Digerati Technologies, Inc.

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San Antonio, Texas 78257
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Quarterly Report

For the period ending April 30, 2025 (the "Reporting Period")

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

191,434,434 as of June 30, 2025 *(Current Reporting Period Date or More Recent Date)*

191,434,434 as of April 30, 2025 *(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[4] of the company has occurred during this reporting period:

Yes: ☐ No: ☒

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[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.

Digerati Technologies, Inc.
ATSI Communications. Inc. – Name change to Digerati Technologies Inc. on 03/09/2011.

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

Prior Incorporation Information for the issuer and any predecessors during the past five years:
None

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:

17503 La Cantera Parkway
Suite 104-608
San Antonio, Texas 78257

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: Equiniti
Phone: (347) 461 6326
Email: bryan.anderson@equiniti.com
Address: 48 Wall Street, New York, NY 10043

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:	DTGI	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	25375L	
Par or stated value:	$0.001 per share	
Total shares authorized:	500,000,000	as of date: April 30, 2025
Total shares outstanding:	191,434,434	as of date: April 30, 2025
Total number of shareholders of record:	278*	as of date: April 30, 2025

***** **Beneficial Shareholders of at least 100 shares.***

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

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

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

Exact title and class of the security:	Preferred Stock	
Par or stated value:	$0.001 per share	
Total shares authorized:	50,000,000	as of date: April 30, 2025
Total shares outstanding:	480,942	as of date: April 30, 2025
Total number of shareholders of record:	17	as of date: April 30, 2025

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.**

The holders of common stock are entitled to one vote for each share of common stock owned on each matter submitted to a vote of the stockholders, including the election of directors. There is no cumulative voting, and holders have no preemptive rights.

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

The Company is authorized to issue up to 50 million shares of preferred stock, of which 3.6 million have been designated as Series A, B, C, and F Preferred Stock. There are 0 shares of Series A Preferred Stock issued and outstanding, 425,442 shares of Series B Preferred Stock issued and outstanding, 55,400 shares of Series C Preferred Stock issued and outstanding and 100 shares of Series F Preferred Stock issued and outstanding as of April 30, 2025.

Series A Convertible Preferred Stock

In March 2019, the Company's Board of Directors designated and authorized the issuance up to 1,500,000 shares of the Series A Convertible Preferred Stock. Each share of Series A Convertible Preferred Stock has a par value of $0.001 per share and a stated value equal to one dollar ($1.00) (the "Stated Value") and are entitled to a dividend at an annual rate of eight percent (8%) per share. The shares of Series A Preferred Stock shall not be entitled to vote on any matter presented at any annual or special meetings of stockholders of the Corporation, or through written consent.

The "Conversion Price" at which shares of Common Stock shall be issuable upon conversion of any shares of Series A Convertible Preferred Stock shall be $0.30 per share.

In the event of any Liquidation, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to receive out of assets of the Corporation available for distribution to stockholders, before any distribution of assets is made to holders of any other class of capital stock of the Corporation, an amount equal to the Series A Original Issue Price plus accumulated and unpaid dividends thereon to the date fixed for distribution.

On May 24, 2022, the Company filed a Certificate of Correction with the Nevada Secretary of State with regard to the Company's Series A Convertible Preferred Stock Certificate of Designation originally filed in August 2020. The Certificate of Correction was filed to correct, among other provisions, certain dates, to correct the Series A Convertible Preferred Stock's initial conversion price (it is $0.30, and the conversion price is not related to any offering), the date that dividends commenced being paid, to correct the mandatory conversion provisions (with such provision not related to a listing of the Common Stock on a national securities exchange).

Series B Convertible Preferred Stock

In April 2020, the Company's Board of Directors designated and authorized the issuance up to 1,000,000 shares of the Series B Convertible Preferred Stock. The Series B Convertible Preferred Stock is only issuable to the Company's debt holders as of March 25, 2020 ("Existing Debt Holders") who may purchase shares of Series B Convertible Preferred Stock at the Stated Value by converting all or part of the debt owed to them by the Corporation as of March 25, 2020. Each share of Series B Convertible Preferred Stock has a par value of $0.001 per share and a stated value equal to one dollar ($1.00) (the "Stated Value"). In April 2020, the Company issued a total of 407,477 shares of Series B Convertible Preferred Stock for settlement of debt of $370,000 on various promissory notes and $37,477 in accrued interest. In March 2021, the Company issued a total of 17,965 shares of Series B Convertible Preferred Stock for settlement of debt of $16,000 on a promissory note and $1,965 in accrued interest. No dividends are payable on the shares of Series B Preferred Stock.

Except as otherwise provided by the Nevada Revised Statutes, other applicable law or as provided in this Certificate of Designation, the Series B Preferred Stock shall have no voting rights. However, as long as any shares of Series B Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the Holders of a majority of the then outstanding shares of the Series B Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Series B Preferred Stock or alter or amend this Certificate of Designation, (b) amend its certificate of incorporation or other charter documents in any manner that adversely affects any rights of the Holders, (c) increase the number of authorized shares of Series B Preferred Stock, or (d) enter into any agreement with respect to any of the foregoing.

In the event of any liquidation, dissolution, or winding up of the Corporation whether voluntary or involuntary, or in the event of its insolvency (a "Liquidation"), the holders of Series B Preferred Stock shall be entitled to have set apart for them, or to be paid, out of the assets of the Corporation available for distribution to stockholders (whether such assets are capital, surplus or earnings) after provision for payment of all debts and liabilities of the Corporation in accordance with the Nevada Revised Statutes, before any distribution or payment is made with respect to any shares of Junior Securities and subject to the liquidation rights and preferences of any class or series of Parity Securities, an amount equal to the Stated Value per share of Series B Preferred Stock. For purposes of the foregoing, no securities of the Corporation, other than shares of the Corporation's Series A Preferred Stock, shall have priority over the Series B Preferred Stock in the event of liquidation, no securities of the Corporation other than the Corporation's Series C Preferred Stock shall be pari passu with the Series B Preferred Stock in the event of liquidation (such Series B Preferred Stock and Series C Preferred Stock being "Parity Securities' in the event of liquidation), and all other securities of the Corporation shall be junior to the Series B Preferred Stock and Series C Preferred Stock in terms of preference in the event of Liquidation ("Junior Securities").

The terms of our Series B Convertible Preferred Stock allow for:

Mandatory Conversion. Upon (i) an up-listing of the Corporation's Common Stock to Nasdaq or a US national securities exchange, (ii) an underwriting involving the sale of $5,000,000 or more of the Corporation's Common Stock or Common Stock Equivalents (a "Material Underwriting"), (iii) the Corporation ceases to be a public corporation as the result of a going private transaction, (iv) the Corporation, directly or indirectly, effects any sale, lease, exclusive license, assignment, transfer, conveyance or other disposition of all or substantially all of its assets in one or a series of related transactions (including a transaction involving the Corporation's spin-off of its operating subsidiary, Verve Cloud, Inc.), (v) any, direct or indirect, purchase offer, tender offer or exchange offer (whether by the Corporation or another Person) is completed pursuant to which holders of Common Stock are permitted to sell, tender or exchange their shares for other securities, cash or property and has been accepted by the holders of 50% or more of the outstanding Common Stock, (vi) the Corporation, directly or indirectly, in one or more related transactions, effects any reclassification, reorganization or recapitalization of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property, or (vii) the Corporation, directly or indirectly, in one or more related transactions, consummates a stock or share purchase agreement or other business combination (including, without limitation, a reorganization, recapitalization, spin-off or scheme of arrangement) with another Person, other than an officer or director of the Company, whereby such other Person acquires more than 50% of the outstanding shares of Common Stock (not including any shares of Common Stock held by the other Person or other Persons making or party to, or associated or affiliated with the other Persons making or party to, such stock or share purchase agreement or other business combination), all shares of Series B Convertible Preferred Stock shall be automatically converted, without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, into the number of fully paid and nonassessable shares of Common Stock in an amount equal, following conversion, to 18% of the Corporation's issued and outstanding shares of Common Stock. Each of (i)-(vii) above shall be hereafter referred to as a "Conversion Event" and the date of a Conversion Event shall be hereafter referred to as a "Conversion Date". Upon any such mandatory conversion and the issuance of Conversion Shares further thereto, the shares of Series B Convertible Preferred Stock shall be deemed cancelled and of no further force or effect. A mandatory conversion is the only means by which Series B Convertible Preferred Stock is convertible as the shares of Series B Convertible Preferred Stock are not convertible at the option of the Holder. For purposes of the foregoing Conversion Events, conversion will be deemed to have taken place immediately prior to the Conversion Event. By way of example, if the Corporation engages in a Material Underwriting, the Series B Convertible Preferred Stock will be treated as having been converted immediately prior to the issuance of the securities in the Material Underwriting.

Redemption. At any time on or after the second anniversary of the date of issuance of shares of Series B Preferred Stock to the Holder, the Corporation, in its sole discretion ,may elect, by delivering written notice to the Holder no less than 10 days or more than 20 prior to the redemption date set forth in such notice (the "Redemption Date"), to redeem all or any portion of the Series B Preferred Stock held by such Holder at a price per share (the "Redemption Price") equal to 120% of the Stated Value per share being redeemed . The Corporation shall, unless otherwise prevented by law, redeem from such holder on the Redemption Date the number of shares of Series B Preferred Stock identified in such notice of redemption.

<u>Series C Convertible Preferred Stock</u>

In July 2020, the Company's Board of Directors designated and authorized the issuance up to 1,000,000 shares of the Series C Convertible Preferred Stock. Each share of Series C Convertible Preferred Stock has a par value of $0.001 per share and a stated value equal to ten dollars ($10.00) (the “Stated Value”). No dividends are payable on the shares of Series C Preferred Stock.

Except as otherwise provided by the Nevada Revised Statutes, other applicable law or as provided in this Certificate of Designation, the Series C Preferred Stock shall have no voting rights. However, as long as any shares of Series C Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the Holders of a majority of the then outstanding shares of the Series C Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Series C Preferred Stock or alter or amend this Certificate of Designation, (b) amend its certificate of incorporation or other charter documents in any manner that adversely affects any rights of the Holders, (c) increase the number of authorized shares of Series C Preferred Stock, or (d) enter into any agreement with respect to any of the foregoing.

In the event of any liquidation, dissolution, or winding up of the Corporation whether voluntary or involuntary, or in the event of its insolvency (a “Liquidation”), the holders of Series C Preferred Stock shall be entitled to have set apart for them, or to be paid, out of the assets of the Corporation available for distribution to stockholders (whether such assets are capital, surplus or earnings) after provision for payment of all debts and liabilities of the Corporation in accordance with the Nevada Revised Statutes, before any distribution or payment is made with respect to any shares of Junior Securities and subject to the liquidation rights and preferences of any class or series of Senior Securities or Parity Securities, an amount equal to the Stated Value per share of Series C Preferred Stock. For purposes of the foregoing, no securities of the Corporation, other than shares of the Corporation’s Series A Preferred Stock, shall have priority over the Series C Preferred Stock in the event of liquidation,, no securities of the Corporation other than the Corporation’s Series B Preferred Stock shall be “pari passu” with the Series C Preferred Stock in the event of liquidation (such Series C Preferred Stock and Series B Preferred Stock being “Parity Securities’ in the event of liquidation), and all other securities of the Corporation being junior to the Series B Preferred Stock and Series C Preferred Stock in terms of preference in the event of Liquidation (“Junior Securities”).

On February 25, 2021, Digerati’s Board of Directors approved the issuance of the following shares of Series C Convertible Preferred Stock to officers:

- Arthur L. Smith - 28,928 shares of Series C Convertible Preferred Stock
- Antonio Estrada - 19,399 shares of Series C Convertible Preferred Stock
- Craig Clement - 7,073 shares of Series C Convertible Preferred Stock

The terms of our Series C Convertible Preferred Stock allow for:

Automatic Conversion. Upon (i) an up-listing of the Corporation’s Common Stock to Nasdaq or a US national securities exchange, (ii) a financing or offering involving the sale of $5,000,000 or more of the Corporation’s Common Stock or Common Stock Equivalents (a “Material Financing”), (iii) the Corporation ceases to be a public corporation as the result of a going private transaction, (iv) the Corporation, directly or indirectly, effects any sale, lease, exclusive license, assignment, transfer, conveyance or other disposition of all or substantially all of its assets in one or a series of related transactions (including a transaction involving the Corporation’s spin-off of its Nevada subsidiary, Verve Cloud, Inc.), (v) any, direct or indirect, purchase offer, tender offer or exchange offer (whether by the Corporation or another Person) is completed pursuant to which holders of Common Stock are permitted to sell, tender or exchange their shares for other securities, cash or property and has been accepted by the holders of 50% or more of the outstanding Common Stock, (vi) the Corporation, directly or indirectly, in one or more related transactions, effects any reclassification, reorganization or recapitalization of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property, or (vii) the Corporation, directly or indirectly, in one or more related transactions, consummates a stock or share purchase agreement or other business combination (including, without limitation, a reorganization, recapitalization, spin-off or scheme of arrangement) with another Person, other than an officer or director of the Company, whereby such other Person acquires more than 50% of the outstanding shares of Common Stock (not including any shares of Common Stock held by the other Person or other Persons making or party to, or associated or affiliated with the other Persons making or party to, such stock or share purchase agreement or other business combination), all issued shares of Series C Convertible Preferred Stock shall be automatically converted, without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, into the number of fully paid and nonassessable shares of Common Stock in an amount equal, following conversion, to 22% of the Corporation's issued and outstanding shares of Common Stock. Each of (i)-(vii) above shall be hereafter referred to as a "Conversion Event" and the date of a Conversion Event shall be hereafter referred to as a "Conversion Date". Upon any such mandatory conversion and the issuance of Conversion Shares further thereto, the shares of Series C Convertible Preferred Stock shall be deemed cancelled and of no further force or effect. A mandatory conversion is the only means by which Series C Convertible Preferred Stock is convertible as the shares of Series C Convertible Preferred Stock are not convertible at the option of the Holder. For purposes of the foregoing Conversion Events, conversion will be deemed to have taken place immediately prior to the Conversion Event. By way of example, if the Corporation engages in Material Financing, the Series C Convertible Preferred Stock will be treated as having been converted immediately prior to the issuance of the securities in the Material Underwriting.

Redemption. At any time on or after the second anniversary of the date of issuance of shares of Series C Preferred Stock to the Holder, the Corporation, in its sole discretion ,may elect, by delivering written notice to the Holder no less than 10 days or more than 20 prior to the redemption date set forth in such notice (the Redemption Date"), to redeem all or any portion of the Series C Preferred Stock held by such Holder at a price per share (the "Redemption Price") equal to 120% of the Stated Value per share being redeemed . The Corporation shall, unless otherwise prevented by law, redeem from such holder on the Redemption Date the number of shares of Series C Preferred Stock identified in such notice of redemption.

Series F Super Voting Preferred Stock

In July 2020, the Company's Board of Directors designated and authorized the issuance of up to 100 shares of the Series F Super Voting Preferred Stock. Each share of Series F Super Voting Preferred Stock has a par value of $0.001 per share and a stated value equal to one cent ($0.01) (the "Stated Value"). No dividends are payable on Series F Super Voting Preferred Stock.

On November 17, 2020, Digerati's Board of Directors approved the issuance of the following shares of Series F Super Voting Preferred Stock to officers:

- Arthur L. Smith - 34 shares of Series F Super Voting Preferred Stock
- Antonio Estrada - 33 shares of Series F Super Voting Preferred Stock
- Craig Clement - 33 shares of Series F Super Voting Preferred Stock

The Company had 100 and 100 shares of the Series F Super Voting Preferred Stock outstanding as of April 30, 2025, and July 31, 2024, respectively.

The terms of our Series F Super Voting Preferred Stock allow for:

Voting Rights. As long as any shares of Series F Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the Holders of a majority of the then outstanding shares of the Series F Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Series F Preferred Stock or alter or amend this Certificate of Designation, (b) amend its certificate of incorporation or other charter documents in any manner that adversely affects any rights of the Holders, (c) increase the number of authorized shares of Series F Preferred Stock, (d) sell or otherwise dispose of any assets of the Corporation not in the ordinary course of business, (e) sell or otherwise effect or undergo any change of control of the corporation, (f) effect a reverse split of its Common Stock, or (g) enter into any agreement with respect to any of the foregoing.

Holder of the Series F Preferred Stock shall be entitled to vote on all matters subject to a vote or written consent of the holders of the Corporation's Common Stock, and on all such matters, the shares of Series F Preferred Stock shall be entitled to that number of votes equal to the number of votes that all issued and outstanding shares of Common Stock and all other securities of the Corporation are entitled to, as of any such date of determination, on a fully diluted basis, plus one million (1,000,000) votes, it being the intention that the Holders of the Series F Preferred Stock shall have effective voting control of the Corporation. The Holders of the Series F Preferred Stock shall vote together with the holders of Common Stock as a single class on all matters requiring approval of the holders of the Corporation's Common Stock and separately on matters not requiring the approval of holders of the Corporation's Common Stock.

Conversion. No conversion rights apply to the Series F Preferred Stock.

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

None

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

None

3) Issuance History

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

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

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

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

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

Shares Outstanding Opening Balance: Date: August 1, 2022 Common: 142,088,039 Preferred: 705,942			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g., new issuance,**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued**	**Were the shares issued**	**Individual/ Entity Shares were issued to.**	**Reason for share issuance (e.g. for cash or**	**Restricted or Unrestricte**	**Exempti on or Registr**

	cancellation, shares returned to treasury)			($/per share) at Issuance	at a discount to market price at the time of issuance? (Yes/No)	***You must disclose the control person(s) for any entities listed.	debt conversion) -OR- Nature of Services Provided	d as of this filing.	ation Type.
Aug. 1, 2022	New	300,000	Common	$0.10	Yes(1)	Tysadco Partners – Stephen Hart(2)	Incentive Shares (7)	Restricted	4(a)(2)
September 12, 2022	New	150,000	Common	$0.13	Yes(1)	Tysadco Partners – Stephen Hart(2)	Kicker Shares (6)	Restricted	4(a)(2)
September 16, 2022	New	300,000	Common	$0.12	Yes(1)	Tysadco Partners – Stephen Hart(2)	Incentive Shares (7)	Restricted	4(a)(2)
September 16, 2022	New	180,000	Common	$0.12	Yes(1)	Tysadco Partners – Stephen Hart(2)	Incentive Shares (7)	Restricted	4(a)(2)
September 16, 2022	New	90,000	Common	$0.12	Yes(1)	Tysadco Partners – Stephen Hart(2)	Incentive Shares (7)	Restricted	4(a)(2)
September 16, 2022	New	90,000	Common	$0.12	Yes(1)	Tysadco Partners – Stephen Hart(2)	Incentive Shares (7)	Restricted	4(a)(2)
September 22, 2022	New	104,648	Common	$0.30	No(3)	William Figueroa	Conversion of Preferred Stock(3)	Restricted	4(a)(2)
September 22, 2022	New	1,078	Common	$0.30	No(3)	William Figueroa	Conversion of Preferred Stock(3)	Restricted	4(a)(2)
September 28, 2022	New	500,000	Common	$0.14	Yes(1)	Platinum Point Capital, LLC – Brian Freifeld(2)	Incentive Shares (7)	Restricted	4(a)(2)
October 3, 2022	New	300,000	Common	$0.15	Yes(1)	Lucas Ventures, LLC	Kicker Shares (6)	Restricted	4(a)(2)

						– Lucas Hoppel[2]			
October 12, 2022	New	96,774	Common	$0.13	Yes[4]	3BRT Investments LP – Chris Wilde[2]	Exercise of outstanding warrant[4]	Restricted	4(a)(2)
October 12, 2022	New	9,676	Common	$0.13	Yes[4]	Tio Newton	Exercise of outstanding warrant[4]	Restricted	4(a)(2)
October 12, 2022	New	4,839	Common	$0.13	Yes[4]	Robert Mitchell	Exercise of outstanding warrant[4]	Restricted	4(a)(2)
October 12, 2022	New	9,677	Common	$0.13	Yes[4]	BBST LLC- Bill Brown[2]	Exercise of outstanding warrant[4]	Restricted	4(a)(2)
October 12, 2022	New	2,329	Common	$0.13	Yes[4]	Kohn Coates	Exercise of outstanding warrant[4]	Restricted	4(a)(2)
October 12, 2022	New	9,677	Common	$0.13	Yes[4]	H M S & B Ltd. Steven H. Hill [2]	Exercise of outstanding warrant[4]	Restricted	4(a)(2)
October 12, 2022	New	22,000	Common	$0.13	Yes[4]	Gary S. Farmer	Exercise of outstanding warrant[4]	Restricted	4(a)(2)
October 12, 2022	New	3,000	Common	$0.13	Yes[4]	Kim Clenney	Exercise of outstanding warrant[4]	Restricted	4(a)(2)
October 12, 2022	New	12,333	Common	$0.13	Yes[4]	Jim Robinson	Exercise of outstanding warrant[4]	Restricted	4(a)(2)
October 21, 2022	New	300,000	Common	$0.12	Yes[1]	LGH Investments LLC – Lucas Hoppel[2]	Incentive Shares [7]	Restricted	4(a)(2)
October 21, 2022	New	300,000	Common	$0.12	Yes[1]	Lucas Ventures LLC – Lucas Hoppel[2]	Incentive Shares [7]	Restricted	4(a)(2)
October 27, 2022	New	200,000	Common	$0.12	Yes[1]	Lucas Ventures LLC – Lucas Hoppel[2]	Kicker Shares [6]	Restricted	4(a)(2)

November 7, 2022	New	1,500,000	Common	$0.05	Yes[(1)]	LGH Investments LLC – Lucas Hoppel[(2)]	Debt Conversion[(1)]	Restricted	4(a)(2)
November 23, 2022	New	2,100,000	Common	$0.11	Yes[(1)]	Mast Hill Fund L.P. – Patrick Hassani[(2)]	Kicker Shares [(6)]	Restricted	4(a)(2)
December 7, 2022	New	320,192	Common	$0.30	No[(3)]	Christopher Cirri	Conversion of Preferred Stock[(3)]	Restricted	4(a)(2)
December 12, 2022	New	148,295	Common	$0.10	Yes[(1)]	ClearThink Capital Partners – Stephen Hart[(2)]	Kicker Shares [(6)]	Restricted	4(a)(2)
December 21, 2022	New	221,909	Common	$0.09	Yes[(1)]	FirstFire Global Opportunities – Eli Fireman[(2)]	Kicker Shares [(6)]	Restricted	4(a)(2)
December 22, 2022	New	236,703	Common	$0.10	Yes[(1)]	Jefferson Street Capital LLC – Brian Goldberg[(2)]	Kicker Shares [(6)]	Restricted	4(a)(2)
December 23, 2022	New	150,000	Common	$0.09	Yes[(1)]	Lucas Ventures LLC – Lucas Hoppel[(2)]	Incentive Shares [(7)]	Restricted	4(a)(2)
December 23, 2022	New	250,000	Common	$0.09	Yes[(1)]	LGH Investments LLC – Lucas Hoppel[(2)]	Incentive Shares [(7)]	Restricted	4(a)(2)
January 13, 2023	New	138,000	Common	$0.10	Yes[(1)]	LGH Investments LLC – Lucas Hoppel[(2)]	Kicker Shares [(6)]	Restricted	4(a)(2)
January 24, 2023	New	660,000	Common	$0.10	Yes[(1)]	Graham A. Gardner	Kicker Shares [(6)]	Restricted	4(a)(2)
January 24, 2023	New	660,000	Common	$0.10	Yes[(1)]	Blue Ocean Investments, LLC – Jerry Ou[(2)]	Kicker Shares [(6)]	Restricted	4(a)(2)
January 30, 2023	New	429,132	Common	$0.30	No[(3)]	Tysadco Partners – Stephen Hart[(2)]	Conversion of Preferred Stock[(3)]	Restricted	4(a)(2)

January 30, 2023	New	600,000	Common	$0.09	Yes(1)	Lucas Ventures LLC – Lucas Hoppel(2)	Incentive Shares (7)	Restricted	4(a)(2)
February 1, 2023	New	300,000	Common	$0.90	Yes(1)	Tysadco Partners – Stephen Hart(2)	Incentive Shares (7)	Restricted	4(a)(2)
February 28, 2023	New	100,000	Common	$0.08	Yes(1)	Tysadco Partners – Stephen Hart(2)	Incentive Shares (7)	Restricted	4(a)(2)
March 7, 2023	New	300,000	Common	$0.07	Yes(1)	LGH Investments LLC – Lucas Hoppel(2)	Kicker Shares (6)	Restricted	4(a)(2)
March 17, 2023	New	241,500	Common	$0.07	Yes(1)	Mast Hill Fund L.P. – Patrick Hassani(2)	Kicker Shares (6)	Restricted	4(a)(2)
March 29, 2023	New	100,000	Common	$0.08	Yes(1)	Tysadco Partners – Stephen Hart(2)	Incentive Shares (7)	Restricted	4(a)(2)
March 30, 2023	New	150,000	Common	$0.08	Yes(1)	Lucas Ventures LLC – Lucas Hoppel(2)	Incentive Shares (7)	Restricted	4(a)(2)
March 30, 2023	New	250,000	Common	$0.08	Yes(1)	LGH Investments LLC – Lucas Hoppel(2)	Incentive Shares (7)	Restricted	4(a)(2)
March 30, 2023	New	500,000	Common	$0.08	Yes(1)	3BRT Investments LP – Chris Wilde(2)	Incentive Shares (7)	Restricted	4(a)(2)
April 14, 2023	New	300,000	Common	$0.08	Yes(1)	Tysadco Partners – Stephen Hart(2)	Incentive Shares (7)	Restricted	4(a)(2)
April 14, 2023	New	358,000	Common	$0.08	Yes(1)	MGR Limited Partnership – John Gaines(2)	Kicker Shares (6)	Restricted	4(a)(2)
April 18, 2023	New	1,500,000	Common	$0.09	Yes(1)	LGH Investments LLC – Lucas Hoppel(2)	Debt Conversion(1)	Restricted	4(a)(2)

April 25, 2023	New	300,000	Common	$0.07	Yes(1)	Lucas Ventures LLC – Lucas Hoppel(2)	Incentive Shares (7)	Restricted	4(a)(2)
April 26, 2023	New	20,551	Common	$0.07	No(5)	Arthur L. Smith – an officer of the Company	Incentive compensation for services rendered(5)	Restricted	4(a)(2)
April 29, 2023	New	180,000	Common	$0.07	Yes(1)	Tysadco Partners – Stephen Hart(2)	Incentive Shares (7)	Restricted	4(a)(2)
April 30, 2023	New	550,000	Common	$0.07	No(5)	Arthur L. Smith – an officer of the Company	Incentive compensation for services rendered(5)	Restricted	4(a)(2)
April 30, 2023	New	350,000	Common	$0.07	No(5)	Antonio Estrada – an officer of the Company	Incentive compensation for services rendered(5)	Restricted	4(a)(2)
April 30, 2023	New	450,000	Common	$0.07	No(5)	Craig K. Clement – an officer of the Company	Incentive compensation for services rendered(5)	Restricted	4(a)(2)
May 9, 2023	New	300,000	Common	$0.09	Yes(1)	Lucas Ventures LLC – Lucas Hoppel(2)	Kicker Shares (6)	Restricted	4(a)(2)
May 10, 2023	New	1,180,000	Common	$0.09	No(4)	Felipe Lahrsen	Exercise of outstanding option(4)	Restricted	4(a)(2)
May 19, 2023	New	83,333	Common	$0.30	No(3)	James Ian Maloy	Conversion of Preferred Stock(3)	Restricted	4(a)(2)
May 30, 2023	New	300,000	Common	$0.09	Yes(1)	Lucas Ventures LLC – Lucas Hoppel(2)	Incentive Shares (7)	Restricted	4(a)(2)
May 30, 2023	New	300,000	Common	$0.09	Yes(1)	LGH Investments LLC – Lucas Hoppel(2)	Incentive Shares (7)	Restricted	4(a)(2)
June 1, 2023	New	165,000	Common	$0.09	Yes(1)	Graham A. Gardner	Incentive Shares (7)	Restricted	4(a)(2)
June 1, 2023	New	165,000	Common	$0.09	Yes(1)	Blue Ocean Investments,	Incentive Shares (7)	Restricted	4(a)(2)

						LLC – Jerry Ou(2)			
September 6, 2023	New	495,000	Common	$0.04	Yes(1)	Graham A. Gardner	Incentive Shares (7)	Restricted	4(a)(2)
September 6, 2023	New	495,000	Common	$0.04	Yes(1)	Blue Ocean Investments, LLC – Jerry Ou(2)	Incentive Shares (7)	Restricted	4(a)(2)
November 11, 2023	New	1,255,230	Common	$0.04	Yes(1)	Tysadco Partners – Stephen Hart(2)	Debt Conversion(1)	Restricted	4(a)(2)
December 11, 2023	New	523,437	Common	$0.06	Yes(1)	Jefferson Street Capital LLC – Brian Goldberg(2)	Debt Conversion(1)	Restricted	4(a)(2)
December 31, 2023	New	6,825,123	Common	$0.06	Yes(1)	Mast Hill Fund L.P. – Patrick Hassani(2)	Incentive Shares (7)	Restricted	4(a)(2)
December 31, 2023	New	689,972	Common	$0.06	Yes(1)	Jefferson Street Capital LLC – Brian Goldberg(2)	Incentive Shares (7)	Restricted	4(a)(2)
January 2, 2024	New	535,000	Common	$0.05	Yes(1)	Jefferson Street Capital LLC – Brian Goldberg(2)	Debt Conversion(1)	Restricted	4(a)(2)
January 16, 2024	New	2,500,000	Common	$0.05	Yes(1)	Tysadco Partners – Stephen Hart(2)	Debt Conversion(1)	Restricted	4(a)(2)
January 25, 2024	New	646,849	Common	$0.06	Yes(1)	FirstFire Global Opportunities – Eli Fireman(2)	Incentive Shares (7)	Restricted	4(a)(2)
March 22, 2024	New	432,269	Common	$0.05	Yes(1)	ClearThink Capital Partners – Stephen Hart(2)	Incentive Shares (7)	Restricted	4(a)(2)
March 27, 2024	New	1,457,465	Common	$0.05	Yes(1)	3BRT Investments LP – Chris Wilde(2)	Incentive Shares (7)	Restricted	4(a)(2)

April 11, 2024	New	2,500,000	Common	$0.05	Yes(1)	Tysadco Partners – Stephen Hart(2)	Debt Conversion(1)	Restricted	4(a)(2)
April 29, 2024	New	447,404	Common	$0.05	Yes(1)	Mast Hill Fund L.P. – Patrick Hassani(2)	Debt Conversion(1)	Restricted	4(a)(2)
May 21, 2024	New	500,000	Common	$0.05	Yes(1)	Mast Hill Fund L.P. – Patrick Hassani(2)	Debt Conversion(1)	Restricted	4(a)(2)
July 1, 2024	New	2,500,000	Common	$0.05	Yes(1)	Tysadco Partners – Stephen Hart(2)	Debt Conversion(1)	Restricted	4(a)(2)
July 25, 2024	New	1,200,000	Common	$0.05	Yes(1)	Tysadco Partners – Stephen Hart(2)	Debt Conversion(1)	Restricted	4(a)(2)
August 13, 2024	New	500,000	Common	$0.05	Yes(1)	Mast Hill Fund L.P. – Patrick Hassani(2)	Debt Conversion(1)	Restricted	4(a)(2)
October 1, 2024	New	2,500,000	Common	$0.05	Yes(1)	Tysadco Partners – Stephen Hart(2)	Debt Conversion(1)	Restricted	4(a)(2)
October 10, 2024	New	500,000	Common	$0.05	Yes(1)	Mast Hill Fund L.P. – Patrick Hassani(2)	Debt Conversion(1)	Restricted	4(a)(2)
December 2, 2024	New	500,000	Common	$0.05	Yes(1)	Mast Hill Fund L.P. – Patrick Hassani(2)	Debt Conversion(1)	Restricted	4(a)(2)
January 31, 2025	New	1,000,000	Common	$0.05	Yes(1)	Mast Hill Fund L.P. – Patrick Hassani(2)	Debt Conversion(1)	Restricted	4(a)(2)
Shares Outstanding on Date of This Report: Ending Balance: Date: June 30, 2025 Common: 191,434,434 Preferred: 480,942									

Example: A company with a fiscal year end of December 31, 2023, 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, 2022 through December 31, 2023 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) Arms-length negotiation of convertible debt instrument that provided for the conversion price being at a discount to the market price upon conversion date of between 5% - 20%.
(2) The control person of the investor that has voting and investment power over the shares.
(3) Issued upon conversion of outstanding Series A Preferred Stock pursuant to terms that were negotiated upon the issuance of the preferred stock, which preferred stock was purchased for cash.
(4) Exercise of outstanding option/warrant for the purchase of common stock for cash at a pre-negotiated purchase price, determined upon the issuance of the option/warrant, which purchase price was a discount to the market price upon issuance of the derivative security of between 5% - 20%.
(5) Incentive compensation shares issued for services rendered valued at the then market price upon issuance.
(6) These shares were issued as "kicker shares, valued at the then market price upon issuance, as additional consideration for the issuance of the convertible note.
(7) These shares were issued as "incentive shares", valued at the then market price upon issuance, as additional consideration to induce the extension of the maturity date of an outstanding convertible note.

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	**Outstanding Balance ($)**	**Principal Amount at Issuance ($)**	**Interest Accrued ($)**	**Maturity Date**	**Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)**	**Name of Noteholder.** *** **You must disclose the control person(s) for any entities listed.**	**Reason for Issuance (e.g. Loan, Services, etc.)**
10/22/2018	50,000.00	50,000.00	26,104	5/31/2025	(1)	Texas Ventures Mgmt, LLC	Working Capital
10/13/2020	178,448.00	330,000.00	61,908	5/31/2025	(1)	Platinum Point Capital LLC., Attn: Brian Freifeld	Working Capital
1/27/2021	11,250.00	250,000.00	1,198	5/31/2025	(1)	Tysadco Partners, LLC., Attn: Stephen Hart	Working Capital
4/14/2021	261,250	250,000.00	106,897	5/31/2025	(1)	Tysadco Partners, LLC., Attn: Stephen Hart	Working Capital
8/31/2021	111,240.00	75,000.00	28,617	5/31/2025	(1)	Tysadco Partners, LLC., Attn: Stephen Hart	Working Capital
9/29/2021	111,240.00	75,000.00	28,020	5/31/2025	(1)	Tysadco Partners, LLC., Attn: Stephen Hart	Working Capital
10/22/2021	216,300.00	150,000.00	54,056	5/31/2025	(1)	Tysadco Partners, LLC., Attn: Stephen Hart	Working Capital
1/21/2022	329,600.00	230,000.00	77,334	5/31/2025	(1)	LGH Investments, LLC, Attn: Lucas Hoppel	Working Capital
1/21/2022	329,600.00	230,000.00	77,334	5/31/2025	(1)	Lucas Ventures, LLC., Attn Lucas Hoppel	Working Capital
7/27/2022	200,850.00	165,000.00	41,916	5/31/2025	(1)	Lucas Ventures, LLC., Attn Lucas Hoppel	Working Capital

9/12/2022	77,250.00	75,000.00	16,037	5/31/2025	(1)	Tysadco Partners, LLC., Attn: Stephen Hart	Working Capital
10/3/2022	169,950.00	165,000.00	34,522	5/31/2025	(1)	Lucas Ventures, LLC., Attn Lucas Hoppel	Working Capital
10/27/2022	39,655.00	38,500.00	7,853	5/31/2025	(1)	LGH Investments, LLC, Attn: Lucas Hoppel	Working Capital
10/27/2022	73,645.00	71,500.00	14,583	5/31/2025	(1)	Lucas Ventures, LLC., Attn Lucas Hoppel	Working Capital
10/31/2022	360,500.00	350,000.00	88,850	5/31/2025	(1)	3BRT Investments, LP., Attn: Chris Wilde	Working Capital
11/22/2022	1,673,592.00	1,670,000.00	390,626	5/31/2025	(1)	Mast Hill Fund, L.P., Attn: Patrick Hassani	Working Capital
12/12/2022	123,489.00	117,647.00	28,994	5/31/2025	(1)	ClearThink Capital Partners, LLC., Attn: Jeffrey Hart	Working Capital
12/20/2022	192,065.00	176,471.00	44,451	5/31/2025	(1)	FirstFire Global Opportunities Fund, LLC., Attn: Eli Fireman	Working Capital
12/22/2022	157,745.00	188,235.00	36,611	5/31/2025	(1)	Jefferson Street Capital, LLC., Attn: Brian Goldberg	Working Capital
1/13/2023	113,300.00	110,000.00	25,694	5/31/2025	(1)	LGH Investments, LLC, Attn: Lucas Hoppel	Working Capital
1/24/2023	679,800.00	660,000.00	152,388	5/31/2025	(1)	Blue Ocean Investments, Inc., Attn: Jerry Ou	Working Capital
1/24/2023	679,800.00	660,000.00	152,176	5/31/2025	(1)	Graham A. Gardner	Working Capital
3/7/2023	113,300.00	110,000.00	24,097	5/31/2025	(1)	LGH Investments, LLC, Attn: Lucas Hoppel	Working Capital
3/17/2023	195,592.00	192,000.00	20,914	5/31/2025	(1)	Mast Hill Fund, L.P., Attn: Patrick Hassani	Working Capital
4/14/2023	283,250.00	275,000.00	57,379	5/31/2025	(1)	MGR Limited Partnership, Attn: John Gaines	Working Capital
5/9/2023	56,650.00	55,000.00	8,923	5/31/2025	(1)	Lucas Ventures, LLC., Attn Lucas Hoppel	Working Capital
7/27/2020	390,000.00	275,000.00	114,603	5/31/2025	(1)	LGH Investments, LLC, Attn: Lucas Hoppel	Working Capital
1/31/2021	149,872.00	80,235.00	41,347	5/31/2025	(1)	Platinum Point Capital LLC., Attn: Brian Freifeld	Working Capital
4/15/2021	233,000.00	113,000.00	61,811	5/31/2025	(1)	Lucas Ventures, LLC., Attn Lucas Hoppel	Working Capital
10/10/2022	338,750.00	275,000.00	63,765	5/31/2025	(1)	Platinum Point Capital LLC., Attn: Brian Freifeld	Working Capital

******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) Arms-length negotiation of convertible debt instrument that provided for the conversion price being at a 5% - 20% discount to the market price at issuance.

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")

Digerati Technologies, Inc., through its subsidiaries, operates as a single business unit under Verve Cloud, Inc. in Texas, Florida and California. We provide cloud services specializing in Unified Communications as a Service ("UCaaS") and broadband connectivity solutions for the business market.

We provide enterprise-class, carrier-grade services to the small-to-medium-sized business ("SMB") at cost-effective monthly rates. Our UCaaS or cloud communication services include fully hosted Internet Protocol ("IP")/private branch exchange ("PBX"), video conferencing, mobile applications, Voice over Internet Protocol ("VoIP") transport, Session Initiation Protocol ("SIP") trunking, and customized VoIP services all delivered Only in the Cloud™. Our broadband connectivity solutions for the delivery of digital oxygen are designed for reliability, business continuity and to optimize bandwidth for businesses using the Company's cloud communication services and other cloud-based applications.

As a provider of cloud communications solutions to the SMB, we are seeking to capitalize on the migration by businesses from the legacy telephone network to the IP telecommunication network and the migration from hardware-based on-premise telephone systems to software-based communication systems in the cloud. Most SMBs are lagging in technical capabilities and advancement and seldom reach the economies of scale that their larger counterparts enjoy, due to their achievement of a critical mass and ability to deploy a single solution to a large number of workers. SMBs are typically unable to afford comprehensive enterprise solutions and, therefore, need to integrate a combination of business solutions to meet their needs. Cloud computing has revolutionized the industry and opened the door for businesses of all sizes to gain access to enterprise applications with affordable pricing.

The adoption of cloud communication services is being driven by the convergence of several market trends, including the increasing costs of maintaining installed legacy communications systems, the fragmentation resulting from use of multiple on-premise systems, and the proliferation of personal smartphones used in the workplace. Today, businesses are increasingly looking for an affordable path to modernizing their communications system to improve productivity, business performance and customer experience. Modernization has also led to businesses adopting other cloud-based business applications, including customer relationship management ("CRM"), payroll, and accounting software, placing an even more important emphasis on reliable Internet connectivity.

Our cloud solutions offer the SMB reliable, robust, and full-featured services at affordable monthly rates that eliminate high-cost capital expenditures and provides for integration with other cloud-based systems. By providing a variety of comprehensive and scalable solutions, we can cater to businesses of different sizes on a monthly subscription basis, regardless of the stage of development for the business.

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

Verve Cloud, Inc. – A Nevada Corporation
Verve Cloud, Inc. – A Texas Corporation
NextLevel Internet, Inc. – A California Corporation
T3 Communications Inc. – A Florida Corporation
Nexogy, Inc. – A Florida Corporation

C. Describe the issuers' principal products or services.

Our product line includes a portfolio of Internet-based telephony products and services delivered through our cloud application platform and session-based communication network and network services including Internet broadband, fiber, mobile broadband, and cloud Wide Area Network ("WAN") or Software-defined Wide Area Network ("SD WAN") solutions.

Our UCaaS or cloud communication services include fully hosted Internet Protocol ("IP")/private branch exchange ("PBX"), video conferencing, mobile applications, Voice over Internet Protocol ("VoIP") transport, Session Initiation Protocol ("SIP") trunking, and customized VoIP services all delivered Only in the Cloud™. Our broadband connectivity solutions for the delivery of digital oxygen are designed for reliability, business continuity and to optimize bandwidth for businesses using the Company's cloud communication services and other cloud-based applications.

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.

We maintain leased properties that have a remaining lease term of one to sixty months as of April 30, 2025. At the option of the Company, it can elect to extend the term of the leases. See table below:

Location	Annual Rent	Lease Expiration Date	Business Use	Approx. Sq. Ft.
8023 Vantage Dr., Suite 660, San Antonio, Texas 78230	$49,136	Sep-27	Office space	2,843
10967 Via Frontera, San Diego, CA 92127	$369,229	Mar-26	Office space	18,541
9701 S. John Young Parkway, Orlando, FL 32819	$25,440	May-26	Network facilities	540
8333 NW 53rd St, Doral, FL 33166	$14,021	Jul-25	Wireless internet network	100
9517 Fontainebleau Blvd., Miami, FL 33172	$11,907	Aug-24	Wireless internet network	100

In February 2022, as part of the acquisition of NextLevel Internet, Inc., the Company secured an office lease, with a monthly base lease payment of $30,222. The lease expires in March 2026. At the option of the Company, the lease can be extended for two additional five-year terms, with a base rent at the prevailing market rate at the time of the renewal. The Company is not reasonably certain that it will exercise the renewal option.

In December 2021, as part of the acquisition of Skynet Telecom, Inc., the Company assumed an office lease in San Antonio, Texas. In May 2022, the lease was extended until September 2027, and at the option of the Company, the lease can be extended for a period of five years, with a base rent at the prevailing market rate at the time of the renewal. The Company accounted for the extension as a lease modification.

Effective December 31, 2023, the Company vacated its office located in Ft. Myers, Florida. As consideration, the Company agreed to pay the landlord $75,000 divided in three $25,000 installments due within 90 days.

Effective December 31, 2023, the Company vacated its office located in Coral Gables, Florida. The Company signed a Consent to Assignment and Assumption of Lease with LD Telecommunications, Inc. ("LDT"). As a consideration, the Company agreed to assign its security deposit of $12,000 to LDT.

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 the 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.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Arthur L. Smith	Owner of 5%	San Antonio, Texas	11,474,355 28,928 34	Common Stock Series C Preferred Stock Series F Preferred Stock	6.10%(1) 52%(2) 34%(3)	N/A
Antonio Estrada, Jr.	Chief Financial Officer	San Antonio, Texas	10,087,936 19,399 33	Common Stock Series C Preferred Stock Series F Preferred Stock	5.36%(1) 35%(2) 33%(3)	N/A
Craig K. Clement	Executive Chairman and Director	San Antonio, Texas	9,826,444 7,073 33	Common Stock Series C Preferred Stock	5.22%(1) 13%(2) 33%(3)	N/A

				Series F Preferred Stock		
Maxwell Polinsky	Director	Winnipeg, Manitoba, Canada	81,594	Common Stock	0.04%[(1)]	N/A
Post Road Special Opportunity Fund II LP, Attn: Michael Bogdan and Kevin C. Smith (the "Managing Partners")	Owner of 5%	2 LANDMARK SQUARE, SUITE 207. STAMFORD CT 06901	47,285,126	Warrants	-.[(4)]	Michael Bogdan and Kevin C. Smith
Post Road Special Opportunity Fund II Offshore LP, Attn:Michael Bogdan and Kevin C. Smith (the "Managing Partners")	Owner of 5%	2 LANDMARK SQUARE, SUITE 207. STAMFORD CT 06901	15,193,018	Warrants	- [(4)]	Michael Bogdan and Kevin C. Smith

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.

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

(1) Based on 191,434,434 shares of Common Stock outstanding as of April 30, 2025.

(2) Series C Convertible Preferred Stock – Please refer to Section 2 - Security Information for a securiity description of the Series C Convertible Preferred Stock.

(3) Series F Super Voting Preferred Stock – Please refer to Section 2 – Security Information for a security description of the Series F Super Voting Preferred Stock.

(4) Represents twenty-five percent (25%) of the Company's shares outstanding, including the shares issuable to Post Road Special Opportunity Fund II LP (the "PRG Fund") and Post Road Special Opportunity Fund II Offshore LP (the "PRF Offshore Fund") pursuant to the exercise of the warrant first issued to the PRG Fund on November 17, 2020. The 107,701,179 warrant shares that PRG Fund reported it owned in the Schedule 13D it filed on November 27, 2020 (as amended on March 17, 2021 to reflect a transfer of 24.32% of the warrant to the PRF Offshore Fund as a result of which a new warrant was issued (the "New Warrant") for the other 75.68% of the original warrant and as amended on July 13, 2021 to reflect a transfer of 13.19% of the New Warrant to the PRF Offshore Fund. The PRG Fund owns a warrant for 65.7% of the original amount and the PRF Offshore Fund owns a warrant for 34.3% of the original amount) represents twenty-five percent (25%) of the total shares of Common Stock, calculated on a fully diluted basis, which assumes future share issuances that are not certain or not yet contractually obligated to be issued. In addition, twenty-five percent (25%) of the 107,701,179 warrant shares are not yet vested and subject to forfeiture if the Company achieves certain performance targets which, if achieved, would result in the warrant being exercisable into twenty percent (20%) of the Common Stock, calculated on a fully-diluted basis as described above. If the minority stockholders of T3 Nevada convert their T3 Nevada shares into shares of the Common Stock, the number of shares into which the warrant may be exercised would also be decreased such that, if the Company also achieves certain performance targets, the warrant would be exercisable into fifteen percent (15%) of the Common Stock, calculated on a fully-diluted basis as described above. T3 Nevada's minority stockholders have an obligation to (and

may not otherwise) convert their T3 Nevada shares into shares of the Common Stock upon being asked to do so by the Company at any time after our Common Stock has a current market price of $1.50 or more per share for 20 consecutive trading days.

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, <u>in the past 10 years</u>:

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);

<u>None</u>

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;

<u>None</u>

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;

<u>None</u>

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

<u>None</u>

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.

<u>None</u>

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.

<u>None</u>

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 underline the proceeding, and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

<u>None</u>

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 (must include Counsel preparing Attorney Letters).

Name:	Thomas C. Pritchard
Address 1:	800 Bering Dr. Suite 201
Address 2:	Houston, Texas 77057
Phone:	(713) 209-2911
Email:	tpritchard@bplaw.com

Name:	Smith Eilers, PLLC, Mallory Meredith, Esq.
Address 1:	149 S. Lexington Ave.
Address 2:	Asheville, NC 28801
Phone:	(561) 484-7172
Email:	mallory@smitheilers.com

Accountant or Auditor

Name:	Leah Gonzales
Firm:	MaloneBaiey, LLP
Address 1:	10350 Richmond Ave, Suite 405
Address 2:	Houston, Texas 77042
Phone:	(713) 343-4235
Email:	lgonzalez@malone-bailey.com

Investor Relations

Name:	Brian Loper
Firm:	Clearthink
Phone:	(602) 785-4120
Email:	bloper@clearthink.capital

All other means of Investor Communication:

X (Twitter):	@Digerati_IR
LinkedIn	Digerati Technologies, Inc.
Facebook:	Digerati Technologies, inc.

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: Antonio Estrada
Title: CFO
Relationship to Issuer: Chief Financial Officer

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

☐ IFRS
X U.S. GAAP

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

Name: Natasha Tucker
Title: Corporate Controller
Relationship to Issuer: Senior Level Employee
Describe the qualifications of the person or persons who prepared the financial statements:[5]
Certified Public Accountant with a Bachelor of Science in Business Administration and Master of Science in Accounting and over 14 years of accounting experience with public and private 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.

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Craig K. Clement, certify that:

1. I have reviewed this Disclosure Statement for Digerati Technologies, 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.

Date: June 30, 2025

Title: Executive Chairman and Director

Signature: /s/ Craig K. Clement

Principal Financial Officer:

I, Antonio Estrada Jr., certify that:

1. I have reviewed this Disclosure Statement for Digerati Technologies, 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.

Date: June 30, 2025

Title: CFO

Signature: /s/ Antonio Estrada Jr.

DIGERATI TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, unaudited)

	April 30, 2025	July 31, 2024
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 582	$ 489
Accounts receivable, net	1,369	943
Prepaid and other current assets	1,831	2,286
Total current assets	3,783	3,719
LONG-TERM ASSETS:		
Intangible assets, net	8,410	10,051
Goodwill	19,380	19,380
Property and equipment, net	454	450
Other assets	4	632
Right-of-Use assets - operating	1,959	850
Right-of-Use assets - financing	1,518	1,476
Total assets	$ 35,507	$ 36,558
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Accounts payable	$ 1,974	$ 3,408
Accrued liabilities	12,980	12,702
Convertible note payable, current, net of discount	7,875	7,827
Note payable, current, related party, current, net of discount	519	513
Note payable, current, net of discount	52,601	50,370
Acquisition payable, net of discount	1,030	1,030
Deferred income	260	249
Derivative liability	2,148	2,148
Finance lease liability, current	917	-
Operating lease liability, current	529	1,177
Other current liabilities	960	-
Total current liabilities	81,793	79,425
LONG-TERM LIABILITIES:		
Finance lease liability, net of current portion	694	-
Operating lease liability, net of current portion	1,408	1,127
Customer Deposits	740	786
Total long-term liabilities	2,842	1,913
Total liabilities	84,635	81,338
STOCKHOLDERS' DEFICIT:		
Preferred stock, $0.001, 50,000,000 shares authorized		
Convertible Series A Preferred stock, $0.001, 1,500,000 shares designated, 0 issued and outstanding, respectively	-	-
Convertible Series B Preferred stock, $0.001, 1,000,000 shares designated, 425,442 and 425,442 issued and outstanding, respectively	-	-
Convertible Series C Preferred stock, $0.001, 1,000,000 shares designated, 55,400 and 55,400 issued and outstanding, respectively	-	-
Series F Super Voting Preferred stock, $0.001, 100 shares designated, 100 and 100 issued and outstanding, respectively	-	-
Common stock, $0.001, 500,000,000 shares authorized, 191,434,434 and 183,934,434 issued and outstanding (122,000,000 and 109,000,000, respectively, reserved in Treasury)	191	184
Additional paid in capital	95,418	95,051
Accumulated deficit	(138,310)	(134,324)
Other comprehensive income	1	1
Total Digerati's stockholders' deficit	(42,699)	(39,088)
Noncontrolling interest	(6,429)	(5,692)
Total stockholders' deficit	(49,128)	(44,780)
Total liabilities and stockholders' deficit	$ 35,507	$ 36,558

DIGERATI TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts, unaudited)

	Three Months Ended April 30, 2025	Three Months Ended April 30, 2024	Nine Months Ended April 30, 2025	Nine Months Ended April 30, 2024
OPERATING REVENUES:				
Cloud software and service revenue	$ 7,508	$ 7,430	$ 22,627	$ 22,649
Total operating revenues	7,508	7,430	22,627	22,649
OPERATING EXPENSES:				
Cost of services (exclusive of depreciation and amortization)	3,164	2,912	8,713	8,123
Selling, general and administrative expense	3,942	4,067	12,102	12,431
Legal and professional fees	371	621	575	2,784
Bad debt expense	111	93	196	208
Depreciation and amortization expense	834	908	2,835	2,720
Total operating expenses	8,422	8,601	24,421	26,266
OPERATING LOSS	(914)	(1,171)	(1,793)	(3,617)
OTHER INCOME (EXPENSE):				
Gain (Loss) on derivative instruments	-	(467)	-	(1,048)
Gain (loss) on extinguishment of debt	(2)	(816)	(16)	(915)
Other income (expense)	4,519	88	5,339	37
Interest expense, net of interest income	(2,119)	(2,920)	(8,252)	(8,184)
Income tax expense	-	(46)	-	(109)
Total other income (expense)	2,398	(4,161)	(2,929)	(10,219)
NET INCOME (LOSS) INCLUDING NONCONTROLLING INTEREST	1,484	(5,332)	(4,723)	(13,836)
Less: Net loss (income) attributable to the noncontrolling interests	(341)	803	737	1,666
NET INCOME (LOSS) ATTRIBUTABLE TO DIGERATI'S SHAREHOLDERS	1,143	(4,529)	(3,986)	(12,170)
Deemed dividend on Series A Convertible preferred stock	-		-	
NET INCOME (LOSS) ATTRIBUTABLE TO DIGERATI'S COMMON SHAREHOLDERS	$ 1,143	$ (4,529)	$ (3,986)	$ (12,170)
LOSS PER COMMON SHARE - BASIC & DILUTED	$ 0.01	$ (0.03)	$ (0.02)	$ (0.07)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING - BASIC & DILUTED	191,434,434	176,182,237	191,434,434	167,357,959

DIGERATI TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands, unaudited)

	Nine Months Ended April 30, 2025	Nine Months Ended April 30, 2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ 1,484	$ (13,836)
Adjustments to reconcile net loss to cash used in operating activities:		
Depreciation and amortization expense	834	2,720
Stock compensation and warrant expenses	-	16
Bad debt expense	111	208
Non-cash lease expenses		
Amortization of Right-of-Use Assets	-	406
Amortization of debt discount	215	1,756
Loss on conversion of warrants	24	144
(Gain) loss on derivative liabilities	-	1,048
(Gain) loss on extinguishment of debt	-	771
Common stock issued for debt extension charged to interest expense	-	42
Changes in operating assets and liabilities:		
Accounts receivable	31	(727)
Prepaid expenses and other current assets	112	(246)
Other assets	698	(97)
Right of use	(1,287)	(437)
Accounts payable	(1,433)	807
Accrued expenses	277	6,171
Deferred income	(11)	(54)
Net cash used in operating activities	1,055	(1,308)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Cash paid for acquisition of equipment	(297)	(225)
Net cash used in investing activities	(297)	(225)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings from debt, net of original issuance cost and discounts	-	2,000
Principal payment on equipment financing	(665)	(422)
Net cash provided by financing activities	(665)	1,578
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	93	45
CASH AND CASH EQUIVALENTS, beginning of period	489	924
CASH AND CASH EQUIVALENTS, end of period	$ 582	$ 969

DIGERATI TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
FOR THE NINE MONTHS ENDED APRIL 30, 2025
(In thousands, except for share amounts, unaudited)

	Equity Digerati's Shareholders																
	Preferred										Additional	Subscription		Other			
	Convertible								Common		Paid-in		Accumulated	Comprehensive	Stockholders	Noncontrolling	
	Series A Shares	Par	Series B Shares	Par	Series C Shares	Par	Series F Shares	Par	Shares	Par	Capital	Receivable	Deficit	Income	Equity	Interest	Totals
BALANCE, July 31, 2024	-	-	425,442	-	55,400	-	100	-	183,934,434	$184	$ 95,051	$ -	$ (134,324)	$ 1	$ (39,088)	$ (5,692)	$ (44,780)
Common stock issued for debt conversion and settlement	-	-	-	-	-	-	-	-	7,500,000	7	367	-	-	-	375	-	375
Net loss	-	-	-	-	-	-	-	-	-	-	-	-	(3,986)	-	(3,986)	(737)	(4,723)
BALANCE, April 30, 2025	-	-	425,442	-	55,400	-	100	-	191,434,434	$191	$ 95,418	$ -	$ (138,310)	$ 1	$ (42,699)	$ (6,429)	$ (49,128)

DIGERATI TECHNOLOGIES, INC.
AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED APRIL 30, 2025
(UNAUDITED)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business.

Unless otherwise indicated or the context otherwise requires, references in this subsection to "we," "us," "our," "the Company," and other similar terms refer to Digerati and its subsidiaries.

Digerati Technologies, Inc., a Nevada corporation, through its operating subsidiary, Verve Cloud, Inc., with locations in Texas, Florida, and California, provides cloud services specializing in Unified Communications as a Service ("UCaaS") and broadband connectivity solutions for the business market. Digerati's product line includes a portfolio of Internet-based telephony products and services delivered through its cloud application platform and session-based communication network and network services including Internet broadband, fiber, mobile broadband, and cloud Wide Area Network ("WAN") or Software-defined Wide Area Network ("SD WAN") solutions.

Digerati formerly had four (4) operating subsidiaries: (i) Verve Cloud, Inc., a Texas entity (this entity was formerly known as Shift8 Networks, Inc.); (ii) T3 Communications, Inc., a Florida entity; (iii) Nexogy, Inc., a Florida entity; and (iv) NextLevel Internet, Inc., a California entity. Each of these entities was a subsidiary of Verve Cloud, Inc., a Nevada entity (formerly known as T3 Communications, Inc.) which was formed on March 27, 2023. Effective June 1, 2023, each of our operating subsidiaries were consolidated as one single entity reporting as Verve Cloud, Inc.

Digerati provides enterprise-class, carrier-grade services to the small-to-medium-sized business ("SMB") at cost-effective monthly rates. Digerati's UCaaS or cloud communication services include fully hosted Internet Protocol ("IP")/private branch exchange ("PBX"), video conferencing, mobile applications, Voice over Internet Protocol ("VoIP") transport, Session Initiation Protocol ("SIP") trunking, and customized VoIP services all delivered Only in the Cloud™.

Principles of Consolidation.

The consolidated unaudited financial statements include the accounts of Digerati, and its subsidiaries, which are majority owned by Digerati in accordance with ASC 810-10-05, *Consolidation*. All significant inter-company transactions and balances have been eliminated.

Basis of presentation and consolidation

The accompanying unaudited consolidated financial statements of Digerati Technologies, Inc. have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the United States Securities and Exchange Commission. In the opinion of management, these financial statements contain all adjustments, consisting of normal recurring adjustments necessary for a fair presentation of financial position and the results of operations for the periods presented.

Cost Method Investment.

On June 14, 2019, the Company, entered into a Stock Purchase Agreement (the "Agreement") to acquire a 12% minority interest in Itellum Comunicacions Costa Rica, S.R.L. The Company paid $100,000 in cash, issued 500,000 shares of common stock with a market value of $85,000.

On May 15, 2024, the Company entered a Stock Repurchase Agreement, in which it agreed to sell the 12% minority interest in Itellum Comunicacions Costa Rica, S.R.L, the total purchase price was $185,000, paid at closing. The Company incurred $400 of legal and escrow fees.

Use of Estimates.

In preparing financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenue and expenses in the statement of operations. Actual results could differ from those estimates.

Beneficial conversion features.

The Company evaluates the conversion feature for whether it was beneficial as described in ASC 470-30. The intrinsic value of a beneficial conversion feature inherent to a convertible note payable, which is not bifurcated and accounted for separately from the convertible note payable and may not be settled in cash upon conversion, is treated as a discount to the convertible note payable. This discount is amortized over the period from the date of issuance to the date the note is due using the effective interest method. If the note payable is retired prior to the end of its contractual term, the unamortized discount is charged in the period of retirement to interest expense. In general, the beneficial conversion feature is measured by comparing the effective conversion price, after considering the relative fair value of detachable instruments included in the financing transaction, if any, to the fair value of the shares of common stock at the commitment date to be received upon conversion.

Related parties.

The Company accounts for related party transactions in accordance with ASC 850, *Related Party Disclosures* ("ASC 850"). A party is considered a "related party" to the Company if the party directly or indirectly or through one or more intermediaries, controls, is controlled by, or is under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. A party which can significantly influence the management or operating policies of the transacting parties or if it has an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests is also a related party.

Concentration of Credit Risk.

Financial instruments that potentially subject Digerati to concentration of credit risk consist primarily of trade receivables. In the normal course of business, Digerati provides credit terms to its customers. Accordingly, Digerati performs ongoing credit evaluations of its customers and maintains allowances for possible losses, which, when realized, have been within the range of management's expectations. Digerati maintains cash in bank deposit accounts, which, at times, may exceed federally insured limits. Digerati has not experienced any losses in such accounts and Digerati does not believe it is exposed to any significant credit risk on cash and cash equivalents.

Earnings (Loss) Per Share

Basic and diluted earnings (loss) per share is computed by dividing loss attributable to common stockholders by the weighted average number of shares of Common Stock outstanding during the period. Basic earnings (loss) per share is computed by dividing the net income (loss) available to common stockholders by the weighted-average number of shares of Common Stock outstanding during the respective period presented in the Company's accompanying condensed consolidated financial statements. Fully-diluted earnings (loss) per share is computed similarly to basic income (loss) per share except that the denominator is increased to include the number of dilutive Common Stock equivalents using the treasury stock method for options and warrants and the if-converted method for convertible debt.

The Company excluded the following securities from the calculation of basic and diluted net loss per share as the effect would have been antidilutive.

	Three months ended April 30,	Nine months ended April 30,

	2025	2024	2025	2024
Stock options to purchase common stock	13,805,000	13,805,000	13,805,000	13,805,000
Warrants to purchase common stock	107,701,179	110,942,654	107,701,179	110,942,654
Convertible Preferred Shares	206,293,742	69,958,918	206,293,742	69,958,918
Convertible Debt	197,709,720	120,229,240	197,709,720	120,229,240
Total	**525,509,641**	**314,935,812**	**525,509,641**	**314,935,812**

Revenue Recognition.

The Company recognizes revenue in accordance with ASC 606, *Revenues from Contracts with Customers* ("ASC 606").

Sources of revenue:

Cloud-based hosted Services. The Company recognizes cloud-based hosted services revenue, mainly from subscription services for its cloud telephony applications that includes hosted IP/PBX services, SIP trunking, call center applications, auto attendant, voice, and web conferencing, call recording, messaging, voicemail to email conversion, integrated mobility applications that are device and location agnostic, and other customized applications. Other services include enterprise-class data and connectivity solutions through multiple broadband technologies including cloud WAN or SD-WAN, fiber, and Ethernet over copper. We also offer remote network monitoring, data backup and disaster recovery services. The Company applies a five-step approach in determining the amount and timing of revenue to be recognized: (1) identifying the contract with a customer, (2) identifying the performance obligations in the contract, (3) determining the transaction price, (4) allocating the transaction price to the performance obligations in the contract and (5) recognizing revenue when the performance obligation is satisfied. Substantially all of the Company's revenue is recognized over time, on a monthly basis, as services are rendered or at a point in time when control of the products transfers to the customer.

Service Revenue.

Service revenue from subscriptions to the Company's cloud-based technology platform is recognized over time on a ratable basis over the contractual subscription term beginning on the date that the platform is made available to the customer. Payments received in advance of subscription services being rendered are recorded as a deferred revenue. Usage fees, either bundled or not bundled, are recognized when the Company has a right to invoice. Professional services for configuration, system integration, optimization, customer training and/or education are primarily billed on a fixed-fee basis and are performed by the Company directly. Alternatively, customers may choose to perform these services themselves or engage their own third-party service providers. Professional services revenue is recognized over time, generally as services are activated for the customer.

Product Revenue.

The Company recognizes product revenue for telephony equipment at a point in time, when transfer of control has occurred, which is generally upon delivery. Sales returns are recorded as a reduction to revenue estimated based on historical experience.

Disaggregation of Cloud-based hosted revenues.

Summary of disaggregated revenue is as follows (in thousands):

	For the Three Months Ended April 30,	For the Nine Months Ended April 30,

		2025		2024		2025		2024
Cloud software and service revenue	$	7,508	$	7,430	$	22,627	$	22,649
Product revenue		-		-		-		-
Total operating revenues	$	7,508	$	7,430	$	22,627	$	22,649

Deferred Income.

Deferred income represents billings or payment received in advance of revenue recognition and is recognized upon transfer of control. Balances consist primarily of annual plan subscription services, for services not yet provided as of the balance sheet date. Deferred revenues that will be recognized during the succeeding 12-month period are recorded as current deferred revenues in the consolidated balance sheets, with the remainder recorded as other noncurrent liabilities in the consolidated balance sheets. Deferred income as of April 30, 2025, and July 31, 2024, was $260,375 and $249,042, respectively.

Customer deposits.

The Company in some instances requires customers to make deposits for the last month of services, equipment, installation charges and training. As equipment is installed and training takes place the deposits are then applied to revenue. The deposit for the last month of services is applied to any outstanding balances if services are cancelled. If the customer's account is paid in full, the Company will refund the full deposit in the month following service termination. As of April 30, 2025, and July 31, 2024, Digerati's customer deposits balance was $740,220 and $785,863, respectively.

Costs to Obtain a Customer Contract

Direct incremental costs of obtaining a contract consisting of sales commissions are deferred and amortized over the estimated life of the customer, which currently averages 36 months. The Company calculates the estimated life of the customer on an annual basis. The Company classifies deferred commissions as prepaid expenses or other noncurrent assets based on the timing of when it expects to recognize the expense.

As of April 30, 2025, the Company has $1,474,238 in deferred commissions/contract costs, of which the current portion of $749,384 is included in prepaid and other current assets and the long-term portion of $724,854 in other assets in the consolidated balance sheets.

Sales commissions for the nine months ending April 30, 2025, were $2,921,866. The costs to obtain customer contract balances are included as part of prepaid expenses and other assets on the consolidated balance sheets.

Direct Costs - Cloud-based hosted Services.

We incur bandwidth and colocation charges in connection with our UCaaS or cloud communication services. The bandwidth charges are incurred as part of the connectivity between our customers to allow them access to our various services. We also incur costs from underlying providers for fiber, internet broadband, and telecommunication circuits in connection with our data and connectivity solutions.

Cash and cash equivalents.

The Company considers all bank deposits and highly liquid investments with original maturities of three months or less to be cash and cash equivalents.

Allowance for Doubtful Accounts.

Bad debt expense is recognized based on management's estimate of likely losses each year based on historical experience and an estimate of current year uncollectible amounts. As of April 30, 2025, and July 31, 2024, Digerati's allowance for doubtful accounts balance was $42,591 and $114,665, respectively.

Property and equipment.

Property and equipment are recorded at cost. Additions are capitalized and maintenance and repairs are charged to expense as incurred. Gains and losses on dispositions of equipment are reflected in operations. Depreciation is provided using the straight-line method over the estimated useful lives of the assets, which are one (1) to seven (7) years.

Goodwill.

Goodwill is carried at cost and is not amortized. The Company tests goodwill for impairment on an annual basis at the end of each fiscal year, relying on several factors including operating results, business plans, economic projections, anticipated future cash flows and marketplace data. Company management uses its judgment in assessing whether goodwill has become impaired between annual impairment tests according to specifications set forth in ASC 350.

The fair value of the Company's reporting unit is dependent upon the Company's estimate of future cash flows and other factors. The Company's estimates of future cash flows include assumptions concerning future operating performance and economic conditions and may differ from actual future cash flows. Estimated future cash flows are adjusted by an appropriate discount rate derived from the Company's market capitalization plus a suitable control premium at date of the evaluation.

The financial and credit market volatility directly impacts the Company's fair value measurement through the Company's weighted average cost of capital that the Company uses to determine its discount rate and through the Company's stock price that the Company uses to determine its market capitalization. Therefore, changes in the stock price may also affect the amount of impairment recorded.

Intangible Assets.

Our intangible assets consist of customer relationships, developed technologies, trademarks and trade names. The Company recognizes an acquired intangible asset apart from goodwill whenever the intangible asset arises from contractual or other legal rights, or when it can be separated or divided from the acquired entity and sold, transferred, licensed, rented, or exchanged, either individually or in combination with a related contract, asset, or liability. The intangible assets are amortized following the patterns in which the economic benefits are consumed or straight-line over the estimated useful life. We periodically review the estimated useful lives of our intangible assets and review these assets for impairment whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. The determination of impairment is based on estimates of future undiscounted cash flows. If an intangible asset is considered to be impaired, the amount of the impairment will be equal to the excess of the carrying value over the fair value of the asset.

Valuation of Goodwill and Intangible Assets.

Goodwill and other intangible assets include the cost of the acquired business in excess of the fair value of the tangible net assets recorded in connection with an acquisition. Other intangible assets include customer relationships, non-compete agreements, and trademarks. The Company uses a third-party specialty valuation firm to value its intangible assets acquired in its business combination and asset acquisitions.

Long-Lived Assets.

The Company reviews its long-lived assets, including property and equipment and identifiable intangibles annually or whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. To determine recoverability of its long-lived assets, the Company evaluates the probability that future undiscounted net cash flows will be less than the carrying amount of the assets.

Impairment of Long-Lived Assets.

Digerati reviews the carrying value of its long-lived assets annually or whenever events or changes in circumstances indicate that the value of an asset may no longer be appropriate. Digerati assesses recoverability of the carrying value of the asset by estimating the future net cash flows expected to result from the asset, including eventual disposition. If the future net cash flows are less than the carrying value of the asset, an impairment loss is recorded equal to the difference between the asset's carrying value and fair value.

Business combinations.

Each investment in a business is being measured and determined whether the investment should be accounted for as a cost-basis investment, an equity investment, a business combination, or a common control transaction. An investment in which the Company does not have a controlling interest and which the Company is not the primary beneficiary but where the Company has the ability to exert significant influence is accounted for under the equity method of accounting. For those investments that we account for in accordance ASC 805, Business Combinations, the Company records the assets acquired and liabilities assumed at the management's estimate of their fair values on the date of the business combination. The assessment of the estimated fair value of each of these can have a material effect on the reported results as intangible assets are amortized over various lives. Furthermore, according to ASC 805-50-30-5, when accounting for a transfer of assets or exchange of shares between entities under common control, the entity that receives the net assets or the equity interests shall initially measure the recognized assets and liabilities transferred at their carrying amounts in the accounts of the transferring entity at the date of transfer.

Treasury Shares.

As a result of entering into various convertible debt instruments which contained a variable conversion feature with no floor, warrants with fixed exercise price, and convertible notes with fixed conversion price or with a conversion price floor, we reserved 122,000,000 treasury shares for consideration for future conversions and exercise of warrants. The Company will evaluate the reserved treasury shares on a quarterly basis, and if necessary, reserve additional treasury shares. As of April 30, 2025, we believe that the treasury shares reserved are sufficient for any future conversions of these instruments. As a result, these debt instruments and warrants are excluded from derivative consideration.

Income taxes.

Digerati recognizes deferred tax assets and liabilities based on differences between the financial reporting and tax basis of assets and liabilities using the enacted tax rates and laws that are expected to be in effect when the differences are expected to be recovered. Digerati provides a valuation allowance for deferred tax assets for which it does not consider realization of such assets to be more likely than not.

Since January 1, 2007, Digerati accounts for uncertain tax positions in accordance with the authoritative guidance issued by the Financial Accounting Standards Board on income taxes which addresses how an entity should recognize, measure and present in the financial statements uncertain tax positions that have been taken or are expected to be taken in a tax return. Pursuant to this guidance, Digerati recognizes a tax benefit only if it is "more likely than not" that a particular tax position will be sustained upon examination or audit. To the extent the "more likely than not" standard has been satisfied, the benefit associated with a tax position is measured as the largest amount that is greater than 50% likely of being realized upon settlement. As of April 30, 2025, and July 31, 2024, we have no liability for unrecognized tax benefits.

Noncontrolling interest.

The Company follows ASC Topic 810*,* which governs the accounting for and reporting of non-controlling interests ("NCIs") in partially owned consolidated subsidiaries and the loss of control of subsidiaries. Certain provisions of this standard indicate, among other things, that NCIs be treated as a separate component of equity, not as a liability, that increases and decreases in the parent's ownership interest that leave control intact be treated as equity transactions rather than as step acquisitions or dilution gains or losses, and that losses of a partially owned consolidated subsidiary be allocated to the NCI even when such allocation might result in a deficit balance. The net income (loss) attributed to the NCI is separately designated in the accompanying consolidated statements of operations and other comprehensive income (loss).

Recently issued accounting pronouncements.

Recent accounting pronouncements, other than below, issued by the FASB (including its Emerging Issues Task Force), the AICPA and the SEC did not, or are not, believed by management to have a material effect on the Company's present or future financial statements.

In August 2020, the FASB issued "ASU 2020-06, Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40)" which simplifies the accounting for convertible instruments. The guidance removes certain accounting models which separate the embedded conversion features from the host contract for convertible instruments. Either a modified retrospective method of transition or a fully retrospective method of transition is permissible for the adoption of this standard. Update No. 2020-06 is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. The Company is currently evaluating the potential impact of this ASU on its financial statements.

NOTE 2 – GOING CONCERN

Financial Condition

The Company's consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities in the normal course of business. Since the Company's inception in 1993, the Company has incurred net losses and accumulated a deficit of approximately $138,310,000 and a working capital deficit of approximately $78,010,000 which raises substantial doubt about Digerati's ability to continue as a going concern. The Company's consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Management Plans to Continue as a Going Concern

Management believes that available resources as of April 30, 2025, will not be sufficient to fund the Company's operations and corporate expenses over the next 12 months. The Company's ability to continue to meet its obligations and to achieve its business objectives is dependent upon, and other things, raising additional capital, issuing stock-based compensation to certain members of the executive management team in lieu of cash, or generating sufficient revenue in excess of costs. At such times as the Company requires additional funding, the Company will seek to secure such best-efforts funding from various possible sources, including equity or debt financing, sales of assets, or collaborative arrangements. If the Company raises additional capital through the issuance of equity securities or securities convertible into equity, stockholders will experience dilution, and such securities may have rights, preferences, or privileges senior to those of the holders of common stock or convertible senior notes. If the Company raises additional funds by issuing debt, the Company may be subject to limitations on its operations, through debt covenants or other restrictions. If the Company obtains additional funds through arrangements with collaborators or strategic partners, the Company may be required to relinquish its rights to certain technologies. There can be no assurance that the Company will be able to raise additional funds or raise them on acceptable terms. If the Company is unable to obtain financing on acceptable terms, it may be unable to execute its business plan, the Company could be required to curtail its operations, and the Company may not be able to pay off its obligations, if and when they come due.

We are currently taking initiatives to reduce our overall cash deficiencies on a monthly basis. To strengthen our business, we intend to adopt best practices from our recent acquisitions and invest in a marketing and sales strategy to grow our monthly recurring revenue; we anticipate utilizing our value-added resellers and channel partners to tap into new sources of revenue streams; and we have also secured numerous agent agreements through our recent acquisitions that we anticipate will accelerate revenue growth. In addition, we will continue to focus on selling a greater number of comprehensive services to our existing customer base. Further, in an effort to increase our revenues, we will continue to evaluate the acquisition of various assets with emphasis in VoIP Services and Cloud Communication Services. As a result, during the due diligence process we anticipate incurring significant legal and professional fees.

We have been successful in raising debt and equity capital in the past and as described in Notes 9, 10, and 15. Although we have successfully completed financing and reduced expenses in the past, we cannot assure you that our plans to address these matters in the future will be successful.

We require cash to meet our interest payments, capital expenditure needs, and operational cash flow needs. There can be no assurance that the Company will be able to raise additional funds or raise them on acceptable terms. If the Company is unable to obtain financing on acceptable terms, the Company may not be able to meet its interest payments, capital expenditures, and operational needs. As a result, the Company will be required to negotiate with its lender the terms of the current financing agreements, in addition to postponing the timing of deployment of its capital expenditures and extending the timing of the operational cash needs.

In November 2020, the Company and Verve Cloud, Inc. (a Nevada entity) ("Verve Cloud") and Verve Cloud's subsidiaries (Verve Cloud and its subsidiaries, collectively, "the Verve Cloud Nevada Parties") entered into a credit agreement (the "Credit Agreement") with Post Road Administrative LLC and its affiliate Post Road Special Opportunity Fund II LLP (collectively, "Post Road"). The Company is a party to certain sections of the Credit Agreement. Next Level Internet, Inc. became a Verve Cloud Nevada Party in February 2022.

The Credit Agreement contains customary representations, warranties, and indemnification provisions. The Credit Agreement also contains affirmative and negative covenants with respect to the operation of the business and properties of the loan parties as well as financial performance.

As of April 30, 2025, the Company was not in compliance with the financial covenants under the Credit Agreement. This noncompliance, together with certain other events of default that have occurred and are continuing under the Credit Agreement, resulted in our classifying the indebtedness under the Credit Agreement as a current liability.

On February 18, 2025, the lender agreed to forbear from exercising its remedies in connection with the financial covenants that were not complied, as well as certain other specified defaults, until March 14, 2025. Subsequently, in June 2025, the Company successfully completed a refinancing and debt-for-equity exchange involving Verve Cloud, Inc. As part of the transaction, the lender debt was converted into Verve Cloud equity, which resulted in a divestiture of Digerati's controlling interest in the subsidiary. Digerati exchanged the lender debt for the various assets in Verve Cloud, Inc. In addition, Post Road Administrative LLC and its affiliate Post Road Special Opportunity Fund II LLP agreed to terminate the Credit Agreement. The lender also agreed to cancel for a nominal fee the Warrant issued to Post Road Special Opportunity Fund II LP.

The Company will continue to work with various funding sources to secure additional debt and equity financing. However, Digerati cannot offer any assurance that it will be successful in executing the aforementioned plans to continue as a going concern.

NOTE 3 – INTANGIBLE ASSETS

Below are summarized changes in intangible assets at April 30, 2025, and July 31, 2024:

April 30, 2025	Gross Carrying Value	Accumulated Amortization	Net Carrying Amount
NetSapiens - license, 10 years	$ 150,000	$ (150,000)	$ -
Customer relationships, 5 years	40,000	(40,000)	-
Customer relationships, 7 years	10,947,262	(5,828,582)	5,118,680
Trademarks, 7 & 10 years	7,148,000	(3,857,148)	3,290,852
Non-compete, 2 & 3 years	931,000	(931,000)	-
Marketing & Non-compete, 5 years	800,263	(800,263)	-
Total Definite-lived Intangible Assets	20,016,525	(11,606,993)	8,409,532
Goodwill	19,380,080	-	19,380,080
Balance, April 30, 2025	$39,396,605	$ (11,606,993)	$27,789,613

July 31, 2024	Gross Carrying Value	Accumulated Amortization	Net Carrying Amount

NetSapiens - license, 10 years	$ 150,000	$ (150,000)	$ -
Customer relationships, 5 years	40,000	(40,000)	-
Customer relationships, 7 & 10 years	10,947,262	(5,040,498)	5,906,764
Trademarks, 7 & 10 years	7,148,000	(3,052,968)	4,095,032
Non-compete, 2 & 3 years	931,000	(881,417)	49,583
Marketing & Non-compete, 5 years	800,263	(800,263)	-
Total Definite-lived Intangible Assets	20,016,525	(9,965,146)	10,051,379
Goodwill	19,380,080	-	19,380,080
Balance, July 31, 2024	$39,396,605	$ (9,965,146)	$29,431,460

Total amortization expense for the nine months ended April 30, 2025, was $1,641,847.

The Company expects to record amortization expense of intangibles assets over the next five years and thereafter as follows:

Period Ending July 31,	**Amortization**
2025*	$ 339,583
2026	1,856,869
2027	1,838,645
2028	1,560,074
2029	1,124,409
2030 and thereafter	1,689,952
Total:	$ 8,409,532

* ***Three (3) months remaining***

NOTE 4 - PROPERTY AND EQUIPMENT

The following is a summary of Digerati's property and equipment at April 30, 2025, and July 31, 2024 (in thousands):

	Useful lives	**April 30,**	**July 31,**
Telecom equipment & software	1-7 years	$ 2,740	$ 2,542
Less: accumulated depreciation		(2,286)	(2,091)
Net–property and equipment		$ 454	$ 450

Depreciation expense for the nine months ended April 30, 2025, and 2024 was $1,193,112 and $683,000, respectively.

NOTE 5 – STOCK-BASED COMPENSATION

In November 2015, the Company adopted the Digerati Technologies, Inc. 2015 Equity Compensation Plan (the "Plan"). On May 25, 2023, the Company amended The Plan which now authorizes the grant of up to 15 million (previously 7.5 million) stock options, restricted common shares, non-restricted common shares and other awards to employees, directors, and certain other persons. The Plan is intended to permit the Company to retain and attract qualified individuals who will contribute to the overall success of the Company. The Company's Board of Directors determines the terms of any grants under the Plan. Exercise prices of all stock options and other awards vary based on the market price of the shares of common stock as of the date of grant. The stock options, restricted common stock, non-restricted common stock, and other awards vest based on the terms of the individual grant.

During the nine months ended April 30, 2025, and 2024, the Company did not issue any new stock options.

The Company recognized approximately $0.00 and $16,018 in stock-based compensation expense for stock options to employees for the nine months ending April 30, 2025, and 2024, respectively.

Unamortized compensation stock option cost totaled $0.00 as of April 30, 2025, and April 30, 2024, respectively.

A summary of the stock options outstanding as of April 30, 2025, and July 31, 2024, and the changes during the nine months ended April 30, 2025, are presented below:

	Options	Weighted average exercise price	Weighted average remaining contractual term (years)
Outstanding at July 31, 2024	13,805,000	$ 0.05	3.68
Granted	-	-	-
Exercised	-	-	-
Forfeited and cancelled	-	-	-
Outstanding at April 30, 2025	13,805,000	$ 0.05	2.18
Exercisable on April 30, 2025	13,805,000	$ 0.05	2.18

The aggregate intrinsic value (the difference between the Company's closing stock price on the last trading day of the period and the exercise price, multiplied by the number of in-the-money options) of the 13,805,000 and 13,805,000 stock options outstanding at April 30, 2025, and July 31, 2024, was $0 and $0, respectively.

The aggregate intrinsic value of the 13,805,000 and 13,805,000 stock options exercisable at April 30, 2025, and July 31, 2024, was $0 and $0, respectively.

NOTE 6 – WARRANTS

During the nine months ended April 30, 2025, and 2024, the Company did not issue any warrants.

On November 17, 2020, the Company issued 107,701,179 Warrants to Post Road Special Opportunity Fund II LP (the "Warrant") to purchase, initially, twenty-five percent (25%) of the Company's total shares, calculated on a fully-diluted basis as of the date of issuance (the "Warrant Shares") and subject to a reduction to fifteen percent (15%) as described below.

The number of Warrant Shares is adjustable to allow the holder to maintain, subject to certain share issuances that are exceptions, the right to purchase twenty-five percent (25%) of the Company's total shares, calculated on a fully-diluted basis. The Warrant has an exercise price of $0.01 per share and the Warrant expires on November 17, 2030. Seventy-five percent (75%) of the Warrant Shares are immediately fully vested and not subject to forfeiture at any time for any reason. The remaining twenty-five percent (25%) of the Warrant Shares are subject to forfeiture based on the Company achieving certain performance targets which, if achieved, would result in twenty percent (20%) warrant coverage. If the minority shareholders of T3 Nevada convert their T3 Nevada shares into shares of the Company's common stock, par value $0.001 per share (the "common stock"), the Warrant Shares percentage shall also be lowered such that when combined with the achievement of the performance targets, the warrant coverage could be reduced to fifteen percent (15%).

In connection with the issuance of the Warrant, the three executives of the Company, Art Smith, Antonio Estrada, and Craig Clement entered into a Tag-Along Agreement (the "Tag-Along Agreement") whereby they agreed that the holder of the Warrant or Warrant Share will have the right to participate or "tag-along" in any agreements to sell any shares of their common stock that such executives enter into. The Company also agreed, in connection with the issuance of the Warrant and pursuant to a Board Observer Agreement (the "Board Observer Agreement"), to grant Post Road the right to appoint a representative to each of the boards of directors of the Company and each of its subsidiaries, to attend all board meeting in a non-voting observer capacity.

A summary of the warrants as of April 30, 2025, and July 31, 2024, and changes during the nine months ended April 30, 2025, are presented below:

	Warrants		Weighted average exercise price	Weighted average remaining contractual term (years)
Outstanding at July 31, 2024	107,701,179	$	0.01	6.29
Granted	-		-	-
Exercised	-		-	-
Forfeited and cancelled	-		-	-
Outstanding on April 30, 2025	107,701,179	$	0.01	5.79
Exercisable on April 30, 2025	80,775,885	$	0.01	5.79

The aggregate intrinsic value (the difference between the Company's closing stock price on the last trading day of the period and the exercise price, multiplied by the number of in-the-money warrants) of the 107,701,179 warrants outstanding at April 30, 2025, and July 31, 2024, was $0 and $753,908, respectively.

The aggregate intrinsic value of the 80,775,885 warrants exercisable at April 30, 2025, and July 31, 2024, was $0 and $565,431, respectively.

NOTE 7 – NON-STANDARDIZED PROFIT-SHARING PLAN

We currently provide a Non-Standardized Profit-Sharing Plan, adopted September 15, 2006. Under the plan our employees qualify to participate in the plan after one year of employment. Contributions under the plan are based on 25% of the annual base salary of each eligible employee up to $54,000 per year. Contributions under the plan are fully vested upon funding.

During the nine months ended April 30, 2025, and 2024, the Company did not issue any common shares to employees as part of the Company's profit-sharing plan contribution.

NOTE 8 – SIGNIFICANT CUSTOMERS

During the nine months ended April 30, 2025, and 2024, the Company did not derive revenues of 10% or more from any single customer.

During the nine months ended April 30, 2025, and 2024, the Company did not have outstanding accounts receivable of 10% or more from any single customer.

NOTE 9 – NOTES PAYABLE NON-CONVERTIBLE

On October 22, 2018, the Company issued a secured promissory note for $50,000, bearing interest at a rate of 8% per annum, with maturity date of May 31, 2025. The promissory note is secured by a Pledge and Escrow Agreement, whereby the Company agreed to pledge rights to collateral due under a certain agreement. The principal outstanding balance as of April 30, 2025, and July 31, 2024, was $50,000.

Credit Agreement and Notes

Pursuant to the Credit Agreement (as defined in Note 2), Post Road provided Verve Cloud with a secured loan of up to $20,000,000 (the "Loan"), with initial loans of $10,500,000 pursuant to the issuance of a Term Loan A Note and $3,500,000 pursuant to the issuance of a Term Loan B Note, each funded on November 17, 2020, and an additional $6,000,000 in loans, in increments of $1,000,000, as requested by Verve Cloud before the 18 month anniversary of the initial funding date to be lent pursuant to the issuance of a Delayed Draw Term Note. After payment of transaction-related expenses and closing fees of $964,000, net proceeds to the Company from Term Loan A Note and Term Loan B Note totaled $13,036,000. The Company recorded these discounts and cost of $964,000 as a discount to the Notes and will be amortized as interest expense over the term of the notes.

The loan under the original Term Loan A Note had a maturity date of November 17, 2024, and an interest rate of LIBOR (with a minimum rate of 1.5%) plus twelve percent (12%). The loans were non-amortized (interest only payments) through the maturity date and contained an option for the Company to pay interest in kind ("PIK") for up to five percent (5%) of the interest rate in year one, four percent (4%) in year two and three percent (3%) in year three. The original Term Loan A Note was amended and restated and replaced by the Amended and Restated Term Loan A Note (the "A&R Term Loan A Note") issued by the Operating Subsidiaries in favor of Post Road on December 20, 2021.

The loan under the Term Loan B Note had a maturity date of December 31, 2021, and an interest rate of LIBOR (with a minimum rate of 1.5%) plus twelve percent (12%). The loans were non-amortized (interest only payments) through the maturity date and contained an option for the Company to PIK for up to five percent (5%) of the interest rate in year one, four percent (4%) in year two and three percent (3%) in year three. The loans under the Term Loan were recapitalized under the revised A&R Term Loan A Note as indicated below and the Term Loan B Note ceased to be outstanding at that time.

On December 20, 2021, the Operating Subsidiaries and Post Road entered into an amendment to the Credit Agreement (the "First Amendment") in connection with which Verve Cloud issued an Amended and Restated Term Loan A Note (the "A&R Term Loan A Note") in replacement of the Term Loan A Note. Under the First Amendment, the $3,500,000 outstanding principal balance of the Term Loan B Note accrued interest of $187,442, and amendment fee of $1,418,744 were recapitalized under the revised A&R Term Loan A Note.

Pursuant to the First Amendment, the additional proceeds of $6,000,000 were used to fund the acquisition of the assets of Skynet Telecom LLC ("Skynet") and for general corporate and working capital purposes as well as professional fees and other fees and expenses with respect to the transactions contemplated by the First Amendment. The Company evaluated the amendment and the recapitalization of the notes and accounted for these changes as an extinguishment of debt and recognized a loss on extinguishment of debt of $5,479,865, the loss is composed of the full amortization debt discount of $4,061,121, and the amendment fees of $1,418,744.

On February 2, 2024, Digerati, the Operating Subsidiaries, and Post Road entered into a Third Forbearance Agreement and Amendment to Loan Documents which (a) extends the maturity date of our Term Loan C Note with Post Road from December 31, 2023, to November 17, 2024 (which is also the maturity date of the other loans outstanding under the Credit Agreement), (b) provides that Post Road and the other lenders under the Credit Agreement shall forbear through November 17, 2024 from exercising their rights and remedies under the loan documents and applicable law with respect to the Specified Defaults and (c) amends certain other provisions of the Credit Agreement. The Third Forbearance Agreement replaces the Second Forbearance Agreement, which expired in accordance with its terms on December 31, 2023.

The A&R Term Loan A Note has a maturity date of November 17, 2024, and an interest rate of Term SOFR (with a minimum rate of 3.5%) plus twelve percent (12%). The principal balance and accrued PIK interest outstanding on the A&R Term Loan was $32,326,688 and $30,871,996, as of April 30, 2025, and July 31, 2024, respectively. The A&R Term Loan A principal balance at April 30, 2025, included an amendment fee of $824,346 which was added to the principal balance. In addition, as a result of the Third Forbearance Agreement and Amendment mentioned in a section above, the extinguishment accounting resulted in a debt discount of $1,084,448 and a gain on debt extinguishment of $260,102. As of April 30, 2025, and July 31, 2024, the debt discount balance on Term Loan A was $1,084,448 and $650,669, respectively. On February 18, 2025, the lender agreed to forbear from exercising its remedies in connection with the financial covenants that were not complied with, as well as certain other specified defaults, until March 14, 2025. Subsequently, the Company and the lender agreed to explore various options to extend the forbearance period, there's no assurance that the parties will secure acceptable terms.

On February 4, 2022, Verve Cloud and Post Road entered into a Joinder and Second Amendment to Credit Agreement (the “Joinder and Second Amendment”) in connection with which Verve Cloud issued a Term Loan C Note. Pursuant to the Joinder and Second Amendment, Post Road provided Verve Cloud with a secured loan of $10,000,000. The proceeds of $10,000,000 were used to fund the acquisition of Next Level Internet, Inc. (“Next Level” or “NLI”) and for general corporate and working capital purposes as well as professional fees and other fees and expenses with respect to the transactions contemplated by the Joinder and Second Amendment. At issuance the Company recognized $250,000 in original issue discount and $220,000 in debt issuance. The total unamortized debt discount was $0 and $0 as of April 30, 2025, and July 31, 2024, respectively.

The principal balance and accrued PIK interest outstanding on the Term Loan C Note was $16,432,888 and $15,693,412, respectively, as of April 30, 2025, and July 31, 2024. Term Loan C Note had a maturity date of August 4, 2023, which was subsequently amended to mature on November 2, 2023, again amended to mature on December 31, 2023, and again amended to mature on November 17, 2024, at an interest rate of Term SOFR (with a minimum rate of 3.5%) plus twelve percent (12%). As a result of the Third Forbearance Agreement and Amendment mentioned in a section above, the extinguishment accounting resulted in a debt discount of $551,520 and a loss on debt extinguishment of $1,031,109. As of April 30, 2025, and July 31, 2024, the debt discount balance on Term Loan C was $551,520 and $330,911, respectively.

During the year, the Company’s outstanding loan of approximately $52 million was partially settled using proceeds from a key person life insurance policy following the death of Arthur L. Smith, a shareholder and officer of the Company. The life insurance policy was owned by the Company, and the insurer remitted the proceeds directly to the lender. As a result, no cash was received or disbursed by the Company in connection with this transaction. The Company recognized the proceeds as other income and reduced the loan payable accordingly.

Promissory Notes – Next Level Internet Acquisition

On February 4, 2022, as per the acquisition of Next Level, the Company entered into two unsecured promissory notes (the “Unsecured Adjustable Promissory Notes”) for $1,800,000 and $200,000, respectively. The Unsecured Adjustable Promissory Notes are payable in eight equal quarterly installments in the aggregate amount of $250,000 each commencing on June 4, 2022, through and including March 7, 2024, with a base annual interest rate of 0% and a default annual interest rate of 18%. The amount owed is subject to change based on certain revenue milestones required to be achieved by Next Level. At issuance, the Company fair valued the Unsecured Adjustable Promissory Notes and recognized a debt discount of $241,000 which is amortized over the term of the Unsecured Adjustable Promissory Notes. The total unamortized debt discount on the Unsecured Adjustable Promissory Notes as of April 30, 2025, and July 31, 2024, was $0 and $0, respectively. The total principal balance outstanding as of April 30, 2025, and July 31, 2024, on the Unsecured Adjustable Promissory Notes was $2,839,581 and $2,839,581, respectively.

On January 3, 2023, the Company amended its forbearance agreement with the holders and agreed to pay the deferred payment, together with interest at the rate of 18% per annum (based upon the number of days elapsed between the date the deferred payment is scheduled for payment under the Unsecured Adjustable Promissory Notes and the date the deferred payment is actually paid and a year of 360 days) and extension fees of $7,500 on or before February 28, 2023 (the period from the effective date through February 28, 2023). This deferral of payment resulted in an additional principal added to the balance of $26,125, which consisted of the extension fee of $7,500 and interest expense of $18,625.

On February 28, 2023, the holders extended the payment date for the September 4, 2022, installment to be due by April 30, 2023, in exchange for a $15,000 amendment fee to be added to the outstanding principal balance. This deferral of payment resulted in an additional principal added to the balance of $39,000, which consisted of the extension fee of $15,000 and interest expense of $24,000. The $39,000 balance was paid on March 15, 2023.

On March 7, 2023, the holders extended the payment date for the March 7, 2023, installment to be due by April 30, 2023, in exchange for a $7,500 amendment fee to be added to the outstanding principal balance. This deferral of payment resulted in an additional principal added to the balance of $8,500, which consisted of the extension fee of $7,500 and interest expense of $1,000. The $8,500 balance was paid on March 15, 2023.

On May 1, 2023, the holders extended the payment date for the September 4, 2022, installment to be due by May 31, 2023, in exchange for payment of accrued interest between March 15, 2023, and April 30, 2023, of $5,750.00 which was paid on May 10, 2023.

On May 1, 2023, the holders extended the payment date for the March 7, 2023, installment to be due by May 31, 2023, in exchange for payment of accrued interest between March 15, 2023, and April 30, 2023, of $5,750.00 which was paid on May 10, 2023.

On June 1, 2023, the Company and the holders agreed to extend the due date for the principal payment along with accrued interest due on May 31, 2023, to June 30, 2023.

In December 2024, the maturity date and principal payments on the Note were extended to March 31, 2025, and subsequently, the maturity date was extended until May 31, 2025.

On February 4, 2022, as part the acquisition of NLI, the Company entered into two unsecured convertible promissory notes (the "Unsecured Convertible Promissory Notes") for $1,800,000 and $200,000, respectively. The Unsecured Convertible Promissory Notes are payable in eight equal quarterly installments in the aggregate amount of $250,000 with the first payment commencing on April 30, 2022, through and including January 31, 2024. The Unsecured Convertible Promissory Notes have a base annual interest rate of 10% and a default annual interest rate of 18%. The holders had a one-time right to convert all or a portion of the Unsecured Convertible Promissory Notes commencing on the six-month anniversary of the Unsecured Convertible Promissory Notes being issued and ending 30 days after such six-month anniversary. At inception of the Unsecured Convertible Promissory Notes, the Company recognized the fair market value of the conversion on the notes of $2,382,736, and recognized $117,264 in debt discount, which was amortized over the conversion period. During the year ended July 31, 2023, the conversion option on the Unsecured Convertible Promissory Notes ended, and the Company recognized $466,086 as other income for the settlement of the conversion option. During the year ended July 31, 2023, the Company made principal payments totaling $791,375. On multiple occasions, the holders agreed to forbear the principal payment of $250,000 and extend the maturity date on the Unsecured Convertible Promissory Notes.

During the quarter ended January 31, 2024, the Company transferred the principal balance for the Unsecured Convertible Promissory Notes of $1,119,996 to the balance of the Unsecured Adjustable Promissory Notes which resulted from the conversion feature ending during the last fiscal year ended July 31, 2023.

On January 6, 2024, the Company and holders entered into an Extension and Forbearance Agreement for the Unsecured Adjustable Promissory Notes and the Unsecured Convertible Promissory Notes where the holders agreed to (1) forbear from exercising any rights and remedies it may have under the Notes and applicable law arising from the existing events of default until December 31, 2024 (the "Forbearance Period") and (2) extend the due date of all payments that are either currently due and payable or will become due and payable during the Forbearance Period to the Forbearance Termination Date (the "Maturity Extension"). As consideration for this agreement, the Noteholder received a fee in an amount equal to 3.0% of the principal amount of the Notes outstanding as of December 31, 2023, which was added to the principal balance on the Note.

The Extension and Forbearance Agreement mentioned above was accounted for as a debt extinguishment, resulting in a debt discount of $258,144 and a gain on debt extinguishment of $175,437 which is included as part of the loss on debt extinguishment. As of April 30, 2025, and July 31, 2024, the debt discount balance on Unsecured Adjustable Promissory Notes and Unsecured Convertible Promissory Notes was $0 and $107,560, respectively.

NOTE 10 – CONVERTIBLE NOTES PAYABLE

As of April 30, 2025, and July 31, 2024, convertible notes payable consisted of the following:

CONVERTIBLE NOTES PAYABLE NON-DERIVATIVE	**April 30, 2025**	**July 31, 2024**

On October 13, 2020, the Company entered into a variable convertible promissory note with an aggregate principal amount of $330,000, an annual interest rate of 8%, and an original maturity date of October 13, 2021. In connection with the execution of the Note, the Company issued 1,000,000 shares of our common stock to the Noteholder and recognized $211,426 of debt discount related to the original issue discount, relative fair market value of shares, and the intrinsic value of the conversion feature of the Note, which was amortized over the term of the Note. The maturity date was extended multiple times and during the current fiscal year, the lender agreed to extend the maturity until July 31, 2023. Subsequently, the maturity date on the Note was extended to May 31, 2025.	$ 178,448	$ 178,448
On January 27, 2021, the Company entered into a variable convertible promissory note with an aggregate principal amount of $250,000, an annual interest rate of 8%, and a maturity date of January 27, 2022. In connection with the execution of the Note, the Company issued 500,000 shares of our common stock to the Noteholder, and at the time of issuance, the Company recognized the relative fair market value of the shares of $24,368 as debt discount and $44,368 as debt discount for the intrinsic value of the conversion feature, which both were amortized to interest expense during the term of the Note. The Noteholder may elect to convert up to 100% of the principal amount outstanding and any accrued interest on the Note into common stock at any time after 180 days of funding the Note. The conversion price shall be the greater of $0.05 or 75% of the lowest daily volume weighted average price ("VWAP") for the ten (10) trading day period immediately preceding the conversion date. The Noteholder shall, in its sole discretion, be able to convert any amounts due hereunder at a twenty-five percent (25%) discount to the per share price of the Qualified Uplisting Financing. The maturity date was extended multiple times. Most recently, on February 1, 2023, the lender agreed to extend the maturity until July 30, 2023. As consideration for the extension on the Note, the Company agreed to add $50,000 to the principal amount outstanding and issued 300,000 shares of common stock with a market value of $26,460, both of which, were charged to interest expense. The Company analyzed the Note and determined that it does not require to be accounted as a derivative instrument. Subsequently, the maturity date on the Note was extended to May 31,2025.	11,250	11,250
On April 14, 2021, the Company entered into a variable convertible promissory note with an aggregate principal amount of $250,000, an annual interest rate of 8%, and a maturity date of April 14, 2022. In connection with the execution of the Note, the Company issued 500,000 shares of our common stock to the Noteholder, at the time of issuance, the Company recognized the relative fair market value of the shares of $63,433 as debt discount, and it will be amortized to interest expense during the term of the Note. Additionally, the Company recognized $96,766 as debt discount for the intrinsic value of the conversion feature, and it will be amortized to interest expense during the term of the Note. The Noteholder may elect to convert up to 100% of the principal amount outstanding and any accrued interest on the Note into common stock at any time after 180 days of funding the Note. The Conversion Price shall be the greater of $0.15 or 75% of the lowest daily volume weighted average price ("VWAP") for the ten (10) trading day period immediately preceding the conversion date. The maturity date has been extended multiple times. Most recently, on April 14, 2023, the lender agreed to extend the maturity until October 14, 2023. As consideration for the extension on the Note, the Company agreed to add $50,000 to the principal amount outstanding and issued 300,000 shares of common stock with a market value of $23,670, both of which, were charged to interest expense. Subsequently, the maturity date on the Note was extended to May 31, 2025. (1) (2) (3)	261,250	386,250
On August 31, 2021, the Company entered into a variable convertible promissory note with an aggregate principal amount of $75,000, an annual interest rate of 8% (and a default interest rate of 20%), and a maturity date of August 31, 2022. In connection with the	111,240	111,240

execution of the Note, the Company issued 150,000 shares of our common stock to the Noteholder, and at the time of issuance, the Company recognized the relative fair market value of the shares of $13,635 as debt discount, which will be amortized to interest expense during the term of the promissory note. The Noteholder may elect to convert up to 100% of the principal amount outstanding and any accrued interest on the Note into common stock at any time after 180 days of funding the Note. The Conversion Price shall be the greater of $0.15 or 75% of the lowest daily volume weighted average price (“VWAP”) for the ten (10) trading day period immediately preceding the conversion date. The Noteholder may elect to convert up to 100% of the principal plus accrued interest into the common stock into a qualified uplist financing at a 25% discount. The maturity date has been extended multiple times. Most recently, on February 28, 2023, the lender agreed to extend the maturity until August 31, 2023. As consideration for the extension on the Note, the Company agreed to add $18,000 to the principal amount outstanding and issued 100,000 shares of common stock with a market value of $8,200, both of which were charged to interest expense. Subsequently, the maturity date on the Note was extended to May 31, 2025.		
On September 29, 2021, the Company entered into a variable convertible promissory note with an aggregate principal amount of $75,000, an annual interest rate of 8%, a default interest rate of 20%, and a maturity date of September 29, 2022. In connection with the execution of the Note, the Company issued 150,000 shares of our common stock to the Noteholder, at the time of issuance, the Company recognized the relative fair market value of the shares of $10,788 as debt discount, and it will be amortized to interest expense during the term of the promissory note. The Noteholder may elect to convert up to 100% of the principal amount outstanding and any accrued interest on the Note into common stock at any time after 180 days of funding the Note. The Conversion Price shall be the greater of $0.15 or 75% of the lowest daily volume weighted average price (“VWAP”) for the ten (10) trading day period immediately preceding the conversion date. The Noteholder may elect to convert up to 100% of the principal plus accrued interest into the common stock into a qualified uplist financing at a 25% discount. The maturity date has been extended multiple times. Most recently, on March 29, 2023, the lender agreed to extend the maturity until September 29, 2023. As consideration for the extension on the Note, the Company agreed to add $18,000 to the principal outstanding amount and issued 100,000 shares of common stock with a market value of $7,970, both of which were charged to interest expense. Subsequently, the maturity date on the Note was extended to May 31, 2025.	111,240	111,240
On October 22, 2021, the Company entered into a variable convertible promissory note with an aggregate principal amount of $150,000, an annual interest rate of 8% (and a default interest rate of 20%), and a maturity date of October 22, 2022. In connection with the execution of the Note, the Company issued 300,000 shares of our common stock to the note holder, and at the time of issuance, the Company recognized the relative fair market value of the shares of $13,965 as debt discount, which will be amortized to interest expense during the term of the promissory note. The Noteholder may elect to convert up to 100% of the principal amount outstanding and any accrued interest on the Note into common stock at any time after 180 days of funding the Note. The Conversion Price shall be the greater of $0.15 or 75% of the lowest daily volume weighted average price (“VWAP”) for the ten (10) trading day period immediately preceding the conversion date. The Noteholder may elect to convert up to 100% of the principal plus accrued interest into the common stock into a qualified uplist financing at a 25% discount. The maturity date has been extended multiple times. Most recently, on April 29, 2023, the lender agreed to extend the maturity until October 29, 2023. As consideration for the extension on the Note, the Company agreed to add $30,000 to the principal amount outstanding and issued 180,000 shares of common stock with a market value of $12,582, both of which, were	216,300	216,300

charged to interest expense. Subsequently, the maturity date on the Note was extended to May 31, 2025.		
On January 21, 2022, the Company entered into a variable convertible promissory note with an aggregate principal amount of $230,000, an annual interest rate of 8%, and a maturity date of October 21, 2022. After payment of transaction-related expenses and closing fees of $26,300, net proceeds to the Company from the Note totaled $203,700. Additionally, the Company recorded $26,300 as a discount to the Note and amortized over the term of the Note. In connection with the execution of the Note, the Company issued 300,000 shares of our common stock to the Noteholder and recorded $30,446 as debt discount and amortized over the term of the Note. Until the earlier of 6 months or the Company listing on Nasdaq or NYSE American, the Noteholder shall be entitled to convert any portion of the outstanding and unpaid Conversion Amount into fully paid and nonassessable shares of common stock. The Note Conversion Price shall equal the greater of $0.15 or 25% discount to up-listing price or offering/underwriting price concurrent with the Company listing on Nasdaq or NYSE American, subject to adjustment as provided in the Note. Upon the occurrence of an Event of Default, the outstanding balance shall immediately increase to 125% of the Outstanding Balance immediately prior to the occurrence of the Event of Default and a daily penalty of $500 will accrue until the default is remedied. The maturity date has been extended multiple times. On January 30, 2023, the lender agreed to extend the maturity until May 30, 2023. In connection with the extension of the maturity date on the Note, the Company agreed to increase the principal balance by $30,000 and issued 300,000 shares of common stock with a fair market value of $26,910, both of which, were charged to interest expense. On May 30, 2023, the Company and the Noteholders agreed to extend the due date for the principal payment due on May 30, 2023, to September 30, 2023. In exchange for the extension of the due date, $30,000 was added to the principal and the Company issued 300,000 shares of common stock with a fair market value of $26,700. Subsequently, the maturity date of the Note was extended to May 31, 2025.	329,600	329,600
On January 21, 2022, the Company entered into a variable convertible promissory note with an aggregate principal amount of $230,000, an annual interest rate of 8%, and a maturity date of October 21, 2022. After payment of transaction-related expenses and closing fees of $26,300, net proceeds to the Company from the Note totaled $203,700. Additionally, the Company recorded $26,300 as a discount to the Note and amortized over the term of the Note. In connection with the execution of the Note, the Company issued 300,000 shares of our common stock to the Not holder and recorded $30,446 as debt discount and amortized over the term of the Note. Until the earlier of 6 months or the Company listing on Nasdaq or NYSE American, the Noteholder shall be entitled to convert any portion of the outstanding and unpaid Conversion Amount into fully paid and nonassessable shares of common stock. The Note Conversion Price shall equal the greater of $0.15 or 25% discount to up-listing price or offering/underwriting price concurrent with the Company listing on Nasdaq or NYSE American, subject to adjustment as provided in the Note. Upon the occurrence of an Event of Default, the outstanding balance shall immediately increase to 125% of the Outstanding Balance immediately prior to the occurrence of the Event of Default and a daily penalty of $500 will accrue until the default is remedied. The maturity date has been extended multiple times. On January 30, 2023, the lender agreed to extend the maturity until May 30, 2023. In connection with the extension of the maturity date on the Note, the Company agreed to increase the principal balance by $30,000 and issued 300,000 shares of common stock with a fair market value of $26,910, both of which, were charged to interest expense. On May 30, 2023, the Company and the Noteholders agreed to extend the due date for the principal payment due on May 30, 2023, to September 30, 2023. In exchange for the extension of the due date, $30,000 was added to the principal and the Company issued 300,000 shares of	329,600	329,600

common stock with a fair market value of $26,700. Subsequently, the maturity date of the Note was extended to May 31, 2025.		
On July 27, 2022, the Company entered into a variable convertible promissory note with an aggregate principal amount of $165,000, an annual interest rate of 8%, and a maturity date of April 27, 2023. After payment of transaction-related expenses and closing fees of $19,500, net proceeds to the Company from the Note totaled $145,500. Additionally, the Company issued 300,000 shares of our common stock to the Noteholder. The Company recorded the $19,500 and the relative fair market value of the shares of $22,093 as debt discount and amortized to interest expense over the term of the Note. Until the earlier of 6 months or the Company listing on Nasdaq or NYSE American, the note holder shall be entitled to convert any portion of the outstanding and unpaid conversion amount into fully paid and nonassessable shares of common stock. The Note conversion price shall equal the greater of $0.10 or 25% discount to up-listing price or offering/underwriting price concurrent with the Company listing on Nasdaq or NYSE American, subject to adjustment as provided in the Note. The maturity date has been extended multiple times. Most recently, on April 25, 2023, the lender agreed to extend the maturity until July 31, 2023. In connection with the extension of the maturity date on the Note, the Company agreed to increase the principal balance by $30,000 and issued 300,000 shares of common stock with a fair market value of $21,000, both of which, were charged to interest expense. Subsequently, the maturity date of the Note was extended to May 31, 2025(1) (2) (3)	200,850	200,850
On September 12, 2022, the Company entered into a variable convertible promissory note with an aggregate principal amount of $75,000, an annual interest rate of 8%, and a maturity date of September 12, 2023. In connection with the execution of the Note, the Company issued 150,000 shares of our common stock to the note holder, at the time of issuance, the Company recognized the relative fair market value of the shares of $15,880 as debt discount, and it will be amortized to interest expense during the term of the promissory Note. The Noteholder may elect to convert up to 100% of the principal amount outstanding and any accrued interest on the Note into common stock at any time after 180 days of funding the Note. The Conversion Price shall be the greater of $0.15 or 75% of the lowest daily volume weighted average price (“VWAP”) for the ten (10) trading day period immediately preceding the conversion date. The Noteholder may elect to convert up to 100% of the principal plus accrued interest into shares of common stock into a qualified uplist financing at a 25% discount. Subsequently, the maturity date on the Note was extended to May 31, 2025.	77,250	77,250
On October 3, 2022, the Company entered into a variable convertible promissory note with an aggregate principal amount of $165,000, an annual interest rate of 8%, and a maturity date of July 3, 2023. After payment of transaction-related expenses and closing fees of $19,500, net proceeds to the Company from the Note totaled $145,500. Additionally, the Company issued 300,000 shares of our common stock to the note holder. The Company recorded the $19,500 and the relative fair market value of the shares of $32,143 as debt discount and amortized to interest expense over the term of the Note. The Company recognized $117,857 debt discount related to beneficial conversion feature and will be amortized to interest expense over the term of Note. Until the earlier of 6 months or the Company listing on Nasdaq or NYSE American, the Noteholder shall be entitled to convert any portion of the outstanding and unpaid conversion amount into fully paid and nonassessable shares of common stock. The Note conversion price shall equal the greater of $0.10 or 25% discount to up-listing price or offering/underwriting price concurrent with the Company listing on Nasdaq or NYSE American, subject to adjustment as provided in the Note. Subsequently, the maturity date of the Note was extended to May 31, 2025.	169,950	169,950

On October 27, 2022, the Company entered into a variable convertible promissory note with an aggregate principal amount of $38,500, an annual interest rate of 8%, and a maturity date of July 26, 2023. After payment of transaction-related expenses and closing fees of $3,500, net proceeds to the Company from the Note totaled $25,000. Until the earlier of 6 months or the Company listing on Nasdaq or NYSE American, the Noteholder shall be entitled to convert any portion of the outstanding and unpaid conversion amount into fully paid and nonassessable shares of common stock. The Note conversion price shall equal the greater of $0.10 or 25% discount to up-listing price or offering/underwriting price concurrent with the Company listing on Nasdaq or NYSE American, subject to adjustment as provided in the Note Subsequently, the maturity date of the Note was extended to May 31, 2025.	39,655	39,655
On October 27, 2022, the Company entered into a variable convertible promissory note with an aggregate principal amount of $71,500, an annual interest rate of 8%, and a maturity date of July 26, 2023. After payment of transaction-related expenses and closing fees of $6,500, net proceeds to the Company from the Note totaled $65,000. Additionally, the Company issued 200,000 shares of our common stock to the Noteholder. The Company recorded the $6,500 and the relative fair market value of the shares of $38,768 as debt discount and amortized to interest expense over the term of the Note. The Company recognized $40,888 debt discount related to beneficial conversion feature and will be amortized to interest expense over the term of Note. Until the earlier of 6 months or the Company listing on Nasdaq or NYSE American, the Noteholder shall be entitled to convert any portion of the outstanding and unpaid conversion amount into fully paid and nonassessable shares of common stock. The Note conversion price shall equal the greater of $0.10 or 25% discount to up-listing price or offering/underwriting price concurrent with the Company listing on Nasdaq or NYSE American, subject to adjustment as provided in the Note. Subsequently, the maturity date of the Note was extended to May 31, 2025.	73,645	73,645
On October 31, 2022, the Company entered into a variable convertible promissory note with an aggregate principal amount of $350,000, an annual interest rate of 14%, and a maturity date of February 28, 2023. Net proceeds to the Company from the Note totaled $350,000. In the event that any payment is not made when due, either of principal or interest, and whether upon maturity or as a result of acceleration, interest shall thereafter accrue at the rate per annum equal to the lesser of (a) the maximum non-usurious rate of interest permitted by the laws of the State of Texas or the United States of America, whichever shall permit the higher rate or (b) twenty percent (20%) per annum, from such date until the entire balance of principal and accrued interest on this Note has been paid. At any time after sixty (60) days following the date hereof, Payee may elect to convert a percentage of the amount of principal and accrued interest outstanding on the Note into common stock of Debtor, in accordance with the following terms: (i) If prior to uplist to Nasdaq or NYSE, Payee may convert up to 50% of the amount outstanding on the Note into common stock. In such event, the price per share of common stock applicable to such conversion (the “Applicable Conversion Price”) shall be the greater of: (a) the Variable Conversion Price or (b) the Fixed Conversion Price. The “Variable Conversion Price” shall be equal to a 20% discount to the average closing price for common stock for the five (5) Trading Day period immediately preceding the Conversion Date. The Fixed Conversion Price shall equal $0.10; and (ii) If following the Uplist, Payee may convert up to 100% of the amount outstanding on the Note into shares of common stock. In such event, the Applicable Conversion Price shall be the greater of: (a) the post-Uplist Variable Conversion Price (i.e., if less than 5 days after the Uplist, then the average of the days available since the Uplist up to 5) or (b) the Fixed Conversion Price. On March 30, 2023, the maturity date was extended to May 30, 2023. In connection with the extension, the Company issued 2,500,000 warrant shares to the Noteholder and recognized the fair	360,500	360,500

market value of the warrant shares of $170,000 as debt extension fee. Subsequently, the maturity date on the Note was extended to May 31, 2025.		
On November 22, 2022, the Company entered into a convertible promissory note with an aggregate principal amount of $1,670,000, an annual interest rate of 10%, and a maturity date of November 22, 2023. The Company recorded $90,975 in transaction-related expenses and closing fees and $250,500 of original issue discount to the Note. After payment of transaction-related expenses and closing fees and original issue discount, net proceeds to the Company from the Note totaled $1,328,525 In connection with the execution of the Note, the Company issued 2,100,000 shares of our common stock and 10,500,000 warrant shares to the Noteholder at the time of issuance. The Company recognized the relative fair market value of the shares of common stock and warrant shares of $640,877 as debt discount. Additionally, the Company recognized $687,648 as debt discount for the intrinsic value of the conversion feature. All debt discount will be amortized to interest expense during the term of the Note. As amended on March 24, 2023, the Noteholder shall have the right, on or before the earlier of (i) the closing of the SPAC Transaction (as defined in that certain business combination agreement between the Company, Minority Equality Opportunities Acquisition Inc., and MEOA Merger Sub, Inc. dated on or around August 30, 2022 (the "SPAC Agreement", and the transaction contemplated under the SPAC Agreement, the "SPAC Transaction")) or (ii) March 22, 2023, to convert all or any portion of the Principal Amount and interest (including any Default Interest) into fully paid and non-assessable shares of common stock. The Note conversion price shall equal $0.0956 subject to adjustment as provided in the note. On April 24, 2023, the Noteholder agreed to extend the due date for the first principal payment to May 22, 2023. In connection with the extension of the due date of the first principal on the Note, the Company agreed to increase the principal balance by $20,000. Subsequently, the maturity date and principal payments on the Note were extended to May 31, 2025.	1,695,100	1,720,100
On December 12, 2022, the Company entered into a convertible promissory note with an aggregate principal amount of $117,647, annual interest rate of 10% and a maturity date of December 12, 2023. The Company recorded $17,647 as original issue discount to the Note, which resulted in net proceeds of $100,000. In connection with the execution of the note, the Company issued 148,295 shares of our common stock and 741,475 warrant shares to the Noteholder at the time of issuance. The Company recognized the relative fair market value of the common stock and warrant shares of $41,685 as debt discount. Additionally, the Company recognized $58,315 as debt discount for the intrinsic value of the conversion feature. All debt discount will be amortized to interest expense during the term of the Note. The Noteholder shall have the right, on any calendar day, at any time on or following the earlier of (i) April 12, 2023 or (ii) sixty (60) calendar days after the Closing Date (as defined in that certain business combination agreement between the Company, Minority Equality Opportunities Acquisition Inc., and MEOA Merger Sub, Inc. dated on or around August 30, 2022 (the "SPAC Agreement", and the transaction contemplated under the SPAC Agreement, the "SPAC Transaction"), to convert all or any portion of the Principal Amount and interest (including any Default Interest) into fully paid and non-assessable shares of common stock. The Note conversion price shall equal $0.0956, subject to adjustment as provided in the note. Subsequently, the maturity date and principal payments on the Note were extended to May 31, 2025.	123,489	123,489
On December 20, 2022, the Company entered into a convertible promissory note with an aggregate principal amount of $176,471, an annual interest rate of 10%, and a maturity date of December 20, 2023. The Company recorded $5,000 in deferred finance costs and $26,471 of original issue discount to the Note. After payment of transaction-related expenses, net proceeds to the Company from the Note totaled $145,500. In connection with the execution of the Note, the Company issued 221,909 shares of our common stock	192,065	192,065

and 1,109,545 warrant shares to the Noteholder at the time of issuance. The Company recognized the relative fair market value of the common stock and warrant shares of $59,374 as debt discount. Additionally, the Company recognized $79,014 as debt discount for the intrinsic value of the conversion feature. All debt discounts will be amortized to interest expense during the term of the Note. The Noteholder shall have the right, on any calendar day, at any time on or following the earlier of (i) April 12, 2023, or (ii) sixty (60) calendar days after the closing of the Merger, to convert all or any portion of the Principal Amount and interest (including any Default Interest) into fully paid and non-assessable shares of common stock. The Note conversion price shall equal to $0.0956, subject to adjustment as provided in the Note. In connection with the extension of the principal payment due date on the Note, the Company agreed to increase the principal balance by $10,000. Subsequently, the maturity date and principal payments on the Note were extended to May 31, 2025.		
On December 22, 2022, the Company entered into a convertible promissory note with an aggregate principal amount of $188,235, annual interest rate of 10% and a maturity date of December 22, 2023. The Company recorded $10,000 in transaction-related expenses and closing fees and $28,235 of original issue discount to the Note. After payment of transaction-related expenses and closing fees and original issue discount, net proceeds to the Company from the Note totaled $150,000. In connection with the execution of the note, the Company issued 236,703 shares of our common stock and 1,183,515 warrant shares to the holder at the time of issuance. The Company recognized the relative fair market value of the common stock and warrant shares of $66,679 as debt discount. Additionally, the Company recognized $83,321 as debt discount for the intrinsic value of the conversion feature. All debt discount will be amortized to interest expense during the term of the promissory note. The Holder shall have the right, on any calendar day, at any time on or following the earlier of (i) April 22, 2023 or (ii) sixty (60) calendar days after the Closing Date of the Merger, to convert all or any portion of the Principal Amount and interest (including any Default Interest) into fully paid and non-assessable shares of common stock. The Note conversion price shall equal $0.0956, subject to adjustment as provided in the Note. On March 22, 2023, the Noteholder agreed to extend the maturity date until June 22, 2023 or the closing of the Company's business combination with MEOA. In connection with the extension of the maturity date on the Note, the Company agreed to increase the principal balance by $3,750. Subsequently, the maturity date and principal payments on the Note were extended to May 31, 2025.	157,745	157,745
On January 13, 2023, the Company entered into a convertible promissory note with an aggregate principal amount of $110,000, an annual interest rate of 10%, and a maturity date of October 13, 2023. The Company recorded $10,000 in original issue discount to the Note. After payment of the original issue discount, net proceeds to the Company from the Note totaled $100,000. In connection with the execution of the Note, the Company issued 138,000 shares of our common stock shares to the Noteholder at the time of issuance. The Company recognized the relative fair market value of the shares of common stock of $11,177 as debt discount. Additionally, the Company recognized $21,507 as debt discount for the intrinsic value of the conversion feature. All debt discounts will be amortized to interest expense during the term of the Note. The Noteholder shall have the right, on any calendar day, at any time on or following the earlier of (i) May 12, 2023 or (ii) sixty (60) calendar days after listing on Nasdaq or the New York Stock Exchange to convert any portion of the outstanding and unpaid Conversion into fully paid and nonassessable shares of common stock, at the Conversion Price. The Note conversion price shall equal $0.10, subject to adjustment as provided in the Note. Subsequently, the maturity date of the Note was extended to May 31, 2025.	113,300	113,300
On January 24, 2023, the Company entered into a convertible promissory note with an aggregate principal amount of $660,000, an annual interest rate of 10%, and a maturity	679,800	679,800

date of May 24, 2023. The Company recorded $60,000 in original issue discount to the Note. After payment of the original issue discount, net proceeds to the Company from the Note totaled $600,000. In connection with the execution of the Note, the Company issued 660,000 shares of our common stock shares to the Noteholder at the time of issuance. The Company recognized the relative fair market value of the shares of Common stock of $53,850 as debt discount. Additionally, the Company recognized $104,610 as debt discount for the intrinsic value of the conversion feature. All debt discount will be amortized to interest expense during the term of the promissory note. The Payee may elect to convert up to 100% of the Principal Amount outstanding on the Note into common stock of Debtor or any shares of capital stock or other securities of the Debtor into which such common stock shall hereafter be changed or reclassified at any time on the earlier of (i) one hundred and twenty (120) calendar days following the funding of this Note or (ii) sixty (60) calendar days after the Closing Date as defined in that certain business combination agreement between the Debtor, Minority Equality Opportunities Acquisition Inc., and MEOA Merger Sub, Inc. dated on or around August 30, 2022 (the "Conversion Shares"). The Note conversion price shall equal $0.10, subject to adjustment as provided in the Note. On September 6, 2023, the Noteholder agreed to extend the maturity date until September 24, 2023. As consideration with the execution of the Note, the Company issued 495,000 shares of our common stock to the Noteholder. Subsequently, the maturity date on the Note was extended to May 31, 2025.		
On January 24, 2023, the Company entered into a convertible promissory note with an aggregate principal amount of $660,000, an annual interest rate of 10%, and a maturity date of May 24, 2023. The Company recorded $60,000 in original issue discount to the Note. After payment of the original issue discount, net proceeds to the Company from the Note totaled $600,000. In connection with the execution of the Note, the Company issued 660,000 shares of our common stock shares to the Noteholder at the time of issuance. The Company recognized the relative fair market value of the shares of Common stock of $53,850 as debt discount. Additionally, the Company recognized $104,610 as debt discount for the intrinsic value of the conversion feature. All debt discount will be amortized to interest expense during the term of the promissory note. The Payee may elect to convert up to 100% of the Principal Amount outstanding on the Note into common stock of Debtor or any shares of capital stock or other securities of the Debtor into which such common stock shall hereafter be changed or reclassified at any time on the earlier of (i) one hundred and twenty (120) calendar days following the funding of this Note or (ii) sixty (60) calendar days after the Closing Date as defined in that certain business combination agreement between the Debtor, Minority Equality Opportunities Acquisition Inc., and MEOA Merger Sub, Inc. dated on or around August 30, 2022 (the "Conversion Shares"). The Note conversion price shall equal $0.10, subject to adjustment as provided in the Note. On September 6, 2023, the Noteholder agreed to extend the maturity date until September 24, 2023. As consideration with the execution of the Note, the Company issued 495,000 shares of our common stock to the Noteholder. Subsequently, the maturity date on the Note was extended to May 31, 2025.	679,800	679,800
On March 7, 2023, the Company entered into a convertible promissory note with an aggregate principal amount of $110,000, annual interest rate of 10% and a maturity date of December 7, 2023. The Company recorded $10,000 of original issue discount to the Note. After payment of original issue discount, net proceeds to the Company from the Note totaled $100.000. In connection with the execution of the Note, the Company issued 300,000 shares of our common stock at the time of issuance. The Company recognized the relative fair market value $38,850 for shares of common stock to debt discount, which will be amortized to interest expense during the term of the Note. The Noteholder shall have the right, on any calendar day, at any time on or following the earlier of (i) July 7, 2023 or (ii) sixty (60) calendar days after listing on Nasdaq or the New York Stock Exchange to convert any portion of the outstanding and unpaid Conversion Amount into	113,300	113,300

fully paid and nonassessable shares of common stock at the Conversion Price of $0.10, subject to adjustment as provided in the Note. Subsequently, the maturity date on the Note was extended to May 31, 2025.		
On March 17, 2023, the Company entered into a convertible promissory note with an aggregate principal amount of $192,000, annual interest rate of 10% and a maturity date of March 17, 2024. The Company recorded $17,160 in transaction-related expenses and closing fees and $28,800 of original issue discount to the Note. After payment of transaction-related expenses and closing fees and original issue discount, net proceeds to the Company from the Note totaled $146,040. In connection with the execution of the note, the Company issued 241,500 shares of our common stock and 1,207,186 warrant shares to the Noteholder at the time of issuance. The Company recognized the relative fair market value $8,140 for the common shares and $62,481 for the warrant shares, both of which, were considered to be debt discount. Additionally, the Company recognized $47,806 as debt discount for the intrinsic value of the conversion feature. All debt discount will be amortized to interest expense during the term of the promissory note. The Holder shall have the right, on any calendar day, at any time on or following the earlier of (i) July 17, 2023 or (ii) sixty (60) calendar days after the closing date of the Merger to convert all or any portion of the then outstanding and unpaid principal amount and interest (including any Default Interest) into fully paid and non-assessable shares of common stock, as such common stock exists on the Issue Date. The Note conversion price shall equal $0.0956, subject to adjustment as provided in the Note. (1) (3) Subsequently, the maturity date on the Note was extended to May 31, 2025.	197,760	197,760
On April 14, 2023, the Company entered into a convertible promissory note with an aggregate principal amount of $275,000, an annual interest rate of 10%, and a maturity date of October 11, 2023. The Company recorded $25,000 in original issue discount to the Note. After payment of the original issue discount, net proceeds to the Company from the Note totaled $250,000. In connection with the execution of the Note, the Company issued 358,000 shares of our common stock shares to the note holder at the time of issuance. The Company recognized the relative fair market value of the common shares of $28,354 as debt discount. All debt discount will be amortized to interest expense during the term of the promissory note. The note holder may elect to convert up to 50% of the principal amount outstanding and any accrued interest on the Note into common stock at any time, on the date of the debtor's up-list transaction on the NASDAQ. The Note conversion price shall equal $0.10 subject to adjustment as provided in the Note. Subsequently, the maturity date on the Note was extended to May 31, 2025.	283,250	283,250
On May 9, 2023, the Company entered into a convertible promissory note with an aggregate principal amount of $55,000, an annual interest rate of 8%, and a maturity date of February 9, 2024. The Company recorded $5,000 in original issue discount to the Note. After payment of the original issue discount, net proceeds to the Company from the Note totaled $50,000. In connection with the execution of the Note, the Company issued 300,000 shares of our common stock shares to the note holder at the time of issuance. The Company recognized the relative fair market value of the common shares of $16,390 as debt discount. The Company recognized $15,560 debt discount related to beneficial conversion feature. All debt discount will be amortized to interest expense during the term of the promissory note. The Noteholder shall be entitled to convert any portion of the outstanding and unpaid conversion amount into fully paid and nonassessable shares of our common stock at the conversion price below. The Note conversion price shall equal the greater of $0.10 (ten) cents or 25% discount to up-listing price or offering/underwriting price concurrent with the Company listing on Nasdaq or NYSE American subject to adjustment as provided in the Note. Subsequently, the maturity date on the Note was extended to May 31, 2025.	56,650	56,650

Total convertible notes payables non-derivative:	$ 6,763,035	$ 6,913,037

CONVERTIBLE NOTES PAYABLE – DERIVATIVE

On July 27, 2020, the Company entered into a variable convertible promissory note with an aggregate principal amount of $275,000, an annual interest rate of 8%, and a maturity date of March 27, 2021. On January 17, 2023, the Note was amended so that the Holder shall be entitled, at any time, to convert any portion of the outstanding and unpaid Conversion Amount into fully paid and nonassessable shares of common stock the Note Conversion Price shall equal the greater of $0.05 (five) or 25% discount to up-listing price or offering/underwriting price concurrent with the Company listing on Nasdaq or NYSE American, subject to adjustment as provided in this Note. If an Event of Default occurs, the Conversion Price shall be the lesser of (a) $0.05 or (b) 75% of the lowest traded price in the prior fifteen trading days immediately preceding the Notice of Conversion. The maturity date has been extended multiple times. Most recently, on March 30, 2023, the lender agreed to extend the maturity date until June 30, 2023. In connection with the extension of the maturity date on the Note, the Company agreed to increase the principal balance by $30,000, which was charged to interest expense, and issued 250,000 shares of common stock with a market value of $19,225. The Company evaluated the amendment and accounted for these changes as an extinguishment of debt. Subsequently, the maturity date on the Note was extended to May 31, 2025.	390,000	390,000
On January 31, 2021, the Company entered into a variable convertible promissory note with an aggregate principal amount of $80,235, annual interest rate of 8% and a maturity date of February 17, 2022. Until the earlier of 6 months or the Company listing on Nasdaq or NYSE American, the Holder shall be entitled to convert any portion of the outstanding and unpaid Conversion Amount into fully paid and nonassessable shares of common stock the Note Conversion Price shall equal the greater of $0.05 (five) or seventy-five percent (75%) of the lowest daily volume weighted average price ("VWAP") over the ten (10) consecutive trading day period ending on the trading day immediately prior to the applicable conversion date (the "Variable Conversion Price"); provided, however, that the Holder shall, in its sole discretion, be able to convert any amounts due hereunder at a twenty-five percent (25%) discount to the per share price of the Qualified Uplisting Financing of over $4MM. If, no later than December 31, 2021, the Borrower shall fail to uplist to any tier of the NASDAQ Stock Market, the New York Stock Exchange or the NYSE MKT, the conversion price under the Note (and the Exchange Note) will be adjusted to equal the lesser of (i) $0.05 per share; or (ii) seventy-five percent (75%) of the lowest VWAP (as defined in the Note and Exchange Note) in the preceding twenty (20) consecutive Trading Days. As a result, the Company recognized derivative liability for the convertible note of $59,413. During the current year, the holder agreed to extend the maturity date until July 31, 2023, Subsequently, the maturity date of the Note was extended to May 31, 2025.	149,872	149,872
On April 15, 2021, the Company entered into a variable convertible promissory note with an aggregate principal amount of $113,000, an annual interest rate of 8%, and a maturity date of January 15, 2022. After payment of transaction-related expenses and closing fees of $13,000, net proceeds to the Company from the Note totaled $100,000. Additionally, the Company recorded $13,000 as a discount to the Note and amortized over the term of the note. In connection with the execution of the Note, the Company issued 100,000 shares of our common stock to the note holder, at the time of issuance, the Company recognized the relative fair market value of the shares of $14,138 as debt discount, and it will be amortized to interest expense during the term of the promissory note. Until the earlier of 6 months or the Company listing on Nasdaq or NYSE American, the Holder shall be entitled to convert any portion of the outstanding and unpaid Conversion Amount into	233,000	233,000

fully paid and nonassessable shares of common stock. The Note Conversion Price shall equal the greater of $0.15 (fifteen) or 25% discount to up-listing price or offering/underwriting price concurrent with the Company listing on Nasdaq or NYSE American., subject to adjustment as provided in the Note. If an Event of Default occurs, the Conversion Price shall be the lesser of (a). $0.15 or (b). seventy-five percent of the lowest traded price in the prior fifteen (15) consecutive trading day period ending on the trading day immediately prior to the applicable conversion date (the "Variable Conversion Price"). Outstanding Balance shall immediately increase to 125% of the Outstanding Balance immediately prior to the occurrence of the Event of Default and a daily penalty of $500 will accrue until the default is remedied. The Company recognized derivative liability for the convertible note of $64,561, of which $42,822 was recorded as debt discount and amortized over the term of the Note. The maturity date has been extended multiple times since inception. Most recently, on March 30, 2023, the lender agreed to extend the maturity until June 30, 2023. In connection with the extension of the maturity date on the Note, the Company agreed to increase the principal balance by $25,000, which was charged to interest expense, and issued 150,000 shares of common stock with a market value of $11,995. Subsequently, the maturity date on the Note was extended to May 31, 2025.		
On October 10, 2022, the Company entered into a variable convertible promissory note with an aggregate principal amount of $275,000, annual interest rate of 8% and a maturity date of April 10, 2023. After payment of transaction-related expenses and closing fees of $25,000, net proceeds to the Company from the note totaled $250,000. The Company recorded the $25,000 as debt discount and amortized to interest expense over the term of the note. Until the earlier of 6 months or the Company listing on Nasdaq or NYSE American, the note holder shall be entitled to convert any portion of the outstanding and unpaid conversion amount into fully paid and nonassessable shares of common stock. The note conversion price shall equal the greater of $0.15 or 25% discount to up-listing price or offering/underwriting price concurrent with the Company listing on Nasdaq or NYSE American, subject to adjustment as provided in the note. Any Principal Amount or interest on this Note which is not paid when due shall bear interest at the rate the lesser of (a) twenty-four percent (24%) per annum from the due date thereof until the same is paid ("Default Interest"); or (b) the maximum rate allowed by law. During the most recent quarter, the holder agreed to extend the maturity date until July 31, 2023. As compensation for the extension of the maturity date, $13,750 was added to the principal balance of the Note. Subsequently, the maturity date of the Note was extended to May 31, 2025.	338,750	338,750
Total convertible notes payable - derivative:	**$ 1,111,622**	**$ 1,111,622**
Total convertible notes payable derivative and non-derivative	**7,874,657**	**8,024,659**

The total principal balance outstanding as of April 30, 2025, and July 31, 2024, was $7,874,657 and $8,024,659, respectively.

(1) The Company determines at each reporting period if any default provisions and other requirements triggered a variable conversion price and if the note needs to be classified as a derivative instrument.

(2) The Company evaluated the amendment(s) and accounted for these changes as an extinguishment of debt.

(3) The Company analyzed the Note and determined that it does not require to be accounted as a derivative instrument.

(4) The Company analyzed the note for derivative accounting consideration and determined that the embedded conversion option qualified as a derivative instrument, due to the variable conversion price.

The future principal payments for the Company's convertible debt are as follows:

Future Principal Payments

Year ended July 31,	Amount
2025	$7,874,657
Total future payments:	$7,874,657

NOTE 11 – LEASES

The leased properties have a remaining lease term of fifteen to thirty-eight months as of April 30, 2025. At the option of the Company, it can elect to extend the term of the leases. See table below:

Location	Annual Rent	Lease Expiration Date	Business Use	Approx. Sq. Ft.
8023 Vantage Dr., Suite 660, San Antonio, Texas 78230	$ 49,136	Sep-27	Office space	2,843
10967 Via Frontera, San Diego, CA 92127	$ 369,229	Mar-26	Office space	18,541
1610 Royal Palm Avenue, Suite 300, Fort Myers, FL 33901	$ 83,260	Dec-25	Office space and network facilities	6,800
9701 S. John Young Parkway, Orlando, FL 32819	$ 25,440	May-26	Network facilities	540

In February 2022, as part of the acquisition of NLI, the Company secured an office lease, with a monthly base lease payment of $30,222. The lease expires in March 2026. At the option of the Company, the lease can be extended for two additional five-year terms, with a base rent at the prevailing market rate at the time of the renewal. The Company is not reasonably certain that it will exercise the renewal option.

In December 2021, as part of the acquisition of Skynet's assets, the Company assumed an office lease in San Antonio, Texas. In May 2022, the lease was extended until September 2027, and at the option of the Company, the lease can be extended for a period of five years, with a base rent at the prevailing market rate at the time of the renewal. The Company accounted for the extension as a lease modification.

Effective December 31, 2023, the Company vacated its office located in Ft. Myers, Florida. As consideration, the Company paid the landlord $75,000 divided in three $25,000 installments.

Effective December 31, 2023, the Company vacated its office located in Coral Gables, Florida. The Company signed a Consent to Assignment and Assumption of Lease with LD Telecommunications, Inc. ("LDT"). As consideration, the Company agreed to assign its security deposit of $12,000 to LTD.

In April 2025, the Company found $1,690,746 of equipment leases that were not properly accounted for under ASC 842. The leases were determined to be operating leases under ASC 842 and were added accordingly.

Amounts recognized as of April 30, 2025, for operating leases are as follows:

ROU Asset		$ 3,515,106
Amortization		$(1,586,867)
Addition – Asset		$ 1,690,746
ROU Asset	April 30, 2025	$ 3,618,986

Lease Liability	April 30, 2025	$ 362,658
Amortization		$ (116,321)
Addition – Liability		$ 1,690,746
Lease Liability	April 30, 2025	$ 1,937,083

Lease Liability	Short term	$ 529,190
Lease Liability	Long term	$ 1,407,893
Lease Liability	Total:	$ 1,937,083

The future minimum lease payment under the operating leases are as follows:

Period Ending April 30, 2025	**Lease Payments**
2025	$ 353,167
2026	451,190
2027	394,275
2028	362,178
2029	295,827
2030	220,864
2031	140,205
2032	56,056
2033	1,759
Total:	$ 2,164,567

NOTE 12 – EQUIPMENT FINANCING

The Company entered into various financing agreements for equipment purchased. Under the terms of the agreements, assets with a cost of approximately $967,477 were financed under various financing agreements during the nine months ended April 30, 2025. The equipment financing is net of costs associated with the assets such as maintenance, insurance and property taxes are for the account of the Company. The equipment financing agreements are between twelve (12) months and sixty (60) months, with the first payments starting July 1, 2022, and monthly principal and interest payments of up to $3,600. The interest rate under the financing agreement is 5.0% per annum.

Amounts recognized as of April 30, 2025, and July 31, 2024, for equipment financing are as follows:

ROU Asset		$ 2,891,801
Amortization		$ (1,416,798)
Addition – Asset		$ 1,459,487
ROU Asset	April 30, 2025	$ 2,934,490

Equipment Financing	April 30, 2025	$ 1,353,620
Amortization		$ (1,201,763)
Addition - Equipment Financing		$ 1,459,487
Equipment Financing	April 30, 2025	$ 1,611,344

Equipment Financing	Short term	$ 916,871
Equipment Financing	Long term	$ 694,473
Equipment Financing	Total:	$ 1,611,344

The future payments under the equipment financing agreements are as follows:

Year	Amount
2025	$ 268,206
2026	759,692
2027	313,859
2028	19,262
Total future payments:	$1,361,018

NOTE 13 – PREFERRED STOCK

SERIES A CONVERTIBLE PREFERRED STOCK

In March 2019, the Company's Board of Directors designated and authorized the issuance up to 1,500,000 shares of the Series A Convertible Preferred Stock. Each share of Series A Convertible Preferred Stock has a par value of $0.001 per share and a stated value equal to one dollar ($1.00) (the "Stated Value") and are entitled to a dividend at an annual rate of eight percent (8%) per share. The Company had zero shares of the Convertible Series A Convertible Preferred Stock outstanding as of April 30, 2025, and July 31, 2024, respectively.

SERIES B CONVERTIBLE PREFERRED STOCK

In April 2020, the Company's Board of Directors designated and authorized the issuance up to 1,000,000 shares of the Series B Convertible Preferred Stock. The Series B Convertible Preferred Stock is only issuable to the Company's debt holders as of March 25, 2020 ("Existing Debt Holders") who may purchase shares of Series B Convertible Preferred Stock at the Stated Value by converting all or part of the debt owed to them by the Corporation as of March 25, 2020. Each share of Series B Convertible Preferred Stock has a par value of $0.001 per share and a stated value equal to one dollar ($1.00) (the "Stated Value").

The Company had 425,442 shares of Series B Convertible Preferred Stock outstanding as of April 30, 2025, and July 31, 2024. No dividends are payable on the Series B Convertible Preferred Stock.

The terms of our Series B Convertible Preferred Stock allow for:

Mandatory Conversion. Upon (i) an up-listing of the Corporation's common stock to Nasdaq or a US national securities exchange, (ii) an underwriting involving the sale of $5,000,000 or more of the Corporation's common stock or common stock equivalents (a "Material Underwriting"), (iii) the Corporation ceases to be a public corporation as the result of a going private transaction, (iv) the Corporation, directly or indirectly, effects any sale, lease, exclusive license, assignment, transfer, conveyance or other disposition of all or substantially all of its assets in one or a series of related transactions (including a transaction involving the Corporation's spin-off of its operating subsidiary, T3 Communications, Inc.), (v) any, direct or indirect, purchase offer, tender offer or exchange offer (whether by the Corporation or another Person) is completed pursuant to which holders of common stock are permitted to sell, tender or exchange their shares for other securities, cash or property and has been accepted by the holders of 50% or more of the outstanding common stock, (vi) the Corporation, directly or indirectly, in one or more related transactions, effects any reclassification, reorganization or recapitalization of the common stock or any compulsory share exchange pursuant to which the common stock is effectively converted into or exchanged for other securities, cash or property, or (vii) the Corporation, directly or indirectly, in one or more related transactions, consummates a stock or share purchase agreement or other business combination (including, without limitation, a reorganization, recapitalization, spin-off or scheme of arrangement) with another Person, other than an officer or director of the Company, whereby such other Person acquires more than 50% of the outstanding shares of common stock (not including any shares of common stock held by the other Person or other Persons making or party to, or associated or affiliated with the other Persons making or party to, such stock or share purchase agreement or other business combination), all shares of Series B Convertible Preferred Stock shall be automatically converted, without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, into the number of fully paid and nonassessable shares of common stock in an amount equal, following conversion, to 18% of the Corporation's issued and outstanding shares of common stock. Each of (i)-(vii) above shall be hereafter referred to as a "Conversion Event" and the date of a Conversion Event shall be hereafter referred to as a "Conversion Date." Upon any such mandatory conversion and the issuance of Conversion Shares further thereto, the shares of Series B Convertible Preferred Stock shall be deemed cancelled and of no further force or effect. A mandatory conversion is the only means by which Series B Convertible Preferred Stock is convertible as the shares of Series B Convertible Preferred Stock are not convertible at the option of the Holder. For purposes of the foregoing Conversion Events, conversion will be deemed to have taken place immediately prior to the Conversion Event. By way of example, if the Corporation engages in a Material Underwriting, the Series B Convertible Preferred Stock will be treated as having been converted immediately prior to the issuance of the securities in the Material Underwriting.

SERIES C CONVERTIBLE PREFERRED STOCK

In July 2020, the Company's Board of Directors designated and authorized the issuance up to 1,000,000 shares of the Series C Convertible Preferred Stock. Each share of Series C Convertible Preferred Stock has a par value of $0.001 per share and a stated value equal to ten dollars ($10.00) (the "Stated Value").

The Company had 55,400 shares of Convertible Series C Convertible Preferred Stock outstanding as of April 30, 2025, and July 31, 2024. No dividends are payable on the Convertible Series C Convertible Preferred Stock.

The terms of our Series C Convertible Preferred Stock allow for:

Automatic Conversion. Upon (i) an up-listing of the Corporation's common stock to Nasdaq or a US national securities exchange, (ii) a financing or offering involving the sale of $5,000,000 or more of the Corporation's common stock or common stock equivalents (a "Material Financing"), (iii) the Corporation ceases to be a public corporation as the result of a going private transaction, (iv) the Corporation, directly or indirectly, effects any sale, lease, exclusive license, assignment, transfer, conveyance or other disposition of all or substantially all of its assets in one or a series of related transactions (including a transaction involving the Corporation's spin-off of its Nevada subsidiary, T3 Communications, Inc.), (v) any, direct or indirect, purchase offer, tender offer or exchange offer (whether by the Corporation or another Person) is completed pursuant to which holders of common stock are permitted to sell, tender or exchange their shares for other securities, cash or property and has been accepted by the holders of 50% or more of the outstanding common stock, (vi) the Corporation, directly or indirectly, in one or more related transactions, effects any reclassification, reorganization or recapitalization of the common stock or any compulsory share exchange pursuant to which the common stock is effectively converted into or exchanged for other securities, cash or property, or (vii) the Corporation, directly or indirectly, in one or more related transactions, consummates a stock or share purchase agreement or other business combination (including, without limitation, a reorganization, recapitalization, spin-off or scheme of arrangement) with another Person, other than an officer or director of the Company, whereby such other Person acquires more than 50% of the outstanding shares of common stock (not including any shares of common stock held by the other Person or other Persons making or party to, or associated or affiliated with the other Persons making or party to, such stock or share purchase agreement or other business combination), all issued shares of Series C Convertible Preferred Stock shall be automatically converted, without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent, into the number of fully paid and nonassessable shares of common stock in an amount equal, following conversion, to 22% of the Corporation's issued and outstanding shares of common stock. Each of (i)-(vii) above shall be hereafter referred to as a "Conversion Event" and the date of a Conversion Event shall be hereafter referred to as a "Conversion Date." Upon any such mandatory conversion and the issuance of Conversion Shares further thereto, the shares of Series C Convertible Preferred Stock shall be deemed cancelled and of no further force or effect. A mandatory conversion is the only means by which Series C Convertible Preferred Stock is convertible as the shares of Series C Convertible Preferred Stock are not convertible at the option of the Holder. For purposes of the foregoing Conversion Events, conversion will be deemed to have taken place immediately prior to the Conversion Event. By way of example, if the Corporation engages in a Material Financing, the Series C Convertible Preferred Stock will be treated as having been converted immediately prior to the issuance of the securities in the Material Underwriting.

SERIES F SUPER VOTING PREFERRED STOCK

In July 2020, the Company's Board of Directors designated and authorized the issuance of up to 100 shares of the Series F Super Voting Preferred Stock. Each share of Series F Super Voting Preferred Stock has a par value of $0.001 per share and a stated value equal to one cent ($0.01) (the "Stated Value").

The Company had 100 and 100 shares of the Series F Super Voting Preferred Stock outstanding as of April 30, 2025, and July 31, 2024. No dividends are payable on the Series F Super Voting Preferred Stock.

The terms of our Series F Super Voting Preferred Stock allow for:

Voting Rights. As long as any shares of Series F Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the Holders of a majority of the then outstanding shares of the Series F Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Series F Preferred Stock or alter or amend this Certificate of Designation, (b) amend its certificate of incorporation or other charter documents in any manner that adversely affects any rights of the Holders, (c) increase the number of authorized shares of Series F Preferred Stock, (d) sell or otherwise dispose of any assets of the Corporation not in the ordinary course of business, (e) sell or otherwise effect or undergo any change of control of the corporation, (f) effect a reverse split of its common stock, or (g) enter into any agreement with respect to any of the foregoing.

Holder of the Series F Preferred Stock shall be entitled to vote on all matters subject to a vote or written consent of the holders of the Corporation's common stock, and on all such matters, the shares of Series F Preferred Stock shall be entitled to that number of votes equal to the number of votes that all issued and outstanding shares of common stock and all other securities of the Corporation are entitled to, as of any such date of determination, on a fully diluted basis, *plus* one million (1,000,000) votes, it being the intention that the Holders of the Series F Preferred Stock shall have effective voting control of the Corporation. The Holders of the Series F Preferred Stock shall vote together with the holders of common stock as a single class on all matters requiring approval of the holders of the Corporation's common stock and separately on matters not requiring the approval of holders of the Corporation's common stock.

Conversion. No conversion rights apply to the Series F Preferred Stock.

NOTE 14 – EQUITY

Issuance of common stock during the nine months ended April 30, 2025:

The Company issued 7,500,000 shares of common stock in connection with the conversion of $375,000 in principle on a convertible promissory note and administrative fees.

Issuance of common stock during the nine months ended April 30, 2024:

During the quarter ended January 31, 2024, the Company issued 990,000 shares of common stock as consideration for the extension of maturity dates for the convertible promissory notes. The Company recognized the fair market value of the common shares of approximately $42,000 as interest at the time of each extension.

During the nine months ended January 31, 2024, the Company issued 3,558,437 shares of common stock in connection with the conversion of $168,500 of convertible promissory notes.

During the nine months ended January 31, 2024, the Company issued 8,161,944 shares of common stock to various Noteholders for the exchange of 14,000,246 warrants.

During the nine months ended April 30, 2025, one of our vendors converted $120,000 of amounts owed to them by the Company into 1,255,230 shares of common stock.

NOTE 15 – REVOLVING CREDIT FACILITY

Thermo Communications Funding, LLC

On February 2, 2024, the Operating Subsidiaries entered into a loan and security agreement (the “Revolving Credit Agreement”) among the Operating Subsidiaries, Thermo Communications Funding, LLC, as agent for the lenders parties thereto (in such capacity, the “Revolving Agent”), and the lenders named therein (the “Revolving Lenders”), which provides for a revolving credit facility in an aggregate amount not to exceed the lesser of (a) a borrowing base calculated based on the Operating Subsidiaries’ eligible accounts receivable balance and (b) $2,000,000 (the “Revolving Facility”) evidenced by a promissory note (the “Revolving Note”).

Pursuant to the Revolving Credit Agreement, amounts borrowed under the Revolving Credit Facility are secured by liens on the same assets that serve as collateral for the obligations under the Credit Agreement, consisting of substantially all of the assets of the Operating Subsidiaries, subject to an intercreditor agreement, dated as of February 2, 2024, among Post Road, the Revolving Agent and the Revolving Lenders (the “Intercreditor Agreement”).

Amounts outstanding under the Revolving Note bear interest at a floating rate per annum equal to the greater of (a) the Wall Street Journal prime rate (currently 8.50%) plus 2.75% and (b) 10.50%. In addition, the Operating Subsidiaries are required to pay a monthly monitoring fee of $10,000 to the Revolving Agent. The Revolving Credit Agreement contains customary representations and warranties, events of default and covenants in favor of the Revolving Agent and Revolving Lenders. This includes a financial covenant to maintain a minimum cash flow to debt service ratio of not less than 1.10 to 1.00 as of the end of each fiscal quarter beginning with the quarter ended March 31, 2024.

The Revolving Facility may be terminated in whole, but not in part, by paying outstanding amounts thereunder plus a premium equal to (a) within six months of the effectiveness of the Revolving Credit Agreement, 1% of the maximum amount of the Revolving Note, multiplied by the number of months remaining until maturity, divided by 12 and (b) thereafter, 0.5% of the maximum amount of the Revolving Note, multiplied by the number of months remaining until maturity, divided by 12. No premium is payable if the Revolving Facility is terminated within 30 days of its stated maturity date. The Revolving Facility matures on February 2, 2025. The outstanding balance as of April 30, 2025, and July 31, 2024, was $2,000,000 and $2,000,000. The Company paid $257,170 in interest expense during the nine months ending April 30, 2025.

NOTE 16 – SUBSEQUENT EVENTS

In June 2025, the Company successfully completed a refinancing and debt-for-equity exchange involving Verve Cloud, Inc. As part of the transaction, the lender debt was converted into Verve Cloud equity, which resulted in a divestiture of Digerati's controlling interest in the subsidiary. Digerati exchanged the lender debt for the various assets in Verve Cloud, Inc. In addition, Post Road Administrative LLC and its affiliate Post Road Special Opportunity Fund II LLP (collectively, “Post Road” and or the "Lender") agreed to terminate the Credit Agreement, originally dated November 17, 2020. The lender also agreed to cancel for a nominal fee the Warrant issued to Post Road Special Opportunity Fund II LP (the "Warrant") to purchase initially, twenty-five percent (25%) of the Company's total shares (the "Warrant"), calculated on a fully diluted basis as of the date of issuance.

In conjunction with restructuring of the debt, the lender agreed to terminate the Tag-along Agreements with the three executives of the Company: Arthur Smith, Antonio Estrada, and Craig Clement. The lender and Digerati also agreed to terminate the Board Observer Agreement.

In connection with this restructuring, Digerati retained Waiv Cloud, Inc. ("**Waiv Cloud**"), which was Verve Cloud's nationwide co-location business. Additionally, Digerati entered into a Transition Service Agreement with Verve Cloud, Inc. for an initial term of 90 days, for the support of the co-location customers.