

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, 2024 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

646,832,121 as of June 30, 2024

621,832,121 as of March 31, 2024

Shell Status

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

¹ “Change in Control” shall mean any events resulting in:

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

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

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

Affluence Corporation, 2009 – to Present
BSA 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)-306-2920
Email: Jeff.Carlson@equiniti.com
Address: 1110 Centre Pointe Curve, Suite 101, Mendota Heights, MN 55120

Publicly Quoted or Traded Securities

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

CUSIP:	00829V100	
Par or Stated Value:	\$0.00001	
Total shares authorized:	4,000,000,000	as of: 6/30/2024
Total shares outstanding:	646,832,121	as of: 6/30/2024
Total number of shareholders of record:	<u>246</u>	<u>as of: 6/30/2024</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:	_____	<u>as of date:</u>
Total shares outstanding:	_____	<u>as of date:</u>
Total number of shareholders of record:	_____	<u>as of date:</u>

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

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>	<u>as of date: 12/31/2021</u>
Total shares outstanding (if applicable):	<u>0</u>	<u>as of date: 12/31/2022</u>
Total number of shareholders of record (if applicable):	<u>0</u>	<u>as of date: 12/31/2022</u>

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

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</u> <u>12/31/2021</u> <u>Opening Balance:</u> Common: 331,051,524 Preferred: 0	
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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.
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<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>Cobulting</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 !, 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>
<u>7/1/23</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>7/1/23</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>7/1/23</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>7/1/23</u>	New Issuance	1,000,000	Common	<u>1.00</u>	<u>No</u>	Howard Isaacs	<u>Consulting Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>7/1/23</u>	New Issuance	500,000	Common	<u>1.00</u>	<u>No</u>	Richard Cavalari	<u>Consulting Shares</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>7/3/23</u>	New Issuance	6,095,891	Common	<u>1.00</u>	<u>No</u>	Maverick Capital Partners, LLC. c/o Usama Almagarby	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/1/23</u>	New Issuance	5,078,430	Common	<u>1.00</u>	<u>No</u>	Maverick Capital Partners, LLC. c/o Usama Almagarby	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>12/1/23</u>	New Issuance	14,285,714	Common	<u>1.00</u>	<u>No</u>	Maverick Capital Partners, LLC. c/o Usama Almagarby	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
<u>6/1/24</u>	New Issuance	25,000,000	Common	<u>1.00</u>	<u>No</u>	Maverick Capital Partners, LLC. c/o Usama Almagarby	<u>Debt Conversion</u>	<u>Restricted</u>	<u>4(a)(2)</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
<u>Date 6/30/24</u> <u>Ending Balance</u>									
<u>Common: 646,832,121</u>									
<u>Preferred: 0</u>									

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

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

N/A

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g., Loan, Services, etc.)
<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>1/1/2024</u>	<u>\$65,000 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>1/1/2024</u>	<u>\$65,000 due at Maturity</u>	<u>John J. Profita</u>	<u>Bridge Loan</u>
<u>4/21/2023</u>	<u>\$160,000</u>	<u>\$50,000</u>	<u>N/A</u>	<u>1/1/2024</u>	<u>Interest at Eight Percent (8%) per annum</u>	<u>Michael Balkin</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).

OTC Markets Group Inc.

OTC Pink Basic Disclosure Guidelines (v4.0 January 1, 2023)

- 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 issuer's 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	5.7%	
Douglas Stukel	Owner of more than 5% of a class	Orland Park, IL	34,999,946	Common	5.4%	
Dale Haase	Director	Burr	27,500,000	Common	4.3%	
James E Honan Jr.	CEO and Director	Hinsdale, IL	18,000,000	Common	2.9%	
Rohan Chanmugam	Director	London, UK	19,000,000	Common	2.9%	

7)

Legal/Disciplinary History

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

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

NA

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

NA

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

NA

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

NA

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

NA

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

NA

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

NA

8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

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

Accountant or Auditor

Name: 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) 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

Describe the qualifications of the person or persons who prepared the financial statements:⁵ 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:

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

Financial Statement Requirements:

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

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.
OTC Markets Group Inc.
OTC Pink Basic Disclosure Guidelines (v4.0 January 1, 2023)

**Comparative Consolidated Financial Statements
of
AFFLUENCE Corporation
For the Three Months Ended June 30, 2024**

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

	As of 6/30/24	As of 6/30/23
Assets		
Current Assets		
Bank – Operating Account	\$ 19,917	321,271
Accounts Receivable	401,131	912,976
Deposit – Rent	34,857	50,454
Cash and Cash Equivalents	-	
Total Current Assets	455,905	1,285,100
Fixed Assets		
Tangible	161,946	480,939
Intangibles	2,112,368	2,313,860
Goodwill	1,516,625	1,504,411
Total Fixed Assets	3,709,939	4,299,210

Total Assets

\$ 4,246,844 5,584,309

As of 6/30/24**As of 6/30/23**

Liabilities & Equity**Current Liabilities**

Accounts Payable \$ 55,517 163,135

Deferred Revenue

Accrued Interest

Total Current Liabilities

55,517

163,135

Long Term Liabilities (Section 3B)

Notes Payable 5,400,500 5,300,500

Other Current Liabilities 400,000 746,160

Total Long-Term Liabilities

5,800,500

6,064,660

Total Liabilities

5,856,017

6,209,795

Stockholders' Equity (Note C)Common Stock: \$.0001 par value, 1,000,000,000 shares
authorized, 602,968,087 issued and outstanding 64,683 59,372

Additional Paid in Capital 685,000 685,000

Retained Earnings (2,358,856) (1,369,858)

Total Stockholders' Equity

(1,609,173)

(625.486)

Total Liabilities and Equity

\$	4,246,844	5,584,309
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Affluence Corporation
Consolidated Statement of Operations

	Q2 2024	Q2 2023
Revenue		
Income	\$ 320,624	563,275
Total Revenue	320,624	563,275
Cost of Goods Sold		
Cost of Goods Sold	81,161	32,222
Total Cost of Goods Sold	81,161	32,222
Gross Profit	239,464	531,053
Operating Expenses		
Operating Expenses	360,527	537,185
Total Operating Expenses	360,527	537,185
Operating Income (Loss)	(120,863)	(6,131)
Other Income		
Other Income		149,962
Total Other Income		149,962
Other Expenses		
		101,509
Total Other Expenses		101,509

Net Other Income		48,453
Net Income (Loss)	\$	(120,863) 42,322

AFFLUENCE Corporation
Consolidated Statement of Cash Flows

	3 Months Ending 6/30/24	3 Months Ending 6/30/23
Cash flows from Operating Activities:		
Net Income	\$ (120,863)	42,322
Adjustments to Reconcile Net Income (Loss) to Net Cash:		
Amortization	84,000	(149,962)
(Increase) Decrease in:		
Accounts Receivable	166,965	11,995
Increase (Decrease) in:		
Accounts Payable	(172,071)	957
Accruals	(4,703)	1,622
Total Adjustments	(46,762)	137,302
Net Cash Provided By (Used In) Operating Activities	(46,672)	338,000
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	-	-

Cash Flows from Financing Activities:

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

Net Cash Provided By (Used in) Financing Activities - -

Net Cash Increase (Decrease) in Cash	(46,672)	243,020
Cash at Beginning of Period	66,589	78,651
Cash at End of Period	\$ 19,917	321,671

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 March 31, 2024	621,832,121	62,183	0	0	685,000	0	(2,237,992)	(1,490,809)
Company amended shares issued as follows:								
Issued Stock Common	25,000,000	2,500						2,500
Issued Stock Preferred								
Adjustment to Preferred Stock				-				-
Adjustment to Retained Earnings	-	-		-	-	-		-
One-time accounting adjustment	-	-		-	-	-	-	
Net Income	-	-		-	-	-	(120,863)	(120,863)
Balance at June 30, 2024	646,832,121	64,683	0		685,000	0	(2,358,855)	(1,609,173)

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 First Quarter 2024 was \$12,000.

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 2024 totaling \$3,400

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 2024, the Company had \$1,150 of property and equipment with \$156 of amortization expenses for the quarter.

Note C – Stockholders' Equity

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.

On March 1, 2024 Maverick Capital Partners, LLC converted Preferred B Stock and was issued 14,255,714 shares of restricted common stock.

On June 1, 2024 Maverick Capital Partners, LLC converted Preferred B Stock and was issued 25,000,000 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.

On May 15, 2024 the Company entered into a merger agreement (“Merger Agreement”) with a wholly owned subsidiary of the Company (“Merger Sub”) and

Durham Black, Inc. an Illinois corporation (“Durham Black”) to merge the Merger Sub into Durham Black whereby Durham Black became a wholly owned subsidiary of the Company and upon the filing of the articles of merger on May 20, 2024 the stockholders of Durham Black were entitled to the issuance of 700,000,000 shares of common stock of the company. The premerger stockholders of the Company held 700,000,000 shares of Common Stock, so that effective upon the merger, a change in control of the Company has occurred in favor of the Durham Black stockholders. In addition, the Merger Agreement called for the issuance of 250,000 shares of Series A-1 Preferred Stock which is callable and accrues a 14% per annum dividend until either called or paid off following a liquidation event.

Durham Black is engaged in the transformation of the global telecom connectivity market by offering innovative software and technology solutions to the digital transformation of the industry being driven by migration of telecom services to the cloud, and demands placed upon the industry Internet of Things, Artificial Intelligence and Machine Learning.

The Merger Agreement contemplates that if the Company fails to raise at least \$12,000,000 (Minimum Amount) within 120 days following the date of the Merger Agreement either the Company or the Durham Black stock holders have the right to unwind the transaction.

In order to consummate the Offering the 4 holders of the senior secured notes of the Company agreed that upon escrow break upon obtaining the Minimum Amount of stock subscriptions and/or loan undertakings, a total of \$3,000,000 would be applied to (i) cancellation of warrants held by such lender for \$350,000 and pay down of \$2,650,000 principal amounts of the loans and (ii) the remaining \$3,000,000 of agreed obligations would either be assigned to a new company acquiring an agreed upon asset of the Company, thereby extinguishing conversion rights.

On August 1, 2024 the Company and Durham Black agreed to extend the unwind period from 120 days to 12/31/24.

On August 1, 2024 Stephane Eyme resigned his position as Global CEO of the subsidiary OneMind Technologies. Rohan Chanmugan a member of the Board of Directors of Affluence Corporation and of OneMind Technologies will act as the interim CEO of OneMind until a replacement is named.

Note E – Related Party Transactions

N/A

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 is on a calendar year basis for tax purposes. For calendar year 2024 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 19, 2024

/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 19, 2024

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

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