

Cognate Language Learning, Inc. (the “Company”) a Delaware Corporation

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

Short Period Ending August 31st, 2022



INDEPENDENT ACCOUNTANT'S REVIEW REPORT

To Management
Cognate Language Learning, Inc.

We have reviewed the accompanying financial statements of the Company which comprise the statement of financial position for the short period ending August 31st, 2022 and the related statements of operations, statement of changes in shareholder equity, and statement of cash flows for the short period 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 8, 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 27, 2022

Vincenzo Mongio

Statement of Financial Position

| | As of August 31, 2022 |
|---|--------------------------|
| ASSETS | |
| Current Assets | |
| Cash and Cash Equivalents | 63,868 |
| Total Current Assets | 63,868 |
| Non-current Assets | |
| Prepaid Asset - Software Development | 31,648 |
| Intangible Assets: Software Development | 24,246 |
| Total Non-Current Assets | 55,894 |
| TOTAL ASSETS | 119,761 |
| LIABILITIES AND EQUITY | |
| Liabilities | |
| TOTAL LIABILITIES | - |
| EQUITY | |
| Common Stock | 100 |
| Additional Paid in Capital | 139,901 |
| Accumulated Deficit | (20,239) |
| Total Equity | 119,761 |
| TOTAL LIABILITIES AND EQUITY | 119,761 |

Statement of Operations

| | Short Period Ended August 31, 2022 |
|----------------------------|---------------------------------------|
| Revenue | - |
| Cost of Revenue | - |
| Gross Profit | - |
| Operating Expenses | |
| Advertising and Marketing | 295 |
| General and Administrative | 20,361 |
| Total Operating Expenses | 20,656 |
| Operating Income (loss) | (20,656) |
| Other Income | |
| Other | 417 |
| Total Other Income | 417 |
| Provision for Income Tax | - |
| Net Income (loss) | (20,239) |

Statement of Cash Flows

| | Period Ended August 31, 2022 |
|---|------------------------------------|
| OPERATING ACTIVITIES | |
| Net Income (Loss) | (20,239) |
| Adjustments to reconcile Net Income to Net Cash provided by operations: | |
| Total Adjustments to reconcile Net Income to Net Cash provided by operations: | - |
| Net Cash provided by (used in) Operating Activities | (20,239) |
| INVESTING ACTIVITIES | |
| Software Development | (24,246) |
| Prepaid Software Development | (31,648) |
| Net Cash provided by (used by) Investing Activities | (55,894) |
| FINANCING ACTIVITIES | |
| Common Stock Issuance | 100 |
| Additional Paid-in Capital | 139,901 |
| Net Cash provided by (used in) Financing Activities | 140,001 |
| Cash at the beginning of period | - |
| Net Cash increase (decrease) for period | 63,868 |
| Cash at end of period | 63,868 |

Statement of Changes in Shareholder Equity

| | Common Stock | | APIC | Accumulated Deficit | Total Shareholder Equity |
|---|-----------------------|--------------|---------|------------------------|--------------------------------|
| | # of Shares Amount | \$ Amount | | | |
| Beginning Balance at 3/1/2022 (Inception) | - | - | 6,936 | - | 6,936 |
| Issuance of Common Stock | 10,000,000 | 100 | - | - | 100 |
| Additional Paid in Capital | - | - | 132,965 | - | 132,965 |
| Net Income (Loss) | - | - | - | (20,239) | (20,239) |
| Ending Balance 8/31/2022 | 10,000,000 | 100 | 139,901 | (20,239) | 119,762 |

Cognate Language Learning, Inc.
Notes to the Unaudited Financial Statements
August 31st, 2022
\$USD

NOTE 1 – ORGANIZATION AND NATURE OF ACTIVITIES

Cognate Language Learning, Inc. ("the Company") was formed in Delaware on March 1st, 2022. The Company plans to earn revenue selling subscription plans to a language learning platform leveraging AI technology to assist in the creation of customized language learning materials. The Company has a registered address in Wilmington, Delaware and operates in Frankfurt, Germany. The Company's customers will be located primarily in the European Union and United States.

The Company will conduct a crowdfunding campaign under regulation CF in 2022 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.

Capitalized Internal-Use Software Costs

We are required to follow the guidance of Accounting Standards Codification 350 (“ASC 350”), Intangibles- Goodwill and Other in accounting for the cost of computer software developed for internal-use and the accounting for web-based product development costs. ASC 350 requires companies to capitalize qualifying computer software costs, which are incurred during the application development stage, and amortize these costs on a straight-line basis over the estimated useful life of the respective asset.

Costs related to preliminary project activities and post implementation activities are expensed as incurred. Internal-use software will be amortized once the product is launched on a straight-line basis over its estimated useful life which is determined to be 5 years.

A summary of the Company’s intangible assets is below.

| Property Type | Useful Life in Years | Cost | Accumulated Amortization | Disposals | Book Value as of 08/31/22 |
|----------------------|----------------------|---------------|--------------------------|-----------|---------------------------|
| Software Development | 5 | 24,246 | - | - | 24,246 |
| Grand Total | - | 24,246 | - | - | 24,246 |

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

The Company did not have any equity-based compensation as of August 31st, 2022.

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.

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.

On March 16th, 2022, the company entered into a convertible promissory note with the CEO. The principal amount agreed was \$64.80 at a 2% interest rate, with the maturity date due on May 1st, 2022; at which point the convertible promissory note was converted to equity.

The CEO provided an additional paid-in capital contribution totaling \$19,936 to the business to pay for expenses prior to the receipt of funds from the pre-seed round.

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. The Company does not have any long-term commitments or guarantees.

NOTE 5 – DEBT

The Company did not have any debt as of August 31st, 2022.

NOTE 6 – EQUITY

The Company has authorized 10,000,000 of common shares with a par value of \$0.00001 per share. 10,000,000 shares were issued and outstanding as of August 31st, 2022.

Voting: Common stockholders are entitled to one vote per share

Dividends: The holders of common stock are entitled to receive dividends when and if declared by the Board of Directors.

NOTE 7 – SUBSEQUENT EVENTS

The Company has evaluated events subsequent to August 31, 2022 to assess the need for potential recognition or disclosure in this report. Such events were evaluated through September 27, 2022, the date these financial statements were available to be issued. No events require recognition or disclosure.

NOTE 8 – 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, realized a loss, incurred negative cash flows from operations, and may continue to generate losses.

During the next twelve months, the Company intends to finance its operations with funds from a crowdfunding campaign. 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 9 – 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.