Disclosure Statement Pursuant to the
Pink Basic Disclosure Guidelines
TOTALIGENT, INC.

2255 Glades Road, Suite 324A
Boca Raton, Florida 33431
561-988-2621
www.totaligent.com
contact@totaligent.com

SIC 7374

Annual Report

For the Period Ending: December 31, 2023

(the "Reporting Period")

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

172,913,813 as of December 31, 2023

149,178,410 as of December 31, 2022

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control
Indicate by check mark whether a Change in Control[4] of the company has occurred during this reporting period:

Yes: ☐ No: ☒

[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.

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

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.

Current Name of the Issuer: Totaligent, Inc.
Current Address of the Issuer: 2255 Glades Road, Suite 324A Boca Raton, FL 33431

Prior Name of the Issuer: Alltemp, Inc.
Prior Address of the Issuer: 960 S. Westlake Blvd. Suite 207 Westlake Village, CA 91361

On July 21, 2022, the Company changed its name to Totaligent, Inc.

On December 3, 2021, Digi Messaging & Advertising Inc., a Wyoming corporation, merged into Totaligent, Inc. upon the execution of a share exchange.

Current State and Date of Incorporation or Registration: Delaware – June 24, 1988
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years

At all relevant times, the Company has been a Delaware corporation and currently in good standing with the State.

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:

2255 Glades Road, Suite 324A Boca Raton, FL 33431

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: Standard Transfer Company
Phone: (801) 571-8844
Email: info@standardtransferco.com
Address: 440 East 400 South, Suite 200
Salt Lake City, UT 84111

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:	TGNT	
Exact title and class of securities outstanding:	Common	
CUSIP:	02012P106	
Par or stated value:	$0.001	
Total shares authorized:	500,000,000	as of date: 12/31/23
Total shares outstanding:	172,913,813	as of date: 12/31/23
Total number of shareholders of record:	320	as of date: 12/31/23

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:	Series D Preferred	
Par or stated value:	$0.001	
Total shares authorized:	10,000,000	as of date: 12/31/23
Total shares outstanding:	603,750	as of date: 12/31/23
Total number of shareholders of record:	8	as of date: 12/31/23

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.**

Holders of the Common Stock have the right to cast one (1) vote per each share they own on all matters submitted to a vote of stockholders. In the event of a dividend declaration, it will be paid on each share of Common Stock owned by the Holder. The Common Stock is not entitled to a liquidation preference.

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

Holders of the Preferred Stock voting as a separate class shall, vote together with the holders of the Common Stock of the Corporation as a single class on all matters submitted to a vote of stockholders, with each share of Preferred Stock entitled to 1,000 votes. The Preferred Stock shall be treated pari passu with the Common Stock except that the dividend on each share of Preferred Stock shall be equal to the amount of the dividend declared and paid on each share of Common Stock multiplied by the Conversion Rate, which is 1,000 shares of Common Stock for each share of Preferred Stock. The Preferred Stock is not entitled to a liquidation preference.

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

_None________

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.**

_None________

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: Opening Balance Date 12/31/2021 Common: 149,178,410 Preferred: 615,000	*Right-click the rows below and select "Insert" to add rows as needed.								
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.**
5/16/2023	New Issuance	2,500,000	Common	0.013	Yes	(1)	Cash	Restricted	4(a)(2)
9/29/2023	New Issuance	2,172,903	Common	0.012	Yes	(2)	Debt Settlement	Restricted	4(a)(2)
5/3/2023	New Issuance	1,250,000	Common	0.01	Yes		Conversion of Series A Preferred into Common Stock	Restricted	4(a)(2)
5/3/2023	New Issuance	1,250,000	Common	0.01	Yes		Conversion of Series A Preferred into Common Stock	Restricted	4(a)(2)
5/3/2023	New Issuance	1,250,000	Common	0.01	Yes		Conversion of Series A Preferred into Common Stock	Restricted	4(a)(2)
5/3/2023	New Issuance	1,250,000	Common	0.01	Yes		Conversion of Series A Preferred into Common Stock	Restricted	4(a)(2)
8/31/2023	New Issuance	3,125,000	Common	0.016	Yes		Conversion of Series D Preferred into Common Stock	Restricted	4(a)(2)
8/31/2023	New Issuance	6,250,000	Common	0.016	Yes		Conversion of Series D Preferred into Common Stock	Restricted	4(a)(2)
8/31/2023	New Issuance	9,375,000	Common	0.016	Yes		Conversion of Series D Preferred into Common Stock	Restricted	4(a)(2)

8/31/2023	**Shares returned to treasury**	**-4,687,500**	**Common**	**0.012**	**Yes**		**Conversion of Series D Preferred into Common Stock**	**Restricted**	**4(a)(2)**
8/31/2023	**Cancellation**	**-2,500**	**Preferred**	**n/a**	**n/a**		**Cancellation of Series D Preferred**	**Restricted**	**4(a)(2)**
8/31/2023	**Cancellation**	**-5,000**	**Preferred**	**n/a**	**n/a**		**Cancellation of Series D Preferred**	**Restricted**	**4(a)(2)**
8/31/2023	**Cancellation**	**-7,500**	**Preferred**	**n/a**	**n/a**		**Cancellation of Series D Preferred**	**Restricted**	**4(a)(2)**
8/31/2023	**New Issuance**	**3,750**	**Preferred**	**n/a**	**n/a**		**Reissuance of Series D Preferred related to Cancellation of Common Stock**	**Restricted**	**4(a)(2)**
Shares Outstanding on Date of This Report: Ending Balance: Date 12/31/2023 Common: 172,913,813 Preferred: 603,750									

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:

(1) Jibon Trust (Ben MacPherson controls the power to vote and dispose of these shares)
(2) Ben Hansel controls the power to vote and dispose of these shares.

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	Reason for Issuance (e.g. Loan, Services, etc.)
June 16, 2021	$25,084.93	$20,000	$5,084.93	December 16, 2021	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed $0.10	Karolus Maximus, Inc.	Loan
June 17, 2021	$62,698.63	$50,000	$12,698.63	December 17, 2021	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed $0.10	Karolus Maximus, Inc.	Loan
June 18, 2021	$62,684.93	$50,000	$12,684.93	December 18, 2021	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed $0.10	Karolus Maximus, Inc.	Loan
July 2, 2021	$19,997.81	$16,000	$3,997.81	January 2, 2022	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed $0.10	Karolus Maximus, Inc.	Loan
August 4, 2021	$8,685.75	$7,000	$1,685.75	February 4, 2022	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed $0.10	Karolus Maximus, Inc.	Loan
August 16, 2021	$67,272.36	$54,360	$12,912.36	February 16, 2022	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed $0.10	Karolus Maximus, Inc.	Loan
September 10, 2021	$66,900.03	$54,360	$12,540.03	March 10, 2022	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed $0.10	Karolus Maximus, Inc.	Loan
October 18, 2021	$66,334.09	$54,360	$11,974.09	April 18, 2022	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed $0.10	Karolus Maximus, Inc.	Loan
June 30, 2023	$26,260.27	$25,000	$1,260.27	December 30, 2023	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed $0.10	Karolus Maximus, Inc.	Loan
September 28, 2023	$80,427.48	$80,000	$427.48	March 28, 2024	$0.01 per share	Matthew Chipman	Loan
September 29, 2023	$81,236.16	$80,000	$1,236.16	March 29, 2024	$0.01 per share	Charles Wright	Loan
October 1, 2023	$10,150.95	$10,000	$150.95	March 31, 2024	$0.01 per share	David Wiggins	Loan
October 13, 2023	$20,973.01	$19,750	$1,223.01	April 13, 2024	Average Closing Bid price for the 10 trading days prior to the conversion date multiplied by .80, not to exceed $0.10	Karolus Maximus, Inc.	Loan

******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")

Totaligent, Inc. is a technology company, with its headquarters located in Boca Raton, Florida deploying an 8-member remote work team, that provides person-based digital marketing for companies and individuals to use and unlock owned and acquired data to efficiently market their products, services, and brands. Totaligent aims to launch a public version of its integrated digital marketing platform in Q2 of 2024 that will democratize the use of first-, second-, and third-party data.

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

None

C. Describe the issuers' principal products or services.

Totaligent is a person-based digital marketing platform that allows companies and individuals to use and unlock owned and acquired data to efficiently market their products, services, and brands. By leveraging Totaligent's platform tools, users can deploy an all-encompassing digital communications strategy.

Today, Totaligent offers managed campaigns to publicly traded companies and political candidates, and is launching the beta version of its consumer-facing person-based digital marketing platform in Q2 of 2024. Totaligent's managed campaign business will continue to be the main driver of revenue until the public launch of the consumer platform.

Totaligent's white-label programmatic ad platform is directly connected to its own custom Database Management Platform ("DMP"), which allows micro-targeting using data matching, which can be site specific, area specific and/or zip code specific. This platform leverages highly efficient display advertising, as opposed to general search engine keyword advertising. The platform is connected to more than 40 network publishers, giving users a deep network of web portals in all verticals.

The Totaligent team is continuously updating the platform to follow the ever-changing advertising rules implemented by Google, Facebook, Twitter and others, regarding advertising crypto, drugs, tobacco, firearms, sex, and political advertising. Our customer outreach tools include email, SMS, and push notification.

- Email marketing on the Totaligent platform connects to most of the known email marketing Electronic Services Portals ("ESP").
- Short Message Service ("SMS") connects to multiple telecom partners allowing users to choose deliverability and the best price for their messaging needs. We offer long code, short code, and 1-800s.
- Push notification marketing utilizes the Totaligent smart code (cookie), which allows customers to receive push notifications for upcoming news, offers, events, and more, all managed internally on Totaligent's Push servers.

Individual Totaligent services are currently operational and used for our managed campaign program. Upon the launch of the consumer-facing platform, the full spectrum of Totaligent's digital communication tools will operate within the same User Interface XML ("UIX"), negating the need for multiple service providers or Customer Relationship Management ("CRM") tools to perform various individual tasks. Users will be able to harmonize every facet of a digital campaign from a single panel, allowing multichannel marketing and analytics to maximize communication and ROI from the user's customer and visitor databases.

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.

The Company rents Class A shared office space in Boca Raton, FL on a month-to-month basis.

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.

Name of Officer/Director and Control Person	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	Note
Edward C. DeFeudis	CEO and Director	Boca Raton, FL	150,000	Series D Preferred	18.42%	CEO and Director
Spider Investments, LLC	CEO and Director	Boca Raton, FL	2,276,086	Common	1.4%	CEO and Director
Ben Hansel	Director	McKinney, TX	980,000	Common	Less than 1%	Director
Brian Heckathorne	Director of Technology	Pasadena, TX	150,000	Series D Preferred	18.42%	
BBB Group, Inc. / Brendan Battles	Director of Data Management	South Haven, MI	150,000	Series D Preferred	18.42%	
30103 South Lake Falls Lane Trust / Noreen Bingham	Owner of more than 5%	Houston, TX	67,500	Series D Preferred	9.21%	

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.

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, <u>in the past 10 years</u>:

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);

   <u>N/A</u>

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;

   <u>N/A</u>

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;

   <u>N/A</u>

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

   <u>N/A</u>

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.

   <u>N/A</u>

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.

   <u>N/A</u>

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.

   <u>N/A</u>

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).

Name: David Ficksman, Esq.
Address 1: 1801 Century Park East, Suite 1600
Address 2: Los Angeles, CA 90067
Phone: 310-789-1290
Email: dficksman@troygould.com_____

Name: William Igbokwe, Esq.
Address 1: 28 Liberty Street 6th Floor
Address 2: New York, NY 10005
Phone: 347-467-4674
Email: will@iwlaws.com_____

Accountant or Auditor

Name: _____
Firm: Aero Business Solutions, LLC
Address 1: 13902 N Dale Mabry Hwy #131
Address 2: Tampa, FL 33618
Phone: _____
Email: _____

Investor Relations

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

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn _____
Facebook: _____
[Other] _____

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: Trip Thomas____
Firm: A-Frame Accounting & Advisory, Inc.____
Nature of Services: Consultant / Preparer of Financial Statements____

Address 1: 3419 Gray Ct Tampa, FL 33609
Address 2: _____
Phone: 813-928-6237
Email: Tripthomas@aframeaccounting.com

9) Disclosure & Financial Information

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

Name: **Edward C. DeFeudis**
Title: **Chief Executive Officer**
Relationship to Issuer: **Chief Executive Officer**

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: **Trip Thomas**
Title: **Consultant**
Relationship to Issuer: **Consultant**

Describe the qualifications of the person or persons who prepared the financial statements:[5] **Certified Public Accountant in the State of Florida, over 20 years of accounting experience including 13 years of preparing GAAP based financial statements for small reporting and OTC listed companies.**

Provide the following qualifying financial statements:

- 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.

[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.

TOTALIGENT, INC.

FOR THE YEARS ENDED DECEMBER 31, 2023AND 2022

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Consolidated Financial Statements

ASTRA
AUDIT & ADVISORY

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Totaligent, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Totaligent, Inc. (the "Company") as of December 31, 2023 and 2022, and the related consolidated statements of operations, changes in stockholders' deficit and cash flows for each of the years in the two-year period ended December 31, 2023, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Substantial Doubt about the Company's Ability to Continue as a Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2, the Company has negative working capital and has sustained operating losses since inception. These factors, and the need for additional financing in order for the Company to meet its business plans raises substantial doubt about the Company's ability to continue as a going concern. Our opinion is not modified with respect to that matter.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Astra Audit & Advisory LLC

We have served as the Company's auditor since 2024.

Tampa, Florida
July 29, 2024

TOTALIGENT, INC.
(Formerly Alltemp, Inc.)
AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS

		December 31, 2023		December 31, 2022
ASSETS				
Current assets				
Cash	$	167,735	$	14,001
Prepaid expenses		190,213		3,672
Total current assets		357,948		17,673
Property and equipment, net		89,544		131,378
Intangible assets, net		39,308		-
Total assets	$	486,800	$	149,051
LIABILITIES AND STOCKHOLDERS' DEFICIT				
Current liabilities				
Accrued compensation	$	655,395	$	361,799
Accrued expenses		-		3,305
Accrued interest		77,876		42,981
Notes payable		-		34,415
Convertible notes payable, net of unamortized discount of $6,467 and $0		514,363		306,080
Derivative liability		149,182		161,565
Total current liabilities		1,396,816		910,145
Total Liabilities		1,396,816		910,145
Commitments and contingencies (Note 8)				
Stockholder's Deficit				
Series D Preferred stock, $0.01 par value; authorized –10,000,000 shares; issued and outstanding – 603,750 and 615,000 shares at December 31, 2023 and 2022, respectively		6,038		6,150
Common stock, $0.001 par value; authorized – 500,000,000 shares; 211,101,313 and 149,178,410 shares issued and 172,913,813 and 94,755,507 outstanding at December 31, 2023 and 2022, respectively		211,101		149,178
Shares to be issued		5,486		64,899
Additional paid-in capital		699,667		673,940
Accumulated deficit		(860,127)		(457,957)
Treasury stock, 38,187,500 and 54,422,903 outstanding		(972,181)		(1,197,304)
Total stockholders' deficit		(910,016)		(761,094)
Total liabilities and stockholders' deficit	$	486,800	$	149,051

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

TOTALIGENT, INC.
(Formerly Alltemp, Inc.)
AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Years Ended December 31, 2023		2022	
Revenue	$	731,679	$	19,500
Cost of revenue		81,270		46,885
Gross profit (loss)		650,409		(27,385)
Operating expenses:				
Personnel expenses		378,000		378,000
General and administrative		605,407		113,923
Depreciation expense		20,960		32,294
Total operating expenses		1,004,367		524,217
Net operating loss		(353,958)		(551,602)
Other income (expense)				
Interest expense		(35,122)		(30,608)
Amortization of debt discount		(19,908)		(57,050)
Loss on settlement of debt		(11,765)		-
Gain on change in fair value of derivative liability		38,759		47,183
Loss on sale of fixed assets		(20,176)		-
Total other income (expense)		(48,212)		(40,475)
Loss before income taxes		(402,170)		(592,077)
Provision for income tax		-		-
Net loss	$	(402,170)	$	(592,077)
Loss per share - basic and diluted	$	(0.00)	$	(0.00)
Weighted average shares outstanding - basic and diluted		141,192,451		149,178,410

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

TOTALIGENT, INC.

(Formerly Alltemp, Inc.)

AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)

FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

	Preferred Stock		Common Stock		Shares to be issued		Additional Paid-in	Accumulated	Treasury Stock		Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	Shares	Amount	(Deficit)
Balance - December 31, 2021	615,000	$ 6,150	149,178,410	$ 149,178	64,899,870	$ 64,899	$ 673,940	$ 134,120	54,422,903	$ (1,197,304)	$ (169,017)
Net loss	-	-	-	-	-	-	-	(592,077)	-	-	(592,077)
Balance - December 31, 2022	615,000	6,150	149,178,410	149,178	64,899,870	64,899	673,940	(457,957)	54,422,903	(1,197,304)	(761,094)
Sale of common stock	-	-	2,500,000	2,500	-	-	22,500	-	-	-	25,000
Series D Preferred Stock issued for services	-	-	-	-	10,000	10	199,990	-	-	-	200,000
Conversion of debt and accrued interest	-	-	-	-	-	-	-	-	(2,172,903)	28,248	28,248
Conversion of Series D Preferred Stock into Common Stock	(11,250)	(112)	-	-	-	-	(196,763)	-	(14,062,500)	196,875	-
Conversion of Series A Preferred Stock into Common Stock	-	-	5,000,000	5,000	(5,000,000)	(5,000)	-	-	-	-	-
Common stock issued related to December 3, 2021 merger	-	-	54,422,903	54,423	(54,422,903)	(54,423)	-	-	-	-	-
Net loss	-	-	-	-	-	-	-	(402,170)	-	-	(402,170)
Balance - December 31, 2023	603,750	$ 6,038	211,101,313	$ 211,101	5,486,967	$ 5,486	$ 699,667	$ (860,127)	$ 38,187,500	$ (972,181)	$ (910,016)

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

TOTALIGENT, INC.
(Formerly Alltemp, Inc.)
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended December 31, 2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (402,170)	$ (592,077)
Adjustment to reconcile net loss to net cash used in operating activities:		
Depreciation expense	20,960	32,294
Stock issued for services	200,000	-
Amortization of debt discount	19,908	57,050
Loss on settlement of debt	11,765	-
Loss on disposal of asset	20,176	-
Gain on change in fair value of derivative liabilities	(38,759)	(47,183)
Changes in Operating Assets and Liabilities:		
Prepaid expenses	(186,541)	(2,769)
Accrued interest	34,894	30,608
Accrued expenses	(3,305)	(1,677)
Accrued compensation	293,596	348,299
Net change in operating activities	(29,476)	(175,455)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of asset	20,678	-
Expenditures for property and equipment	-	(24,062)
Expenditures for capitalized software	(39,308)	-
Net change in investing activities	(18,630)	(24,062)
CASH FLOWS FROM FINANCING ACTIVITIES		
Cash proceeds from sale of common stock	25,000	-
Proceeds from issuance of convertible notes payable	225,000	-
Proceeds from issuance of notes payable	-	20,694
Repayments of notes payable	(48,160)	-
Net change in financing activities	201,840	20,694
Net change in Cash	153,734	(178,823)
Cash - Beginning of the Period	14,001	192,824
Cash - End of the Period	$ 167,735	$ 14,001
Supplemental Disclosures of Cash Flows		
Cash paid for Interest	$ -	$ -
Cash paid for income taxes	$ -	$ -
Supplemental Disclosures of Non-Cash Investing and Financing Activities:		
Conversion of notes payable	$ 28,248	$ -
Issuance of convertible notes payable for purchase of fixed assets	$ 19,750	$ -

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

TOTALIGENT, INC.

(Formerly Alltemp, Inc.) AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

1. Nature of operations

On July 21, 2022, the Company changed its name to Totaligent, Inc. ("Totaligent" or the "Company"). On December 3, 2021, Totaligent, a Delaware corporation, Digi Messaging & Advertising Inc., a Wyoming corporation ("Digi" or the "Company"), and the Shareholders of the Company (the "Digi Shareholders") executed an Agreement and Plan of Merger (the "Merger Agreement") that provided for Digi to be merged into Totaligent (the "Merger") through a share exchange agreement. As a result of the Share Exchange, Totaligent acquired 100% of the issued and outstanding shares of Digi in exchange for the issuance of 600,000 shares of Series D Convertible Preferred Stock.

Immediately following the Merger, Totaligent's subsidiary, CSES Group, Inc., which owns all rights, title and interest in Totaligent's refrigerant technology, was spun out in exchange for the cancellation of an aggregate of 54,422,903 shares of Totaligent Common Stock (the "Cancelled Shares") held by former Totaligent management and shareholders.
Upon completion of these actions, Edward C. DeFeudis was appointed to the role of CEO and Ben Hansel remained on the board of directors. Digi was incorporated in the State of Wyoming on August 16, 2019, for the purpose of developing and operating multiple digital marketing platforms.

The Company's activities are subject to significant risks and uncertainties, including the need for additional capital, as described herein. The Company has not yet developed sustainable revenue-generating operations, does not have positive cash flows from operations, and is dependent on periodic infusions of debt and equity capital to fund its operating requirements.
The Company's common stock was traded under the symbol "LTMP" on the OTCQB through May 20, 2018, on the OTC Pink marketplace thereafter, and trades under the symbol "TGNT" as of August 1, 2022.

2. Summary of significant accounting policies

Basis of presentation

This summary of significant accounting policies is presented to assist in the understanding of the financial statements. These policies conform to Generally Accepted Accounting Principles ("GAAP") and have been consistently applied. The Company has selected December 31 as its financial year end.

For financial reporting purposes, DIGI was considered the accounting acquirer in the Merger and the Merger was therefore accounted for as a reverse merger. Accordingly, the historical financial statements presented herein are those of Digi and do not include the historical financial results of Totaligent through December 3, 2021. The stockholders' deficit section of Totaligent's consolidated balance sheets has been retroactively restated for all periods presented to reflect the accounting effect of the reverse merger transaction. The net loss per share and weighted average common shares outstanding also reflect the retroactive restatement for all periods presented. All costs associated with the reverse merger transaction were expensed as incurred. Unless the context indicates otherwise, Totaligent and CSES are hereinafter referred to as the "Company".

As a result of the Merger, the former stockholders of Digi owned approximately 73.7% of Totaligent's outstanding shares of common stock immediately following the consummation of the Merger, reflecting effective control at the closing of the transaction. Upon completion of these actions, Edward C. DeFeudis was appointed to the role of CEO and Ben Hansel remained on the board of directors. Accordingly, for legal purposes Totaligent was the legal acquirer and Digi was the legal acquiree, but for accounting purposes, Digi was the accounting acquirer and Totaligent was the accounting acquiree.

Going concern

The accompanying consolidated financial statements have been prepared on a going concern basis. For the year ended December 31, 2023, the Company had a net loss of $402,170, had $1,038,868 in negative working capital, accumulated deficit of $972,181 and stockholders' deficit of $910,016. As a result, management has concluded that there is substantial doubt about the Company's ability to continue as a going concern within one year of the date that the accompanying consolidated financial statements are being issued. The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due, to fund possible future acquisitions, and to generate profitable operations in the future. At December 31, 2023, the Company had cash of $167,735. Management is currently seeking to raise additional funds, primarily through the issuance of debt or equity securities, and estimates that a significant amount of capital will be necessary over a sustained period of time to advance the development of the Company's business to the point at which it can become commercially viable and self-sustaining. However, there can be no assurances that the Company will be successful in this regard.

As market conditions present uncertainty as to the Company's ability to secure additional funds, there can be no assurances that the Company will be able to secure additional financing on acceptable terms, or at all, as and when necessary to continue to conduct operations. A debt financing may contain undue restrictions on the Company's operations and/or liens on the Company's tangible and intangible assets, and an equity financing may cause substantial dilution to the Company's common stockholders. If cash resources are insufficient to satisfy the Company's ongoing cash requirements, the Company would be required to scale back or discontinue its operations, obtain funds, if available, although there can be no certainty, through strategic alliances that may require the Company to relinquish rights to its technology, or to discontinue its operations entirely.

The development and expansion of the Company's business in 2024 and thereafter will be dependent on the capital resources available to the Company. No assurances can be given that any future financing will be available or, if available, that it will be on terms that are satisfactory to the Company or adequate to fund the development and expansion of the Company's business to a level that is commercially viable and self-sustaining.

Principles of Consolidation

The consolidated financial statements include the accounts of Totaligent, Inc. and Digi Messaging & Advertising Inc. Digi is a wholly owned subsidiary of Totaligent. All significant intercompany balances and transactions have been eliminated.

Jumpstart Our Jobs Business Act

The Company qualifies as an "emerging growth company" as defined in Section 101 of the Jumpstart our Business Startups Act (the "JOBS Act") as they do not have more than $1,070,000,000 in annual gross revenue and did not have such amount as of December 31, 2023 its last fiscal year. The Company is electing to use the extended transition period for complying with new or revised accounting standards under Section 102(b)(1) of the JOBS Act.

The Company may lose its status as an emerging growth company on the last day of its fiscal year during which (i) annual gross revenue exceeds $2,000,000,000 or (ii) the Company issues more than $2,000,000,000 in non-convertible debt in a three- year period. The Company will lose its status as an emerging growth company if at any time it is deemed to be a large accelerated filer. The Company will lose its status as an emerging growth company on the last day of its fiscal year following the fifth anniversary of the date of the first sale of common equity securities pursuant to an effective registration statement.

As an emerging growth company, the Company is exempt from Section 404(b) of the Sarbanes-Oxley Act of 2002, as amended (the "Sarbanes-Oxley Act") and Section 14A(a) and (b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such sections are provided below:

Section 404(b) of the Sarbanes-Oxley Act requires a public company's auditor to attest to, and report on, management's assessment of its internal controls.

Sections 14A(a) and (b) of the Exchange Act, implemented by Section 951 of the Dodd-Frank Act, require companies to hold shareholder advisory votes on executive compensation and golden parachute compensation.

As long as the Company qualifies as an emerging growth company, they will not be required to comply with the requirements of Section 404(b) of the Sarbanes-Oxley Act and Section 14A(a) and (b) of the Exchange Act.

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents

The Company maintains cash balances in a non-interest-bearing account that currently does not exceed federally insured limits. For the purpose of the consolidated statements of cash flows, all highly liquid investments with a maturity of three months or less are considered to be cash equivalents. As of December 31, 2023 and 2022, our cash balances were $167,735 and $14,001 respectively.

Fair value measurements

Accounting Standards Codification ("ASC") Topic 820, *Fair Value Measurements and Disclosures* ("ASC 820"), provides a comprehensive framework for measuring fair value and expands disclosures which are required about fair value measurements. Specifically, ASC 820 sets forth a definition of fair value and establishes a hierarchy prioritizing the inputs to valuation techniques, giving the highest priority to quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable value inputs. ASC 820 defines the hierarchy as follows:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reported date. The types of assets and liabilities included in Level 1 are highly liquid and actively traded instruments with quoted prices, such as equities listed on the New York Stock Exchange.

Level 2 – Pricing inputs are other than quoted prices in active markets but are either directly or indirectly observable as of the reported date. The types of assets and liabilities in Level 2 are typically either comparable to actively traded securities or contracts or priced with models using highly observable inputs.

Level 3 – Significant inputs to pricing that are unobservable as of the reporting date. The types of assets and liabilities included in Level 3 are those with inputs requiring significant management judgment or estimation, such as complex and subjective models and forecasts used to determine the fair value of financial transmission rights.

The Company's financial instruments consist of our prepaid expenses, accrued compensation, accrued interest, notes payable, convertible notes payable and derivative liabilities. The carrying amounts of the Company's prepaid expenses, accrued compensation, accrued interest, notes payable, and convertible notes payable approximates their fair values because of the short-term maturities of these instruments. The fair value of derivatives liabilities are valued using an option pricing model.

Treasury stock

Treasury stock is recognized at acquisition cost and are presented as a deduction from shareholder's equity. Upon sale of treasury shares, the realized gain or loss is recognized through the statement of stockholders' equity in additional paid-in captial.

Related party transactions

A related party is generally defined as (i) any person that holds 10% or more of the Company's membership interests including such person's immediate families, (ii) Company management, (iii) someone that directly or indirectly controls, is controlled by or is under common control with the Company, or (iv) anyone who can significantly influence the Company's financial and operating decisions. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Convertible Debentures

The Company adopted the guidance in Accounting Standards Updated ("ASU") 2020-06, *Accounting for Convertible Instruments and Contracts in an Entity's Own Equity* on July 1, 2022. ASU 2020-06 simplifies an issuer's accounting for convertible instruments and its application of the derivatives scope exception for contracts in its own equity. Additionally, ASU 2020-06 removes the requirements for accounting for beneficial conversion features.

The Company adopted ASU 2020-06 utilizing the modified retrospective method, which resulted in an immaterial impact to the Company. Prior to adoption of ASU 2020-06, if the conversion features of conventional convertible debt provided for a rate of conversion that is below market value at issuance, this feature was characterized as a beneficial conversion feature ("BCF").

Derivative Liability

The Company evaluates convertible instruments, options, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for under ASC Topic 815, "*Derivatives and Hedging*". The result of this accounting treatment is that the fair value of the derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statement of operations as other income (expense). Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Equity instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815 are reclassified to liabilities at the fair value of the instrument on the reclassification date. The Company currently has no derivative liability instruments.

Property and Equipment

Property and equipment is recorded at cost. Major improvements are capitalized, while maintenance and repairs that do not improve or extend the useful life of the respective assets are charged to expense as incurred. Gains and losses from disposition of property and equipment are included in income and expense when realized. Depreciation of property and equipment is provided using the straight-line method over the following estimated useful lives:

Plant equipment	5 years
Computer equipment	5 years
Furniture and fixtures	7 years

Finite-lived Intangible Assets

Our internal software development costs primarily relate to internal-use software. Such costs are capitalized in the application development stage in accordance with ASC 350-40, Internal-use Software ("ASC 350-40"). We also capitalize software development costs upon the establishment of technological feasibility for a product in accordance with ASC 985-20, *Software to be Sold, Leased, or Marketed* ("ASC 985-20"). Software development costs are amortized on a straight-line basis.

Long-Lived Assets

The Company reviews long-lived assets, consisting primarily of property and equipment, for impairment at each fiscal year end or when events or changes in circumstances indicate the carrying value of these assets may exceed their current fair values. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized for the amount by which the carrying amount of the asset exceeds the fair value of the assets. Assets to be disposed of are separately presented in the consolidated balance sheets and reported at the lower of the carrying amount or fair value less costs to sell and are no longer depreciated. The Company has not historically recorded any impairment to its long-lived assets. In the future, if events or market conditions affect the estimated fair value to the extent that a long-lived asset is impaired, the Company will adjust the carrying value of these long-lived assets in the period in which the impairment occurs. As of December 31, 2023 and 2022, the Company had not deemed any long-lived assets as impaired, and was not aware of the existence of any indicators of impairment at such dates.

Income taxes

The provision for income taxes is computed using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating losses and tax credit carry-forwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets are expected to be realized or settled. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

Uncertain tax positions

The Company evaluates tax positions in a two-step process. They first determine whether it is more likely than not that a tax position will be sustained upon examination, based on the technical merits of the position. If a tax position meets the more-likely-than-not recognition threshold, it is then measured to determine the amount of benefit to recognize in the financial statements. The tax position is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. The Company classifies gross interest and penalties and unrecognized tax benefits that are not expected to result in payment or receipt of cash within one year as long-term liabilities in the financial statements.

Revenue recognition

The Company's revenues are generated from managing branding and awareness campaigns to publicly traded companies and political candidates. These campaigns typically consist of writing landing pages, editorials, creating ads, setting up and managing email, SMS, Push, SEO, PPC and programmatic campaigns, as well as social media marketing. The Company recognizes revenue in accordance with ASC 606, *Revenue from Contracts with Customers* (ASC 606). In accordance with ASC 606, revenue is recognized when promised services are transferred to a customer. The amount of revenue recognized reflects the consideration to which the Company expects to be entitled to receive in exchange for these services. To achieve this core principle, the Company applies the following five steps:

Identify the contract with a customer.

A contract with a customer exists when (i) the Company enters into an enforceable contract with a customer that defines each party's rights regarding the services to be transferred and identifies the payment terms related to these services, (ii) the contract has commercial substance and, (iii) the Company determines that collection of substantially all consideration for services that are transferred is probable based on the customer's intent and ability to pay the promised consideration. The Company applies judgment in determining the customer's ability and intention to pay, which is based on a variety of factors including the customer's historical payment experience or, in the case of a new customer, published credit and financial information pertaining to the customer.

Determine the transaction price.

The transaction price is determined based on the consideration to which the Company will be entitled in exchange for transferring services to the customer. To the extent the transaction price includes variable consideration, the Company estimates the amount of variable consideration that should be included in the transaction price utilizing either the expected value method or the most likely amount method depending on the nature of the variable consideration. Variable consideration is included in the transaction price if, in the Company's judgment, it is probable that a significant future reversal of cumulative revenue under the contract will not occur. None of the Company's contracts at December 31, 2023 and 2022, contained a significant financing component or variable consideration terms.

Allocate the transaction price to performance obligations in the contract.

If the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. However, if a series of distinct services that are substantially the same qualifies as a single performance obligation in a contract with variable consideration, the Company must determine if the variable consideration is attributable to the entire contract or to a specific part of the contract. Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on a relative standalone selling price basis unless the transaction price is variable and meets the criteria to be allocated entirely to a performance obligation or to a distinct service that forms part of a single performance obligation.

Recognize revenue when or as the Company satisfies a performance obligation.

The Company satisfies performance obligations at a point in time. Revenue is recognized at the time the related performance obligation is satisfied by transferring the promised service to a customer. Under both managed services arrangements and self-service arrangements, the Company's promised services under the contracts include identification, bidding and purchasing of advertisement opportunities. The Company also generally has discretion in establishing the pricing of the ads. Since the Company is controlling the promise to deliver the contracted services, the Company is considered the principal in all arrangements for revenue recognition purposes. The performance obligations are satisfied, and revenue recognition, primarily upon performing the set up on content creation and monthly for the management fees.

Advertising Costs

The Company expenses advertising costs when advertisements occur. No advertising costs were incurred during the years ended December 31, 2023 and 2022.

Stock-based compensation

The cost of equity instruments issued to employees and non-employees in return for goods and services is measured by the grant date fair value of the equity instruments issued in accordance with ASC 718, *Compensation – Stock Compensation*. The related expense is recognized as services are rendered or vesting periods elapse.

Net loss per share calculation

Basic earnings (loss) per common share ("EPS") is computed by dividing net income (loss) available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted earnings (loss) per share is computed by dividing net income (loss) by the weighted average shares outstanding, assuming all dilutive potential common shares were issued. Dilutive loss per share excludes all potential common shares if their effect is anti-dilutive.

The following potential common shares were excluded from the calculation of diluted net income (loss) per share available to common stockholders because their effect would have been antidilutive:

	Years Ended December 31,	
	2023	2022
Convertible notes payable	45,221,645	46,915,395
Total	45,221,645	46,915,395

Recently accounting pronouncements

The Company has reviewed all the recently issued, but not yet effective, accounting pronouncements and do not believe any of these pronouncements will have a material impact on our financial statements.

3. Property and equipment

Property and equipment as of December 31, 2023 and 2022, are summarized as follows:

	December 31, 2023		December 31, 2022	
Computer equipment	$	69,200	$	69,200
Computer server		19,751		-
Mining equipment		54,325		108,650
		143,276		177,850
Less: Accumulated depreciation		(53,732)		(46,472)
Property and equipment - net	$	89,544	$	131,378

For the years ended December 31, 2023 and 2022, the Company recorded $20,960 and $32,294 in depreciation expense, respectively. During the year ended December 31, 2023, the Company sold mining equipment for $20,678. As a result of the sale, the Company recorded a gain on sale of fixed assets in the amount of $20,176.

4. Intangible assets

Intangible assets consisted of the following at December 31, 2023 and 2022:

	December 31, 2023		December 31, 2022	
Software development costs	$	39,308	$	-
		39,308		-
Less: Accumulated amortization		-		-
Intangible assets - net	$	39,308	$	-

The Company has incurred costs for software development. The software reached technological feasibility on May 23, 2023. As such the Company capitalized $39,308 in software development costs for the year ended December 31, 2023. The Company will begin amortizing the asset once it reaches the stage of intended-use.

5. Notes payable

The balance of notes payable as of December 31, 2023 and 2022 was $0 and $34,415, respectively. The Company's former CEO, Ben Hansel, paid $34,415 in expenses on behalf of the Company from 2015 through 2022. On September 29, 2023, the Company entered into a settlement agreement with Mr. Hansel which provided for the payment of $17,932 in cash and the remaining balance of $28,248 to be converted into 2,172,903 shares of common stock. As a result of the conversion, the Company recorded a loss on settlement of debt in the amount of $11,765.

6. Convertible notes payable

The following table details the Company's convertible notes payable as of December 31, 2023 and 2022, respectively:

Ref No.		Date of Note Issuance	Original Principal Balance		Maturity Date	Interest Rate %	Principal Balance as of December 31, 2023		December 31, 2022	
1	*	6/16/2021	$	20,000	12/16/2021***	10	$	20,000	$	20,000
2	*	6/17/2021		50,000	12/17/2021***	10		50,000		50,000
3	*	6/18/2021		50,000	12/18/2021***	10		50,000		50,000
4	*	7/2/2021		16,000	1/2/2022***	10		16,000		16,000
5	*	8/4/2021		7,000	2/4/2022***	10		7,000		7,000
6	*	8/16/2021		54,360	2/16/2022***	10		54,360		54,360
7	*	9/10/2021		54,360	3/10/2022***	10		54,360		54,360
8	*	10/18/2021		54,360	4/18/2022***	10		54,360		54,360
9	*	6/30/2023		25,000	12/30/2023***	10		25,000		-
10	**	9/28/2023		80,000	3/28/2024	6		80,000		-
11	**	9/29/2023		80,000	3/29/2024	6		80,000		-
12	**	10/1/2023		10,000	3/29/2024	6		10,000		-
13	*	10/13/2023		19,750	3/28/2024	10		19,750		-
		Total					$	510,830	$	306,080
		Total Current					$	510,830	$	306,080
		Total Long Term					$	-	$	-
		Less unamortized discount					$	6,467	$	-
		Carrying value					$	514,363	$	306,080

*The conversion price is the average closing bid price for the 10 trading days prior to the conversion date multiplied by 80%, not to exceed $0.01.
**The conversion price is fixed at $0.01 per share.
*** In default as of December 31, 2023.

Accounting considerations for notes with variable conversion prices

The Company evaluated the notes under ASC 815 *Derivatives and Hedging* ("ASC 815"). ASC 815 generally requires the analysis of embedded terms and features that have characteristics of derivatives to be evaluated for bifurcation and separate accounting in instances where their economic risks and characteristics are not clearly and closely related to the risks of the host contract. The material embedded derivative features consisted of the embedded conversion option. The conversion option bears risk of equity which were not clearly and closely related to the host debt agreement and required bifurcation. Current accounting principles that are also provided in ASC 815 do not permit an issuer to account separately for individual derivative terms and features that require bifurcation and liability classification. Rather, such terms and features must be and were bundled together and fair valued as a single, compound embedded derivative.
Accounting considerations for notes with fixed conversion prices

The Company evaluated the notes under ASC 815. ASC 815 generally requires the analysis embedded terms and features that have characteristics of derivatives to be evaluated for bifurcation and separate accounting in instances where their economic risks and characteristics are not clearly and closely related to the risks of the host contract. There were no embedded instruments which required bifurcation.

7. Derivative liabilities

Embedded derivatives

The Company's convertible promissory notes gave rise to derivative financial instruments. The notes embodied certain terms and conditions that were not clearly and closely related to the host debt agreement in terms of economic risks and characteristics. These terms and features consist of the embedded conversion option.

The following tables summarize the components of the Company's derivative liabilities and linked common shares as of December 31, 2023 and 2022 and the amounts that were reflected in income related to derivatives for the period ended:

	December 31, 2023		
The financings giving rise to derivative financial instruments	Indexed Shares		Fair Values
Embedded derivatives	45,221,645	$	149,182
Total	45,221,645	$	149,182

	December 31, 2022		
The financings giving rise to derivative financial instruments	Indexed Shares		Fair Values
Embedded derivatives	46,915,395	$	161,565
Total	46,915,395	$	161,565

The following table summarizes the effects on the Company's gain (loss) associated with changes in the fair values of the derivative financial instruments by type of financing for the years ended December 31, 2023 and 2022:

	For the Years Ended			
		December 31, 2023		December 31, 2022
Embedded derivatives	$	38,759	$	47,183
Loss on issuance of derivative		—		—
Total gain (loss)	$	38,759	$	47,183

Current accounting principles that are provided in ASC 815 require derivative financial instruments to be classified in liabilities and carried at fair value with changes recorded in income. The Company has selected the Monte Carlo Simulation Model, which approximates the Monte Carlo Simulations, valuation technique to fair value the embedded derivative because it believes that this technique is reflective of all significant assumption types, and ranges of assumption inputs, that market participants would likely consider in transactions involving embedded derivatives. Such assumptions include, among other inputs, interest risk assumptions, credit risk assumptions and redemption behaviors in addition to traditional inputs for option models such as market trading volatility and risk-free rates. The Binomial Lattice Model technique is a level three valuation technique because it requires the development of significant internal assumptions in addition to observable market indicators. For instruments in which the time to expiration has expired, the Company has utilized the intrinsic value as the fair value. The intrinsic value is the difference between the quoted market price on the valuation date and the applicable conversion price.

Significant inputs and results arising from the Monte Carlo Simulation process are as follows for the embedded derivatives that have been bifurcated from the convertible notes and classified in liabilities:

	Inception Date		December 31, 2022		December 31, 2023	
Quoted market price on valuation date	$ 0.034		$ 0.010		$ 0.012	
Effective contractual conversion rates	$ 0.026		$ 0.007		$ 0.009	
Contractual term to maturity	0.5 Years		0.25 Years		0.25 Years	
Market volatility:						
Volatility	200.36%-332.78	%	200.36%-332.78	%	200.36%-332.78	%
Risk-adjusted interest rate	10	%	10	%	10	%

The following table reflects the issuances of embedded derivatives and changes in fair value inputs and assumptions related to the embedded derivatives as of December 31, 2023 and 2022.

	Year Ended December 31, 2023	Year Ended December 31, 2022
Balances at beginning of period	$ 161,565	$ 208,748
Issuances:		
Embedded derivatives	26,376	-
Conversions/extinguishments		
Changes in fair value inputs and assumptions reflected in income	(38,759)	(47,183)
Balances at end of period	$ 149,182	$ 161,565

8. Commitments and contingencies

Legal contingencies

The Company may be subject to legal proceedings from time to time as part of its business activities. As of December 31, 2023, the Company was not subject to any threatened or pending legal actions or claims.

Significant agreements and contracts

None

9. Equity

Preferred Stock

The Company has authorized a total of 10,000,000 shares of preferred stock, par value $0.01 per share. As of December 31, 2023 and 2022, the Company had issued 603,750 shares of Series D Convertible Preferred Stock and 615,000 shares of preferred stock, respectively. The Company's Board of Directors has the authority to provide, out of the unissued shares of preferred stock, for one or more series of preferred stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers, if any, of the shares of such series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of preferred stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

Common Stock

As of December 31, 2023 and 2022, respectively, the Company had authorized 500,000,000 shares of its common stock, par value $0.001 per share. As of December 31, 2023 and 2022, the Company had 211,101,313 and 149,178,410 shares of common stock issued, respectively, and 94,755,507 and 172,913,813 of common stock outstanding, respectively.

Shares to be issued

As of December 31, 2023 and 2022, the Company had 5,486,967 and 64,899,870 in shares to be issued, respectively. The shares to be issued as of December 31, 2023 consist of 5,476,667 in common stock related to past subscription agreements and 10,000 related to Series D Preferred stock for services. During the year ended December 31, 2023, the Company issued 54,422,903 shares of common stock related to the 2021 merger.

Treasury Stock

In 2021, CSES Group, Inc., which owns all rights, title and interest in Totaligent's refrigerant technology, was spun out in exchange for the cancellation of an aggregate of 54,422,903 shares of Totaligent Common Stock (the "Cancelled Shares") held by former Totaligent management and shareholders. These shares were returned to the treasury. During the year ended December 31, 2023, the Company issued 14,062,500 shares from the treasury in connection with the conversion of 11,250 shares of Series D Preferred stock. The shares were valued at $196,875, resulting in an offset to paid in capital in the amount of $196,763.

10. Income taxes

The Company did not provide any current or deferred US federal income tax provision or benefit for the years ending December 31, 2023 and 2022 as they incurred tax losses during both of these years.

When it is more likely than not, that a tax asset cannot be realized through future income, the Company must record an allowance against any future potential future tax benefit. We have provided a full valuation allowance against the net deferred tax asset, consisting of net operating loss carry forwards, because management has determined that it is more likely than not that the Company will not earn income sufficient to realize the deferred tax assets during the carry forward periods.

The Company has not taken a tax position that, if challenged, would have a material effect on the financial statements for the year ended December 31, 2023 and 2022 as defined under ASC 740, "*Accounting for Income Taxes*."

The provision for income taxes differs from the amount computed by applying the statutory federal income tax rate to income before provision for income taxes.

The sources and tax effects of the differences for the periods presented are as follows:

	Years Ended	
	December 31, 2023	**December 31, 2022**
U.S. statutory federal income tax rate	21%	21%
State income taxes	5%	5%
Change in valuation allowance	(26%)	(26%)
Effective income tax rate	0%	0%

A reconciliation of the income taxes computed at the statutory rate is as follows:

	Years Ended December 31, 2023	Years Ended December 31, 2022
Tax credit (expense) at statutory rate (26%)	$ 104,564	$ 153,940
Increase in valuation allowance	(104,564)	(153,940)
Net deferred income tax asset	$ —	$ —

As of December 31, 2023 and 2022, the Company had a federal net operating loss carryforward of approximately $860,000 and $457,000, respectively. The federal net operating loss carryforward do not expire but may only be used against taxable income to 80%. No tax benefit has been reported in the financial statements. The annual offset of this carryforward loss against any future taxable profits may be limited under the provisions of Internal Revenue Code Section 381 upon any future change(s) in control of the Company.

11. Subsequent events

On January 1, 2024, the Company issued 100,000 Series D Convertible Preferred Stock, which vest over two years, based upon performance milestones.

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, Edward C. DeFeudis certify that:

1. I have reviewed this Annual Disclosure Statement for the Period Ending December 31, 2023 of TOTALIGENT, INC.;

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.

03/30/2024

/s/ Edward C. DeFeudis [CEO's Signature]

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

Principal Financial Officer:

I, Edward C. DeFeudis certify that:

1. I have reviewed this Annual Disclosure Statement for the Period Ending December 31, 2023 of TOTALIGENT, INC.;

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.

03/30/2024

/s/ Edward C. DeFeudis [CFO's Signature]

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