

CYTТА CORP.

FORM 10-Q (Quarterly Report)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarter ended: December 31, 2024

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from _____ to _____

Commission File Number: 333-257458

CYTТА CORP.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

98-0505761

(I.R.S. Employer
Identification No.)

5450 W Sahara Ave Suite 300A
Las Vegas NV 89146

(Address of principal executive offices) (zip code)

(702) 900-7022

(Registrant's telephone number, including area code)

Not applicable.

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

Securities registered pursuant to Section 12(g) of the Act: **Common Stock, \$0.001 par value**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☐ Yes ☒ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated Filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

As of February 14, 2025, there were 470,237,826 shares outstanding of the registrant's common stock, \$0.001 par value per share.

CYTТА CORP.

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CYTTA CORP
BALANCE SHEETS
(Unaudited)

	December 31, 2024	September 30, 2024
ASSETS		
Current Assets		
Cash	\$ 1,008,186	\$ 1,439,835
Accounts receivable	230,835	-
Prepaid expenses – related party	421,334	421,334
Prepaid expenses - other	53,171	122,712
Total Current Assets	1,713,526	1,983,881
Prepaid expenses – related party, non-current	35,109	140,443
Property and equipment, net	40,573	50,867
TOTAL ASSETS	\$ 1,789,208	\$ 2,175,191
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Liabilities		
Current Liabilities		
Accounts payable and accrued expenses	\$ 655,324	\$ 527,678
Related party liabilities	423,997	443,093
Deferred revenue	195,524	2,914
Convertible notes payable	1,438,950	1,438,950
Total Current Liabilities and Total Liabilities	2,713,795	2,412,635
COMMITMENTS AND CONTINGENCIES	-	-
Stockholders' Deficit		
Preferred stock par value \$0.001; (100,000,000 shares authorized)		
Series C Preferred Stock par value \$0.001; (12,000,000 shares authorized and 600,000 shares issued and outstanding)	600	600
Series D Preferred Stock par value \$0.001; (10,000,000 shares authorized and 50,000 shares issued and outstanding)	50	50
Series E Preferred Stock par value \$0.001; (13,650,000 shares authorized and -0- issued and outstanding)	-	-
Series F Preferred Stock par value \$0.001; (59,270,000 shares authorized and -0- issued and outstanding)	-	-
Common stock par value \$0.001; (600,000,000 shares authorized and 469,877,826 shares issued and outstanding)	469,879	469,879
Additional paid in capital	36,159,919	36,159,919
Accumulated deficit	(37,555,035)	(36,867,892)
Total Stockholders' Deficit	(924,587)	(237,444)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 1,789,208	\$ 2,175,191

The accompanying notes are an integral part of these statements

CYTТА CORP
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended December 31,	
	2024	2023
Revenues	\$ 38,225	\$ 2,411
Cost of revenues	18,459	-
Gross Profit	<u>19,766</u>	<u>2,411</u>
Operating Expenses:		
General and administrative - related party	221,738	213,208
General and administrative - other	420,469	777,244
Total operating expenses	<u>642,207</u>	<u>990,452</u>
Loss from Operations	(622,441)	(988,041)
Other expenses (income)		
Interest expense	64,702	71,287
Interest income	-	(200)
Total Other Expenses (Income)	<u>64,702</u>	<u>71,087</u>
Loss before income taxes	(687,143)	(1,059,128)
Provision for income taxes	-	-
Net loss	<u>\$ (687,143)</u>	<u>\$ (1,059,128)</u>
Loss per share, basic and diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average shares outstanding Basic and Diluted	<u>469,877,826</u>	<u>428,575,956</u>

The accompanying notes are an integral part of these statements

Cytta Corp.
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
The Three Months Ended December 31, 2024
(Unaudited)

	Series C Preferred Stock		Series D Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount			
Balances September 30, 2024	600,000	\$ 600	50,000	\$ 50	469,877,826	\$469,879	\$36,159,919	\$ (36,867,892)	(237,444)
Net loss for the three months ended December 31, 2024	-	-	-	-	-	-	-	(687,143)	(687,143)
Balances December 31, 2024	<u>600,000</u>	<u>\$ 600</u>	<u>50,000</u>	<u>\$ 50</u>	<u>469,877,826</u>	<u>\$469,879</u>	<u>\$36,159,919</u>	<u>\$ (37,555,035)</u>	<u>\$ (924,587)</u>

Cytta Corp.
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
The Three Months Ended December 31, 2023
(Unaudited)

	Series C Preferred Stock		Series D Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount			
Balances September 30, 2023	600,000	\$ 600	50,000	\$ 50	426,831,170	\$426,832	\$31,915,639	\$ (32,603,480)	\$ (260,359)
Common stock and warrants issued for services	-	-	-	-	6,000,000	6,000	163,200	-	169,200
Common stock issued for accounts payable and accrued liabilities	-	-	-	-	1,887,750	1,888	48,893	-	50,781
Net loss for the three months ended December 31, 2023	-	-	-	-	-	-	-	(1,059,128)	(1,059,128)
Balances December 31, 2023	<u>600,000</u>	<u>\$ 600</u>	<u>50,000</u>	<u>\$ 50</u>	<u>434,718,920</u>	<u>\$434,720</u>	<u>\$32,127,732</u>	<u>\$ (33,662,608)</u>	<u>\$ (1,099,506)</u>

The accompanying notes are an integral part of these statements

Cytta Corp.
STATEMENTS OF CASH FLOWS
(Unaudited)

**For the Three Months Ended
December 31,**

2024 2023

CASH FLOWS FROM OPERATING ACTIVITIES

Net loss	\$ (687,143)	\$ (1,059,128)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation expenses for services - related party	123,783	123,208
Stock-based compensation expenses for services – other	135,234	476,308
Amortization of note discounts	-	15,353
Loss on debt extinguishment	-	3,955
Depreciation expense	10,294	10,576
Changes in Operating Assets and Liabilities:		
Accounts receivable	(230,835)	-
Prepaid expenses – other	(11,747)	63,285
Accounts payable and accrued liabilities	73,701	31,252
Accounts payable - related party	(37,546)	13,040
Deferred revenue	192,610	(2,411)
Net cash used in operating activities	<u>(431,649)</u>	<u>(324,562)</u>

CASH FLOWS FROM FINANCING ACTIVITIES

Proceeds from issuance of short-term convertible notes payable	-	40,000
Net cash provided by financing activities	<u>-</u>	<u>40,000</u>

NET CHANGE IN CASH	(431,649)	(284,562)
CASH AT BEGINNING OF PERIOD	1,439,835	674,824
CASH AT END OF PERIOD	<u>\$ 1,008,186</u>	<u>\$ 390,262</u>

SUPPLEMENTAL CASH FLOW DISCLOSURES

Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -

NON-CASH INVESTING AND FINANCING ACTIVITIES

Common stock issued for services	\$ -	\$ 169,200
Common stock issued for accounts payable and accrued liabilities	\$ -	\$ 50,781

The accompanying notes are an integral part of these statements

Cytta Corp.
Notes to Financial Statements
December 31, 2024
(Unaudited)

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

Cytta Corp., (“Cytta” or the “Company”) was incorporated on May 30, 2006, under the laws of the State of Nevada. It is located in Las Vegas, Nevada. Cytta is in the business of imagineering, developing and securing disruptive technologies.

The Company's proprietary CyttaCOMMS incident management software system offers real-time integration of video and audio streams, enabling improved collaboration and providing ongoing, relevant, actionable intelligence. Their innovative new product, CyttaCARES, is a game-changer in ensuring the safety and well-being of individuals in educational institutions and beyond. Cytta's CyttaCOMP ISTAR (Intelligence, Surveillance, Target Acquisition and Reconnaissance) technology delivers real-time compression of video streams with ultra-low latency, even in low bandwidth environments in conjunction with their compression Licensee Reticulate Micro, Inc.

Cytta's proprietary SUPR Intelligence, Surveillance and Reconnaissance (ISR) technology designated CyttaCOMP, is now licensed to Reticulate Micro, Inc. CyttaCOMP, is at the core of our products and is the most potent software compression codec commercially available. CyttaCOMP is explicitly designed for realtime streaming of HD, 4K, and higher resolution video while requiring only limited bandwidth and minimal computational resources.

Cytta's CyttaCOMMS (formerly IGAN Incident Command System (ICS) system) seamlessly streams and integrates all available video and audio sources during emergencies, enabling sharing of multiple video and audio inputs. The CyttaCOMMS product was introduced into the market in the last quarter of 2024. The CyttaCOMMS online software platform is fully SaaS based with no hardware components. The CyttaCOMMS introduces immediate real-time video and audio situational awareness, which is valuable for police, firefighters, first responders, emergency medical workers, industry, environmental and emergencies, security, military, and all their command centers in any emergency. The proprietary IGAN software technology powers, Cytta's SaaS Based COMMS system creates an integrated communications platform which seamlessly streams all available video and audio sources in all critical situations, for first responders enabling real time event and interactive mapping information. Also based upon the IGAN technology, Cytta's CyttaCARES (Crisis Alert and Response Emergency System) system is an innovative SAAS solution designed to enhance safety and security in educational institutions especially during emergency situations. This comprehensive system provides real-time alerts, rapid two-way secure video communication, and efficient response coordination with live location tracking to emergency response teams.

We have created advanced video compression (SUPR), video/audio streaming and collaboration software (CyttaCOMMS), and school and institution safety and security software systems (CyttaCARES) that solve real world streaming, safety and security problems for multiple institutions and organizations. We believe our products will enable and empower the world to consume higher quality video anywhere, anytime while providing unparalleled safety and security

NOTE 2 - GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As of December 31, 2024, the Company had an accumulated deficit of \$37,555,035, a working capital deficit of \$1,000,269 and has also generated losses since inception. These factors, among others, raise substantial doubt about the ability of the Company to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of these uncertainties.

The Company intends to fund operations through equity and/or debt financing arrangements, which may not be sufficient to fund its capital expenditures, working capital and other cash requirements for the foreseeable future.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial statements and with the instructions to Form 10-Q and Article 8 of Regulation S-X of the United States Securities and Exchange Commission ("SEC"). Accordingly, they do not contain all information and footnotes required by accounting principles generally accepted in the United States of America for annual financial statements. In the opinion of the Company's management, the accompanying unaudited financial statements contain all the adjustments necessary (consisting only of normal recurring accruals) to present the financial position of the Company as of December 31, 2024, and the results of operations and cash flows for the periods presented. The results of operations for the three months ended December 31, 2024, are not necessarily indicative of the operating results for the full fiscal year or any future period. These unaudited financial statements should be read in conjunction with the audited financial statements and related notes thereto included in the Company's Annual Report on Form 10-K filed on January 14, 2025, for the year ended September 30, 2024.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reported period. Actual results could differ from those estimates.

Reclassifications

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

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original term of three months or less to be cash equivalents. These investments are carried at cost, which approximates fair value. Cash and cash equivalent balances may, at certain times, exceed federally insured limits of \$250,000 per financial institution. The amount in excess of the FDIC insurance as of December 31, 2024, was approximately \$750,000. The Company has no cash equivalents at December 31, 2024, and September 30, 2024.

Prepaid expenses

The Company considers expenses or services paid for prior to the period the expense is incurred to be recorded as a prepaid expense. Included in this account is the value of common stock, options and warrants issued to consultants. Such issuances are pursuant to consulting agreements that can have a one-to-two-year term. The Company amortized the value of the stock issued over the term of the agreement. The activity for the three months ended December 31, 2024, and 2023 is summarized as:

	December 31,	
	2024	2023
Balance beginning of period	\$ 684,489	\$ 1,548,752
Amortization of stock-based compensation	(186,621)	(389,260)
Other prepaid expense activity	11,746	(63,285)
Sub-total	509,614	1,096,207
Less non-current portion (all related party)	35,109	456,443
Prepaid expenses, current portion	474,505	639,764
Less prepaid expenses – related party, current portion	421,334	421,334
Prepaid expenses – other, current portion	\$ 53,171	\$ 218,430

Property and equipment

Property and equipment are stated at cost, and depreciation is provided by use of a straight-line method over the estimated useful lives of the assets.

The Company reviews property and equipment for potential impairment whenever events or changes in circumstances indicate that the carrying amounts of assets may not be recoverable. The estimated useful lives of property and equipment is as follows:

Vehicles and equipment	5 years
Software	3 years

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in convertible instruments in accordance with ASC 815, *Derivatives and Hedging Activities*.

GAAP requires companies to bifurcate conversion options from their host instruments and account for them as free-standing derivative financial instruments according to certain criteria. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not remeasured at fair value under other GAAP with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

In August 2020, the FASB issued Accounting Standards Update 2020-06 (ASU 2020-06). ASU 2020-06 eliminates the beneficial conversion feature and cash conversion models in Accounting Standards Codification 470-20 that require separate accounting for embedded conversion features in convertible instruments. The new guidance also eliminates some of the conditions that must be met for equity classification under ASC 815-40-25. The standard is effective for smaller reporting companies for annual periods beginning after December 15, 2023. Early adoption is permitted. The Company chose to early adopt this standard. As a result, financial results contained herein are reported in accordance with this standard as applicable.

The convertible debt issued by the Company referred to in Note 7, did not require separate accounting for the conversion feature as it was not considered to be a derivative. The Company issued warrants in connection with the debt financing and in accordance with ASC 470-20-25-2 the proceeds from the sale of the debt instruments have been allocated to the debt and warrants based on the relative fair value of the two components. The amount allocated to the warrants has been recorded as a debt discount to be amortized of the life of the note.

Fair value of financial instruments

The Company measures assets and liabilities at fair value based on an expected exit price as defined by the authoritative guidance on fair value measurements, which represents the amount that would be received on the sale of an asset or paid to transfer a liability, as the case may be, in an orderly transaction between market participants. As such, fair value may be based on assumptions that market participants would use in pricing an asset or liability. The authoritative guidance on fair value measurements establishes a consistent framework for measuring fair value on either a recurring or nonrecurring basis whereby inputs, used in valuation techniques, are assigned a hierarchical level.

The following are the hierarchical levels of inputs to measure fair value:

- Level 1 - Observable inputs that reflect quoted market prices in active markets for identical assets or liabilities.
- Level 2 - Inputs reflect quoted prices for identical assets or liabilities in markets that are not active; quoted prices for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for the assets or liabilities; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Unobservable inputs reflecting the Company's assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

The carrying amounts of the Company's financial assets and liabilities, such as cash, accounts receivable, accounts payable and accrued expenses, related party liabilities, and deferred revenue, approximate their fair values because of the short maturity of these instruments.

Revenue recognition

Our revenues are primarily generated from fees charged in connection with the implementation of our software platform (including the sale of SaaS products and services, maintenance associated with the sale of on premise software licenses).

Our revenue recognition policy follows the guidance from Accounting Standards Codification ("ASC") 606, "Revenue Recognition," and Accounting Standards Update No. 2014-09 – Revenue from Contracts with Customers (Topic 606) which provide guidance on the recognition, presentation, and disclosure of revenue in financial statements. We determine revenue recognition through the following steps: (i) identification of the contract, or contracts, with a customer; (ii) identification of the performance obligations in the contract; (iii) determination of the transaction price; (iv) allocation of the transaction price to the performance obligations in the contract and (v) recognition of revenue when a performance obligation is satisfied.

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Revenue from fees charged in connection with the implementation of our software platform is recognized ratably over the term specified with the customers, which is primarily one year. The transaction price is the amount of consideration to which the Company expects to be entitled to receive in exchange for providing access to its platform. Maintenance and support services generally call for the Company to provide software updates and technical support to customers and is recognized ratably over the term of the contract as this is the period the services are delivered. The Company does not view the provision of initial setup services as a discrete earnings event that is distinct. Our standard payment terms are generally no more than 60 days. SaaS and maintenance services are typically invoiced annually in advance. Amounts billed or collected in excess of revenue recognized are included as deferred revenue.

For the three months ended December 31, 2024, and 2023, the Company derives all of its revenues from the 1-year license software/hosting package of CyttaComms IGAN v3.0 unlimited channels/users and streams.

Accounts receivable

The Company records accounts receivable at the time services are invoiced when the access to our platform is delivered or provided to the customers. An allowance for losses is established through a provision for losses charged to expenses. Receivables are charged against the allowance for losses when management believes collectability is unlikely. The allowance (if any) is an amount that management believes will be adequate to absorb estimated losses on existing receivables, based on evaluation of the collectability of the accounts and prior loss experience.

Stock-based compensation

The Company accounts for its stock based compensation under the recognition and measurement principles of the fair value recognition provisions of Statement of Financial Accounting Standards No. 123 (revised 2004) "Share-Based Payment" (ASC 718) using the modified prospective method for transactions in which the Company obtains employee services in share-based payment transactions and the Financial Accounting Standards Board Emerging Issues Task Force Issue No. 96-18 "Accounting For Equity Instruments That Are Issued To Other Than Employees For Acquiring, Or In Conjunction With Selling Goods Or Services" ("EITF No. 96-18") for share-based payment transactions with parties other than employees provided in (ASC 718). All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the grant date.

Income taxes

The Company accounts for income taxes under Statement of Financial Accounting Standards No. 109 "Accounting for Income Taxes" ("SFAS No. 109") (ASC 740). Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date.

Cash flows reporting

The Company follows the provisions of ASC 230 for cash flows reporting and accordingly classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method ("Indirect method") as defined by ASC 230 to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments.

Reporting segments

ASC 280 establishes standards for the way that public enterprises report information about operating segments in annual financial statements and requires reporting of selected information about operating segments in interim financial statements regarding products and services, geographic areas and major customers. ASC 280 defines operating segments as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performances. Currently, ASC 280 has no effect on the Company's financial statements as substantially all of the Company's operations are conducted in one industry segment.

Concentrations of Credit Risk

The Company's financial instruments that are exposed to concentrations of credit risk primarily consist of its cash and cash equivalents and related party payables it will likely incur in the near future. The Company places its cash and cash equivalents with financial institutions of high credit worthiness. At times, its cash and cash equivalents with a particular financial institution may exceed any applicable government insurance limits. The Company's management plans to assess the financial strength and credit worthiness of any parties to which it extends funds, and as such, it believes that any associated credit risk exposures are limited.

Earnings (Loss) Per Share of Common Stock

The Company has adopted ASC 260-10-20, "Earnings per Share," ("EPS") which requires presentation of basic and diluted EPS on the face of the income statement for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation. In the accompanying financial statements, basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period.

Recent Accounting Pronouncements

There have been no recent accounting pronouncements or changes in accounting pronouncements during the three months ended December 31, 2024, that are of significance or potential significance to the Company.

NOTE 4 - PROPERTY AND EQUIPMENT

The following table represents the Company's property and equipment as of December 31, 2024, and September 30, 2024:

	December 31, 2024	September 30, 2024
Property and equipment	\$ 245,606	\$ 245,606
Accumulated depreciation	(205,033)	(194,739)
Property and equipment, net	<u>\$ 40,573</u>	<u>\$ 50,867</u>

Depreciation expense was \$10,294 and \$10,576 for the three months ended December 31, 2024, and 2023, respectively.

NOTE 5 - RELATED PARTY TRANSACTIONS**Related Party agreements and fees**

For the three months ended December 31, 2024, and 2023, the Company recorded expenses to related parties in the following amounts:

	Three months ended December 31,	
	2024	2023
Management fees, Chief Executive Officer (CEO)	\$ 45,000	\$ 45,000
President and Chief Operating Officer (COO)	45,000	45,000
Stock-based compensation expense, officers	123,783	123,208
Office rent and expenses	7,955	-
Total	<u>\$ 221,738</u>	<u>\$ 213,208</u>

Effective January 1, 2023, the monthly fee for the CEO was \$15,000.

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Effective February 1, 2023, the Company entered a Consulting Executive Officer Agreement with a three- year term to an entity (SGG World LLC or "SGG") to provide the services of a Chief Operating Officer (the "COO") of the Company. On October 1, 2023, the BOD also appointed the COO as the President. Pursuant to the agreement, the Company agreed to a monthly fee of \$10,000, and the issuance of 250,000 common shares per month, to be issued semi-annually. The monthly fee was increased to \$15,000 per month effective September 1, 2023. For the three months ended December 31, 2024, and 2023, the Company recorded expenses of \$18,450 and \$17,875, respectively, related to the 250,000 common shares per month, calculated based on the closing market price of the common stock on the last day of each month.

The Company granted an option to SGG purchase 10,000,000 shares of the Company's common stock at \$0.02 per share with an expiry date of July 1, 2025 (the "CYCA Option"). The CYCA option vests at the rate of 25% beginning on the first six-month anniversary of the agreement, as well as a warrant to purchase 250,000 shares of the Reticulate Micro common stock the Company owns (the "RM Warrant"). The RM Warrant has an exercise price of \$1.00 per share and an expiry date of July 1, 2025. The Company valued the CYCA Option at \$639,543 based on the Black-Scholes option pricing method and will be amortized through the term of the agreement, and accordingly, \$53,295 is included in stock-based compensation expense-related party for the three months ended December 31, 2024, and 2023, respectively. The Company valued the RM Warrant at \$624,458 based on the Black-Scholes option pricing method and will be amortized through the term of the agreement, and accordingly, \$52,038 is included in stock-based compensation expense-related party for the three months ended December 31, 2024, and 2023, respectively.

Beginning in April 2024, the Company agreed to rent office space for the COO at \$2,575 per month plus incidental expenses, on a month to month basis, accordingly, \$7,955 is included in related party expenses for the three months ended December 31, 2024.

Related party liabilities

As of December 31, 2024, and September 30, 2024, the Company owes \$423,997 and \$443,093, respectively, to related parties as follows:

	December 31, 2024	September 30, 2024
Management fees, Chief Executive Officer (CEO)	\$ 110,000	\$ 110,000
Bonus, CEO	48,040	68,040
Stock to be issued President and COO	227,085	208,635
Accounts payable, President and COO	8,872	26,418
Fees, bonus, and accounts payable, former CTO	30,000	30,000
Total	<u>\$ 423,997</u>	<u>\$ 443,093</u>

NOTE 6 - NOTE PAYABLE

On January 10, 2023, the Company entered into an 8%, \$40,000 face value promissory note with a third-party lender with a maturity date the earlier of the Company raising \$1,000,000 in debt or equity, or January 10, 2024. The lender may extend the maturity date for an additional one year at their option by providing 30 days written notice to the Company before the maturity date. Effective January 10, 2024, the lender amended and restated the note with a principal balance of \$43,200, that matures on July 10, 2024, with an interest rate of 8% and pledged 45,000 shares of RM stock as collateral for the note. On August 12, 2024, the Company has agreed to transfer 45,000 shares of RM stock to RM (the lender) for satisfaction of the note and accrued and unpaid interest.

NOTE 7 - CONVERTIBLE NOTES PAYABLE

During the quarter ended March 31, 2023, (the “March 2023 Notes”) the Company issued five (5) convertible promissory notes, in the aggregated principal amount of \$160,000, to investors. The notes bear an interest rate of 18% per annum. Principal amount of \$100,000 matured on July 1, 2024, and have been extended to July 1, 2025, while principal amount of \$60,000 matured on various dates of February 2024 and have all been extended to May 31, 2025. Interest payments are due quarterly. The Holders shall have the right to convert all or any part of the outstanding and unpaid principal, interest, and any other amounts due into fully paid and non-assessable shares of common stock of the Company or to the Class A common stock of Reticulate Micro (the “RM Stock”) owned by the Company. The notes are convertible into shares of the Company’s common stock beginning on the Issuance Date at \$0.025, or RM Stock at \$1.00 per share. The note proceeds will be used by the Company for general working capital purposes. The Company also agreed to pledge RM stock at \$1.00 per share to equal the outstanding principal and interest due upon any defaults of the note. In conjunction with one note of \$50,000, the Company issued a warrant to purchase 2,000,000 shares of common stock at an exercise price of \$0.025 with an expiration date of July 1, 2025, and a warrant to purchase 100,000 shares of RM Stock at \$1.00 per share with an expiry date of July 1, 2025. The warrants issued to purchase the Company’s common stock, and the RM Stock resulted in a debt discount of \$43,416, with the offset to additional paid in capital. For the three months ended December 31, 2023, amortization of the debt discounts of \$7,662 was charged to interest expense. In conjunction with one note of \$50,000, the Company issued a warrant to purchase 2,000,000 shares of common stock at an exercise price of \$0.025 with an expiration date of July 1, 2025, and a warrant to purchase 100,000 shares of RM Stock at \$1.00 per share with an expiry date of July 1, 2025. The warrants issued to purchase the Company’s common stock, and the RM Stock resulted in a debt discount of \$43,585, with the offset to additional paid in capital. For the three months ended December 31, 2023, amortization of the debt discounts of \$7,692, was charged to interest expense. Both debt discounts were fully amortized as of September 30, 2024. As of December 31, 2024, and September 30, 2024, the outstanding principal balance of the March 2023 Notes was \$160,000.

During the quarter ended December 31, 2023, (the “December 2023 Notes”) the Company issued a convertible promissory note of \$40,000, to an investor. The note bears an interest rate of 18% per annum and matured during the quarter ended December 31, 2024, and has been extended to May 31, 2025. Interest payments are due quarterly. The Holder shall have the right to convert all or any part of the outstanding and unpaid principal, interest, and any other amounts due into fully paid and non-assessable shares of common stock of the Company or to the Class A common stock of RM Stock owned by the Company beginning on the Issuance Date of the Company's common stock at \$0.025 or RM Stock at \$1.00 per share. The note proceeds will be used by the Company for general working capital purposes. The Company also agreed to pledge RM stock at \$1.00 per share to equal the outstanding principal and interest due upon any defaults of the note. As of December 31, 2024, and September 30, 2024, there is a balance due of \$40,000 on the December 2023 Notes.

During the quarter ended March 31, 2024, (the “March 2024 Notes”) the Company issued nine (9) convertible promissory notes in the aggregate of \$517,500, to investors. The notes bear an interest rate of 18% per annum and mature during the quarter ended March 31, 2025. Interest payments are due quarterly. The Holder shall have the right to convert all or any part of the outstanding and unpaid principal, interest, and any other amounts due into fully paid and non-assessable shares of common stock of the Company or to the Class A common stock of RM Stock owned by the Company beginning on the Issuance Date of the Company's common stock at \$0.025 or RM Stock at \$2.00 per share, excluding a note of \$250,000 which has a conversion price of \$1.00 of RM stock for principal and \$2.50 of RM stock for interest. The note proceeds will be used by the Company for general working capital purposes. The Company also agreed to pledge RM stock at \$2.00 per share to equal the outstanding principal and interest due upon any defaults of the note. During the year ended September 30, 2024, the lenders of \$167,500 of the March 2024 Notes agreed to settle the notes by the issuance of 83,750 shares of RM stock for the principal amount. As of December 31, 2024, and September 30, 2024, there is a balance of \$350,000 due on the March 2024 Notes. Among the total \$350,000 balance, principal of \$250,000 matured on January 22, 2025, which, together with \$45,000 of accrued and unpaid interest, was fully converted into 295,000 shares of RM stock owned by the Company in January 2025 (see Note 13), and remaining principal of \$100,000 matures in various dates of March 2025.

During the quarter ended June 30, 2024, (the “June 2024 Notes”) the Company issued thirty eight (38) convertible promissory notes in the aggregate of \$1,910,950 to investors. The notes bear an interest rate of 18% per annum and mature during the quarter ending June 30, 2025. Interest payments are due quarterly. The Holder shall have the right to convert all or any part of the outstanding and unpaid principal, interest, and any other amounts due into fully paid and non-assessable shares of common stock of the Company or to the Class A common stock of RM Stock owned by the Company beginning on the Issuance Date of the Company's common stock at \$0.025 or RM Stock at \$2.00 per share, excluding \$85,000 of June 2024 Notes where the conversion price is \$1.00 for the RM stock and \$15,000 of June 2024 Notes where the conversion price is \$0.025 for the Company’s common stock. The note proceeds will be used by the Company for general working capital purposes. The Company also agreed to pledge RM stock at \$2.00 per share to equal the outstanding principal and interest due upon any defaults of the note. During the year ended September 30, 2024, the lenders of \$1,147,000 of the June 2024 Notes agreed to settle the notes by the issuance of 573,500 shares of RM stock for the principal amount. As of December 31, 2024, and September 30, 2024, there is a balance of \$763,950 due on the June 2024 Notes.

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During the quarter ended September 30, 2024, (the “September 2024 Notes”) the Company issued two (2) convertible promissory notes in the aggregate of \$125,000 to investors. The notes bear an interest rate of 18% per annum and mature during the quarter ended September 30, 2025. Interest payments are due quarterly. The Holder shall have the right to convert all or any part of the outstanding and unpaid principal, interest, and any other amounts due into fully paid and non-assessable shares of common stock of the Company or to the Class A common stock of RM Stock owned by the Company beginning on the Issuance Date of the Company's common stock at \$0.025 or RM Stock at \$2.00 per share. The note proceeds will be used by the Company for general working capital purposes. The Company also agreed to pledge RM stock at \$2.00 per share to equal the outstanding principal and interest due upon any defaults of the note. As of December 31, 2024, and September 30, 2024, there is a balance of \$125,000 due on the September 2024 Notes.

The activity for the three months ended December 31, 2024, and 2023, is summarized as follows:

	December 31, 2024	December 31, 2023
Beginning balance, face value	\$ 1,438,950	\$ 1,215,000
Convertible notes issued	-	40,000
Convertible note discount	-	(32,859)
Ending balance	<u>\$ 1,438,950</u>	<u>\$ 1,222,141</u>

The Company has the following convertible notes payable outstanding as of December 31, 2024, and September 30, 2024:

	December 31, 2024	September 30, 2024
March 2023 Convertible notes payable, interest at 18%, \$60,000 matures May 31, 2025, and \$100,000 matures July 1, 2025	\$ 160,000	\$ 160,000
December 2023 Convertible note payable, interest at 18%, matures May 31, 2025	40,000	40,000
March 2024 Convertible notes payable, interest at 18%, \$250,000 matured January 22, 2025, and \$100,000 matures various dates of March 2025	350,000	350,000
June 2024 Convertible notes payable, interest at 18%, matures during quarter ending June 30, 2025	763,950	763,950
September 2024 Convertible notes payable, interest at 18%, matures during quarter ending September 30, 2025	125,000	125,000
Convertible notes payable, balance	<u>\$ 1,438,950</u>	<u>\$ 1,438,950</u>

NOTE 8 - CAPITAL STOCK

Common Stock

The Company has authorized 600,000,000 common shares, par value \$0.001. Each common share entitles the holder to one vote, in person or proxy, on any matter on which action of the stockholders of the corporation is sought. As of December 31, 2024, and September 30, 2024, there were 469,877,826, respectively, common shares issued and outstanding.

There were no shares of common stock issued during the three months ended December 31, 2024.

During the three months ended December 31, 2023, the following shares of common stock were issued:

- 6,000,000 shares of common issued for services. The Company valued the shares at \$169,200 based on the price of the common stock on the date the Company agreed to issue the shares.
- 1,887,750 shares issued for payment of \$46,826 of accounts payable and accrued interest. The value of the shares issued was \$50,781 based upon the share price of the Company's common stock on the date the Company agreed to issue the common stock. The Company included \$3,955 in loss on debt extinguishment for the three months ended December 31, 2023.

Preferred Stock

The Company has 100,000,000 shares authorized as preferred stock, par value \$0.001 (the “Preferred Stock”), which such Preferred Stock shall be issuable in such series, and with such designations, rights and preferences as the Board of Directors may determine from time to time.

Series C Preferred Stock

Under the terms of the Certificate of Designation of Series C Preferred Stock, 12,000,000 shares of the Company’s preferred shares are designated as Series C Preferred Stock. Each share of Series C Preferred Stock is convertible into one hundred shares Common Stock and each share of Series C Preferred Stock is entitled to one hundred votes. As of December 31, 2024, and September 30, 2024, there were 600,000 shares of Series C Preferred Stock issued and outstanding.

Series D Preferred Stock

On September 30, 2020, the Company filed an Amended and Restated Certificate of Designation with the State of Nevada of the Company’s Series D Preferred Stock. Under the terms of the Amendment to Certificate of Designation of Series D Preferred Stock, 10,000,000 shares of the Company’s preferred shares are designated as Series D Preferred Stock. Each share of Series D Preferred Stock is convertible into one share of fully paid and non-assessable Common Stock. For so long as any shares of the Series D Preferred Stock remain issued and outstanding, the Holders thereof, voting separately as a class, shall have the right to vote on all shareholder matters equal to two times the sum of all the number of shares of other classes of Corporation capital stock eligible to vote on all matters submitted to a vote of the stockholders of the Corporation. As of December 31, 2024, and September 30, 2024, there were 50,000 shares of Series D Preferred Stock issued and outstanding.

Series E Preferred Stock

On June 2, 2021, the Company filed a Certificate of Designation with the State of Nevada. Under the terms of the Certificate of Designation 13,650,000 (as amended on June 10, 2021) were designated as Series E Preferred Stock. Each share of Series E Preferred Stock is convertible into one share of fully paid and non-assessable Common Stock. For so long as any shares of the Series E Preferred Stock remain issued and outstanding, the Holders thereof, voting separately as a class, shall have the right to vote one share on all matters submitted to a vote of the stockholders of the Corporation. As of December 31, 2024, and September 30, 2024, there were no shares of Series E Preferred stock issued and outstanding.

Series F Preferred Stock

On November 24, 2021, the Company filed a Certificate of Designation with the State of Nevada. Under the terms of the Certificate of Designation 59,270,000 were designated as Series F Preferred Stock. Each share of Series F Preferred Stock is convertible into one share of fully paid and non-assessable Common Stock at any time by the holder. For so long as any shares of the Series F Preferred Stock remain issued and outstanding, the Holders thereof, voting separately as a class, shall have the right to vote one share on all matters submitted to a vote of the stockholders of the Corporation. The Series F Preferred Stock automatically converts to common stock after the shares of common stock closing market price is at least \$0.20 for twenty (20) consecutive trading days. As of December 31, 2024, and September 30, 2024, there were no shares of Series F Preferred stock issued and outstanding.

Stock Options

The Company did not issue any stock options during the three months ended December 31, 2024.

On February 1, 2023, pursuant to a three-year consulting agreement, the Company granted an option to SGG (a related party, the representative of which is the Company’s COO) to purchase 10,000,000 shares of common stock with an exercise price of \$0.02 and an expiration date of July 1, 2025. The options vest over a two-year period at the rate of 25% every six months beginning on the six-month anniversary date of the agreement. The Company valued the option at \$639,543 and will amortize the value over the three-year term of the agreement. For the three months ended December 31, 2024, and 2023, no options vested.

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On March 3, 2023, pursuant to a one-year consulting agreement, the Company granted an option to a third party to purchase 10,000,000 shares of common stock with an exercise price of \$0.02 and an expiration date of July 1, 2025. The options vest over a two-year period at the rate of 25% every six months beginning on the six-month anniversary date of the agreement. The Company valued the option at \$449,651 and amortized the value over the one-year term of the agreement. For the three months ended December 31, 2024, and 2023, no options vested.

The following table summarizes activities related to stock options of the Company for the three months ended December 31, 2024, and the year ended September 30, 2024. There was no activity for the three months ended December 31, 2024.

	Number of Options	Weighted- Average Exercise Price per Share	Weighted- Average Remaining Life (Years)
Outstanding at October 1, 2023	20,000,000	\$ 0.02	1.75
Outstanding at September 30, 2024	20,000,000	\$ 0.02	0.75
Exercisable at September 30, 2024	15,000,000	\$ 0.02	-
Outstanding at December 31, 2024	20,000,000	\$ 0.02	0.50
Exercisable at December 31, 2024	15,000,000	\$ 0.02	-

As of December 31, 2024, and September 30, 2024, 5,000,000 options to purchase shares of common stock remain unvested and \$230,946 and \$284,241, respectively, of stock compensation expense remains unrecognized and is being expensed over a weighted average period of 2.37 years from the date of the grant.

Warrants

On April 1, 2024, pursuant to a consulting agreement, the Company issued a warrant to a third party to purchase 50,000 shares of RM Stock that vested immediately and with an exercise price of \$1.50 and an expiration date of April 1, 2025. The Company valued the warrant at \$119,348 based on the Black Scholes option pricing model and expensed when granted. The following assumptions were utilized in the Black-Scholes valuation of this immediately vested warrant during the year ended September 30, 2024, risk free interest rate of 5.03%, volatility of 145% and an exercise price of \$1.50.

On February 1, 2023, pursuant to a three-year consulting agreement, the Company granted a warrant to a related party (SGG) to purchase 250,000 shares of RM common stock with an exercise price of \$1.00 and an expiration date of July 1, 2025. The Company valued the warrant at \$624,458 and will amortize the value over the three-year term of the agreement. For the three months ended December 31, 2024, and 2023, the Company has included \$52,038 in stock-based compensation expense-related party, respectively.

On February 8, 2023, an investor paid \$5,000 to acquire a warrant to purchase 2,000,000 shares of common stock. The warrant has an exercise price of \$0.02 per share and expires July 1, 2024. The Company also issued a warrant to purchase 100,000 shares of RM Stock, with an exercise price of \$1.00 and an expiration date of July 1, 2025, as amended.

On February 10, 2023, pursuant to a convertible note with a current shareholder of the Company, the Company issued a warrant to the investor to purchase 2,000,000 shares of common stock at an exercise price of \$0.025 per share and an expiration date of July 1, 2025. The Company valued the warrant at \$79,914, based on the Black Scholes option pricing model. The Company also issued a warrant to purchase 100,000 shares of RM Stock at an exercise price of \$1.00 and an expiration date of July 1, 2025. The Company valued the RM Stock warrant at \$249,811, based on the Black Scholes option pricing model. The Company applied \$43,416 to the note as a discount based on the allocations of the fair values of the warrants and the note. The Company charged the note discount to interest expense over the term of the note. For the three months ended December 31, 2023, the Company recorded interest expense of \$7,662. The note discount was fully amortized as of September 30, 2024.

On March 1, 2023, an investor paid \$5,000 to acquire a warrant to purchase 2,000,000 shares of common stock. The warrant has an exercise price of \$0.02 per share and expires July 1, 2024. The Company also issued a warrant to purchase 100,000 shares of RM Stock, with an exercise price of \$1.00 and an expiration date of July 1, 2025, as amended.

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On March 3, 2023, pursuant to a convertible note with a current shareholder of the Company, the Company issued a warrant to the investor to purchase 2,000,000 shares of common stock at an exercise price of \$0.025 per share and an expiration date of July 1, 2025. The Company valued the warrant at \$89,916, based on the Black Scholes option pricing model. The Company also issued a warrant to purchase 100,000 shares of RM Stock at an exercise price of \$1.00 and an expiration date of July 1, 2025. The Company valued the RM Stock warrant at \$249,822, based on the Black Scholes option pricing model. The Company applied \$43,585 to the note as a discount based on the allocations of the fair values of the warrants and the note. The Company charged the note discount to interest expense over the term of the note. For the three months ended December 31, 2023, the Company recorded interest expenses of \$7,692. The note discount was fully amortized as of September 30, 2024.

On March 3, 2023, pursuant to a one-year consulting agreement with a Company shareholder, the Company issued to the shareholder a warrant to purchase 250,000 shares of RM Stock with an exercise price of \$1.00 and an expiration date of July 1, 2025. The Company valued the warrant at \$624,556 and amortized the value over the one-year term of the agreement. For the three months ended December 31, 2023, the Company has included \$156,139 in stock-based compensation expenses. The warrant value was fully amortized as of September 30, 2024.

The following table summarizes activities related to warrants of the Company for the three months ended December 31, 2024, and the year ended September 30, 2024.

	Number of Warrants	Weighted Average Exercise Price Per Share	Weighted Average Remining Life (Years)
Outstanding and exercisable at October 1, 2023	8,000,000	\$ 0.0225	1.25
Expired or cancelled or forfeited	(4,000,000)	0.0200	-
Outstanding and exercisable at September 30, 2024	4,000,000	\$ 0.0250	0.75
Outstanding and exercisable at December 31, 2024	4,000,000	\$ 0.0250	0.50

The following table summarizes activities related to warrants to purchase RM Stock from the Company for three months ended December 31, 2024, and the year ended September 30, 2024.

	Number of Warrants	Weighted Average Exercise Price Per Share	Weighted Average Remining Life (Years)
Outstanding and exercisable at October 1, 2023	900,000	\$ 1.00	1.53
Issued	50,000	1.50	1.00
Outstanding and exercisable at September 30, 2024	950,000	\$ 1.03	0.74
Outstanding and exercisable at December 31, 2024	950,000	\$ 1.03	0.49

NOTE 9 - COMMITMENTS AND CONTINGENCIES

The Company does not have an existing contract with the CEO. The monthly compensation and any bonus amounts are at the discretion of the Board of Directors. Effective January 1, 2023, the Company agreed to compensate the CEO \$15,000 per month.

Effective February 1, 2023, the Company entered a Consulting Executive Officer Agreement with a three- year term to an entity (SGG) to provide the services of a Chief Operating Officer (the “COO”) of the Company. On October 1, 2023, the BOD also appointed the COO as the President. Pursuant to the agreement, the Company agreed to a monthly fee of \$10,000, and the issuance of 250,000 common shares per month, to be issued semi-annually. The monthly fee was increased to \$15,000 per month effective September 1, 2023. For the three months ended December 31, 2024, and 2023, the Company recorded expenses of \$18,450 and \$17,875, respectively, related to the 250,000 common shares per month, calculated based on the closing market price of the common stock on the last day of each month.

On May 8, 2024, the Company issued 3,000,000 shares of common stock for the months of February 2023, through January 2024. On May 11, 2023, the Company issued 5,000,000 shares to the Company’s COO as a bonus pursuant to their Consulting Agreement. On July 10, 2023, the Company issued 15,000,000 shares to the Company’s COO as a bonus pursuant to their Consulting Agreement. On September 7, 2023, the Company issued 5,000,000 shares to the Company’s COO as a bonus pursuant to their Consulting Agreement.

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Additionally, the Company granted an option to SGG, a related party (the representative of which is the Company's COO), to purchase 10,000,000 shares of the Company's common stock at \$0.02 per share with an expiry date of July 1, 2025 (the "CYCA Option"). The CYCA option vests at the rate of 25% beginning on the first six-month anniversary of the agreement, as well as a warrant to purchase 250,000 shares of the Reticulate Micro common stock the Company owns (the "RM Warrant"). The RM Warrant has an exercise price of \$1.00 per share and an expiry date of July 1, 2025. The Company valued the CYCA Option at \$639,543 based on the Black-Scholes option pricing method and will be amortized through the term of the agreement, and accordingly, \$53,295, is included in stock-based compensation expense-related party for the three months ended December 31, 2024, and 2023, respectively. The Company valued the RM Warrant at \$624,458 based on the Black-Scholes option pricing method and will be amortized through the term of the agreement, and accordingly, \$52,038, is included in stock-based compensation expense-related party for the three months ended December 31, 2024, and 2023, respectively.

On March 3, 2023, the Company entered a Consulting Agreement with an investor. Pursuant to the agreement, the Company issued 2,000,000 shares of common stock for one year of services. The Company valued the shares at \$80,000 based on the price of the common stock on the date the Company agreed to issue the common stock. The Company also issued the consultant 1) an option to purchase 10,000,000 shares of the Company's common stock at an exercise price of \$0.02 per share with an expiry date of July 1, 2025. The options vest over the two-year period in 25% increments beginning on the six-month anniversary of the agreement and 2) a warrant to purchase 250,000 shares of RM Stock at an exercise price of \$1.00 per share with an expiry date of July 1, 2025. The option to purchase the Company's common stock was valued at \$449,651 based on the Black Scholes option pricing model and was amortized over the one-year term of the agreement. For the three months ended December 31, 2023, \$112,413 is included in stock-based compensation expense and this option value was fully amortized as of September 30, 2024. The warrant to purchase the RM Stock was valued at \$624,556 based on the Black Scholes option pricing model and was amortized over the one-year term of the agreement. For the three months ended December 31, 2023, \$156,139 is included in stock-based compensation expense and this warrant value was fully amortized as of September 30, 2024. On December 6, 2023, the Company agreed to issue an additional 6,000,000 shares of common stock. The Company valued the 6,000,000 shares at \$0.0282 per share and included stock-based compensation expense of \$169,200 for the three months ended December 31, 2023.

On April 1, 2023, the Company entered a Consulting Agreement with a third party for marketing services in exchange for 250,000 shares of restricted common stock. The shares vest in 12 equal amounts of 20,833. For the three months ended December 31, 2023, the Company has recorded stock-based compensation of \$3,006 with the offset to accounts payable and accrued expenses.

On October 1, 2023, the Company entered into a one-year Agreement for Board of Advisor Services with a third party to provide general technical, AI, sales, and marketing services in exchange for 3,000,000 shares of common stock. The Company valued the shares at \$80,700 (\$0.0269 per share). The shares are to be issued at the end of the term, and the Company is amortizing the expense over the term of the contract. For the three months ended December 31, 2023, the Company included \$20,175 in General and Administrative expenses and in accounts payable and accrued expenses. Effective May 1, 2024, the Company amended the October 1, 2023 agreement and agreed to issue 7,000,000 shares, of which 5,000,000 were immediately earned and were issued May 16, 2024, and to issue an additional 2,000,000 shares at the end of the term. The Company valued and expensed the 5,000,000 shares at \$142,500 (\$0.0285 per share) on the date of the agreement, and the Company is amortizing the expense related to the 2,000,000 shares (valued at \$57,000) over the term of the contract. For the three months ended December 31, 2024, the Company included \$14,250 in General and Administrative expenses and \$14,250 in accounts payable and accrued expenses.

On January 1, 2024, the Company entered into a one-year Consulting Agreement with a third party to provide market awareness services and the identification, evaluation, structuring, negotiating, and closing of joint ventures, strategic alliances, and business acquisitions, in exchange for 3,000,000 shares of common stock. The Company valued the shares at \$62,400 and is amortizing the expense over the term of the contract. For the three months ended December 31, 2024, the Company included \$15,600 in General and Administrative expenses.

On January 2, 2024, the Company entered into a one-year Consulting Agreement with a third party to provide market awareness services and the identification, evaluation, structuring, negotiating, and closing of joint ventures, strategic alliances, and business acquisitions, in exchange for a monthly fee of \$10,000 per month and 5,000,000 shares of common stock. The shares were issued on January 18, 2024. The Company valued the shares at \$104,000 and is amortizing the expense over the term of the contract. For the three months ended December 31, 2024, the Company included \$26,000 in General and Administrative expenses.

On April 1, 2024, the Company entered an Agreement for Board of Advisor Services with a third party to provide general business, military, governmental, technical, AI, and sales and marketing services, in exchange for 2,500,000 shares of common stock upon execution of the agreement (the “Initial Issuance”) and a further 2,500,000 shares of common stock one year after the execution (the “Final Issuance”). The Initial Issuance of 2,500,000 shares of common stock were issued on May 8, 2024. The Company valued the 5,000,000 shares at \$137,500 among which \$68,750 related to Initial Issuance and is amortizing over the term of the contract. For the three months ended December 31, 2024, the Company included \$34,375 in General and Administrative expenses, including the amortization of prepaid expenses of \$17,187 (Initial Issuance) and \$17,188 accrued in accounts payable and accrued expenses (Final Issuance). In connection with the agreement, the Company also agreed to issue a warrant to purchase 50,000 Class A common stock shares of RM Stock owned by the Company, at \$1.50 per share and vested immediately. The warrant to purchase the RM Stock was valued at \$119,348 based on the Black Scholes option pricing model and was expensed when granted.

On April 23, 2024, the Company entered an Agreement for Board of Advisor Services with a third party to provide assistance to the Company in building its in house development team and manage software projects, in exchange for 3,000,000 shares of common stock. The Company issued 1,500,000 shares of common stock on May 8, 2024, with the balance due on the one-year anniversary of the agreement. The Company valued the 3,000,000 shares at \$67,500 among which \$33,750 related to the already issued common shares and is amortizing over the term of the contract. For the three months ended December 31, 2024, the Company included \$16,875 in General and Administrative expenses, including the amortization of prepaid expenses of \$8,437 and \$8,438 accrued in accounts payable and accrued expenses.

On April 23, 2024, the Company entered an Agreement for Board of Advisor Services with a third party to provide general business, military, governmental, technical, AI, and sales and marketing services, in exchange for 5,000,000 shares of common stock. The Company issued 2,500,000 shares of common stock on May 8, 2024, with the balance due on the one-year anniversary of the agreement. The Company valued the 5,000,000 shares at \$112,500 among which \$56,250 relates to the already issued common shares and is amortizing over the term of the contract. For the three months ended December 31, 2024, the Company included \$28,125 in General and Administrative expenses, including the amortization of prepaid expenses of \$14,063 and \$14,062 accrued in accounts payable and accrued expenses.

NOTE 10 - LICENSE AGREEMENT

On August 9, 2022, the Company signed an Intellectual Property License Agreement (the “IPLA”) with Reticulate Micro, Inc. (“RM”). Pursuant to the ten-year term (the “Term”) of IPLA, RM agreed to issue to the Company 5,100,000 shares of RM’s Class A Common Stock and a royalty of 5% of net sales during the Term in exchange for the licensing of the Company’s technology related to its SUPR ISR (the Superior Utilization of Processing Resources- Intelligence, Surveillance and Reconnaissance).

RM, a Nevada corporation, was formed on June 22, 2022. Mr. Collins, the Company’s former CTO was a co-founder, and a former Director and President and Treasurer of RM. Mr. Chermak, the Company’s former COO is a co-founder, Director and Vice-president and Secretary of RM. Mr. Ansari is a co-founder and former Director of RM. RM had initially issued 1,600,000, 1,000,000 and 1,000,000 shares of Class B Common Stock to Mr. Collins. Mr. Chermak and Mr. Ansari, respectively. On May 15, 2023, Mr. Collins cancelled his 1,600,000 shares of Class B common stock in exchange for 200,000 shares of Class A common stock. As of December 31, 2024, and September 30, 2024, RM has 2,000,000 and 2,000,000 Class B Common Stock shares outstanding, respectively. Each share of the Class B Common Stock has voting rights whereby each share of Class B Common Stock equals 100 voting shares. As of December 31, 2024, and September 30, 2024, RM had 10,479,431 and 10,459,199 Class A common stock shares issued and outstanding, respectively. As of December 31, 2024, the Company has agreed to issue 1,798,767 shares of RM stock (1,780,531 has been issued and an additional 18,236 shares to be issued) in satisfaction of \$2,369,500 of principal of convertible notes and \$84,888 of accrued interest. The Company also issued 45,000 shares of RM stock in satisfaction of note payable (principal and interest). Accordingly, as of December 31, 2024, and September 30, 2024, the Company’s 3,301,233 shares of RM Class A Common Stock represent approximately 1.57%, respectively of the voting stock of RM. Each share of the Class B Common stock is also convertible into one share of Class A Common Stock.

The Company accounts for its interest in RM under the cost method of accounting. Due to RM just being formed at the time of the license agreement no value has been assigned to the investment.

NOTE 11 - INCOME TAXES

The Company provides for income taxes under ASC 740, Accounting for Income Taxes. ASC 740 requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse. ASC 740 requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

In assessing the need for a valuation allowance, management must determine that there will be sufficient taxable income to allow for the realization of deferred tax assets. Based upon the historical and anticipated future income, management has determined that the deferred tax assets do not meet the more-likely-than-not threshold for realizability. Accordingly, there is a full valuation allowance provided against the Company's deferred tax assets as of December 31, 2024 and September 30, 2024.

A reconciliation of the provision for income taxes determined at the U.S. statutory rate to the Company's effective income tax rate is as follows:

	Three months ended December 31, 2024	Three months Ended December 31, 2023
Pre-tax loss	\$ (687,143)	\$ (1,059,128)
U.S. federal corporate income tax rate	21%	21%
Expected U.S. income tax credit	(144,300)	(222,417)
Permanent differences	54,394	125,898
Change of valuation allowance	89,906	96,519
Effective tax expense	\$ —	\$ —

The Company had deferred tax assets as follows:

	December 31, 2024	September 30, 2024
Net operating losses carried forward	\$ 2,535,257	\$ 2,445,350
Less: Valuation allowance	(2,535,257)	(2,445,350)
Net deferred tax assets	\$ —	\$ —

As of December 31, 2024, and September 30, 2024, the Company has approximately \$12,073,000 and \$11,645,000, respectively, net operating loss carryforwards available to reduce future taxable income. As of December 31, 2024, and September 30, 2024, the Company has no material unrecognized tax benefits which would favorably affect the effective income tax rate in future periods and does not believe that there will be any significant increases or decreases of unrecognized tax benefits within the next twelve months. No interest or penalties relating to income tax matters have been imposed on the Company during the three months ended December 31, 2024, and 2023, and no provision for interest and penalties is deemed necessary as of December 31, 2024, and September 30, 2024.

NOTE 12 - DEFERRED REVENUE

During the three months ended December 31, 2024, and 2023, the Company delivered \$230,835 and \$-0- in the aggregate of software services to customers under one year subscription periods. The Company records the agreed amounts over the one-year term of the subscription agreements as deferred revenue, classified as a liability on the balance sheet, and amortizes the deferred revenue over the subscription period. For the three months ended December 31, 2024, and 2023, the Company recognized \$38,225 and \$2,411 of revenue from these agreements, respectively. As of December 31, 2024, and September 30, 2024, the balance of deferred revenues of \$195,524 and \$2,914 is included in the balance sheet, respectively.

NOTE 13 - SUBSEQUENT EVENTS

On January 27, 2025, the Company issued 180,000 shares of common stock in satisfaction of \$4,500 of accrued interest.

On January 31, 2025, the Company issued 180,000 shares of common stock in satisfaction of \$4,500 of accrued interest.

From January 22, 2025, through February 7, 2025, noteholders of the aggregate of \$1,133,000 of principal of convertible notes payable and \$195,740 of accrued and unpaid interest executed Notices of Conversion whereby they will receive 884,955 shares of RM Class A common stock owned by the Company, in full satisfaction of their notes.

The Company has evaluated subsequent events through the date the financial statements were issued. The Company has determined that there are no other such events that warrant disclosure or recognition in the financial statements.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The following is management’s discussion and analysis of certain significant factors that have affected our financial position and operating results during the periods included in the accompanying consolidated financial statements, as well as information relating to the plans of our current management. This report includes forward-looking statements. Generally, the words “believes,” “anticipates,” “may,” “will,” “should,” “expect,” “intend,” “estimate,” “continue,” and similar expressions or the negative thereof or comparable terminology are intended to identify forward-looking statements. Such statements are subject to certain risks and uncertainties, including the matters set forth in this report or other reports or documents we file with the Securities and Exchange Commission from time to time, which could cause actual results or outcomes to differ materially from those projected. Undue reliance should not be placed on these forward-looking statements which speak only as of the date hereof. We undertake no obligation to update these forward-looking statements.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance, or achievements. Except as required by applicable law, including the securities laws of the United States, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). These accounting principles require us to make certain estimates, judgments, and assumptions. We believe that the estimates, judgments, and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments, and assumptions are made. These estimates, judgments, and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenues and expenses during the periods presented. Our financial statements would be affected to the extent there are material differences between these estimates.

The following discussion should be read in conjunction with our unaudited financial statements and the related notes that appear elsewhere in this Quarterly Report on Form 10-Q.

THE COMPANY

Cytta Corp., (“Cytta” or the “Company”) was incorporated on May 30, 2006, under the laws of the State of Nevada. It is located in Las Vegas, Nevada. Cytta is in the business of imagineering, developing and securing disruptive technologies.

Results of Operations for the three months ended December 31, 2024, and 2023:

Revenues of \$38,225 and \$2,411 for the three months ended December 31, 2024, and 2023, respectively, were from deferred revenue on subscription agreements being recognized.

Revenues consist of our proprietary software, integration consulting services, tech support and product maintenance billed to the customer. Revenues increased for the three months ended December 31, 2024, compared to the three months ended December 31, 2023, due to an increase in customers and the associated higher deferred revenue recognized on subscription agreements entered into and being recognized in the current quarter.

Operating expenses decreased by \$348,245 for the three months ended December 31, 2024, compared to the three months ended December 31, 2023, as shown in the table below:

Description	Three months ended December 31,	
	2024	2023
Related party expenses (excluding stock expenses)	\$ 97,955	\$ 90,000
Stock based compensation	135,229	476,308
Stock based compensation, officers	123,783	123,208
Professional fees	50,649	45,001
Consulting expenses (excluding stock expenses)	-	167,000
General and Administrative officers	4,516	2,618
Depreciation expense	10,294	10,576
Auto, Travel and Meals and Entertainment	22,161	7,246
Rent expense	9,096	6,810
Investor relations expense	145,267	31,921
Other operating expenses	43,257	29,764
Total Operating expenses	<u>\$ 642,207</u>	<u>\$ 990,452</u>

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Related party expenses (excluding stock expenses) increased for the three months ended December 31, 2024, compared to the three months ended December 31, 2023, as follows:

	Three months ended December 31,	
	2024	2023
Management fees, Chief Executive Officer (CEO)	\$ 45,000	\$ 45,000
Management fees, President and Chief Operating Officer (COO)	45,000	45,000
Office rent and expenses	7,955	-
Total	<u>\$ 97,955</u>	<u>\$ 90,000</u>

Effective January 1, 2023, the monthly fee for the CEO was \$15,000 and effective September 1, 2023, the monthly fee for the President and COO was \$15,000. Beginning in April 2024, the Company agreed to rent office space for the COO at \$2,575 per month plus incidental expenses, on a month to month basis, accordingly, \$7,955 is included in related party expenses for the three months ended December 31, 2024.

Stock-based compensation expenses decreased in the current period compared to the prior period. For the three months ended December 31, 2024, stock-based expenses include the compensation of \$135,229 related to common stock all previously issued (amortization of prepaids) or to be issued (accrued), pursuant to the terms of each consultant's contracts. For the three months ended December 31, 2023, stock-based expenses include common shares issued and valued to consultants of \$169,200, as well as the amortization of options, warrants and common stock (pursuant to the terms of each consultant's contracts) all previously issued of \$307,108 for the three months ended December 31, 2023.

Stock based compensation - officers was comprised pursuant to the agreement with the COO (SGG) to issue 250,000 common shares per month. For the three months ended December 31, 2024, and 2023, the Company recorded expenses of \$18,450 and \$17,875, respectively. Additionally, the Company granted an option to SGG (a related party) to purchase 10,000,000 shares of the Company's common stock at \$0.02 per share with an expiry date of July 1, 2025 (the "CYCA Option"). The CYCA option vests at the rate of 25% beginning on the first six-month anniversary of the agreement, as well as a warrant to purchase 250,000 shares of the Reticulate Micro common stock the Company owns (the "RM Warrant"). The RM Warrant has an exercise price of \$1.00 per share and an expiry date of July 1, 2025. The Company valued the CYCA Option at \$639,543 based on the Black-Scholes option pricing method and will be amortized through the term of the agreement, and accordingly, \$53,295, is included in stock-based compensation expense-related party for the three months ended December 31, 2024, and 2023, respectively. The Company valued the RM Warrant at \$624,458 based on the Black-Scholes option pricing method and will be amortized through the term of the agreement, and accordingly, \$52,038, is included in stock-based compensation expense-related party for the three months ended December 31, 2024, and 2023, respectively.

Professional fees increased in the current period compared to the prior period because of higher auditing fees in the current period.

Consulting expenses (excluding stock expenses) decreased during the three months ended December 31, 2024, compared to the three months ended December 31, 2023, as certain consultants engaged in the prior period were not engaged in the current period.

Investor relations fees increased for the three months ended December 31, 2024, compared to the three months ended December 31, 2023. The increases were primarily a result of the Company attending trade shows and conferences to expose the Company to potential investors.

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Other expense, net, for the three months ended December 31, 2024, was \$64,702, compared to \$71,087 for the three months ended December 31, 2023. The decrease was a result of certain note discounts that were fully amortized in the prior year period.

The following tables set forth key components of our balance sheet as of December 31, 2024, and September 30, 2024.

	December 31, 2024	September 30, 2024
Current Assets	\$ 1,713,526	\$ 1,983,881
Long term assets	\$ 75,682	\$ 191,310
Total Assets	\$ 1,789,208	\$ 2,175,191
Current Liabilities	\$ 2,713,795	\$ 2,412,635
Total Liabilities	\$ 2,713,795	\$ 2,412,635
Stockholders' Deficit	\$ (924,587)	\$ (237,444)
Total Liabilities and Stockholders' Deficit	\$ 1,789,208	\$ 2,175,191

Liquidity and Capital Resources

As of December 31, 2024, we had limited operating capital. Our current capital and our other existing resources will not be sufficient to provide the working capital needed for our current business. Additional capital will be required to meet our obligations, and to further expand our business. We may be unable to obtain the additional capital required. Our inability to generate capital or raise additional funds when required will have a negative impact on our business development and financial results. These conditions raise substantial doubt about our ability to continue as a going concern as well as our recurring losses from operations and the need to raise additional capital to fund operations. This “going concern” could impair our ability to finance our operations through the sale of debt or equity securities.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As of December 31, 2024, the Company had an accumulated deficit of \$37,555,035, a working capital deficit of \$1,000,269 and has also generated losses since inception. These factors, among others, raise substantial doubt about the ability of the Company to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of these uncertainties. The Company intends to fund operations through equity and/or debt financing arrangements, which may not be sufficient to fund its capital expenditures, working capital and other cash requirements for the foreseeable future.

As of December 31, 2024, we had cash of \$1,008,186 compared to \$1,439,835 at September 30, 2024. As of December 31, 2024, we had current assets of \$1,713,526 and current liabilities of \$2,713,795, which resulted in working capital deficiency of \$1,000,269. The current liabilities are comprised of accounts payable and accrued expenses, related party liabilities, convertible notes payable, and deferred revenue.

Operating Activities

For the three months ended December 31, 2024, net cash used in operating activities was \$431,649 compared to \$324,562 for the three months ended December 31, 2023. For the three months ended December 31, 2024, our net cash used in operating activities was primarily attributable to the net loss of \$687,143, adjusted by stock-based compensation of \$259,017, and depreciation of \$10,294. Net changes of \$13,817 in operating assets and liabilities increased the cash used in operating activities.

For the three months ended December 31, 2023, our net cash used in operating activities was primarily attributable to the net loss of \$1,059,128, adjusted by stock-based compensation of \$599,516, amortization and depreciation of \$25,929 and loss on extinguishment of debt of \$3,955. Net changes of \$105,166 in operating assets and liabilities decreased the cash used in operating activities.

Investing Activities

For the three months ended December 31, 2024, and 2023, there was no cash provided by or used in investing activities.

Financing Activities

For the three months ended December 31, 2024, there were no financing activities.

For the three months ended December 31, 2023, the Company received \$40,000 in exchange for the issuance of a convertible promissory note.

Critical Accounting Policies

Our significant accounting policies are summarized in Note 3 of our financial statements. While all these significant accounting policies impact our financial condition and results of operations, we view certain of these policies as critical. The SEC requested that all registrants list their most “critical accounting policies” in the Management Discussion and Analysis. The SEC indicated that a “critical accounting policy” is one which is both important to the portrayal of a company’s financial condition and results, and requires management’s most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. Our management believes that given current facts and circumstances, there are no material estimates or assumptions with levels of subjectivity and judgement necessary to be considered critical accounting policies.

Off Balance Sheet Arrangements

We have no off-balance sheet arrangements, including arrangements that would affect our liquidity, capital resources, market risk support and credit risk support or other benefits.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Not Applicable.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934 (the “Exchange Act”), that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of December 31, 2024. Based on the evaluation of these disclosure controls and procedures, and in light of the material weaknesses found in our internal controls over financial reporting, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective for the reasons discussed below.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. In its assessment of the effectiveness of internal control over financial reporting as of December 31, 2024, the Company determined that there were control deficiencies that constituted material weaknesses, as described below.

1. We do not have an Audit Committee – While not being legally obligated to have an audit committee, it is the management's view that such a committee, including a financial expert member, is an utmost important entity level control over the Company's financial statement. Currently the Board of Directors acts in the capacity of the Audit Committee, and does not include a member that is considered to be independent of management to provide the necessary oversight over management's activities.
2. We did not maintain appropriate cash controls – As of December 31, 2024, the Company has not maintained sufficient internal controls over financial reporting for cash, including failure to segregate cash handling and accounting functions, and did not require dual signatures on the Company's bank accounts.

Accordingly, the Company concluded that these control deficiencies resulted in a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis by the company's internal controls.

Our management, including our Chief Executive Officer and our Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected.

Changes in Internal Controls over Financial Reporting

There has been no change in our internal control over financial reporting occurred during the three months ended December 31, 2024, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

None.

Item 1A. RISK FACTORS

Not applicable for smaller reporting companies.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. MINE SAFETY DISCLOSURE

Not applicable.

Item 5. OTHER INFORMATION

- (a) None.
- (b) During the quarter ending December 31, 2024, there have not been any material changes to the procedures by which security holders may recommend nominees to the Board of Directors.

Item 6. EXHIBITS

The following documents are filed as part of this report:

Exhibit No.	Description
3.1	Articles of Incorporation of Cytta Corp.*
3.2	Bylaws of the Company *
3.3	Amendment to Articles of Incorporation Amending Authorized Common and Preferred Stock *
3.4	Amended and Restated Certificate of Designation of Series D Preferred Stock *
3.5	Amended and Restated Certificate of Designation of Series E Preferred Stock *
3.6	Certificate of Designation of Series F Preferred Stock**
10.1	Agreement by and between Cytta Corp and Makena Investment Advisors, LLC dated April 1, 2020 *
10.2	Sublease Agreement by and between Cytta Corp and Michael Collins dated October 25, 2020 *
10.3	Agreement by and between Cytta Corp and Peter Rettman dated August 27, 2020 *
10.4	Share Issuance agreement by and between Cytta Corp and United Financial Inc., dated September 30, 2020 *
10.5	Technology Access Agreement by and between Cytta Corp and Michael Collins dated July 19, 2018 *
14.1	Code of Ethics *
31.1	Certification of Chief Executive Officer required by Rule 13a-14(1) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002***
31.2	Certification of Chief Financial Officer required by Rule 13a-14(1) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002***
32.1	Certification of Chief Executive Officer and the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and Section 1350 of 18 U.S.C. 63***
101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document).***
101.SCH	Inline XBRL Taxonomy Extension Schema Document.***
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.***
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.***
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document.***
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.***
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

* Incorporated by reference to the same exhibit to the registration statement filed by the Company on June 28, 2021.

** Incorporated by reference to exhibit 4.1 to the Current Report on Form 8-K filed by the Company on November 26, 2021.

*** Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: February 14, 2025

/s/ Gary Campbell

Gary Campbell
Chief Executive Officer
(principal executive officer)
(principal financial and accounting officer)

CERTIFICATION

I, Gary Campbell, Chief Executive Officer of CYTTA CORP. (the “registrant”), certify that:

1. I have reviewed this annual report on Form 10-Q of the registrant for the period ending December 31, 2024;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: February 14, 2025

By: /s/ Gary Campbell

Gary Campbell
Chief Executive Officer
(principal executive officer)

CERTIFICATION

I, Gary Campbell, Chief Financial Officer of CYTTA CORP. (the “registrant”), certify that:

1. I have reviewed this annual report on Form 10-Q of the registrant for the period ending December 31, 2024;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: February 14, 2025

By: /s/ Gary Campbell

Gary Campbell
Chief Financial Officer
(principal financial and accounting officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Each of the undersigned hereby certifies, in his capacity as an officer of CYTTA CORP. (the “Company”), for the purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

- (1) The Company’s Annual Report on Form 10-Q for the three months ended December 31, 2024 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 14, 2025

By: /s/ Gary Campbell

Gary Campbell

Chief Executive Officer

(principal executive officer)

(principal financial and accounting officer)