

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **AFFLUENCE CORPORATION**

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Boulder, CO 80302

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SIC 4813

## **Quarterly Report**

**For the period ending June 30, 2023 (the "Reporting Period")**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

593,372,196 as of June 30, 2023

546,045,033 as of March 31, 2023

### **Shell Status**

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

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

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

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

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

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

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

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception: None

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

None

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

Address: 1200 Harger Rd, Suite 500, Oak Brook, IL  
60523  
Phone: 702-295-6409

The address(es) of the issuer's principal place of business:

☒ *Check if principal executive office and principal place of business are the same address:*

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: ☒ Yes: ☐ If Yes, provide additional details below:

## 2) Security Information

### Transfer Agent

Name: EQ Shareowner Services (Equiniti)  
Phone: (651)-306-4341  
Email: valeen.nowicki@equiniti.com  
Address: 1110 Centre Pointe Curve, Suite 101, Mendota Heights, MN 55120

### Publicly Quoted or Traded Securities

Trading Symbol: AFFU  
Title and class of securities: Common Stock

CUSIP:	00829V100	
Par or Stated Value:	\$0.00001	
Total shares authorized:	4,000,000,000	as of: 6/30/2023
Total shares outstanding:	593,372,196	as of: 6/30/2023
Total number of shareholders of record:	<u>245</u>	<u>as of 6/30/2023</u>

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

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

**Other classes of authorized or outstanding equity securities:**

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

Exact title and class of the security:	<u>Preferred Shares</u>
CUSIP (if applicable):	_____
Par or stated value:	<u>\$0.00001</u>
Total shares authorized:	<u>100,000,000</u> as of date: <u>12/31/2022</u>
Total shares outstanding (if applicable):	<u>0</u> as of date: <u>12/31/2022</u>
Total number of shareholders of record (if applicable):	<u>0</u> as of date: <u>12/31/2022</u>

Exact title and class of the security:	_____
CUSIP (if applicable):	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding (if applicable):	_____ as of date: _____
Total number of shareholders of record (if applicable):	_____ as of date: _____

**Security Description:**

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

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

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

N/A

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

N/A

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

N/A

### 3) Issuance History

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

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

#### A. Changes to the Number of Outstanding Shares

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Date 12/31/2019</u> <u>Opening Balance:</u> Common: <u>108,234,044</u> Preferred: <u>2,184,947</u>	
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Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>01/31/2020</u>	<u>New Issuance</u>	<u>170,000</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Cicero Transact Group, Inc. – c/o Michael Woloshin</u>	<u>Services</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>04/15/2020</u>	<u>New Issuance</u>	<u>5,625,555</u>	<u>Common</u>	<u>.18</u>	<u>No</u>	<u>Christian DeMarco</u>	<u>Stock issued for purchase of private company</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>04/15/2020</u>	<u>New Issuance</u>	<u>5,833,555</u>	<u>Common</u>	<u>.18</u>	<u>No</u>	<u>Raul Schwerdt</u>	<u>Stock issued for purchase of private company</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>04/15/2020</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>.17</u>	<u>No</u>	<u>Ann Marie Dietz</u>	<u>Stock issued for purchase of private company</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>04/15/2020</u>	<u>New Issuance</u>	<u>150,000</u>	<u>Common</u>	<u>.17</u>	<u>No</u>	<u>James F. Dietz</u>	<u>Stock issued for purchase of private company</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>04/15/2020</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>.17</u>	<u>No</u>	<u>William Dietz</u>	<u>Stock issued for purchase of private company</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>04/15/2020</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>.17</u>	<u>No</u>	<u>William Dietz, Jr.</u>	<u>Stock issued for purchase of private company</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>07/01/2020</u>	<u>New Issuance</u>	<u>8,000,000</u>	<u>Common</u>	<u>.01</u>	<u>No</u>	<u>James E Honan Jr.</u>	<u>Employment Agreement/Board Member</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>07/01/2020</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>.01</u>	<u>No</u>	<u>Dale Haase</u>	<u>Board Member</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>07/02/2020</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>.01</u>	<u>No</u>	<u>Cicero Consulting Group, LLC c/o Joe Abrams</u>	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>07/28/2020</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>.01</u>	<u>No</u>	<u>Sirbu Global Investment Corp c/o John Loguidice</u>	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>07/29/2020</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>.01</u>	<u>No</u>	<u>Clevercoms LTD c/o Rohan Chanmugan</u>	<u>Board Member</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>09/28/2020</u>	<u>New Issuance</u>	<u>250,000</u>	<u>Common</u>	<u>.01</u>	<u>No</u>	<u>Keith Smith</u>	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/15/2020</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>.01</u>	<u>No</u>	<u>Dale Haase</u>	<u>Board Member</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/15/2020</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>.01</u>	<u>No</u>	<u>Clevercoms LTD c/o Rohan Chanmugan</u>	<u>Board Member</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/15/2020</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>.01</u>	<u>No</u>	<u>James E Honan Jr.</u>	<u>Employment Agreement/Board Member</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/15/2020</u>	<u>New Issuance</u>	<u>750,000</u>	<u>Common</u>	<u>.20</u>	<u>No</u>	<u>Seneca Global c/o Ed Szofer</u>	<u>Purchased</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/15/2020</u>	<u>New issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Douglas Stukel</u>	<u>Debt settlement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/15/2020</u>	<u>New issuance</u>	<u>250,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Joseph Druzak</u>	<u>Debt settlement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/15/2020</u>	<u>New issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Michael J. Profita</u>	<u>Debt settlement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/15/2020</u>	<u>New issuance</u>	<u>57,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>James Nelson</u>	<u>Debt settlement</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>10/15/2020</u>	<u>New issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Dave Beamish</u>	<u>Debt settlement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/15/2020</u>	<u>New issuance</u>	<u>100,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Robert Strawbridge</u>	<u>Debt settlement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/15/2020</u>	<u>New issuance</u>	<u>250,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>John Pittas</u>	<u>Debt settlement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/15/2020</u>	<u>New issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Maria Miranda</u>	<u>Debt settlement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/15/2020</u>	<u>New issuance</u>	<u>25,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Mary Oehler</u>	<u>Debt settlement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/15/2020</u>	<u>New issuance</u>	<u>100,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Jeffry Grossman</u>	<u>Debt settlement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/15/2020</u>	<u>New issuance</u>	<u>250,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Steven Kubinski</u>	<u>Debt settlement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/15/2020</u>	<u>New issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Peter Cummings</u>	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>10/15/2020</u>	<u>New issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Mark Moyer</u>	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/15/2020</u>	<u>New issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>John McElligott</u>	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/15/2020</u>	<u>New issuance</u>	<u>750,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Holmes, Watson &amp; Doyle c/o John Malevitis</u>	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>2/11/2021</u>	<u>New issuance</u>	<u>6,000,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Dale Haase</u>	<u>Loan</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>2/11/2021</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Clevercoms LTC, c/o Rohan Chanmugam</u>	<u>Board Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>2/11/2021</u>	<u>New Issuance</u>	<u>500,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Patrick R. Honan</u>	<u>Board Shares from JEHR</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>2/11/2021</u>	<u>New Issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>James E. Honan, Jr.</u>	<u>Exec Comp Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/1/2021</u>	<u>CANCELLATION</u>	<u>(58,344)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Doug Stukel</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/1/2021</u>	<u>New Issuance</u>	<u>2,917,200</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Doug Stukel</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/1/2021</u>	<u>CANCELLATION</u>	<u>(63,429)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Michael Profita</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/1/21</u>	<u>New Issuance</u>	<u>3,171,450</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Michael Profita</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>3/31/21</u>	<u>New Issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Bosak-Porter Realty Group – Cary Bosak</u>	<u>Loan</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(5,000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Anne Smith</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(34,400)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>David Worachek</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(5,000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Richard Ward</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>6/30/2021</u>	<u>New Issuance</u>	<u>10,000,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Crosslake Capital</u>	<u>Loan</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New Issuance</u>	<u>4,500,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Maverick Ventures</u>	<u>Loan</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(265,803)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>John Valavanis</u>	<u>Deferred Comp Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(37,000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Mellon Enterprises – George Mellon</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(20,000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Terrence McCaffrey</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(38,000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Douglas Stukel</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(170,000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Premier Sales – Dave Beamish</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(116,000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Imperium Capital – Dave Beamish</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(95,000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Peter LaChapelle</u>	<u>Transferred to St. Patrick's Ventures</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(20,000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Norman Siegel</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(61,000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Michael J. Profita</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(13,600)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>John Valavanis</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>



<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(5.000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Paul Worachek</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(2.000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>James Nelson</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(5.000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Michael Worachek</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(8.004)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Elizabeth Profita</u>	<u>Deferred Comp Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(4.000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Patrick Brady</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(20.000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Alandeem LLC – Larry Johnson</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(20.000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Pelham Partners LLC – Thomas Handler</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(2.000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Bradley Bass</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(35.000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Robert Geras</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(10.000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Giangrasso Family Partners, LTD – Larry Johnson</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>1444(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(10.000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Giangrasso Profit Sharing Plan Direct Investment – Larry Johnson</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(40,000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Larry W Johnson</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(40,000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Jeffery A Grossman</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(11,000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Michael McShane</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(361,802)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Michael J. Profita</u>	<u>Deferred Comp Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(350,957)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Douglas Stukel</u>	<u>Deferred Comp Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(31,214)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>John Macleod</u>	<u>Deferred Comp Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(32,100)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>David Worachek</u>	<u>Deferred Comp Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(28,000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Tall Trees Capital – c/o Bernard Asher</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(20,000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Joseph Druzak</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(50,000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>Tukaiz, LLC – c/o – Daniel Defino</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(15,000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>John K. McLaughlin</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>6/30/2021</u>	<u>CANCELLATION</u>	<u>(13,000)</u>	<u>Series B Preferred</u>	<u>1.00</u>	<u>No</u>	<u>William Furlong</u>	<u>Converted to Common Stock</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>250,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Anne Smith</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>1,605,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>David Worachek</u>	<u>Series B Debt Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>250,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Richard Ward</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>13,290,150</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>John Valavanis</u>	<u>Series B Comp Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>1,850,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Mellon Enterprises – George Mellon</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Terrence McCaffrey</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>1,615,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Douglas Stuke</u>	<u>Series B Debt Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>8,500,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Premier Sales – Dave Beamish</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>5,800,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Imperium Capital – Dave Beamish</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>4,750,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>St. Patrick's Ventures c/o Peter LaChapelle</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Norman Siegel</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>2,592,500</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Michael J. Profita</u>	<u>Series B Debt Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>550,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>John Valavanis</u>	<u>Series B Debt Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>250,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Paul Worachek</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>100,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>James Nelson</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>250,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Michael Worachek</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>6/30/2021</u>	<u>New issuance</u>	<u>400,190</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Elizabeth Profita</u>	<u>Series B Comp Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>200,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Patrick Brady</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Alandeem LLC – Larry Johnson</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Pelham Partners LLC – Thomas Handler</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>100,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Bradley Bass</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>1,750,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Robert Geras</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>500,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Giangrasso Family Partners, LTD – Larry Johnson</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>1444(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>500,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Giangrasso Profit Sharing Plan Direct Investment – Larry Johnson</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Larry W Johnson</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>2,000,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Jeffery A Grossman</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>550,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Michael McShane</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>15,379,540</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Michael J. Profita</u>	<u>Series B Comp Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>14,915,640</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Douglas Stukel</u>	<u>Series B Comp Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>1,560,720</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>John Macleod</u>	<u>Series B Comp Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>1,720,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>David Worachek</u>	<u>Series B Comp Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>1,400,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Tall Trees Capital – c/o Bernard Asher</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Joseph Druzak</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Tukaiz, LLC – c/o – Daniel Defino</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>6/30/2021</u>	<u>New issuance</u>	<u>750,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>John K. McLaughlin</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>650,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>William Furlong</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>8,500,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Cicero Consulting Group</u> <u>Michael Woloshin</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>5,000,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>WBC LLC – c/o Becky White</u>	<u>Management contract</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>2,500,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Seneca Global c/o Ed Szofer</u>	<u>Series B Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>1,200,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>James Blomburg</u>	<u>Purchased</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>200,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Jerome Blomburg</u>	<u>Purchased</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>200,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Thomas Blomburg</u>	<u>Purchased</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>800,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Grant Grable</u>	<u>Purchased</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>200,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>LHAM, Ltd. David Pringle</u>	<u>Purchased</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>100,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Studio Project, LLC</u> <u>Andrew Hagerman</u>	<u>Purchased</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>200,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Edward Michelson</u>	<u>Purchased</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>200,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Donald Swanson</u>	<u>Purchased</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>100,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Alan Wagner</u>	<u>Purchased</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/30/2021</u>	<u>New issuance</u>	<u>160,333</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Christian DeMarco</u>	<u>Per Acquisition Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>9/30/2021</u>	<u>New issuance</u>	<u>100,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Todd Heyden</u>	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>9/30/2021</u>	<u>New issuance</u>	<u>100,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Dustin Tallisman</u>	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>9/30/2021</u>	<u>New issuance</u>	<u>1,500,000</u>	<u>Common</u>	<u>1.00</u>	<u>No</u>	<u>Holmes, Watson &amp; Doyle –</u> <u>John Malevitis</u>	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>9/30/2021</u>	New issuance	12,000,000	Common	<u>1.00</u>	<u>No</u>	Dale Haase	<u>Loan</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>9/30/2021</u>	New Issuance	250,000	Common	<u>1.00</u>	<u>No</u>	Richard Ward	<u>Loan</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>11/1/2021</u>	New Issuance	2,500,000	Common	<u>1.00</u>	<u>No</u>	Bosak-Porter Realty Group – Cary Bosak	<u>Loan Extension</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/30/2021</u>	New Issuance	3,962,687	Common	<u>1.00</u>	<u>No</u>	Doug Stukel	<u>Loan</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/30/2021</u>	New Issuance	2,349,960	Common	<u>1.00</u>	<u>No</u>	Michael J. Profita	<u>Loan</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/30/2021</u>	New Issuance	33,000	Common	<u>1.00</u>	<u>No</u>	Rosiano Frechette	<u>Per Acquisition Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/4/2022</u>	New Issuance	12,000,000	Common	<u>1.00</u>	<u>No</u>	Doug Stukel	<u>Loan Extension</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/4/2022</u>	New Issuance	18,000,000	Common	<u>1.00</u>	<u>No</u>	Holmes, Watson & Doyle	<u>Loan Extension</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/4/2022</u>	New Issuance	10,000,000	Common	<u>1.00</u>	<u>No</u>	Michael J. Profita	<u>Loan Extension</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/4/2022</u>	New Issuance	6,000,000	Common	<u>1.00</u>	<u>No</u>	Melon Enterprises c/o George Mellon	<u>Loan Extension</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/4/2022</u>	New Issuance	6,000,000	Common	<u>1.00</u>	<u>No</u>	Norman Siegel Living Trust c/o Norman Siegel	<u>Loan Extension</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/4/2022</u>	New Issuance	5,000,000	Common	<u>1.00</u>	<u>No</u>	Dale Haase	<u>Loan Extension</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/4/2022</u>	New Issuance	15,000,000	Common	<u>1.00</u>	<u>No</u>	James Vandenburghe	<u>Loan</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/4/2022</u>	New Issuance	5,500,000	Common	<u>1.00</u>	<u>No</u>	Bosak, Porter Realty c/o Cary Bosak	<u>Loan Extension</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/4/2022</u>	New Issuance	500,000	Common	<u>1.00</u>	<u>No</u>	Kaitlin Profita	<u>Loan Extension</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/4/2022</u>	New Issuance	7,500,000	Common	<u>1.00</u>	<u>No</u>	Noah Clark	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/4/2022</u>	New Issuance	500,000	Common	<u>1.00</u>	<u>No</u>	Blake Murcheson	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/4/2022</u>	New Issuance	250,000	Common	<u>1.00</u>	<u>No</u>	Stephen P. Martin	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/4/2022</u>	New Issuance	250,000	Common	<u>1.00</u>	<u>No</u>	Richard P. Martin	<u>Cobsulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>1/4/2022</u>	New Issuance	2,500,000	Common	<u>1.00</u>	<u>No</u>	CRP Financial c/o Clyde Parks	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/4/2022</u>	New Issuance	6,000,000	Common	<u>1.00</u>	<u>No</u>	James E. Honan, Jr.	<u>Employment Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/4/2022</u>	New Issuance	3,000,000	Common	<u>1.00</u>	<u>No</u>	CleverComs LTD. c/o Rohan Chanmugan	<u>Per Management Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>1/4/2022</u>	New Issuance	500,000	Common	<u>1.00</u>	<u>No</u>	Peter Cummings	<u>Per Employment Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/4/2022</u>	New Issuance	500,000	Common	<u>1.00</u>	<u>No</u>	CleverComs LTD. c/o Rohan Chanmugan	<u>Board Director Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/4/2022</u>	New Issuance	500,000	Common	<u>1.00</u>	<u>No</u>	Dale Haase	<u>Board Director Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/4/2022</u>	New Issuance	500,000	Common	<u>1.00</u>	<u>No</u>	James E. Honan, Jr.	<u>Board Director Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/1/2022</u>	New Issuance	8,000,000	Common	<u>1.00</u>	<u>No</u>	Michael Balkin	<u>Bridge Loan</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/1/2022</u>	New Issuance	3,000,000	Common	<u>1.00</u>	<u>No</u>	CleverComs LTD. c/o Rohan Chanmugan	<u>Per Management Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/1/2022</u>	New Issuance	2,000,000	Common	<u>1.00</u>	<u>No</u>	Macaddian Marketing	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/1/2022</u>	New Issuance	1,375,000	Common	<u>1.00</u>	<u>No</u>	Howard Isaacs	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/1/2022</u>	New Issuance	625,000	Common	<u>1.00</u>	<u>No</u>	Richard Cavalli	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>7/25/2022</u>	New Issuance	5,000,000	Common	<u>1.00</u>	<u>No</u>	Beachin Company	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>7/25/2022</u>	New Issuance	10,000,000	Common	<u>1.00</u>	<u>No</u>	Valerian Capital	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>7/25/2022</u>	New Issuance	5,500,000	Common	<u>1.00</u>	<u>No</u>	Doug Stukel	<u>Debt Restructuring</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>7/25/2022</u>	New Issuance	5,000,000	Common	<u>1.00</u>	<u>No</u>	Bosak-Porter Realty Group	<u>Debt Restructuring</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>7/25/2022</u>	New Issuance	4,000,000	Common	<u>1.00</u>	<u>No</u>	Mellon Enterprises – George Mellon	<u>Debt Restructuring</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>8/1/2022</u>	New Issuance	2,892,000	Common	<u>1.00</u>	<u>No</u>	Michael J. Profita	<u>Debt Restructuring</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/7/2022</u>	New Issuance	6,000,000	Common	<u>1.00</u>	<u>No</u>	Valerian Capital – Dan Fried	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/7/2022</u>	New Issuance	6,601,509	Common	<u>1.00</u>	<u>No</u>	Burr Oak Investments – Todd Burgeron	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>10/7/2022</u>	New Issuance	20,000,000	Common	<u>1.00</u>	<u>No</u>	Kings Wharf Opportunity Fund LP – Chad Nelson	<u>Settlement Debt Purchase</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/31/23</u>	New Issuance	15,000,000	Common	<u>1.00</u>	<u>No</u>	Mercantile Companies – I. Steven Edelson	<u>Consulting Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/31/23</u>	New Issuance	5,000,000	Common	<u>1.00</u>	<u>No</u>	Mark Moon	<u>Advisory Board</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/31/23</u>	New Issuance	5,000,000	Common	<u>1.00</u>	<u>No</u>	Charles Millard	<u>Advisory Board</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/31/23</u>	New Issuance	5,000,000	Common	<u>1.00</u>	<u>No</u>	John Hartman	<u>Advisory Board</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>1/31/23</u>	New Issuance	5,000,000	Common	<u>1.00</u>	<u>No</u>	Donald Zoufal	<u>Advisory Board</u>	<u>Restricted</u>	<u>4(a)(2)</u>



<u>4/28/23</u>	New Issuance	5,000,000	Common	<u>1.00</u>	<u>No</u>	Michael Balkin	<u>Debt Restructuring</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>4/28/23</u>	New Issuance	10,000,000	Common	<u>1.00</u>	<u>No</u>	Valerian Capital -Dan Fried	<u>Debt Restructuring</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>4/28/23</u>	New Issuance	10,000,000	Common	<u>1.00</u>	<u>No</u>	Senneca Global	<u>Debt Restructuring</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>4/28/23</u>	New Issuance	400,000	Common	<u>1.00</u>	<u>No</u>	Keith Porter	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>4/28/23</u>	New Issuance	200,000	Common	<u>1.00</u>	<u>No</u>	Andre Jobs	<u>Consulting</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>4/28/23</u>	New Issuance	8,536,253	Common	<u>1.00</u>	<u>No</u>	Cicero Consulting – Michael Waloshin	<u>Preferred Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/1/23</u>	New Issuance	4,364,400	Common	<u>1.00</u>	<u>No</u>	Lual Deng	<u>Factoring Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/1/23</u>	New Issuance	1,090,800	Common	<u>1.00</u>	<u>No</u>	Steven Edelson	<u>Factoring Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/1/23</u>	New Issuance	1,090,800	Common	<u>1.00</u>	<u>No</u>	RG Investments – Robert Gerber	<u>Factoring Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/1/23</u>	New Issuance	2,181,600	Common	<u>1.00</u>	<u>No</u>	Merk I, LLC – Artur Gutterman	<u>Factoring Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/1/23</u>	New Issuance	2,181,600	Common	<u>1.00</u>	<u>No</u>	Ian Mack	<u>Factoring Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>5/1/23</u>	New Issuance	2,181,600	Common	<u>1.00</u>	<u>No</u>	John Hartman	<u>Factoring Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>

<u>5/1/23</u>	New Issuance	100,000	Common	<u>1.00</u>	<u>No</u>	Albert Pick Family Trust – Kay Pick	<u>Factoring Agreement</u>	<u>Restricted</u>	<u>4(a)(2)</u>
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> <u>Date 6/30/23</u> <u>Ending Balance</u>  <u>Common: 593,372,196</u>  <u>Preferred: 0</u>									

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

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

N/A

## B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g., Loan, Services, etc.)
<u>4/19/2021</u>	<u>\$500,000</u>	<u>\$500,000</u>	<u>N/A</u>	<u>9/15/2023</u>	<u>\$1,000,000 due at maturity</u>	<u>Bosak Porter Realty Group c/o Greg Bosak</u>	<u>Bridge Loan – Restructured</u>
<u>07/31/2021</u>	<u>600,000</u>	<u>600,000</u>	<u>-0-</u>	<u>09/15/2023</u>	<u>Interest at Eight Percent (8%) per annum</u>	<u>Mellon Enterprises /o George Mellon</u>	<u>Convertible Loan – Restructured</u>

<u>12/15/2021</u>	<u>\$78,500</u>	<u>\$78,500</u>	<u>N/A</u>	<u>9/15/2023</u>	<u>\$150,000 due at maturity</u>	<u>Doug Stukel</u>	<u>Bridge Loan – Restructured</u>
<u>6/6/2022</u>	<u>\$187,000</u>	<u>\$187,000</u>	<u>N/A</u>	<u>9/15/2023</u>	<u>\$290,000 due at Maturity</u>	<u>Michael Profita</u>	<u>Bridge Loan – Restructured</u>
<u>9/8/2022</u>	<u>\$2,480,000</u>	<u>\$2,480,000</u>	<u>\$0</u>	<u>9/8/2023</u>	<u>\$2,640,000 due at Maturity; 10% interest rate and warrants for 120,000,000 shares</u>	<u>Invenire Capital LP - Chad Nelson</u>	<u>Convertible Note</u>
<u>9/8/2022</u>	<u>\$405,000</u>	<u>\$405,000</u>	<u>\$0</u>	<u>9/8/2023</u>	<u>\$440,000 due at Maturity; 10% interest rate and warrants for 20,000,000 shares</u>	<u>King's Wharf Opportunities Fund LP - Chad Nelson</u>	<u>Convertible Note</u>

<u>9/8/2022</u>	<u>\$505,000</u>	<u>\$505,000</u>	<u>\$0</u>	<u>9/8/2023</u>	<u>\$550,000 due at Maturity; 10% interest rate and warrants for 25,000,000 shares</u>	<u>Trillium Partners LP – Steven Hicks</u>	<u>Convertible Note</u>
<u>9/8/2022</u>	<u>\$125,000</u>	<u>\$125,000</u>	<u>\$0</u>	<u>9/8/2023</u>	<u>\$137,500 due at Maturity; 10% interest rate and warrants for 6,000,000 shares</u>	<u>Michael Balkin</u>	<u>Convertible Note</u>
<u>12/1/2022</u>	<u>\$50,000</u>	<u>\$50,000</u>	<u>N/A</u>	<u>6/1/2023</u>	<u>\$75,000 due at Maturity</u>	<u>Michael Profita</u>	<u>Bridge Loan</u>
<u>4/21/2023</u>	<u>\$50,000</u>	<u>\$50,000</u>	<u>N/A</u>	<u>7/21/2023</u>	<u>\$75,000 due at Maturity</u>	<u>John J. Profita</u>	<u>Bridge Loan</u>
<u>5/1/2023</u>	<u>\$243,000</u>	<u>\$243,000</u>	<u>N/A</u>	<u>7/21/2023</u>	<u>\$275,000 due at Maturity</u>	<u>Mercantile Companies – Steven Edelson</u>	<u>Receivable Factoring</u>
<u>6/28/2023</u>	<u>\$45,000</u>	<u>\$45,000</u>	<u>N/A</u>	<u>9/28/2023</u>	<u>\$60,000 due at Maturity</u>	<u>Valerian Capital -Dan Fried</u>	<u>Bridge Loan</u>

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

N/A

#### 4) Issuer's Business, Products and Services

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

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

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

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

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

Control Person: Stephane  
Eyme; Global CEO  
Address: Variat 47  
Tenth Floor

Barcelona, Spain 08014  
Phone: 34-93-418-05-85

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

The Company develops and markets smart city software solutions under the brand name of OneMind Technologies. The OneMind smart city software products include OneMind Hypervisor and OneMind NG. Both products are available in enterprise software and SaaS versions. The company also provides professional services which include consulting and installation services and software maintenance. The software is deployed throughout the world.

#### 5) Issuer's Facilities

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

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

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

Address: 1200 Harger Rd, Suite 500, Oak Brook,  
IL 60523 Phone: 702-295-6409

The Company uses this office free of rent and without

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

The Company leases office space from Worldsensing Corporation for OneMind Technologies, S.L. and paid \$2,730 in rent expenses per month. The lease is an annual lease with an annual renewal on January 1 each year.

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

## 6) Officers, Directors, and Control Persons

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

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

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Michael J Profita	Owner of more than 5% of a class	Elmhurst, IL	36,577,138	Common	6.2%	
Douglas Stukel	Owner of more than 5% of a class	Orland Park, IL	34,999,946	Common	5.9%	
Dale Haase	Director	Burr	27,500,000	Common	4.6%	
James E Honan Jr.	CEO and Director	Hinsdale, IL	18,000,000	Common	3.0%	
Rohan Chanmugam	Director	London, UK	19,000,000	Common	3.2%	

## 7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

N/A

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

N/A

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

N/A

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

N/A

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

N/A

## **8) Third Party Service Providers**

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

### Securities Counsel (must include Counsel preparing Attorney Letters).

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

### Accountant or Auditor

Name: Christopher Hiestand  
Firm: Accell Audit and Compliance, PA  
Address 1: 4806 W. Gandy Blvd  
Address 2: Tampa, FL 33611  
Phone: (813) 367-3527  
Email: chiestand@accell-ac.com

### Investor Relations

N/A

*All other means of Investor Communication:*

Twitter: \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn www.linkedin.com/company/69224674  
Facebook: \_\_\_\_\_  
[Other ] \_\_\_\_\_

Other Service  
Providers

N/A

## 9) Financial Statements

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

- ☐ IFRS  
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)<sup>2</sup>:

Name: James E. Honan Jr.  
Title: CEO  
Relationship to Issuer: Officer

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

Mr. Honan has over 25 years of investment banking and Corporate Finance experience with Continental Bank, ABN Amro, LaSalle Bank and Ernst & Young where he developed business units focusing on debt and credit restructuring deals and developed products for the institutional banking markets. Mr. Honan received an MBA in Finance from the Mendoza School of Business at the University of Notre Dame, and a BS in Accounting from Bentley University.

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

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

## Comparative Consolidated Financial Statements of AFFLUENCE Corporation

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<sup>2</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

## For the Quarter Ended June 30, 2023

### AFFLUENCE Corporation Consolidated Statement of Assets, Liabilities and Equity

	As of June 30, 2023	As of June 30, 2022
<hr/>		
<b>Assets</b>		
<b>Current Assets</b>		
Bank – Operating Account	\$ 321,671	30,157
Accounts Receivable	912,975	761,771
Deposit – Rent	50,454	48,709
Cash and Cash Equivalents	-	
	<hr/>	
<b>Total Current Assets</b>	1,285,100	840,367
 <b>Fixed Assets</b>		
Tangible	480,939	174,675
Intangibles	2,313,860	1,973,809
Goodwill	1,504,411	1,504,411
	<hr/>	
<b>Total Fixed Assets</b>	4,299,210	3,652,895
	<hr/>	
<b>Total Assets</b>	\$ 5,584,309	4,493,262
	As of June 30, 2023	As of June 30, 2022
	<hr/>	

### Liabilities & Equity

#### Current Liabilities

Accounts Payable	\$	163,135	209,769
Deferred Revenue			
Accrued Interest			

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<b>Total Current Liabilities</b>		163,135	209,769
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**Long Term Liabilities (Section 3B)**

Notes Payable	5,300,500	4,416,523
Other Current Liabilities	746,160	642,531

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<b>Total Long-Term Liabilities</b>	6,064,660	5,059,054
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<b>Total Liabilities</b>	6,209,795	5,268,823
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**Stockholders' Equity (Note C)**

Common Stock: \$.0001 par value, 1,000,000,000 shares authorized, 511,045,033 issued and outstanding	59,372	58,078
Additional Paid in Capital	685,000	685,000
Retained Earnings	(1,412,180)	(1,543,240)
Net Income (Loss)	42,322	24,601

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<b>Total Stockholders' Equity</b>	(625,486)	(775,561)
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<b>\$</b>	<b>5,584,309</b>	<b>4,493,262</b>
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**AFFLUENCE Corporation**  
**Consolidated Statement of Operations**

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<b>Q2 2023</b>	<b>Q2 2022 R</b>
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**Revenue**

Income	\$	563,275	507,006
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<b>Total Revenue</b>		<b>563,275</b>	<b>507,006</b>
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**Cost of Goods Sold**

Cost of Goods Sold		32,222	232,475
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<b>Total Cost of Goods Sold</b>		<b>32,222</b>	<b>232,475</b>
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<b>Gross Profit</b>		<b>531,053</b>	<b>274,531</b>
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**Operating Expenses**

Operating Expenses		537,185	259,828
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<b>Total Operating Expenses</b>		<b>537,185</b>	<b>259,828</b>
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<b>Operating Income (Loss)</b>		<b>(6,131)</b>	<b>14,703</b>
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**Other Income**

Other Income		149,962	-
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<b>Total Other Income</b>		<b>149,962</b>	<b>-</b>
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**Other Expenses**

		101,509	777
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<b>Total Other Expenses</b>		<b>101,509</b>	<b>777</b>
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<b>Net Other Income</b>		<b>48,453</b>	<b>(777)</b>
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<b>Net Income (Loss)</b>	<b>\$</b>	<b>42,322</b>	<b>15,480</b>
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**AFFLUENCE Corporation  
Consolidated Statement of Cash Flows**

**3 Months  
Ended  
June 30,  
2023**

**Cash flows from Operating Activities:**

Net Income	\$ 42,322
Adjustments to Reconcile Net Income (Loss) to Net Cash:	
Amortization	(149,962)
(Increase) Decrease in:	
Accounts Receivable	11,995
Increase (Decrease) in:	
Accounts Payable	(957)
Accruals	1,622
<b>Total Adjustments</b>	<hr/> (137,302) <hr/>
<b>Net Cash Provided By (Used In) Operating Activities</b>	(94,980)

**Cash Flows from Investing Activities:**

Loss on Investment	-
Uncollectible Note Write off	-
Payoff of Note	
Net (Purchase) Disposal of Equipment and Software	-
<b>Net Cash Provided By (Used in) Investing Activities</b>	-

**Cash Flows from Financing Activities:**

Note(s) Payable.	338,000
Additional Paid in Capital	-
Capital Stock	-
<b>Net Cash Provided By (Used in) Financing Activities</b>	<hr/> 338,000 <hr/>

Net Cash Increase (Decrease) in Cash	243,020
Cash at Beginning of Period	78,651
Cash at End of Period	<u>\$ 321,671</u>

## Affluence Corporation

### Statement of Changes in Stockholder's Equity

	Number of Shares	Common Stock	Preferr ed A Stock	Preferred B Stock	Additional Paid – in Capital	Stock Subscription Receivable	Retained Earnings	Total
Balance at December 31, 2022 Restated	546,045,033	54,605	0	0	685,000	0	(1,412,179)	(672,575)
Company amended shares issued as follows:								
Issued Stock Common	47,327,163	4,767				-	-	4,767
Issued Stock Preferred			)					
Adjustment to Preferred Stock				-				-
Adjustment to Retained Earnings	-	-		-	-	-		-
One-time accounting adjustment	-	-		-	-	-	-	
Net Income	-	-		-	-	-	42,322	42,322
Balance at March 31, 2023	593,372,196	59,372	0		685,000	0	(1,369,858)	(625,486)

For the Period ended June 30, 2023

## **Notes to the Financial Statements**

### **Special Note Concerning New Management Review of these Consolidated Financials**

Further review will continue of the Company's books and records, and while no other corrections or adjustments are contemplated, management reserves the right to make them should any be discovered.

#### **Note A – Nature of Business and Summary of Significant Accounting Policies**

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

#### **Basis of Presentation**

The accompanying financial statements have been prepared on the accrual basis of accounting. Revenues are recognized at the time when the services are provided and earned, and expenses are recorded when incurred.

#### **Cash and Cash Equivalents**

For purposes of the statement of cash flows, the Company considers all unrestricted highly liquid investments with an initial maturity of three months or less to be cash equivalents.

#### **Income Taxes**

The Company files as a regular C Corporation for Federal tax purposes.

#### **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

#### **Advertising**

The Company expenses all advertising and marketing costs as incurred. Advertising and marketing costs for the Second Quarter 2023 was \$30,000.

#### **Fair Value of Financial Instruments**

The Company believes that the carrying value of its current assets and current liabilities approximate the fair value of such items due to their short-term nature. The carrying amounts of cash, accounts receivable, accounts payable and other liabilities are carried at amounts that reasonably approximate their fair values.

#### **Property and Equipment**

Property and equipment are stated at cost. The Company provides for amortization on the straight-line method and depreciation on the straight-line and MACRS methods over the estimated useful lives of the related assets. Major classes of property and equipment and their related lives are as follows:

Intellectual Property – beginning in 2022 the Company amortizes software development expenses with the Second Quarter 2023 totaling \$149,962

Maintenance and repairs are expensed as incurred. Replacements and betterments are capitalized.

#### Asset Impairment

When the Company has long-lived assets, which have a possible impairment indicator, the Company estimates the future cash flows from the operation of these assets. Because events and circumstances frequently do not occur as expected, there will usually be differences between the estimated and actual future cash flow and these differences may be material. If the estimated cash flows recoup the recorded value of the assets; they remain on the books at that value. If the net recorded value cannot be recovered, the assets are written down to their market value if lower than the recorded value.

#### Note B – Property and Equipment

For the Second Quarter 2023, the Company had \$1,000 of property and equipment with \$350 of amortization expenses for the quarter.

#### Note C – Stockholders' Equity

On September 29, 1994, the Company incorporated in the State of Colorado with 1,000,000 authorized Common shares, at zero par value.

On April 21, 1998, the Company amended its Articles of Incorporation by increasing the number of authorized Common shares to 100,000,000 with a par value of \$.0001.

On August 25, 2009, management, and certain members of the Affluence board of directors of Affluence Corporation entered into an agreement to purchase all 9,000,000 shares of the founder and largest shareholder, Scott Mitchell and issued a promissory note for \$1.1 million secured by the 9,000,000 shares ("the Mitchell Note"). Under the terms of the agreement Mr. Mitchell would no longer have a role in the operations of the company and agreed to resign his seat as a board member. Also, under the agreement Charles Fink, Marc Mitchell and John Linden would resign their board seats as well. Doug Stukel became interim CEO and he, Lee Wiskowski and David Beamish maintained their board seat. In December 2010, the agreement was restructured to provide a monthly payment against the note and a percentage of capital raised to be applied against the obligation owed under the note.

On January 1, 2010, the company agreed to acquire SearchChannel, Inc. The company exchanged 1,500,000 shares of stock, agreed to assume SearchChannel's line of credit of approximately \$62,000 and issued a promissory note for \$100,000 to its founder and lone shareholder William Furlong. As part of the agreement, Mr. Furlong agreed to assume the President's role of the company once the company reached funding levels of \$3 million in operating cash.

On January 1, 2011 Mr. Wiskowski resigned his board seat and Mr. Profita was elected to serve as CEO and on the Board of Directors.

On January 1, 2012 William Furlong resigned as CEO of the company and forfeited a \$100,000 promissory note issued to Mr. Furlong in conjunction with the acquisition of SearchChannel. Michael J. Profita was named CEO of the company.

On June 3, 2012, the Board of Directors unanimously approved to increase the number of authorized shares to 300,000,000. However, this increase was never filed with the State of Colorado, so there was no change made to the Company's Articles of Incorporation, and as such

the number of authorized Common shares was never increased.

On September 30, 2012, the board of directors approved the formation of Affluence Connect, PLC a UK based subsidiary formed with the intention of listing its stock on the London GXC Stock Exchange in 2013. In conjunction, the Company issued 2,854,635 shares of stock to Small Cap Consulting, GmbH to facilitate the listing. This transaction was never consummated, and the Company was never listed on the London GX Stock Exchange.

On June 1, 2013, the board of directors approved the purchase of the art collection of Matt Lamb from the Matt Lamb Gallery for \$685,000 in cash and 1 million shares of common stock. The Company financed the purchase through debt funding. It was the intention of the Company to sell the art to premium members once the premium site was built, but due to legal issues the artwork was never delivered to the Company.

On December 31, 2018, the Company amended its Articles of Incorporation by creating 1,000,000 Series A Preferred shares with a par value of \$.00001 and 5,000,000 Series B Convertible Preferred shares with a par value of \$.00001. The two series were created for the purpose of setting up a voting control block (Series A) and to settle long term debt (Series B).

On December 31, 2018, the Company issued 942,700 shares of Series B Convertible Preferred stock to settle \$8,079,268 worth of debt stemming from a long- standing convertible bridge loan. After the settlements, the Company has only \$249,221 of remaining debt.

On December 31, 2018, the Company issued 1,052,247 shares of Series B Convertible Preferred stock to settle \$5,261,237 worth of deferred compensation owed to officers, directors, and past employees of the Company. After the settlements, the Company has \$-0- deferred compensation owed.

As part of a proposed reorganization and business management plan, on January 24, 2019, the Company issued 1,000,000 Series A Preferred shares to NDML, a business consulting, sales, and third-party management company.

On April 30, 2019, Ryan Prince Kennedy was appointed as the Company's CEO and also as a Director.

On April 30, 2019, the Company bought 50% of MTAC Branding & Talent Solutions Inc. for 40,000 Shares of the Company's Series B Convertible Preferred stock. However upon further review of the transaction by management in Q4, 2019, it was discovered there were numerous inconsistencies and discrepancies with the transaction, including that the transaction was not approved by executive management nor by the Board of Directors on that date, and as such, new management cancelled and unwound the entire transaction, has cancelled the Series B Convertible Preferred Stock and has returned all assets and ownership back to their original owners and/or holders.

On April 30, 2019, the Company bought 50% of Streetbeatz Urban, Inc. for a combination of \$150,000 in the form of a convertible promissory note and 2,000,000 shares of the Company's Common. After the Note defaulted, the Company negotiated a Consent to Judgment with the Holder. On November 14, 2019, new management negotiated a settlement with the Holder and the Note is due in full on or before December 29, 2019. However, upon further review of the transaction by management in Q4 2019, it was discovered there were numerous inconsistencies and discrepancies with the transaction, including that the transaction was not approved by executive management nor was the transaction approved by the Board of Directors on that date. Additionally, it was discovered that the transaction may not have been an arm's length transaction, and as such, new management cancelled and unwound the entire transaction, including the settlement agreement, has cancelled the shares of common stock, and has returned all assets and ownership back to their original owners and/or holders.

On May 1, 2019, per his tendered resignation letter, Michael Profita resigned from all positions with the company.

On May 1, 2019, per his tendered resignation letter, Douglas Stukel resigned from all positions with the company.

On May 1, 2019, per his tendered resignation letter, David Beamish resigned from all positions with the company.

On May 20, 2019, Ryan Prince Kennedy, the Company's then President, bought 500,000 Shares of the Company's Series A Preferred stock from Next Dimension Marketing, Inc. These shares were never fully paid for and as such became part of the settlement agreement referred to in relationship to the April 30, 2019 transaction, which was subsequently cancelled and unwound.

On May 20, 2019, the Company purchased the remaining 500,000 Shares of the Company's Series A Preferred stock from Next Dimension Marketing, Inc. for \$250,000, payable in a Promissory Note, and immediately retired the shares. These shares were never fully paid for and as such became part of the settlement agreement referred to in relationship to the April 30, 2019 transaction, which was subsequently cancelled and unwound.

On September 6, 2019, the Company acquired 50% of Summer Hill Beverage Group LLC for 3,000,000 shares of restricted common stock.

On November 14, 2019, Ryan Prince Kennedy resigned from all positions with the Company.

On November 14, 2019, James E. Honan Jr. was appointed the Company's sole Officer and Director.

On November 20, 2019, in recognition of previously approved and unpaid compensation debt owed to a former Officer and Director, a Convertible Promissory Note was issued to Michael Profita in the amount of \$250,000.

On November 20, 2019, in recognition of previously approved and unpaid compensation debt owed to a former Officer and Director, a Convertible Promissory Note was issued to Douglas Stukel in the amount of \$250,000.

On November 20, 2019, in recognition of previously approved and unpaid compensation debt owed to a former Officer and Director, a Convertible Promissory Note was issued to David in the amount of \$250,000.

On December 18, 2019, Dale Haase was appointed as a Director of the Company.

On December 31, 2019, the Company acquired RAS, Inc. as a wholly owned subsidiary for stock and compensation to be determined at a future date.

On December 31, 2019, the Company acquired 5-Stems, LLC as a wholly owned subsidiary for stock and compensation to be determined at a future date.

On December 31, 2019, the Company acquired the assets of Vibe Wireless, LLC for stock and compensation to be determined at a future date.

On January 20, 2020, after further reviewing the Series A Preferred shares, the Company's management and Board of Directors voted unanimously to cancel the issuances of these shares and to further cancel the entire class.

On January 21, 2020, Rohan Chanmugam was appointed as a Director of the Company.

On February 15, 2020, the Company issued a promissory note in the amount of \$450,000 as compensation for the acquisition of RAS, Inc.

On March 27, 2020, the Company issued a promissory note in the amount of \$1,000,000 as compensation for the acquisition of the assets of Vibe Wireless, LLC. These assets included a Telecommunications License for Grenada. Currently, the Company is working with both US and Grenada legal counsel to clarify with the Grenada Telecommunications Ministry (i) transfer restrictions associated with the Grenada License, and (ii) extend the time period which Affluence has under the License to initiate and commercially deploy business operations in Grenada under the License. In the event the Company is not able to favorably clarify the aforementioned transfer restrictions and extend such time period, Affluence might be required to revise downward the value of the Vibe License in its financial statements.

On April 27, 2020, the Company cancelled the acquisition of 5-Stems, LLC due to an inability to come to final financial terms acceptable to all parties.

On June 24, 2020, the Company entered into a Letter of Intent to acquire the assets of Flexiscale, LTD for stock and compensation to be determined at a future date.

On June 24, 2020, the Company was served with a lawsuit from a third party claiming that he is owed \$250,000 based on a contract issued by the previous CEO who was dismissed in November 2019. The Company is vigorously defending the lawsuit and is contemplating further legal action against the individual involved.

On June 30, 2020, the Company engaged with Kirkland & Ellis to perform all of the legal requirements necessary to file a Regulation D funding and to provide legal counsel for pending acquisitions.

On July 7, 2020, the Company appointed Joe Abrams to serve on its Advisory Board.

On October 6, 2020, the Company appointed several new Officers to the Company, which included Rohan Chanmugam as CEO of Affluence Global, John McElligott as COO and Peter Cummings as CFO.

On October 2, 2020, the Company acquired OneMind Smart City business unit from Worldsensing and established OneMind Technologies S.L. which is a wholly owned subsidiary of Affluence Corporation. The Company acquired OneMind Technologies for \$1.755 million (1.5 million Euro) and executed an asset purchase agreement including a promissory note to Worldsensing for \$1.755 million (1.5 million Euro) and six percent (6%) interest.

On December 15, 2020, the Company named Stephane Eyme as CEO of OneMind Technologies, S.L.

On January 28, 2021, the Company agreed to acquire Flexiscale, Ltd. and Flexient, Ltd. The two companies are in the process of negotiating the definitive acquisition agreement.

On February 17, 2021, the Company announced it intended to establish a legal entity in Singapore in response to several business opportunities in Asia.

On March 31, 2021, the Company and Flexiscale, Ltd. and Flexient, Ltd. agreed to cancel the June 24, 2020 Letter of Intent for the Company to acquire the assets of Flexiscale, Ltd. and Flexient, Ltd. and agreed to terminate all acquisition negotiations.

On April 21, 2021 the Company and ISLP Technologies of India agreed to a Letter of Intent for the purchase of ISLP Technologies. The companies are in the process of negotiating the definitive acquisition agreement.

On June 30, 2021, the Company converted 1,994,907 shares of Series B Preferred Stock into 99,745,350 shares of Common Stock. The Series B Preferred Stock was originally issued on 12/31/2018. The Series B Preferred Stock was eligible for conversion as of



1/1/2021. The Company believes it is in the best interest of the Company to simplify the capital structure by eliminating the overhang. The Company also believes it was in the best interest of the individual shareholder to execute the one time conversion. After the conversion there is no Preferred Stock issued or outstanding.

On July 28, 2021 the Company increased the number of authorized shares to 500,000,000.

On September 20, 2021 the Company executed a term sheet with Vell Holdings Ltd. to enter into a joint venture for Vell Holdings, Ltd. to provide up to \$40 million for project funding for various projects in Asia. The Company has subsequently chosen to allow the term sheet to expire.

On October 5, 2021 the Company executed a Letter of Intent to acquire Saamarthya Management Consultancy P Ltd, India. The Company has subsequently chosen to allow the Letter of Intent to expire.

On October 28, 2021 the Company's OneMind Technologies subsidiary entered into a global master services agreement with Dell Technologies.

On October 28, 2021 the Company's OneMind Technologies subsidiary entered into a global master services agreement with Orange Business Services.

On November 1, 2021 the Company issued 2,500,000 shares of restricted common stock to the Bosak-Porter Realty Group in conjunction with a loan extension.

On December 12, 2021 the Company announced that OneMind Technology received a \$1.6 million contract award for phase 1 of the NEOM Smart City Project. OneMind Technology is a subcontractor on the project through Dell Technologies.

On December 31, 2021 the Company cancelled the Vibe Wireless acquisition through a signed letter agreement and has restated the 2020 financial statements to reflect the cancellation.

On January 13, 2022 the Company executed a Letter of Intent to acquire SiteWhere, LLC. The Company has subsequently chosen to allow the Letter of Intent to expire.

On June 1, 2022 the Company issued 8,000,000 shares of restricted common stock to Michael Balkin as part of the terms of a loan to the Company.

On June 1, 2022 the Company issued 3,000,000 shares of restricted common stock to Rohan Chanmugan as part of the terms of a management consulting agreement.

On June 1, 2022 the Company issued 1,375,000 shares of restricted common stock to Howard Isaacs as part of the terms of a management consulting agreement.

On June 1, 2022 the Company issued 2,000,000 shares of restricted common stock to Micaddan Marketing as part of the terms of a management consulting agreement.

On June 1, 2022 the Company issued 625,000 shares of restricted common stock to Richard Cavali as part of the terms of a management consulting agreement.

On July 1, 2022 the Company unwound the RAS subsidiary purchase agreement. Under the terms of the new agreement the Company gave control back to the original owners in exchange for the cancelation of \$450,000 of debt due to the original owners of RAS.

On July 25, 2022 the Company's board of directors approved increasing the number of authorized shares to 4,000,000,000.

On July 25, 2022 the Company issued 5,000,000 shares of restricted common stock to the Beachin Company as part of the terms of a management consulting agreement.

On July 25, 2022 the Company issued 10,000,000 shares of restricted common stock to Valerian Capital as part of the terms of a management consulting agreement.

On July 25, 2022 the Company issued 5,500,000 shares of restricted common stock to Doug Stukel in conjunction with the restructuring of debts owed to Mr. Stukel from the Company.

On July 25, 2022 the Company issued 4,000,000 shares of restricted common stock to Mellon Enterprises in conjunction with the restructuring of debts owed to Mellon Enterprises from the Company.

On July 25, 2022 the Company issued 5,000,000 shares of restricted common stock to Bosak-Porter Realty Group in conjunction with the restructuring of debt owed to Bosak-Porter Realty Group from the Company.

On July 28, 2022 the Company entered into a funding agreement with Invenire Capital to provide \$3,300,000 of funding in a Convertible Loan Agreement.

On July 29, 2022 the Company completed the purchase of OneMind Technologies, SL from WorldSensing Corporation.

On September 8, 2022 the Company executed a Convertible Loan Agreement with Invenire Capital, LP. The Company received a total of \$2,395,000 net of legal and professional fees. The Company will owe \$2,640,000 on the maturity date. Invenire Capital, LP also received 120,000,000 warrants that convert into common stock on a one-for-one basis. In the event that the Company re-pays the amount due at maturity prior to March 7, 2023 the number of warrants available for conversion will be reduced by 50%.

On September 8, 2022 the Company executed a Convertible Loan Agreement with King's Wharf Opportunity Fund. The Company received a total of \$395,000 net of legal and professional fees. The Company will owe \$440,000 on the maturity date. King's Wharf Opportunity Fund also received 20,000,000 warrants that convert into common stock on a one-for-one basis. In the event that the Company re-pays the amount due at maturity prior to March 7, 2023 the number of warrants available for conversion will be reduced by 50%.

On September 8, 2022 the Company executed a Convertible Loan Agreement with Trillium Partners, LP. The Company received a total of \$495,000 net of legal and professional fees. The Company will owe \$550,000 on the maturity date. Trillium Partners, LP also received 25,000,000 warrants that convert into common stock on a one-for-one basis. In the event that the Company re-pays the amount due at maturity prior to March 7, 2023 the number of warrants available for conversion will be reduced by 50%.

On September 8, 2022 the Company and Michael Balkin entered into an agreement to convert \$125,000 previously owed to Mr. Balkin into a Convertible Loan Agreement. The Company will owe \$137,500 on the maturity date. Mr. Balkin also received 6,000,000 warrants that convert into common stock on a one-for-one basis. In the event that the Company re-pays the amount due at maturity prior to March 7, 2023 the number of warrants available for conversion will be reduced by 50%.

On September 15, 2022 the Company engaged Accell Audit and Compliance, PA as its auditors.

On October 1, 2022 the Company issued 2,892,000 shares of restricted common stock to Michael J. Profita in conjunction with the restructuring of debts owed to Mr. Profita from the Company.

On October 7, 2022 the Company issued 6,000,000 shares of restricted common stock to Valerian Capital as part of the terms of a management consulting agreement.

On October 7, 2022 the Company issued 6,601,509 shares of restricted common stock to Burr Oak Investments in conjunction with Burr Oak converting all of its debt with the company to

equity.

On October 24, 2022, the Company issued 20,000,000 shares of restricted common stock to Kings Wharf Opportunity Fund, LP. The issuance was a part of a settlement agreement with a judgement owed to William Woodall. Kings Wharf Opportunity Fund, LP purchased the judgement and converted the judgement to equity. Kings Wharf Opportunity Fund, LP subsequently filed the necessary forms for legend removal and placed the shares into a brokerage account thereby increasing the number of shares in the public float.

On November 30, 2022 the Company announced that it had entered into a strategic partnership with Dell Technologies Corporation. Under the terms of the agreement Dell Technologies was granted the rights to market and sell OneMind Technologies products on a world-wide basis.

On January 31, 2023 the company entered into a strategic consulting services contract with The Mercantile Companies and The Mercantile Companies was issued 15,000,000 shares of restricted common stock pursuant to the terms and conditions of the agreement.

On January 31, 2023 Mark Moon was named as a member of the Advisory Board of the Company and was issued 5,000,000 shares of restricted common stock for his participation on the Advisory board.

On January 31, 2023 Charles Millard was named as a member of the Advisory Board of the Company and was issued 5,000,000 shares of restricted common stock for his participation on the Advisory board.

On January 31, 2023 Donald Zoufel was named as a member of the Advisory Board of the Company and was issued 5,000,000 shares of restricted common stock for his participation on the Advisory board.

On January, 2023 John Hartman was named as a member of the Advisory Board of the Company and was issued 5,000,000 shares of restricted common stock for his participation on the Advisory board.

On April 28, 2023 Cicero Consulting, LLC converted Preferred B Stock and was issued 8,536,253 shares of restricted common stock.

On April 28, 2023 Valerian Capital was issued 10,000,000 shares of restricted common stock for debt restructuring.

On April 28, 2023 Senneca Global was issued 10,000,000 shares of restricted common stock for debt restructuring.

On April 28, 2023 Michael Balkin was issued 5,000,000 shares of restricted common stock for debt restructuring.

On April 28, 2023 Donald Keith Porter was issued 400,000 shares of restricted common stock as terms of a consulting agreement.

On April 28, 2023 Andre Jobs was issued 200,000 shares of restricted common stock as terms of a consulting agreement.

On May 1, 2023 the Company entered into a receivable factoring agreement with Mercantile Companies. The Company received \$243,000 and will pay \$275,000 at maturity plus 13,098,800 shares of restricted common stock to the Mercantile Company investors.

On May 1, 2023 Lual Deng was issued 4,364,400 shares of restricted common stock as part of the terms of the Mercantile Companies receivable factoring agreement.

On May 1, 2023 Steven Edelson was issued 1,090,800 shares of restricted common stock as part of the terms of the Mercantile Companies receivable factoring agreement.

On May 1, 2023 RG Investments was issued 1,090,800 shares of restricted common stock as part of the terms of the Mercantile Companies receivable factoring agreement.

On May 1, 2023 Mark 1, LLC was issued 2,181,600 shares of restricted common stock as part of the terms of the Mercantile Companies receivable factoring agreement.

On May 1, 2023 Ian Mack was issued 2,181,600 shares of restricted common stock as part of the terms of the Mercantile Companies receivable factoring agreement.

On May 1, 2023 John Hartman was issued 2,181,600 shares of restricted common stock as part of the terms of the Mercantile Companies receivable factoring agreement.

#### Note D – Subsequent

Events N/A

#### Note E – Related Party Transactions

On April 30, 2019, the Company entered into two purchase agreements with Companies partially owned by the then CEO of the Company. Both of these transactions have since been cancelled and unwound.

#### Note F – Commitments and Contingencies

In the normal course of its business, the Company is subject to litigation. Management, based upon discussions with its legal counsel, does not believe any claims, individually or in the aggregate, will have a material adverse impact on the Company's financial position.

#### Note H – Income Taxes

The Company files federal and state income tax returns on a calendar year basis. For calendar year 2022 the Company would have an estimated tax liability of \$0 based on the net income for the period and current federal and state corporate income tax rates. A provision for income taxes was included in the financial statements. In addition, the Company's wholly owned subsidiary OneMind Technologies, SA files taxes in Spain.

#### Note I – Basis of Consolidation

The Group financial statements consolidate those of the parent company and all its subsidiaries. The subsidiaries are all entities over which the Group has the power to control the financial and operating policies. The Company obtains and exercises control through all the voting rights of the subsidiaries.

Any intercompany receivables, payables, sales, purchases, and profits are eliminated.

## 10) Issuer Certification

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, James E Honan Jr. certify that:

1. I have reviewed this Disclosure Statement for AFFLUENCE Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 18, 2023

/s/James E. Honan Jr. [CEO's Signature]

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

*Principal Financial Officer:*

I, James E Honan Jr. certify that:

1. I have reviewed this Disclosure Statement for AFFLUENCE Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 18, 2023

/s/James E. Honan Jr. [CFO's Signature]

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