position that, if challenged, would have a material effect on the consolidated financial statements for the year ended December 31, 2024 and 2023 as defined under ASC 740, "Accounting for Income Taxes."

The provision for income taxes differs from the amount computed by applying the statutory federal income tax rate to income before provision for income taxes.

The sources and tax effects of the differences for the periods presented are as follows:

	Years Ended	
	December 31, 2024	December 31, 2023
U.S. statutory federal income tax rate	21 %	21 %
State income taxes	5 %	5 %
Change in valuation allowance	(26 %)	(26 %)
Effective income tax rate	0 %	0 %

A reconciliation of the income taxes computed at the statutory rate is as follows:

	Years Ended	
	December 31, 2024	December 31, 2023
Tax credit (expense) at statutory rate (26%)	\$ 246,281	\$ 104,564
Increase in valuation allowance	(246,281)	(104,564)
Net deferred income tax asset	\$ —	\$ —

At December 31, 2024 and 2023, the significant components of the deferred tax assets are summarized below:

	December 31, 2024	December 31, 2023
Net operating loss carry-forward	\$ 469,914	\$ 223,633

Valuation allowance	(469,914)	(223,633)
Net deferred tax asset (liability)	\$ -	\$ -

As of December 31, 2024 and 2023, the Company had a federal net operating loss carryforward of approximately \$1,807,363 and \$860,127, respectively. The federal net operating loss carryforwards do not expire but may only be used against taxable income to 80%. No tax benefit has been reported in the consolidated financial statements. The annual offset of this carryforward loss against any future taxable profits may be limited under the provisions of Internal Revenue Code Section 381 upon any future change(s) in control of the Company.

#### 10. Subsequent events

On January 1, 2024, the Company issued 100,000 Series D Convertible Preferred Stock, which vest over two years, based upon performance milestones. The consultant only earned 10,000 shares. On March 13, 2025, the Consultant returned 90,000 shares to the Company.

On February 18, 2025, the Company issued a \$30,000 face value convertible notes payable convertible at \$01 per share.

On March 28, 2025, the Company sold stock \$100,000 at \$0.01 per share.