

CYTТА CORP.

FORM 10-Q (Quarterly Report)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarter ended: June 30, 2024

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from _____ to _____

Commission File Number: 333-257458

CYTТА CORP.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

98-0505761

(I.R.S. Employer
Identification No.)

5450 W Sahara Ave Suite 300A

Las Vegas NV 89146

(Address of principal executive offices) (zip code)

(702) 900-7022

(Registrant's telephone number, including area code)

Not applicable.

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
None	N/A	N/A

Securities registered pursuant to Section 12(g) of the Act: **Common Stock, \$0.001 par value**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated Filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of August 19, 2024, there were 467,318,268 shares outstanding of the registrant's common stock, \$0.001 par value per share.



CYTTA CORP.

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CYTTA CORP
BALANCE SHEETS
(Unaudited)

	<u>June 30,</u> <u>2024</u>	<u>September 30,</u> <u>2023</u>
ASSETS		
Current Assets		
Cash	\$ 1,717,203	\$ 674,824
Prepaid expenses	629,087	986,976
Total Current Assets	<u>2,346,290</u>	<u>1,661,800</u>
Prepaid expenses, non-current	245,776	561,776
Property and equipment, net	61,161	77,558
TOTAL ASSETS	<u>\$ 2,653,227</u>	<u>\$ 2,301,134</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Liabilities		
Current Liabilities		
Accounts payable and accrued expenses	\$ 579,226	\$ 546,335
Related party liabilities	576,186	772,532
Dividend payable	33,427	33,427
Deferred revenue	4,162	2,411
Note payable	43,200	40,000
Convertible notes payable, net of discount	1,311,799	1,166,788
Total Current Liabilities and Total Liabilities	<u>2,548,000</u>	<u>2,561,493</u>
COMMITMENTS AND CONTINGENCIES	<u>-</u>	<u>-</u>
Stockholders' Equity (Deficit)		
Preferred stock par value \$0.001; (100,000,000 shares authorized)		
Series C Preferred Stock par value \$0.001; (12,000,000 shares authorized and 600,000 shares issued and outstanding)	600	600
Series D Preferred Stock par value \$0.001; (10,000,000 shares authorized and 50,000 shares issued and outstanding)	50	50
Series E Preferred Stock par value \$0.001; (13,650,000 shares authorized and -0- issued and outstanding)	-	-
Series F Preferred Stock par value \$0.001; (10,000,000 shares authorized and -0- issued and outstanding)	-	-
Common stock par value \$0.001; (600,000,000 shares authorized and 467,318,268 (June 30, 2024) and 426,831,170 (September 30, 2023) shares issued and outstanding)	467,320	426,832
Additional paid in capital	35,742,183	31,915,639
Accumulated Deficit	(36,104,926)	(32,603,480)
Total Stockholders' Equity (Deficit)	<u>105,227</u>	<u>(260,359)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	<u>\$ 2,653,227</u>	<u>\$ 2,301,134</u>

The accompanying notes are an integral part of these statements

CYTTA CORP
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2024	2023	2024	2023
Revenues	\$ 832	\$ 8,117	\$ 3,243	\$ 21,941
Operating Expenses:				
General and administrative - related party expenses	222,433	414,008	652,475	817,492
General and administrative - other	1,073,314	867,693	2,539,434	2,230,773
Total operating expenses	1,295,747	1,281,701	3,191,909	3,048,265
Loss from Operations	(1,294,915)	(1,273,584)	(3,188,666)	(3,026,324)
Other expenses (income)				
Interest expense	159,041	29,528	313,282	40,862
Interest income	(179)	(95)	(502)	(150)
Total Other Expenses (Income)	158,862	29,433	312,780	40,712
Loss before income taxes	(1,453,777)	(1,303,017)	(3,501,446)	(3,067,036)
Provision for income taxes	-	-	-	-
Net loss	\$ (1,453,777)	\$ (1,303,017)	\$ (3,501,446)	\$ (3,067,036)
Loss per share, basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.01)
Weighted average shares outstanding Basic and diluted	458,786,278	398,546,509	442,623,891	388,748,600

The accompanying notes are an integral part of these statements

Cytta Corp.
Statement of Changes in Stockholders' Equity (Deficit)
The Three and Nine Months Ended June 30, 2024
(Unaudited)

	Series C Preferred Stock		Series D Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount			
Balances September 30, 2023	600,000	\$ 600	50,000	\$ 50	426,831,170	\$ 426,832	\$ 31,915,639	\$ (32,603,480)	\$ (260,359)
Common stock and warrants issued for services	-	-	-	-	6,000,000	6,000	163,200	-	169,200
Common stock issued for accounts payable and accrued liabilities	-	-	-	-	1,887,750	1,888	48,893	-	50,781
Net loss for the three months ended December 31, 2023	-	-	-	-	-	-	-	(1,059,128)	(1,059,128)
Balances December 31, 2023	600,000	600	50,000	50	434,718,920	434,720	32,127,732	(33,662,608)	(1,099,506)
Common stock issued for services	-	-	-	-	5,000,000	5,000	99,000	-	104,000
Common stock issued for accounts payable and accrued liabilities	-	-	-	-	2,227,661	2,228	44,108	-	46,336
Warrants vested to purchase common stock	-	-	-	-	-	-	272,299	-	272,299
Net loss for the three months ended March 31, 2024	-	-	-	-	-	-	-	(988,541)	(988,541)
Balances March 31, 2024	600,000	600	50,000	50	441,946,581	441,948	32,543,139	(34,651,149)	(1,665,412)
Common stock issued for services	-	-	-	-	20,000,000	20,000	501,150	-	521,150
Common stock issued for accounts payable and accrued liabilities	-	-	-	-	2,371,687	2,372	66,440	-	68,812
Common stock issued for accounts payable and accrued liabilities, related party	-	-	-	-	3,000,000	3,000	87,000	-	90,000

Warrants issued and vested to purchase Reticulate Micro common stock	-	-	-	-	-	-	119,348	-	119,348
Issuance of Reticulate Micro common stock for convertible note and accrued interest conversion	-	-	-	-	-	-	2,425,106	-	2,425,106
Net loss for the three months ended June 30, 2024	-	-	-	-	-	-	-	(1,453,777)	(1,453,777)
Balances June 30, 2024	<u>600,000</u>	<u>\$ 600</u>	<u>50,000</u>	<u>\$ 50</u>	<u>467,318,268</u>	<u>\$ 467,320</u>	<u>\$ 35,742,183</u>	<u>\$ (36,104,926)</u>	<u>\$ 105,227</u>

Cytta Corp.
Statement of Changes in Stockholders' Equity (Deficit)
The Three and Nine Months Ended June 30, 2023
(Unaudited)

	Series C Preferred Stock		Series D Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount			
Balances September 30, 2022	600,000	\$ 600	50,000	\$ 50	379,760,670	\$ 379,761	\$ 27,956,388	\$ (27,875,007)	\$ 461,792
Common stock issued for services	-	-	-	-	3,925,000	3,925	403,350	-	407,275
Net loss for the three months ended December 31, 2022	-	-	-	-	-	-	-	(1,100,708)	(1,100,708)
Balances December 31, 2022	600,000	600	50,000	50	383,685,670	383,686	28,359,738	(28,975,715)	(231,641)
Common stock issued for services	-	-	-	-	3,825,000	3,825	271,475	-	275,300
Common stock issued for accounts payable	-	-	-	-	750,000	750	38,625	-	39,375
Common stock issued for common stock payable	-	-	-	-	54,750	55	54,695	-	54,750
Common stock issued for accrued liabilities, related party	-	-	-	-	500,000	500	54,893	-	55,393
Common stock and warrants issued for cash	-	-	-	-	4,000,000	4,000	96,000	-	100,000
Warrants issued in conjunction with notes payable	-	-	-	-	-	-	87,001	-	87,001
Net loss for the three months ended March 31, 2023	-	-	-	-	-	-	-	(663,311)	(663,311)
Balances March 31, 2023	600,000	600	50,000	50	392,815,420	392,816	28,962,427	(29,639,026)	(283,133)
Common stock issued for services	-	-	-	-	10,000,000	10,000	390,000	-	400,000
Common stock issued for accounts payable	-	-	-	-	288,000	288	11,524	-	11,812
Net loss for the three months ended June 30, 2023	-	-	-	-	-	-	-	(1,303,017)	(1,303,017)

Balances June 30,
2023 600,000 \$ 600 50,000 \$ 50 403,103,420 \$ 403,104 \$29,363,951 \$ (30,942,043) \$ (1,174,338)

The accompanying notes are an integral part of these statements

Cytta Corp.
Statements of Cash Flows
(Unaudited)

	For the Nine Months Ended	
	June 30,	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (3,501,446)	\$ (3,067,036)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation expenses for services	1,691,877	1,876,993
Amortization of note discounts	46,060	22,661
Gain on debt extinguishment	(14,291)	-
Depreciation expense	31,103	34,550
Changes in Operating Assets and Liabilities:		
Prepaid expenses	76,687	(82,481)
Accounts payable and accrued liabilities	243,854	40,391
Accounts payable-related party	13,040	46,290
Deferred revenue	1,752	10,528
Net cash used in operating activities	<u>(1,411,364)</u>	<u>(1,118,104)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(14,707)	-
Net cash used in investing activities	<u>(14,707)</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from stock subscriptions	-	100,000
Proceeds from issuance of note payable	-	40,000
Proceeds from issuance of short-term convertible notes payable	2,468,450	610,000
Proceeds from issuance of long-term convertible notes payable	-	100,000
Net cash provided by financing activities	<u>2,468,450</u>	<u>850,000</u>
NET CHANGE IN CASH	1,042,379	(268,104)
CASH AT BEGINNING OF PERIOD	674,824	755,122
CASH AT END OF PERIOD	<u>\$ 1,717,203</u>	<u>\$ 487,018</u>
SUPPLEMENTAL CASH FLOW DISCLOSURES		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Common stock issued for services	\$ 794,350	\$ 1,082,575
Common stock issued for accounts payable and accrued liabilities	\$ 160,251	\$ 37,200
Common stock issued for accrued expenses, related party	\$ 108,250	\$ 55,393
Reticulate Micro common stock issued for convertible notes and accrued interest	\$ 2,425,106	\$ -

The accompanying notes are an integral part of these statements

Cytta Corp.
Notes to Financial Statements
June 30, 2024
(Unaudited)

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

Cytta Corp., (“Cytta” or the “Company”) was incorporated on May 30, 2006, under the laws of the State of Nevada. It is located in Las Vegas, Nevada. Cytta is in the business of imagineering, developing and securing disruptive technologies.

NOTE 2 - GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As of June 30, 2024, the Company had an accumulated deficit of \$36,104,926 and has also generated losses since inception. These factors, among others, raise substantial doubt about the ability of the Company to continue as a going concern.

The Company's proprietary CyttaCOMMS incident management system offers real-time integration of video and audio streams, enabling improved collaboration and providing ongoing, relevant, actionable intelligence. Their innovative new product, CyttaCARES, is a game-changer in ensuring the safety and well-being of individuals in educational institutions and beyond. Cytta's CyttaCOMP ISTAR (Intelligence, Surveillance, Target Acquisition and Reconnaissance) technology delivers real-time compression of video streams with ultra-low latency, even in low bandwidth environments in conjunction with their compression Licensee Reticulate Micro, Inc.

We also offer a combination of technical and consulting services, proprietary software products, hardware products utilizing our software and system integration team to meet the needs of customers. Cytta places extreme value on satisfying our customers' needs with innovative, well-engineered, high-quality products and service solutions.

Cytta's proprietary SUPR Intelligence, Surveillance and Reconnaissance (ISR) technology designated CyttaCOMP, is now licensed to Reticulate Micro, Inc., CyttaCOMP, is at the core of our products and is the most potent software codec commercially available. CyttaCOMP is explicitly designed for realtime streaming of HD, 4K, and higher resolution video while requiring only limited bandwidth and minimal computational resources.

Cytta's IGAN Incident Command System (ICS) system seamlessly streams and integrates all available video and audio sources during emergencies, enabling sharing of multiple video and audio inputs. The IGAN ICS introduces immediate real-time video and audio situational awareness, which is valuable for police, firefighters, first responders, emergency medical workers, industry, environmental and emergencies, security, military, and all their command centers in any emergency. The IGAN technology powers, Cytta's SaaS Based COMMS system creates an integrated communications platform which seamlessly streams all available video and audio sources in all critical situations, for first responders enabling real time event and interactive mapping information. Also based upon the IGAN technology, Cytta's CARES (Crisis Alert and Response Emergency System) system is an innovative SAAS solution designed to enhance safety and security in educational institutions especially during emergency situations. This comprehensive system provides real-time alerts, rapid two-way secure video communication, and efficient response coordination with live location tracking to emergency response teams.

We have created advanced video compression, video/audio collaboration software, and portable hardware systems that solve real world problems in large markets. We believe our products will enable and empower the world to consume higher quality video anywhere, anytime. Our ultimate goal is to deliver such high-quality video that it is not discernible from reality with the naked eye creating 'Reality Delivered' for the Metaverse.

The Company intends to fund operations through equity and/or debt financing arrangements, which may not be sufficient to fund its capital expenditures, working capital and other cash requirements for the foreseeable future.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES*Basis of Presentation*

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial statements and with the instructions to Form 10-Q and Article 8 of Regulation S-X of the United States Securities and Exchange Commission ("SEC"). Accordingly, they do not contain all information and footnotes required by accounting principles generally accepted in the United States of America for annual financial statements. In the opinion of the Company's management, the accompanying unaudited financial statements contain all the adjustments necessary (consisting only of normal recurring accruals) to present the financial position of the Company as of June 30, 2024, and the results of operations and cash flows for the periods presented. The results of operations for the three and nine months ended June 30, 2024, are not necessarily indicative of the operating results for the full fiscal year or any future period.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reported period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original term of three months or less to be cash equivalents. These investments are carried at cost, which approximates fair value. Cash and cash equivalent balances may, at certain times, exceed federally insured limits. The Company has no cash equivalents at June 30, 2024, and September 30, 2023.

Prepaid expenses

The Company considers expenses or services paid for prior to the period the expense is completed to be recorded as a prepaid expense. Included in this account is the value of common stock, options and warrants issued to consultants. Such issuances are pursuant to consulting agreements that can have a one-to-three-year term. The Company amortized the value of the stock issued over the term of the agreement. The activity for the nine months ended June 30, 2024, and 2023 is summarized as:

	June 30,	
	2024	2023
Balance beginning of period	\$ 1,548,752	\$ 32,897
Stock-based compensation	309,550	-
Amortization of stock-based compensation	(906,750)	-
Other prepaid expense activity	(76,689)	82,480
Sub-total	874,863	115,377
Less non-current portion	245,776	-
Prepaid expenses, current portion	<u>\$ 629,087</u>	<u>\$ 115,377</u>

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Property and equipment

Property and equipment are stated at cost, and depreciation is provided by use of a straight-line method over the estimated useful lives of the assets.

The Company reviews property and equipment for potential impairment whenever events or changes in circumstances indicate that the carrying amounts of assets may not be recoverable. The estimated useful lives of property and equipment is as follows:

Vehicles and equipment	5 years
Software	3 years

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in convertible instruments in accordance with ASC 815, *Derivatives and Hedging Activities*.

GAAP requires companies to bifurcate conversion options from their host instruments and account for them as free-standing derivative financial instruments according to certain criteria. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not remeasured at fair value under other GAAP with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

In August 2020, the FASB issued Accounting Standards Update 2020-06 (ASU 2020-06). ASU 2020-06 eliminates the beneficial conversion feature and cash conversion models in Accounting Standards Codification 470-20 that require separate accounting for embedded conversion features in convertible instruments. The new guidance also eliminates some of the conditions that must be met for equity classification under ASC 815-40-25. The standard is effective for smaller reporting companies for annual periods beginning after December 15, 2023. Early adoption is permitted. The Company chose to early adopt this standard. As a result, financial results contained herein are reported in accordance with this standard as applicable.

The convertible debt issued by the company referred to in Note 7, did not require separate accounting for the conversion feature as it was not considered to be a derivative. The company issued warrants in connection with the debt financing and in accordance with ASC 470-20-25-2 the proceeds from the sale of the debt instruments have been allocated to the debt and warrants based on the relative fair value of the two components. The amount allocated to the warrants has been recorded as a debt discount to be amortized of the life of the note.

Fair value of financial instruments

The Company measures assets and liabilities at fair value based on an expected exit price as defined by the authoritative guidance on fair value measurements, which represents the amount that would be received on the sale of an asset or paid to transfer a liability, as the case may be, in an orderly transaction between market participants. As such, fair value may be based on assumptions that market participants would use in pricing an asset or liability. The authoritative guidance on fair value measurements establishes a consistent framework for measuring fair value on either a recurring or nonrecurring basis whereby inputs, used in valuation techniques, are assigned a hierarchical level.

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The following are the hierarchical levels of inputs to measure fair value:

- Level 1 - Observable inputs that reflect quoted market prices in active markets for identical assets or liabilities.
- Level 2 - Inputs reflect quoted prices for identical assets or liabilities in markets that are not active; quoted prices for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for the assets or liabilities; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Unobservable inputs reflecting the Company's assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

The carrying amounts of the Company's financial assets and liabilities, such as cash, prepaid expenses, accounts payable and accrued expenses, related party liabilities, dividends payable, deferred revenue, convertible notes payable and note payable, approximate their fair values because of the short maturity of these instruments.

Revenue recognition

Effective January 1, 2018, the Company adopted ASC 606 — Revenue from Contracts with Customers. Under ASC 606, the Company recognizes revenue from the commercial sales of products by: (1) identify the contract (if any) with a customer; (2) identify the performance obligations in the contract (if any); (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract (if any); and (5) recognize revenue when each performance obligation is satisfied. The Company has no outstanding contracts with any of its' customers. The Company recognizes revenue when title, ownership, and risk of loss pass to the customer, all of which occurs upon shipment or delivery of the product and is based on the applicable shipping terms.

Stock-based compensation

The Company accounts for its stock based compensation under the recognition and measurement principles of the fair value recognition provisions of Statement of Financial Accounting Standards No. 123 (revised 2004) "Share-Based Payment" (ASC 718) using the modified prospective method for transactions in which the Company obtains employee services in share-based payment transactions and the Financial Accounting Standards Board Emerging Issues Task Force Issue No. 96-18 "Accounting For Equity Instruments That Are Issued To Other Than Employees For Acquiring, Or In Conjunction With Selling Goods Or Services" ("EITF No. 96-18") for share-based payment transactions with parties other than employees provided in (ASC 718). All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the third-party performance is complete or the date on which it is probable that performance will occur.

Income taxes

The Company accounts for income taxes under Statement of Financial Accounting Standards No. 109 "Accounting for Income Taxes" ("SFAS No. 109") (ASC 740). Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date.

Cash flows reporting

The Company follows the provisions of ASC 230 for cash flows reporting and accordingly classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method ("Indirect method") as defined by ASC 230 to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments.

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Reporting segments

ASC 280 establishes standards for the way that public enterprises report information about operating segments in annual financial statements and requires reporting of selected information about operating segments in interim financial statements regarding products and services, geographic areas and major customers. ASC 280 defines operating segments as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performances. Currently, ASC 280 has no effect on the Company's financial statements as substantially all of the Company's operations are conducted in one industry segment.

Concentrations of Credit Risk

The Company's financial instruments that are exposed to concentrations of credit risk primarily consist of its cash and cash equivalents and related party payables it will likely incur in the near future. The Company places its cash and cash equivalents with financial institutions of high credit worthiness. At times, its cash and cash equivalents with a particular financial institution may exceed any applicable government insurance limits. The Company's management plans to assess the financial strength and credit worthiness of any parties to which it extends funds, and as such, it believes that any associated credit risk exposures are limited.

Earnings (Loss) Per Share of Common Stock

The Company has adopted ASC 260-10-20, "Earnings per Share," ("EPS") which requires presentation of basic and diluted EPS on the face of the income statement for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation. In the accompanying financial statements, basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period.

Recent Accounting Pronouncements

Other than the above there have been no recent accounting pronouncements or changes in accounting pronouncements during the three and nine months ended June 30, 2024, that are of significance or potential significance to the Company.

NOTE 4 - PROPERTY AND EQUIPMENT

The following table represents the Company's property and equipment as of June 30, 2024, and September 30, 2023:

	June 30, 2024	September 30, 2023
Property and equipment	\$ 245,606	\$ 230,900
Accumulated depreciation	(184,445)	(153,342)
Property and equipment, net	<u>\$ 61,161</u>	<u>\$ 77,558</u>

Depreciation expense was \$10,019 and \$31,103 for the three and nine months ended June 30, 2024, respectively, and \$10,908 and \$34,550 for the three and nine months ended June 30, 2023, respectively.

NOTE 5 - RELATED PARTY TRANSACTIONS**Related Party agreements and fees**

For the three and nine months ended June 30, 2024, and 2023, the Company recorded expenses to related parties in the following amounts:

Description	Three months ended June 30,		Nine months ended June 30,	
	2024	2023	2024	2023
CEO-Management fees	\$ 45,000	\$ 45,000	\$ 135,000	\$ 150,000
Chief Technology Officer (CTO)	-	-	-	105,000
Chief Administration Officer (CAO), through January 31, 2023	-	-	-	55,000
President and Chief Operating Officer	45,000	30,000	135,000	50,000
Stock-based compensation expense, officers	124,708	339,008	374,750	431,755
Office rent and expenses	7,725	-	7,725	25,737
Total	\$ 222,433	\$ 414,008	\$ 652,475	\$ 817,492

On January 1, 2022, the Company increased the monthly fee from \$15,000 to \$18,000 for the CEO and CTO, respectively, and on February 1, 2022, the monthly fee for the CEO and CTO was increased to \$20,000. Effective January 1, 2023, the monthly fee for the CEO and CTO was reduced to \$15,000. Effective April 1, 2023, the Company was no longer compensating the CTO and did not incur any additional office CTO rent and expenses.

Effective February 1, 2023, the Company entered a Consulting Executive Officer Agreement with a three-year term to an entity to provide the services of a Chief Operating Officer (the "COO") of the Company. On October 1, 2023, the BOD also appointed the COO as the President. Pursuant to the agreement, the Company agreed to a monthly fee of \$10,000, and the issuance of 250,000 shares per month, to be certificated semi-annually. The monthly fee was increased to \$15,000 per month effective September 1, 2023. For the three and nine months ended June 30, 2024, the Company recorded an expense of \$19,375 and \$58,750 related to the 250,000 shares per month. For the three and nine months ended June 30, 2023, the Company recorded an expense of \$33,675 and \$56,200 related to the 250,000 shares per month for February through June 2023. On May 8, 2024, the Company issued 3,000,000 shares of common stock for the months of February 2023, through January 2024. On May 11, 2023, the Company issued 5,000,000 shares to the Company's COO as a bonus pursuant to their Consulting Agreement. The Company valued the shares at \$0.04 per share and included stock-based compensation expense-related party of \$200,000 for the three and nine months ended June 30, 2023.

Additionally, the Company granted an option to purchase 10,000,000 shares of the Company's common stock at \$0.02 per share with an expiry date of July 1, 2025 (the "CYCA Option"). The CYCA option vests at the rate of 25% beginning on the first six-month anniversary of the agreement, as well as a warrant to purchase 250,000 shares of the Reticulate Micro common stock the Company owns (the "RM Warrant"). The RM Warrant has an exercise price of \$1.00 per share and an expiry date of July 1, 2025. The Company valued the CYCA Option at \$639,543 based on the Black-Scholes option pricing method and will be amortized through the term of the agreement, and accordingly, \$53,295, and \$159,885 is included in stock-based compensation expense-related party for the three and nine months ended June 30, 2024, respectively, and \$53,295, and \$88,825 is included in stock-based compensation expense-related party for the three and nine months ended June 30, 2023, respectively. The Company valued the RM Warrant at \$624,458 based on the Black-Scholes option pricing method and will be amortized through the term of the agreement, and accordingly, \$52,038, and \$156,114 is included in stock-based compensation expense-related party for the three and nine months ended June 30, 2024, respectively, and \$52,038, and \$86,730 is included in stock-based compensation expense-related party for the three and nine months ended June 30, 2023, respectively.

Beginning in April 2024, the Company agreed to rent office space for the COO at \$2,575 per month, on a month to month basis, accordingly, \$7,725 is included in related party expenses for the three and nine months ended June 30, 2024.

On October 25, 2020, the Company entered a sublease with its CTO, whereby the Company agreed to an annual lease payment of \$50,000. On October 26, 2021, the Company renewed the lease for an additional year for \$3,500 per month, and on October 26, 2022, the lease was renewed on a month-to-month basis. The last month to month lease payment related to the agreement with the CTO was for March 2023, and accordingly, there is no rent expense for the three and nine months ended June 30, 2024. Included in office rent for the three and nine months ended June 30, 2023, is \$0 and \$21,000, respectively.

Accounts payable, related parties

As of June 30, 2024, and September 30, 2023, the Company owes \$576,186 and \$772,532, respectively, to related parties as follows:

	June 30, 2024	September 30, 2023
Management fees, Chief Executive Officer (CEO)	\$ 123,040	\$ 110,000
Bonus, CEO	70,000	70,000
Stock to be issued President and COO	353,146	562,532
Fees, bonus, and accounts payable, former CTO	30,000	30,000
Total	\$ 576,186	\$ 772,532

NOTE 6 - NOTE PAYABLE

On January 10, 2023, the Company entered into an 8%, \$40,000 face value unsecured promissory note with a third-party lender with a maturity date the earlier of the Company raising \$1,000,000 in debt or equity, or January 10, 2024. Effective January 10, 2024, the lender amended and restated the note with a principal balance of \$43,200, that matures on the six-month anniversary with an interest rate of 8% and pledged 45,000 shares of RM stock as collateral for the note. On August 12, 2024, the Company has agreed to transfer 45,000 shares of RM stock to RM for satisfaction of the note and accrued and unpaid interest (see note 13).

NOTE 7 - CONVERTIBLE NOTES PAYABLE

During the quarter ended March 31, 2023, (the "March 2023 Notes") the Company issued five (5) convertible promissory notes, in the aggregated principal amount of \$160,000, to investors. The notes bear an interest rate of 18% per annum. Principal amount of \$100,000 matured on July 1, 2024, and have been extended to July 1, 2025, while principal amount of \$60,000 matured on various dates of February 2024 and have all been extended to December 31, 2024. Interest payments are due quarterly. The Holders shall have the right to convert all or any part of the outstanding and unpaid principal, interest, and any other amounts due into fully paid and non-assessable shares of common stock of the Company or to the Class A common stock of Reticulate Micro (the "RM Stock") owned by the Company. The notes are convertible into shares of the Company's common stock beginning on the Issuance Date at \$0.025, or RM Stock at \$1.00 per share. The note proceeds will be used by the Company for general working capital purposes. The Company also agreed to pledge RM stock at \$1.00 per share to equal the outstanding principal and interest due upon any defaults of the note. In conjunction with one note of \$50,000, the Company issued a warrant to purchase 2,000,000 shares of common stock at an exercise price of \$0.025 with an expiration date of July 1, 2025, and a warrant to purchase 100,000 shares of RM Stock at \$1.00 per share with an expiry date of July 1, 2025. The warrants issued to purchase the Company's common stock and the RM Stock resulted in a debt discount of \$43,416, with the offset to additional paid in capital. For the three and nine months ended June 30, 2024, amortization of the debt discounts of \$7,662 and \$22,985 was charged to interest expense. In conjunction with one note of \$50,000, the Company issued a warrant to purchase 2,000,000 shares of common stock at an exercise price of \$0.025 with an expiration date of July 1, 2025, and a warrant to purchase 100,000 shares of RM Stock at \$1.00 per share with an expiry date of July 1, 2025. The warrants issued to purchase the Company's common stock and the RM Stock resulted in a debt discount of \$43,585, with the offset to additional paid in capital. For the three and nine months ended June 30, 2024, amortization of the debt discounts of \$7,692 and \$23,075 was charged to interest expense. As of June 30, 2024, the outstanding principal balance of the March 2023 Notes was \$160,000 with a carrying value of \$157,849, net of unamortized discounts of \$2,151.

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During the quarter ended June 30, 2023, (the “June 2023 Notes”) the Company issued two (2) convertible promissory notes, in the aggregated principal amount of \$550,000, to investors. The notes bear an interest rate of 18% per annum and matured during the quarter ended June 30, 2024. Interest payments are due quarterly. The Holders shall have the right to convert all or any part of the outstanding and unpaid principal, interest, and any other amounts due into fully paid and non-assessable shares of common stock of the Company or to the Class A common stock of RM Stock owned by the Company. Of the notes, \$500,000 are convertible into shares of the Company’s common stock beginning on the Issuance Date at \$0.025 or RM Stock at \$1.00 per share, and \$50,000 are convertible into shares of the Company’s common stock beginning on the Issuance Date at \$0.02 or RM Stock at \$1.00 per share. The note proceeds will be used by the Company for general working capital purposes. The Company also agreed to pledge RM stock at \$1.00 per share to equal the outstanding principal and interest due upon any defaults of the note. During the quarter ended June 30, 2024, the lenders of the June 2023 Notes agreed to settle the notes by the issuance of 550,000 shares of RM stock for the principal amount. As of June 30, 2024, there is no balance due on the June 2023 Notes.

During the quarter ended September 30, 2023, (the “September 2023 Notes”) the Company issued two (2) convertible promissory notes, in the aggregated principal amount of \$505,000, to investors. The notes bear an interest rate of 18% per annum and mature during the quarter ended September 30, 2024. Interest payments are due quarterly. The Holders shall have the right to convert all or any part of the outstanding and unpaid principal, interest, and any other amounts due into fully paid and non-assessable shares of common stock of the Company or to the Class A common stock of RM Stock owned by the Company beginning on the Issuance Date of the Company’s common stock at \$0.025 or RM Stock at \$1.00 per share. The note proceeds will be used by the Company for general working capital purposes. The Company also agreed to pledge RM stock at \$1.00 per share to equal the outstanding principal and interest due upon any defaults of the note. During the quarter ended June 30, 2024, the lenders of the September 2023 Notes agreed to settle the notes by the issuance of 505,000 shares of RM stock for the principal amount. As of June 30, 2024, there is no balance due on the September 2023 Notes.

During the quarter ended December 31, 2023, (the “December 2023 Notes”) the Company issued a convertible promissory note of \$40,000, to an investor. The note bears an interest rate of 18% per annum and matures during the quarter ended December 31, 2024. Interest payments are due quarterly. The Holder shall have the right to convert all or any part of the outstanding and unpaid principal, interest, and any other amounts due into fully paid and non-assessable shares of common stock of the Company or to the Class A common stock of RM Stock owned by the Company beginning on the Issuance Date of the Company’s common stock at \$0.025 or RM Stock at \$1.00 per share. The note proceeds will be used by the Company for general working capital purposes. The Company also agreed to pledge RM stock at \$1.00 per share to equal the outstanding principal and interest due upon any defaults of the note. As of June 30, 2024, there is a balance due of \$40,000 on the December 2023 Notes.

During the quarter ended March 31, 2024, (the “March 2024 Notes”) the Company issued nine (9) convertible promissory notes in the aggregate of \$517,500, to investors. The notes bear an interest rate of 18% per annum and mature during the quarter ended March 31, 2025. Interest payments are due quarterly. The Holder shall have the right to convert all or any part of the outstanding and unpaid principal, interest, and any other amounts due into fully paid and non-assessable shares of common stock of the Company or to the Class A common stock of RM Stock owned by the Company beginning on the Issuance Date of the Company’s common stock at \$0.025 or RM Stock at \$2.00 per share, excluding a note of \$250,000 which has a conversion price of \$2.50 for RM stock. The note proceeds will be used by the Company for general working capital purposes. The Company also agreed to pledge RM stock at \$2.00 per share to equal the outstanding principal and interest due upon any defaults of the note. During the quarter ended June 30, 2024, the lenders of \$167,500 of the March 2024 Notes agreed to settle the notes by the issuance of 83,750 shares of RM stock for the principal amount. As of June 30, 2024, there is a balance of \$350,000 due on the March 2024 Notes.

During the quarter ended June 30, 2024, (the “June 2024 Notes”) the Company issued thirty eight (38) convertible promissory notes in the aggregate of \$1,910,950 to investors. The notes bear an interest rate of 18% per annum and mature during the quarter ended June 30, 2025. Interest payments are due quarterly. The Holder shall have the right to convert all or any part of the outstanding and unpaid principal, interest, and any other amounts due into fully paid and non-assessable shares of common stock of the Company or to the Class A common stock of RM Stock owned by the Company beginning on the Issuance Date of the Company’s common stock at \$0.025 or RM Stock at \$2.00 per share, excluding \$85,000 of June 2024 Notes where the conversion price is \$1.00 for the RM stock. The note proceeds will be used by the Company for general working capital purposes. The Company also agreed to pledge RM stock at \$2.00 per share to equal the outstanding principal and interest due upon any defaults of the note. During the quarter ended June 30, 2024, the lenders of \$1,147,000 of the June 2024 Notes agreed to settle the notes by the issuance of 573,500 shares of RM stock for the principal amount. As of June 30, 2024, there is a balance of \$763,950 due on the June 2024 Notes.

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The activity for the nine months ended June 30, 2024 and 2023 is summarized as follows:

	June 30, 2024	June 30, 2023
Beginning balance, face value	\$ 1,215,000	\$ -
Convertible notes issued	2,468,450	710,000
Convertible notes converted	(2,369,500)	-
Convertible note discount	(2,151)	(64,340)
Ending balance	1,311,799	645,660
Less non-current portion	-	35,660
Ending balance, current portion	\$ 1,311,799	\$ 610,000

The Company has the following convertible notes payable outstanding as of June 30, 2024, and September 30, 2023:

	June 30, 2024	September 30, 2023
March 2023 Convertible notes payable, interest at 18%, matures December 31, 2024, or July 1, 2025, net of discount of \$2,151 (June 30, 2024) and \$48,212 (September 30, 2023)	\$ 157,849	\$ 111,788
June 2023 Convertible notes payable, interest at 18%	-	550,000
September 2023 Convertible notes payable, interest at 18%	-	505,000
December 2023 Convertible note payable, interest at 18%, matures December 28, 2024	40,000	-
March 2024 Convertible notes payable, interest at 18%, matures during quarter ending March 31, 2025	350,000	-
June 2024 Convertible notes payable, interest at 18%, matures during quarter ending June 30, 2025	763,950	-
Convertible notes payable, net of discounts of \$2,151 (June 30, 2024) and \$48,212 (September 30, 2023)	\$ 1,311,799	\$ 1,166,788

NOTE 8 - CAPITAL STOCK

Common Stock

The Company has authorized 600,000,000 common shares, par value \$0.001. Each common share entitles the holder to one vote, in person or proxy, on any matter on which action of the stockholders of the corporation is sought. As of June 30, 2024, and September 30, 2023, there were 467,318,268 and 426,831,170 common shares issued and outstanding respectively.

During the three and nine months ended June 30, 2024, the following shares of common stock were issued:

- On April 24, 2024, the Company issued 2,285,804 shares of common stock for payment of \$56,584 of accounts payable and accrued interest. The value of the shares issued was \$66,407 based upon the share price of the Company's common stock on the date the Company agreed to issue the common stock. The Company recorded a \$9,823 loss on debt extinguishment for this transaction.
- On April 24, 2024, the Company issued 3,000,000 shares of common issued for payment of \$108,250 of accrued liabilities, related. The Company valued the shares at \$90,000 based on the price of the common stock on the date the Company issued the shares and included \$18,250 gain on debt extinguishment for this transaction.
- On April 24, 2024, the Company issued 3,000,000 shares of common issued for services. The Company valued the shares at \$62,400 based on the price of the common stock on the date the Company agreed to issue the shares. The shares were issued pursuant to a one-year consulting agreement beginning January 1, 2024. The company will amortize the value over the term of the contract. For the three and nine months ended June 30, 2024, the Company recorded \$15,600 and \$31,200 of stock-based consulting expense.

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- On April 24, 2024, the Company issued 3,000,000 shares of common issued for services. The Company valued the shares at \$82,500 based on the price of the common stock on the date the Company agreed to issue the shares. For the three and nine months ended June 30, 2024, the Company recorded \$82,500 of stock-based consulting expense.
- On April 24, 2024, the Company issued 1,500,000 shares of common issued for services. The Company valued the shares at \$33,750 based on the price of the common stock on the date the Company issued the shares. The shares were issued pursuant to a one-year consulting agreement beginning April 23, 2024. The company will amortize the value over the term of the contract. For the three and nine months ended June 30, 2024, the Company recorded \$8,438 of stock-based consulting expense.
- On April 24, 2024, the Company issued 2,500,000 shares of common issued for services. The Company valued the shares at \$56,250 based on the price of the common stock on the date the Company issued the shares. The shares were issued pursuant to a one-year consulting agreement beginning April 23, 2024. The company will amortize the value over the term of the contract. For the three and nine months ended June 30, 2024, the Company recorded \$14,063 of stock-based consulting expense.
- On April 24, 2024, the Company issued 2,500,000 shares of common issued for services. The Company valued the shares at \$68,750 based on the price of the common stock on the date the Company agreed to issue the shares. The shares were issued pursuant to a one-year consulting agreement beginning April 1, 2024. The company will amortize the value over the term of the contract. For the three and nine months ended June 30, 2024, the Company recorded \$17,188 of stock-based consulting expense.
- On May 16, 2024, the Company issued 2,500,000 shares of common issued for services. The Company valued the shares at \$75,000 based on the price of the common stock on the date the Company agreed to issue the shares and is included in stock-based consulting expense for the three and nine months ended June 30, 2024.
- On May 16, 2024, the Company issued 5,000,000 shares of common issued for services. The Company valued the shares at \$142,500 based on the price of the common stock on the date the Company agreed to issue the shares. The shares issued were earned pursuant to the execution of a one-year consulting agreement on May 1, 2024. Accordingly, for the three and nine months ended June 30, 2024, the Company recorded \$142,500 of stock-based consulting expense.
- On May 23, 2024, the Company issued 85,883 shares of common stock for payment of \$1,718 of accounts payable and accrued interest. The value of the shares issued was \$2,405 based upon the share price of the Company's common stock on the date the Company agreed to issue the common stock. The Company included \$687 in loss on debt extinguishment for the three and nine months ended June 30, 2024.
- On January 18, 2024, the Company issued 5,000,000 shares of common issued for services. The Company valued the shares at \$104,000 based on the price of the common stock on the date the Company agreed to issue the shares. The shares were issued pursuant to a one-year consulting agreement beginning January 1, 2024. The company will amortize the value over the term of the contract. For the three and nine months ended June 30, 2024, the Company recorded \$26,000 and \$52,000, respectively, of stock-based consulting expense.
- On January 12, 2024, the Company issued 2,227,661 shares of common stock for payment of \$55,124 of accounts payable and accrued interest. The value of the shares issued was \$46,336 based upon the share price of the Company's common stock on the date the Company agreed to issue the common stock. The Company recorded an \$8,788 gain on debt extinguishment for the nine months ended June 30, 2024.
- On December 14, 2023, the Company issued 6,000,000 shares of common issued for services. The Company valued the shares at \$169,200 based on the price of the common stock on the date the Company agreed to issue the shares and is included in stock-based consulting expense for the nine months ended June 30, 2024.
- On November 30, 2023, the Company issued 1,887,750 shares of common stock for payment of \$46,826 of accounts payable and accrued interest. The value of the shares issued was \$50,781 based upon the share price of the Company's common stock on the date the Company agreed to issue the common stock. The Company included \$3,955 in loss on debt extinguishment for the nine months ended June 30, 2024.

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During the three and nine months ended June 30, 2023, the following shares of common stock were issued:

- 17,750,000 shares of common issued for services including 10,000,000 shares issued in the three months ended June 30, 2023. The Company valued the shares at \$1,082,575 (including \$400,000 for the three months ended June 30, 2023) based on the price of the common stock on the date the Company agreed to issue the shares.
- 750,000 shares issued for payment of \$30,000 of accounts payable. The value of the shares issued was \$39,375 based upon the share price of the Company's common stock on the date the Company agreed to issue the common stock. The Company included \$9,375 in loss on debt extinguishment for the nine months ended June 30, 2023.
- 288,000 shares of common issued for payment of \$7,200 of accrued interest on convertible notes. The Company valued the shares at \$11,812 based on the price of the common stock on the date the Company agreed to issue the shares. The Company included \$4,612 in loss on debt extinguishment for the three and nine months ended June 30, 2023.
- 54,750 shares of common stock were issued in settlement of stock payable.
- 4,000,000 shares of common stock were issued pursuant to a stock subscription agreement. The Company sold the shares for \$0.02 and sold 1) warrants to purchase 4,000,000 shares of common stock for \$10,000. The warrant has an exercise price of \$0.02 and expires July 1, 2024. The Company also sold for \$10,000 warrants to purchase 200,000 shares of RM Stock for \$1.00 with an expiry date of July 1, 2024.
- 500,000 shares of common stock were issued for payment of accounts payable and accrued expenses, related party. The shares were valued at \$0.11076 per share, the market price, on the date the Company agreed to issue the shares, with total value of \$55,393.

Preferred Stock

The Company has 100,000,000 shares authorized as preferred stock, par value \$0.001 (the "Preferred Stock"), which such Preferred Stock shall be issuable in such series, and with such designations, rights and preferences as the Board of Directors may determine from time to time.

Series C Preferred Stock

Under the terms of the Certificate of Designation of Series C Preferred Stock, 12,000,000 shares of the Company's preferred shares are designated as Series C Preferred Stock. Each share of Series C Preferred Stock is convertible into one hundred shares Common Stock and each share of Series C Preferred Stock is entitled to one hundred votes. As of June 30, 2024, and September 30, 2023, there were 600,000 shares of Series C Preferred Stock issued and outstanding.

Series D Preferred Stock

On September 30, 2020, the Company filed an Amended and Restated Certificate of Designation with the State of Nevada of the Company's Series D Preferred Stock. Under the terms of the Amendment to Certificate of Designation of Series D Preferred Stock, 10,000,000 shares of the Company's preferred shares are designated as Series D Preferred Stock. Each share of Series D Preferred Stock is convertible into one share of fully paid and non-assessable Common Stock. For so long as any shares of the Series D Preferred Stock remain issued and outstanding, the Holders thereof, voting separately as a class, shall have the right to vote on all shareholder matters equal to two times the sum of all the number of shares of other classes of Corporation capital stock eligible to vote on all matters submitted to a vote of the stockholders of the Corporation. As of June 30, 2024, and September 30, 2023, there were 50,000 shares of Series D Preferred Stock issued and outstanding.

Series E Preferred Stock

On June 2, 2021, the Company filed a Certificate of Designation with the State of Nevada. Under the terms of the Certificate of Designation 13,650,000 (as amended on June 10, 2021) were designated as Series E Preferred Stock. Each share of Series E Preferred Stock is convertible into one share of fully paid and non-assessable Common Stock. For so long as any shares of the Series E Preferred Stock remain issued and outstanding, the Holders thereof, voting separately as a class, shall have the right to vote one share on all matters submitted to a vote of the stockholders of the Corporation. As of June 30, 2024, and September 30, 2023, there were no shares of Series E Preferred stock issued and outstanding.

Series F Preferred Stock

On November 24, 2021, the Company filed a Certificate of Designation with the State of Nevada. Under the terms of the Certificate of Designation 59,270,000 were designated as Series F Preferred Stock. Each share of Series F Preferred Stock is convertible into one share of fully paid and non-assessable Common Stock at any time by the holder. For so long as any shares of the Series F Preferred Stock remain issued and outstanding, the Holders thereof, voting separately as a class, shall have the right to vote one share on all matters submitted to a vote of the stockholders of the Corporation. The Series F Preferred Stock automatically converts to common stock after the shares of common stock closing market price is at least \$0.20 for twenty (20) consecutive trading days. As of June 30, 2024, and September 30, 2023, the Company has sold all 59,270,000 shares of Series F Preferred Stock at \$0.05 per share (with total proceeds of \$2,963,750), and the holders have converted all the 59,270,000 shares of Series F Preferred Stock to 59,270,000 shares of common stock, there were no shares of Series F Preferred Stock issued and outstanding.

Stock Options

On February 1, 2023, pursuant to a three-year consulting agreement, the Company granted an option to purchase 10,000,000 shares of common stock with an exercise price of \$0.02 and an expiration date of July 1, 2025. The options vest over a two-year period at the rate of 25% every six months beginning on the six-month anniversary date of the agreement. The Company valued the option at \$639,543 and will amortize the value over the three-year term of the agreement. For the three and nine months ended June 30, 2024, 0 and 2,500,000 options vested.

On March 3, 2023, pursuant to a one-year consulting agreement, the Company granted an option to purchase 10,000,000 shares of common stock with an exercise price of \$0.02 and an expiration date of July 1, 2025. The options vest over a two-year period at the rate of 25% every six months beginning on the six-month anniversary date of the agreement. The Company valued the option at \$449,651 and will amortize the value over the one-year term of the agreement. For the three and nine months ended June 30, 2024, 0 and 2,500,000 options vested.

The following table summarizes activities related to stock options of the Company for the nine months ended June 30, 2024, and the year ended September 30, 2023.

	Number of Options	Weighted- Average Exercise Price per Share	Weighted- Average Remaining Life (Years)
Outstanding at October 1, 2022	-	\$ -	-
Issued	20,000,000	0.02	2.37
Outstanding at September 30, 2023	20,000,000	\$ 0.02	1.75
Exercisable at September 30, 2023	5,000,000	\$ 0.02	-
Outstanding at June 30, 2024	20,000,000	\$ 0.02	1.00
Exercisable at June 30, 2024	10,000,000	\$ 0.02	-

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As of June 30, 2024, and September 30, 2023, 10,000,000 and 15,000,000 options to purchase shares of common stock remain unvested, with an unvested value of \$544,597 and \$816,896, respectively. In addition, in connection with these options, \$337,536 and \$684,777 of stock compensation expense remains unrecognized as of June 30, 2024, and September 30, 2023, respectively, and is being expensed over a weighted average period of 1.25 and 2.37 years from the date of the grant.

Warrants

On February 1, 2023, pursuant to a three-year consulting agreement, the Company granted a warrant to purchase 250,000 shares of RM common stock with an exercise price of \$1.00 and an expiration date of July 1, 2025. The Company valued the warrant at \$624,458 and will amortize the value over the three-year term of the agreement. For the three and nine months ended June 30, 2024, the Company has included \$52,038 and \$156,114, respectively, in General and Administrative expenses- related party.

On February 8, 2023, an investor paid \$5,000 to acquire a warrant to purchase 2,000,000 shares of common stock. The warrant has an exercise price of \$0.02 per share and expires July 1, 2024. The Company also issued a warrant to purchase 100,000 shares of RM Stock, with an exercise price of \$1.00 and an expiration date of July 1, 2025, as amended.

On February 10, 2023, pursuant to a convertible note with a current shareholder of the Company, the Company issued a warrant to the investor to purchase 2,000,000 shares of common stock at an exercise price of \$0.025 per share and an expiration date of July 1, 2025. The Company valued the warrant at \$79,914, based on the Black Scholes option pricing model. The Company also issued a warrant to purchase 100,000 shares of RM Stock at an exercise price of \$1.00 and an expiration date of July 1, 2025. The Company valued the RM Stock warrant at \$249,811, based on the Black Scholes option pricing model. The Company applied \$43,416 to the note as a discount based on the allocations of the fair values of the warrants and the note. The Company will charge the note discount to interest expense over the term of the note. For the three and nine months ended June 30, 2024, the Company recorded interest expense of \$7,662 and \$22,985, respectively.

On March 1, 2023, an investor paid \$5,000 to acquire a warrant to purchase 2,000,000 shares of common stock. The warrant has an exercise price of \$0.02 per share and expires July 1, 2024. The Company also issued a warrant to purchase 100,000 shares of RM Stock, with an exercise price of \$1.00 and an expiration date of July 1, 2025, as amended.

On March 3, 2023, pursuant to a convertible note with a current shareholder of the Company, the Company issued a warrant to the investor to purchase 2,000,000 shares of common stock at an exercise price of \$0.025 per share and an expiration date of July 1, 2025. The Company valued the warrant at \$89,916, based on the Black Scholes option pricing model. The Company also issued a warrant to purchase 100,000 shares of RM Stock at an exercise price of \$1.00 and an expiration date of July 1, 2025. The Company valued the RM Stock warrant at \$249,822, based on the Black Scholes option pricing model. The Company applied \$43,585 to the note as a discount based on the allocations of the fair values of the warrants and the note. The Company will charge the note discount to interest expense over the term of the note. For the three and nine months ended June 30, 2024, the Company recorded interest expenses of \$7,692 and \$23,075, respectively.

On March 3, 2023, pursuant to a one-year consulting agreement with a Company shareholder, the Company issued to the shareholder a warrant to purchase 250,000 shares of RM Stock with an exercise price of \$1.00 and an expiration date of July 1, 2025. The Company valued the warrant at \$624,556 and will amortize the value over the one-year term of the agreement. For the three and nine months ended June 30, 2024, the Company has included \$0 and \$260,232, in general and administrative expenses.

On April 1, 2024, pursuant to a consulting agreement, the Company issued a warrant to purchase 50,000 shares of RM Stock that vested immediately and with an exercise price of \$1.50 and an expiration date of April 1, 2025. The Company valued the warrant at \$119,348 based on the Black Scholes option pricing model. The following assumptions were utilized in the Black-Scholes valuation of this immediately vested warrant during the three and nine months ended June 30, 2024, risk free interest rate of 5.03%, volatility of 145% and an exercise price of \$1.50. Accordingly, \$119,348 has been expensed for the three and nine months ended June 30, 2024, in general and administrative expenses.

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The following table summarizes activities related to warrants of the Company for the year ended September 30, 2023, and the nine months ended June 30, 2024.

	Number of Warrants	Weighted Average Exercise Price Per Share	Weighted Average Remining Life (Years)
Outstanding at October 1, 2022	-0-	\$ -0-	-0-
Issued	8,000,000	0.0225	1.86
Outstanding and exercisable at September 30, 2023	8,000,000	\$ 0.0225	1.25
Outstanding and exercisable at June 30, 2024	8,000,000	\$ 0.0225	1.00

The following table summarizes activities related to warrants to purchase RM Stock from the Company for the year ended September 30, 2023, and the nine months ended June 30, 2024.

	Number of Warrants	Weighted Average Exercise Price Per Share	Weighted Average Remining Life (Years)
Outstanding at October 1, 2022	-0-	\$ -0-	-0-
Issued	900,000	1.00	2.15
Outstanding and exercisable at September 30, 2023	900,000	\$ 1.00	1.53
Issued	50,000	1.50	1.00
Outstanding and exercisable at June 30, 2024	950,000	\$ 1.03	0.99

NOTE 9 - COMMITMENTS AND CONTINGENCIES

On November 24, 2020, a plaintiff (the "Plaintiff") filed a complaint in the State District Court for Clark County, Nevada, naming Cytta as a Defendant. The Plaintiff contended that the Company had breached a written contract, or, in the alternative was liable to the Plaintiff for unjust enrichment. Cytta contended that no contract formation had ever occurred and that it had not been unjustly enriched by the Plaintiff. On or about January 15, 2021, the Defendant filed an Answer and Counterclaim in the litigation and contended that in fact the Plaintiff owed money to Cytta. A bench trial was held in June of 2022. In May of 2023, the Court which had presided over the bench trial ruled against the Plaintiff and in favor of Cytta, rejecting all the Plaintiff's claims against Cytta. The Court also awarded damages to Cytta, and against the Plaintiff, on one of Cytta's counterclaims, and subsequently also ruled that Cytta is entitled to recover certain of its costs and fees from the Plaintiff. The Plaintiff's lawyer subsequently withdrew from representing the Plaintiff. The Plaintiff thereafter filed a pro se appeal without a lawyer. That Pro Se appeal has now been dismissed.

On July 19, 2022, the Company entered an Investor Awareness Advisory Services Agreement with a third party. Pursuant to the agreement in exchange for \$10,000 per month over the three-month term (the "Term") of the agreement, the third party will provide investor awareness advisory services (the "Services"). In addition, at the end of the Term, based upon the Company's satisfaction with the Services, the Company will issue 500,000 shares of common stock to the provider's designee. The shares were issued in December 2022. The Company recorded stock-based compensation expense of \$50,000 for the nine months ended June 30, 2023.

On August 4, 2022 (the "Effective Date"), the Company entered a Consulting Agreement with a third party. Pursuant to the agreement in exchange for 1,300,000 shares of restricted common stock over the one-year term of the agreement, the third party will provide financial consulting services to the Company. The shares are to be issued on a pro-rata basis, whereby the initial 325,000 shares were issued on August 8, 2022, with an additional issuance of 325,000 shares to be issued every 90 days thereafter. On December 2, 2022, February 14, 2023, and May 4, 2023, the Company recorded the remaining tranches, respectively, of 325,000 shares. The Company recorded stock-based compensation expense of \$50,050 and \$150,150 for the three and nine months ended June 30, 2023, respectively.

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On November 16, 2022 (the “Effective Date”), the Company entered a Consulting Agreement with a third party. Pursuant to the agreement in exchange for 1,000,000 shares of restricted common stock over the one-year term of the agreement the third party will provide financial consulting services to the Company. On December 5, 2022, the Company issued 500,000 shares and 500,000 shares were issued August 5, 2023. The Company recorded stock-based compensation expense of \$43,000 and \$86,000 for the three and nine months ended June 30, 2023, including \$43,000 for accruing the next issuance of 500,000 shares of common stock to be issued in August 2023.

On December 2, 2022 (the “Effective Date”), the Company entered a Consulting Agreement with a third party. Pursuant to the agreement in exchange for 1,000,000 shares of restricted common stock. The shares were issued December 5, 2022. The Company recorded stock-based compensation expense of \$100,000 for the nine months ended June 30, 2023.

On December 5, 2022, the Company issued 1,200,000 shares of common stock for services rendered pursuant to a consulting agreement. The Company also agreed to pay a monthly fee of \$5,000 per month. The Company recorded stock-based compensation expense of \$120,000 for the nine months ended June 30, 2023. Additionally for the nine months ended June 30, 2023, the Company recorded stock compensation expense of \$55,393, for the issuance of 500,000 shares of restricted common stock. The shares were issued February 14, 2023.

Effective February 1, 2023, the Company entered a Consulting Executive Officer Agreement with a three- year term to an entity to provide the services of a Chief Operating Officer (the “COO”) of the Company. On October 1, 2023, the BOD also appointed the COO as the President. Pursuant to the agreement, the Company agreed to a monthly fee of \$10,000, and the issuance of 250,000 shares per month, to be certificated semi-annually. The monthly fee was increased to \$15,000 per month effective September 1, 2023. For the three and nine months ended June 30, 2024, the Company recorded an expense of \$19,375 and \$58,750 related to the 250,000 shares per month. For the three and nine months ended June 30, 2023, the Company recorded an expense of \$33,675 and \$56,200 related to the 250,000 shares per month for February through June 2023. On May 8, 2024, the Company issued 3,000,000 shares of common stock for the months of February 2023, through January 2024. On May 11, 2023, the Company issued 5,000,000 shares to the Company’s COO as a bonus pursuant to their Consulting Agreement. The Company valued the shares at \$0.04 per share and included stock-based compensation expense-related party of \$200,000 for the three and nine months ended June 30, 2023.

Additionally, the Company granted an option to purchase 10,000,000 shares of the Company’s common stock at \$0.02 per share with an expiry date of July 1, 2025 (the “CYCA Option”). The CYCA option vests at the rate of 25% beginning on the first six-month anniversary of the agreement, as well as a warrant to purchase 250,000 shares of the Reticulate Micro common stock the Company owns (the “RM Warrant”). The RM Warrant has an exercise price of \$1.00 per share and an expiry date of July 1, 2025. The Company valued the CYCA Option at \$639,543 based on the Black-Scholes option pricing method and will be amortized through the term of the agreement, and accordingly, \$53,295, and \$159,885 is included in stock-based compensation expense-related party for the three and nine months ended June 30, 2024, respectively, and \$53,295, and \$88,825 is included in stock-based compensation expense-related party for the three and nine months ended June 30, 2023, respectively. The Company valued the RM Warrant at \$624,458 based on the Black-Scholes option pricing method and will be amortized through the term of the agreement, and accordingly, \$52,038, and \$156,114 is included in stock-based compensation expense-related party for the three and nine months ended June 30, 2024, respectively, and \$52,038, and \$86,730 is included in stock-based compensation expense-related party for the three and nine months ended June 30, 2023, respectively.

On March 3, 2023, the Company entered a Consulting Agreement with an investor. Pursuant to the agreement, the Company issued 2,000,000 shares of common stock for one year of services. The Company valued the shares at \$80,000 based on the price of the common stock on the date the Company agreed to issue the common stock. The Company also issued the consultant 1) an option to purchase 10,000,000 shares of the Company’s common stock at an exercise price of \$0.02 per share with an expiry date of July 1, 2025. The options vest over the two-year period in 25% increments beginning on the six- month anniversary of the agreement and 2) a warrant to purchase 250,000 shares of RM Stock at an exercise price of \$1.00 per share with an expiry date of July 1, 2025. The option to purchase the Company’s common stock was valued at \$449,651 based on the Black Scholes option pricing model and will be amortized over the one-year term of the agreement. For the three and nine months ended June 30, 2024, \$0 and \$187,355 is included in stock-based compensation expense. The warrant to purchase the RM Stock was valued at \$624,556 based on the Black Scholes option pricing model and will be amortized over the one-year term of the agreement. For the three and nine months ended June 30, 2024, \$0 and \$260,232 is included in stock-based compensation expense. On May 11, 2023, the Company issued an additional 5,000,000 shares to the Consultant. On December 6, 2023, the Company agreed to issue an additional 6,000,000 shares of common stock. The Company valued the 6,000,000 shares at \$0.0282 per share and included stock-based compensation expense of \$169,200 for the nine months ended June 30, 2024. On May 16, 2024, the Company agreed to issue an additional 2,500,000 shares of common stock. The Company valued the 2,500,000 shares at \$0.03 per share and included stock-based compensation expense of \$75,000 for the three and nine months ended June 30, 2024.

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On April 1, 2023, the Company entered a Consulting Agreement with a third party for marketing services in exchange for 250,000 shares of restricted common stock. The shares vest in 12 equal amounts of 20,833. For the nine months ended June 30, 2024, the Company has recorded stock-based compensation of \$6,012, with the offset to accounts payable and accrued expenses.

On October 1, 2023, the Company entered into a one-year Agreement for Board of Advisor Services with a third party to provide general technical, AI, sales, and marketing services in exchange for 3,000,000 shares of common stock. The Company valued the shares at \$80,700 (\$0.0269 per share). The shares are to be issued at the end of the term, and the Company is amortizing the expense over the term of the contract. For the three and nine months ended June 30, 2024, the Company included \$20,175 and \$60,525, respectively, in General and Administrative expenses and in accounts payable and accrued expenses. Effective May 1, 2024, the Company amended the October 1, 2023, agreement and agreed to issue 7,000,000 shares, of which 5,000,000 were immediately earned and were issued May 16, 2024, and to issue an additional 2,000,000 shares at the end of the term. The Company valued the 5,000,000 shares at \$142,500 (\$0.0285 per share) and the Company is amortizing the expense related to the 2,000,000 shares (valued at \$57,000) over the term of the contract. For the three and nine months ended June 30, 2024, the Company included \$152,000 in General and Administrative expenses and \$9,500 in accounts payable and accrued expenses.

On January 1, 2024, the Company entered into a one-year Consulting Agreement with a third party to provide market awareness services and the identification, evaluation, structuring, negotiating, and closing of joint ventures, strategic alliances, and business acquisitions, in exchange for 3,000,000 shares of common stock. The Company valued the shares at \$62,400 and is amortizing the expense over the term of the contract. For the three and nine months ended June 30, 2024, the Company included \$15,600 and \$31,200, respectively, in General and Administrative expenses. The 30,000,000 shares of common stock were issued May 8, 2024.

On January 2, 2024, the Company entered into a one-year Consulting Agreement with a third party to provide market awareness services and the identification, evaluation, structuring, negotiating, and closing of joint ventures, strategic alliances, and business acquisitions, in exchange for a monthly fee of \$10,000 per month and 5,000,000 shares of common stock. The shares were issued on January 18, 2024. The Company valued the shares at \$104,000 and is amortizing the expense over the term of the contract. For the three and nine months ended June 30, 2024, the Company included \$26,001 and \$52,002, respectively, in General and Administrative expenses.

On March 19, 2024, the Company entered into a one-year Consulting Agreement with a third party to provide general business, military, governmental, technical, AI, and sales and marketing services, in exchange for 3,000,000 shares of common stock. The Company valued the shares at \$78,000 and is amortizing the expense over the term of the contract. For the nine months ended June 30, 2024, the Company included \$6,500 in General and Administrative expenses and in accounts payable and accrued expenses.

On April 1, 2024, the Company entered an Agreement for Board of Advisor Services with a third party to provide general business, military, governmental, technical, AI, and sales and marketing services, in exchange for 2,500,000 shares of common stock upon execution of the agreement (the "Initial Issuance") and a further 2,500,000 shares of common stock one year after the execution (the "Final Issuance"). The Initial Issuance of 2,500,000 shares of common stock were issued on May 8, 2024. The Company valued the shares at \$137,500 and is amortizing the expense over the term of the contract. For the three and nine months ended June 30, 2024, the Company included \$34,375 in General and Administrative expenses. In connection with the agreement, the Company also agreed to issue a warrant to purchase 50,000 Class A common stock shares of RM Stock owned by the Company, at \$1.50 per share and vested immediately. The warrant to purchase the RM Stock was valued at \$119,348 based on the Black Scholes option pricing model and has been expensed for the three and nine months ended June 30, 2024, in general and administrative expenses.

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On April 23, 2024, the Company entered an Agreement for Board of Advisor Services with a third party to provide assistance to the Company in building its in house development team and manage software projects, in exchange for 3,000,000 shares of common stock. The Company issued 1,500,000 shares of common stock on May 8, 2024, with the balance due on the one-year anniversary of the agreement. The Company valued the shares at \$67,500 and is amortizing the expense over the term of the contract. For the three and nine months ended June 30, 2024, the Company included \$16,877 in General and Administrative expenses.

On April 23, 2024, the Company entered an Agreement for Board of Advisor Services with a third party to provide general business, military, governmental, technical, AI, and sales and marketing services, in exchange for 5,000,000 shares of common stock. The Company issued 2,500,000 shares of common stock on May 8, 2024, with the balance due on the one-year anniversary of the agreement. The Company valued the shares at \$112,500 and is amortizing the expense over the term of the contract. For the three and nine months ended June 30, 2024, the Company included \$28,127 in General and Administrative expenses.

NOTE 10 - LICENSE AGREEMENT

On August 9, 2022, the Company signed an Intellectual Property License Agreement (the “IPLA”) with Reticulate Micro, Inc. (“RM”). Pursuant to the ten-year term (the “Term”) of IPLA, RM agreed to issue to the Company 5,100,000 shares of RM’s Class A Common Stock and a royalty of 5% of net sales during the Term in exchange for the licensing of the Company’s technology related to its SUPR ISR (the Superior Utilization of Processing Resources- Intelligence, Surveillance and Reconnaissance).

RM, a Nevada corporation, was formed on June 22, 2022. Mr. Collins, the Company’s former CTO was a co-founder, and a former Director and President and Treasurer of RM. Mr. Chermak, the Company’s former COO is a co-founder, Director and Vice-president and Secretary of RM. Mr. Ansari is a co-founder and former Director of RM. RM had initially issued 1,600,000, 1,000,000 and 1,000,000 shares of Class B Common Stock to Mr. Collins, Mr. Chermak and Mr. Ansari, respectively. On May 15, 2023, Mr. Collins cancelled his 1,600,000 shares of Class B common stock in exchange for 200,000 shares of Class A common stock. As of June 30, 2024, and September 30, 2023, RM has 2,000,000 Class B Common Stock shares outstanding, respectively. Each share of the Class B Common Stock has voting rights whereby each share of Class B Common Stock equals 100 voting shares. As of June 30, 2024, and September 30, 2023, RM had 10,425,244 and 8,257,714 Class A common stock shares issued and outstanding, respectively. During the three and nine months ended June 30, 2024, the Company has agreed to issue 1,746,978 shares of RM stock in satisfaction of \$2,369,500 of principal of convertible notes and \$71,128 of accrued interest. In connection with such issuance of RM stock in satisfaction of convertible notes principal and accrued and unpaid interest, the Company recognized an amount of \$2,425,106 upon conversion, which was included in the additional paid-in capital for the three and nine months ended June 30, 2024. Accordingly, as of June 30, 2024, and September 30, 2023, the Company’s 3,353,022 and 5,100,000, respectively, shares of Class A Common Stock represent approximately 1.59% and 2.49%, respectively of the voting stock of RM. Each share of the Class B Common stock is also convertible into one share of Class A Common Stock.

The Company accounts for its interest in RM under the cost method of accounting. Due to RM just being formed at the time of the license agreement no value had been assigned to the investment.

NOTE 11 - INCOME TAXES

The Company provides for income taxes under ASC 740, Accounting for Income Taxes. ASC 740 requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse. ASC 740 requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

In assessing the need for a valuation allowance, management must determine that there will be sufficient taxable income to allow for the realization of deferred tax assets. Based upon the historical and anticipated future income, management has determined that the deferred tax assets do not meet the more-likely-than-not threshold for realizability. Accordingly, there is a full valuation allowance provided against the Company’s deferred tax assets as of June 30, 2024, and September 30, 2023.

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A reconciliation of the provision for income taxes determined at the U.S. statutory rate to the Company's effective income tax rate is as follows:

	Nine Months ended June 30, 2024	Nine Months ended June 30, 2023
Pre-tax loss	\$ (3,501,446)	\$ (3,067,036)
U.S. federal corporate income tax rate	21%	21%
Expected U.S. income tax credit	(735,308)	(644,078)
Permanent differences	355,294	394,169
Change of valuation allowance	380,014	249,909
Effective tax expense	<u>\$ —</u>	<u>\$ —</u>

The Company had deferred tax assets as follows:

	June 30, 2024	September 30, 2023
Net operating losses carried forward	\$ 2,353,239	\$ 1,973,226
Less: Valuation allowance	(2,353,239)	(1,973,226)
Net deferred tax assets	<u>\$ —</u>	<u>\$ —</u>

As of June 30, 2024, and September 30, 2023, the Company has approximately \$11,205,900 and \$9,396,000, respectively, net operating loss carryforwards available to reduce future taxable income. As of June 30, 2024, and September 30, 2023, the Company has no material unrecognized tax benefits which would favorably affect the effective income tax rate in future periods and does not believe that there will be any significant increases or decreases of unrecognized tax benefits within the next twelve months. No interest or penalties relating to income tax matters have been imposed on the Company during the three and nine months ended June 30, 2024, and 2023, and no provision for interest and penalties is deemed necessary as of June 30, 2024, and September 30, 2023.

NOTE 12 - DEFERRED REVENUE

The Company records the agreed amounts over the one-year term of the subscription agreements as deferred revenue, classified as a liability on the balance sheet, and amortizes the deferred revenue over the subscription period. For the three and nine months ended June 30, 2024, the Company recognized \$832 and \$3,243 and for the three and nine months ended June 30, 2023, \$8,117, and \$21,941, respectively, of revenue from these agreements. As of June 30, 2024, the balance of deferred revenues of \$4,162 is included in the balance sheet.

NOTE 13 - SUBSEQUENT EVENTS

On August 12, 2024, the Company agreed to issue 45,000 shares of the RM stock it owns to RM, in satisfaction of the RM note payable and accrued and unpaid interest.

The Company has evaluated subsequent events through the date the financial statements were issued. The Company has determined that there are no other such events that warrant disclosure or recognition in the financial statements.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The following is management’s discussion and analysis of certain significant factors that have affected our financial position and operating results during the periods included in the accompanying consolidated financial statements, as well as information relating to the plans of our current management. This report includes forward-looking statements. Generally, the words “believes,” “anticipates,” “may,” “will,” “should,” “expect,” “intend,” “estimate,” “continue,” and similar expressions or the negative thereof or comparable terminology are intended to identify forward-looking statements. Such statements are subject to certain risks and uncertainties, including the matters set forth in this report or other reports or documents we file with the Securities and Exchange Commission from time to time, which could cause actual results or outcomes to differ materially from those projected. Undue reliance should not be placed on these forward-looking statements which speak only as of the date hereof. We undertake no obligation to update these forward-looking statements.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance, or achievements. Except as required by applicable law, including the securities laws of the United States, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). These accounting principles require us to make certain estimates, judgments, and assumptions. We believe that the estimates, judgments, and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments, and assumptions are made. These estimates, judgments, and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements as well as the reported amounts of revenues and expenses during the periods presented. Our financial statements would be affected to the extent there are material differences between these estimates.

The following discussion should be read in conjunction with our unaudited financial statements and the related notes that appear elsewhere in this Quarterly Report on Form 10-Q.

THE COMPANY

Cytta Corp., (“Cytta” or the “Company”) was incorporated on May 30, 2006, under the laws of the State of Nevada. It is located in Las Vegas, Nevada. Cytta is in the business of imagineering, developing and securing disruptive technologies.

Results of Operations for the three and nine months ended June 30, 2024, and 2023:

Revenues for the three and nine months ended June 30, 2024, were \$832 and \$3,243, respectively, compared to \$8,117 and \$21,941 for the three and nine months ended June 30, 2023, respectively, were from deferred revenue on subscription agreements being recognized.

Revenues consist of our proprietary software, integration consulting services, tech support and product maintenance billed to the customer. Revenues decreased for the three and nine months ended June 30, 2024, compared to the three and nine months ended June 30, 2023, due to the lower deferred revenue recognized on subscription agreements entered into and being recognized in the current quarter.

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Operating expenses increased by \$14,046 and \$143,644, respectively, for the three and nine months ended June 30, 2024, compared to three and nine months ended June 30, 2023, as shown in the table below:

Description	Three months ended June 30,		Nine months ended June 30,	
	2024	2023	2024	2023
Related party expenses (excluding stock-based compensation)	\$ 97,725	\$ 75,000	\$ 277,725	\$ 385,737
Stock based compensation	575,127	608,377	1,317,127	1,445,237
Stock based compensation, officers	124,708	339,008	374,750	431,755
Professional fees	51,460	58,037	157,961	171,592
Consulting expenses (excluding stock-based compensation)	237,375	111,500	459,375	311,387
Depreciation expense	10,019	10,908	31,103	34,550
Software and demo expenses	743	444	188,203	26,229
General and Administrative, officers	3,798	5,234	9,603	13,128
Auto, travel and entertainment	13,855	9,608	35,744	57,038
Rent expense	6,748	6,515	19,930	19,206
Transfer agent and filing fees	11,255	8,924	27,865	24,241
Investor relations	147,520	27,855	237,001	78,267
Loss (gain) on debt extinguishment	(9,457)	4,613	(14,291)	4,613
Other operating expenses	24,871	15,678	69,813	45,285
Total	\$ 1,295,747	\$ 1,281,701	\$ 3,191,909	\$ 3,048,265

For the three and nine months ended June 30, 2024, and 2023, the Company recorded expenses to related parties in the following amounts:

Description	Three months ended June 30,		Nine months ended June 30,	
	2024	2023	2024	2023
CEO-Management fees	\$ 45,000	\$ 45,000	\$ 135,000	\$ 150,000
Chief Technology Officer (CTO)	-	-	-	105,000
Chief Administration Officer (CAO)	-	-	-	55,000
Chief Operation Officer (COO)	45,000	30,000	135,000	50,000
Office rent and expenses	7,725	-	7,725	25,737
Total	\$ 97,725	\$ 75,000	\$ 277,725	\$ 385,737

On January 1, 2022, the Company increased the monthly fee from \$15,000 to \$18,000 for the CEO and CTO, respectively, and on February 1, 2022, the monthly fee for the CEO and CTO was increased to \$20,000. Effective January 1, 2023, the monthly fee for the CEO and CTO was reduced to \$15,000. Effective April 1, 2023, the Company was no longer compensating the CTO and did not incur any additional office CTO rent and expenses.

Effective February 1, 2023, the Company entered a Consulting Executive Officer Agreement with a three- year term to an entity to provide the services of a Chief Operating Officer (the “COO”) of the Company. The monthly fee was increased to \$15,000 per month effective September 1, 2023. On October 1, 2023, the BOD also appointed the COO as the President.

On October 25, 2020, the Company entered a sublease with its CTO, whereby the Company agreed to an annual lease payment of \$50,000. On October 26, 2021, the Company renewed the lease for an additional year for \$3,500 per month, and on October 26, 2022, the lease was renewed on a month-to-month basis. The last month to month lease payment was for March 2023, and accordingly, there is no rent expense for the three and nine months ended June 30, 2024, related to this lease. Included in office rent for the nine months ended June 30, 2023, is \$21,000 respectively.

Stock based compensation, officers for the three and nine months ended June 30, 2024, was comprised pursuant to the agreement with the COO to issue 250,000 shares per month, to be certificated semi-annually. On May 8, 2024, the Company issued 3,000,000 shares of common stock for the months of February 2023, through January 2024. Additionally, the Company granted an option to purchase 10,000,000 shares of the Company’s common stock at \$0.02 per share with an expiry date of July 1, 2025 (the “CYCA Option”). The CYCA option vests at the rate of 25% beginning on the first six-month anniversary of the agreement, as well as a warrant to purchase 250,000 shares of the Reticulate Micro common stock the Company owns (the “RM Warrant”). The RM Warrant has an exercise price of \$1.00 per share and an expiry date of July 1, 2025.

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For the three and nine months ended June 30, 2024, the Company recorded an expense of \$19,375 and \$58,750 related to the 250,000 shares per month. For the three and nine months ended June 30, 2023, the Company recorded an expense of \$33,675 and \$56,200, respectively, related to the 250,000 shares per month. The Company valued the CYCA Option at \$639,543 based on the Black-Scholes option pricing method and will be amortized through the term of the agreement, and accordingly, \$53,295, and \$159,885 is included in stock-based compensation expense-related party for the three and nine months ended June 30, 2024, and \$53,295 and \$88,825 is included in stock-based compensation expense-related party for the three and nine months ended June 30, 2023. The Company valued the RM Warrant at \$624,458 based on the Black-Scholes option pricing method and will be amortized through the term of the agreement, and accordingly, \$52,038, and \$156,114 is included in stock-based compensation expense-related party for the three and nine months ended June 30, 2024, and \$52,038 and \$86,730 is included in stock-based compensation expense-related party for the three and nine months ended June 30, 2023. On May 11, 2023, the Company issued 5,000,000 shares to the Company's COO as a bonus pursuant to their Consulting Agreement. The Company valued the shares at \$0.04 per share and included stock-based compensation expense-related party of \$200,000 for the three and nine months ended June 30, 2023.

Stock based expense for the three and nine months ended June 30, 2024, were related to shares issued to consultants of \$300,000 and \$469,200, respectively and the amortization of common stock (pursuant to the terms of each consultant's contracts), options and warrants of \$275,127 and \$847,927, respectively.

Stock based expense for the three and nine months ended June 30, 2023, were related to shares issued to consultants of \$200,000 and \$802,950, respectively, as well as the amortization of warrants of \$268,552 and \$502,462 for the three and nine months ended June 30, 2023. Additionally, for the three and nine months ended June 30, 2023, the Company recorded stock-based compensation expense of \$139,825 and recorded accrued liabilities for the stock to be issued.

During the nine months ended June 30, 2024, software and demo expenses increased due to the Company during the nine months ending June 30, 2024, engaging consultants in the transitioning from the product software development stage to the full SaaS commercial release stage of Cytta's proprietary technologies, including the CyttaCARES system for schools and the CyttaCOMMS IGAN Incident Command System.

Consulting expenses increased for the three and nine months ended June 30, 2024, as a result of additional consultants engaged beginning January 1, 2024.

Investor relations fees increased for the three- and nine-months ending June 30, 2024, compared to the three- and nine-months ending June 30, 2023. The increases were primarily a result of the Company engaging additional consultants as well as the Company attending trade shows and conferences to expose the Company to potential investors.

Other expense, net, for the three and nine months ended June 30, 2024, was \$158,862 and \$312,780, respectively, compared to \$29,433 and \$40,712, for the three and nine months ended June 30, 2023.

Description	Three months ended June 30,		Nine months ended June 30,	
	2024	2023	2024	2023
Interest expense	\$ 159,041	\$ 29,528	\$ 313,282	\$ 40,862
Interest income	(179)	(95)	(502)	(150)
Total	\$ 158,862	\$ 29,433	\$ 312,780	\$ 40,712

The increase in interest expense for the three and nine months ended June 30, 2024, is primarily a result of the interest on the significantly higher face value of convertible notes, as well as the amortization of note discounts.

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The following tables set forth key components of our balance sheets as of June 30, 2024, and September 30, 2023.

	<u>June 30,</u> <u>2024</u>	<u>September 30,</u> <u>2023</u>
Current Assets	\$ 2,346,290	\$ 1,661,800
Long term assets	\$ 306,937	\$ 639,334
Total Assets	\$ 2,653,227	\$ 2,301,134
Current Liabilities	\$ 2,548,000	\$ 2,561,493
Total Liabilities	\$ 2,548,000	\$ 2,561,493
Stockholders' Equity (Deficit)	\$ 105,227	\$ (260,359)
Total Liabilities and Stockholders' Equity (Deficit)	\$ 2,653,227	\$ 2,301,134

Liquidity and Capital Resources

As of June 30, 2024, we had limited operating capital. Our current capital and our other existing resources will not be sufficient to provide the working capital needed for our current business. Additional capital will be required to meet our obligations, and to further expand our business. We may be unable to obtain the additional capital required. Our inability to generate capital or raise additional funds when required will have a negative impact on our business development and financial results. These conditions raise substantial doubt about our ability to continue as a going concern as well as our recurring losses from operations and the need to raise additional capital to fund operations. This “going concern” could impair our ability to finance our operations through the sale of debt or equity securities.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As of June 30, 2024, the Company had an accumulated deficit of \$36,104,926 and has also generated losses since inception. These factors, among others, raise substantial doubt about the ability of the Company to continue as a going concern.

As of June 30, 2024, we had cash of \$1,717,203 compared to \$674,824 at September 30, 2023. As of June 30, 2024, we had current assets of \$2,346,290 and current liabilities of \$2,548,000, which resulted in a working capital deficit of \$201,710. The current liabilities are comprised of accounts payable and accrued expenses, related party payables, deferred revenue, convertible notes payable, note payable, and dividends payable.

Operating Activities

For the nine months ended June 30, 2024, net cash used in operating activities was \$1,411,364 compared to \$1,118,104 for the nine months ended June 30, 2023. For the nine months ended June 30, 2024, our net cash used in operating activities was primarily attributable to the net loss of \$3,501,446 adjusted by stock-based compensation of \$1,691,877, amortization of note discounts of \$46,060, Gain on debt extinguishment of \$14,291 and amortization and depreciation of \$31,103. Net changes of \$335,333 in operating assets and liabilities decreased the cash used in operating activities.

For the nine months ended June 30, 2023, our net cash used in operating activities was primarily attributable to the net loss of \$3,067,036 adjusted by stock-based compensation of \$1,876,993, depreciation of \$34,550, and non-cash interest expense of \$22,661. Net changes of \$14,728 in operating assets and liabilities decreased the cash used in operating activities.

Investing Activities

For the nine months ended June 30, 2024, the Company spent \$14,707 for the purchase of property and equipment. For the nine months ended June 30, 2023, there was no cash flow from investing activities.

Financing Activities

For the nine months ended June 30, 2024, the Company received \$2,468,450 in exchange for the issuance of various convertible promissory notes.

For the nine months ended June 30, 2023, cash provided by financing activities was \$850,000; comprised of \$100,000 from sale of common stock and warrants, \$710,000 from the issuance of convertible promissory notes and \$40,000 from the issuance of a promissory note.

Critical Accounting Policies and Estimates

Our significant accounting policies are summarized in Note 3 of our financial statements. While all these significant accounting policies impact our financial condition and results of operations, we view certain of these policies as critical. Policies determined to be critical are those policies that have the most significant impact on our financial statements and require management to use a greater degree of judgment and estimates. Actual results may differ from those estimates. Our management believes that given current facts and circumstances, it is unlikely that applying any other reasonable judgments or estimate methodologies would cause an effect on our results of operations, financial position or liquidity for the periods presented in this report.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in convertible instruments in accordance with ASC 815, *Derivatives and Hedging Activities*.

GAAP requires companies to bifurcate conversion options from their host instruments and account for them as free-standing derivative financial instruments according to certain criteria. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not remeasured at fair value under other GAAP with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

In August 2020, the FASB issued Accounting Standards Update 2020-06 (ASU 2020-06). ASU 2020-06 eliminates the beneficial conversion feature and cash conversion models in Accounting Standards Codification 470-20 that require separate accounting for embedded conversion features in convertible instruments. The new guidance also eliminates some of the conditions that must be met for equity classification under ASC 815-40-25. The standard is effective for smaller reporting companies for annual periods beginning after December 15, 2023. Early adoption is permitted. The Company chose to early adopt this standard. As a result, financial results contained herein are reported in accordance with this standard as applicable.

The convertible debt issued by the company referred to in Note 7, did not require separate accounting for the conversion feature as it was not considered to be a derivative. The company issued warrants in connection with the debt financing and in accordance with ASC 470-20-25-2 the proceeds from the sale of the debt instruments have been allocated to the debt and warrants based on the relative fair value of the two components. The amount allocated to the warrants has been recorded as a debt discount to be amortized of the life of the note.

Fair value of financial instruments

The Company measures assets and liabilities at fair value based on an expected exit price as defined by the authoritative guidance on fair value measurements, which represents the amount that would be received on the sale of an asset or paid to transfer a liability, as the case may be, in an orderly transaction between market participants. As such, fair value may be based on assumptions that market participants would use in pricing an asset or liability. The authoritative guidance on fair value measurements establishes a consistent framework for measuring fair value on either a recurring or nonrecurring basis whereby inputs, used in valuation techniques, are assigned a hierarchical level.

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The following are the hierarchical levels of inputs to measure fair value:

- Level 1 - Observable inputs that reflect quoted market prices in active markets for identical assets or liabilities.
- Level 2 - Inputs reflect quoted prices for identical assets or liabilities in markets that are not active; quoted prices for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for the assets or liabilities; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Unobservable inputs reflecting the Company's assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

The carrying amounts of the Company's financial assets and liabilities, such as cash, prepaid expenses, accounts payable and accrued expenses, related party liabilities, dividends payable, convertible notes payable and note payable, approximate their fair values because of the short maturity of these instruments.

Stock-Based Compensation

The Company accounts for its stock based compensation under the recognition and measurement principles of the fair value recognition provisions of Statement of Financial Accounting Standards No. 123 (revised 2004) "Share-Based Payment" ("SFAS No. 123R")(ASC 718) using the modified prospective method for transactions in which the Company obtains employee services in share-based payment transactions and the Financial Accounting Standards Board Emerging Issues Task Force Issue No. 96-18 "Accounting For Equity Instruments That Are Issued To Other Than Employees For Acquiring, Or In Conjunction With Selling Goods Or Services" ("EITF No. 96-18") for share-based payment transactions with parties other than employees provided in SFAS No. 123(R) (ASC 718). All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the third-party performance is complete or the date on which it is probable that performance will occur.

Off Balance Sheet Arrangements

We have no off-balance sheet arrangements, including arrangements that would affect our liquidity, capital resources, market risk support and credit risk support or other benefits.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Not Applicable.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of June 30, 2024. Based on the evaluation of these disclosure controls and procedures, and in light of the material weaknesses found in our internal controls over financial reporting, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective for the reasons discussed below.

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A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. In its assessment of the effectiveness of internal control over financial reporting as of June 30, 2024, the Company determined that there were control deficiencies that constituted material weaknesses, as described below.

1. We do not have an Audit Committee – While not being legally obligated to have an audit committee, it is the management's view that such a committee, including a financial expert member, is an utmost important entity level control over the Company's financial statement. Currently the Board of Directors acts in the capacity of the Audit Committee and does not include a member that is considered to be independent of management to provide the necessary oversight over management's activities.
2. We did not maintain appropriate cash controls – As of June 30, 2024, the Company has not maintained sufficient internal controls over financial reporting for cash, including failure to segregate cash handling and accounting functions, and did not require dual signatures on the Company's bank accounts.

Accordingly, the Company concluded that these control deficiencies resulted in a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis by the company's internal controls.

Our management, including our Chief Executive Officer and our Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected.

Changes in Internal Controls over Financial Reporting

There has been no change in our internal control over financial reporting occurred during the three and nine months ended June 30, 2024, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

None.

Item 1A. RISK FACTORS

Not applicable for smaller reporting companies.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following represents all shares issued during the quarter ended June 30, 2024:

On April 24, 2024, the Company issued 17,951 shares of restricted common stock in settlement of \$449 of accrued interest.

On April 24, 2024, the Company issued 89,753 shares of restricted common stock in settlement of \$2,244 of accrued interest.

On April 24, 2024, the Company issued another 89,753 shares of restricted common stock in settlement of \$2,244 of accrued interest.

On April 24, 2024, the Company issued 1,804,044 shares of restricted common stock in settlement of \$45,102 of accrued interest.

On April 24, 2024, the Company issued 44,877 shares of restricted common stock in settlement of \$1,121 of accrued interest.

On April 24, 2024, the Company issued another 44,877 shares of restricted common stock in settlement of \$1,122 of accrued interest.

On April 24, 2024, the Company issued 112,192 shares of restricted common stock in settlement of \$2,244 of accrued interest.

On April 24, 2024, the Company issued 74,959 shares of restricted common stock in settlement of \$1,874 of accrued interest.

On April 24, 2024, the Company issued 4,932 shares of restricted common stock in settlement of \$123 of accrued interest.

On April 24, 2024, the Company issued 2,466 shares of restricted common stock in settlement of \$61 of accrued interest.

On April 24, 2024, the Company issued 3,000,000 shares of restricted common stock in settlement of \$108,250 of accrued expenses, related.

On April 24, 2024, the Company issued 3,000,000 shares of restricted common stock in exchange for consulting services provided to the Company. The shares were valued at \$0.0208 per share, the market price, on the date the Company agreed to issue the shares.

On April 24, 2024, the Company issued 3,000,000 shares of restricted common stock in exchange for consulting services provided to the Company. The shares were valued at \$0.0275 per share, the market price, on the date the Company agreed to issue the shares.

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On April 24, 2024, the Company issued 1,500,000 shares of restricted common stock in exchange for consulting services provided to the Company. The shares were valued at \$0.0225 per share, the market price, on the date the Company agreed to issue the shares.

On April 24, 2024, the Company issued 2,500,000 shares of restricted common stock in exchange for consulting services provided to the Company. The shares were valued at \$0.0225 per share, the market price, on the date the Company agreed to issue the shares.

On April 24, 2024, the Company issued another 2,500,000 shares of restricted common stock in exchange for consulting services provided to the Company. The shares were valued at \$0.0275 per share, the market price, on the date the Company agreed to issue the shares.

On May 16, 2024, the Company issued 2,500,000 shares of restricted common stock in exchange for consulting services provided to the Company. The shares were valued at \$0.03 per share, the market price, on the date the Company agreed to issue the shares.

On May 16, 2024, the Company issued 5,000,000 shares of restricted common stock in exchange for consulting services provided to the Company. The shares were valued at \$0.0285 per share, the market price, on the date the Company agreed to issue the shares.

On May 23, 2024, the Company issued 85,883 shares of restricted common stock in settlement of \$1,718 of accrued interest.

The Company issued the foregoing securities in reliance on an exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended, and/or Rule 506(b) promulgated thereunder, as there was no general solicitation to the investors and the transactions did not involve a public offering.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. MINE SAFETY DISCLOSURE

Not applicable.

Item 5. OTHER INFORMATION

- (a) None.
- (b) During the quarter ended June 30, 2024, there have not been any material changes to the procedures by which security holders may recommend nominees to the Board of Directors.

Item 6. EXHIBITS

The following documents are filed as part of this report:

Exhibit No.	Description
3.1	Articles of Incorporation of Cytta Corp.*
3.2	Bylaws of the Company *
3.3	Amendment to Articles of Incorporation Amending Authorized Common and Preferred Stock *
3.4	Amended and Restated Certificate of Designation of Series D Preferred Stock *
3.5	Amended and Restated Certificate of Designation of Series E Preferred Stock *
3.6	Certificate of Designation of Series F Preferred Stock**
10.1	Agreement by and between Cytta Corp and Makena Investment Advisors, LLC dated April 1, 2020 *
10.2	Sublease Agreement by and between Cytta Corp and Michael Collins dated October 25, 2020 *
10.3	Agreement by and between Cytta Corp and Peter Rettman dated August 27, 2020 *
10.4	Share Issuance agreement by and between Cytta Corp and United Financial Inc., dated September 30, 2020 *
10.5	Technology Access Agreement by and between Cytta Corp and Michael Collins dated July 19, 2018 *
14.1	Code of Ethics *
31.1	Certification of Chief Executive Officer required by Rule 13a-14(1) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002***
31.2	Certification of Chief Financial Officer required by Rule 13a-14(1) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002***
32.1	Certification of Chief Executive Officer and the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and Section 1350 of 18 U.S.C. 63***
101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document).***
101.SCH	Inline XBRL Taxonomy Extension Schema Document.***
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.***
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.***
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document.***
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.***
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

* Incorporated by reference to the same exhibit to the registration statement filed by the Company on June 28, 2021.

** Incorporated by reference to exhibit 4.1 to the Current Report on Form 8-K filed by the Company on November 26, 2021.

*** Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: August 19, 2024

/s/ Gary Campbell

Gary Campbell
Chief Executive Officer
(principal executive officer)
(principal financial and accounting officer)

CERTIFICATION

I, Gary Campbell, Chief Executive Officer of CYTTA CORP. (the “registrant”), certify that:

1. I have reviewed this annual report on Form 10-Q of the registrant for the period ended June 30, 2024;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 19 2024

By: /s/ Gary Campbell
Gary Campbell
Chief Executive Officer
(principal executive officer)

CERTIFICATION

I, Gary Campbell, Chief Financial Officer of CYTTA CORP. (the “registrant”), certify that:

1. I have reviewed this annual report on Form 10-Q of the registrant for the period ended June 30, 2024;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 19, 2024

By: /s/ Gary Campbell
Gary Campbell
Chief Financial Officer
(principal financial and accounting officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Each of the undersigned hereby certifies, in his capacity as an officer of CYTTA CORP. (the “Company”), for the purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

- (1) The Company’s Quarterly Report on Form 10-Q for the nine months ended June 30, 2024 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 19, 2024

By: /s/ Gary Campbell
Gary Campbell
Chief Executive Officer
(principal executive officer)
(principal financial and accounting officer)