Creatd, Inc.

1111B S Governors Ave STE 20721
Dover, DE 19904

(646) 859-5747
https://www.creatd.com/
ir@creatd.com

Quarterly Report

For the period ending March 31, 2024 (the "Reporting Period")

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

The number of shares of common stock, par value $.001, outstanding is 1,060,475 as of March 31, 2024

The number of shares of common stock, par value $.001, outstanding was 172,881 as of March 31, 2023

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

Change in Control
Indicate by check mark whether a Change in Control[14] of the company has occurred during this reporting period:

Yes: ☐ No: ☒

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

[14] "Change in Control" shall mean any events resulting in:

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

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

We were originally incorporated under the laws of the State of Nevada on December 30, 1999 under the name LILM, Inc. The Company changed its name on December 3, 2013 to Great Plains Holdings, Inc.

On February 5, 2016 (the “Merger Closing Date”), we entered into an Agreement and Plan of Merger (the “Merger Agreement”) with GPH Merger Sub, Inc., a Nevada corporation and our wholly-owned subsidiary (“Merger Sub”), and Jerrick Ventures, Inc., a privately-held Nevada corporation headquartered in New Jersey (“Jerrick”), pursuant to which the Merger Sub was merged with and into Jerrick, with Jerrick surviving as our wholly-owned subsidiary (the “Merger”). Pursuant to the terms of the Merger Agreement, we acquired, through a reverse triangular merger, all of the outstanding capital stock of Jerrick in exchange for issuing Jerrick’s shareholders (the “Jerrick Shareholders”), pro-rata, a total of 950 shares of our common stock, par value $0.001 per share (“Common Stock”). Additionally, we assumed 33,415 shares of Jerrick’s Series A Convertible Preferred Stock (the “Jerrick Series A Preferred”) and 8,064 shares of Series B Convertible Preferred Stock (the “Jerrick Series B Preferred”).

In connection with the Merger, on the Merger Closing Date, we entered into a Spin-Off Agreement with Kent Campbell (the “Spin-Off Agreement”), pursuant to which Mr. Campbell purchased (i) all of our interest in Ashland Holdings, LLC, a Florida limited liability company, and (ii) all of our interest in Lil Marc, Inc., a Utah corporation, in exchange for the cancellation of 27 shares of our common stock held by Mr. Campbell. In addition, Mr. Campbell assumed all of our debts, obligations and liabilities, including any existing prior to the Merger, pursuant to the terms and conditions of the Spin-Off Agreement.

Effective February 28, 2016, we entered into an Agreement and Plan of Merger (the “Statutory Merger Agreement”), pursuant to which we became the parent company of Jerrick Ventures, LLC, our wholly-owned operating subsidiary (the “Statutory Merger”).

On February 28, 2016, we changed our name to Jerrick Media Holdings, Inc. to better reflect our new business strategy.

On September 9, 2020, the Company filed a certificate of amendment with the Secretary of State of the State of Nevada to change our name to “Creatd, Inc.”, which became effective on September 10, 2020.

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

The company was incorporated in the state of Nevada on February 5, 2016, and is currently active with the State of Nevada.

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

Included in the above summary.

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

None

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

On March 7, 2022, the Company acquired 100% of the membership interests of Denver Bodega, LLC, d/b/a Basis, a Colorado limited liability company (“Basis”). Basis is a direct-to-consumer functional beverage brand that makes high-electrolyte mixes meant to aid hydration. Denver Bodega, LLC has been consolidated due to the Company's ownership of 100% voting control, and the results of operations have been included since the date of acquisition in the Statement of Operations.

On August 1, 2022, the Company acquired 51% of the membership interests of Orbit Media LLC, a New York limited liability company. Orbit is an app-based stock trading platform designed to empower a new generation of investors. Orbit has been consolidated due to the Company's ownership of 51% voting control, and the results of operations have been included since the date of acquisition in the Statement of Operations.

On September 13, 2022, the Company acquired 100% of the membership interests of Brave Foods, LLC, a Maine limited liability company. Brave is a plant-based food company that provides convenient and healthy breakfast food products. Brave Foods, LLC has been consolidated due to the Company's ownership of 100% voting control, and the results of operations have been included since the date of acquisition in the Statement of Operations.

On December 13, 2022, an investor entered into a Subscription Agreement whereby it purchased from OG Collection, Inc., a subsidiary of the Company ("OG"), 150,000 shares of common stock of OG for a purchase price of $750,000, and, in connection therewith OG, the Company, and the Investor entered into a Shareholder Agreement.

On January 9, 2023, the Company acquired an additional 51% of the equity interest in WHE Agency, Inc. bringing our total ownership to 95%. WHE has been consolidated due to the Company's ownership of 55% voting control, and the results of operations have been included since the date of acquisition in the Statements of Operations.

On January 25, 2023, the Company acquired an additional 23% equity interest in Dune, Inc. bringing our total ownership to 85%. Dune, Inc., has been consolidated due to the Company's ownership of 50% voting control, and the results of operations have been included since the date of acquisition in the Statements of Operations.

On February 1, 2023, an investor entered into a Subscription Agreement whereby it purchased from OG Collection, Inc., a subsidiary of the Company ("OG"), 50,000 shares of common stock of OG for a purchase price of $250,000, and, in connection therewith OG, the Company, and the Investor entered into a Shareholder Agreement.

On February 3, 2023, the Company acquired an additional 5% of the membership interests of Orbit Media, LLC., bringing our total membership interests to 56%. Orbit has been consolidated due to the Company's ownership of 51% voting control, and the results of operations have been included since the date of acquisition in the Statement of Operations.

On May 30, 2023, the Company acquired an additional 15% equity interest in Dune, Inc. bringing our total ownership to 100%. Dune, Inc., has been consolidated due to the Company's ownership of 50% voting control, and the results of operations have been included since the date of acquisition in the Statements of Operations.

On June 30, 2023, the Company acquired an additional 10% of the membership interests of Plant Camp, LLC, bringing our total ownership to 100%. Plant Camp, LLC has been consolidated due to the Company's ownership of 50% voting control, and the results of operations have been included since the date of acquisition in the Statements of Operations.

On July 28, 2023, the Company acquired an additional 17.5% of the membership interests of Orbit Media, LLC, bringing our total membership interests to 74%. Orbit has been consolidated due to the Company's ownership of 51% voting control, and the results of operations have been included since the date of acquisition in the Statement of Operations.

On October 8, 2023, the Company entered into an Assignment and Assumption Agreement whereby Omega Eats, LLC was assigned 92.5% of the assets owned by Creatd Ventures, LLC pertaining to the operations of Brave and Denver Bodega DBA basis in exchange for $1 in cash consideration at closing and the assumption of $214,295 in liabilities related to the operations of these products.

On December 6, 2023, the Company spun-out Orbit Media, LLC, retaining an 18.4% membership interest and returning the remaining membership interest to the founders. As of December 6, 2023, Orbit is no longer consolidated due to the Company's ownership of less than 50% voting control and membership interests.

On January 22, 2024, we filed a certificate of amendment to our amended and restated articles of incorporation with the Secretary of State of the State of Nevada to effectuate a one-for-five hundred (1:500) reverse stock split of our common stock without any change to its par value (the "January 2024 Reverse Stock Split"). The Amendment became effective on January 24, 2024. No fractional shares were issued in connection with the reverse stock split as all fractional shares were rounded up to the next whole share. All share and per share amounts of our common stock listed in this Form 10-K have been adjusted to give effect to the January 2024 Reverse Stock Split.

Address of the issuer's principal executive office:

We are a remote-only company. Accordingly, we do not maintain a headquarters. For purposes of compliance with applicable requirements of the Securities Act of 1933, as amended, or the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, any stockholder communication required to be sent to our principal executive offices may be directed to 1111B S Governors Ave, STE 20721, Dover, DE 19904.

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

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

No: ☒ Yes: ☐

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Company
Phone: 702-361-3033
Email: ipstc@pacificstocktransfer.com
Address: 6725 Via Austi Pkwy, Suite 300, Las Vegas, Nevada 89119

Publicly Quoted or Traded Securities:

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

Trading symbol:	CRTD
Exact title and class of securities outstanding:	Common
CUSIP:	225265305
Par or stated value:	$0.001

Total shares authorized:	1,500,000,000 as of March 31, 2024
Total shares outstanding:	1,060,289 as of March 31, 2024
Total number of shareholders of record:	244 as of March 31, 2024

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

Trading symbol:	CRTDW
Exact title and class of securities outstanding:	Warrant
CUSIP:	225265115
Par or stated value:	$0.001
Total shares authorized:	2,885,621 as of March 31, 2024
Total shares outstanding:	2,542,500 as of March 31, 2024
Total number of shareholders of record:	9 as of March 31, 2024

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

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

Exact title and class of the security:	Preferred Series E
Par or stated value:	$0.001
Total shares authorized:	8,000 as of March 31, 2024
Total shares outstanding:	450 as of March 31, 2024
Total number of shareholders of record:	5 as of March 31, 2024

Exact title and class of the security:	Preferred Series F
Par or stated value:	$0.001
Total shares authorized:	5,500,000 as of March 31, 2024
Total shares outstanding:	6,031 as of March 31, 2024
Total number of shareholders of record:	8 as of March 31, 2024

Security Description:

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

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

   The Common Stock of the Company is eligible to receive dividends per share as declared by the Company's Board of Directors. The holders of Company Common Stock are entitled to one vote per share of Common Stock held on all matters that may be voted upon by stockholders are required by law and the Company's Articles of Incorporation and Bylaws. The Common Stock has no preemptive rights.

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

Series E Preferred Stock

The shares of Series E Preferred Stock have a stated value of $1,000 per share and are convertible into Common Stock at the election of the holder of the Series E Preferred Stock, at any time following the Original Issue Date at a price of $2,060 per share, subject to adjustment. Each holder of Series E Preferred Stock shall be entitled to receive, with respect to each share of Series E Preferred Stock then outstanding and held by such holder, dividends on an as-converted basis in the same form as dividends actually paid on shares of the Common Stock when, as and if such dividends are paid on shares of the Common Stock.

The holders of Series E Preferred Stock shall be paid pari passu with the holders of Common Stock with respect to payment of dividends and rights upon liquidation and shall have no voting rights. In addition, as further described in the Series E Designation, as long as any of the shares of Series E Preferred Stock are outstanding, the Company shall not, without the affirmative vote of the holders of a majority of the then outstanding shares of Series E Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Series E Preferred Stock or alter or amend this Series E Designation, (b) amend its certificate of incorporation or other charter documents in any manner that adversely affects any rights of the holders of the Series E Preferred Stock, (c) increase the number of authorized shares of Series E Preferred Stock, or (d) enter into any agreement with respect to any of the foregoing.

Each share of Series E Preferred Stock shall be convertible, at any time and from time to time at the option of the holder of such shares, into that number of shares of Common Stock determined by dividing the Series E Stated Value by the Conversion Price, subject to certain beneficial ownership limitations.

Series F Preferred Stock

The shares of Series F Preferred Stock have a stated value of $1,000 per share and are convertible into Common Stock at the election of the holder of the Series F Preferred Stock, at any time following the Original Issue Date at a price of $5.00 per share, subject to adjustment. Each holder of Series F Preferred Stock shall be entitled to receive, with respect to each share of Series F Preferred Stock then outstanding and held by such holder, dividends on an as-converted basis in the same form as dividends actually paid on shares of the Common Stock when, as and if such dividends are paid on shares of the Common Stock.

The Holder shall be entitled to vote on an as-converted basis (subject to the Beneficial Ownership Limitation), together with the holders of Common Stock, with respect to any question upon which the holders of Common Stock have the right to vote, except as may be otherwise provided by applicable law. Except as otherwise expressly provided herein or as required by law, the Holders and the holders of Common Stock shall vote together and not as separate classes. Moreover, as long as any shares of Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the Holders of a majority of the then outstanding shares of the Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Preferred Stock or alter or amend this Certificate of Designation, (b) amend its certificate of incorporation or other charter documents in any manner that adversely affects any rights of the Holders, (c) increase the number of authorized shares of

Preferred Stock, or (d) enter into any agreement with respect to any of the foregoing. The “Beneficial Ownership Limitation” shall be 4.99% (or, upon election by a Holder prior to the issuance of any shares of Preferred Stock, 9.99%) of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock issuable upon conversion of Preferred Stock held by the applicable Holder.

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

N/A

4. **Describe any material modifications to rights of holders of the company’s securities that have occurred over the reporting period covered by this report.**

N/A

3) Issuance History

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

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

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

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

No: ☐ Yes: ☒

All values have been updated to reflect the 1:500 reverse stock split of our common stock effectuated on January 24, 2024.

Shares Outstanding Opening Balance: Date: 1/1/2022 Common: 33,364 Preferred: 500			*Right-click the rows below and select “Insert” to add rows as needed.						
Date of Transaction	**Transaction type (e.g., new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.**	**Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**
1/2/2022	Issuance	61	Common	$1,160	No	Disruptive Digital LLC; Adrian Tilley & Maurice Rahmey	Services	Restricted	N/A

1/6/2022	Issuance	18	Common	$1,115	No	Standard Holdings Inc.; Tom Punch	Services	Restricted	N/A
1/10/2022	Issuance	219	Common	$792.50	Yes	Power Up Lending Group Ltd.; Curt Kramer	Note Conversion	Unrestricted	Rule 144
2/1/2022	Issuance	50	Common	$865	No	Disruptive Digital LLC; Adrian Tilley & Maurice Rahmey	Services	Restricted	N/A
2/24/2022	Issuance	100	Common	$690	No	Robert Schatz	Services	Restricted	N/A
3/1/2022	Issuance	340	Common	$875	No	Anson Investments Master Fund LP; Amin Nathoo	Cash	Unrestricted	S-3
3/1/2022	Issuance	150	Common	$875	No	Andrew Arno	Cash	Unrestricted	S-3
3/1/2022	Issuance	57	Common	$875	No	Arthur Rosen	Cash	Unrestricted	S-3
3/1/2022	Issuance	10	Common	$875	No	Bradford Justus	Cash	Unrestricted	S-3
3/1/2022	Issuance	3	Common	$875	No	Chelsea Pullano	Cash	Unrestricted	S-3
3/1/2022	Issuance	114	Common	$875	No	Chris Gordon	Cash	Unrestricted	S-3
3/1/2022	Issuance	57	Common	$875	No	Douglas Wertheimer	Cash	Unrestricted	S-3
3/1/2022	Issuance	11	Common	$875	No	Erica Wagner	Cash	Unrestricted	S-3
3/1/2022	Issuance	29	Common	$875	No	Eubulus Kerr	Cash	Unrestricted	S-3
3/1/2022	Issuance	3	Common	$875	No	Gina Callea	Cash	Unrestricted	S-3
3/1/2022	Issuance	300	Common	$875	No	Gregory Castaldo	Cash	Unrestricted	S-3
3/1/2022	Issuance	286	Common	$875	No	Lind Global Macro Fund LP; Jeff Easton	Cash	Unrestricted	S-3
3/1/2022	Issuance	360	Common	$875	No	Jeremy Frommer	Cash	Unrestricted	S-3
3/1/2022	Issuance	300	Common	$875	No	Joseph Reda	Cash	Unrestricted	S-3
3/1/2022	Issuance	57	Common	$875	No	Joel A Stone Revocable Trust; Joel Stone	Cash	Unrestricted	S-3
3/1/2022	Issuance	29	Common	$875	No	Jonathan Uretsky	Cash	Unrestricted	S-3
3/1/2022	Issuance	40	Common	$875	No	Jonathan Schechter	Cash	Unrestricted	S-3
3/1/2022	Issuance	11	Common	$875	No	Justin Maury	Cash	Unrestricted	S-3
3/1/2022	Issuance	57	Common	$875	No	Laurie Weisberg	Cash	Unrestricted	S-3
3/1/2022	Issuance	57	Common	$875	No	Mark Wilkins	Cash	Unrestricted	S-3
3/1/2022	Issuance	4	Common	$875	No	Rachel David & Justin Mantell	Cash	Unrestricted	S-3
3/1/2022	Issuance	80	Common	$875	No	Richard Molinsky	Cash	Unrestricted	S-3
3/1/2022	Issuance	46	Common	$875	No	Richard David	Cash	Unrestricted	S-3
3/1/2022	Issuance	6	Common	$875	No	Robert Tal	Cash	Unrestricted	S-3
3/1/2022	Issuance	29	Common	$875	No	Hillside Capital Management LP; Samuel Bernstein	Cash	Unrestricted	S-3
3/1/2022	Issuance	286	Common	$875	No	Brio Capital Master Fund Ltd; Shaye Hirsch	Cash	Unrestricted	S-3
3/1/2022	Issuance	29	Common	$875	No	SD Technologies Inc.; Tom Punch	Cash	Unrestricted	S-3
3/1/2022	Issuance	22	Common	$875	No	Tracy Willis	Cash	Unrestricted	S-3
3/1/2022	Issuance	30	Common	$875	No	Timothy Berry	Cash	Unrestricted	S-3
3/1/2022	Issuance	250	Common	$875	No	The Benchmark Company; Richard Messina	Placement Agent	Unrestricted	S-3
3/1/2022	Issuance	54	Common	$751	No	Disruptive Digital LLC; Adrian Tilley & Maurice Rahmey	Services	Restricted	N/A
3/9/2022	Issuance	29	Common	$875	No	Jeremy Frommer	Cash	Unrestricted	S-3

3/9/2022	Issuance	1,143	Common	$875	No	Anson Investments Master Fund LP; Amin Nathoo	Cash	Unrestricted	S-3
3/9/2022	Issuance	700	Common	$875	No	Joseph Reda	Cash	Unrestricted	S-3
3/9/2022	Issuance	500	Common	$875	No	Gregory Castaldo	Cash	Unrestricted	S-3
3/9/2022	Issuance	286	Common	$875	No	Brio Capital Master Fund Ltd.; Shaye Hirsch	Cash	Unrestricted	S-3
3/9/2022	Issuance	200	Common	$875	No	Andrew Arno	Cash	Unrestricted	S-3
3/9/2022	Issuance	11	Common	$875	No	Standard Holdings Inc.; Tom Punch	Cash	Unrestricted	S-3
3/9/2022	Issuance	11	Common	$875	No	Laurie Weisberg	Cash	Unrestricted	S-3
3/9/2022	Issuance	57	Common	$875	No	Arthur Rosen	Cash	Unrestricted	S-3
3/9/2022	Issuance	29	Common	$875	No	Hillside Capital Management LP; Samuel Bernstein	Cash	Unrestricted	S-3
3/9/2022	Issuance	3	Common	$875	No	Justin Maury	Cash	Unrestricted	S-3
3/9/2022	Issuance	1	Common	$875	No	Chelsea Pullano	Cash	Unrestricted	S-3
3/9/2022	Issuance	70	Common	$875	No	Timothy Berry	Cash	Unrestricted	S-3
3/14/2022	Issuance	9	Common	$555	No	Sawyer Dickinson Capital Advisors Inc; Yvonne Zappulla	Services	Restricted	N/A
3/14/2022	Issuance	5	Common	$555	No	Binyamin Antelis	Services	Restricted	N/A
3/30/2022	Issuance	2	Common	$590	No	Tania Daniel	Services	Restricted	N/A
4/5/2022	Issuance	70	Common	$520	No	Chelsea Pullano	Services	Restricted	N/A
4/5/2022	Issuance	100	Common	$520	No	Laurie Weisberg	Services	Restricted	N/A
4/5/2022	Issuance	100	Common	$520	No	Justin Maury	Services	Restricted	N/A
4/5/2022	Issuance	100	Common	$520	No	Jeremy Frommer	Services	Restricted	N/A
4/14/2022	Issuance	5	Common	$665	No	Sawyer Dickinson Capital Advisors Inc; Yvonne Zappulla	Services	Restricted	N/A
4/14/2022	Issuance	4	Common	$665	No	Jenifer Monger	Services	Restricted	N/A
5/13/2022	Issuance	7	Common	$340	No	Sawyer Dickinson Capital Advisors Inc; Yvonne Zappulla	Services	Restricted	N/A
5/13/2022	Issuance	10	Common	$340	No	Binyamin Antelis	Services	Restricted	N/A
5/13/2022	Issuance	7	Common	$340	No	Jenifer Monger	Services	Restricted	N/A
6/14/2022	Issuance	6	Common	$415	No	Jenifer Monger	Services	Restricted	N/A
6/14/2022	Issuance	8	Common	$415	No	Jenifer Monger	Services	Restricted	N/A
6/24/2022	Issuance	100	Common	$372	No	Robert Schatz	Services	Restricted	N/A
7/1/2022	Issuance	100	Common	$349.50	No	Integra Consulting Group LLC; Jeremy Roe	Services	Restricted	N/A
7/15/2022	Issuance	10	Common	$515	No	Grawin LLC; Arthur Rosen	Services	Restricted	N/A
7/15/2022	Issuance	10	Common	$515	No	Glenn Kenny	Services	Restricted	N/A
7/15/2022	Issuance	5	Common	$515	No	Jenifer Monger	Services	Restricted	N/A
7/15/2022	Issuance	7	Common	$515	No	Binyamin Antelis	Services	Restricted	N/A
8/1/2022	Issuance	42	Common	$356	No	Brandon Fallin	M&A	Restricted	N/A
8/1/2022	Issuance	15	Common	$356	No	Nicholas Scibilia	M&A	Restricted	N/A
8/1/2022	Issuance	42	Common	$356	No	Wuseok Jung	M&A	Restricted	N/A
8/1/2022	Issuance	15	Common	$356	No	Zachary Shenkman	M&A	Restricted	N/A
8/15/2022	Issuance	10	Common	$354	No	Grawin LLC; Arthur Rosen	Services	Restricted	N/A

8/15/2022	Issuance	14	Common	$354	No	Glenn Kenny	Services	Restricted	N/A
8/15/2022	Issuance	7	Common	$354	No	Jenifer Monger	Services	Restricted	N/A
8/15/2022	Issuance	7	Common	$354	No	Americana Music Productions Inc.; Parker Fishel	Services	Restricted	N/A
8/15/2022	Issuance	10	Common	$354	No	Binyamin Antelis	Services	Restricted	N/A
9/2/2022	Purchase of Treasury Stock	(32)	Common	N/A	N/A	N/A	N/A	N/A	N/A
9/8/2022	Purchase of Treasury Stock	(33)	Common	N/A	N/A	N/A	N/A	N/A	N/A
9/14/2022	Issuance	3,200	Common	$100	No	Anson Investments Master Fund LP; Amin Nathoo	Cash	Unrestricted	S-3
9/14/2022	Issuance	2,400	Common	$100	No	Joseph Reda	Cash	Unrestricted	S-3
9/14/2022	Issuance	1,000	Common	$100	No	Gregory Castaldo	Cash	Unrestricted	S-3
9/14/2022	Issuance	600	Common	$100	No	Andrew Arno	Cash	Unrestricted	S-3
9/14/2022	Issuance	800	Common	$100	No	Anson East Master Fund LP; Amin Nathoo	Cash	Unrestricted	S-3
9/15/2022	Issuance	10	Common	$80	No	Grawin LLC; Arthur Rosen	Services	Restricted	N/A
9/15/2022	Issuance	63	Common	$80	No	Glenn Kenny	Services	Restricted	N/A
9/15/2022	Issuance	31	Common	$80	No	Jenifer Monger	Services	Restricted	N/A
9/15/2022	Issuance	31	Common	$80	No	Americana Music Productions Inc.; Parker Fishel	Services	Restricted	N/A
9/30/2022	Purchase of Treasury Stock	(103)	Common	N/A	N/A	N/A	N/A	N/A	N/A
10/14/2022	Issuance	77	Common	$97.50	No	Americana Music Productions Inc.; Parker Fishel	Services	Restricted	N/A
10/14/2022	Issuance	77	Common	$97.50	No	Jenifer Monger	Services	Restricted	N/A
10/20/2022	Issuance	800	Common	$100	No	L1 Capital Global Opportunities Master Fund; David Feldman	Warrant Exercise	Unrestricted	S-1
10/20/2022	Issuance	831	Common	$100	No	FirstFire Global Opportunities Fund LLC; Eli Fireman	Warrant Exercise	Unrestricted	S-1
10/20/2022	Issuance	30	Common	$251.50	No	Gladstone Corporation; Stan Elbaum	Services	Restricted	N/A
10/20/2022	Issuance	1,600	Common	$251.50	No	Coventry Enterprises LLC; Jack Bodenstein	Loan Incentive	Unrestricted	S-1
10/24/2022	Issuance	200	Common	$100	No	Integra Consulting Group LLC; Jeremy Roe	Warrant Exercise	Unrestricted	S-1
10/24/2022	Issuance	200	Common	$100	No	L1 Capital Global Opportunities Master Fund; David Feldman	Warrant Exercise	Unrestricted	S-1
10/24/2022	Issuance	550	Common	$100	No	Integra Consulting Group LLC; Jeremy Roe	Warrant Exercise	Unrestricted	S-1
10/25/2022	Issuance	550	Common	$100	No	Integra Consulting Group LLC; Jeremy Roe	Warrant Exercise	Unrestricted	S-1
10/25/2022	Issuance	110	Common	$100	No	Integra Consulting Group LLC; Jeremy Roe	Warrant Exercise	Unrestricted	S-1
10/28/2022	Issuance	600	Common	$100	No	L1 Capital Global Opportunities Master Fund; David Feldman	Warrant Exercise	Unrestricted	S-1

11/7/2022	Issuance	390	Common	$100	No	Integra Consulting Group LLC; Jeremy Roe	Warrant Exercise	Unrestricted	S-1
11/7/2022	Issuance	150	Common	$100	No	L1 Capital Global Opportunities Master Fund; David Feldman	Warrant Exercise	Unrestricted	S-1
11/9/2022	Issuance	450	Common	$720	No	Integra Consulting Group LLC; Jeremy Roe	Services	Restricted	N/A
11/10/2022	Issuance	1,179	Common	$100	No	Anson Investments Master Fund LP; Amin Nathoo	Warrant Exercise	Unrestricted	S-1
11/10/2022	Issuance	826	Common	$100	No	Joseph Reda	Warrant Exercise	Unrestricted	S-1
11/10/2022	Issuance	309	Common	$100	No	Andrew Arno	Warrant Exercise	Unrestricted	S-1
11/10/2022	Issuance	498	Common	$100	No	Brio Capital Master Fund Ltd.; Shaye Hirsch	Warrant Exercise	Unrestricted	S-1
11/10/2022	Issuance	413	Common	$100	No	Gregory Castaldo	Warrant Exercise	Unrestricted	S-1
11/11/2022	Issuance	246	Common	$100	No	Gregory Castaldo	Warrant Exercise	Unrestricted	S-1
11/14/2022	Issuance	202	Common	$185.65	Yes	1800 Diagonal Lending LLC; Curt Kramer	Note Conversion	Unrestricted	Rule 144
11/15/2022	Issuance	13	Common	$565	No	Americana Music Productions Inc.; Parker Fishel	Services	Restricted	N/A
11/15/2022	Issuance	13	Common	$565	No	Jenifer Monger	Services	Restricted	N/A
11/16/2022	Issuance	24	Common	$2,060	No	Mark Wilkins	Preferred Conversion	Unrestricted	S-3
11/16/2022	Conversion	(50)	Preferred	N/A	N/A	Mark Wilkins	N/A	N/A	N/A
11/18/2022	Issuance	400	Common	$100	No	Joe Reda	Warrant Exercise	Unrestricted	S-1
11/18/2022	Issuance	160	Common	$100	No	Andy Arno	Warrant Exercise	Unrestricted	S-1
11/18/2022	Issuance	240	Common	$100	No	Jonathan Schechter	Warrant Exercise	Unrestricted	S-1
11/18/2022	Issuance	100	Common	$100	No	Daniel Ripp	Warrant Exercise	Unrestricted	S-1
11/18/2022	Issuance	44	Common	$100	No	Linda MacKay	Warrant Exercise	Unrestricted	S-1
12/14/2022	Issuance	8,000	Common	$100	Yes	Dorado Goose LLC; Tommy Wang	Note Conversion	Unrestricted	S-1
12/15/2022	Issuance	21	Common	$352.50	No	Americana Music Productions Inc.; Parker Fishel	Services	Restricted	N/A
12/15/2022	Issuance	21	Common	$352.50	No	Jenifer Monger	Services	Restricted	N/A
12/22/2022	Issuance	79	Common	$161.25	Yes	1800 Diagonal Lending LLC; Curt Kramer	Note Conversion	Unrestricted	Rule 144
12/22/2022	Issuance	232	Common	$161.25	Yes	1800 Diagonal Lending LLC; Curt Kramer	Note Conversion	Unrestricted	Rule 144
12/28/2022	Issuance	950	Common	$100	No	Anson East Master Fund LP; Amin Nathoo	Warrant Exercise	Unrestricted	S-1
12/28/2022	Issuance	3,800	Common	$100	No	Anson Investments Master Fund LP; Amin Nathoo	Warrant Exercise	Unrestricted	S-1
12/28/2022	Issuance	1,150	Common	$100	No	Gregory Castaldo	Warrant Exercise	Unrestricted	S-1
12/28/2022	Issuance	2,700	Common	$100	No	Joseph Reda	Warrant Exercise	Unrestricted	S-1
12/28/2022	Issuance	225	Common	$100	No	L1 Capital Global Opportunities Master Fund; David Feldman	Warrant Exercise	Unrestricted	S-1
12/28/2022	Issuance	125	Common	$100	No	Brio Capital Master Fund Ltd.; Shaye Hirsch	Warrant Exercise	Unrestricted	S-1
12/28/2022	Issuance	600	Common	$100	No	Andrew Arno	Warrant Exercise	Unrestricted	S-1

1/17/2023	Issuance	227	Common	$350	No	1800 Diagonal Lending LLC; Curt Kramer	Note Conversion	Unrestricted	Rule 144
1/25/2023	Issuance	3,125	Common	$337.50	No	Dorado Goose LLC; Tommy Wang	Cash	Restricted	N/A
1/25/2023	Issuance	200	Common	$337.50	No	Punch Inc; Tom Punch	M&A	Restricted	N/A
2/7/2023	Issuance	2,002	Common	$315	No	Punch Inc; Tom Punch	M&A	Restricted	N/A
2/8/2023	Issuance	3,326	Common	$310	No	Chelsea Pullano	Services	Restricted	N/A
2/8/2023	Issuance	1,155	Common	$310	No	Robby Tal	Services	Restricted	N/A
2/8/2023	Issuance	21,385	Common	$310	No	Jeremy Frommer	Services	Restricted	N/A
2/8/2023	Issuance	11,790	Common	$310	No	Justin Maury	Services	Restricted	N/A
2/8/2023	Issuance	2,418	Common	$310	No	Erica Wager	Services	Restricted	N/A
2/8/2023	Issuance	3,878	Common	$310	No	Peter Majar	Services	Restricted	N/A
2/8/2023	Issuance	3,740	Common	$310	No	Tom Punch	Services	Restricted	N/A
2/8/2023	Issuance	1,803	Common	$310	No	Gina Callea	Services	Restricted	N/A
2/8/2023	Issuance	509	Common	$310	No	Christian Johnson	Services	Restricted	N/A
2/8/2023	Issuance	221	Common	$310	No	Allie Mennen	Services	Restricted	N/A
2/8/2023	Issuance	1,709	Common	$310	No	Tracy Willis	Services	Restricted	N/A
2/8/2023	Issuance	1,176	Common	$310	No	Brielle Jeffries	Services	Restricted	N/A
2/8/2023	Issuance	725	Common	$310	No	Rachel David	Services	Restricted	N/A
2/8/2023	Issuance	851	Common	$310	No	Max Avellaneda	Services	Restricted	N/A
2/8/2023	Issuance	444	Common	$310	No	Blake O'Connor	Services	Restricted	N/A
2/8/2023	Issuance	406	Common	$310	No	Caitlin Nightingale	Services	Restricted	N/A
2/8/2023	Issuance	396	Common	$310	No	Sara Friedland	Services	Restricted	N/A
2/8/2023	Issuance	562	Common	$310	No	Christopher Riggio	Services	Restricted	N/A
2/8/2023	Issuance	560	Common	$310	No	Gina Bochis	Services	Restricted	N/A
2/8/2023	Issuance	360	Common	$310	No	Fiona Lenz	Services	Restricted	N/A
2/8/2023	Issuance	322	Common	$310	No	Briana Bazail	Services	Restricted	N/A
2/8/2023	Issuance	357	Common	$310	No	Nick Scibilia	Services	Restricted	N/A
2/8/2023	Issuance	248	Common	$310	No	Ameya Rao	Services	Restricted	N/A
2/10/2023	Issuance	8,667	Common	$287.50	No	Dorado Goose LLC; Tommy Wang	Note Conversion	Restricted	N/A
2/13/2023	Issuance	400	Common	$294	No	Anson Investments Master Fund LP; Amin Nathoo	Warrant Exercise	Unrestricted	S-1
2/13/2023	Issuance	100	Common	$294	No	Anson East Master Fund LP; Amin Nathoo	Warrant Exercise	Unrestricted	S-1
2/13/2023	Issuance	75	Common	$294	No	L1 Capital Global Opportunities Master Fund; David Feldman	Warrant Exercise	Unrestricted	S-1
2/13/2023	Issuance	5,000	Common	$294	No	Dorado Goose LLC; Tommy Wang	Note Conversion	Restricted	N/A
2/13/2023	Issuance	250	Common	$294	No	Nicholas Scibilia	M&A	Restricted	N/A
2/13/2023	Issuance	200	Common	$294	No	Tracy Willis	M&A	Restricted	N/A
2/14/2023	Issuance	169	Common	$240	No	Linda Mackay	Warrant Exercise	Unrestricted	S-1
2/14/2023	Issuance	21	Common	$240	No	Punch Inc; Tom Punch	Services	Restricted	N/A
2/15/2023	Issuance	690	Common	$245	No	Andrew Arno	Warrant Exercise	Unrestricted	S-1
2/16/2023	Issuance	1,865	Common	$225	No	Joseph Reda	Warrant Exercise	Unrestricted	S-1

2/16/2023	Issuance	924	Common	$225	No	Jonathan Schechter	Warrant Exercise	Unrestricted	S-1
2/17/2023	Issuance	100	Common	$210.50	No	Gregory Castaldo	Warrant Exercise	Unrestricted	S-1
2/28/2023	Issuance	2,500	Common	$85.50	No	Arthur Rosen	Services	Restricted	N/A
3/7/2023	Issuance	1,286	Common	$133.50	No	Anson Investments Master Fund LP; Amin Nathoo	Warrant Exercise	Unrestricted	S-1
3/7/2023	Issuance	321	Common	$133.50	No	Anson East Master Fund LP; Amin Nathoo	Warrant Exercise	Unrestricted	S-1
3/8/2023	Issuance	386	Common	$100	No	L1 Capital Global Opportunities Master Fund; David Feldman	Warrant Exercise	Unrestricted	S-1
3/10/2023	Issuance	804	Common	$100	No	Joseph Reda	Warrant Exercise	Unrestricted	S-1
3/10/2023	Issuance	96	Common	$100	No	Andrew Arno	Warrant Exercise	Unrestricted	S-1
3/13/2023	Issuance	3,000	Common	$77.50	Yes	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
3/13/2023	Issuance	320	Common	$77.50	No	Gregory Castaldo	Warrant Exercise	Unrestricted	S-1
3/14/2023	Issuance	88	Common	$56.50	No	Punch Inc; Tom Punch	Services	Restricted	N/A
3/27/2023	Issuance	579	Common	$65	No	Elizabeth Palughi	Services	Restricted	N/A
3/27/2023	Issuance	116	Common	$65	No	Gladstone Corporation; Stan Elbaum	Services	Restricted	N/A
3/27/2023	Issuance	3,091	Common	$65	No	Christian Johnson	Services	Restricted	N/A
4/26/2023	Issuance	450	Common	$57	No	Integra Consulting Group LLC; Jeremy Roe	Services	Restricted	N/A
4/26/2023	Issuance	200	Common	$57	No	John Luppo	Services	Restricted	N/A
4/26/2023	Issuance	500	Common	$57	No	Luppo Ministries; John Luppo	Services	Restricted	N/A
4/26/2023	Issuance	200	Common	$57	No	Gladstone Corporation; Stan Elbaum	Services	Restricted	N/A
5/3/2023	Issuance	2,820	Common	$44	No	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
5/3/2023	Issuance	5,459	Common	$44	No	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
5/16/2023	Issuance	750	Common	$35	No	FirstFire Global Opportunities Fund LLC; Eli Fireman	Loan Incentive	Restricted	N/A
5/30/2023	Issuance	1,139	Common	$28	No	Henry Springer	Note Conversion	Restricted	N/A
5/30/2023	Issuance	463	Common	$28	No	Mark DeLuca	M&A	Restricted	N/A
5/30/2023	Issuance	520	Common	$28	No	Stephanie Roy Dufault	M&A	Restricted	N/A
5/31/2023	Issuance	200	Common	$28.50	No	Gladstone Corporation; Stan Elbaum	Services	Restricted	N/A
6/20/2023	Issuance	2,765	Common	$21.50	No	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
6/20/2023	Issuance	2,356	Common	$21.50	No	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
6/20/2023	Issuance	3,022	Common	$21.50	No	Jeremy Frommer	Services	Restricted	N/A
6/20/2023	Issuance	2,500	Common	$21.50	No	Justin Maury	Services	Restricted	N/A
6/20/2023	Issuance	2,000	Common	$21.50	No	Peter Majar	Services	Restricted	N/A
6/20/2023	Issuance	100	Common	$21.50	No	Chelsea Pullano	Services	Restricted	N/A
6/20/2023	Issuance	500	Common	$21.50	No	Erica Wagner	Services	Restricted	N/A
6/20/2023	Issuance	1,150	Common	$21.50	No	Robert Tal	Services	Restricted	N/A
6/20/2023	Issuance	2,000	Common	$21.50	No	Eric Pickens	Services	Restricted	N/A

6/20/2023	Issuance	100	Common	$21.50	No	Gina Callea	Services	Restricted	N/A
6/20/2023	Issuance	333	Common	$21.50	No	Christopher Riggio	Services	Restricted	N/A
6/20/2023	Issuance	333	Common	$21.50	No	Gina Bochis	Services	Restricted	N/A
6/20/2023	Issuance	333	Common	$21.50	No	Rachel David	Services	Restricted	N/A
6/20/2023	Issuance	100	Common	$21.50	No	Jessica Lee	Services	Restricted	N/A
6/29/2023	Issuance	1,000	Common	$22	No	Gladstone Corporation; Stan Elbaum	Services	Restricted	N/A
6/29/2023	Issuance	1,300	Common	$22	No	John Luppo	Services	Restricted	N/A
6/30/2023	Issuance	200	Common	$22.50	No	Angela Hein	M&A	Restricted	N/A
6/30/2023	Issuance	200	Common	$22.50	No	Heidi Brown	M&A	Restricted	N/A
7/10/2023	Issuance	866	Common	$12.50	No	L1 Capital Global Opportunities Master Fund; David Feldman	Warrant Exercise	Unrestricted	S-1
7/10/2023	Issuance	10,395	Common	$12.50	No	Joseph Reda	Warrant Exercise	Unrestricted	S-1
7/10/2023	Issuance	4,428	Common	$12.50	No	Gregory Castaldo	Warrant Exercise	Unrestricted	S-1
7/10/2023	Issuance	2,310	Common	$12.50	No	Andrew Arno	Warrant Exercise	Unrestricted	S-1
7/10/2023	Issuance	481	Common	$12.51	No	Brio Capital Master Fund Ltd.; Shaye Hirsch	Warrant Exercise	Unrestricted	S-1
7/11/2023	Issuance	4,500	Common	$36.50	No	Coventry Enterprises LLC; Jack Bodenstein	Loan Incentive	Unrestricted	S-1
7/28/2023	Issuance	2,188	Common	$20.50	No	Nicholas Scibilia	M&A	Restricted	N/A
7/31/2023	Issuance	4,000	Common	$21	No	Quick Capital LLC; Eilon Natan	Loan Incentive	Restricted	N/A
8/28/2023	Issuance	1,047	Common	$16	No	Joseph Reda	Note Conversion	Unrestricted	Rule 144
8/28/2023	Issuance	10,000	Common	$16	No	Joseph Reda	Note Conversion	Unrestricted	Rule 144
9/5/2023	Issuance	200	Common	$17	No	John Luppo	Services	Restricted	N/A
9/5/2023	Issuance	500	Common	$17	No	Ronald Nash	Services	Restricted	N/A
9/5/2023	Issuance	2,050	Common	$17	No	Integra Consulting Group LLC; Jeremy Roe	Services	Restricted	N/A
9/5/2023	Issuance	1,454	Common	$17	No	Gladstone Corporation; Stan Elbaum	Services	Restricted	N/A
9/5/2023	Issuance	8,255	Common	$11.77	No	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
9/8/2023	Issuance	2,000	Common	$15	No	Gladstone Corporation; Stan Elbaum	Services	Restricted	N/A
9/14/2023	Issuance	500	Common	$9.50	No	Ronald Nash	Services	Restricted	N/A
9/14/2023	Issuance	5,000	Common	$9.50	No	Gladstone Corporation; Stan Elbaum	Services	Restricted	N/A
9/18/2023	Issuance	7,717	Common	$8.50	No	Joseph Reda	Note Conversion	Restricted	N/A
9/26/2023	Issuance	1,250	Common	$10.50	No	FirstFire Global Opportunities Fund LLC; Eli Fireman	Loan Incentive	Restricted	N/A
10/3/2023	Issuance	12,000	Common	$7.50	No	Joseph Reda	Note Conversion	Unrestricted	Rule 144
10/6/2023	Issuance	10,000	Common	$11	No	Dorado Goose LLC; Tommy Wang	Loan Incentive	Restricted	N/A
10/11/2023	Issuance	3,056	Common	$15	No	L1 Capital Global Opportunities Master Fund; David Feldman	Note Conversion	Unrestricted	Rule 144
10/13/2023	Issuance	343	Common	$18.50	No	Andrew Arno	Note Conversion	Unrestricted	Rule 144
10/13/2023	Issuance	11,507	Common	$18.50	No	Laurie Weisberg	Services	Restricted	N/A

10/20/2023	Issuance	8,485	Common	$8.84	No	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
10/23/2023	Issuance	2,941	Common	$8.50	No	James Satloff TTEE Dustin Nathanial Satloff 06/01/93	Cash	Restricted	N/A
10/23/2023	Issuance	2,941	Common	$8.50	No	James Satloff TTEE Jean Satloff Trust 08/07/96	Cash	Restricted	N/A
10/23/2023	Issuance	2,941	Common	$8.50	No	James Satloff & Emily Satloff JTEN	Cash	Restricted	N/A
10/23/2023	Issuance	2,941	Common	$8.50	No	James Satloff TTEE Emily U Satloff FAmily Trust 03/25/93	Cash	Restricted	N/A
10/23/2023	Issuance	2,000	Common	$8.50	No	Gregory Castaldo	Cash	Restricted	N/A
10/23/2023	Issuance	5,000	Common	$8.50	No	Joseph Reda	Cash	Restricted	N/A
10/23/2023	Issuance	2,000	Common	$8.50	No	Jonathan Schechter	Cash	Restricted	N/A
10/23/2023	Issuance	3,493	Common	$8.50	No	L1 Capital Global Opportunities Master Fund; David Feldman	Cash	Restricted	N/A
10/23/2023	Issuance	3,000	Common	$11	No	FirstFire Global Opportunities Fund LLC; Eli Fireman	Loan Incentive	Restricted	N/A
10/27/2023	Issuance	2,250	Common	$8.50	No	Gina Callea	Services	Restricted	N/A
10/27/2023	Issuance	2,250	Common	$8.50	No	Rachel David	Services	Restricted	N/A
11/1/2023	Issuance	10,000	Common	$8	No	Auctus Fund LLC; Lou Posner	Loan Incentive	Restricted	N/A
11/2/2023	Issuance	13,053	Common	$9	No	Quick Capital LLC; Eilon Natan	Loan Incentive	Restricted	N/A
11/3/2023	Issuance	8,058	Common	$5.44	Yes	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
11/9/2023	Issuance	20,000	Common	$6.50	No	Lucosky Brookman LLP; Seth Brookman	Services	Restricted	N/A
11/9/2023	Issuance	2,000	Common	$6.50	No	Ayelet Abitbul	Services	Restricted	N/A
11/20/2023	Issuance	7,342	Common	$4.61	Yes	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
11/27/2023	Issuance	9,000	Common	$7	No	FirstFire Global Opportunities Fund LLC; Eli Fireman	Loan Incentive	Restricted	N/A
11/30/2023	Issuance	6,870	Common	$4.37	Yes	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
12/1/2023	Issuance	4,688	Common	$6	Yes	1800 Diagonal Lending LLC; Curt Kramer	Note Conversion	Unrestricted	Rule 144
12/5/2023	Issuance	5,172	Common	$5	Yes	Joseph Reda	Note Conversion	Unrestricted	Rule 144
12/6/2023	Issuance	15,000	Common	$4.50	Yes	1800 Diagonal Lending LLC; Curt Kramer	Note Conversion	Unrestricted	Rule 144
12/11/2023	Issuance	5,748	Common	$4	Yes	1800 Diagonal Lending LLC; Curt Kramer	Note Conversion	Unrestricted	Rule 144
12/12/2023	Issuance	10,116	Common	$3.59	Yes	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
12/15/2023	Issuance	16,000	Common	$5	No	Joseph Reda	Note Conversion	Unrestricted	Rule 144
12/22/2023	Issuance	22,000	Common	$5	No	FirstFire Global Opportunities Fund LLC; Eli Fireman	Loan Incentive	Restricted	N/A
1/4/2024	Issuance	14,704	Common	$1.89	Yes	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
1/9/2024	Issuance	20,000	Common	$5.00	No	Joseph Reda	Note Conversion	Unrestricted	Rule 144
1/10/2024	Issuance	14,000	Common	$2.00	No	Quick Capital LLC; Eilon Natan	Loan Incentive	Restricted	N/A

1/24/2024	Issuance	18,920	Common	$3.40	No	Misc.	Reverse Split Rounding	Various	N/A
2/9/2024	Issuance	364	Preferred	$1,000	No	Andrew Arno	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	480	Preferred	$1,000	No	Anson East Master Fund LP; Amin Nathoo	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	1,915	Preferred	$1,000	No	Anson Investments Master Fund LP; Amin Nathoo	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	142	Preferred	$1,000	No	Brio Capital Master Fund Ltd.; Shaye Hirsch	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	20	Preferred	$1,000	No	Daniel Ripp	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	2,253	Preferred	$1,000	No	Dorado Goose LLC; Tommy Wang	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	595	Preferred	$1,000	No	Gregory Castaldo	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	30	Preferred	$1,000	No	James Satloff TTEE Dustin Nathanial Satloff 06/01/93	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	30	Preferred	$1,000	No	James Satloff TTEE Jean Satloff Trust 08/07/96	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	30	Preferred	$1,000	No	James Satloff & Emily Satloff JTEN	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	30	Preferred	$1,000	No	James Satloff TTEE Emily U Satloff FAmily Trust 03/25/93	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	198	Preferred	$1,000	No	Jonathan Schechter	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	1,216	Preferred	$1,000	No	Joseph Reda	Conversion into Preferred	Restricted	N/A
2/9/2024	Issuance	410	Preferred	$1,000	No	L1 Capital Global Opportunities Master Fund; David Feldman	Conversion into Preferred	Restricted	N/A
2/12/2024	Issuance	16,424	Common	$5	No	Joseph Reda	Note Conversion	Unrestricted	Rule 144
2/28/2024	Issuance	2,300	Common	$4.90	No	Gina Callea	Services	Restricted	N/A
3/12/2024	Issuance	10,000	Common	$6.60	No	Brian McLain	Services	Restricted	N/A
3/12/2024	Issuance	7,143	Common	$3.50	Yes	Leonard Schiller	Cash	Restricted	N/A
3/12/2024	Issuance	10,000	Common	$6.60	No	John Luppo	Services	Restricted	N/A
3/14/2024	Issuance	15,000	Common	$8	No	Network 1 Advisory	Services	Restricted	N/A
3/15/2024	Issuance	1,287	Common	$3.50	Yes	John Luppo	Note Conversion	Restricted	N/A
3/15/2024	Issuance	16,000	Common	$5	No	Anson East Master Fund LP; Amin Nathoo	Conversion of Preferred to Common	Restricted	N/A
3/15/2024	Issuance	64,000	Common	$5	No	Anson Investments Master Fund LP; Amin Nathoo	Conversion of Preferred to Common	Restricted	N/A
3/15/2024	Issuance	80,000	Common	$5	No	Joseph Reda	Conversion of Preferred to	Restricted	N/A

							Common		
3/15/2024	Issuance	39,600	Common	$5	No	Jonathan Schechter	Conversion of Preferred to Common	Restricted	N/A
3/15/2024	Issuance	40,000	Common	$5	No	Gregory Castaldo	Conversion of Preferred to Common	Restricted	N/A
3/18/2024	Issuance	72,800	Common	$5	No	Andrew Arno	Conversion of Preferred to Common	Restricted	N/A
3/18/2024	Rescission	(343)	Common	$12.50	No	Andrew Arno	Cancellation of Note Conversion	N/A	N/A
3/19/2024	Issuance	5,000	Common	$8	No	Auctus Fund LLC; Lou Posner	Note Conversion	Unrestricted	S-1
3/20/2024	Issuance	24,000	Common	$5	No	James Satloff	Conversion of Preferred to Common	Restricted	N/A
3/22/2024	Issuance	51,895	Common	$5	No	MACK Financial Solutions LLC; Chelsea Pullano	Services	Restricted	N/A
3/26/2024	Issuance	23,848	Common	$3.52	Yes	Coventry Enterprises LLC; Jack Bodenstein	Cash	Unrestricted	S-1
3/26/2024	Issuance	3,500	Common	$4.75	No	FirstFire Global Opportunities Fund LLC; Eli Fireman	Loan Incentive	Restricted	N/A
3/25/2024	Issuance	3,000	Common	$5.57	No	Quick Capital LLC; Eilon Natan	Loan Incentive	Restricted	N/A

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

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

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	**Outstanding Balance ($)**	**Principal Amount at Issuance ($)**	**Interest Accrued ($)**	**Maturity Date**	**Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)**	**Name of Noteholder. *** You must disclose the control person(s) for any entities listed.**	**Reason for Issuance (e.g. Loan, Services, etc.)**
4/30/2020	$198,577	$282,432	$2,448	4/30/2022	N/A	Customers Bank; Lyle Cunningham	Loan
3/13/24	$1,100,000	$1,100,000	$5,425	11/30/2022	$8.50	The Lind Partners; Jeff Easton	Loan

9/22/2022	$381,022	$876,000	N/A	8/20/23	N/A	CloudFund LLC D/B/A Delta Bridge; Leor Friedman	Loan
4/20/2023	$41,213	$130,000	$1,875	12/31/2023	N/A	Arthur Rosen	Loan
4/24/2023	$65,167	$109,250	$1,607	5/2/2024	Convertible after 180 days at 65% of the lowest closing bid price in the previous 10 trading days	1800 Diagonal Lending LLC; Curt Kramer	Loan
5/16/2023	$197,253	$275,000	$5,274	5/16/2024	$37.50	FirstFire Global Opportunities Fund LLC; Eli Fireman	Loan
5/24/2023	$31,146	$86,250	$768	2/23/2024	N/A	1800 Diagonal Lending LLC; Curt Kramer	Loan
7/11/2023	$111,429	$300,000	$13,788	7/10/2024	N/A	Coventry Enterprises; Jack Bodenstein	Loan
7/27/2023	$24,087	$143,000	$3,526	7/24/2024	Convertible after 180 days at 65% of the lowest closing bid price in the previous 10 trading days	1800 Diagonal Lending LLC; Curt Kramer	Loan
7/31/2023	$208,700	$253,410	$7,498	4/30/2024	N/A	Quick Capital LLC; Eilon Natan	Loan
8/23/2023	$3,885	$38,997	N/A	2/20/2025	N/A	Stripe; Patrick Collison	Loan
9/27/2023	$34,500	$21,275	$1,276	6/27/2024	N/A	1800 Diagonal Lending LLC; Curt Kramer	Loan
9/28/2023	$127,668	$127,668	$10,438	4/30/2024	N/A	Radium Capital; Roy Smith	Loan
11/1/2023	$75,251	$111,111	$2,740	10/31/2024	$8	Auctus Fund LLC; Lou Posner	Loan
2/1/2024	$30,769	$10,769	$809	2/14/2024	N/A	Jeremy Frommer	Loan
2/12/2024	$50,000	$50,000	$329	3/13/2024	N/A	Dorado Goose LLC; Tommy Wang	Loan
2/20/2024	$50,000	$50,000	$274	8/20/2024	$3	Dorado Goose LLC; Tommy Wang	Loan
2/22/2024	$42,500	$26,258	N/A	4/22/2024	N/A	Jeremy Frommer	Loan
3/11/2024	$100,000	$100,000	$274	7/11/2024	$3	Dorado Goose LLC; Tommy Wang	Loan
3/22/2024	$75,000	$75,000	$92	7/22/2024	$2.75	Dorado Goose LLC;	Loan

						Tommy Wang	
3/26/2024	$50,000	$50,000	$211	4/26/2024	N/A	Jeremy Frommer	Loan

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

4) Issuer's Business, Products and Services

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

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

Overview

Creatd, Inc. provides economic opportunities for creators through access to its curated social platform called Vocal, enabling creators to share their stories, build an audience, and be rewarded. In addition to revenues generated directly from the platform from subscribers and microtransactions, the existence of Vocal, and the first-party data it produces, has resulted in the creation of numerous derivative business opportunities for the Company. Secondary opportunities with the potential to eventually exceed the core Vocal revenues include well-known brands activating through the Vocal platform under Creatd's "Vocal for Brands" business unit.

Creator-Centric Strategy

Creatd exists to support the boundless capacity of creators. Our mission is to empower creators by providing best-in-class tools, supportive audience communities, and avenues for monetization. Our creator-first approach is the cornerstone of our culture and purpose and is what drives every decision we make. We are committed to channeling our resources toward fueling the dreams and ambitions of creators and helping them to unleash their full potential.

That's why we built our flagship proprietary technology platform, Vocal—a home base for creators offering an unparalleled suite of digital tools and resources, curated communities, and monetization opportunities.

Application of First-Party Data

First-party data is information that a creator platform collects directly from its users, such as their demographics, interests, and behaviors. By utilizing this data, Vocal's creator platform can gain insights into its users' preferences and tailor marketing campaigns accordingly.

For example, a large segment of Vocal users is interested in health and fitness, as evidenced through the Longevity community. This information can additionally be used not only to create more personalized experiences for Vocal audiences, but additionally to help fitness-oriented brands create targeted campaigns for workout equipment, supplements, or fitness apparel. With our ability to understand users' niche interests and behaviors, the platform can create campaigns that resonate with its audience and drive better engagement and conversions.

The use of first-party data also helps the creator platform maintain a closer relationship with its users, as it enables a more personalized experience of content consumption and engagement for Vocal users. This can lead to higher retention rates, increased user loyalty, and improved user satisfaction. Finally, our business intelligence team pairs first-party Vocal data with third-party data from distribution platforms such as Instagram, TikTok, Twitter, and Snapchat providing a more granular profile of creators, brands, and audiences. By generating this valuable first-party data, the Company can continually enrich and refine its targeting capabilities for branded content marketing and creator acquisition, specifically, to reduce creator acquisition costs (CAC) and subscriber acquisition costs (SAC).

Competitive Advantage

The idea for Vocal came as a response to what Creatd's founders recognized as systemic flaws inherent to the digital media industry and its operational infrastructures, and the competitive advantage that a closed and safe platform ecosystem would provide. First-party data is widely understood as a tool for companies to collect and analyze data about their users directly from the source, providing valuable insights into their behaviors, preferences, and interests. Importantly, by leveraging this data within a closed and safe platform ecosystem, companies can create more personalized experiences for their users, deliver more relevant content and advertising, and increase user engagement and retention.

A secondary, and crucial, advantage of a closed ecosystem is that it allows companies to control the user experience and ensure a high level of safety and security. By controlling the data that is shared and the interactions that take place within the ecosystem, companies can minimize the risk of fraud, abuse, and other harmful behaviors that can undermine user trust and loyalty. This can be particularly important in industries where user safety and privacy are paramount, such as social networking, e-commerce, and financial services.

Finally, the existence of Vocal and its ecosystem enables the Company to optimize our operations and increase efficiencies, effectively creating a more defensible business model by reducing the risk of competition and disintermediation. By controlling the data and interactions within the ecosystem, we create barriers to entry for competitors and reduce the risk of users migrating to other platforms. This can be particularly important in an industry such as Creatd's, in which network effects and economies of scale are critical to success, such as social networking, e-commerce, and digital advertising.

Leveraging these advantages has enabled the Company to differentiate itself in the market, attract and retain users, and drive sustainable growth and profitability.

Acquisition Strategy

Creatd's strategic business line expansion has led to the acquisition of several complementary businesses. These acquisitions have allowed Creatd to expand its reach and diversify its revenue streams, enabling the company to leverage its internal resources and expertise to drive continued growth. In addition, the acquisitions have provided opportunities for cost synergies and operational efficiencies, further enhancing the company's profitability and positioning it for long-term success.

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

Name of combined affiliate	State or other jurisdiction of incorporation or organization	Company Ownership Interest
Jerrick Ventures LLC	Delaware	100%
Abacus Tech Pty Ltd	Australia	100%
CEOBloc, LLC	Delaware	100%
OG Collection, Inc.	Delaware	89%
Vocal, Inc.	Nevada	100%

C. Describe the issuers' principal products or services.

Vocal

Our flagship technology, Vocal, provides the Company with a core platform that is highly scalable on its own but also provides the foundation upon which other revenue sources rely. The first direct core business of Vocal has proven to be a scalable revenue source: Creator Subscriptions. The core will be augmented in the near term with the introduction of the ability for writers and creators to monetize their followings further by directly charging for premium content such as newsletters. Vocal will charge a recurring commission on these new premium content subscriptions. As discussed above, the core Vocal platform underlies numerous derivative revenue sources for the Company.

Since its launch in 2016, Vocal has quickly become the go-to platform for content creators of all kinds, with over 1.5 million registered creators and counting. Whether you're a blogger, social media influencer, podcaster, founder, musician, photographer, or anything in between, Vocal has everything you need to unleash your creativity and monetize your content.

Creators can opt to use Vocal for free, or upgrade to the premium membership tier, Vocal+. Upon joining Vocal, either as a freemium or premium member, creators can immediately begin to utilize Vocal's storytelling tools to create and publish their stories, as well as benefit from Vocal's monetization features.

At Creatd, we believe in rewarding creators for their hard work and dedication. That's why we offer a range of monetization features on Vocal, whereby creators earn in numerous ways including i) the number of 'reads' their story receives; ii) via Vocal Challenges, or writing contests with cash prizes; iii) receiving Bonuses; iv) by participating in Vocal for Brands marketing campaigns; v) through 'Subscribe,' which enables creators to receive payment directly from their audience via monthly subscriptions and one-off microtransactions; vi) via Vocal's Ambassador Program, which enables creators to be compensated for referring new premium members. But what sets Vocal apart from other platforms is our commitment to innovation and scalability. Built on Keystone, the same open-source framework used by industry leaders in the SaaS space, Vocal's technology is designed for speed, sustainability, and scalability. And with our capital-light infrastructure and focus on research and development, we are able to continuously improve and enhance the platform, without incurring the operational costs that have weighed down legacy media platforms.

Creatd firmly believes that the future belongs to creators. And with Vocal, we're proud to be leading the charge in providing them with the tools, resources, and opportunities they need to succeed.

Branded Content

In developing our creator ecosystem, we came to understand that like individual creators, all brands have a unique story to tell. That's why we've developed Vocal for Brands, our in-house content studio that specializes in creating best-in-class organic marketing campaigns. Our approach combines the production of branded content influencer and performance marketing initiatives that work together to increase sales, revenue, visibility, and brand affinity for our clients.

We work with leading brands to pair them with our network of creators, tapping into their communities to help share their stories in a way that is engaging, direct-response driven, and non-interruptive. Similarly, through Sponsored Challenges, we prompt the creation of thousands of high-quality stories that are centered around the brand's mission, further disseminated through creators' respective social channels and promotional outlets.

Our campaigns are amplified with the help of Vocal's first-party data insights, allowing us to create highly targeted, segmented audiences for brands with optimal results.

Consumer Products Group

During 2023 and 2022, our Consumer Products Group was composed of four brands, and grew to become a significant revenue contributor. The Company's Consumer Products portfolio currently included:

Camp, a direct-to-consumer (DTC) food brand which creates healthy upgrades to classic comfort food favorites. Each of Camp's products is created with servings of vegetables and contains Vitamins A, C, D, E, B1, and B6. Since its launch in 2020, Camp continues to add new products to its line of healthy, veggie-based, family-friendly foods, with flavors including Classic Cheddar Mac 'N' Cheese, White Cheddar Mac 'N' Cheese, Vegan Cheezy Mac, and Twist Veggie Pasta.

Dune Glow Remedy ("Dune"), which the Company purchased and brought to market in 2021, is a beverage brand focused on promoting wellness and beauty from within. Each beverage in Dune's product line is meticulously crafted with functional ingredients that nourish skin from the inside out and enhance one's natural glow. During 2022, Dune has continued to advance its retail and wholesale distribution strategy, securing numerous partnerships including with lifestyle retailer Urban Outfitters, Equinox, and the Los Angeles-based Erewhon Market.

Basis is a hydrating electrolyte drink mix that was acquired in the first quarter of 2022. This brand has a history of strong sales volume both on the brand's website as well as through third-party distribution channels such as Amazon.

Brave is a plant-based food company that provides convenient and healthy breakfast food products. Our Company acquired 100% of the membership interests of Brave Foods, LLC in September 2022. What started as a search for a better morning routine evolved into a business serving thousands of go-getters of every type. We are thrilled to have these amazing brands as part of our portfolio and we are excited to continue expanding our Consumer Products portfolio.

During 2023, the Consumer Products segment was discontinued, with Basis and Brave being acquired by a third party and Camp and Dune ceasing operations (see Note 13 – Discontinued Operations).

IP Development and Production

At Creatd, we're always looking for ways to bring our creators' stories to new audiences across different media. Our IP Development and Production efforts involve partnering with our top creators to develop their content for television, film, podcasts, and print. With our cutting-edge Vocal platform, we have access to a wealth of intellectual property that's constantly being curated by a blend of human moderation and advanced machine learning models. Our Vocal technology allows us to analyze community, creator, and audience insights to surface the best candidates for transmedia adaptations. We're committed to leveraging our vast library of compelling stories to create engaging and impactful content across multiple platforms. As of early 2023, Creatd announced a series of newly released and production projects. They include podcasts, books, and Web 3.0 opportunities.

Revenue Model

Creatd's revenues are primarily generated through:

Platform: Creatd's flagship technology product, Vocal, generates revenues through subscription fees from premium Vocal creators, a membership program known as Vocal+. The Vocal+ subscription offering provides creators with increased monetization and access to premium tools and features. At approximately $10 per month, Vocal+ offers creators a strong value proposition for freemium users to upgrade, while providing a scalable source of monthly recurring gross revenue for Creatd. Additional platform-based revenues are generated from Tipping and other transactions that occur on the platform. For each such transaction, which are designed to enable Vocal audiences to engage and support their favorite creators, Vocal takes platform processing fees ranging from approximately 3% to 7%.

Agency: The Company derives revenues from marketing partnerships through its internal branded content studio, Vocal for Brands, which specializes in pairing leading brands with select Vocal creators to produce content marketing campaigns, including sponsored Challenges, that leverage the power of Vocal. Branded stories and Challenges are distributed to a targeted audience based on Vocal's first-party data, and are optimized for conversions to maximize revenue growth.

5) Issuer's Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

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

The Company currently does not own any properties. As of December 31, 2023, our corporate headquarters consisted of a total of approximately 8,000 square feet located at 419 Lafayette Street, 6th Floor New York, NY 10003. Subsequent to December 31, 2023, the Company reached an agreement with the landlord to terminate this lease agreement and is now a remote-only company with a mailing address of 1111B S Governors Ave, STE 20721, Dover, DE 19904.

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

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Jeremy Frommer	CEO	Fort Lee, NJ	214,188	Common	4.63%	
Justin Maury	COO	Fort Lee, NJ	202,544	Common	4.38%	
Robert Tal	CIO	Oakhurst, NJ	161,677	Common	3.49%	
Peter Majar	Director	New York, NY	194,916	Common	4.21%	

Erica Wagner	Director	London, ENG	104,107	Common	2.25%	
Joseph Reda	Beneficial Owner	New York, NY	182,201	Common	3.94%	
Anson Funds	Beneficial Owner	Toronto, CA	370,000	Common	7.99%	Amin Nathoo
Jeremy Frommer	CEO	Fort Lee, NJ	1,721,429	Warrants	24.90%	
Justin Maury	COO	Fort Lee, NJ	526,682	Warrants	7.62%	
Robert Tal	CIO	Oakhurst, NJ	433,478	Warrants	6.27%	
Peter Majar	Director	New York, NY	530,685	Warrants	7.68%	
Erica Wagner	Director	London, ENG	267,370	Warrants	3.87%	
Joseph Reda	Beneficial Owner	New York, NY	35,615	Warrants	0.52%	
Jeremy Frommer	CEO	Fort Lee, NJ	413,148	Options	19.92%	
Justin Maury	COO	Fort Lee, NJ	412,894	Options	19.91%	
Robert Tal	CIO	Oakhurst, NJ	395,331	Options	19.07%	
Peter Majar	Director	New York, NY	228,256	Options	11.01%	
Erica Wagner	Director	London, ENG	108,756	Options	5.24%	

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

7) Legal/Disciplinary History

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

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

No

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

No

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state

securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

No

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

No

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

No

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

No

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

Except as set forth below, we are currently not aware of any such legal proceedings or claims that will have, individually or in aggregate, a material adverse effect on our business, financial condition or operating results.

Skube v. WHE Agency Inc., et al

A complaint against WHE, Creatd and Jeremy Frommer filed December 22, 2022, was filed in the Supreme Court of the State of New York, New York County, by Jessica Skube, making certain claims alleging conversion, trespass to chattel, unjust enrichment, breach of contract, fraud in the inducement, seeking damages of $161,000 and punitive damages of $500,000. Skube filed an Order to Show Cause, which the Company opposed, which was denied. Given the premature nature of this case, it is still too early for the Company to make an assessment as to liability.

8) Third Party Service Providers

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

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Joseph Lucosky
Firm: Lucosky Brookman LLP

Address 1: 101 Wood Avenue South
Address 2: Woodbridge, NJ 08830
Phone: 732-395-4400
Email: jlucosky@lucbro.com

Accountant or Auditor

Name: Alison Douglas
Firm: Astra Audit & Advisory LLC
Address 1: 13902 North Dale Mabry Highway,
Address 2: Suite 131, Tampa, FL 33618
Phone: 813-441-9707
Email: adouglas@theaerosolution.com

Investor Relations

N/A

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

None other than below

9) Disclosure & Financial Information

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

Name: Chelsea Pullano
Title: Managing Partner of MACK Financial Solutions, LLC
Relationship to Issuer: Finance & Accounting Consultants

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

☐ IFRS
☒ U.S. GAAP

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

Name: Chelsea Pullano & Max Avellaneda
Title: Managing Partners of MACK Financial Solutions, LLC
Relationship to Issuer: Finance & Accounting Consultants

Describe the qualifications of the person or persons who prepared the financial statements:[25]
Max Avellaneda: Senior management and accounting professional with over 15 years of experience in finance, accounting, and business management.
Chelsea Pullano: C-Level leader with extensive expertise in executive-level accounting, financial planning, and investor relations.

---

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

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

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

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Jeremy Frommer, certify that:

1. I have reviewed this Disclosure Statement for Creatd, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 5, 2024

/s/ Jeremy Frommer

Principal Financial Officer:

I, Jeremy Frommer, certify that:

1. I have reviewed this Disclosure Statement for Creatd, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

August 5, 2024

/s/ Jeremy Frommer

CREATD, INC.
CONSOLIDATED FINANCIAL STATEMENTS
AS OF MARCH 31, 2024

Forward-Looking Statements

In addition to historical information this Annual Report contains forward-looking statements regarding future events relating to such matters as anticipated financial performance, business prospects, technological developments, new products, research and development activities and similar matters. The Private Securities Litigation Reform Act of 1995, the Securities Act of 1933 and the Securities Exchange Act of 1934 provide safe harbors for forward-looking statements. In order to comply with the terms of these safe harbors, the Company notes that a variety of factors could cause the Company's actual results and experience to differ materially and adversely from the anticipated results or other expectations expressed in the Company's forward-looking statements. The risks and uncertainties that may affect the operation, performance, development and results of the Company's business include, but are not limited to, those matters discussed herein. The words "believe," "expect," "anticipate," "project," "target," "intend," "plan," "seek," "estimate," "endeavor," "should," "could," "may" and similar expressions are intended to identify forward-looking statements. In addition, any statements that refer to projections for our future financial performance, our anticipated growth trends in our business and other characterizations of future events or circumstance are forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date hereof. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof. Readers should carefully review the risk factors described in other documents the Company has filed from time to time with the Securities and Exchange Commission and OTC Markets.

Creatd, Inc.

Consolidated Balance Sheets

(Unaudited)

	March 31, 2024		December 31, 2023	
Assets				
Current Assets				
Cash	$	17,115	$	71,105
Accounts receivable,Net		61,312		-
Discontinued Operation net Current Assets		-		2,150
Total Current Assets		78,427		73,255
Property and equipment, net		61,502		84,143
Deposits and other assets		83,617		83,617
Operating lease right of use asset		1,847,623		1,923,112
Discontinued Operation net Non-Current Assets		-		-
Total Assets	**$**	**2,071,169**	**$**	**2,164,127**
Liabilities and Stockholders' Deficit				
Current Liabilities				
Cash overdraft		-		-
Accounts payable and accrued liabilities		9,917,260		10,755,238
Convertible Notes, net of debt discount and issuance costs		571,055		5,316,117
Secured convertible debenture, net		-		-
Current portion of operating lease payable		-		532,689
Note payable, net of debt discount and issuance costs		1,149,329		935,390
Deferred revenue		219,773		266,037
Derivative Liability		587,080		3,771,809
Discontinued Operation net Current Liabilities		-		-
Total Current Liabilities		12,444,497		21,577,280
Non-current Liabilities:				
Note payable, net of debt discount and issuance costs		-		30,026
Convertible Notes, net of debt discount and issuance costs		1,100,000		-
Capital lease payables		-		-
Operating lease payable		2,053,452		1,574,161
Discontinued Operation net Non-Current Liabilities		-		-
Total Non-current Liabilities		3,153,452		1,604,187
Total Liabilities		15,597,949		23,181,467

Commitments and contingencies		
Stockholders' Equity (Deficit)		
Preferred stock, $0.001 par value, 20,000,000 shares authorized	-	-
Series E Preferred stock, $0.001 par value, 8,000 shares authorized; 450 and 450 shares issued and outstanding as of March 31, 2024 and December 31, 2023, respectively	-	-
Series F Preferred stock, $0.001 par value, 5,500,000 shares authorized; 6,031 and 0 shares issued and outstanding as of March 31, 2024 and December 31, 2023, respectively	6	-
Common stock par value $0.001: 1,500,000,000 shares authorized; 1,060,475 issued and 1,060,289 outstanding as of March 31, 2024 and 507,397 issued and 507,211 outstanding as of December 31, 2023	1,061	508
Additional paid in capital	189,831,115	179,780,937
Less: Treasury stock, 186 and 186 shares as of March 31, 2024, and December 31, 2023, respectively	(78,456)	(78,456)
Accumulated deficit	(204,138,309)	(201,594,378)
Accumulated other comprehensive income	(190,389)	(174,143)
Total Creatd, Inc. Stockholders' Equity	(14,574,972)	(22,065,532)
Non-controlling interest in consolidated subsidiaries	1,048,192	1,048,192
	(13,526,780)	(21,017,340)
Total Liabilities and Stockholders' Equity (Deficit)	**$ 2,071,169**	**$ 2,164,127**

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

Creatd, Inc.
Consolidated Statements of Operations and Comprehensive Loss
(Unaudited)

	For the Three Months Ended March 31, 2024	For the Three Months Ended March 31, 2023
Net revenue	$ 428,466	$ 550,462
Cost of revenue	(200,331)	300,601
Gross margin (loss)	628,797	249,861
Operating expenses		
Compensation	539,968	3,978,728
Research and development	287	131,626
Marketing	55,752	516,887
Stock based compensation	768,716	7,328,044
General and administrative	424,423	1,422,775
Total operating expenses	1,789,146	13,378,060
Loss from operations	(1,160,349)	(13,128,199)
Other income (expenses)		
Other income	5,374	12,000
Interest expense	(129,257)	(63,104)
Accretion of debt discount and issuance cost	(842,974)	(2,155,159)
Derivative expense	-	(58,970)
Change in derivative liability	3,133,824	-
Settlement of vendor liabilities	904,197	23,589
Other income (expenses), net	3,071,164	(2,241,644)
Loss from Continuing Operations	3,071,164	(2,241,644)
Loss from Discontinued Operations	-	(585,682)
Loss before income tax provision	1,910,815	(15,955,525)
Equity in net loss from equity method investment	-	-
Income tax provision	-	-
Net gain (loss)	**1,910,815**	**(15,955,525)**
Net loss Attributable to noncontrolling interest arising from:		
Continuing Operations	-	49,190
Discontinued Operations	-	-
Net loss attributable to noncontrolling interest	-	49,190

Net Loss attributable to Creatd, Inc. arising from:		
Continuing Operations	1,910,815	(15,906,335)
Discontinued Operations	-	-
Net loss attributable to Creatd, Inc.	**1,910,815**	**(15,906,335)**
Deemed dividend	-	(6,337,246)
Inducement expense	(4,454,745)	-
Net loss attributable to common shareholders	**$ (2,543,931)**	**$ (22,243,581)**
Comprehensive loss		
Net gain (loss)	**1,910,815**	**(15,955,525)**
Currency translation gain (loss)	(16,247)	129,971
Credit Loss	-	-
Comprehensive loss	**$ 1,894,568**	**$ (15,825,554)**
Per-share data		
Basic and diluted loss per share from continuing operations	**$ (0.02)**	**$ (0.34)**
Basic and diluted loss per share from discontinued operations	**$ -**	**$ (0.01)**
Basic and diluted loss per share	**$ (0.02)**	**$ (0.35)**
Weighted average number of common shares outstanding	**118,606,984**	**63,491,732**

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

Creatd, Inc.

Consolidated Statement of Changes in Stockholders' Equity (Deficit)
For the three months ended March 31, 2024

(Unaudited)

	Series E Preferred Stock		Series F Preferred Stock		Common Stock		Treasury stock		Additional Paid	Accumulated	Non-Controlling	Other Compre-hensive	Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	In Capital	Deficit	Interest	Income	(Deficit)
Balance, January 1, 2024	450	$ -	-	$ -	507,397	$ 507	(186)	$(78,456)	$179,780,938	$ (201,594,378)	$ 1,048,192	$ (174,142)	$ (21,017,339)
Stock based compensation	-	-	-	-	35,000	35	-	-	768,681	-	-	-	$ 768,716
Common stock issued upon conversion of notes payable	-	-	-	-	42,368	42	-	-	222,292	-	-	-	$ 222,334
Cash received for common stock	-	-	-	-	45,695	46	-	-	136,554	-	-	-	$ 136,600
Shares issued with notes payable	-	-	-	-	20,500	21	-	-	61,315	-	-	-	$ 61,336
Common stock issued for settlement of accounts payable	-	-	-	-	54,195	54	-	-	268,891	-	-	-	$ 268,945
Inducement Expense	-	-	-	-	-	-	-	-	680,745	(4,454,745)	-	-	$ (3,774,000)
Conversion of notes and warrants to Preferred Series F stock	-	-	7,713	8	-	-	-	-	7,712,993	-	-	-	$ 7,713,001
Shares issued for conversion of Series F Preferred	-	-	(1,682)	(2)	336,400	337	-	-	(335)	-	-	-	$ -
Foreign currency translation adjustments	-	-	-	-	-	-	-	-	-	-	-	(16,247)	$ (16,247)
Sale of minority interest in Vocal Inc	-	-	-	-	-	-	-	-	18,981	-	-	-	$ 18,981
Shares issued for rounding in reverse stock split	-	-	-	-	18,920	19	-	-	64,309	-	-	-	$ 64,328
Derivative Liabilities	-	-	-	-	-	-	-	-	115,751	-	-	-	$ 115,751
Net loss for the three months ended March 31, 2024	-	-	-	-	-	-	-	-	-	1,910,815	-	-	$ 1,910,815
Balance, March 31, 2024	450	-	6,031	6	1,060,475	1,061	(186)	(78,456)	189,831,115	(204,138,309)	1,048,192	(190,389)	(13,526,780)

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

Creatd, Inc.

Consolidated Statement of Changes in Stockholders' Equity (Deficit)

For the three months ended March 31, 2023

(Unaudited)

	Series E Preferred Stock		Series F Preferred Stock		Common Stock		Treasury stock		Additional Paid	Accumulated	Non-Controlling	Other Compre-hensive	Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	In Capital	Deficit	Interest	Income	(Deficit)
Balance, January 1, 2023	450	$ -	-	$ -	78,125	$ 78	(186)	$(78,456)	$134,609,584	$ (146,142,373)	$ (751,849)	$ (140,183)	$ (12,503,199)
Stock based compensation	-	-	-	-	62,236	62	-	-	$ 7,291,169	-	-	-	$ 7,291,231
Shares issued for prepaid services	-	-	-	-	2,500	3	-	-	213,748	-	-	-	$ 213,750
Shares issued for acquisition of non-controlling interest in consolidated subsidiaries	-	-	-	-	2,652	3	-	-	(897,994)	-	897,991	-	$ -
BCF issued with convertible note	-	-	-	-	-	-	-	-	2,000,000	-	-	-	$ 2,000,000
Exercise of warrants to stock	-	-	-	-	7,536	8	-	-	753,685	-	-	-	$ 753,693
Stock warrants issued with note payable	-	-	-	-	-	-	-	-	-	-	-	-	$ -
Cash received for common stock	-	-	-	-	6,125	6	-	-	1,049,994	-	-		$ 1,050,000
Common stock issued upon conversion of convertible notes	-	-	-	-	13,894	14	-	-	1,417,768	-	-		$ 1,417,782
Foreign currency translation adjustments	-	-	-	-	-	-	-	-	-	-	-	129,971	$ 129,971
Sale of minority interest in OG Collection Inc.	-	-	-	-	-	-	-	-	-	-	250,000	-	$ 250,000
Dividends	-	-	-	-	-	-	-	-	6,337,246	(6,337,246)	-	-	$ -
Net loss for the three months ended March 31, 2023	-	-	-	-	-	-	-	-	-	(15,906,335)	(49,190)	-	$ (15,955,525)
Balance, March 31, 2023	450	-	-	-	173,067	173	(186)	(78,456)	152,775,200	(168,385,954)	346,952	(10,212)	(15,352,297)

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

Creatd, Inc.
March 31, 2024
Notes to the Consolidated Financial Statements

Note 1 – Organization and Operations

Creatd, Inc., formerly Jerrick Media Holdings, Inc. ("we," "us," the "Company," or "Creatd"), is a technology company focused on providing economic opportunities for creators, which it accomplishes through its four main business pillars: Creatd Labs, Creatd Partners, Creatd Ventures, and Creatd Studios. Creatd's flagship product, Vocal, delivers a robust long-form, digital publishing platform organized into highly engaged niche-communities capable of hosting all forms of rich media content. Through Creatd's proprietary algorithm dynamics, Vocal enhances the visibility of content and maximizes viewership, providing advertisers access to target markets that most closely match their interests.

The Company was originally incorporated under the laws of the State of Nevada on December 30, 1999, under the name LILM, Inc. The Company changed its name on December 3, 2013, to Great Plains Holdings, Inc. as part of its plan to diversify its business.

On February 5, 2016 (the "Closing Date"), GTPH, GPH Merger Sub, Inc., a Nevada corporation and wholly-owned subsidiary of GTPH ("Merger Sub"), and Jerrick Ventures, Inc., a privately-held Nevada corporation headquartered in New Jersey ("Jerrick"), entered into an Agreement and Plan of Merger (the "Merger") pursuant to which the Merger Sub was merged with and into Jerrick, with Jerrick surviving as a wholly-owned subsidiary of GTPH (the "Merger"). GTPH acquired, pursuant to the Merger, all of the outstanding capital stock of Jerrick in exchange for issuing Jerrick's shareholders (the "Jerrick Shareholders"), pro-rata, a total of 950 shares of GTPH's common stock. In connection therewith, GTPH acquired 33,415 shares of Jerrick's Series A Convertible Preferred Stock (the "Jerrick Series A Preferred") and 8,064 shares of Series B Convertible Preferred Stock (the "Jerrick Series B Preferred").

In connection with the Merger, on the Closing Date, GTPH and Kent Campbell entered into a Spin-Off Agreement (the "Spin-Off Agreement"), pursuant to which Mr. Campbell purchased from GTPH (i) all of GTPH's interest in Ashland Holdings, LLC, a Florida limited liability company, and (ii) all of GTPH's interest in Lil Marc, Inc., a Utah corporation, in exchange for the cancellation of 79 shares of GTPH's Common Stock held by Mr. Campbell. In addition, Mr. Campbell assumed all debts, obligations and liabilities of GTPH, including any existing prior to the Merger, pursuant to the terms and conditions of the Spin-Off Agreement.

Upon closing of the Merger on February 5, 2016, the Company changed its business plan to that of Jerrick.

Effective February 28, 2016, GTPH entered into an Agreement and Plan of Merger (the "Statutory Merger Agreement") with Jerrick, pursuant to which GTPH became the parent company of Jerrick Ventures, LLC, a wholly-owned operating subsidiary of Jerrick (the "Statutory Merger") and GTPH changed its name to Jerrick Media Holdings, Inc. to better reflect its new business strategy.

On September 11, 2019, the Company acquired 100% of the membership interests of Seller's Choice, LLC, a New Jersey limited liability company ("Seller's Choice"), a digital e-commerce agency.

On September 9, 2020, the Company filed a certificate of amendment with the Secretary of State of the State of Nevada to change our name to "Creatd, Inc.", which became effective on September 10, 2020.

On June 4, 2021, the Company acquired 89% of the membership interests of Plant Camp, LLC, a Delaware limited liability company ("Plant Camp"), which the Company subsequently rebranded as Camp. Camp is a direct-to-consumer (DTC) food brand which creates healthy upgrades to classic comfort food favorites. The results of Plant Camp's operations have been included since the date of acquisition in the Statements of Operations.

On July 20, 2021, the Company acquired 44% of the membership interests of WHE Agency, Inc. WHE Agency, Inc, is a talent management and public relations agency based in New York ("WHE"). WHE has been consolidated due to the Company's ownership of 55% voting control, and the results of operations have been included since the date of acquisition in the Statements of Operations.

Between October 21, 2020, and August 16, 2021, the Company acquired 21% of the membership interests of Dune, Inc. Dune, Inc. is a direct-to-consumer brand focused on promoting wellness through its range of health-oriented beverages.

On October 3, 2021, the Company acquired an additional 29% of the membership interests of Dune, Inc., bringing our total membership interests to 50%. Dune, Inc., has been consolidated due to the Company's ownership of 50% voting control, and the results of operations have been included since the date of acquisition in the Statements of Operations.

On March 7, 2022, the Company acquired 100% of the membership interests of Denver Bodega, LLC, d/b/a Basis, a Colorado limited liability company ("Basis"). Basis is a direct-to-consumer functional beverage brand that makes high-electrolyte mixes meant to aid hydration. Denver Bodega, LLC has been consolidated due to the Company's ownership of 100% voting control, and the results of operations have been included since the date of acquisition in the Statement of Operations.

On August 1, 2022, the Company acquired 51% of the membership interests of Orbit Media LLC, a New York limited liability company. Orbit is an app-based stock trading platform designed to empower a new generation of investors. Orbit has been consolidated due to the Company's ownership of 51% voting control, and the results of operations have been included since the date of acquisition in the Statement of Operations.

On September 13, 2022, the Company acquired 100% of the membership interests of Brave Foods, LLC, a Maine limited liability company. Brave is a plant-based food company that provides convenient and healthy breakfast food products. Brave Foods, LLC has been consolidated due to the Company's ownership of 100% voting control, and the results of operations have been included since the date of acquisition in the Statement of Operations.

On December 13, 2022, an investor entered into a Subscription Agreement whereby it purchased from OG Collection, Inc., a subsidiary of the Company ("OG"), 150,000 shares of common stock of OG for a purchase price of $750,000, and, in connection therewith OG, the Company, and the Investor entered into a Shareholder Agreement.

On January 9, 2023, the Company acquired an additional 51% of the equity interest in WHE Agency, Inc. bringing our total ownership to 95%. WHE has been consolidated due to the Company's ownership of 55% voting control, and the results of operations have been included since the date of acquisition in the Statements of Operations.

On January 25, 2023, the Company acquired an additional 23% equity interest in Dune, Inc. bringing our total ownership to 85%. Dune, Inc., has been consolidated due to the Company's ownership of 50% voting control, and the results of operations have been included since the date of acquisition in the Statements of Operations.

On February 1, 2023, an investor entered into a Subscription Agreement whereby it purchased from OG Collection, Inc., a subsidiary of the Company ("OG"), 50,000 shares of common stock of OG for a purchase price of $250,000, and, in connection therewith OG, the Company, and the Investor entered into a Shareholder Agreement.

On February 3, 2023, the Company acquired an additional 5% of the membership interests of Orbit Media, LLC., bringing our total membership interests to 56%. Orbit has been consolidated due to the Company's ownership of 51% voting control, and the results of operations have been included since the date of acquisition in the Statement of Operations.

On May 30, 2023, the Company acquired an additional 15% equity interest in Dune, Inc. bringing our total ownership to 100%. Dune, Inc., has been consolidated due to the Company's ownership of 50% voting control, and the results of operations have been included since the date of acquisition in the Statements of Operations.

On June 30, 2023, the Company acquired an additional 10% of the membership interests of Plant Camp, LLC, bringing our total ownership to 100%. Plant Camp, LLC has been consolidated due to the Company's ownership of

50% voting control, and the results of operations have been included since the date of acquisition in the Statements of Operations.

On July 28, 2023, the Company acquired an additional 17.5% of the membership interests of Orbit Media, LLC, bringing our total membership interests to 74%. Orbit has been consolidated due to the Company's ownership of 51% voting control, and the results of operations have been included since the date of acquisition in the Statement of Operations.

On October 8, 2023, the Company entered into an Assignment and Assumption Agreement whereby Omega Eats, LLC was assigned 92.5% of the assets owned by Creatd Ventures, LLC pertaining to the operations of Brave and Denver Bodega DBA basis in exchange for $1 in cash consideration at closing and the assumption of $214,295 in liabilities related to the operations of these products.

On December 6, 2023, the Company spun-out Orbit Media, LLC, retaining an 18.4% membership interest and returning the remaining membership interest to the founders. As of December 6, 2023, Orbit is no longer consolidated due to the Company's ownership of less than 50% voting control and membership interests.

Note 2 – Significant Accounting Policies and Practices

Management of the Company is responsible for the selection and use of appropriate accounting policies and the appropriateness of accounting policies and their application. Critical accounting policies and practices are those that are both most important to the portrayal of the Company's financial condition and results and require management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. The Company's significant and critical accounting policies and practices are disclosed below as required by the accounting principles generally accepted in the United States of America.

Use of Estimates and Critical Accounting Estimates and Assumptions

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

These significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to these estimates or assumptions, and certain estimates or assumptions are difficult to measure or value.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly. The Company uses estimates in accounting for, among other items, revenue recognition, allowance for doubtful accounts, stock-based compensation, income tax provisions, excess and obsolete inventory reserve, and impairment of intellectual property.

Actual results could differ from those estimates.

Principles of consolidation

The Company consolidates all majority-owned subsidiaries, if any, in which the parent's power to control exists.

As of March 31, 2024, the Company's consolidated subsidiaries and/or entities are as follows:

Name of combined affiliate	State or other jurisdiction of incorporation or organization	Company Ownership Interest
Jerrick Ventures LLC	Delaware	100%
Abacus Tech Pty Ltd	Australia	100%
CEOBloc, LLC	Delaware	100%
OG Collection, Inc.	Delaware	89%
Vocal, Inc.	Nevada	100%

All other previously consolidated subsidiaries have been dissolved or sold.

All inter-company balances and transactions have been eliminated.

See Note 12 – Discontinued Operations for information on previously consolidated entities that were discontinued in 2023.

Fair Value of Financial Instruments

The fair value measurement disclosures are grouped into three levels based on valuation factors:

- Level 1 – quoted prices in active markets for identical investments

- Level 2 – other significant observable inputs (including quoted prices for similar investments and market corroborated inputs)

- Level 3 – significant unobservable inputs (including our own assumptions in determining the fair value of investments)

The Company's Level 1 assets/liabilities include cash, accounts receivable, marketable trading securities, accounts payable, marketable trading securities, prepaid and other current assets, line of credit and due to related parties. Management believes the estimated fair value of these accounts at March 31 2023 and 2024 approximate their carrying value as reflected in the balance sheets due to the short-term nature of these instruments or the use of market interest rates for debt instruments

The Company's Level 2 assets/liabilities include certain of the Company's notes payable. Their carrying value approximates their fair values based upon a comparison of the interest rate and terms of such debt given the level of risk to the rates and terms of similar debt currently available to the Company in the marketplace.

The Company's Level 3 assets/liabilities include goodwill, intangible assets, equity investments at cost, and derivative liabilities. Inputs to determine fair value are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques, including option pricing models and discounted cash flow models. Unobservable inputs used in the models are significant to the fair values of the assets and liabilities.

The following tables provide a summary of the relevant assets that are measured at fair value on a recurring basis:

Fair Value Measurements as of
March 31, 2023

	Total	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Quoted Prices for Similar Assets or Liabilities in Active Markets (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Marketable securities - debt securities	$ -	$ -	$ -	$ -
Total assets	$ -	$ -	$ -	$ -
Liabilities:				
Derivative liabilities	$ 58,970	$ -	$ -	$ 58,970
Total Liabilities	$ 58,970	$ -	$ -	$ 58,970

Fair Value Measurements as of
March 31, 2024

	Total	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Quoted Prices for Similar Assets or Liabilities in Active Markets (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Marketable securities - debt securities	$ -	$ -	$ -	$ -
Total assets	$ -	$ -	$ -	$ -
Liabilities:				
Derivative liabilities	$ 587,080	$ -	$ -	$ 587,00
Total Liabilities	$ 587,080	$ -	$ -	$ 587,080

Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

At times, cash balances may exceed the Federal Deposit Insurance Corporation ("FDIC") or Financial Claims Scheme ("FCS") insurable limits. The Company has never experienced any losses related to these balances. The uninsured cash balance as of March 31, 2024, was $1,030. The Company does not believe it is exposed to significant credit risk on cash and cash equivalents.

Concentration of Credit Risk and Other Risks and Uncertainties

The Company provides credit in the normal course of business. The Company maintains allowances for credit losses on factors surrounding the credit risk of specific customers, historical trends, and other information.

The Company operates in Australia and holds total assets of $1,030. It is reasonably possible that operations located outside an entity's home country will be disrupted in the near term.

Property and Equipment

Property and equipment are recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation is computed by the straight-line method (after taking into account their respective estimated residual values) over the estimated useful lives of the respective assets as follows:

	Estimated Useful Life (Years)
Computer equipment and software	3
Furniture and fixtures	5
Leasehold Improvements	3

Upon sale or retirement of property and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in the consolidated statements of operations

Long-lived Assets Including Acquired Intangible Assets

We evaluate the recoverability of property and equipment, acquired finite-lived intangible assets and, purchased infinite life digital assets for possible impairment whenever events or circumstances indicate that the carrying amount of such assets may not be recoverable. The evaluation is performed at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. Recoverability of these assets is measured by a comparison of the carrying amounts to the future undiscounted cash flows the assets are expected to generate from the use and eventual disposition. Digital assets accounted for as intangible assets are subject to impairment losses if the fair value of digital assets decreases other than temporarily below the carrying value. The fair value is measured using the quoted price of the crypto asset at the time its fair value is being measured. If such review indicates that the carrying amount of property and equipment and intangible assets is not recoverable, the carrying amount of such assets is reduced to fair value. As of March 31, 2023, the Company had no intangible assets on its balance sheet, and during the three months ended March 31, 2024 and 2023, the Company recorded no impairment charge.

Acquired finite-lived intangible assets are amortized on a straight-line basis over the estimated useful lives of the assets. We routinely review the remaining estimated useful lives of property and equipment and finite-lived intangible assets. If we change the estimated useful life assumption for any asset, the remaining unamortized balance is amortized or depreciated over the revised estimated useful life. As of December 31, 2023, the Company has no intangible assets on its balance sheet. Amortization expense was $0 and $8,024 for the three months ended March 31, 2024 and 2023, respectively.

Goodwill

Goodwill is not amortized but is subject to periodic testing for impairment in accordance with ASC Topic 350 "Intangibles – Goodwill and Other – Testing Indefinite-Lived Intangible Assets for Impairment" ("ASC Topic 350"). The Company tests goodwill for impairment on an annual basis as of the last day of the Company's fiscal December each year or more frequently if events occur or circumstances change indicating that the fair value of the goodwill may be below its carrying amount. The Company uses an income-based approach to determine the fair value of the reporting units. This approach uses a discounted cash flow methodology and the ability of our reporting units to generate cash flows as measures of fair value of our reporting units.

As of March 31, 2023, the Company had no goodwill on its balance sheet, and during the three months ended March 31, 2024 and 2023, the Company recorded no impairment charge.

Commitments and Contingencies

The Company follows subtopic 450-20 of the FASB ASC to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or un-asserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or un-asserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.

Foreign Currency

Foreign currency denominated assets and liabilities are translated into U.S. dollars using the exchange rates in effect at our Consolidated Balance Sheet dates. Results of operations and cash flows are translated using the average exchange rates throughout the periods. The effect of exchange rate fluctuations on the translation of assets and liabilities is included as a component of stockholders' equity in accumulated other comprehensive income. Gains and losses from foreign currency transactions, which are included in operating expenses, have not been significant in any period presented.

Derivative Liability

The Company evaluates its debt and equity issuances to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with paragraph 815-10-05-4 and Section 815-40-25 of the FASB Accounting Standards Codification. The result of this accounting treatment is that the fair value of the embedded derivative is marked-to-market each balance sheet date and recorded as either an asset or a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the consolidated statement of operations as other income or expense. Upon conversion, exercise or cancellation of a derivative instrument, the instrument is marked to fair value at the date of conversion, exercise or cancellation and then the related fair value is reclassified to equity.

In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument.

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities will be classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument is expected within 12 months of the balance sheet date.

The Company adopted Section 815-40-15 of the FASB Accounting Standards Codification ("Section 815-40-15") to determine whether an instrument (or an embedded feature) is indexed to the Company's own stock. Section

815-40-15 provides that an entity should use a two-step approach to evaluate whether an equity-linked financial instrument (or embedded feature) is indexed to its own stock, including evaluating the instrument's contingent exercise and settlement provisions.

The Company utilizes a Monte Carlo simulation model for the make whole feature and a binomial option model for convertible notes that have an option to convert at a variable number of shares to compute the fair value of the derivative and to mark to market the fair value of the derivative at each balance sheet date. The inputs utilized in the application of the Binomial model included a stock price on valuation date, an expected term of each debenture remaining from the valuation date to maturity, an estimated volatility, and a risk-free rate.for convertible notes that have an option to convert at a variable number of shares to compute the fair value of the derivative and to mark to market the fair value of the derivative at each balance sheet date. The inputs utilized in the application of the Monte Carlo model included a starting stock price, an expected term of each debenture remaining from the valuation date to maturity, an estimated volatility, drift, and a risk-free rate. The Company records the change in the fair value of the derivative as other income or expense in the consolidated statements of operations.

Shipping and Handling Costs

The Company classifies freight billed to customers as sales revenue and the related freight costs as cost of revenue.

Revenue Recognition

Under Topic 606, revenue is recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

We determine revenue recognition through the following steps:

- identification of the contract, or contracts, with a customer;
- identification of the performance obligations in the contract;
- determination of the transaction price. The transaction price for any given subscriber could decrease based on any payments made to that subscriber. A subscriber may be eligible for payment through one or more of the monetization features offered to Vocal creators, including earnings through reads (on a cost per mile basis) and cash prizes offered to Challenge winners;
- allocation of the transaction price to the performance obligations in the contract; and
- recognition of revenue when, or as, we satisfy a performance obligation.

Revenue disaggregated by revenue source for the three months ended March 31, 2024 and 2023 consists of the following:

	Three Months Ended March 31,	
	2024	**2023**
Agency (Managed Services & Branded Content)	$ 203,384	$ 221,413
Platform (Creator Subscriptions)	225,082	299,194
Affiliate Sales	-	986
Other Revenue	-	28,869
	$ 428,466	$ 550,462

The Company utilizes the output method to measure the results achieved and value transferred to a customer over time. Timing of revenue recognition for the three months ended March 31, 2024 and 2023 consists of the following:

	Three Months Ended March 31,	
	2024	2023
Products and services transferred over time	$ 428,466	$ 520,607
Products transferred at a point in time	-	29,855
	$ 428,466	$ 550,462

Agency Revenue

Managed Services

The Company provides Studio/Agency Service offerings to business-to-business (B2B) and business-to-consumer (B2C) product and service brands which encompasses a full range of digital marketing and e-commerce solutions. The Company's services include the setup and ongoing management of clients' websites, Amazon and Shopify storefronts and listings, social media pages, search engine marketing, and other various tools and sales channels utilized by e-commerce sellers for sales and growth optimization. Contracts are broken into three categories: Partners, Monthly Services, and Projects. Contract amounts for Partner and Monthly Services clients range from approximately $5,000-$12,000 per month while Project amounts vary depending on the scope of work. Partner and Monthly clients are billed monthly for the work completed within that month. Revenue is recognized over time as service obligations and milestones in the contract are met.

Branded Content

Branded content represents the revenue recognized from the Company's obligation to create and publish branded articles and/or branded challenges for clients on the Vocal platform and promote said stories, tracking engagement for the client. In the case of branded articles, the performance obligation is satisfied when the Company successfully publishes the articles on its platform and meets any required promotional milestones as per the contract. In the case of branded challenges, the performance obligation is satisfied when the Company successfully closes the challenge and winners have been announced. The Company utilizes the completed contract method when revenue is recognized over time as the services are performed and any required milestones are met. Certain contracts contain separate milestones whereas the Company separates its performance obligations and utilizes the stand-alone selling price method and residual method to determine the estimate of the allocation of the transaction price.

Below are the significant components of a typical agreement pertaining to branded content revenue:

- The Company collects fixed fees ranging from $5,000 to $60,000 per month, with branded challenges ranging from $10,000 to $25,000 and branded articles ranging from $2,500 to $10,000 per article.

- Branded articles are created and published, and challenges are completed, within three months of the signed agreement, or as previously negotiated with the client.

- Branded articles and challenges are promoted per the contract and engagement reports are provided to the client.

Talent Management Services

Talent Management represents the revenue recognized by WHE Agency, Inc. ("WHE") from the Company's obligation to manage and oversee influencer-led campaigns from the contract negotiation stage through content creation and publication. WHE acts in an agent capacity for influencers and collects a management fee of approximately 20% of the value of an influencer's contract with a brand. Revenue is recognized net of the 80% of the contract that is collected by the influencer and is recognized when performance obligations of the contract are met. Performance obligations are complete when milestones and deliverables of contracts are delivered to the client.

Below are the significant components of a typical agreement pertaining to talent management revenue:

- Total gross contracts range from $500-$100,000.

- The Company collects fixed fees in the amount of 20 to 25% of the gross contract amount, ranging from $100 to $25,000 in net revenue per contract.

- The campaign is created and made live by the influencer within the timeframe specified in the contract.

- Campaigns are promoted per the contract and the customer is provided a link to the live deliverables on the influencer's social media channels.

- Most billing for contracts occur 100% at execution of the performance obligation. Net payment terms vary by client.

During 2023, WHE Agency ceased operations (see Note 12 – Discontinued Operations).

Platform Revenue

Creator Subscriptions

Vocal+ is a premium subscription offering for Vocal creators. In addition to joining for free, Vocal creators now have the option to sign up for a Vocal+ membership for either $9.99 monthly or $99 annually, though these amounts are subject to promotional discounts and free trials. Vocal+ subscribers receive access to value-added features such as increased rate of cost per mille (thousand) ("CPM") monetization, a decreased minimum withdrawal threshold, a discount on platform processing fees, member badges for their profiles, access to exclusive Vocal+ Challenges, and early access to new Vocal features. Subscription revenues stem from both monthly and annual subscriptions, the latter of which is amortized over a twelve-month period. Any customer payments received are recognized over the subscription period, with any payments received in advance being deferred until they are earned.

The transaction price for any given subscriber could decrease based on any payments made to that subscriber. A subscriber may be eligible for payment through one or more of the monetization features offered to Vocal creators, including earnings through reads (on a cost per mille basis) and cash prizes offered to Challenge winners. Potential revenue offset is calculated by reviewing a subscriber's earnings in conjunction with payments made by the subscriber on a monthly and/or annual basis.

Affiliate Sales Revenue

Affiliate sales represents the commission the Company receives from views or sales of its multimedia assets. Affiliate revenue is earned on a "click through" basis, upon visitors viewing or purchasing the relevant video, book, or other media asset and completing a specific conversion. The revenue is recognized upon receipt as reliable estimates could not be made.

E-Commerce Revenue

The Company's e-commerce businesses are housed under Creatd Ventures, and currently consists of four majority-owned e-commerce companies, Camp (previously Plant Camp), Dune Glow Remedy ("Dune"), Basis, and Brave. The Company generates revenue through the sale of Camp, Dune, Basis, and Brave's consumer products through its e-commerce distribution channels. The Company satisfies its performance obligation upon shipment of product to its customers and recognizes shipping and handling costs as a fulfillment cost. Customers have 30 days from receipt of an item to return unopened, unused, or damaged items for a full refund for Camp, Dune, and Basis, and 7 days from receipt of purchase for Brave. All returns are processed within the relevant recording period and accounted for as a reduction in revenue. The Company runs discounts from time to time to promote sales, improve market penetration, and increase customer retention. Any discounts are run as coupon codes applied at the time of transaction and accounted for as a reduction in gross revenue. The Company assesses variable consideration using the most likely amount method.

During 2023, Camp and Dune ceased operations and Basis and Brave were acquired by a third party (see Note 12 – Discontinued Operations).

Deferred Revenue

Deferred revenue consists of billings and payments from clients in advance of revenue recognition. The Company has two types of deferred revenue, subscription revenue whereas the revenue is recognized over the subscription period and contract liabilities where the performance obligation was not satisfied. The Company will recognize the deferred revenue within the next twelve months. As of March 31, 2024, and 2023, the Company had deferred revenue of $219,773 and $266,037, respectively.

Accounts Receivable and Allowances

Accounts receivable are recorded and carried when the Company has performed the work in accordance with managed services, project, partner, consulting and branded content agreements. For example, we bill a branded content client and record the receivable once milestones are reached that are set in the agreement. We make estimates for the allowance for doubtful accounts and allowance for unbilled receivables based upon our assessment of various factors, including historical experience, the age of the accounts receivable balances, credit quality of our customers, current economic conditions, and other factors that may affect our ability to collect from customers. During the three months ended March 31, 2024, the Company recorded no additional bad debt expense. As of March 31, 2024, the Company has an allowance for doubtful accounts of $995,612.

Inventory

Inventories are stated at the lower of cost (first-in, first-out basis) or net realizable value. Inventories are periodically evaluated to identify obsolete or otherwise impaired products and are written off when management determines usage is not probable. The Company estimates the balance of excess and obsolete inventory by analyzing inventory by age using last used and original purchase date and existing sales pipeline for which the inventory could be used. As of March 31, 2024, the Company had no inventory on its balance sheet.

Stock-Based Compensation

The Company recognizes compensation expense for all equity–based payments granted in accordance with Accounting Standards Codification ("ASC") 718 "Compensation – Stock Compensation". Under fair value recognition provisions, the Company recognizes equity–based compensation over the requisite service period of the award. The company has a relatively low forfeiture rate of stock-based compensation and forfeitures are recognized as they occur.

Restricted stock awards are granted at the discretion of the Company. These awards are restricted as to the transfer of ownership and generally vest over the requisite service periods.

The fair value of an option award is estimated on the date of grant using the Black–Scholes option valuation model. The Black–Scholes option valuation model requires the development of assumptions that are inputs into the model. These assumptions are the value of the underlying share, the expected stock volatility, the risk–free interest rate, the expected life of the option, the dividend yield on the underlying stock and forfeitures are recognized as they occur. Expected volatility is derived from the Company's historical data over the expected option life and other appropriate factors. Risk–free interest rates are calculated based on continuously compounded risk–free rates for the appropriate term. The dividend yield is assumed to be zero as the Company has never paid or declared any cash dividends on its Common stock and does not intend to pay dividends on its Common stock in the foreseeable future. Forfeitures are recognized as they occur.

Determining the appropriate fair value model and calculating the fair value of equity–based payment awards requires the input of the subjective assumptions described above. The assumptions used in calculating the fair value of equity–based payment awards represent management's best estimates, which involve inherent uncertainties and the application of management's judgment. As a result, if factors change and the Company uses different assumptions, our equity–based compensation could be materially different in the future. The Company issues awards of equity instruments, such as stock options and restricted stock units, to employees and certain non-employee directors. Compensation expense related to these awards is based on the fair value of the underlying stock on the award date and is amortized over the service period, defined as the vesting period. The vesting period is generally one to three years. A Black-Scholes model is utilized to estimate the fair value of stock options, while the market price of the Company's common stock at the date of grant is used for restricted stock units. Compensation expense is reduced for actual forfeitures as they occur.

Loss Per Share

Basic net loss per common share is computed by dividing net loss attributable to common stockholders by the weighted-average number of common shares outstanding during the period. Diluted net loss per common share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents. For the years ended December 31, 2023 and 2022, the weighted-average number of common shares outstanding excludes common stock equivalents because their inclusion would be anti-dilutive.

The Company had the following common stock equivalents at March 31, 2024 and 2023:

	March 31,	
	2024	**2023**
Series E preferred	218	218
Series F preferred	1,206,200	-
Options	1,240,696	8,783
Warrants	284,160	17,182
Convertible notes	255,541	48,340
Totals	2,986,815	74,523

Reclassifications

Certain prior year amounts in the consolidated financial statements and the notes thereto have been reclassified where necessary to conform to the current year's presentation. These reclassifications did not affect the prior period's total assets, total liabilities, stockholders' deficit, net loss or net cash used in operating activities.

Recently Adopted Accounting Guidance

In May 2021, the FASB issued authoritative guidance intended to clarify and reduce diversity in an issuer's accounting for modifications or exchanges of freestanding equity-classified written call options that remain equity classified after modification or exchange. (ASU 2021-04), "Derivatives and Hedging Contracts in Entity's Own Equity (Topic 815). This guidance's amendments provide measurement, recognition, and disclosure guidance for an issuer's accounting for modifications or exchanges of freestanding equity-classified written call options that remain equity classified after modification or exchange. The updated guidance, which became effective for fiscal years beginning after December 15, 2021, During the year ended December 31, 2023, the Company recognized a deemed dividend of $30,975,499 from the modification of warrants.

Recent Accounting Guidance Not Yet Adopted

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments – Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments ("ASU-2016-13"). ASU 2016-13 affects loans, debt securities, trade receivables, and any other financial assets that have the contractual right to receive cash. The ASU requires an entity to recognize expected credit losses rather than incurred losses for financial assets. On October 16, 2019, FASB approved a final ASU delaying the effective date of ASU 2016-13 for small reporting companies to interim and annual periods beginning after December 15, 2022. The Company is currently evaluating the impact of these amendments to the Company's financial position and results of operations and currently does not know or cannot reasonably quantify the impact of the adoption of the amendments as a result of the complexity and extensive changes from the amendments. The adoption of the guidance will affect disclosures and estimates around accounts receivable.

In August 2020, the FASB issued ASU 2020-06, Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity. This ASU amends the guidance on convertible instruments and the derivatives scope exception for contracts in an entity's own equity, and also improves and amends the related EPS guidance for both Subtopics. ASU 2020-06 is effective for the fiscal year beginning after December 15, 2022, including interim periods within that fiscal year. Upon adoption, the Company would no longer recognize the intrinsic value of beneficial conversion features underlying convertible debt. During the year ended December 31, 2023, the company recognized approximately $2 million relating to a beneficial conversion feature.

In October 2021, the FASB issued ASU No. 2021-08, Business Combinations — Accounting for Contract Assets and Contract Liabilities from Contracts with Customers (Topic 805), Which aims to improve the accounting for acquired revenue contracts with customers in a business combination by addressing diversity in recognition and payment terms that affect subsequent revenue recognition. ASU 2021-08 is effective for the fiscal year beginning after December 15, 2022, including interim periods within that fiscal year. The Company expects that there would be no material impact on the Company's consolidated financial statements upon the adoption of this ASU.

Management does not believe that any recently issued, but not yet effective accounting pronouncements, when adopted, will have a material effect on the accompanying consolidated financial statements.

Note 3 – Going Concern

The Company's consolidated financial statements have been prepared assuming that it will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the consolidated financial statements, as of March 31, 2024, the Company had an accumulated deficit of $204.1 million, a net gain of $1.9 million and net cash used in operating activities of $241,000 for the reporting period then ended. These factors raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the issuance of these financial statements.

The Company is attempting to further implement its business plan and generate sufficient revenues; however, its cash position may not be sufficient to support its daily operations. While the Company believes in the viability of its strategy to further implement its business plan and generate sufficient revenues and in its ability to raise additional funds by way of a public or private offering of its debt or equity securities, there can be no assurance that it will be able to do so on reasonable terms, or at all. The ability of the Company to continue as a going concern is dependent upon its ability to further implement its business plan and generate sufficient revenues and its ability to raise additional funds by way of a public or private offering.

The consolidated financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 4 – Inventory

As of March 31, 2024 and December 31, 2023, the Company had no inventory.

Note 5 – Property and Equipment

Property and equipment stated at cost, less accumulated depreciation, consisted of the following:

	March 31, 2024	December 31, 2023
Computer Equipment	$ 452,832	$ 466,397
Furniture and Fixtures	184,524	184,524
Leasehold Improvements	47,616	47,616
	684,972	698,537
Less: Accumulated Depreciation	(623,471)	(614,394)
	$ 61,502	$ 84,143

Depreciation expense was $22,641 for the three months ended March 31, 2024.

Note 6 – Notes Payable

Notes payable as of March 31, 2024 and December 31, 2023 is as follows:

	Outstanding Principal as of			
	March 31, 2024	December 31, 2023	Interest Rate	Maturity Date
The April 2020 PPP Loan Agreement*	198,577	198,577	5%	April 2022
The Second September 2022 Loan Agreement*	408,625	453,625	-%	May 2023
The Third September 2022 Loan Agreement*	-	2,964	-%	October 2023
The April 2023 Loan Agreement*	41,213	41,213	18%	April 2023
The June 2023 Loan Agreement	-	2,500	-%	September 2023
The First July 2023 Loan Agreement**	111,429	276,429	10%	July 2024
The Third July 2023 Loan Agreement	208,700	253,409	12%	April 2024
The August 2023 Loan Agreement	3,885	38,997	-%	February 2025
The First September 2023 Loan Agreement**	21,275	34,500	15%	June 2024
The Second September 2023 Loan Agreement**	127,668	112,273	15%	June 2024
The February 1 Loan Agreement*	10,769	-	-	February 2024
The February 12 Loan Agreement*	50,000	-	5%	March 2024
The February 22 Loan Agreement**	26,258	-	-	April 2024
The March 26 Loan Agreement**	50,000	-	20%	April 2024
	1,258,399	1,414,488		
Less: Debt Discount	(102,398)	(380,252)		
	1,156,001	1,034,236		
Less: Current Debt	(1,156,001)	(1,004,209)		
Total Long-Term Debt	$ -	$ 30,027		

* Note: was in default as of March 31, 2024

** Note: went into default between the balance sheet date and July 12, 2024.

The April 2020 PPP Loan Agreement

On April 30, 2020, the Company was granted a loan with a principal amount of $282,432 (the "Loan"), pursuant to the Paycheck Protection Program (the "PPP") under Division A, Title I of the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act"), which was enacted on March 27, 2020. The Loan, which was in the form of a Note dated April 30, 2020, matures on April 30, 2022, and bears interest at a fixed rate of 1.00% per annum, payable monthly commencing on October 30, 2020. The Note may be prepaid by the Company at any time prior to maturity without payment of any premium. Funds from the Loan may only be used to retain workers and maintain payroll or make mortgage payments, lease payments and utility payments.

During the three months ended March 31, 2024, the Company accrued interest of $2,448.

As of March 31, 2024, the Loan is in default, and the lender may require immediate payment of all amounts owed under the Loan or file suit and obtain judgment.

The Second September 2022 Loan Agreement

On September 22, 2022, the Company entered into a loan agreement (the “Second September 2022 Loan Agreement”) with a lender (the “Second September 2022 Lender”), whereby the Second September 2022 Lender issued the Company a promissory note of $876,000 (the “Second September 2022 Note”). The Company received cash proceeds of $272,614 and rolled the remaining $303,386 of principal from the First May 2022 Loan Agreement. Pursuant to the Second September 2022 Loan Agreement, the Second September 2022 Note has a flat interest fee of $321,637, for an effective interest rate of 100%. The maturity date of the Second September 2022 Note is May 5, 2023 (the “Second September 2022 Maturity Date”). The Company is required to make weekly payments of $27,375. The Second September 2022 Note is secured by officers of the Company. On June 23, 2023, the Company and the Second September 2022 Lender executed an agreement amending the payment terms and extending the Second September 2022 Maturity Date to December 31, 2023.

The Company recorded a $300,000 debt discount relating to an original issue discount. The debt discount is being accreted over the life of the note to accretion of debt discount and issuance cost.

As of March 31, 2024, the Loan is in default. During the three months ended March 31, 2024, the Company repaid $45,000 in principal.

The Third September 2022 Loan Agreement

On September 22, 2022, the Company entered into a loan agreement (the “Third September 2022 Loan Agreement”) with a lender (the “Third September 2022 Lender”), whereby the Third September 2022 Lender issued the Company a promissory note of $365,000 (the “Third September 2022 Note”). The Company received cash proceeds of $110,762 and rolled the remaining $129,053 of principal from the Second May 2022 Loan Agreement. Pursuant to the Third September 2022 Loan Agreement, the Third September 2022 Note has a flat interest fee of $139,524, for an effective interest rate of 143%. The maturity date of the Third September 2022 Note is May 5, 2023 (the “Second September 2022 Maturity Date”). The Company is required to make weekly payments of $13,036. The Third September 2022 Note is secured by officers of the Company. On June 9, 2023, the Company and the Third September 2022 Lender executed an agreement amending the payment terms and extending the Third September 2022 Maturity Date to October 12, 2023.

The Company recorded a $300,000 debt discount relating to an original issue discount. The debt discount is being accreted over the life of the note to accretion of debt discount and issuance cost.

During the three months ended March 31, 2024, the Company paid the remaining principal balance of this note.

The April 2023 Loan Agreement

On April 20, 2023, the Company entered into a loan agreement (the “April 2023 Loan Agreement”) with a lender (the “April 2023 Lender”), whereby the April 2023 Lender issued the Company a promissory note of $130,000 (the “April 2023 Note”). Pursuant to the April 2023 Loan Agreement, the April 2023 Note has an effective interest rate of 18%. The maturity date of the April 2023 Note is April 26, 2023 (the “April 2023 Maturity Date”) at which time all outstanding principal, accrued and unpaid interest and other amounts due under the April 2023 Loan Agreement are due. As of September 30, 2023, this note was in default.

As of March 31, 2024, the Loan is in default. During the three months ended March 31, 2024, the Company accrued $1,875 in interest.

The June 2023 Loan Agreement

On June 29, 2023, the Company entered into a loan agreement (the "June 2023 Loan Agreement") with a lender (the "June 2023 Lender"), whereby the June 2023 Lender issued the Company a promissory note of $13,000 (the "June 2023 Note"). The maturity date of the May 2023 Note is September 30, 2023 (the "June 2023 Maturity Date").

During the three months ended March 31, 2024, the June 2023 Lender converted the balance of the note into 1,287 shares of common stock.

The First July 2023 Loan Agreement

On July 11, 2023, the Company entered into a loan agreement (the "First July 2023 Loan Agreement") with a lender (the "First July 2023 Lender"), whereby the July 2023 Lender issued the Company a promissory note of $300,000 (the "First July 2023 Note"). The maturity date of the First July 2023 Note is July 10, 2024 (the "First July 2023 Maturity Date").

The Company recorded a $30,000 debt discount relating to an original issue discount. The debt discount and debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost. The Company also recorded a 10% Guaranteed Interest (equal to $30,000) deemed earned as of the issuance date. The Principal Amount and the Guaranteed Interest shall be due and payable in seven equal monthly payments (each, a "Monthly Payment") of $47,142.85, commencing on December 11, 2023 and continuing on the 11th day of each month thereafter (each, a "Monthly Payment Date") until paid in full not later than July 11, 2024 (the "Maturity Date").

During the three months ended March 31, 2024, the Company accrued $13,788 in interest and repaid $165,000 towards the balance of the loan. This note was in default as of March 31, 2024.

The Third July 2023 Loan Agreement

On July 31, 2023, the Company entered into a loan agreement (the "Third July 2023 Loan Agreement") with a lender (the "Third July 2023 Lender"), whereby the Third July 2023 Lender issued the Company a promissory note of $261,250 (the "Third July 2023 Note"). The maturity date of the Third July 2023 Note is July 10, 2024 (the "Third July 2023 Maturity Date").

The Company recorded a $52,250 debt discount relating to an original issue discount and debt issuance costs of $9,000. The debt discount and debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost. The Company will also accrue interest at the rate of 10% per annum on the outstanding balance of the note. The Principal Amount and the Guaranteed Interest shall be due and payable in six equal monthly payments (each, a "Monthly Payment") of $45,416.67, commencing on November 30, 2023 and continuing on the last day of each month thereafter (each, a "Monthly Payment Date") until paid in full not later than April 30, 2024 (the "Maturity Date").

During the three months ended March 31, 2024, the Company accrued $7,498 in interest and repaid $44,710 in principal.

The August 2023 Loan Agreement

On August 23, 2023, the Company entered into a loan agreement (the "August 2023 Loan Agreement") with a lender (the "August 2023 Lender"), whereby the August 2023 Lender issued the Company a promissory note of $137,448 (the "May 2023 Note"). Pursuant to the August 2023 Loan Agreement, the August 2023 Note has a flat interest fee of $12,948. The maturity date of the August 2023 Note is February 20, 2025 (the "August 2023 Maturity Date"). The Company is required to make a minimum payment every 60 days of $15,272.

During the three months ended March 31, 2024, the Company repaid $35,112 in principal.

The First September 2023 Loan Agreement

On September 27, 2023, the Company entered into a loan agreement (the "First September 2023 Loan Agreement") with a lender (the "First September 2023 Lender"), whereby the First September 2023 Lender issued the Company a promissory note of $51,750 (the "First September 2023 Note"). The maturity date of the First September 2023 Note is June 30, 2024 (the "First September 2023 Maturity Date").

The Company recorded a $6,750 debt discount relating to an original issue discount and debt issuance costs of $5,000. The debt discount and debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost. The Principal Amount shall be due and payable in full on the Maturity Date.

During the three months ended March 31, 2024, the Company repaid $13,225 towards the balance of this loan.

The Second September 2023 Loan Agreement

On September 28, 2023, the Company entered into a secured loan agreement (the "First September 2023 Loan Agreement") with a lender (the "First September 2023 Lender"), whereby the First September 2023 Lender issued the Company a secured promissory note of $166,905 AUD or $107,221 United States Dollars (the "First August 2022 Note"). Pursuant to the First September 2023 Loan Agreement, the First August 2022 Note has an effective interest rate of 15%. The maturity date of the First September 2023 Note is June 30, 2024 (the "First September 2023 Maturity Date") at which time all outstanding principal, accrued and unpaid interest and other amounts due under the First September 2023 Loan Agreement will be due. The company has the option to extend the Maturity date by 60 days at an interest rate of 19%. The loan is secured by the Australian research & development credit.

During the three months ended March 31, 2024, the Company accrued $10,438 in interest.

The January 26 Loan Agreement

On January 26, 2024, the Company entered into a promissory note agreement (the "January 26 Loan Agreement") with Jeremy Frommer, whereby Frommer issued the Company a promissory note of $15,000 (the "January 26 Note"). The maturity date of the January 26 Note was February 9, 2024. As additional consideration for entering in the January 26 Loan Agreement, the Company issued 9,000 warrants of the Company's common stock. The Company repaid $15,000 in principal on February 1, 2024.

The January 30 Loan Agreement

On January 30, 2024, the Company entered into a promissory note agreement (the "January 30 Loan Agreement") with Jeremy Frommer, whereby Frommer issued the Company a promissory note of $12,000 (the "January 30 Note"). The maturity date of the January 30 Note was February 13, 2024. As additional consideration for entering in the January 30 Loan Agreement, the Company issued 7,200 warrants of the Company's common stock. The Company repaid $12,000 in principal on February 1, 2024.

The February 1 Loan Agreement

On February 1, 2024, the Company entered into a promissory note agreement (the "February 1 Loan Agreement") with Jeremy Frommer, whereby Frommer issued the Company a promissory note of $20,000 (the "February 1 Note"). As additional consideration for entering in the February 1 Loan Agreement, the Company issued 12,000 warrants of the Company's common stock. The original maturity date of the February 1 Note was February 14, 2024.

The Company recorded a $10,769 debt discount relating to an original issue discount. The debt discount and debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost.

On February 12, 2024, the Company and Frommer executed an agreement amending the payment terms to an effective interest rate of 20% per annum accruing on the date of the amendment and extending the maturity date to April 29, 2024.

On May 6, 2024, the Company and Frommer executed an agreement extending the maturity date to December 28, 2024. In exchange, Frommer received 20,859 warrants with an exercise price of $1.75.

The February 5 Loan Agreement

On February 5, 2024, the Company entered into a promissory note agreement (the "February 5 Loan Agreement") with Jeremy Frommer, whereby Frommer issued the Company a promissory note of $5,000 (the "February 5 Note"). The maturity date of the February 5 Note is March 26, 2024. As additional consideration for entering in the February 5 Loan Agreement, the Company issued 3,000 warrants of the Company's common stock. The Company repaid $5,000 in principal on March 26, 2024.

February 12 Loan Agreement

On February 12, 2024, the Company entered into a promissory note agreement (the "February 12 Loan Agreement") with a lender (the "February 12 Lender"), whereby the February 12 Lender issued the Company a promissory note of $50,000. The effective interest rate of the February 12 Note is 5%. The original maturity date of the February 12 Note was March 13, 2024.

During the three months ended March 31, 2024, the Company accrued $329 in interest.

The February 22 Loan Agreement

On February 22, 2024, the Company entered into a promissory note agreement (the "February 22 Loan Agreement") with Jeremy Frommer, whereby Frommer issued the Company a promissory note of $42,500 (the "February 22 Note"). The original maturity date of the February 22 Note was April 28, 2024. As additional consideration for entering in the February 22 Loan Agreement, the Company issued 25,500 warrants of the Company's common stock.

The Company recorded a $22,885 debt discount relating to an original issue discount. The debt discount and debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost.

The March 26 Loan Agreement

On March 26 2024, the Company entered into a promissory note agreement (the "March 26 Loan Agreement") with Jeremy Frommer, whereby Frommer issued the Company a promissory note of $50,000 (the "March 26 Note"). The default interest rate of the March 26 Note is 20% per annum. The original maturity date of the February 1 Note was February 14, 2024. As additional consideration for entering in the March 26 Loan Agreement, the Company issued 30,000 warrants of the Company's common stock.

The Company recorded a $26,923 debt discount relating to an original issue discount. The debt discount and debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost.

During the three months ended March 31, 2024, the Company accrued $211 in interest.

Note 7 – Convertible Notes Payable

Convertible notes payable as of March 31, 2024 and December 31, 2023 is as follows:

	Outstanding Principal as of March 31, 2024	Outstanding Principal as of December 31, 2023	Interest Rate	Conversion Price	Maturity Date	Warrants granted Quantity	Warrants granted Exercise Price
The May 2022 Convertible Note Offering*	1,100,000	990,000	10%	12.50(*)	September 2025	8,000	$1,500 – $3,000
The July 2022 Convertible Note Offering	-	1,756,159	18%	5.00(*)	March-23	4,300	$ 5.00
The December 2022 Convertible Loan Agreement*	27,603	250,000	-%	12.50(*)	February-24	562,500	$ 100.00
The January 2023 Convertible Loan Agreement	-	847,500	- %	12.50(*)	February-24	-	-
The February 2023 Convertible Loan Agreement	-	1,387,500	- %	12.50(*)	February-24	-	-
The April 2023 Loan Agreement	65,167	65,167	10%	(*)	May-24	-	$ -
The First May 2023 Loan Agreement	197,253	213,878	10%	$ 5.00	May-24	4,400	$ 62.50
The Second May 2023 Loan Agreement	31,146	31,146	10%	(*)	February-24	-	$ -
The June 2023 Loan Agreement	-	50,600	-%	5.00(*)	December-23	173	$ 100.00
The July 2023 Loan Agreement	24,087	143,000	10%	8.00(*)	October-24	-	-
The October 2023 Loan Agreement	75,251	111,111	10%	8.00(*)	December-23	-	-
The February 20 Loan Agreement	50,000	-	5%	3.00	August-2024	16,666	$5.00
The March 11 Loan Agreement	100,000	-	5%	3.00	July-2024	20,000	$5.00
The March 22 Loan Agreement	75,000	-	5%	2.75	July-2024	15,000	$5.00
	1,745,507	5,846,061					
Less: Debt Discount	(74,452)	(478,320)					
	1,671,055	5,367,741					

(*) As subject to adjustment as further outlined in the notes

* Note: was in default as of March 31, 2024

** Note: went into default between the balance sheet date and July 12, 2024.

The May 2022 Convertible Note Offering

During May of 2022, the Company conducted multiple closings of a private placement offering to accredited investors (the "May 2022 Convertible Note Offering") of units of the Company's securities by entering into subscription agreements with "accredited investors" (the "May 2022 Investors") for aggregate gross proceeds of $4,000,000. The May 2022 convertible notes are convertible into shares of the Company's common stock, par value $.001 per share at a conversion price of $1,000 per share. As additional consideration for entering in the May 2022 Convertible Note Offering, the Company issued 8,000 warrants of the Company's common stock. The May 2022 Convertible Note matured on November 30, 2022.

The Company recorded a $1,895,391 debt discount relating to 8,000 warrants issued to investors based on the relative fair value of each equity instrument on the dates of issuance. The debt discount is being accreted over the life of these notes to accretion of debt discount and issuance cost.

The Company recorded a $399,964 debt discount relating to an original issue discount and $125,300 of debt issuance costs related to fees paid to vendors relating to the offering. The debt discount and debt issuance costs are being accreted over the life of the note to accretion of debt discount and issuance cost.

On September 2, 2022, the Company went into default on these notes. As part of the default terms the Company owes 110% of the principal outstanding and the notes accrue interest at a rate of 18%.

On September 15, 2022, the Company and six out of eight lenders May 2022 Investors agreed to forgive default interest and extend the maturity date to March 31, 2023, for a reduced conversion price of $100 for the convertible notes and warrants. Since the PV cashflows of the new and old debt were more than 10% differences the company used extinguishment accounting. As part of the agreement the Company recognized $1,083,684 as loss on extinguishment of debt due to the remaining debt discount and recognized $331,861 as a gain on extinguishment of debt due to the forgiveness of interest. The company also recognized an additional $75,610 of debt discount from the change in relative fair value on the warrants.

During the three months ended March 31, 2024, the Company entered into an agreement with the remaining May 2022 Investors to restructure the remaining May 2022 Convertible Notes. Since the PV cashflows of the new and old debt were more than 10% differences the company used extinguishment accounting. As part of the agreement the Company recognized a $110,000 loss on extinguishment of debt due to additional principal and a $297,814 gain on extinguishment of debt due to the forgiveness of interest.

The July 2022 Convertible Note Offering

During July of 2022, the Company conducted multiple closings of a private placement offering to accredited investors (the "July 2022 Convertible Note Offering") of units of the Company's securities by entering into subscription agreements with "accredited investors" (the "July 2022 Investors") for aggregate gross proceeds of $2,150,000. The July 2022 convertible notes are convertible into shares of the Company's common stock, par value $.001 per share at a conversion price of $1,000 per share. As additional consideration for entering in the July 2022 Convertible Note Offering, the Company issued 4,300 warrants of the Company's common stock. The July 2022 Convertible Note matures on November 30, 2022.

The Company recorded a $863,792 debt discount relating to 4,300 warrants issued to investors based on the relative fair value of each equity instrument on the dates of issuance. The debt discount is being accreted over the life of these notes to accretion of debt discount and issuance cost.

The Company recorded a $214,981 debt discount relating to an original issue discount. The debt discount is being accreted over the life of the note to accretion of debt discount and issuance cost.

On September 2, 2022, the Company went into default on these notes. As part of the default terms the Company owes 110% of the principal outstanding and the notes accrue interest at a rate of 18%.

On September 15, 2022, the Company and the July Investors agreed to forgive default interest and extend the maturity date to March 31, 2023, for a reduced conversion price of $100 for the convertible notes and warrants. Since the present value of the cash flows of the new and old debt were more than 10% different, the company used extinguishment accounting. As part of the agreement the Company recognized $339,594 as loss on extinguishment of debt due to the remaining debt discount and recognized $230,162 as a gain on extinguishment of debt due to the forgiveness of interest.

During the three months ended March 31, 2024, the July 2022 Investors converted all outstanding note amounts into the Company's Preferred Series F stock. The Company recognized a $4,714 loss on settlement of debt due to rounding of preferred shares and a $379,606 gain on settlement of debt due to the forgiveness of interest.

The December 2022 Convertible Loan Agreement

On December 12, 2022, the Company entered into a loan agreement (the "December 2022 Loan Agreement") with a lender (the "December 2022 Lender"), whereby the December 2022 Lender issued the Company a promissory note of $750,000 (the "December 2022 Note"). Pursuant to the December 2022 Loan Agreement. The maturity date of the Third October 2022 Note is April 24, 2023 (the "Third October 2022 Maturity Date").

The Second October 2022 Note is convertible into shares of the Company's common stock, par value $0.001 per share ("Conversion Shares") equal to $100.

The Company recorded a $241,773 debt discount relating to 1,125 warrants issued to investors based on the relative fair value of each equity instrument on the dates of issuance and $508,227 relating to the beneficial conversion feature. The debt discount is being accreted over the life of these notes to accretion of debt discount and issuance cost.

During the twelve months ended December 31, 2023, the December 2022 Lender converted $500,000 into 5,000 shares of the Company's common stock and accrued $7,397 of interest.

On October 6, 2023, the Company entered into an restructuring agreement with the December 2022 Lender whereby the maturity date was extended to February 28, 2024 And the conversion price was lowered to $12.50.

During the three months ended March 31, 2024, the December 2022 Lender converted $222,397 of this note into the Company's Preferred Series F stock.

The January 2023 Loan Agreement

On January 13, 2023, the Company entered into a loan agreement (the "January 2023 Loan Agreement") with a lender (the "January 2023 Lender"), whereby the January 2023 Lender issued the Company a promissory note of $847,500 (the "January 2023 Note"). The maturity date of the January 2023 Note is June 13, 2023 (the "January 2023 Maturity Date").
The January 2023 Note is convertible into shares of the Company's common stock, par value $0.001 per share ("Conversion Shares") equal to $100.

The Company recorded a $847,500 debt discount relating to a $97,500 original issue discount and $750,000 from a beneficial conversion feature. The debt discount and debt issuance cost are being accreted over the life of the note to accretion of debt discount and issuance cost.

On October 6, 2023, the Company entered into an restructuring agreement with the December 2022 Lender whereby the maturity date was extended to February 28, 2024 and the conversion price was lowered to $12.50.

During the three months ended March 31, 2024, the January 2023 Lender converted all outstanding note amounts into the Company's Preferred Series F stock.

The February 2023 Loan Agreement

On February 1, 2023, the Company entered into a loan agreement (the "February 2023 Loan Agreement") with a lender (the "February 2023 Lender"), whereby the February 2023 Lender issued the Company a promissory note of $1,387,500 (the "February 2023 Note"). The maturity date of the February 2023 Note is June 13, 2023 (the "February 2023 Maturity Date").

The February 2023 Note is convertible into shares of the Company's common stock, par value $0.001 per share ("Conversion Shares") equal to $100.

The Company recorded a $1,387,500 debt discount relating to a $137,500 original issue discount and $1,250,000 from a beneficial conversion feature. The debt discount and debt issuance cost are being accreted over the life of the note to accretion of debt discount and issuance cost.

On October 6, 2023, the Company entered into a restructuring agreement with the December 2022 Lender whereby the maturity date was extended to February 28, 2024.

During the three months ended March 31, 2024, the February 2023 Lender converted all outstanding note amounts into the Company's Preferred Series F stock.

The April 2023 Loan Agreement

On April 24, 2023, the Company entered into a loan agreement (the "April 2023 Loan Agreement") with a lender (the "April 2023 Lender"), whereby the April 2023 Lender issued the Company a promissory note of $109,500 (the "April 2023 Note"). Pursuant to the April 2023 Loan Agreement, the April 2023 Note has an interest rate of 10%. The maturity date of the April 2023 Note is April 24, 2024 (the "April 2023 Maturity Date").

On October 21, 2023, the April 2023 Note is convertible into shares of the Company's common stock, par value $0.001 per share ("Conversion Shares") equal to 65% of the lowest trading price of the Company's common stock on the ten-trading day immediately preceding the date of the respective conversion.

The Company recorded a $9,500 debt discount relating to an original issue discount. The debt discount is being accreted over the life of the note to accretion of debt discount and issuance cost.

During the three months ended March 31, 2024, the Company accrued $1,607 in interest.

The First May 2023 Loan Agreement

On May 16, 2023, the Company entered into a loan agreement (the "First May 2023 Loan Agreement") with a lender (the "First May 2023 Lender"), whereby the First May 2023 Lender issued the Company a promissory note of $275,000 (the "First May 2023 Note"). Pursuant to the First May 2023 Loan Agreement, the First May 2023 Note has an interest rate of 10%. The maturity date of the First May 2023 Note is May 16, 2024 (the "First May 2023 Maturity Date"). As additional consideration for entering in the First May 2022 Loan Agreement, the Company issued 4,400 warrants of the Company's common stock and 750 restricted shares of the Company's common stock.

The First May 2023 Note is convertible into shares of the Company's common stock, par value $0.001 per share ("Conversion Shares") at a price of $5.00 per share.

The Company recorded a $60,000 debt discount relating to an original issue discount. The debt discount is being accreted over the life of the note to accretion of debt discount and issuance cost.

During the three months ended March 31, 2024, the Company repaid $16,625 and accrued $5,274 in interest.

The Second May 2023 Loan Agreement

On May 24, 2023, the Company entered into a loan agreement (the "Second May 2023 Loan Agreement") with a lender (the "Second May 2023 Lender"), whereby the Second May 2023 Lender issued the Company a promissory note of $86,250 (the "Second May 2023 Note"). Pursuant to the Second May 2023 Loan Agreement, the Second May 2023 Note has an interest rate of 10%. The maturity date of the Second May 2023 Note is February 28, 2024 (the "Second May 2023 Maturity Date"). Beginning June 30, 2023, the Company is required to make 9 monthly payments of $11,021.

At any time following an event of default, the Second May 2023 Note is convertible into shares of the Company's common stock, par value $0.001 per share ("Conversion Shares") equal to 61% of the lowest trading price of the Company's common stock in the twenty-trading day immediately preceding the date of the respective conversion.

The Company recorded a $16,250 debt discount relating to an original issue discount. The debt discount is being accreted over the life of the note to accretion of debt discount and issuance cost.

During the three months ended March 31, 2024, the Company accrued $768 in interest.

The June 2023 Loan Agreement

On June 23, 2023, the Company entered into a loan agreement (the "June 2023 Loan Agreement") with Jeremy Frommer, the Company's CEO, whereby Mr. Frommer issued the Company a promissory note of $86,100 (the "June 2023 Note"). Pursuant to the June 2023 Loan Agreement, the June 2023 Note has an effective interest rate of 18%. The maturity date of the June 2023 Note is December 23, 2023 (the "June 2023 Maturity Date") at which time all outstanding principal, accrued and unpaid interest and other amounts due under the June 2023 Loan Agreement are due. The June 2023 Note is convertible into the Company's common stock at a price of $5.00 per share.

During the three months ended March 31, 2024, the Company repaid all amounts owed under this note.

The July 2023 Loan Agreement

On July 27, 2023, the Company entered into a loan agreement (the "July 2023 Loan Agreement") with a lender (the "July 2023 Lender"), whereby the July 2023 Lender issued the Company a promissory note of $143,000 (the "July 2023 Note"). Pursuant to the July 2023 Loan Agreement, the July 2023 Note has an interest rate of 10%. The maturity date of the July 2023 Note is July 27, 2024 (the "July 2023 Maturity Date").

On October 21, 2023, the July 2023 Note is convertible into shares of the Company's common stock, par value $0.001 per share ("Conversion Shares") equal to 65% of the lowest trading price of the Company's common stock on the ten-trading day immediately preceding the date of the respective conversion.

The Company recorded a $3,000 debt discount relating to an original issue discount. The debt discount is being accreted over the life of the note to accretion of debt discount and issuance cost.

During the three months ended March 31, 2024, the Company repaid $50,600 and accrued $3,158 in interest.

The October 2023 Loan Agreement

On October 31, 2023, the Company entered into a loan agreement (the "October 2023 Loan Agreement") with a lender (the "October 2023 Lender") whereby the October 2023 Lender issued the Company a promissory note of $111,111 (the "October 2023 Note"). The maturity date of the October 2023 Note is October 31, 2024 (the "October 2023 Maturity Date").

The Company recorded a $11,111 debt discount relating to an original issue discount. The debt discount is being accreted over the life of the note to accretion of debt discount and issuance cost.

During the three months ended March 31, 2024, the October 2023 lender converted $35,860 of the amounts owed under the note into the Company's common stock and the Company accrued $2,740 in interest.

The February 20 Loan Agreement

On February 20, 2024, the Company entered into a promissory note agreement (the "February 20 Loan Agreement") with a lender (the "February 20 Lender"), whereby the February 20 Lender issued the Company a promissory note of $50,000. The interest rate of the February 20 Note is 5%. The maturity date of the February 20 Note is August 30, 2024. As additional consideration for entering in the February 20 Loan Agreement, the Company issued 16,667 warrants of the Company's common stock. The February 20 Loan Agreement is convertible into the Company's common stock at a price of $3.00 per share.

The March 11 Loan Agreement

On March 11, 2024, the Company entered into a convertible note agreement (the "March 11 Loan Agreement") with a lender (the "March 11 Lender"), whereby the March 11 Lender issued the Company a convertible promissory note $100,000. The interest rate of the March 11 Note is 5%. The maturity date of the March 11 Note is July 11, 2024. As additional consideration for entering in the March 11 Loan Agreement, the Company issued 20,000 warrants of the Company's common stock. The March 11 Loan Agreement is convertible into the Company's common stock at a price of $3.00 per share.

The March 22 Loan Agreement

On March 22, 2024, the Company entered into a convertible note agreement (the "March 22 Loan Agreement") with a lender (the "March 22 Lender"), whereby the March 22 Lender issued the Company a convertible promissory note $75,000. The interest rate of the March 22 Note is 5%. The maturity date of the March 22 Note is July 22, 2024. As additional consideration for entering in the March 22 Loan Agreement, the Company issued 15,500 warrants of the Company's common stock. The March 22 Loan Agreement is convertible into the Company's common stock at a price of $2.75 per share.

Note 8 – Related Party

Officer compensation

During the three months ended March 31, 2024 and 2023, the Company paid $25,299 and $47.701, respectively for living expenses for officers of the Company.

Related Party Notes

During the three months ended March 31, 2024, the Company entered into and/or made payments on 9 loans with CEO Jeremy Frommer. See Note 6 - Notes Payable and Note 7 - Convertible Notes Payable for detailed information on these notes.

Note 9 – Derivative Liabilities

The Company has identified derivative instruments arising from convertible notes that have an option to convert at a variable number of shares in the Company's convertible notes payable during the three months ended March 31, 2024 and 2023. For the terms of the conversion features see Note 7.

The Company utilizes a Monte Carlo simulation model for the make whole feature and a binomial option model for convertible notes that have an option to convert at a variable number of shares to compute the fair value of the derivative and to mark to market the fair value of the derivative at each balance sheet date. The inputs utilized in the application of the Binomial model included a stock price on valuation date, an expected term of each debenture remaining from the valuation date to maturity, an estimated volatility, and a risk-free rate.for convertible notes that have an option to convert at a variable number of shares to compute the fair value of the derivative and to mark to market the fair value of the derivative at each balance sheet date. The inputs utilized in the application of the Monte

Carlo model included a starting stock price, an expected term of each debenture remaining from the valuation date to maturity, an estimated volatility, drift, and a risk-free rate. The Company records the change in the fair value of the derivative as other income or expense in the consolidated statements of operations.

Risk-free interest rate: The Company uses the risk-free interest rate of a U.S. Treasury Note adjusted to be on a continuous return basis to align with the Monte Carlo simulation model and binomial model.

Dividend yield: The Company uses a 0% expected dividend yield as the Company has not paid dividends to date and does not anticipate declaring dividends in the near future.

Volatility: The Company calculates the expected volatility based on the company's historical stock prices with a look back period commensurate with the period to maturity.

Expected term: The Company's remaining term is based on the remaining contractual maturity of the convertible notes.

The following are the changes in the derivative liabilities during the three months ended March 31, 2024:

	Three Months Ended March 31, 2024		
	Level 1	**Level 2**	**Level 3**
Derivative liabilities as January 1, 2024	$ -	$ -	$ 3,771,809
Addition	-	-	-
Changes in fair value	-	-	(419,688)
Extinguishment	-	-	(2,829,887)
Derivative liabilities as December 31, 2022	-	-	587,080

Note 10 – Stockholders' Equity

Shares Authorized

The Company is authorized to issue up to one billion, five hundred and twenty million (1,520,000,000) shares of capital stock, of which one billion five hundred million (1,500,000,000) shares are designated as common stock, par value $0.001 per share, and twenty million (20,000,000) are designated as preferred stock, par value $0.001 per share.

Preferred Stock

Series E Convertible Preferred Stock

The Company has designated 8,000 shares of Series E Convertible Preferred stock and has 450 shares issued and outstanding as of March 31, 2024.

The shares of Series E Preferred Stock have a stated value of $1,000 per share and are convertible into Common Stock at the election of the holder of the Series E Preferred Stock, at any time following the Original Issue Date at a price of $2,060 per share, subject to adjustment. Each holder of Series E Preferred Stock shall be entitled to receive, with respect to each share of Series E Preferred Stock then outstanding and held by such holder, dividends on an as-converted basis in the same form as dividends actually paid on shares of the Common Stock when, as and if such dividends are paid on shares of the Common Stock.

The holders of Series E Preferred Stock shall be paid pari passu with the holders of Common Stock with respect to payment of dividends and rights upon liquidation and shall have no voting rights. In addition, as further described in the Series E Designation, as long as any of the shares of Series E Preferred Stock are outstanding, the Company shall not, without the affirmative vote of the holders of a majority of the then outstanding shares of Series E Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Series E Preferred Stock or alter or amend this Series E Designation, (b) amend its certificate of incorporation or other charter documents in any manner that adversely affects any rights of the holders of the Series E Preferred Stock, (c) increase the number of authorized shares of Series E Preferred Stock, or (d) enter into any agreement with respect to any of the foregoing.

Each share of Series E Preferred Stock shall be convertible, at any time and from time to time at the option of the holder of such shares, into that number of shares of Common Stock determined by dividing the Series E Stated Value by the Conversion Price, subject to certain beneficial ownership limitations.

During the three months ended March 31, 2024 and 2023, investors converted 0 shares of the Company's Series E Convertible Preferred Stock into shares of the Company's common stock.

Series F Convertible Preferred Stock

The Company has designated 5,500,000 shares of Series F Convertible Preferred stock and has 6,031 shares issued and outstanding as of March 31, 2024.

The shares of Series F Preferred Stock have a stated value of $1,000 per share and are convertible into Common Stock at the election of the holder of the Series F Preferred Stock, at any time following the Original Issue Date at a price of $5.00 per share, subject to adjustment. Each holder of Series F Preferred Stock shall be entitled to receive, with respect to each share of Series F Preferred Stock then outstanding and held by such holder, dividends on an as-converted basis in the same form as dividends actually paid on shares of the Common Stock when, as and if such dividends are paid on shares of the Common Stock.

The Holder shall be entitled to vote on an as-converted basis (subject to the Beneficial Ownership Limitation), together with the holders of Common Stock, with respect to any question upon which the holders of Common Stock have the right to vote, except as may be otherwise provided by applicable law. Except as otherwise expressly provided herein or as required by law, the Holders and the holders of Common Stock shall vote together and not as separate classes. Moreover, as long as any shares of Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the Holders of a majority of the then outstanding shares of the Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Preferred Stock or alter or amend this Certificate of Designation, (b) amend its certificate of incorporation or other charter documents in any manner that adversely affects any rights of the Holders, (c) increase the number of authorized shares of Preferred Stock, or (d) enter into any agreement with respect to any of the foregoing. The "Beneficial Ownership Limitation" shall be 4.99% (or, upon election by a Holder prior to the issuance of any shares of Preferred Stock, 9.99%) of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock issuable upon conversion of Preferred Stock held by the applicable Holder.

During the three months ended March 31, 2024, the Company issued 7,713 shares of Preferred Series F and 1,682 shares of Preferred Series F converted into common stock.

Common Stock

On January 4, 2024, the Company sold 14,704 shares of its common stock pursuant to the Investment Agreement entered into on October 20, 2022, between the Company and Coventry Enterprises for gross proceeds of $27,728 to the Company.

On January 9, 2024, the Company issued 20,000 shares of its common stock pursuant to a conversion of $100,000 in convertible notes.

On January 10, 2024, the Company issued 14,000 shares of its restricted common stock at a fair value of $28,000 as commitment shares pursuant to the extension of the maturity date of a promissory note.

On January 24, 2024, the Company effectuated a 1-for-500 reverse stock split. 18,920 shares with a fair value of $64,328 were issued pursuant to rounding from this reverse stock split.

On February 12, 2024, the Company issued 16,424 shares of its common stock pursuant to a conversion of $82,103 in convertible notes.

On February 28, 2024, the Company issued 2,300 shares at a fair value of $11,270 to settle outstanding liabilities.

On March 12, 2024, the Company issued 20,000 shares with a fair value of $132,000 to 2 vendors for services, 7,143 shares in exchange for gross proceeds of $25,000 in cash.

On March 14, 2024, the Company issued 15,000 shares with a fair value of $120,000 to a vendor for services.

On March 15, 2024, the Company issued 1,287 shares pursuant to a conversion of $4,500 in promissory notes.

On March 15, 2024, 6 investors converted 1,562 shares of Preferred Series F stock into 312,400 shares of common stock.

On March 19, 2024, the Company issued 5,000 shares pursuant to the conversion of $40,000 in convertible notes.

On March 20, 2024, 1 investor converted 120 shares of Preferred Series F stock into 24,000 shares of common stock.

On March 22, 2024, the Company issued 51,895 shares of common stock to a vendor to settle outstanding liabilities.

On March 26, 2024, the Company sold 23,848 shares of its common stock pursuant to the Investment Agreement entered into on October 20, 2022, between the Company and Coventry Enterprises for gross proceeds of $83,872 to the Company.

On March 25, 2024, the Company issued 3,000 shares of its restricted common stock at a fair value of $16,707 as commitment shares pursuant to the extension of the maturity date of a promissory note.

On March 26, 2024, the Company issued 3,500 shares of its restricted common stock at a fair value of $16,625 as commitment shares pursuant to the extension of the maturity date of a promissory note.

Stock Options

The following is a summary of the Company's stock option activity:

	Options
Balance – January 1, 2024 – outstanding	144,827
Granted	1,095,869
Exercised	-
Forfeited/Cancelled	-
Balance – March 31, 2024 – outstanding	1,240,696

Of the 1,240,696 outstanding options, 6,060 are exercisable.

Stock-based compensation for stock options has been recorded in the consolidated statements of operations and totaled $516,716, for the three months ended March 31, 2024.

As of March 31, 2024, there was $1,324,086 of total unrecognized compensation expense related to unvested employee options granted under the Company's share-based compensation plans that is expected to be recognized over a weighted average period of the vesting terms of the respective options.

Warrants

The Company applied fair value accounting for all share-based payments awards. The fair value of each warrant granted is estimated on the date of grant using the Black-Scholes option-pricing model.

Warrant Activities

The following is a summary of the Company's warrant activity:

	Warrant
Balance – December 31, 2023 – outstanding	1,612,354
Granted	138,367
Exercised	-
Forfeited/Cancelled	(1,466,561)
Balance – March 31, 2024 – outstanding	284,160

During the three months ended March 31, 2024, a total of 138,367 warrants were issued with convertible notes.

Note 11 – Commitments and Contingencies

Litigation

Skube v. WHE Agency Inc., et al

A complaint against WHE, Creatd and Jeremy Frommer filed December 22, 2022, was filed in the Supreme Court of the State of New York, New York County, by Jessica Skube, making certain claims alleging conversion, trespass to chattel, unjust enrichment, breach of contract, fraud in the inducement, seeking damages of $161,000 and punitive damages of $500,000. Skube filed an Order to Show Cause, which the Company opposed, which was denied. Given the premature nature of this case, it is still too early for the Company to make an assessment as to liability.

Inflation Reduction Act of 2022

On August 16, 2022, the Inflation Reduction Act of 2022 ("IRA") was signed into law. The IRA includes a 15% Corporate Alternative Minimum Tax ("Corporate AMT") for tax years beginning after December 31, 2022. We do not expect the Corporate AMT to have a material impact on our consolidated financial statements. Additionally, the IRA imposes a 1% excise tax on net repurchases of stock by certain publicly traded corporations. The excise tax is imposed on the value of the net stock repurchased or treated as repurchased. The new law will apply to stock repurchases occurring after December 31, 2022.

Lease Agreements

The Company currently does not own any properties. As of December 31, 2023, our corporate headquarters consisted of a total of 8,000 square feet located at 419 Lafayette Street, 6th Floor, New York, NY, 10003. The current lease term was 7 years commencing May 1, 2022. During the three months ended March 31, 2024, the Company reached an agreement with the landlord to terminate this lease agreement and is now a remote-only company. The total amount remaining under this lease is $2,884,481.

The components of the lease expense were as follows:

	Three Months Ended March 31, 2024
Operating lease cost	$ 559,289
Short term lease cost	(141,441)
Total net lease cost	$ 417,848

Supplemental cash flow and other information related to leases was as follows:

	Three Months Ended March 31, 2024
Cash paid for amounts included in the measurement of lease liabilities:	
Operating lease payments	323,292
Weighted average remaining lease term (in years):	6.25
Weighted average discount rate:	12.50%

Total future minimum payments required under the lease as of March 31, 2023, are as follows:

For the Twelve Months Ended December 31,	Operating Leases
2024	$ 532,689
2025	517,231
2026	532,424
2027	548,073
2028	564,191
Thereafter	189,872

Nasdaq Notice of Delisting

On September 2, 2022, the Company received a letter from the staff of The Nasdaq Capital Market notifying the Company that the Nasdaq Hearings Panel has determined to delist the Company's common stock from the Exchange, based on the Company's failure to comply with the listing requirements of Nasdaq Rule 5550(b)(1) as a result of the Company's shareholder equity deficit for the period ended June 30, 2022, as demonstrated in Company's Quarterly Report on Form 10-Q filed on August 15, 2022, following the Company having not complied with the market value of listed securities requirement in Nasdaq Rule 5550(b)(2) on March 1, 2022, while the Company was under a Panel Monitor, as had been previously disclosed. Suspension of trading in the Company's shares on the Exchange became effective at the opening of business on September 7, 2022, at which time the Company's common stock, under the symbol "CRTD," and publicly-traded warrants, under the symbol "CRTDW," was quoted on the OTCPink marketplace operated by OTC Markets Group Inc.

Following passage of the proscribed 15-day time period for appeal as stated in the Letter, on October 26, 2022, Nasdaq completed the delisting by filing a Form 25 Notification of Delisting with the Securities and Exchange Commission.

The Company's common stock, under the symbol "CRTD," is quoted on the OTCQB marketplace operated by OTC Markets Group Inc. effective as of September 26, 2022. Effective April 4, 2023, our symbol changed to "VOCL." The Company's publicly-traded warrants, under the symbol "CRTDW," are quoted on the OTCPink marketplace operated by OTC Markets Group Inc.

Employment Agreements

As of December 31, 2023, the Company does not have employment agreements with its executives or any other employees.

Executive Separation Agreement

On September 2, 2022, the Company entered into an Executive Separation Agreement with Laurie Weisberg the Company's Chief Executive Officer and member of the Board of Directors setting forth the terms and conditions related to the Executive's resignation for good reason as Chief Executive Officer, Director and any other positions held with the Company or any subsidiary.

The Company will pay severance in the aggregate amount of $475,000, payable as follows: (i) 1/24 will be paid on each of September 15, 2022, October 1, 2022 and November 1, 2022, respectively; (ii) 1/8 will be paid on each of December 1, 2022, January 1, 2023 and February 1, 2023, respectively; (iii)¼4 will be paid on April 1, 2023; and (iv) the balance will be paid on May 1, 2023. The Company has executed and delivered a Confession of Judgment concerning the severance amount, which is being held in escrow pending satisfaction of payment.

Additionally, all unvested and/or outstanding stock options held by Ms. Weisberg as of the date of the separation agreement that are not subject to metric based vesting shall automatically and fully vest. All unvested and/or outstanding stock options held by Ms. Weisberg as of the date of the separation agreement that are subject to metric based vesting shall vest in accordance with their respective original terms.

Note 12 – Discontinued Operations

During the fiscal year ended 2023, Creatd, Inc. disposed of a series of five subsidiaries: WHE Agency, Plant Camp, Dune, Denver Bodega, and Brave. Denver Bodega and Brave were acquired by another, non-affiliated entity and Plant Camp and Dune ceased operations, all due to a strategic shift in the Company to focus on its flagship product, Vocal. Due to these and other circumstances surrounding the disposal, Management believes the disposal of the five subsidiaries may be classified as discontinued operations on the Company's consolidated financial statements.

Note 13 – Subsequent Events

Promissory Notes

Subsequent to March 31, 2024, 8 investors entered into 9 notes for net proceeds of $287,100.

Note Conversions

Subsequent to March 31, 2024, 2 conversions totaling $239,846 in balances from 2 notes converted into 506,815 shares of the Company's common stock.

Note Extensions

Subsequent to March 31, 2024, 3 lenders extended 7 notes and received 397,464 warrants as consideration for the extensions.

Consultant Shares

Subsequent to March 31, 2024, the Company issued 9,615 shares to consultants.

PIPE

Subsequent to March 31, 2024, the Company issued 10,000 shares of its common stock and 10,000 warrants to purchase its common stock at a price of $5.00 in exchange for $25,000.

Conversion of Series F Preferred into Common Stock

Subsequent to March 31, 2024, 6 holders converted shares of Series F Preferred stock into 3,039,077 shares of common stock.

Options Issuances

Subsequent to March 31, 2024, the Company issued 970,000 options to purchase its common stock to officers, employees, and directors. The options have a 10-year term and an exercise price of $1.78, and vest upon the approval by shareholders of the Creatd 2024 Omnibus Securities and Incentive Plan at its Special Meeting of Shareholders on August 1, 2024

Conversion of Payables

Subsequent to March 31, 2024, 11 current and former employees, officers, directors, and consultants of the Company converted $966,804 in net payables for services rendered into 1,193,233 shares of the Company's common stock. In consideration for this conversion, those who were converted were also awarded 756,994 warrants to purchase the Company's common stock at a price of $2.52 per share, 219,535 warrants to purchase the Company's common stock at a price of $2.04 per share, and 216,704 warrants to purchase the Company's common stock at a price of $1.56 per share.