



ZIGGURAT

Ziggurat Technologies, Inc. (the “Company”) a Delaware Corporation

Financial Statements (unaudited) and
Independent Accountant’s Review Report

Years ended December 31, 2019 & 2020



INDEPENDENT ACCOUNTANT'S REVIEW REPORT

To Management
Ziggurat Technologies, Inc.

We have reviewed the accompanying financial statements of the Company which comprise the statement of financial position as of December 31, 2019 & 2020 and the related statements of operations, statement of changes in shareholder equity, and statement of cash flows for the years and months then ended, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of Company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

Accountant's Responsibility

Our responsibility is to conduct the review engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

Accountant's Conclusion

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

Going Concern

As discussed in Note 7, certain conditions indicate that the Company may be unable to continue as a going concern. The accompanying financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern. Management has evaluated these conditions and plans to generate revenues and raise capital as needed to satisfy its capital needs.

Vince Mongio, CPA, CIA, CFE, MACC
Miami, FL
September 30, 2021

Vincenzo Mongio

Ziggurat Technologies, Inc.
Statement of Financial Position

	Year Ended December 31,	
	2020	2019
ASSETS		
Current Assets		
Cash and Cash Equivalents	1,018	23
Total Current Assets	1,018	23
TOTAL ASSETS	1,018	23
LIABILITIES AND EQUITY		
Liabilities		
Current Liabilities		
Accrued Legal Fees	29,973	29,973
Due to Related Party	1,250	1,250
Accrued Expenses	1,090	1,090
Total Current Liabilities	32,313	32,313
TOTAL LIABILITIES	32,313	32,313
EQUITY		
Common Stock	27	24
Additional Paid In Capital	243,567	240,250
Accumulated Deficit	(274,889)	(272,564)
Total Equity	(31,295)	(32,290)
TOTAL LIABILITIES AND EQUITY	1,018	23

Ziggurat Technologies, Inc.
Statement of Operations

	Year Ended December 31,	
	2020	2019
Revenue	-	-
Cost of Sales	-	-
Gross Profit	-	-
Operating Expenses		
Advertising and Marketing	774	4,926
Legal Fees	-	29,973
General and Administrative	4,548	103,334
Total Operating Expenses	5,322	138,233
Operating Income	(5,322)	(138,233)
Other Income - EIDL Grant	3,000	-
Net Loss	(2,322)	(138,233)

Ziggurat Technologies, Inc.
Statement of Cash Flows

	Year Ended December 31,	
	2020	2019
OPERATING ACTIVITIES		
Net Income	(2,322)	(138,233)
Adjustments to reconcile Net Income to Net Cash provided by operations:		
Current Deposits	-	16,250
Prepaid Expenses	-	3,000
Deferred Expenses	-	(683)
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	-	18,567
Net Cash provided by Operating Activities	(2,322)	(119,666)
FINANCING ACTIVITIES		
Shareholder's Capital	3,317	36,064
Net Cash provided by Financing Activities	3,317	36,064
Cash at the beginning of period	23	83,625
Net Cash increase (decrease) for period	995	(83,602)
Cash at end of period	1,018	23

Ziggurat Technologies, Inc.
Statement of Changes in Shareholder Equity

Common Stock					
	# of Shares	Amount	\$ Amount	APIC	Accumulated Deficit
Beginning Balance at 1/1/19	322,309	24	206,253	(134,334)	71,943
Common Stock	53,125	3	33,997	-	34,000
Shareholder's Contributions	7,192,039	-	-	-	-
Net Loss	-	-	-	(138,233)	(138,233)
Ending Balance 12/31/2019	7,567,473	27	240,250	(272,567)	(32,290)
Common Stock	-	-	-	-	-
Shareholder's Contributions	874,579	-	3,317	-	3,317
Net Loss	-	-	-	(2,322)	(2,322)
Ending Balance 12/31/2020	8,442,052	27	243,567	(274,889)	(31,295)

Ziggurat Technology, Inc
Notes to the Unaudited Financial Statements
December 31st, 2020
\$USD

NOTE 1 – ORGANIZATION AND NATURE OF ACTIVITIES

Ziggurat Technology, Inc (“the Company”) was formed in Delaware on March 2nd, 2017. The Company plans to earn revenue from its app that uses proprietary machine learning with artificial intelligence to analyze stock market data, empowering users to make smart investments based on data. The Company’s headquarters is in San Francisco, California. The Company’s customers will be located in the United States.

The Company will conduct a crowdfunding campaign under regulation CF in 2021 to raise operating capital.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

Our financial statements are prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). Our fiscal year ends on December 31. The Company has no interest in variable interest entities and no predecessor entities.

Use of Estimates and Assumptions

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

Cash and Cash Equivalents

Cash and cash equivalents include all cash balances, and highly liquid investments with maturities of three months or less when purchased.

Fair Value of Financial Instruments

ASC 820 “*Fair Value Measurements and Disclosures*” establishes a three-tier fair value hierarchy, which prioritizes the inputs in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

These tiers include:

Level 1: defined as observable inputs such as quoted prices in active markets;

Level 2: defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and

Level 3: defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Concentrations of Credit Risks

The Company’s financial instruments that are exposed to concentrations of credit risk primarily consist of its cash and cash equivalents. The Company places its cash and cash equivalents with financial institutions of high credit worthiness. The Company’s management plans to assess the financial strength and credit worthiness of any parties to which it extends funds, and as such, it believes that any associated credit risk exposures are limited.

Revenue Recognition

The Company recognizes revenue from the sale of products and services in accordance with ASC 606, "Revenue Recognition" following the five steps procedure:

- Step 1: Identify the contract(s) with customers
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to performance obligations
- Step 5: Recognize Revenue When or As Performance Obligations Are Satisfied

The Company will identify and analyze its performance obligations with respect to customer contracts once the first contract is signed.

Advertising Costs

Advertising costs associated with marketing the Company's products and services are generally expensed as costs are incurred.

General and Administrative

General and administrative expenses consist of payroll and related expenses for employees and independent contractors involved in general corporate functions, including accounting, finance, tax, legal, business development, and other miscellaneous expenses.

Equity based compensation - ASC 718-10-50

The Company has issued options to its founders and to interns for services performed that vest immediately or over a 4-year period. Equity compensation expense for the years ended 2019 and 2020 was \$0. A summary of the inputs used to determine the expense is below.

There is not a viable market for the Company's common stock to determine its fair value, therefore management is required to estimate the fair value to be utilized in the determining stock-based compensation costs. In estimating the fair value, management considers recent sales of its common stock to independent qualified investors, placement agents' assessments of the underlying common shares relating to our sale of preferred stock and validation by independent fair value experts. Considerable management judgment is necessary to estimate the fair value. Accordingly, actual results could vary significantly from management's estimates. Management has concluded that the estimated fair value of the Company's stock and corresponding expense is negligible.

The following is an analysis of options to purchase shares of the Company's stock issued and outstanding:

	Total Options	Weighted Average Exercise Price
Total options outstanding, January 1, 2019	175,000	\$ 0.80
Granted	-	
Exercised	-	
Expired/cancelled	-	
Total options outstanding, December 31, 2019	175,000	\$ 0.80

Granted	1,067,000	\$	0.80
Exercised	-		
Expired/cancelled	<u>-</u>		
Total options outstanding, December 31, 2020	<u>1,242,200</u>	\$	0.80

Options exercisable, December 31, 2020	<u>407,200</u>
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Nonvested options

Nonvested options, January 1, 2019	-
Granted	-
Vested	-
Forfeited	<u>-</u>
Nonvested options, December 31, 2019	-
Granted	1,035,000
Vested	(200,000)
Forfeited	<u>-</u>
Nonvested options, December 31, 2020	<u>835,000</u>

Income Taxes

The Company is subject to corporate income and state income taxes in the state it does business. A deferred tax asset as a result of net operating losses (NOL) has not been recognized due to the uncertainty of future positive taxable income to utilize the NOL. Due to the recently enacted Tax Cuts and Jobs Act, any NOLs will be limited to 80% of taxable income generated in future years.

Recent accounting pronouncements

The FASB issues ASUs to amend the authoritative literature in ASC. There have been a number of ASUs to date that amend the original text of ASC. Management believes that those issued to date either (i) provide supplemental guidance, (ii) are technical corrections, (iii) are not applicable to us or (iv) are not expected to have a significant impact on our financial statements.

NOTE 3 – RELATED PARTY TRANSACTIONS

The Company follows ASC 850, “Related Party Disclosures,” for the identification of related parties and disclosure of related party transactions.

During the year ended December 31st, 2020, the Company had outstanding accounts payable in the amount of \$1,250 for services performed by an owner’s company. The balance is non-interest bearing and due on demand.

NOTE 4 – COMMITMENTS, CONTINGENCIES, COMPLIANCE WITH LAWS AND REGULATIONS

We are currently not involved with or know of any pending or threatening litigation against the Company or any of its officers. Further, the Company is currently complying with all relevant laws and regulations.

NOTE 5 – EQUITY

The Company has authorized 10,000,000 shares of Common Stock with a par value of \$0.0001 per share. 7,567,473 and 8,442,052 shares were issued and outstanding as of 2019 and 2020, respectively.

Common Shareholders are entitled to one vote and can receive dividends at the discretion of the boards of directors.

NOTE 6 – SUBSEQUENT EVENTS

The Company has evaluated events subsequent to December 31, 2020 to assess the need for potential recognition or disclosure in this report. Such events were evaluated through September 30, 2021, the date these financial statements were available to be issued.

Future Equity Obligations - Simple Agreements for Future Equity (SAFE) – subsequent to December 31, 2020, the Company entered into a SAFE agreement in the amount of \$13,500. The SAFE agreement has no maturity date and bears no interest. The agreement provides the right of the investor to future equity in the Company during a qualified financing or change of control event at a 40% discount. The agreement is subject to a valuation cap of \$8M.

NOTE 7 – GOING CONCERN

The accompanying balance sheet has been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The entity has not commenced principal operations and realized losses every year since inception and may continue to generate losses.

The Company's ability to continue as a going concern in the next twelve months following the date the financial statements were available to be issued is dependent upon its ability to produce revenues and/or obtain financing sufficient to meet current and future obligations and deploy such to produce profitable operating results. Management has evaluated these conditions and plans to generate revenues and raise capital as needed to satisfy its capital needs. No assurance can be given that the Company will be successful in these efforts. These factors, among others, raise substantial doubt about the ability of the Company to continue as a going concern for a reasonable period of time. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities.

NOTE 8 – RISKS AND UNCERTAINTIES

COVID-19

The spread of COVID-19 has severely impacted many local economies around the globe. In many countries, businesses are being forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown. Global stock markets have also experienced great volatility and a significant weakening. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions.

The duration and impact of the COVID-19 pandemic, as well as the effectiveness of government and central bank responses remains unclear currently. It is not possible to reliably estimate the duration and severity of these consequences, as well as their impact on the financial position and results of the Company for future periods. Note: this disclosure assumes there is no significant doubt about the entity's ability to continue as a going concern.