Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

AFFLUENCE CORPORATION

1942 Broadway St., Suite 314C
Boulder, CO 80302

720.295.6409
www.onemindtechnologies.com
info@affucorp.com
SIC 4813

Quarterly Report

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

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

4,516,382,190 as of June 30, 2025 (see note at

1,270,087,348 as of December 31, 2024

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

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

Yes: ☒ No: ☐

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

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

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

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

Affluence Corporation, 2009 – to Present
BSA Satellink Inc. until 1-2009

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

The Company was incorporated under the laws of the State of Colorado on November 23, 1994 and is currently active in the state of Colorado

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

None

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

Application for a reverse stock split pending

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

Address: Dolan Plaza
211 Greenwood Avenue Suite 258,
Bethel, CT 06801
Phone: 702-295-6409

The address(es) 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: EQ Shareowner Services (Equiniti)
Phone: (651)-306-2920
Email: Jeff.Carlson@equiniti.com
Address: 1110 Centre Pointe Curve, Suite 101, Mendota Heights, MN 55120

Publicly Quoted or Traded Securities

Trading Symbol:	AFFU
Title and class of securities:	Common Stock
CUSIP:	00829V100
Par or Stated Value:	$.00001

Total shares authorized:	25,000,000,000	as of: 6/30/2025
Total shares outstanding:	6,759,402,403	as of: 6/30/2025
Total number of shareholders of record:	253	as of: 6/30/2025

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

None

Trading symbol:	N/A
Series A Preferred Stock:	
CUSIP:	N/A
Par or stated value:	0.00001
Total shares authorized:	1,000,000 as of 6/30/25
Total shares outstanding:	1,000,000 as of 6/30/25
Total number of shareholders of record:	3 as of 6/30/25

Trading symbol:	N/A
Series B Preferred Stock	
CUSIP:	N/A
Par or stated value:	0.00001
Total shares authorized:	200,000 as of 6/30/25
Total shares outstanding:	100,000 as of 6/30/25
Total number of shareholders of record:	4 as of 6/30/25

Other classes of authorized or outstanding equity securities:

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

Exact title and class of the security:	Preferred Shares	
CUSIP (if applicable):		
Par or stated value:	$0.00001	
Total shares authorized:	100,000,000	as of date: 3/31/2025
Total shares outstanding (if applicable):	0	as of date: 3/31/2025
Total number of shareholders of record (if applicable):	0	as of date: 3/31/2025

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.**

Common shares are eligible for dividends if dividend payout is authorized and approved by the Board of Directors. To date, no dividends have been paid out. Each Common share has voting rights on a one-for-one basis. There are no preemptive rights.

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

Series A Preferred Stock in aggregate can be converted into 51% of the outstanding common stock on a fully diluted basis within two years from issuance date (May 14, 2025). The Series A stockholders may vote as if they held 51% of the common stock.

Series B Preferred Stock in aggregate can be converted into 20% of the outstanding common stock on a fully diluted basis within two years from issuance date (May 14, 2025). The Series B stockholders may vote as if they held 51% of the common stock.

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

N/A

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

N/A

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

Shares Outstanding as of Second Most Recent Fiscal Year End: Date 12/31/2022 Opening Balance: Common: 511,045,033 Preferred: 0									
Date of Transaction	**Transaction type (e.g., new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.**	**Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**
1/31/23	New Issuance	15,000,000	Common	1.00	No	Mercantile Companies – I. Steven Edelson	Consulting Agreement	Restricted	4(a)(2)

1/31/23	New Issuance	5,000,000	Common	1.00	No	Mark Moon	Advisory Board	Restricted	4(a)(2)
1/31/23	New Issuance	5,000,000	Common	1.00	No	Charles Millard	Advisory Board	Restricted	4(a)(2)
1/31/23	New Issuance	5,000,000	Common	1.00	No	John Hartman	Advisory Board	Restricted	4(a)(2)
1/31/23	New Issuance	5,000,000	Common	1.00	No	Donald Zoufal	Advisory Board	Restricted	4(a)(2)
4/28/23	New Issuance	5,000,000	Common	1.00	No	Michael Balkin	Debt Restructuring	Restricted	4(a)(2)
4/28/23	New Issuance	10,000,000	Common	1.00	No	Valerian Capital -Dan Fried	Debt Restructuring	Restricted	4(a)(2)
4/28/23	New Issuance	10,000,000	Common	1.00	No	Senneca Global	Debt Restructuring	Restricted	4(a)(2)
4/28/23	New Issuance	400,000	Common	1.00	No	Keith Porter	Consulting	Restricted	4(a)(2)
4/28/23	New Issuance	200,000	Common	1.00	No	Andre Jobs	Consulting	Restricted	4(a)(2)
4/28/23	New Issuance	8,536,253	Common	1.00	No	Cicero Consulting – Michael Waloshin	Preferred Conversion	Restricted	4(a)(2)
5/1/23	New Issuance	4,364,400	Common	1.00	No	Lual Deng	Factoring Agreement	Restricted	4(a)(2)
5/1/23	New Issuance	1,090,800	Common	1.00	No	Steven Edelson	Factoring Agreement	Restricted	4(a)(2)

5/1/23	New Issuance	1,090,800	Common	1.00	No	RG Investments – Robert Gerber	Factoring Agreement	Restricted	4(a)(2)
5/1/23	New Issuance	2,181,600	Common	1.00	No	Merk !, LLC – Artur Gutterman	Factoring Agreement	Restricted	4(a)(2)
5/1/23	New Issuance	2,181,600	Common	1.00	No	Ian Mack	Factoring Agreement	Restricted	4(a)(2)
5/1/23	New Issuance	2,181,600	Common	1.00	No	John Hartman	Factoring Agreement	Restricted	4(a)(2)
5/1/23	New Issuance	100,000	Common	1.00	No	Albert Pick Family Trust – Kay Pick	Factoring Agreement	Restricted	4(a)(2)
7/1/23	New Issuance	500,000	Common	1.00	No	CleverComs LTD. c/o Rohan Chanmugan	Board Director Shares	Restricted	4(a)(2)
7/1/23	New Issuance	500,000	Common	1.00	No	Dale Haase	Board Director Shares	Restricted	4(a)(2)
7/1/23	New Issuance	500,000	Common	1.00	No	James E. Honan, Jr.	Board Director Shares	Restricted	4(a)(2)
7/1/23	New Issuance	1,000,000	Common	1.00	No	Howard Isaacs	Consulting Shares	Restricted	4(a)(2)
7/1/23	New Issuance	500,000	Common	1.00	No	Richard Cavalari	Consulting Shares	Restricted	4(a)(2)
7/3/23	New Issuance	6,095,891	Common	1.00	No	Maverick Capital Partners, LLC. c/o Usama Almagarby	Debt Conversion	Free Trading	4(a)(2)
12/1/23	New Issuance	5,078,430	Common	1.00	No	Maverick Capital Partners, LLC. c/o Usama Almagarby	Debt Conversion	Free Trading	4(a)(2)

12/1/23	New Issuance	14,285,714	Common	1.00	No	Maverick Capital Partners, LLC. c/o Usama Almagarby	Debt Conversion	Free Trading	4(a)(2)
6/1/24	New Issuance	25,000,000	Common	1.00	No	Maverick Capital Partners, LLC. c/o Usama Almagarby	Debt Conversion	Free Trading	4(a)(2)
7/13/2024	New Issuance	6,000,000	Common	1.00	No	Macaddian Marketing, c/o Howard Issacs	Consulting	Restricted	4(a)(2)
7/13/2024	New Issuance	6,000,000	Common	1.00	No	Valerian Capital -Dan Fried	Debt Restructuring	Restricted	4(a)(2)
7/13/2024	New Issuance	6,000,000	Common	1.00	No	James E. Honan, Jr	AFFU Board of Directors Allocation	Restricted	4(a)(2)
7/13/2024	New Issuance	3,000,000	Common	1.00	No	CleverComs, c/o Rohan Chanmugham	AFFU Board of Directors Allocation	Restricted	4(a)(2)
7/13/2024	New Issuance	8,200,000	Common	1.00	No	John J. Profita	Debt Restructuring	Restricted	4(a)(2)
7/13/2024	New Issuance	3,000,000	Common	1.00	No	James E. Honan, Jr	In lieu of Deferred Compensation	Restricted	4(a)(2)
7/13/2024	New Issuance	3,000,000	Common	1.00	No	Dale Haase	AFFU Board of Directors Allocation	Restricted	4(a)(2)
7/13/2024	New Issuance	3,000,000	Common	1.00	No	CleverComs, c/o Rohan Chanmugham	OMT Board of Directors Allocation	Restricted	4(a)(2)
7/13/2024	New Issuance	3,000,000	Common	1.00	No	Ignasi Vilajosana	OMT Board of Directors Allocation	Restricted	4(a)(2)
7/13/2024	New Issuance	3,000,000	Common	1.00	No	Peter Cummings	OMT Board of Directors Allocation	Restricted	4(a)(2)

7/25/24	New Issuance	15,500,000	Common	1.00	No	Maverick Capital Partners, LLC. c/o Usama Almagarby	Debt Conversion	Free Trading	4(a)(2)
9/24/24	New Issuance	30,883,035	Common	.0026	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
10/1/24	New Issuance	20,000,000	Common	.00169	Yes	Traverse Opportunity Fund, LP c/o Chad Nelson	Note Conversion	Free Trading	4(a)(2)
10/17/24	New Issuance	21,151,650	Common	.0005	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
10/29/24	New Issuance	20,330,970	Common	.0005	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
10/30/24	New Issuance	60,000,000	Common	.0005	Yes	Invenire Capital, c/o Chad Nelson	Note Conversion	Free Trading	4(a)(2)
11/1/24	New Issuance	23,172,240	Common	.0005	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
11/13/24	New Issuance	30,545,490	Common	.0005	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
11/19/24	New Issuance	29,264,370	Common	.0005	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
11/25/24	New Issuance	27,353,250	Common	.0005	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
12/5/24	New Issuance	30,113,040	Common	.0005	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
12/11/24	New Issuance	37,620,390	Common	.0005	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)

12/13/24	New Issuance	62,346,900	Common	.0005	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
12/20/24	New Issuance	36,012,215	Common	.00049	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
12/24/24	New Issuance	66,761,677	Common	.00033	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
12/27/24	New Issuance	60,000,000	Common	.0005	Yes	Invenire Capital, c/o Chad Nelson	Note Conversion	Free Trading	4(a)(2)
1/2/25	New Issuance	61,000,000	Common	.0005	No	Invenire Capital, c/o Chad Nelson	Note Conversion	Free Trading	4(a)(2)
1/10/25	New Issuance	41,068,096	Common	.00026	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
1/30/25	New Issuance	86,944,846	Common	.000195	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
2/3/25	New Issuance	120,000,000	Common	.0005	No	Invenire Capital, c/o Chad Nelson	Note Conversion	Free Trading	4(a)(2)
2/7/25	New Issuance	113,185,692	Common	.000195	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
2/19/25	New Issuance	112,425,000	Common	.00013	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
3/10/25	New Issuance	129,309,231	Common	.00013	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
3/17/25	New Issuance	152,970,693	Common	.0005	Yes	Invenire Capital, c/o Chad Nelson	Note Conversion	Free Trading	4(a)(2)

3/25/25	New Issuance	150,000,000	Common	.0005	No	Invenire Capital, c/o Chad Nelson	Note Conversion	Free Trading	4(a)(2)
3/10/25	New Issuance	129,309,231	Common	.00013	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
4/11/25	New Issuance	138,350,538	Common	.00014	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
4/17/25	New Issuance	94,369,615	Common	.00014	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
4/21/25	New Issuance	120,000,000	Common	.00013	Yes	Traverse Opportunity Fund, LP c/o Chad Nelson	Note Conversion	Free Trading	4(a)(2)
4/25/25	New Issuance	194,078,400	Common	.00014	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
4/29/25	New Issuance	200,000,000	Common	.0005	Yes	Invenire Capital, c/o Chad Nelson	Note Conversion	Free Trading	4(a)(2)
5/9/25	New Issuance	110,378,885	Common	.00014	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
5/22/25	New Issuance	300,000,000	Common	.00035	Yes	Invenire Capital, c/o Chad Nelson	Note Conversion	Free Trading	4(a)(2)
6/4/25	New Issuance	157,999,154	Common	.00009	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
6/10/25	New Issuance	300,000,000	Common	.000065	Yes	Traverse Opportunity Fund, LP c/o Chad Nelson	Note Conversion	Free Trading	4(a)(2)
6/20/25	New Issuance	335,000,000	Common	.000065	Yes	Traverse Opportunity Fund, LP c/o Chad Nelson	Note Conversion	Free Trading	4(a)(2)

6/20/25	New Issuance	335,185,385	Common	.00009	Yes	Trillium Partners, LP c/o Steven Hicks	Note Conversion	Free Trading	4(a)(2)
Shares Outstanding on Date of This Report: Ending Balance: Date 3/31/25 Ending Balance Common: 6,759,402,403 Note – Per the transfer agent report there ate 4,516,382,190 common shares outstanding. The Company will reconcile with the transfer agent and make any corrections needed. Preferred: 1,200,000									

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

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

N/A

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g., Loan, Services, etc.)
4/19/2021	$1,000,000	$1,000,000	* N/A	9/15/2023	Non-convertible	Bosak Porter Realty Group c/o Greg Bosak	Bridge Loan – Restructured
07/31/2021	600,000	600,000	$235,406	09/15/2023	Non-convertible Interest - 8%	Mellon Enterprises /o George Mellon	Convertible Loan – Restructured
12/15/2021	$150,000	$150,000	* N/A	9/15/2023	Non-convertible	Doug Stukel	Bridge Loan - Restructured
6/6/2022	$290,000	$290,000	* N/A	8/15/2023	Non-convertible	Michael Profita	Bridge Loan - Restructured
9/8/2022	$1,870,000	$3,013,065	$394,269	9/8/2023	Interest - 10% Conversion – $0.0005	Invenire Capital LP - Chad Nelson	Loan
7/27/2022	$770,000	$1,284,476	$363,806	9/8/23	Interest - 10% Conversion – $0.0005	Invenire Capital LP - Chad Nelson	Loan
9/8/2022	$440,000	$733,986	$235,187	9/8/2023	Interest - 10% Conversion – $0.0005	Traverse Opportunities Fund LP - Chad Nelson	Loan
9/8/2022	$550,000	$496,549	$0	9/8/2023	Interest - 10% Conversion – $0.0005	Trillium Partners LP – Steven Hicks	Loan
9/8/2022	$137,500	$275,245	$81,877	9/8/2023	Interest - 10% Conversion – $0.0005	Michael Balkin	Loan

12/1/2022	$65,000	$65,000	* N/A	1/1/2024	Non-convertible	Michael Profita	Bridge Loan
4/21/2023	$65,000	$65,000	* N/A	1/1/2024	Non-convertible	John J. Profita	Bridge Loan
4/21/2023	$160,000	$50,000	* N/A	1/1/2024	Interest - 8%	Michael Balkin	Bridge Loan
5/1/2023	$275,000	$275,000	* N/A	7/21/2023	Non-convertible	Mercantile Companies – Steven Edelson	Receivable Factoring
6/28/2023	$60,000	$60,000	* N/A	9/28/2023	Non-convertible	Valerian Capital -Dan Fried	Bridge Loan
4/15/24	$230,000	$230,000	$27,789	7/15/24	Interest - 10% Conversion – $0.0005	Traverse Opportunities Fund LP - Chad Nelson	Loan
10/16/24	$85,000	$85,000	$5,985	4/30/25	Interest - 10% Conversion – $0.0005	Traverse Opportunities Fund LP - Chad Nelson	Loan
10/31/24	$35,000	$35,000	$2,378	4/30/25	Interest - 10% Conversion – $0.0005	Traverse Opportunities Fund LP - Chad Nelson	Loan
11/1/24	$25,000	$25,000	$1,651	10/31/25	Conversion – $0.0005	Fronduer Partners LLC – William Gonyer	Services
12/1/24	$25,000	$25,000	$1,445	11/30/25	Interest - 10% Conversion – $0.0005	Fronduer Partners LLC – William Gonyer	Services
1/1/25	$25,000	$25,000	$1,233	12/31/25	Interest - 10% Conversion – $0.0005	Fronduer Partners LLC – William Gonyer	Services
1/6/25	$61,180	$20,000	* N/A	2/28/25	Non-convertible	Traverse Opportunities Fund LP - Chad Nelson	Receivable Factoring
2/1/25	$25,000	$25,000	$1,021	1/31/26	Interest - 10% Conversion – $0.0005	Fronduer Partners LLC – William Gonyer	Services
3/1/25	$25,000	$25,000	$829	2/28/26	Interest - 10% Conversion – $0.0005	Fronduer Partners LLC – William Gonyer	Services
3/11/25	$18,000	$18,000	$460	12/31/25	Interest - 10% Conversion – $0.0005	Trillium Partners LP – Steven Hicks	Loan
4/1/25	$25,000	$25,000	$632	3/31/26	Interest - 10% Conversion – $0.0005	Fronduer Partners LLC – William Gonyer	Services
4/28/25	$16,000	$16,000	$283	3/31/26	Interest - 10% Conversion – $0.0005	Trillium Partners LP – Steven Hicks	Loan
5/1/25	$25,000	$25,000	$421	4/30/26	Interest - 10% Conversion – $0.0005	Fronduer Partners LLC – William Gonyer	Service
6/1/25	$25,000	$25,000	$204	5/31/26	Interest - 10% Conversion – $0.0005	Fronduer Partners LLC – William Gonyer	Service
6/11/25	$10,000	$10,000	$53	3/31/26	Interest - 10% Conversion – $0.0005	Trillium Partners LP – Steven Hicks	Loan

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

* N/A – Interest is based on original issue discount (i.e. face or principal amount greater than cash received), The discounted amount

4) Issuer's Business, Products and Services

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

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

Affluence Corporation is a technology company focused on Smart City Software, 5G and IoT solutions that will power the next generation internet.

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

Mingothings SLU (MTi) – is a wholly owned subsidiary of the Company and develops and helps implement and enhance Smart City Software solutions which are deployed throughout the world.

Control Person: Francesc
Domingo - CEO
Address: Hipolit Lazaro, 25
Local 2
Barcelona, Spain 08014
Phone:34 934 860 961

OneMind Technologies, S.L. – is a wholly owned subsidiary of the Company and develops Smart City Software solutions which are deployed throughout the world.

Control Person: Ignasi
Vilajosana; Interim CEO
Address: Variat 47
Tenth Floor:
Barcelona, Spain 08014
Phone: 34-93-418-05-85

C. Describe the issuers' principal products or services.

The Company develops, implements and enhances smart city software solutions under the brand names of Mingothings and OneMind Technologies. The OneMInd smart city software products include OneMind Hypervisor and OneMind NG. The products and services are available in enterprise software and SaaS versions. The compaies also provides professional services which include consulting and installation services and software maintenance. The software is deployed throughout the world.

5) Issuer's Facilities

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

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

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

Address: Hipolit Lazaro 25 Local 2 Barcelona Spain
Phone: 34 934 860 961

The Company uses this office free of rent and without a

lease. Address: Variat 47 Tenth Floor
Barcelona, Spain 08014
Phone: 34-93-418-05-85

The Company leases office space for Mingothings SLU and OneMind Technologies, S.L. and paid about

$5,000 in rent expenses per month. The lease is an annual lease with an annual renewal on January 1 each year.

The Company's assets consist of desktop computers, laptops and printers. The fixed assets are in the Barcelona, Spain facility. All of the assets have been purchased and there are no equipment leases.

6) Officers, Directors, and Control Persons

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

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

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Maverick Capital Partners, LLC	Investor	West Palm, Fl	65,930,035	Common	3%	Usama Algabarty
Francesc Domingo	Chairman of the Board	Barcelona, Spain	468,162	Series A Preferred	47%	
Oscar Brito	President	West New York, New Jersey	0	N/A	1%	
Rohan Chanmugam	Director	London, UK	25,000,000 50,000	Common Series B Preferred	1% 25%	
William E Gonyer	CFO/Director	Redding, CT	0			
Peter Cummings	Director	Dublin, Ireland	50,000	Series B Preferred	25%	

7) Legal/Disciplinary History

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

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

NA

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;

NA

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;

NA

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

NA

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.

NA

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.

NA

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

NA

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name:	Jonathan Leinwand, Esq.
Firm:	Jonathan D. Leinwand, P.A.
Address 1:	18305 Biscayne Blvd Suite 200
Address 2:	Aventura, FL 33180
Phone:	(954) 9037856
Email:	jonathan@jdlpa.com

Accountant or Auditor

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

Investor Relations

N/A

All other means of Investor Communication:

Twitter: _____
Discord: _____
LinkedIn www.linkedin.com/company/69224674
Facebook: _____
Website https://affucorp.com

Other Service Providers

N/A

9) Disclosure & Financial Information

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

Name: **Oscar Brito**
Title: **President**
Relationship to Issuer: **President**

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: **William E. Gonyer**
Title: **CFO**
Relationship to Issuer: **CFO**

Describe the qualifications of the person or persons who prepared the financial statements:[5] Mr. Gonyer has over 25 years of investment banking and public accounting experience with Natixis Corporate and Investment Bank, UBS, and Price Waterouse (PWC). Mr. Gonyer received an MBA in Publlic Accounting from the Lubin Graduate School of Business and a BS in Business Administration and Economics from The King's College.

Provide the following qualifying financial statements:

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

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.

AFFLUENCE CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2025	December 31, 2024
ASSETS		
Current Assets		
Cash	$ 513,103	$ 371,832
Accounts receivable	1,013,097	585,847
Prepaid expenses and other current assets	1,457,950	4,017
Total Current Assets	3,175,891	961,696
Property and equipment, net	70,209	52,140
Other non-current assets	3,023	-
Investments – minority equity investments at cost	372,900	291,719
Intangibles – software, net	811,005	34,663
Goodwill	794,569	-
Deferred tax assets - Spain	693,726	169,860
Total non-current assets	2,745,432	576,784
Total Assets	$ 5,921,323	$ 1,538,480
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable and accrued expenses	$ 2,351,911	$ 647,912
Accrued interest	1,356,963	-
Loans and notes payable, net of discounts	3,460,317	-
Convertible notes payable – net of discounts and premiums	6,688,388	-
Derivative liabilities	4,968,377	-
Total Current Liabilities	18,776,518	647,912
Long-term Liabilities:		
Notes and loans payable	851,263	985,631
Total Long-term Liabilities	851,263	985,631
Total Liabilities	19,627,781	1,633,543
Commitments and Contingencies (Notes)		
Stockholders' Deficit:		

Series A preferred stock, 1,000,0000, $0.00001 par shares authorized and outstanding at June 30, 2025, none authorized at December 31, 2024	10	-
Series B preferred stock, 200,000, $0.00001 par shares authorized and 100,000 outstanding at June 30, 2025,	1	-
Common stock - $0.00001 par value, 25,000,000,000 shares authorized, 6,759,402,403 and no shares issued and outstanding at June 30, 2025 and 10,725 authorized and outstanding at December 31, 2024.	67,593	11,751
Additional paid-in capital	636,593	-
Accumulated deficit	(13,706,458)	(106,814)
Cumulative translation adjustment	(128,245)	
Total Stockholders' Deficit	(13,706,458)	(95,063)
Total Liabilities and Stockholders' Deficit	$ 5,921,323	$ 1,538,480

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

AFFLUENCE CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
(Unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
Revenue	2,130,984	1,019,760	3,081,781	2,361,590
Cost of goods sold	17,382	-	-	-
Gross Profit	2,113,602	1,019,760	3,081,781	2,361,590
Operating Expenses:				
Selling, general and administrative expenses	2,024,415	1,481,022	3,071,635	2,505,295
Depreciation and amortization expenses	128,413	-	62,720	-
Total operating expenses	2,152,828	1,481,022	3,134,355	2,505,295
Income/(Loss) from operations	(39,226)	(461,262)	(52,574)	(143,704)
Other income (expense):				
Derivative: expense, gains and losses from issuances	(136,997)	-	(83,765)	-
Changes in fair market value	3,156,916	-	2,537,937	-
Interest income	418	-	161,256	-
Interest expense	(838,784)	(7,408)	-	(13,269)
Losses on foreign currency transactions	-	(608)	-	(15,917)
Loss on conversion of convertible debt	(526,710)	-	(362,328)	-
Total other expense	1,654,425	(8,308)	2,248,683	(29,186)
Income/(Loss) before provision for income tax	1,615,199	(469,278)	2,196,109	(172,890)
Net Income/(Loss)	$ 1,615,199	$ (469,278)	$ 2,196,109	$ (172,890)
Other comprehensive income - CTA	128,245	-	(90,516)	-
Net income (loss) available to common shareholders	-	-	2,105,516	-
Basic and diluted, loss per share	$ 0.00	$ -	$ 0.00	$ -
Basic and diluted weighted average shares	3,686,923,470	-	3,686,923,470	-

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

AFFLUENCE CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 2025 AND 2024
(Unaudited)

The three and six months ended June 30, 2025

	Preferred Stock Series B		Common Stock		Additional Paid In	Common Stock	Restricted Retained	Accumulated	Accumulated Other	Stockholders' (Deficit)
	Shares	Amount	Shares	Amount	Capital	To be Issued	Earnings	Surplus (Deficit)	Comprehensive Income	Equity
Balance, December 31, 2024	-	$ -	10,725	$ 11,751	$ -		421,558	$ (217,360)	$ -	$ 215,949
Net income for the three months ended March 31,	-	-	-	-	-	-	-	(80,931)	-	(80,931)
Balance, March 31, 2025	-	-	10,775	11,751	-		-	(298,291)		356,861
Recapitalization adjustment due to merger	1,100,000	11	3,094,197,651	30,942	636,428	-	-	(15,488,990)	- -	(14,821,609)
Shares issued for conversion of principal, interest and fees	-	·	1,428,184,539	14,282	180,670	-	-	-	- -	194,952
Common stock to be issued	· · ·	-	-	-	-	18,983	-	- -	-	18,983
Losses on issuance of conversion shares	-	-	-	-	(523,710)	-	-	- -	-	
Other compressive income - CTA		-	-	-	-	-	-	-	128,245 -	128,245
Net income for the three months ended June 30, 2024	-	-	-	-	-		-	1,533,801	-	1,533,801
Balance, June 30, 2025	1,100,000	$ 11	6,759,402,403	$ 67,593	$ 290,388	$ 18,983	$ -	$ (13,955,189)	$ 128,245	$ (13,834,704)

The three and six months ended June 30, 2024

	Preferred Stock		Common Stock		Additional Paid In	Restricted Retained	Accumulated Surplus	Accumulated	Stockholders' (Deficit)
	Shares	Amount	Shares	Amount	Capital	Earnings	(Deficit)	Comprehensive Income	Equity
Balance, December 31, 2023	-	$ -	10,725	$ 11,751	$ -	371,200	$ 152,723	$ -	$ 535,674
Net income for the three months ended March 31, 2024	-	-	-	-	-		296,388	-	296,388
Balance, March 31, 2024	-	-	10,775	11,751	-		449,111	-	832,062
Earnings restricted for distribution	-	-	-	-	-	75,008	-	-	75,008
Net loss for the three months ended June 30, 2024	-	-	-	-	-	-	(469,278)	-	(469,278)
Balance, June 30, 2024	-	$ -	10,775	$ 11,751	$ -	446,208	$ (20,167)	$ -	$ 437,792

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

AFFLUENCE CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	***For the Six Monts Ended* June 30,**	
	2025	**2024**
Cash Flows from Operating Activities:		
Net income/(loss)	$ 1,553,801	$ (172,890)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation & amortization of intangibles	128,413	-
Amortization of debt discounts	603,113	-
Fee notes issued, charged to expense	75,000	-
Loss on issuance of securities charged to derivative expense	136,997	-
Gain on change in fair market value of derivative	(3,156,916)	-
Loss on conversion of convertible notes to common stock	526,710	
Changes in Operating Assets and Liabilities:		
Accounts receivable	(393,111)	(99,762)
(Purchase) or sale of short-term investments	(101,652)	
Prepaid expenses and other current assets	4,017	-
Accounts payable and accrued expenses and interest	722,100	38,314
Other liabilities	(43,174)	-
Cash Provided/(Used) in Operating Activities	65,099	(234,338)
Cash Flows from Investing Activities:		
Cash acquired from acquisition	71,467	-
Cash used in investments	(34,347)	(4,158)
Cash Used in Investing Activities	65,099	(4,158)
Cash Flows from Financing Activities:		
Proceeds from convertible notes payable	37,130	-
Proceeds from loans and notes payable	-	181,951
Cash Provided by Financing Activities	37,130	181,951
Net Increase (Decrease) in Cash	139,349	(56,545)
Cash – beginning of year	373,754	451,396
Cash – end of year	$ 513,103	$ 394,851
Supplemental Disclosures of Cash Flow Information:		
Cash paid for:		
Interest	$ -	$ -
Taxes	$ -	$ -
Supplemental Disclosures of Noncash financing and investing activities:		
Original issue and derivative related discounts notes	$ 67,455	$ -
Issuance of common stock for note conversions	$ 194,952	$ -
Issuance of common stock for compensation	$ 236,400	$ -
Issuance of preferred stock for services and compensation	$ 389,166	$ -

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

AFFLUENCE CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2025
(Unaudited)

NOTE 1 - <u>NATURE OF OPERATIONS</u>

The Company was incorporated in Colorado on November 23, 1994 as BSA SateLink Inc. On September 26, 2008, its wholly owned subsidiary (CBI Acquisition, Inc.) merged with Clear Blue Interactive, dba Affluence Corporation. On December 4, 2008, the Company filed a name change with the State of Colorado, changing its name to Affluence Corporation in order to better reflect the Company's business at that time. BSA Satelink was engaged in the business of satellite dish telemarketing and upon the merger with Affluence Corporation ceased operating in the satellite dish telemarketing business and the principal business became the social network site for affluent individuals. Affluence Corporation maintains a social media website on the internet. Affluence Corporation is now a telecom technology and smart cities company focused on 4G and 5G technology. The Company provides engineering and design services for smart cities applications worldwide.

In May 2025, AFFU completed its acquisition of MTi is a technology solutions provider that provides software integration and IT services to municipalities and certain business entities, primarily in Europe and the Middle East. After the closing of the transaction MTi, became a legal subsidiary of the Company.

Reverse Merger/Acquisition of MTi

On May 14, 2025, the Affluence Corporation closed the Share Exchange with MTi whereby 100% of the common stock of MTi for Series A Preferred Stock which is convertible into 51% of the total issued and outstanding shares of common stock of the Company (fully diluted basis) as determined at the consummation of the acquisition.

The Share Exchange is intended to constitute a reorganization with the meaning of Section 368 of the Internal Revenue Code of 1986 (as amended).

As a result of the transaction, MTi became a subsidiary of the Company.

The Company evaluated the substance of the merger transaction and found it met the criteria for the accounting and reporting treatment of a reverse acquisition under ASC 805 (Business Combinations)-40-45 (Reverse Acquisition and Other Presentation Matters) and accordingly will consolidate the operations of MTi and the Company and the financial condition from the closing date of the transaction. The historic results of operations will reflect those of MTi. As such, MTi is treated as the acquirer while the Company is treated as the acquired entity for accounting and financial reporting purposes.

Under reverse merger accounting, the comparative historical financial statements of the Company, as the legal acquirer, are those of the accounting acquirer, MTi, the Company's financial statements prior to the closing of the reverse acquisition; reflect only the business of MTi and its subsidiaries.

MTi is considered the acquirer of AFFU based upon the terms of the Merger as well as other factors including; (i) MTi former shareholders own the conversion rights to approximately 51% of the combined Company's outstanding common shares immediately following the closing of the Merger, and (ii MTi's management hold the key Board of Director position of the combined Company. The Merger has therefore recorded as a reverse acquisition. The figures described in the notes and financial statements are a continuation of the figures of the legal subsidiary or accounting acquirer (MTi). However, the equity reflects the legal acquirer, or accounting acquiree (AFFU) equity structure. The acquisition value is recorded to reflect the par value of the outstanding shares of the Company, including the number of shares issued in the reverse acquisition and has been recast to reflect the merger transactions as if it had occurred as of the earliest period presented. Any difference is recognized as an adjustment to the additional paid in capital to the extent available, and then as a retained earnings adjustment.

Prior to the closing of the agreement Oscar Brito was appointed President of AFFU. Following the closing of the agreements, James Honan resigned his position as CEO. A Board of Directors proposal to appoint Mr. Brito as CEO is pending formal approval.

The Company has authorized 1,000,000 Series A Preferred Shares of Stock, effective April 7, 2025. The shares have a stated value of $1.00 per share the preferred stock in aggregate can be converted into 51% of the outstanding common stock for a period of twenty-four months from the date of issuance. The stock has voting rights equal to the number of common shares into which the preferred shares may be converted. Under the terms of the Share Exchange Agreement the Company issued 1,000,000 shares of Series A Preferred Stock to the owners of MTi in exchange for 100% of the shares of MTi upon closing the aforementioned acquisition.

MTi.

MTi is a company formed under the laws of Spain and the city of Barcelona provides IT management solutions to municipalities and large public facilities (sport stadiums) to integrate existing software and provide real-time centralized control over infrastructure integrating their complete operating landscape. MTi is headquartered in Barcelona, Spain.

MTi acquired two sister companies also located in Barcelona, Spain in anticipation of the merger with AFFU. These companies provide support services including logistics and personnel that facilitate the software integration.

NOTE 2 - <u>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GOING CONCERN</u>

Basis of Presentation and Principles of Consolidation

The Company prepares its consolidated financial statements in accordance with U.S. generally accepted accounting principles ("GAAP"). The accompanying consolidated financial statements include the accounts of Affluence Corp. and its wholly-owned subsidiaries, OneMind Technologies S.L.U. and MTi SLU along with its subsidiaries ("OMT" and MTi are companies registered in Spain with offices and other facilities located in Barcelona). All significant intercompany accounts and transactions have been eliminated in consolidation.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") and the rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial information. Accordingly, certain information and footnote disclosures normally included in financial statements in accordance with GAAP have been omitted. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included.

Reclassifications

Certain reclassifications have been made to the prior period financial information to conform to the presentation used in the financial statements for the three and six months ended June 30, 2025.

Going Concern

The accompanying unaudited consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. For the six months ended June 30, 2025, the Company has earned $1,533,801. The working capital deficit, stockholders' deficit and accumulated deficit was $16,031,086, $13,706,458 and $13,955,189, respectively, at June 30, 2025. It is the management's opinion that these matters raise substantial doubt about the Company's ability to continue as a going concern for a period of twelve months from the issuance date of this report. The ability of the Company to continue as a going concern is dependent upon the management's ability to further implement its business plan and raise additional capital as needed from the sales of stock or debt. The Company has continued to implement cost-cutting measures and restructuring or setting up payment plans with vendors and service providers and plans to raise equity through a private placement, and restructure or repay its obligations. The accompanying consolidated financial statements do not include any adjustments that might be required should the Company be unable to continue as a going concern. However, additional funding may not be available to the Company on acceptable terms, or at all. Any failure to raise capital as and when needed could have a negative impact on the Company's ability to pursue its business plans and strategies, and the Company would likely be forced to delay, reduce, or terminate some or all of its activities, all of which could have a material adverse effect on the Company's business, results of operations and financial condition.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates include the allowance for credit losses on accounts receivable, reserves on inventory, and the valuation allowance on deferred tax assets.

Fair Value Measurements

The Company follows the FASB *Fair Value Measurements* standard, as they apply to its financial instruments. This standard defines fair value, outlines a framework for measuring fair value, and details the required disclosures about fair value measurements.

Fair value is defined as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. The standard establishes a hierarchy in determining the fair value of an asset or liability. The fair value hierarchy has three levels of inputs, both observable and unobservable. Level 1 inputs include quoted market prices for identical assets or liabilities in an active market that the Company has the ability to access at the measurement date. Level 2 inputs are market data, other than Level 1, that are observable either directly or indirectly. Level 2 inputs include quoted market prices for similar assets or liabilities, quoted market prices in an inactive market, and other observable information that can be corroborated by market data. Level 3 inputs are unobservable and corroborated by little or no market data. The standard requires the utilization of the lowest possible level of input to determine fair value and carrying amounts of current liabilities approximate fair value due to their short-term nature.

The estimated fair value of certain financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and accrued expenses are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments.

The Company's non-financial assets, such as property and equipment, are adjusted to fair value only when an impairment is recognized. Such fair value measurements are based predominantly on Level 3 inputs.

Level 1: Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable, either directly or indirectly.

Level 2 inputs include quoted prices for similar assets, quoted prices in markets that are not considered to be active, and observable inputs other than quoted prices such as interest rates.

Level 3: Level 3 inputs are unobservable inputs.

The following required disclosure of the estimated fair value of financial instruments has been determined by the Company using available market information and appropriate valuation methodologies. However, considerable judgment is required to interpret market data to develop the estimates of fair value. Accordingly, the use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

The methods and assumptions used to estimate the fair values of each class of financial instruments are as follows: Cash and Cash Equivalents, Accounts Receivable, and Accounts Payable. The items are generally short-term in nature, and accordingly, the carrying amounts reported on the consolidated balance sheets are reasonable approximations of their fair values.

The carrying amounts of notes payable approximate the fair value as the notes bear interest rates that are consistent with current market rates.

The table below classifies the Company's liabilities measured at fair value on a recurring basis into the fair value hierarchy as of December 31, 2020 and 2019.

	At June 30, 2025			**At December 31, 2024**		
Description	**Level 1**	**Level 2**	**Level 3**	**Level 1**	**Level 2**	**Level 3**
Derivative Liability	-	-	$ 573,857	-	-	$ See Note

A roll-forward of the level 3 valuation financial instruments is as follows:

	Derivative Liabilities
Balance at December 31, 2024	$ -
Liabilities recognized upon merger May 14, 2025	6,336,398
Changes in fair market value	(1,390,719)
Charged to derivative expense upon issuance of related note	11,112
Classified as initial debt discount upon issuance of related note	11,586
Balance at June 30, 2025	$ 4,968,377

A summary of quantitative information about significant unobservable inputs (Level 3 inputs) used in measuring the Company's derivative liability that are categorized within Level 3 of the fair value hierarchy for the six months ended June 30, 2025 is as follows:

Inputs	**June 30, 2025**
Stock price	$ 0.0001
Conversion price	0.000065 to $ 0.0005
Volatility (annual)	287%
Risk-free rate	5%
Dividend rate	-

Cash and Cash Equivalents

Cash equivalents consist of liquid investments with maturities of three months or less at the time of purchase. There were no cash equivalents at June 30, 2025 and $0 at December 31, 2024.

Accounts Receivable

Trade receivables are recorded at net realizable value consisting of the carrying amount less the allowance for credit losses, as needed. Factors used to establish an allowance include the credit quality of the customer and whether the balance is significant. The Company may also use the direct write-off method to account for uncollectible accounts that are not received. Using the direct write-off method, trade receivable balances are written off to bad debt expense when an account balance is deemed to be uncollectible. The Company maintains an allowance for credit losses primarily for estimated losses resulting from the inability or failure of individual customers to make required payments. The Company maintains an allowance under Accounting Standards Codification ("ASC") 326 based on historical losses, changes in payment history, customer-specific information, current economic conditions, and reasonable and supportable forecasts of future economic conditions. The allowance under ASC 326 is updated as additional losses are incurred or information becomes available related to the customer or economic conditions.

Property & Equipment

Property and equipment are stated at cost and depreciated over their estimated useful lives. Maintenance and repairs are charged to expense as incurred. Software developed internally is capitalized following performance testing. For the period ended June 30, 2025, approximately $26,600, of development costs were capitalized. All capitalized software is amortized to expense over the useful life. Amortization expense for the six months ended June 30, 2025 and 2024 were approximately $33,000 and $0, respectively. When assets are retired or disposed of, the cost and accumulated depreciation are removed from the accounts, and any resulting gains or losses are included in income in the year of disposition. The Company examines the possibility of decreases in the value of these assets when events or changes in circumstances reflect the fact that their recorded value may not be recoverable. Depreciation expenses were approximately $1,000 and $0 for the six months ended June 30, 2025 and 2024, respectively.

Long-Lived Assets

Long-lived assets (including capitalized software) are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Impairment is determined by comparing the carrying value of the long-lived assets to the estimated undiscounted future cash flows expected to result from use of the assets and their ultimate disposition. In instances where impairment is determined to exist, the Company writes down the asset to its fair value based on the present value of estimated future cash flows.

Deferred Financing Costs

All unamortized deferred financing costs related to the Company's borrowings are presented in the consolidated balance sheets as a direct deduction from the related debt. Amortization of these costs is reported as interest and financing costs included in the consolidated statement of operations.

Revenue Recognition

The Company follows Accounting Standards Codification (“ASC”) 606, Revenue From Contracts With Customers, which has a five-step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied.

Stock-based compensation

Stock-based compensation is accounted for based on the requirements of ASC 718 – *“Compensation –Stock Compensation*”, which requires recognition in the financial statements of the cost of employee and director services along with non-employee services received in exchange for an award of equity instruments over the period the employee or director is required to perform the services in exchange for the award (presumptively, the vesting period). The ASC also requires measurement of the cost of employee and director services received in exchange for an award based on the grant-date fair value of the award. The Company utilizes the Black-Sholes option pricing model and uses the simplified method to determine expected term because of lack of sufficient exercise history.

Convertible Notes with Fixed Rate Conversion Options

The Company may enter into convertible notes, some of which contain, predominantly, fixed rate conversion features, whereby the outstanding principal and accrued interest may be converted by the holder, into common shares at a fixed discount to the market price of the common stock at the time of conversion. This results in a fair value of the convertible note being equal to a fixed monetary amount. The Company records the convertible note liability at its fixed monetary amount by measuring and recording a premium, as applicable, on the Note date with a charge to interest expense in accordance with ASC 480 - “Distinguishing Liabilities from Equity”.

Derivative Liabilities

The Company has certain financial instruments that are derivatives or contain embedded derivatives. The Company evaluates all its financial instruments to determine if those contracts or any potential embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with ASC 810-10-05-4 and 815-40. This accounting treatment requires that the carrying amount of any derivatives be recorded at fair value at issuance and marked-to-market at each balance sheet date. In the event that the fair value is recorded as a liability, as is the case with the Company, the change in the fair value during the period is recorded as either other income or expense. Upon conversion, exercise or repayment, the respective derivative liability is marked to fair value at the conversion, repayment or exercise date and then the related fair value amount is reclassified to other income or expense as part of gain or loss on extinguishment.

Income Taxes

The Company’s current provision for income taxes is based upon its estimated taxable income in each of the jurisdictions in which it operates, after considering the impact on taxable income of temporary differences resulting from different treatment of items for tax and financial reporting purposes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and any operating loss or tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income in those periods in which temporary differences become deductible. Should management determine that it is more likely than not that some portion of the deferred tax assets will not be realized, a valuation allowance against the deferred tax assets would be established in the period such determination was made. The Company follows the accounting for uncertainty in income taxes guidance, which clarifies the accounting and disclosures for uncertainty in income taxes recognized in the Company’s financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. It also provides guidance on derecognition and measurement of a tax position taken or expected to be taken in a tax return.

The Company currently has no federal or state tax examinations in progress. As of June 30, 2025, the Company’s tax years 2024, 2023, 2022, and 2021, remain subject to audit, primarily by the Internal Revenue Service. However the fiscal authorities in Spain have exceptions related to audits of tax losses and deductions that expire 10 years following the filing of the tax return. Management believes that no exposure exists to Spanish fiscal authorities beyond the standard four-year statute of limitations.

Net Loss Per Share

Basic loss per share is calculated by dividing the loss attributable to stockholders by the weighted-average number of shares outstanding for the period. Diluted loss per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that shared in the earnings (loss) of the Company. Diluted loss per share is computed by dividing the loss available to stockholders by the weighted average number of shares outstanding for the period and dilutive potential shares outstanding unless such dilutive potential shares would result in anti-dilution. It should be noted that contractually the limitations on the third-party notes (and the related warrants) limit the number of shares converted to either 4.99% or 9.99% of the then outstanding shares. The Company’s Chairman of the Board of Directors and other former owners of MTi hold all issued and outstanding shares of Series A Preferred Stock, which confers upon him a majority vote in all Company matters including authorization of additional shares of common stock or reverse stock split. As of June 30, 2025 and 2024, potentially dilutive securities consisted of the following:

	June 30, 2025	June 30, 2024
Series A Preferred Stock	2,328,327,160	-
Series B Preferred Stock	1,141,336,843	
Warrants to purchase common stock	766,250,000	
Third party convertible debt	102,047,953,031	1,704,545
Total	106,283,867,014	91,214,466

Segment Reporting

The Company uses “the management approach” in determining reportable operating segments. The management approach considers the internal organization and reporting used by the Company’s chief operating decision maker for making operating decisions and assessing performance as the source for determining the Company’s reportable segments. The Company’s chief operating decision maker is the chief executive officer of the Company, who reviews operating results to make decisions about allocating resources and assessing performance for the entire Company. For the six months ended June 30, 2025, the Company had a single operating segment consisting of OMT and MTi, which generated 100% of the consolidated sales.

Management decisions about allocation of working capital and other assets are based on sales and operating costs, with no formal processes in place.

Recent Accounting Pronouncements

The Company has reviewed the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. We have carefully considered the new pronouncements that alter previous generally accepted accounting principles and do not believe that any new or modified principles will have a material impact on the Company’s reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of the Company’s financial management.

In August 2020, the FASB issued Accounting Standards Update (“ASU”) 2020-06, Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging Contracts in Entity’s Own Equity (Subtopic 815-40), which eliminates the beneficial conversion and cash conversion accounting models for convertible instruments, amends the accounting for certain contracts in an entity’s own equity that are currently accounted for as derivatives because of specific settlement provisions, and modifies how particular convertible instruments and certain contracts that may be settled in cash or shares impact the diluted EPS calculation. The standard is effective for annual periods beginning after December 15, 2023 for smaller reporting companies, and interim periods within those reporting periods. This adoption did not have a material effect to the Company.

In March 2022, the FASB issued ASU 2022-02, “Financial Instruments - Credit Losses (Topic 326)”, which is intended to address issues identified during the post-implementation review of ASU 2016-13, “Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments”. The amendment, among other things, eliminates the accounting guidance for troubled debt restructurings by creditors in Subtopic 310-40, “Receivables - Troubled Debt Restructurings by Creditors”, while enhancing disclosure requirements for certain loan refinancings and restructurings by creditors when a borrower is experiencing financial difficulty. The new guidance is effective for interim and annual periods beginning after December 15, 2022. This adoption did not have a material effect to the Company.

In November 2023, the FASB issued ASU 2023-07, “Segment Reporting: Improvements to Reportable Segment Disclosures” (“ASU 2023-07”). ASU 2023-07 modifies the reportable segment disclosure requirements, primarily by requiring enhanced disclosures about significant segment expenses. In addition, ASU 2023-07: (i) enhances interim disclosure requirements, (ii) clarifies the circumstances in which an entity can disclose multiple measures of a segment’s profit or loss, (iii) provides new segment disclosure requirements for public entities with a single reportable segment, and (iv) requires that a public entity disclose the title and position of the chief operating decision maker (“CODM”) and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The amendments in ASU 2023-07 are to be applied retrospectively to all prior periods presented in the financial statements.

The Company does not believe that any other recently issued but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

NOTE 3 - ACCOUNTS RECEIVABLE, NET

The Company’s accounts receivable at June 30, 2025 and 2024 was as follow:

	June 30, 2025	December 31, 2024
Accounts receivable	$ 1,013,097	$ 825,820
Allowance for credit losses	-	-
	$ 1,013,097	$ 825,820

NOTE 4 – PROPERTY & EQUIPMENT

Property and Equipment are first recorded at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the various classes of assets as follows between three and five years.

Long lived assets, including property and equipment, to be held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. Impairment losses are recognized if expected future cash flows of the related assets are less than their carrying values. Measurement of an impairment loss is based on the fair value of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

Maintenance and repair expenses, as incurred, are charged to expense. Betterments and renewals are capitalized in plant and equipment accounts. Cost and accumulated depreciation applicable to items replaced or retired are eliminated from the related accounts with any gain or loss on the disposition included as income.

Property and equipment stated at cost, less accumulated depreciation consisted of the following:

	June 30, 2025	December 31, 2024
Property and equipment	$ 212,558	$ 148,785
Less: accumulated depreciation	(149,807)	(106,916)
Property and equipment, net	$ 62,750	$ 41,869

Property and equipment consisted of and computers and other network technology equipment, primarily located in MTi and OMT's offices and workshop facilities.

NOTE 5 –CAPITALIZED SOFTWARE

Software developed internally is capitalized following performance testing. For the period ended June 30, 2025, approximately $26,500, of development costs were capitalized. Amortization expense was $32,600, for the period ended June 30, 2025.

	June 30, 2025	December 31, 2024
Capitalized software	$ 2,624,076	$ 44,217
Less: accumulated amortization	(1,813,071)	(9,738)
Capitalized software, net	$ 811,005	$ 34,479

NOTE 6 - ACQUISITON

Mingothings, S.L.U.

The Company entered into a Share Exchange Agreement which closed on May 14, 2025 with Mingothings SLU (MTi) for the acquisition of MTi a company registered and domiciled in Barcelona, Spain, wherein the Company acquired 100% of the ordinary shares owned by the shareholders of. The assets and liabilities (with the exception of the Deferred Tax Asset) are short term and therefore book value approximates the fair value.

Assets Acquired and Liabilities Assumed

Assets Acquired (amounts in Euro as of acquisition day)		**Fair Value**
Cash	€	63,890
Accounts Receivable		380,198
Financial Investments (financial deposits greater than 90 day terms)		80,537
Other Non-Current Assets		1,950
Equipment (computer hardware used by OMT)		16,825
Capitalized Software, net		2,310
Total Assets	€	545,710
Liabilities Assumed		
Accounts Payable		95,739
Accrued Expenses		86,668
Loans and Notes		200,000
Total Liabilities	€	382,407
Consideration Value		
Fair Value of Series A Preferred Stock		799,731
Total Purchase Price		799,731
Less, net asset value		(163,303)
Value of Equity Acquired	€	636,428

NOTE 7 - PROMISSORY NOTES PAYABLE

The outstanding balance of promissory notes issued by the Company consisted of the following at June 30, 2025:

On April 19, 2021 the Company issued a promissory note payable to Bosak Porter Realty for principal of $1,000,000. The note caried a $500,000 Original Issue Discount. The note matured on September 15, 2023 and is considered in default.

On July 31, 2021, the Company issued a promissory note payable to Mellon Enterprises for principal of $600,000. The note matured on September 15, 2023 and bears interest at an annual rate of 8%.

On December 15, 2021 the Company issued a promissory note payable to an individual investor for principal of $150,000. The note caried a $35,000 Original Issue Discount. The note matured on September 15, 2023 and is considered in default.

On June 6, 2022 the Company issued a promissory note payable to an individual investor for principal of $290,000. The note caried a $103,000 Original Issue Discount. The note matured on September 15, 2023 and is considered in default.

On September 8, 2022 the Company issued a promissory note payable to an individual investor for principal of $65,000. The note caried a $15,000 Original Issue Discount. The note matured on September 8, 2023 and is considered in default.

On December 1, 2022 the Company issued a promissory note payable to an individual investor for principal of $65,000. The note caried a $15,000 Original Issue Discount. The note matured on January 1, 2024 and is considered in default.

On April 21, 2023 the Company issued a promissory note payable to an individual investor for principal of $65,000. The note caried a $15,000 Original Issue Discount. The note matured on January 1, 2024 and is considered in default.

On April 21, 2023 the Company issued a promissory note payable to an individual investor for principal of $65,000. The note caried a $15,000 Original Issue Discount. The note matured on January 1, 2024 and is considered in default.

On April 21, 2023 the Company issued a promissory note payable to an individual investor for principal of $160,000. The note bears interest at an annual rate of 8%. The note matured on January 1, 2024 and is considered in default.

On May 1, 2023, the Company issued a promissory note payable to Mercantile Companies for principal of $275,000. The note caried a $32,000 Original Issue Discount. The note matured on July 21, 2023 and is considered in default.

On June 28, 2023, the Company issued a promissory note payable to Valerian Capital for principal of $75,000. The note caried a $15,000 Original Issue Discount. The note matured on September 28, 2023 and is considered in default.

On January 6, 2025, the Company issued a promissory note payable to Traverse Opportunities Fund LP for principal of $61,180. The note caried a $6,180 Original Issue Discount. The note matured on February 28, 2025 and has been partially repaid with a balance of $20,000 due. The investor and the Company have agreed to a settlement offsetting $20,000 due to the Company for legal services on behalf of the investor.

At June 30, 2025 total accrued interest for the notes above is $237,440.

NOTE 8 - CONVERTIBLE NOTES PAYABLE AND ADVISORY FEE LIABILITIES

The convertible debt balances consisted of the following at June 30, 2025 and December 2024:

	December 31, 2021	December 31, 2024
Invenire Capital LP – July 27, 2022 (see note 1 below)	$ 3,178,065	$ -
Invenire Capital LP – September 8, 2022 (see note 1 below)	1,284,476	-
Traverse Opportunities Fund LP – September 8, 2022 (see note 1 below)	733,986	-
Trillium Partners LP – September 8, 2022 (see note 1 below)	496,549	-
Individual Investor – September 8, 2022 (see note 1 below)	275,245	-
Traverse Opportunities Fund LP – April 15, 2024	230,000	-
Traverse Opportunities Fund LP – October 16, 2024	85,000	-
Traverse Opportunities Fund LP – October 24, 2024	35,000	-
Frondeur Partners LLC (see note 2 below)	200,000	-
Trillium Partners LP – March 11, 2025	18,000	
Trillium Partners LP – April 28, 2025	16,000	-
Trillium Partners LP – June 11, 2025	10,000	
Unamortized Debt Discounts	(102,004)	-
Total convertible notes payable, net of discount	$ 6,460,317	$ -

Unless otherwise noted the notes which are past their original maturity date have had such default events waived (i.e. the failure to pay by maturity date).

Note 1 – The notes went into default and default penalties were assessed in September 2023. The penalty was equal to 150% of the default amount (principal plus accrued interest). The default interest rate went into effect until October 15, 2024 when the investors gave relief to the Company in exchange for new conversion terms.

Note 2 – The note due to Frondeur Partners LLC are monthly notes in lieu of payment for services. There are eight individual monthly notes for $25,000 each. Any default due to non-payment upon maturity has been waived.

The convertible notes above have been treated as including bifurcated derivatives to be recognized at fair value on each reporting date. The Company uses a binomial model to value the derivatives. At June 30, 2025 the total derivative liability was $4,968,377. Total accrued interest at that date is $1,119,523.

NOTE 11 - STOCKHOLDERS' DEFICIT

Preferred Stock

Series A Convertible Preferred Stock

There were 1,000,000 authorized shares of Series A Preferred Stock during the three months ended June 30, 2025. The series has a par value of $0.00001 per share and are convertible in aggregate to 51% of the outstanding common stock on full diluted basis for two years from the date of issuance. There were 1,000,000 shares were issued on May 14, 2025 and outstanding at June 30, 2025. The shares had a fair value (Black-Scholes model) of $799,731 charged to investment for the acquisition of MTi. Voting rights are conferred on an as if converted basis.

Series B Convertible Preferred Stock

There were 200,000 shares of Series B Convertible Preferred Stock authorized during the three months ended June 30, 2025. The series has a par value of $0.00001 per share. There were 100,000 shares issued and outstanding at June 30, 2025. and are convertible in aggregate to 20% (10% for 100,000 issued shares) of the outstanding common stock on full diluted basis for two years from the date of issuance. The shares had a fair value (Black-Scholes model) of $389,166 charged to compensation. Voting rights are conferred on an as if converted basis.

Common Stock

As of June 30, 2025, there were 25,000,000,000 authorized shares of common stock and 6,759,402,403, shares outstanding. The par value of the common stock is $0.00001. During the period ended June 30, 2025, there were 1,428,184,539, shares of common stock issued for conversions of notes, accrued interest and conversion fees.

NOTE 12 - RELATED PARTY TRANSACTIONS

On November 1, 2024, the Company entered into an agreement with a company to provide accounting, reporting and compliance services for monthly fees of $25,000. The fees are paid in the form of convertible notes having a fixed conversion price. In April of 2025 the control person of this service provider became a board member and the Chief Financial Officer. The Company recognized expenses of $200,000 from November 1, 2024 to June 30, 2025.

NOTE 13 - COMMITMENTS AND CONTINGENCIES

Contingencies

The Company has extended compensation agreements to former officers. While no formal complaints have been filed there is the possibility that a claim may be made. The Company has recognized approximately $300,000 in liabilities for this contingency.

The Company's subsidiaries have deferred tax assets totaling $693,726, at June 30, 2025. The ability to utilize these assets against future taxable income will depend on tax laws of Spain following the acquisitions of the Spanish subsidiaries by a US public company. Management will obtain additional counsel on the matter prior to the year end and if so, advised the assets will be written off.

An investor has asserted a claim that the Company owes them money for a convertible note issued March 5, 2021 in the amount of $175,000. While there appear to have been conversions into common stock through July 2024 by this investor, there are no internal financial records of the notes existence and published disclosure reports including financial statements make no reference to this note. Management has engaged legal counsel and will disclose any settlement or claw back received (prior conversions) as facts and circumstances become more transparent.

Settlements

Commitments

Lease Obligations

NOTE 14 - CONCENTRATIONS

Concentration of Credit Risk

The Company maintains its cash in bank and financial institution deposits that at times may exceed federally insured limits of $250,000. At June 30, 2024, cash in a bank did not exceed the federally insured limits. The Company has not experienced any losses in such accounts through June 30, 2024.

NOTE 15 - SUBSEQUENT EVENTS

Convertible Notes forl Services

From July 1, 2024 until September 1, 2025, the Company issued $75,000 convertible notes every month for fees incurred, each note having six-month term to maturity and 10% annual interest compounded monthly. The notes are convertible into shares of common stock at a fixed price of $0.0005. The Company has accounted for the convertible promissory notes as having bifurcated derivatives. The principal amount of these notes will be charged to professional fees during the month the notes were issued.

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, Oscar Brito. certify that:

1. I have reviewed this Disclosure Statement for AFFLUENCE Corporation;

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.

September 5, 2025

/s/Oscar Brito [President's Signature]

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

Principal Financial Officer:

I, William E. Gonyer certify that:

1. I have reviewed this Disclosure Statement for AFFLUENCE Corporation;

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.

September 5, 2025

/s/William E. Gonyer [CFO's Signature]

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