

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

Quarterly Report

For the Period Ending: June 30, 2024

(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

172,902,563 as of June 30, 2024

172,902,563 as of December 31, 2023

Shell Status

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

Yes: No:

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

Yes: No:

Change in Control

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

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

Yes: No:

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:

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.

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:	<u>TGNT</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>02012P106</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>500,000,000</u>	<u>as of date: 06/30/24</u>
Total shares outstanding:	<u>211,101,313</u>	<u>as of date: 06/30/24</u>
Total number of shareholders of record:	<u>320</u>	<u>as of date: 06/30/24</u>

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

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

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

Exact title and class of the security:	<u>Series D Preferred</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>1,000,000</u>	<u>as of date: 06/30/24</u>
Total shares outstanding:	<u>613,750</u>	<u>as of date: 06/30/24</u>
Total number of shareholders of record:	<u>10</u>	<u>as of date: 06/30/24</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.

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, until June 30, 2023, 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: <u>Opening Balance:</u> Date <u>12/31/2022</u> Common: <u>159,655,077</u> Preferred: <u>615,000</u>			*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	(3)	Conversion of Series A Preferred into Common Stock	Restricted	4(a)(2)
5/3/2023	New Issuance	1,250,000	Common	0.01	Yes	(4)	Conversion of Series A Preferred into Common Stock	Restricted	4(a)(2)
5/3/2023	New Issuance	1,250,000	Common	0.01	Yes	(5)	Conversion of Series A Preferred into Common Stock	Restricted	4(a)(2)
5/3/2023	New Issuance	1,250,000	Common	0.01	Yes	(6)	Conversion of Series A Preferred into Common Stock	Restricted	4(a)(2)
8/31/2023	New Issuance	3,125,000	Common	0.016	Yes	(5)	Conversion of Series D Preferred into Common Stock	Restricted	4(a)(2)
8/31/2023	New Issuance	6,250,000	Common	0.016	Yes	(4)	Conversion of Series D Preferred into	Restricted	4(a)(2)

							Common Stock		
8/31/2023	New Issuance	9,375,000	Common	0.016	Yes	(6)	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	(6)	Conversion of Series D Preferred into Common Stock	Restricted	4(a)(2)
8/31/2023	Cancellation	-2,500	Preferred	n/a	n/a	(6)	Cancellation of Series D Preferred	Restricted	4(a)(2)
8/31/2023	Cancellation	-5,000	Preferred	n/a	n/a	(6)	Cancellation of Series D Preferred	Restricted	4(a)(2)
8/31/2023	Cancellation	-7,500	Preferred	n/a	n/a	(6)	Cancellation of Series D Preferred	Restricted	4(a)(2)
10/25/2023	New Issuance	10,000	Preferred	n/a	n/a	(7)	Series D Preferred issued for services	Restricted	4(a)(2)
Shares Outstanding on Date of This Report: <u>Ending Balance:</u>									
Date <u>06/30/2024</u> Common: <u>172,902,563</u> Preferred: <u>613,750</u>									

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Quarterly 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 June 30, 2024 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.
- (3) Karolus Maximus Kapital, Inc. (Charles Bingham controls the power to vote and dispose of these shares).
- (4) Green Chip Investor Relations (Matthew Chipman controls the power to vote and dispose of these shares).
- (5) Advanced Sales, Inc. (David Wiggins controls the power to vote and dispose of these shares).
- (6) Charles Wright controls the power to vote and dispose of these shares.
- (7) PDS Enterprise Group Ltd. (Peter Simone controls the power to vote and dispose of these shares). Only 1,000 shares have been earned.

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	\$25,583.56	\$20,000	\$6,082.19	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	\$63,945.21	\$50,000	\$15,191.78	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	\$63,931.51	\$50,000	\$15,178.08	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	\$20,396.71	\$16,000	\$4,795.62	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	\$8,860.27	\$7,000	\$2,034.79	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	\$68,627.64	\$54,360	\$15,622.92	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	\$68,255.31	\$54,360	\$15,250.59	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	\$67,689.37	\$54,360	\$14,684.65	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	\$26,883.56	\$25,000	\$2,506.85	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	\$82,432.88	\$80,000	\$3,629.59	March 28, 2024	\$0.01 per share	Matthew Chipman	Loan
September 29, 2023	\$82,419.73	\$80,000	\$3,616.44	March 29, 2024	\$0.01 per share	Charles Wright	Loan
October 1, 2023	\$10,299.18	\$10,000	\$448.77	June 30, 2024	\$0.01 per share	David Wiggins	Loan
October 13, 2023	\$20,670.39	\$19,751	\$1,412.30	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 2023 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 2023. 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	21.00%	CEO and Director
Spider Investments, LLC	CEO and Director	Boca Raton, FL	2,278,086	Common	1.40%	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	21%	
BBB Group, Inc. / Brendan Battles	Director of Data Management	South Haven, MI	150,000	Series D Preferred	21%	
Rayki, LLC / Ivan Klarich	Chief Revenue and Strategy Officer	Delray Beach, FL	100,000*	Series D Preferred	14%	CRSO
30103 South Lake Falls Lane Trust / Noreen Bingham	Owner of more than 5%	Houston, TX	67,500	Series D Preferred	10.5%	

*Only 10,000 shares have been earned

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, 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);

N/A

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;

N/A

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;

N/A

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

N/A

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.

N/A

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.

N/A

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party 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.

N/A

8) Third Party Service Providers

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

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: _____
Address 1: _____
Address 2: _____
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 THREE MONTHS ENDED JUNE 30, 2024
INDEX TO FINANCIAL STATEMENTS

Financial Statements

Balance Sheets (Unaudited) at June 30, 2024 and December 31, 2023	F-1
Statements of Operations (Unaudited) for the three and six months ended June 30, 2024 and 2023	F-2
Statements of Stockholders' Equity (Unaudited) for the three and six months ended June 30, 2024 and 2023	F-3
Statements of Cash Flows (Unaudited) for six months ended June 30, 2024 and 2023	F-5
Notes to Unaudited Financial Statements	F-6

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

	<u>June 30, 2024</u>	<u>December 31, 2023</u>
ASSETS		
Current assets		
Cash	\$ 21,632	\$ 167,735
Prepaid expenses	183,998	190,213
Total current assets	<u>205,630</u>	<u>357,948</u>
Property and equipment, net	76,155	89,544
Capitalized software	81,008	39,308
Total assets	<u>\$ 362,793</u>	<u>\$ 486,800</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accrued compensation	\$ 804,696	\$ 655,395
Accrued interest	100,455	77,876
Convertible notes payable, net of unamortized discount of \$808 and \$6,467	520,830	514,363
Derivative liability	111,120	149,182
Total current liabilities	<u>1,537,101</u>	<u>1,396,816</u>
Total liabilities	<u>1,537,101</u>	<u>1,396,816</u>
Commitments and contingencies (Note 8)		
STOCKHOLDERS' DEFICIT		
Preferred stock, \$0.01 par value; authorized –10,000,000 shares; issued – 613,750 and 603,750 shares at June 30, 2024 and December 31, 2023, respectively	6,138	6,038
Common stock, \$0.001 par value; authorized – 500,000,000 shares; 211,101,313 shares issued and 172,913,813 outstanding at June 30, 2024 and December 31, 2023, respectively	211,101	211,101
Shares to be issued	5,476	5,486
Additional paid-in capital	699,577	699,667
Accumulated deficit	(1,087,745)	(860,127)
Treasury stock, 38,187,500 and 54,422,903 outstanding	(972,181)	(972,181)
Total stockholders' deficit	<u>(1,137,634)</u>	<u>(910,016)</u>
Total liabilities and stockholders' deficit	<u>\$ 362,793</u>	<u>\$ 486,800</u>

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

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
Revenue	\$ 73,610	\$ 59,985	\$ 414,539	\$ 66,110
Cost of revenue	4,244	9,915	304,751	21,585
Gross profit	<u>69,366</u>	<u>50,070</u>	<u>109,788</u>	<u>44,525</u>
Operating expenses:				
Personnel expenses	94,501	101,729	194,001	203,459
General and administrative	80,725	33,970	189,095	48,326
Total operating expenses	<u>175,226</u>	<u>135,699</u>	<u>383,096</u>	<u>251,785</u>
Net operating loss	(105,860)	(85,629)	(273,308)	(207,260)
Other income (expense)				
Interest expense	(11,289)	(8,034)	(22,579)	(16,061)
Amortization of debt discount	(808)	-	(6,467)	-
Gain (loss) on change in fair value of derivative liability	(5,845)	36,674	38,062	51,926
Loss on sale of fixed assets	-	-	-	(38,254)
Total other income (expense)	<u>(17,942)</u>	<u>28,640</u>	<u>9,016</u>	<u>(2,389)</u>
Loss before income taxes	(123,802)	(56,989)	(264,292)	(209,649)
Provision for income tax	-	-	-	-
Net loss	\$ <u>(123,802)</u>	\$ <u>(56,989)</u>	\$ <u>(264,292)</u>	\$ <u>(209,649)</u>
Loss per share - basic and diluted	<u>(0.00)</u>	<u>(0.00)</u>	<u>(0.00)</u>	<u>(0.00)</u>
Weighted average shares outstanding - basic and diluted	<u>211,101,313</u>	<u>159,655,077</u>	<u>211,101,313</u>	<u>160,932,855</u>

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

TOTALIGENT, INC.
(Formerly Alltemp, Inc.)
AND SUBSIDIARY
STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024
UNAUDITED

	Preferred Stock		Common Stock		Shares to be issued		Additional Paid-in Capital	Accumulated Deficit	Treasury Stock		Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount			Shares	Amount	
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)
Series D Preferred Stock issued for services	10,000	100	-	-	(10,000)	(10)	(90)	-	-	-	-
Net loss	-	-	-	-	-	-	-	(140,490)	-	-	(140,490)
Balance - March 31, 2024	613,750	6,138	211,101,313	211,101	5,476,967	5,476	699,577	(1,000,617)	38,187,500	(972,181)	(1,050,506)
Net loss	-	-	-	-	-	-	-	(123,802)	-	-	(123,802)
Balance - June 30, 2024	<u>613,750</u>	<u>6,138</u>	<u>211,101,313</u>	<u>211,101</u>	<u>5,476,967</u>	<u>5,476</u>	<u>699,577</u>	<u>(1,124,419)</u>	<u>38,187,500</u>	<u>(972,181)</u>	<u>(1,174,308)</u>

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

TOTALIGENT, INC.
(Formerly Alltemp, Inc.)
AND SUBSIDIARY
STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2023
UNAUDITED

	Preferred Stock		Common Stock		Shares to be issued		Additional Paid-in Capital	Accumulated Deficit	Treasury Stock		Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount			Shares	Amount	
Balance - December 31, 2022	615,000	\$ 615	214,077,980	\$ 210,230	-	\$ -	18,609,192	\$ (18,880,058)	54,422,903	\$ (54,423)	(114,444)
Net loss	-	-	-	-	-	-	-	(152,660)	-	-	(152,660)
Balance - March 31, 2023	615,000	615	214,077,980	210,230	-	-	18,609,192	(18,937,047)	54,422,903	(54,423)	(171,433)
Net loss	-	-	-	-	-	-	-	(56,989)	-	-	(56,989)
Balance - June 30, 2023	<u>615,000</u>	<u>615</u>	<u>214,077,980</u>	<u>210,230</u>	<u>-</u>	<u>-</u>	<u>18,609,192</u>	<u>(19,089,707)</u>	<u>54,422,903</u>	<u>(54,423)</u>	<u>(324,093)</u>

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

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

**For the Six Months Ended
June 30,**

2024 **2023**

CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (264,292)	\$ (209,649)
Adjustment to reconcile net loss to net cash used in operating activities:		
Depreciation expense	13,387	5,316
Amortization of debt discount	6,467	-
Loss on sale of fixed assets		38,254
Loss (gain) on change in fair value of derivative liabilities	(38,062)	(51,926)
Changes in Operating Assets and Liabilities:		
Prepaid expense	6,215	2,363
Accrued interest	22,579	16,061
Accrued expenses	-	(3,304)
Accrued payroll	149,303	220,376
Net change in operating activities	<u>(104,403)</u>	<u>17,491</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Sale of fixed assets	-	15,457
Expenditures for capitalized software	<u>(41,700)</u>	<u>-</u>
Net change in investing activities	<u>(41,700)</u>	<u>15,457</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of convertible notes payable	<u>-</u>	<u>25,000</u>
Net change in financing activities	<u>-</u>	<u>25,000</u>
Net (Decrease) Increase in Cash	(146,103)	57,948
Cash - Beginning of the Period	167,735	14,001
Cash - End of the Period	<u>\$ 21,632</u>	<u>\$ 71,949</u>
Supplemental Disclosures of Cash Flows		
Cash paid for Interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>

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

TOTALIGENT, INC.
(Formerly Alltemp, Inc.) AND SUBSIDIARY
NOTES TO UNAUDITED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2024

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 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’ equity section of Totaligent’s balance sheet 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.

The accompanying consolidated financial statements as of June 30, 2024, have not been audited or reviewed by a registered public accounting firm, but in the opinion of management of the Company, contain all adjustments, which include normal recurring accruals, necessary to present fairly the financial position at June 30, 2024.

Going concern

The accompanying financial statements have been prepared on a going concern basis. For the six months ended June 30, 2024, the Company had a net loss of \$264,292, had \$1,331,471 in negative working capital, accumulated deficit of \$1,124,419 and stockholders' deficit of \$1,174,308. These matters raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the date of this filing. 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 June 30, 2024, the Company had cash of \$21,632. 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 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 ability of the Company to continue as a going concern is dependent upon the Company's ability to raise additional funds and implement its business plan, and to ultimately achieve sustainable operating revenues and profitability. The accompanying consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

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.

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 we do not have more than \$1,070,000,000 in annual gross revenue and did not have such amount as of December 31, 2019 our last fiscal year. We are electing to use the extended transition period for complying with new or revised accounting standards under Section 102(b)(1) of the JOBS Act.

We may lose our status as an emerging growth company on the last day of our fiscal year during which (i) our annual gross revenue exceeds \$2,000,000,000 or (ii) we issue more than \$2,000,000,000 in non-convertible debt in a three- year period. We will lose our status as an emerging growth company if at any time we are deemed to be a large accelerated filer. We will lose our status as an emerging growth company on the last day of our 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, we are 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 we qualify as an emerging growth company, we 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

We maintain cash balances in a non-interest-bearing account that currently does not exceed federally insured limits. For the purpose of the statements of cash flows, all highly liquid investments with a maturity of three months or less are considered to be cash equivalents. As of June 30, 2024 and December 31, 2023, our cash balances were \$21,632 and \$167,735, respectively.

Fair value measurements

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.

Our financial instruments consist of our prepaid expenses, prepaid lease, accrued expenses- related party, loan from director and lease liabilities. The carrying amounts of our prepaid expenses, prepaid lease, accrued expenses- related party, loan from director and lease liabilities approximates their fair values because of the short-term maturities of these instruments.

Related party transactions

A related party is generally defined as (i) any person that holds 10% or more of our membership interests including such person's immediate families, (ii) our management, (iii) someone that directly or indirectly controls, is controlled by or is under common control with us, or (iv) anyone who can significantly influence our 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.

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

The Company recognizes depreciation costs in production costs, selling and marketing costs, general and administrative costs, and research and development costs, as appropriate, in the Company's consolidated statement of operations. Construction in process is accounted for separately in the Company's consolidated balance sheet and is not subject to depreciation until the construction process has been completed and the asset is capitalized and placed into service.

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 balance sheet 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 June 30, 2024 and 2023, 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. We record a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

Uncertain tax positions

We evaluate tax positions in a two-step process. We 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. We classify 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

Revenues are recognized when control of the promised goods or services are transferred to a customer, in an amount that reflects the consideration that the Company expects to receive in exchange for those goods or services. The Company applies the following five steps in order to determine the appropriate amount of revenue to be recognized as it fulfills its obligations under each of its agreements:

Step 1: Identify the contract(s) with customers

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to performance obligations

Step 5: Recognize revenue when the entity satisfies a performance obligation

Advertising Costs

We expense advertising costs when advertisements occur. No advertising costs were incurred during the three months ended June 30, 2024.

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.

Recently accounting pronouncements

We have 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. Going concern

The accompanying financial statements have been prepared on a going concern basis. For the six months ended June 30, 2024, the Company had a net loss of \$264,292, had \$1,331,471 in negative working capital, accumulated deficit of \$1,124,419 and stockholders' deficit of \$1,174,308. These matters raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the date of this filing. 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 June 30, 2024, the Company had cash of \$21,632. 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.

4. Property and equipment

Property and equipment as of June 30, 2024 and December 31, 2023, are summarized as follows:

	June 30, 2024	December 31, 2023
Computer equipment	\$ 69,200	\$ 69,200
Computer server	19,750	19,750
Mining equipment	54,325	54,325
	143,275	143,275
Less: Accumulated depreciation	(67,120)	(53,731)
Property and equipment - net	<u>\$ 76,155</u>	<u>\$ 89,544</u>

For the six months ended June 30, 2024 and 2023, the Company recorded \$13,389 and \$12,828 in depreciation expense, respectively. For the three months ended June 30, 2024 and 2023, the Company recorded \$4,383 and \$5,365 in depreciation expense, respectively.

5. Intangible assets

Intangible assets consisted of the following at June 30, 2024 and December 31, 2023:

	June 30, 2024	December 31, 2023
Software development costs	\$ 81,008	\$ 39,308
	81,008	39,308
Less: Accumulated amortization	-	-
Intangible assets - net	<u>\$ 81,008</u>	<u>\$ 39,308</u>

The Company has incurred costs for software development. The software reached technological feasibility on May 23, 2023. As such the Company has capitalized \$81,008 in software development costs. The Company will begin amortizing the asset once it reaches the stage of intended-use.

6. Convertible notes payable

The following table details the Company's convertible notes payable as of June 30, 2024 and December 31, 2023, respectively:

Ref No.	Date of Note Issuance	Original Principal Balance	Maturity Date	Interest Rate %	Principal Balance as of	
					June 30, 2024	December 31, 2023
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	25,000
10 **	9/28/2023	80,000	3/28/2024	6	80,000	80,000
11 **	9/29/2023	80,000	3/29/2024	6	80,000	80,000
12 **	10/1/2023	40,000	3/31/2024	6	10,000	10,000
13 *	10/13/2023	19,750	3/28/2024	10	19,750	19,750
Total					\$ 520,830	\$ 520,830
Total Current					\$ 520,830	\$ 520,830
Total Long Term					\$ -	\$ -
Less unamortized discount					\$ -	\$ 6,467
Carrying value					\$ 520,830	\$ 514,363

*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 June 30, 2024.

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 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 Derivatives and Hedging ("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 June 30, 2024 and December 31, 2023 and the amounts that were reflected in income related to derivatives for the period ended:

	June 30, 2024	
	Indexed Shares	Fair Values
The financings giving rise to derivative financial instruments		
Embedded derivatives	38,506,099	\$ 111,120
Total	38,506,099	\$ 111,120

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

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 six months ended June 30, 2024 and 2023:

	For the Six Months Ended	
	June 30, 2024	June 30, 2023
Embedded derivatives	\$ (38,062)	\$ (51,926)
Loss on issuance of derivative	—	—
Total gain (loss)	\$ (38,062)	\$ (51,926)

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 three months ended June 30, 2024 and 2023:

	For the Three Months Ended	
	June 30, 2024	June 30, 2023
Embedded derivatives	\$ 5,845	\$ (36,674)
Loss on issuance of derivative	—	—
Total gain (loss)	\$ 5,845	\$ (36,674)

Current accounting principles that are provided in ASC 815 - *Derivatives and Hedging* 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, 2023	June 30, 2024
Quoted market price on valuation date	\$ 0.034	\$ 0.012	\$ 0.011
Effective contractual conversion rates	\$ 0.026	\$ 0.009	\$ 0.0115
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 June 30, 2024 and 2023.

	Six months ended June 30, 2024	Year ended December 31, 2023
Balances at beginning of period	\$ 149,182	\$ 161,565
Issuances:		
Embedded derivatives	-	26,376
Conversions/extinguishments	-	-
Changes in fair value inputs and assumptions reflected in income	(38,062)	(38,759)
Balances at end of period	\$ 111,120	\$ 149,182

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 June 30, 2024, 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 June 30, 2024, the Company had issued 613,750 shares of Series D Convertible Preferred Stock. 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 June 30, 2024 and 2023, respectively, the Company had authorized 500,000,000 shares of its common stock, par value \$0.001 per share. As of June 30, 2024, the Company had 211,101,313 shares issued and 172,913,813 shares outstanding.

10. Subsequent events

None

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 Quarterly Disclosure Statement for the Period Ending June 30, 2024 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.

09/03/2024

/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 Quarterly Disclosure Statement for the Period Ending June 30, 2024 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.

09/03/2024

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

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