



Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

AFFLUENCE CORPORATION

1942 Broadway St., Suite 314C

Boulder, CO 80302

720.295.6409

www.onemindtechnologies.com

info@affucorp.com

SIC 4813

Annual Report

For the period ending December 31, 2023 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

607,546,407 as of December 31, 2023 (Current Reporting Period Date or More Recent Date)

511,045,033 as of December 31, 2022 (Most Recent Completed Fiscal Year End)

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

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

⁴ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

Current State and Date of Incorporation or Registration: Colorado, November 23, 1994
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:
N/A

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

None

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

None

Address of the issuer's principal executive office:

Address: 1200 Harger Rd, Suite 500, Oak Brook, IL 60523

Address of the issuer's principal place of business:

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

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

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

2) Security Information

Transfer Agent

Name: 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:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading Symbol:	AFFU
Title and class of securities:	Common Stock
CUSIP:	00829V100
Par or Stated Value:	\$.00001
Total shares authorized:	4,000,000,000 as of: 12/31/2023

Total shares outstanding:	607,546,407	as of: 12/31/2023
Total number of shareholders of record:	<u>246</u>	<u>as of:</u> <u>12/31/2023</u>

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

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

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

Exact title and class of the security:	<u>Preferred Shares</u>	
CUSIP (if applicable):	_____	
Par or stated value:	<u>\$0.00001</u>	
Total shares authorized:	<u>100,000,000</u>	<u>as of date: 12/31/2023</u>
Total shares outstanding (if applicable):	<u>0</u>	<u>as of date: 12/31/2023</u>
Total number of shareholders of record (if applicable):	<u>0</u>	<u>as of date: 12/31/2023</u>

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

Security Description:

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

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

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.

NA

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.

NA

3) Issuance History

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

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

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

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

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Date</u> 12/31/2021 <u>Opening Balance</u> : Common: 331,051,524 Preferred: 0										
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance ? (Yes/ No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.	
1/4/2022	New Issuance	12,000,000	Common	1.00	No	Doug Stukel	Loan Extension	Restricted	4(a)(2)	
1/4/2022	New Issuance	18,000,000	Common	1.00	No	Holmes, Watson & Doyle	Loan Extension	Restricted	4(a)(2)	
1/4/2022	New Issuance	10,000,000	Common	1.00	No	Michael J. Profita	Loan Extension	Restricted	4(a)(2)	
1/4/2022	New Issuance	6,000,000	Common	1.00	No	Melon Enterprises c/o George Mellon	Loan Extension	Restricted	4(a)(2)	
1/4/2022	New Issuance	6,000,000	Common	1.00	No	Norman Siegel Living Trust c/o Norman Siegel	Loan Extension	Restricted	4(a)(2)	
1/4/2022	New Issuance	5,000,000	Common	1.00	No	Dale Haase	Loan Extension	Restricted	4(a)(2)	
1/4/2022	New Issuance	15,000,000	Common	1.00	No	James Vandenburghe	Loan	Restricted	4(a)(2)	

1/4/2022	New Issuance	5,500,000	Common	1.0 0	No	Bosak, Porter Realty c/o Cary Bosak	Loan Extension	Restrict ed	4(a)(2)
1/4/2022	New Issuance	500,000	Common	1.0 0	No	Kaitlin Profita	Loan Extension	Restrict ed	4(a)(2)
1/4/2022	New Issuance	7,500,000	Common	1.0 0	No	Noah Clark	Consulting	Restrict ed	4(a)(2)
1/4/2022	New Issuance	500,000	Common	1.0 0	No	Blake Murcheson	Consulting	Restrict ed	4(a)(2)
1/4/2022	New Issuance	250,000	Common	1.0 0	No	Stephen P. Martin	Consulting	Restrict ed	4(a)(2)
1/4/2022	New Issuance	250,000	Common	1.0 0	No	Richard P. Martin	Cob sulting	Restrict ed	4(a)(2)
1/4/2022	New Issuance	2,500,000	Common	1.0 0	No	CRP Financial c/o Clyde Parks	Consulting	Restrict ed	4(a)(2)
1/4/2022	New Issuance	6,000,000	Common	1.0 0	No	James E. Honan, Jr.	Employment Agreement	Restrict ed	4(a)(2)
1/4/2022	New Issuance	3,000,000	Common	1.0 0	No	CleverComs LTD. c/o Rohan Chanmugan	Per Management Agreement	Restrict ed	4(a)(2)

<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>Restrict ed</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>Restrict ed</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>Restrict ed</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>Restrict ed</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>Restrict ed</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>Restrict ed</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>Restrict ed</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>Restrict ed</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>Restrict</u> <u>d</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>Restrict</u> <u>d</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>Restrict</u> <u>d</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</u> <u>Restructurin</u> <u>g</u>	<u>Restrict</u> <u>d</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</u> <u>Restructurin</u> <u>g</u>	<u>Restrict</u> <u>d</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</u> <u>Restructurin</u> <u>g</u>	<u>Restrict</u> <u>d</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</u> <u>Restructurin</u> <u>g</u>	<u>Restrict</u> <u>d</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>Restrict</u> <u>d</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>Restrict</u> <u>d</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</u> <u>Debt</u> <u>Purchase</u>	<u>Restrict</u> <u>d</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</u> <u>Agreement</u>	<u>Restrict</u> <u>d</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</u> <u>Board</u>	<u>Restrict</u> <u>d</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>Restrict</u> <u>d</u>	<u>4(a)</u> <u>(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>Restrict</u> <u>d</u>	<u>4(a)</u> <u>(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>Restrict</u> <u>d</u>	<u>4(a)</u> <u>(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>Restrict</u> <u>d</u>	<u>4(a)</u> <u>(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>Restrict</u> <u>d</u>	<u>4(a)</u> <u>(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>Restrict</u> <u>d</u>	<u>4(a)</u> <u>(2)</u>
4/28/23	New Issuance	400,000	Common	1.00	No	Keith Porter	Consulting	Restrict d	4(a)(2)
4/28/23	New Issuance	200,000	Common	1.00	No	Andre Jobs	Consulting	Restrict d	4(a)(2)
4/28/23	New Issuance	8,536,253	Common	1.00	No	Cicero Consulting – Michael Waloshin	Preferred Conversion	Restrict d	4(a)(2)
5/1/23	New Issuance	4,364,400	Common	1.00	No	Lual Deng	Factoring Agreement	Restrict d	4(a)(2)
5/1/23	New Issuance	1,090,800	Common	1.00	No	Steven Edelson	Factoring Agreement	Restrict d	4(a)(2)
5/1/23	New Issuance	1,090,800	Common	1.00	No	RG Investments – Robert Gerber	Factoring Agreement	Restrict d	4(a)(2)
5/1/23	New Issuance	2,181,600	Common	1.00	No	Merk !, LLC – Artur Gutterman	Factoring Agreement	Restrict d	4(a)(2)

5/1/23	New Issuance	2,181,600	Common	1.00	No	Ian Mack	Factoring Agreement	Restricted	4(a)(2)
5/1/23	New Issuance	2,181,600	Common	1.00	No	John Hartman	Factoring Agreement	Restricted	4(a)(2)
5/1/23	New Issuance	100,000	Common	1.00	No	Albert Pick Family Trust – Kay Pick	Factoring Agreement	Restricted	4(a)(2)
7/1/23	New Issuance	500,000	Common	1.00	No	CleverComs LTD. c/o Rohan Chanmugan	Board Director Shares	Restricted	4(a)(2)
7/1/23	New Issuance	500,000	Common	1.00	No	Dale Haase	Board Director Shares	Restricted	4(a)(2)
7/1/23	New Issuance	500,000	Common	1.00	No	James E. Honan, Jr.	Board Director Shares	Restricted	4(a)(2)
7/1/23	New Issuance	1,000,000	Common	1.00	No	Howard Isaacs	Consulting Shares	Restricted	4(a)(2)
7/1/23	New Issuance	500,000	Common	1.00	No	Richard Cavalari	Consulting Shares	Restricted	4(a)(2)
7/3/23	New Issuance	6,095,891	Common	1.00	No	Maverick Capital Partners, LLC. c/o Usama Almagarby	Debt Conversion	Restricted	4(a)(2)
12/1/23	New Issuance	5,078,430	Common	1.00	No	Maverick Capital Partners, LLC. c/o Usama Almagarby	Debt Conversion	Restricted	4(a)(2)
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date 12/31/23									
Ending Balance									
Common: 607,546,407									
Preferred: 0									

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

***Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

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

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g., Loan, Services, etc.)
4/19/2021	\$500,000	\$500,000	N/A	9/15/2023	\$1,000,000 due at maturity	Bosak Porter Realty Group c/o Greg Bosak	Bridge Loan – Restructured
07/31/2021	600,000	600,000	-0-	09/15/2023	Interest at Eight Percent (8%) per annum	Mellon Enterprises / o George Mellon	Convertible Loan – Restructured
12/15/2021	\$78,500	\$78,500	N/A	9/15/2023	\$150,000 due at maturity	Doug Stukel	Bridge Loan - Restructured
6/6/2022	\$187,000	\$187,000	N/A	9/15/2023	\$290,000 due at Maturity	Michael Profita	Bridge Loan - Restructured
9/8/2022	\$2,480,000	\$2,480,000	\$0	9/8/2023	\$2,640,000 due at Maturity; 10% interest rate and warrants for 120,000,000 shares	Invenire Capital LP - Chad Nelson	Convertible Note
9/8/2022	\$405,000	\$405,000	\$0	9/8/2023	\$440,000 due at Maturity; 10% interest rate and warrants for 20,000,000 shares	King's Wharf Opportunities Fund LP - Chad Nelson	Convertible Note
9/8/2022	\$505,000	\$505,000	\$0	9/8/2023	\$550,000 due at Maturity; 10% interest rate and warrants for 25,000,000 shares	Trillium Partners LP – Steven Hicks	Convertible Note
9/8/2022	\$125,000	\$125,000	\$0	9/8/2023	\$137,500 due at Maturity; 10% interest rate and warrants for 6,000,000 shares	Michael Balkin	Convertible Note
12/1/2022	\$50,000	\$50,000	N/A	1/1/2024	\$65,000 due at Maturity	Michael Profita	Bridge Loan
4/21/2023	\$50,000	\$50,000	N/A	1/1/2024	\$65,000 due at Maturity	John J. Profita	Bridge Loan
5/1/2023	\$243,000	\$243,000	N/A	7/21/2023	\$275,000 due at Maturity	Mercantile Companies – Steven Edelson	Receivable Factoring

6/28/2023	\$45,000	\$45,000	N/A	9/28/2023	\$60,000 due at Maturity	Valerian Capital -Dan Fried	Bridge Loan
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*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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

4) Issuer's Business, Products and Services

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

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

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.

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 investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

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) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

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	6.0%	
Douglas Stukel	Owner of more than 5% of a class	Orland Park, IL	34,999,946	Common	5.7%	
Dale Haase	Director	Burr Ridge, IL	27,500,000	Common	4.4%	
James E Honan Jr.	CEO and Director	Hinsdale, IL	18,000,000	Common	3.0%	
Rohan Chanmugam	Director	London, UK	19,000,000	Common	3.1%	

7) Legal/Disciplinary History

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

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

No

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

No

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

No

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a “yes” answer to part 3 above; or

No

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person’s involvement in any type of business or securities activities.

No

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

No

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

NA

8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Securities Counsel

Name: Jonathan Leinwand, Esq.
Firm: Jonathan D. Leinwand, P.A.
Address 1: 18305 Biscayne Blvd., Suite 200
Address 2: Aventura, FL 33160
Phone: 954-903-7856
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:

X:

Discord:

LinkedIn www.linkedin.com/company/69224674

Facebook: _____

Instagram _____

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: N/A
Firm: N/A
Address 1: N/A
Address 2: N/A
Phone: N/A
Email: N/A

9) Disclosure & Financial Information

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

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

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

- ☐ IFRS
☒ U.S. GAAP

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

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

⁵Describe 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 qualifying financial statements:

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

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

10) Issuer Certification

Principal Executive Officer:

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

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.

4/23/2024 [Date]

/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:

I have reviewed this Disclosure Statement for AFFLUENCE Corporation;

1. 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
2. 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.

4/23/2024 [Date]

/S/ James E Honan Jr CFO's Signature]

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

**Comparative Consolidated Financial Statements
of**

AFFLUENCE Corporation
For the Year Ended December 31, 2023

AFFLUENCE Corporation
Consolidated Statement of Assets, Liabilities and Equity

	As of 12/31/23	As of 12/31/22
Assets		
Current Assets		
Bank – Operating Account	\$ 92,524	203,044
Accounts Receivable	354,146	478,323
Deposit – Rent	53,92	54,123
Cash and Cash Equivalents	5 -	
Total Current Assets	500,595	735,490
Fixed Assets		
Tangible	474,006	437,685
Intangibles	2,281,599	2,176,191
Goodwill	1,516,625	1,504,411
Total Fixed Assets	4,272,230	4,118,288
Total Assets	\$ 4,772,825	4,853,778
Liabilities & Equity		
Current Liabilities		
Accounts Payable	\$ 181,518	277,039
Deferred Revenue		
Accrued Interest		
Total Current Liabilities	181,518	277,039

Long Term Liabilities (Section 3B)

Notes Payable	5,400,500	4,930,500
Other Current Liabilities	400,000	600,003
	<hr/>	
Total Long-Term Liabilities	5,800,500	5,530,500
	<hr/>	
Total Liabilities	5,982,018	5,807,539

Stockholders' Equity (Note C)

Common Stock: \$.0001 par value, 1,000,000,000 shares authorized, 602,968,087 issued and outstanding	60,775	51,104
Additional Paid in Capital	685,000	685,000
Retained Earnings	(1,954,948)	(1,689,865)
	<hr/>	
Total Stockholders' Equity	(1,209,193)	(953,761)

Total Liabilities and Equity

\$	4,772,825	4,853,776
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Affluence Corporation
Consolidated Statement of Operations

		<hr/>	FY 2023	FY 2022
Revenue				
Income	\$		1,994,305	1,463,099
			<hr/>	
Total Revenue			1,994,305	1,463,099
Cost of Goods Sold				

Cost of Goods Sold	254,465	219,874
Total Cost of Goods Sold	254,465	219,874
Gross Profit	1,739,840	1,243,225
Operating Expenses		
Operating Expenses	2,051,770	1,562,567
Total Operating Expenses	2,051,770	1,562,567
Operating Income (Loss)	(311,930)	(319,342)
Other Income		
Other Income	490,729	158,690
Total Other Income	490,729	158,690
Other Expenses		
	443,881	26,765
Total Other Expenses	443,881	26,765
Net Other Income	46,848	131,925
Net Income (Loss)	\$ (265,083)	(187,417)

**AFFLUENCE Corporation Consolidated
Statement of Cash Flows**

12 Months Ending 12/31/23	12 Months Ending 12/31/22
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Cash flows from Operating Activities:

Net Income	\$ (265,083)	(187,417)
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Adjustments to Reconcile Net Income (Loss) to Net Cash:

Amortization	490,729	392,583
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(Increase) Decrease in:

Accounts Receivable	124,147	24,703
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Increase (Decrease) in:

Accounts Payable	(95,521)	34,760
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Accruals	1	(364,792)
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Total Adjustments	(110,520)	145,703
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Net Cash Provided By (Used In) Operating Activities	(110,520)	143,703
--	------------------	----------------

Cash Flows from Investing Activities:

Loss on Investment	-	-
Uncollectible Note Write off	-	-
Payoff of Note		
Net (Purchase) Disposal of Equipment and Software	-	-

Net Cash Provided By (Used in) Investing Activities	-	-
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Cash Flows from Financing Activities:

Note(s) Payable.	-	-
Additional Paid in Capital	-	-
Capital Stock	-	-

Net Cash Provided By (Used in) Financing Activities	1.	-
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Net Cash Increase (Decrease) in Cash	(110,520)	145,703
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Cash at Beginning of Period	203,044	57,341
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Cash at End of Period

\$

92,524

203,044

Affluence Corporation Statement of Changes in Stockholder's Equity

	Numb er of Shares	Comm on Stoc k	Prefe rr ed A Stoc k	Preferre d B Stock	Additional Paid - in Capital	Stock Subscripti on Receivabl e	Retained Earnings	Total
Balance at								
December 31,	511,045,033	51,104		0	685,000	0	(1,689,864)	(953,761)
2022			0					
Company amended								
shares issued as follows:								
Issued Stock								
Common	96,501,374	9,650						9,650
Issued Stock Preferred								
Adjustment to Preferred Stock				=				
Adjustment to Retained Earnings	-	-		-	-	-		-
One-time accounting adjustment	-	-		-		-	-	-
Net Income	-	-		-		-	(265,083)	(265,083)
Balance at								
December 31,	607,546,407	60,754	0		685,000	0	(1,954,947)	(1,209,193)
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 Fourth Quarter 2023 was \$17,000.

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 Fourth Quarter 2023 totaling \$40,109

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 Fourth Quarter 2023, the Company had \$1,150 of property and equipment with \$156 of amortization expenses for the quarter.

Note C – Stockholders' Equity

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.

Footnote: the Company chose not to establish the legal entity.

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.

Footnote: the Company subsequently let the term sheet expire.

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 compensation for his participation as a member of the Board of Directors.

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.

On July 1, 2023 the Company issued 500,000 shares of restricted common stock to Rohan Chanmugan in accordance with the terms of a Board of Directors Agreement.

On July 1, 2023 the Company issued 500,000 shares of restricted common stock to Dale Haase in accordance with the terms of a Board of Directors Agreement.

On July 1, 2023 the Company issued 500,000 shares of restricted common stock to James E. Honan, Jr. in accordance with the terms of a Board of Directors Agreement.

On July 1, 2023 the Company issued 1,000,000 shares of restricted common stock to Howard Isaacs as part of the terms of a management consulting agreement.

On July 1, 2023 the Company issued 500,000 shares of restricted common stock to Richard Cavallari as part of the terms of a management consulting agreement.

On July 3, 2023 Maverick Capital Partners, LLC converted Preferred B Stock and was issued 6,095,891 shares of restricted common stock.

On December 1, 2023 Maverick Capital Partners, LLC converted Preferred B Stock and was issued 5,078,430 shares of restricted common stock.

Note D – Subsequent Events

On December 20, 2023 the Company signed an advisory agreement with Durham – Black, LLC. to provide strategic consulting to the Company.

On January 18, 2024 the Company issued a letter of intent to Contrivian, LLC to acquire the assets of Contrivian, LLC. The two companies continue to work through the due diligence process and intend to complete the transaction.

On January 30, 2024 the Company issued a letter of intent to Durham-Black, LLC to merge with Durham-Black, LLC. The two companies continue to work through the due diligence process and intend to complete the transaction.

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 2023 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.

