

## Risk Factors Comparison 2024-04-01 to 2023-04-12 Form: 10-K

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Investing in our securities involves a high degree of risk. In addition to the other information contained in this Report on Form 10-K, you should consider carefully the following risk factors in evaluating our business and us. There are numerous and varied risks that may prevent our Company from achieving its goals. If any of these risks actually occur, our Company's business, financial condition or results of operations may be materially adversely affected. In such case, the trading price of our common stock and warrants could decline and investors could lose all or part of their investment. The risks described below are not the only ones that we face. Additional risks not presently known to us or that we currently deem immaterial may also significantly impair our business operations and could result in a complete loss of your investment. Risks Related to Our Business – General

We are a company with limited history and may not be able to continue to successfully manage our ~~websites~~ **online businesses** on a combined basis. We were incorporated on July 20, 2020, and have conducted operations since May 2019. Our ~~initial wholly owned operating subsidiary, Onfolio LLC, a Delaware limited liability corporation, was formed on May 14, 2019. Our~~ failure to continue to develop and maintain effective systems and procedures, including accounting and financial reporting systems, or to manage our operations as a consolidated public company, may negatively impact our ability to optimize the performance of our Company, which could adversely affect our business, financial condition and operating results. In that case, our financial statements might not be indicative of our business, financial condition and operating results. Many of our ~~websites~~ **online businesses** have a limited operating history upon which investors can evaluate their future prospects. Both our Company and many of our ~~websites~~ **online businesses** have a limited operating history upon which an evaluation of our ~~websites~~ **online businesses** and plans or performance and prospects can be made. Our business and prospects must be considered in the light of the potential problems, delays, uncertainties and complications encountered in connection with newly established businesses. The risks include, but are not limited to, the possibility that we will not be able to build a positive reputation with customers, distinguish ourselves from competitors, scale our business efficiently, maintain and expand our businesses relationships with suppliers and service vendors, respond to evolving industry standards and government regulation that impact our business and our ~~websites~~ **online businesses**, particularly in the areas of data collection and consumer privacy, prevent or mitigate failures or breaches of security, continue to expand our business internationally, and hire and retain qualified and motivated employees.

~~For example, during 2023, we closed our Digitallyapproved.com and Prettyneatcreative.com online businesses~~. We cannot assure you that we can successfully address these challenges and if unsuccessful, our, financial condition and operating results could be materially and adversely affected. We have incurred operating losses since our inception and we may continue to incur substantial operating losses for the foreseeable future. We were incorporated on July 20, 2020, and have conducted operations since May 2019. ~~We have~~ **Since inception we** incurred operating losses and experienced negative cash flow since our inception. We incurred a net loss of \$ ~~48,234,144, 357,821~~ for the year ended December 31, ~~2022~~ **2023** and \$ ~~14,900,234, 149,357~~ for the year ended December 31, ~~2021~~ **2022**. We anticipate that we will continue to incur operating losses through at least ~~2023~~ **2024**. We may not be able to generate sufficient revenue from owning and / or managing our ~~websites~~ **online businesses** to achieve profitability. We expect to continue to make significant operating and capital expenditures for acquisitions of ~~websites~~ **online businesses**, technologies, or other assets ~~(as of the date of this Report on Form 10-K, we have no agreements to make any additional acquisitions)~~; and for marketing, working capital and general corporate purposes. As a result, we will need to generate significant revenue to achieve profitability. We cannot assure you that we will ever achieve profitability. ~~Our~~ **16** Our independent registered public accounting firm has expressed substantial doubt about our ability to continue as a going concern. As described in Note 3 of our accompanying audited financial statements, our auditors have issued a going concern opinion on our December 31, ~~2022~~ **2023** financial statements, expressing substantial doubt that we can continue as an ongoing business for the next twelve months after issuance of their report based on our ability to generate future profitable operations and / or to obtain the necessary financing to meet our obligations and repay our liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing, debt financing and / or related party advances, however there is no assurance of additional funding being available. Our financial statements do not include any adjustments that may result from the outcome of this uncertainty. If we cannot raise the necessary capital to continue as a viable entity, we could experience a material adverse effect on our business and our stockholders may lose some or all of their investment in us. ~~15~~ **We** can provide no assurances that any additional sources of financing will be available to us on favorable terms, if at all. Our forecast of the period of time through which our current financial resources will be adequate to support our operations and the costs to support our general and administrative and acquisition activities are forward-looking statements and involve risks and uncertainties. If we do not succeed in raising additional funds on acceptable terms, we could be forced to delay or curtail potential website acquisitions, forego sales and marketing efforts, and forego potential attractive business opportunities. Unless we secure additional financing, we will be unable to continue to execute on our business plan. We require additional capital to support our present business plans and our anticipated business growth, and such capital may not be available on acceptable terms, or at all, which would adversely affect our ability to operate. We will require additional funds to further develop our business plan. Based on our current operating plans, we ~~plan~~ **believe we need to** ~~make additional use approximately \$ 5.2 million for acquisitions of~~ ~~websites~~ **online businesses**, technologies, or other assets ~~(as of the date of this Report on Form 10-K, we have no agreements to make any additional acquisitions)~~; and ~~approximately \$ 0.7 million for marketing, working capital and general~~ **generate** corporate purposes ~~enough cashflow to carry our overhead costs~~. We may choose to raise

additional capital beyond this in order to expedite and propel growth more rapidly. We can give no assurance that we will be successful in raising any additional funds. Additionally, if we are unable to generate sufficient revenues from our sales and operating activities, we may need to raise additional funds, doing so through debt and equity offerings, in order to meet our expected future liquidity and capital requirements, including capital required for operations. Any such financing that we undertake will likely be dilutive to current stockholders. We intend to continue to make investments to support our business growth, including acquiring additional **websites-online businesses**. In addition, we may also need additional funds to respond to other business opportunities and challenges, including our ongoing operating expenses, protecting our intellectual property, satisfying debt and series A preferred stock payment obligations, and enhancing our operating infrastructure. While we may need to seek additional funding for such purposes, we may not be able to obtain financing on acceptable terms, or at all. In addition, the terms of our financings may be dilutive to, or otherwise adversely affect, holders of our common stock. We may also seek to raise additional funds through arrangements with collaborators or other third parties. We may not be able to negotiate any such arrangements on acceptable terms, if at all. If we are unable to obtain additional funding on a timely basis, we may be required to curtail or terminate some or all our business plans. We cannot predict our future capital needs and we may not be able to secure additional financing. We will need to raise additional funds in the future to fund our working capital needs and to fund further expansion of our business. We may require additional equity or debt financings, collaborative arrangements with corporate partners or funds from other sources for these purposes. No assurance can be given that necessary funds will be available for us to finance our development on acceptable terms, if at all. Furthermore, such additional financings may involve substantial dilution of our stockholders or may require that we relinquish rights to certain of our technologies or products. In addition, we may experience operational difficulties and delays due to working capital restrictions. If adequate funds are not available from operations or additional sources of financing, we may have to delay or scale back our growth plans. **If-17If** we fail to retain certain of our key personnel and attract and retain additional qualified personnel, we might not be able to pursue our growth strategy. Our future success will depend upon the continued services of Dominic Wells, our Chief Executive Officer; Esbe van Heerden, our **Chief Financial Officer and** President; **Yury Byalik, our Head of Strategy and Acquisitions**; Adam Trainor, our Chief Operations **Officer**; **Rob te Braake, our Interim Chief Financial Officer**; and other members of our key management team and our consultants. We especially consider Mr. Wells to be critical to the management of our business and operations and the development of our strategic direction. Though no individual is indispensable, the loss of the services of these individuals could have a material adverse effect on our business, operations, revenues or prospects. We do not currently maintain key man life insurance on the lives of these individuals. Our future success will also depend on our ability to identify, hire, develop, motivate and retain highly skilled personnel. Competition in our industry for qualified employees is intense, and our compensation arrangements may not always be successful in attracting new employees and / or retaining and motivating our existing employees. Future acquisitions by us may also cause uncertainty among our current employees and employees of the acquired business, which could lead to the departure of key individuals. Such departures could have an adverse impact on the anticipated benefits of an acquisition. **The need to sustain** ~~16~~**We are anticipating a period of rapid growth in our current** **employee headcount and operations- operating structure**, which may place, to the extent that we are able to sustain such **growth**, a significant strain on our management and our administrative, operational and financial reporting infrastructure. Our success will depend in part on the ability of our senior management to **effectively** manage **this expected growth effectively-our current operating structure**. To do so, we ~~believe we will~~ need to continue to **hire appropriately incentivize**, train and manage **new-and retain our employees, or replace our** employees as needed. If our **employees new hires** perform poorly, or if we are unsuccessful in hiring, training, managing and integrating **these-any** new employees, or if we are not successful in retaining our existing employees, our business may be harmed. To manage ~~the expected growth of~~ our operations and personnel, we will need to continue to improve our operational and financial controls and update our reporting procedures and systems. The **continued working** ~~expected addition of new employees and the~~ capital investments that we **require** ~~anticipate will be necessary to manage our anticipated growth and will increase our cost base, which~~ will make it more difficult for us to offset any future revenue shortfalls by reducing expenses in the short term. If we fail to successfully manage our ~~anticipated growth~~ **current operating infrastructure**, we will be unable to **continue to** execute our business plan. **We may also need to hire, train and manage new employees as needed**. Negative publicity could adversely affect our reputation, our business, and our operating results. Negative publicity about our Company, including, but not limited to the quality and reliability of our **websites online businesses** products and services, our privacy and security practices, and litigation could adversely affect our reputation which, in turn, could adversely affect our business, results of operations and financial condition. Natural disasters and other events beyond our control could materially adversely affect us. Natural disasters or other catastrophic events may cause damage or disruption to our operations, international commerce and the global economy, and thus could have a strong negative effect on us. Our business operations are subject to interruption by natural disasters, fire, power shortages, pandemics and other events beyond our control. Such events could make it difficult or impossible for us to deliver our products and services to our customers and could decrease demand for our products and services. The World Health Organization declared the COVID- 19 outbreak a pandemic. The extent of the impact of COVID- 19 on our operational and financial performance will depend on certain developments, including the duration and spread of the outbreak, the impact on our customers and employees, all of which are uncertain and cannot be predicted. At this point, the overall extent to which COVID- 19 may impact our financial condition or results of operations is uncertain. Additionally, we depend on the efficient and uninterrupted operations of our third- party data centers and hardware systems. The data centers and hardware systems are vulnerable to damage from earthquakes, tornados, hurricanes, fire, floods, power loss, telecommunications failures and similar events. If any of these events results in damage to third- party data centers or systems, we may be unable to provide our clients with our products and services until the damage is repaired and may accordingly lose clients and revenues. In addition, subject to applicable insurance coverage, we may incur substantial costs in repairing any damage. ~~Political~~ **18Political** and economic factors may negatively

affect our financial condition or results of operations. Some of our **websites-online businesses** are eCommerce businesses that obtain physical products that are imported from China and Japan. Supply chain interruptions, regulatory changes, **catastrophic events** or political climate, **including the occurrence of war and or other hostilities**, could potentially adversely impact our relationships with these vendors. Additionally, rising inflation could cause our product, marketing, and labor costs to rise beyond an acceptable level to us or cause us to increase our prices to a level not accepted by consumers. Any of these factors could negatively impact our financial condition or results of operations.

~~The COVID-19 pandemic may negatively affect our operations. The COVID-19 pandemic has resulted in social distancing, travel bans and quarantine, which has limited access to our facilities, potential customers, management, support staff and professional advisors and can, in the future, impact our supply chain. These factors, in turn, may not only impact our operations, financial condition and demand for our products but our overall ability to react in a timely manner, to mitigate the impact of this event.~~

**Risks Related to Our Business – Primary Risk Factors Related to Our Specific Online Businesses**

**RevenueZen.com · SEO & Digital Marketing Services Industry Growth. The SEO & Digital Marketing Services industry is significant and expected to continue growing over the next 5 years. In the event this industry’s growth does not occur as expected, or occurs slower than expected, the popularity of RevenueZen.com’s services could decrease, which in turn could negatively impact the website’s revenue generation and our Company’s revenue.**

**Improvements in Software and AI. Technology developments may reduce the demand for human-led digital marketing services, reducing the need to engage marketing agencies, which could in turn negatively impact the Company’s revenue.**

**Mightydeals.com**

- Further changes to email privacy laws. A large part of our Mightydeals.com business generation comes from its approximate one million member email list. Recently Apple has made changes to privacy regarding email, in particular open-rates. This has made it more difficult to accurately gauge who is opening our Mightydeals.com emails, but hasn’t changed our ability to message our audience. Should Apple, or any other company, make further changes to email privacy / deliverability, this could negatively impact the website’s ability to message its subscribers, which in turn could negatively impact the website’s revenue generation.
- Inability to find Vendors to partner with. Our Mightydeals.com business model relies upon partnering with vendors of graphic design products (such as fonts). If Mightydeals.com can’t continue to partner with vendors, it may not have as many deals to run. Without new deals to onboard onto the platform, it cannot generate revenue from selling deals.

**Vital-Reaction.com · FDA Headwinds.** The Food and Drug Administration (“FDA”) is the predominant driver of legislation around molecular hydrogen. Currently, as more and more research is published and peer-reviewed, the FDA is allowing more products to enter the market. However, should the FDA adversely change its attitude towards molecular hydrogen, this could impact Vital-Reaction.com’s ability to sell hydrogen products in the US.

**Email and Facebook Advertising Changes.** As with Mightydeals.com, Vital-Reaction.com generates a large portion of its revenue through email and Facebook marketing efforts. As privacy rules change, enforced by Apple in particular, its ability to generate web traffic, and therefore customers, can be negatively impacted.

**Allthingsdogs.com · Google Traffic Changes.** Currently a significant portion of web traffic to Allthingsdogs.com is derived from its high rankings in Google search. Google regularly makes changes to its ranking algorithm, and any one change could negatively impact the website’s rankings and lead to a loss of traffic, which in turn could negatively impact the website’s revenue generation.

**Display Advertising.** The Allthingsdogs.com website currently generates 99% of its income from display advertising. If the display advertising revenue model should experience a significant decline, then Allthingsdogs.com’s revenue would significantly decline.

~~18~~**Prettyneatereactive.com – Increased Vendor Prices.** Prettyneatereactive.com dropships its products from vendors globally (mostly in China), and if those vendors increase their prices, Prettyneatereactive.com will face shrinking margins, or the need to increase its own prices. Should our Prettyneatereactive.com customer base not tolerate price increases, Prettyneatereactive.com would likely experience a decline in sales.

~~– Increase in Competition.~~ Due to the nature of our Prettyneatereactive.com business model, the barriers to entry are lower than our other websites, which could cause us to experience an increase in competition. Any increase in competition could cause us to experience a loss of revenue.

~~– Loss Of Enthusiasm For Product.~~ Diamond painting is relatively new to the US market and has been experiencing strong growth. Should that enthusiasm suffer, particularly as the pandemic wanes, Prettyneatereactive.com could see fewer people buying its products.

~~Digitallyapproved.com – Further Pinterest Algorithm Changes.~~ Since their IPO, Pinterest has made many changes to its ranking algorithm, making it harder for marketers to utilize the platform for traffic. As such, many bloggers may have less need for Pinterest marketing solutions in the future, if they are unable to generate predictable results. If this trend continues, our Digitallyapproved.com revenue may be negatively impacted.

~~– Newsletters Lose Popularity.~~ Currently email newsletters are enjoying a boom in popularity, as more people wish to learn from individuals or small teams. As such, Digitallyapproved.com’s newly launched newsletter on Social Media Marketing may do well. If newsletters fall out of favor, as they have in the past, it may negatively impact Digitallyapproved.com’s revenue model.

**SEObutler.com · SEO Services Industry Growth.** The SEO Services industry is significant and expected to continue growing over the next 5 years. In the event this industry’s growth does not occur as expected, or occurs slower than expected the popularity of SEObutler.com’s services could decrease, which in turn could negatively impact the website’s revenue generation and our Company’s revenue.

**ProofreadAnywhere.com / WorkAtHomeSchool.com / WorkYourWay2020.com**

- Improvements in Software and AI. Technology developments may improve the quality of automated proofreading, which may lead to reduced career opportunities for proofreaders and lower demand for proofreading education.

**Preventdirectaccess.com / Passwordprotectwp.com**

- Wordpress losing popularity. Wordpress competes with a range of other website building platforms and / or companies. If Wordpress loses popularity, the potential customer pool for the Company is negatively impacted which may impact the Company’s revenue.

**Contentellect.com · SEO Services Industry Growth.** The SEO Services industry is significant and expected to continue growing over the next 5 years. In the event this industry’s growth does not occur as expected, or occurs slower than expected the popularity of Contentellect.com’s services could decrease, which in turn could negatively impact the website’s revenue generation and our Company’s revenue.

- Improvements in Software and

AI. Technology developments may reduce the demand for human written content and negatively impact the Company's revenue. Fishkeepingworld.com · Google Traffic Changes. Currently a significant portion of web traffic to Fishkeepingworld.com is derived from its high rankings in Google search. Google regularly makes changes to its ranking algorithm, and any one change could negatively impact the website's rankings and lead to a loss of traffic, which in turn could negatively impact the website's revenue generation. · Email Marketing Changes. As with our other ~~websites~~ **online businesses**, the changes to email marketing and iOS privacy rules could impact FishKeepingWorld.com's email marketing efforts, which accounts for around 5% of the overall revenue. ~~19Asubtlerevelry~~ **Asubtlerevelry**.com · Google Traffic Changes. Currently a significant portion of web traffic to Asubtlerevelry.com is derived from its high rankings in Google search. Google regularly makes changes to its ranking algorithm, and any one change could negatively impact the website's rankings and lead to a loss of traffic, which in turn could negatively impact the website's revenue generation. · Display Advertising. The Asubtlerevelry.com website currently generates 99% of its income from display advertising. If the display advertising revenue model should experience a significant decline, then Asubtlerevelry.com's revenue would significantly decline. Wowfreestuff.co.uk · Search Engine Traffic Changes. Currently a significant portion of web traffic to Wowfreestuff.co.uk is driven by rankings in the UK search engines for terms related to freebies. UK search engines regularly make changes to their ranking algorithms, and any one change could negatively impact the website's rankings and lead to a loss of traffic, which in turn could negatively impact the website's revenue generation. · Freebie Offerings. If companies no longer utilize freebies or giveaways as part of their marketing strategy, Wowfreestuff.co.uk will have fewer products to promote on its website, which in turn could negatively impact the website's commission revenue generation. · Email Marketing. The vast majority of Wowfreestuff.co.uk's revenue is generated by emailing its subscribers on a daily basis letting them know about new deals. Any third-party company changes to their email privacy / deliverability rules could negatively impact the website's ability to email its audience, which in turn could negatively impact the website's revenue generation. ~~Woofwhiskers~~ **20Woofwhiskers**.com · Google Traffic Changes. Currently a significant portion of web traffic to Woofwhiskers.com is derived from its high rankings in Google search. Google regularly makes changes to its ranking algorithm, and any one change could negatively impact the website's rankings and lead to a loss of traffic, which in turn could negatively impact the website's revenue generation. · Pet Food Brands. Visitors to the Woofwhiskers.com website are predominantly driven by the website's reviews of dog food brands. In the event certain brands are no longer offered or fewer new brands come to market, the website could experience a loss of traffic, which in turn could negatively impact the website's revenue generation. Perfectdogbreeds.com · Google Traffic Changes. Currently a significant portion of web traffic to Perfectdogbreeds.com is derived from its high rankings in Google search. Google regularly makes changes to its ranking algorithm, and any one change could negatively impact the website's rankings and lead to a loss of traffic, which in turn could negatively impact the website's revenue generation. · Display Advertising. The Perfectdogbreeds.com website currently generates 99% of its income from display advertising. If the display advertising revenue model should experience a significant decline, then the website's revenue would significantly decline. ~~20Craftwhack~~ **Craftwhack**.com – Managed Property · Google Traffic Changes. Currently a significant portion of web traffic to Craftwhack.com is derived from its high rankings in Google search. Google regularly makes changes to its ranking algorithm, and any one change could negatively impact the website's rankings and lead to a loss of traffic, which in turn could negatively impact the website's revenue generation our Company's revenue. · Popularity of Crafting. A large part of the growth of Craftwhack.com has come from the growth in home and DIY and crafting activities, accelerated by the pandemic. The loss of popularity of these activities could negatively impact the website's revenue generation our Company's revenue. · Dissatisfaction With Our services. Our Company manages the Craftwhack.com website pursuant to a fee-based contract where we earn a profit share. In the event the owner of the website becomes dissatisfied with our management services or no longer considers the cost of our management services fee to have sufficient value, the website could terminate our management contract, which would negatively impact our Company's revenue. Backgroundhawk.com – Managed Property · Loss of momentum. Backgroundhawk.com is in growth mode and it continues to grow at a steady pace. In the event the website's growth momentum stalls, the revenues we expect from this website could fail to materialize. · Google Traffic Changes. Currently a significant portion of Backgroundhawk.com is derived from its high rankings in Google search. Google regularly makes changes to its ranking algorithm, and any one change could negatively impact the website's rankings and lead to a loss of traffic, which in turn could negatively impact the website's revenue generation and our Company's revenue. · Dissatisfaction With Our services. Our Company manages the Backgroundhawk.com website pursuant to a fee-based contract where we earn a profit share. In the event the owner of the website becomes dissatisfied with our management services or no longer considers the cost of our management services fee to have sufficient value, the website could terminate our management contract, which would negatively impact our Company's revenue. ~~Outreachmama~~ **21Outreachmama**.com – Managed Property · SEO Services Industry Growth. The SEO Services industry is significant and expected to continue growing over the next 5 years. In the event this industry's growth does not occur as expected, or occurs slower than expected the popularity of Outreachmama.com's services could decrease, which in turn could negatively impact the website's revenue generation and our Company's revenue. · Dissatisfaction With Our services. Our Company manages the Outreachmama.com website pursuant to a fee-based contract where we earn fixed revenue and profit share. In the event the owner of the website becomes dissatisfied with our management services or no longer considers the cost of our management services fee to have sufficient value, the website could terminate our management contract, which would negatively impact our Company's revenue. Getmerankings.com – Managed Property · SEO Services Industry Growth. The SEO Services industry is significant and expected to continue growing over the next 5 years. In the event this industry's growth does not occur as expected or occurs slower than expected the popularity of Getmerankings.com's services could decrease, which in turn could negatively impact the website's revenue generation and our Company's revenue. · Dissatisfaction With Our services. Our Company manages the Getmerankings.com website pursuant to a fee-based contract where we earn fixed revenue and profit share. In the event the owner of the website becomes dissatisfied with our management

services or no longer considers the cost of our management services fee to have sufficient value, the website could terminate our management contract, which would negatively impact our Company's revenue. Everythingreptiles.com – Managed Property · Google Traffic Changes. Currently a significant portion of web traffic to Everythingreptiles.com is derived from its high rankings in Google search. Google regularly makes changes to its ranking algorithm, and any one change could negatively impact the website's rankings and lead to a loss of traffic, which in turn could negatively impact the website's revenue generation and our Company's revenue. · Dissatisfaction With Our services. Our Company manages the Everythingreptiles.com website pursuant to a fee-based contract where we earn fixed revenue and profit share. In the event the owner of the website becomes dissatisfied with our management services or no longer considers the cost of our management services fee to have sufficient value, the website could terminate our management contract, which would negatively impact our Company's revenue.

~~21~~Familyfoodgarden.com – Managed Property · Google Traffic Changes. Currently a significant portion of web traffic to Familyfoodgarden.com is derived from its high rankings in Google search. Google regularly makes changes to its ranking algorithm, and any one change could negatively impact the website's rankings and lead to a loss of traffic, which in turn could negatively impact the website's revenue generation and our Company's revenue. · Display Advertising. The Familyfoodgarden.com website currently generates 99 % of its income from display advertising. If the display advertising revenue model should experience a significant decline, then the website's revenue would significantly decline which would negatively impact our Company's revenue. · Dissatisfaction With Our services. Our Company manages the Familyfoodgarden.com website pursuant to a fee-based contract where we earn fixed revenue and profit share. In the event the owner of the website becomes dissatisfied with our management services or no longer considers the cost of our management services fee to have sufficient value, the website could terminate our management contract, which would negatively impact our Company's revenue.

**Risks 22** Risks Related to Our Business – Operating Our **Websites-Online Businesses** If we are unable to attract new customers and retain customers on a cost-effective basis, our business and results of operations will be affected adversely. To succeed, we must attract and retain customers on a cost-effective basis. We rely on a variety of methods to attract new customers, such as paying providers of online services, search engines, directories and other **websites-online businesses** to provide content, advertising banners and other links that direct customers to our website, direct sales and partner sales. If we are unable to use any of our current marketing initiatives or the cost of such initiatives were to significantly increase or such initiatives or our efforts to satisfy our existing customers are not successful, we may not be able to attract new customers or retain customers on a cost-effective basis and, as a result, our revenue and results of operations would be affected adversely. Additionally, factors outside of our control, such as new terms, conditions, policies, or other changes made by the online services, search engines, directories and other **websites-online businesses** that we rely upon to attract new customers could cause our **websites-online businesses** to experience short- or long- term business disruptions, which could adversely affect our revenue and results of operations. If we fail to develop our brands cost-effectively, our business may be adversely affected. Successful promotion of our Company's brands will depend largely on the effectiveness of our marketing efforts and on our ability to provide reliable and useful products and services at competitive prices. Brand promotion activities may not yield increased revenue, and even if they do, any increased revenue may not offset the expenses we incur in building our brands. If we fail to successfully promote and maintain our brands or incur substantial expenses in an unsuccessful attempt to promote and maintain our brands, we may fail to attract enough new customers or retain existing customers to the extent necessary to realize a sufficient return on our brand-building efforts, and our business and results of operations could suffer.

~~22~~The **The** market in which our **websites-online businesses** participate is competitive and, if we do not compete effectively, our operating results could be harmed. The market for our **websites-online businesses**' goods and services is competitive and rapidly changing, and the barriers to entry are relatively low. With the influx of new entrants to the market, we expect competition to persist and intensify in the future, which could harm our ability to increase sales, limit customer attrition and maintain our prices. Competition could result in reduced sales, reduced margins or the failure of our products and services to achieve or maintain more widespread market acceptance, any of which could harm our business. We compete with large established **websites-online businesses** possessing large, existing customer bases, substantial financial resources and established distribution channels, as well as smaller less established **websites-online businesses**. If either of these types of competitors decide to develop, market or resell competitive services, acquire one of our existing competitors or form a strategic alliance with one of our competitors, our ability to compete effectively could be significantly compromised and our operating results could be harmed. Our current and potential competitors may have significantly more financial, technical, marketing and other resources than we do and may be able to devote greater resources to the development, promotion, sale and support of their products and services. Our current and potential competitors have more extensive customer bases and broader customer relationships than we have. If we are unable to compete with such companies, the demand for our products could substantially decline.

Risks Related to Our Business – Our Acquisition Plans As part of our business plan, we will continue to acquire or make investments in other companies, or through business relationships, which will divert our management's attention, result in dilution to our stockholders, consume resources that may be necessary to sustain our business and could otherwise disrupt our operations and adversely affect our operating results. As part of our business plan, we will continue to acquire or invest in **websites-online businesses**, applications and services or technologies that we believe could offer growth opportunities or complement or expand our business or otherwise. The pursuit of target **websites-online businesses** will divert the attention of management and cause us to incur various expenses in identifying, investigating and pursuing suitable acquisitions, whether or not they are consummated. As **23**As we acquire additional **websites-online businesses**, we may not be able to integrate the acquired personnel, operations and technologies successfully, or effectively manage the combined business following the acquisition. We also may not achieve the anticipated benefits from the acquired business or investments in other companies, due to a number of factors, including: · inability to integrate or benefit from acquired technologies or services in a profitable manner ; · unanticipated costs or liabilities associated with the acquisition ; · difficulty integrating the accounting systems, operations and personnel of the acquired business ; ·

difficulties and additional expenses associated with supporting legacy products and hosting infrastructure of the acquired business ; · difficulty converting the customers of the acquired business onto our platform and contract terms, including disparities in the revenue, licensing, support or professional services model of the acquired company ; · diversion of management' s attention from other business concerns ; · adverse effects to our existing business relationships with business partners and customers as a result of the acquisition ; · the potential loss of key employees ; · use of resources that are needed in other parts of our business ; and · use of substantial portions of our available cash to consummate the acquisition. In addition, a significant portion of the purchase price of companies we acquire may be allocated to acquired goodwill and other intangible assets, which must be assessed for impairment at least annually. If future acquisitions do not yield expected returns, we may be required to take charges to our operating results based on this impairment assessment process and this could adversely affect our results of operations. Acquisitions could also result in dilutive issuances of equity securities or the incurrence of debt, which could adversely affect our operating results. In addition, if an acquired business fails to meet our expectations, our operating results, business and financial position may suffer. As of the date of this Report on Form 10- K, we have no agreements to make any additional acquisitions. ~~23Pursuant to~~ Pursuant to our long- term investment strategy, we may pursue future acquisitions or business relationships, or make business dispositions that may not be in the best interest of common stockholders in near term or at all. As part of long- term investment strategy, we will continue to acquire or invest in ~~websites~~ online businesses, applications and services or technologies that we believe could complement or expand our services or otherwise offer growth opportunities in the long run. We may incur indebtedness for future acquisitions, which would be senior to our shares. Future acquisitions may also reduce our cash available for distribution to our stockholders, including holders of our common shares, following such acquisitions. To the extent such acquisitions do not perform as expected, such risk may be particularly heightened. As of the date of this Report on Form 10- K, we have no agreements to make any additional acquisitions. In addition to acquiring ~~websites~~ online businesses, we may sell those ~~websites~~ online businesses that we own from time to time when attractive opportunities arise that outweigh the future growth and value that we believe we will be able to bring to such ~~websites~~ online businesses consistent with our long- term investment strategy. As such, our decision to sell a business will be based on our belief that doing so will increase stockholder value to a greater extent than through our continued ownership of that business. Future dispositions of ~~websites~~ online businesses may reduce our cash flows from operations. We cannot assure you that we will use the proceeds from any future dispositions in a manner with which you agree. You will generally not be entitled to vote with respect to our future acquisitions or dispositions, and we may pursue future acquisitions or dispositions with which you do not agree. ~~Because~~ ~~24Because~~ of our limited resources and the significant competition for acquisition opportunities, it may be more difficult for us to acquire target ~~websites~~ online businesses that meet our acquisition criteria. We expect to encounter competition from other companies having a business plan similar to ours, including private investors (which may be individuals or investment partnerships), blank check companies and other entities, domestic and international, competing for the types of ~~websites~~ online businesses we intend to acquire. Many of these individuals and entities are well- established and have extensive experience in identifying and effecting, directly or indirectly, acquisitions of companies operating in or providing services to various industries. Many of these competitors possess similar or greater technical, human and other resources to ours or more local industry knowledge than we do and our financial resources will be relatively limited when contrasted with those of many of these competitors. While we believe there are numerous target ~~websites~~ online businesses we could potentially acquire, our ability to compete with respect to the acquisition of certain target ~~websites~~ online businesses that are attractive to us will be limited by our available financial resources. This inherent competitive limitation gives others an advantage in pursuing the acquisition of certain ~~websites~~ online businesses. As of the date of this Report on Form 10- K, we have no agreements to make any additional acquisitions. Subsequent to the acquisition of any target business, we may be required to take write- downs or write- offs, restructuring and impairment or other charges that could have a significant negative effect on our financial condition, results of operations and the price of our securities. Even if we conduct extensive due diligence on a target website that we acquire, we cannot assure you that this diligence will identify all material issues that may be present with a particular target business, that it would be possible to uncover all material issues through a customary amount of due diligence, or that factors outside of the target business and outside of our control will not later arise. As a result of these factors, we may be forced to later write- down or write- off assets or incur impairment or other charges that could result in our reporting losses. **For example, during the year ended December 31, 2023, our Company recognized a goodwill impairment loss of \$ 2, 061, 763 related to the BCP Media Acquisition, \$ 580, 284 related to the BWPS Acquisition, and \$ 420, 532 related to the SEO Butler Acquisition, for total aggregate goodwill impairment of \$ 3, 062, 579 related to the above acquisitions, as a result of lower than expected cash flows from the acquired businesses and an increase in interest rates leading to a higher discount rate used.** Even if our due diligence successfully identifies certain risks, unexpected risks may arise and previously known risks may materialize in a manner not consistent with our preliminary risk analysis. Even though these charges may be non- cash items and not have an immediate impact on our liquidity, the fact that we report charges of this nature could contribute to negative market perceptions about us or our securities. In addition, charges of this nature may cause us to violate net worth or other covenants to which we may be subject as a result of assuming pre- existing debt held by a target business or by virtue of our obtaining debt financing to partially finance the acquisition transaction or thereafter. Accordingly, we could experience a significant negative effect on our financial condition, results of operations and the price of our securities. As of the date of this Report on Form 10- K, we have no agreements to make any additional acquisitions. ~~24We~~ We may seek target ~~websites~~ online businesses in industries or sectors that may be outside of our management' s areas of expertise. We will consider a target business outside of our management' s areas of expertise if a target business is presented to us and we determine that such business offers an attractive acquisition opportunity for our Company. Although our management will endeavor to evaluate the risks inherent in any particular acquisition candidate, we cannot assure you that we will adequately ascertain or assess all of the significant risk factors. As of the date of this Report on Form 10- K, we have no agreements to

make any additional acquisitions. We will likely not obtain an opinion from an independent accounting or investment banking firm in connection with the acquisition of a target business. We will likely not obtain an opinion from an independent accounting firm or independent investment banking firm that the price we are paying for a target business is fair to our stockholders. If no opinion is obtained, our stockholders will be relying on the judgment of our board of directors (“ Board ”), who will determine fair market value based on standards generally accepted by the financial community. Our resources could be wasted by acquisition transactions that are not completed. The investigation of each target business and the negotiation, drafting and execution of relevant agreements, disclosure documents and other instruments will require management time and attention and costs for accountants, attorneys and others. If we decide not to complete a specific acquisition transaction, the costs incurred up to that point for the proposed transaction likely would not be recoverable. Furthermore, if we reach an agreement relating to a specific target business, we may fail to complete our acquisition transaction for any number of reasons including those beyond our control. Any such event will result in a loss to us of the related costs incurred. As of the date of this Report on Form 10- K, we have no agreements to make any additional acquisitions. The-25The officers and directors of a target business may resign upon completion of our acquisition. The loss of a target business’ key personnel could negatively impact the operations and profitability of the target business post- acquisition. The role of a target business’ key personnel upon the completion of our acquisition transaction cannot be ascertained at this time. Although we contemplate that certain members of a target business’ management team will remain associated with the target business following our acquisition transaction, it is possible that members of the management of a target business will not remain in place. The loss of a target business’ key personnel could negatively impact the operations and profitability of the target business post- acquisition. As of the date of this Report on Form 10- K, we have no agreements to make any additional acquisitions. We may attempt to simultaneously acquire multiple target websites-online businesses, which may give rise to increased costs and risks that could negatively impact our operations and profitability. If we determine to simultaneously acquire several websites-online businesses that are owned by different sellers, we will face risks including additional burdens and costs with respect to possible multiple negotiations and due diligence investigations and the additional risks associated with the subsequent assimilation of the operations and services or products of the acquired websites-online businesses into our Company. If we are unable to adequately address these risks, it could negatively impact our profitability and results of operations. As of the date of this Report on Form 10- K, we have no agreements to make any additional acquisitions. We intend to pursue and acquire target businesses located outside of the United States so we will be subject to a variety of additional risks that may adversely affect us. We do not plan to acquire any entity with its principal business operations in China (including Hong Kong) but may acquire target websites-online businesses with operations or opportunities outside of the United States, we may face additional burdens in connection with investigating, agreeing to and completing such acquisition transactions, and we would be subject to a variety of additional risks that may negatively impact our operations. If we pursue target websites-online businesses with operations or opportunities outside of the United States, we would be subject to risks associated with cross- border acquisition transactions, including in connection with investigating, agreeing to and completing our acquisition transaction, conducting due diligence in a foreign jurisdiction, having such transactions approved by any local governments, regulators or agencies and changes in the purchase price based on fluctuations in foreign exchange rates. If we acquire such a business, we would be subject to any special considerations or risks associated with companies operating in an international setting, including any of the following: · costs and difficulties inherent in managing cross- border business operations ; · rules and regulations regarding currency redemption ; 25· complex corporate withholding taxes on individuals ; · laws governing the manner in which future partnering transactions may be effected ; · tariffs and trade barriers ; · regulations related to customs and import / export matters ; · local or regional economic policies and market conditions ; · unexpected changes in regulatory requirements ; · challenges in managing and staffing international operations ; · longer payment cycles ; · tax issues, such as tax law changes and variations in tax laws as compared to the United States ; · currency fluctuations and exchange controls ; · rates of inflation ; · challenges in collecting accounts receivable ; · cultural and language differences ; · employment regulations ; · underdeveloped or unpredictable legal or regulatory systems ; · corruption ; 26 · protection of intellectual property ; · social unrest, crime, strikes, riots and civil disturbances ; · regime changes and political upheaval ; · terrorist attacks and wars ; and · deterioration of political relations with the United States. We may not be able to adequately address these additional risks. If we were unable to do so, we may be unable to complete the acquisition transaction, or, if we complete the acquisition transaction, our operations might suffer, either of which may adversely impact our business, financial condition and results of operations.

**Risks Related to Information Technology Systems, Intellectual Property and Privacy Laws** We are reliant upon information technology to operate our business and maintain our competitiveness. Our ability to leverage our technology and data scale is critical to our long- term strategy. Our business increasingly depends upon the use of sophisticated information technologies and systems, including technology and systems (cloud solutions, mobile and otherwise) utilized for communications, marketing, productivity tools, training, lead generation, records of transactions, business records (employment, accounting, tax, etc.), procurement and administrative systems. The operation of these technologies and systems is dependent upon third- party technologies, systems and services, for which there are no assurances of continued or uninterrupted availability and support by the applicable third- party vendors on commercially reasonable terms. We also cannot assure that we will be able to continue to effectively operate and maintain our information technologies and systems. In addition, our information technologies and systems are expected to require refinements and enhancements on an ongoing basis, and we expect that advanced new technologies and systems will continue to be introduced. We may not be able to obtain such new technologies and systems, or to replace or introduce new technologies and systems as quickly as our competitors or in a cost-effective manner. Also, we may not achieve the benefits anticipated or required from any new technology or system, and we may not be able to devote financial resources to new technologies and systems in the future. Any significant disruption in service on our website or in our computer systems, or in our customer support services, could reduce the attractiveness of our services and result in a loss of customers. The satisfactory performance, reliability and availability of our services are critical to

our operations, level of customer service, reputation and ability to attract new customers and retain customers. Most of our computing hardware is co-located in third-party hosting facilities. None of the companies who host our systems guarantee that our customers' access to our products will be uninterrupted, error-free or secure. Our operations depend on their ability to protect their and our systems in their facilities against damage or interruption from natural disasters, power or telecommunications failures, air quality, temperature, humidity and other environmental concerns, computer viruses or other attempts to harm our systems, criminal acts and similar events. If our arrangements with third-party data centers are terminated, or there is a lapse of service or damage to their facilities, we could experience interruptions in our service as well as delays and additional expense in arranging new facilities. Any interruptions or delays in access to our services, whether as a result of a third-party error, our own error, natural disasters or security breaches, whether accidental or willful, could harm our relationships with customers and our reputation. These factors could damage our brand and reputation, divert our employees' attention, reduce our revenue, subject us to liability and cause customers to cancel their accounts, any of which could adversely affect our business, financial condition and results of operations. ~~26~~**We** do not have a disaster recovery system, which could lead to service interruptions and result in a loss of customers. Although we have all of our websites and other data backed up with multiple services, we do not have any disaster recovery systems. In the event of a disaster in which our software or hardware are irreparably damaged or destroyed, we would experience interruptions in access to our services. Any or all these events could cause our customers to lose access to our services. ~~If~~**27If** a third party asserts that we are infringing its intellectual property, whether successful or not, it could subject us to costly and time-consuming litigation or require us to obtain expensive licenses, and our business may be adversely affected. The online industry is characterized by the existence of a large number of patents, trademarks and copyrights and by frequent litigation based on allegations of infringement or other violations of intellectual property rights. Third parties may assert patent and other intellectual property infringement claims against us in the form of lawsuits, letters or other forms of communication. These claims, whether or not successful, could: · divert management's attention; · result in costly and time-consuming litigation; · require us to enter into royalty or licensing agreements, which may not be available on acceptable terms, or at all; · in the case of any open-source software related claims, require us to release our software code under the terms of an open-source license; or · require us to redesign our software and services to avoid infringement. As a result, any third-party intellectual property claims against us could increase our expenses and adversely affect our business. Even if we have not infringed any third parties' intellectual property rights, we cannot be sure our legal defenses will be successful, and even if we are successful in defending against such claims, our legal defense could require significant financial resources and management time. Finally, if a third party successfully asserts a claim that our products infringe its proprietary rights, royalty or licensing agreements might not be available on terms we find acceptable or at all and we may be required to pay significant monetary damages to such third party. If the security of our customers' confidential information stored in our systems is breached or otherwise subjected to unauthorized access, our reputation may be severely harmed, we may be exposed to liability and we may lose the ability to offer our customers a credit card payment option. Our system stores our customers' proprietary email distribution lists, credit card information and other critical data. Any accidental or willful security breaches or other unauthorized access could expose us to liability for the loss of such information, adverse regulatory action by federal and state governments, time-consuming and expensive litigation and other possible liabilities as well as negative publicity, which could severely damage our reputation. If security measures are breached because of third-party action, employee error, malfeasance or otherwise, or if design flaws in our software are exposed and exploited, and, as a result, a third party obtains unauthorized access to any of our customers' data, our relationships with our customers will be severely damaged, and we could incur significant liability. Because techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until they are launched against a target, we and our third-party hosting facilities may be unable to anticipate these techniques or to implement adequate preventative measures. In addition, many states have enacted laws requiring companies to notify individuals of data security breaches involving their personal data. These mandatory disclosures regarding a security breach often lead to widespread negative publicity, which may cause our customers to lose confidence in the effectiveness of our data security measures. Any security breach, whether actual or perceived, would harm our reputation, and we could lose customers and fail to acquire new customers. ~~27~~**If** we fail to maintain our compliance with the data protection policy documentation standards adopted by the major credit card issuers, we could lose our ability to offer our customers a credit card payment option. Any loss of our ability to offer our customers a credit card payment option would make our products less attractive to many small organizations by negatively impacting our customer experience and significantly increasing our administrative costs related to customer payment processing. We may be the subject of intentional cyber disruptions and attacks. We expect to be an ongoing target of attacks specifically designed to impede the performance of our products and services. Experienced computer programmers, or hackers, may attempt to penetrate our network security or the security of our data centers and IT environments. These hackers, or others, which may include our employees or vendors, may cause interruptions of our services. Although we continually seek to improve our countermeasures to prevent and detect such incidents, if these efforts are not successful, our business operations, and those of our customers, could be adversely affected, losses or theft of data could occur, our reputation and future sales could be harmed, governmental regulatory action or litigation could be commenced against us and our business, financial condition, operating results and cash flow could be materially adversely affected. ~~We~~**28We** may not be able to adequately protect our proprietary technology, and our competitors may be able to offer similar products and services which would harm our competitive position. Our success, in part, depends upon our proprietary technology. We have various forms of intellectual property including copyright, trademark, confidentiality procedures and contractual provisions to establish and protect our proprietary rights. Despite these precautions, third parties could copy or otherwise obtain and use our technology without authorization, or develop similar technology independently. We also pursue the registration of our domain names, trademarks, and service marks in the United States. If we file patent applications, we cannot assure you that any of the patent applications that we file will ultimately result in an issued



patent or, if issued, that they will provide sufficient protections for our technology against competitors. We cannot assure you that the protection of our proprietary rights will be adequate or that our competitors will not independently develop similar technology, duplicate our products and services or design around any intellectual property rights we hold. We could be harmed by improper disclosure or loss of sensitive or confidential data. Our business operations require us to process and transmit data. Unauthorized disclosure or loss of sensitive or confidential data may occur through a variety of methods. These include, but are not limited to, systems failure, employee negligence, fraud or misappropriation, or unauthorized access to or through our information systems, whether by our employees or third parties, including a cyberattack by computer programmers, hackers, members of organized crime and / or state-sponsored organizations, who may develop and deploy viruses, worms or other malicious software programs. Such disclosure, loss or breach could harm our reputation and subject us to government sanctions and liability under laws and regulations that protect sensitive or personal data and confidential information, resulting in increased costs or loss of revenues. It is possible that security controls over sensitive or confidential data and other practices we and our third-party vendors follow may not prevent the improper access to, disclosure of, or loss of such information. The potential risk of security breaches and cyberattacks may increase as we acquire additional business and introduce new services and offerings. Further, data privacy is subject to frequently changing rules and regulations, which sometimes conflict among the various jurisdictions in which our ~~websites~~ **online businesses** operate. Any failure or perceived failure to successfully manage the collection, use, disclosure, or security of personal information or other privacy related matters, or any failure to comply with changing regulatory requirements in this area, could result in legal liability or impairment to our reputation in the marketplace.

~~28~~ **Unauthorized** breaches or failures in cybersecurity measures adopted by us and / or included in our products and services could have a material adverse effect on our business. Information security risks have generally increased in recent years, in part because of the proliferation of new technologies and the use of the Internet, and the increased sophistication and activity of organized crime, hackers, terrorists, activists, cybercriminals and other external parties, some of which may be linked to terrorist organizations or hostile foreign governments. Cybersecurity attacks are becoming more sophisticated and include malicious attempts to gain unauthorized access to data and other electronic security breaches that could lead to disruptions in critical systems, unauthorized release of confidential or otherwise protected information and corruption of data, substantially damaging our reputation. Our security systems are designed to maintain the security of our users' confidential information, as well as our own proprietary information. Accidental or willful security breaches or other unauthorized access by third parties or our employees, our information systems or the systems of our third-party providers, or the existence of computer viruses or malware in our or their data or software could expose us to risks of information loss and misappropriation of proprietary and confidential information, including information relating to our products or customers and the personal information of our employees. In addition, we could become subject to unauthorized network intrusions and malware on our own IT networks. Any theft or misuse of confidential, personal or proprietary information as a result of such activities or failure to prevent security breaches could result in, among other things, unfavorable publicity, damage to our reputation, loss of our trade secrets and other competitive information, difficulty in marketing our products, allegations by our customers that we have not performed our contractual obligations, litigation by affected parties and possible financial obligations for liabilities and damages related to the theft or misuse of such information, as well as fines and other sanctions resulting from any related breaches of data privacy regulations, any of which could have a material adverse effect on our reputation, business, profitability and financial condition. Furthermore, the techniques used to obtain unauthorized access or to sabotage systems change frequently and are often not recognized until launched against a target, and we may be unable to anticipate these techniques or to implement adequate preventative measures. ~~We~~ **29** **We** may be subject to stringent and changing laws, regulations, standards, and contractual obligations related to privacy, data protection, and data security. Our actual or perceived failure to comply with such obligations could adversely affect our business. We receive, collect, store, and process certain personally identifiable information about individuals and other data relating to our customers. We have legal and contractual obligations regarding the protection of confidentiality and appropriate use of certain data, including personally identifiable and other potentially sensitive information about individuals. We may be subject to numerous federal, state, local, and international laws, directives, and regulations regarding privacy, data protection, and data security and the collection, storing, sharing, use, processing, transfer, disclosure, disposal and protection of information about individuals and other data, the scope of which are changing, subject to differing interpretations, and may be inconsistent among jurisdictions or conflict with other legal and regulatory requirements. We strive to comply with our applicable data privacy and security policies, regulations, contractual obligations, and other legal obligations relating to privacy, data protection, and data security. However, the regulatory framework for privacy, data protection and data security worldwide is, and is likely to remain for the foreseeable future, uncertain and complex, and it is possible that these or other actual or alleged obligations may be interpreted and applied in a manner that we do not anticipate or that is inconsistent from one jurisdiction to another and may conflict with other legal obligations or our practices. Further, any significant change to applicable laws, regulations or industry practices regarding the collection, use, retention, security, processing, transfer or disclosure of data, or their interpretation, or any changes regarding the manner in which the consent of users or other data subjects for the collection, use, retention, security, processing, transfer or disclosure of such data must be obtained, could increase our costs and require us to modify our services and features, possibly in a material manner, which we may be unable to complete, and may limit our ability to receive, collect, store, process, transfer, and otherwise use user data or develop new services and features. If we are found in violation of any applicable laws or regulations relating to privacy, data protection, or security, our business may be materially and adversely affected and we would likely have to change our business practices and potentially the services and features, integrations or other capabilities of **our** websites. In addition, these laws and regulations could impose significant costs on us and could constrain our ability to use and process data in a commercially desirable manner. In addition, if a breach of data security were to occur or be alleged to have occurred, if any violation of laws and regulations relating to privacy, data protection or data security were to be alleged, or if we were to discover any actual or alleged defect in

our safeguards or practices relating to privacy, data protection, or data security, our business websites may be perceived as less desirable and our business, financial condition, results of operations and growth prospects could be materially and adversely affected. ~~29~~**We** also expect that there will continue to be new laws, regulations, and industry standards concerning privacy, data protection, and information security proposed and enacted in various jurisdictions. For example, the California Consumer Privacy Act (“ CCPA ”), which came into force in 2020, provides new data privacy rights for California consumers and new operational requirements for covered companies. Specifically, the CCPA mandates that covered companies provide new disclosures to California consumers and afford such consumers new data privacy rights that include, among other things, the right to request a copy from a covered company of the personal information collected about them, the right to request deletion of such personal information, and the right to request to opt- out of certain sales of such personal information. The California Attorney General can enforce the CCPA, including seeking an injunction and civil penalties for violations. The CCPA also provides a private right of action for certain data breaches that is expected to increase data breach litigation. Additionally, a new privacy law, the California Privacy Rights Act (“ CPRA ”), was approved by California voters in the November 3, 2020 election. The CPRA generally ~~takes~~**took** effect on January 1, 2023 and significantly modifies the CCPA, including by expanding consumers’ rights with respect to certain personal information and creating a new state agency to oversee implementation and enforcement efforts, potentially resulting in further uncertainty and requiring us to incur additional costs and expenses in an effort to comply. Some observers have noted the CCPA and CPRA could mark the beginning of a trend toward more stringent privacy legislation in the United States, which could also increase our potential liability and adversely affect our business. For example, the CCPA has encouraged “ copycat ” or other similar laws to be considered and proposed in other states across the country, such as in Virginia, New Hampshire, Illinois and Nebraska. This legislation may add additional complexity, variation in requirements, restrictions and potential legal risk, require additional investment in resources to compliance programs, could impact strategies and availability of previously useful data and could result in increased compliance costs and / or changes in business practices and policies. ~~Various~~**30**~~Various~~ U. S. federal privacy laws are potentially relevant to our business, including the Federal Trade Commission Act, Controlling the Assault of Non- Solicited Pornography and Marketing Act, the Family Educational Rights and Privacy Act, the Children’ s Online Privacy Protection Act, and the Telephone Consumer Protection Act. Any actual or perceived failure to comply with these laws could result in a costly investigation or litigation resulting in potentially significant liability, injunctions and other consequences, loss of trust by our users, and a material and adverse impact on our reputation and business. In addition, the data protection landscape in the EU is continually evolving, resulting in possible significant operational costs for internal compliance and risks to our business. The EU adopted the General Data Protection Regulation (“ GDPR ”), which became effective in May 2018, and contains numerous requirements and changes from previously existing EU laws, including more robust obligations on data processors and heavier documentation requirements for data protection compliance programs by companies. Among other requirements, the GDPR regulates the transfer of personal data subject to the GDPR to third countries that have not been found to provide adequate protection to such personal data, including the United States. Recent legal developments in Europe have created complexity and uncertainty regarding such transfers. For instance, on July 16, 2020, the Court of Justice of the European Union (the “ CJEU ”) invalidated the EU- U. S. Privacy Shield Framework (the “ Privacy Shield ”) under which personal data could be transferred from the European Economic Area to U. S. entities who had self- certified under the Privacy Shield scheme. While the CJEU upheld the adequacy of the standard contractual clauses (a standard form of contract approved by the European Commission as an adequate personal data transfer mechanism and potential alternative to the Privacy Shield), it made clear that reliance on such clauses alone may not necessarily be sufficient in all circumstances. Use of the standard contractual clauses must now be assessed on a case- by- case basis taking into account the legal regime applicable in the destination country, including, in particular, applicable surveillance laws and rights of individuals, and additional measures and / or contractual provisions may need to be put in place ; however, the nature of these additional measures is currently uncertain. The CJEU also states that if a competent supervisory authority believes that the standard contractual clauses cannot be complied with in the destination country and that the required level of protection cannot be secured by other means, such supervisory authority is under an obligation to suspend or prohibit that transfer. ~~30~~**Additionally** -- **Additionally**, the GDPR greatly increased the European Commission’ s jurisdictional reach of its laws and added a broad array of requirements for handling personal data. EU member states are tasked under the GDPR to enact, and have enacted, certain implementing legislation that adds to and / or further interprets the GDPR requirements and potentially extends our obligations and potential liability for failing to meet such obligations. The GDPR, together with national legislation, regulations and guidelines of the EU member states governing the processing of personal data, impose strict obligations and restrictions on the ability to collect, use, retain, protect, disclose, transfer and otherwise process personal data. In particular, the GDPR includes obligations and restrictions concerning the consent and rights of individuals to whom the personal data relates, security breach notifications and the security and confidentiality of personal data. Failure to comply with the GDPR could result in penalties for noncompliance (including possible fines of up to the greater of € 20 million and 4 % of our global annual turnover for the preceding financial year for the most serious violations, as well as the right to compensation for financial or non- financial damages claimed by individuals under Article 82 of the GDPR). ~~In~~**31**~~In~~ addition to the GDPR, the European Commission has another draft regulation in the approval process that focuses on a person’ s right to conduct a private life. The proposed legislation, known as the Regulation of Privacy and Electronic Communications (“ ePrivacy Regulation ”), would replace the current ePrivacy Directive. While the text of the ePrivacy Regulation is still under development, a recent European court decision and regulators’ recent guidance are driving increased attention to cookies and tracking technologies. If regulators start to enforce the strict approach in recent guidance, this could lead to substantial costs, require significant systems changes, limit the effectiveness of our marketing activities, divert the attention of our technology personnel, adversely affect our margins, increase costs and subject us to additional liabilities. Regulation of cookies and similar technologies may lead to broader restrictions on our marketing and

personalization activities and may negatively impact our efforts to understand users. Further, in March 2017, the United Kingdom formally notified the European Council of its intention to leave the EU pursuant to Article 50 of the Treaty on European Union (“ Brexit ”). The United Kingdom ceased to be an EU Member State on January 31, 2020, but enacted a Data Protection Act substantially implementing the GDPR (“ U. K. GDPR ”), effective in May 2018, which was further amended to align more substantially with the GDPR following Brexit. It is unclear how U. K. data protection laws or regulations will develop in the medium to longer term and how data transfers to and from the United Kingdom will be regulated. Some countries also are considering or have enacted legislation requiring local storage and processing of data that could increase the cost and complexity of delivering our services. **Since Beginning in 2021**, when the transitional period following Brexit expired, we are required to comply with both the GDPR and the U. K. GDPR, with each regime having the ability to fine up to the greater of € 20 million (in the case of the GDPR) or £ 17 million (in the case of the U. K. GDPR) and 4 % of total annual revenue. The relationship between the United Kingdom and the EU in relation to certain aspects of data protection law remains unclear, including, for example, how data transfers between EU member states and the United Kingdom will be treated and the role of the United Kingdom’ s Information Commissioner’ s Office following the end of the transitional period. These changes could lead to additional costs and increase our overall risk exposure. Any failure or perceived failure by us to comply with our posted privacy policies, our privacy- related obligations to users, or any other legal obligations or regulatory requirements relating to privacy, data protection, or data security, may result in governmental investigations or enforcement actions, litigation, claims, or public statements against us by consumer advocacy groups, or others and could result in significant liability, cause our users to lose trust in us, and otherwise materially and adversely affect our reputation and business. Furthermore, the costs of compliance with, and other burdens imposed by, the laws, regulations, other obligations, and policies that are applicable to the businesses of our users may limit our business operations. Further, public scrutiny of, or complaints about, technology companies or their data handling or data protection practices, even if unrelated to our business, industry or operations, may lead to increased scrutiny of technology companies, including us, and may cause government agencies to enact additional regulatory requirements, or to modify their enforcement or investigation activities, which may increase our costs and risks. Any of the foregoing could materially and adversely affect our business, financial condition and results of operations. **31 Online** **Online** applications are subject to various laws and regulations relating to children’ s privacy and protection, which if violated, could subject us to an increased risk of litigation and regulatory actions. A variety of laws and regulations have been adopted in recent years aimed at protecting children using the internet such as the COPPA and Article 8 of the GDPR. We implement certain precautions to ensure that we do not knowingly collect personal information from children under the age of 13 through our websites. Despite our efforts, no assurances can be given that such measures will be sufficient to completely avoid allegations of COPPA violations, any of which could expose us to significant liability, penalties, reputational harm and loss of revenue, among other things. Additionally, new regulations are being considered in various jurisdictions to require the monitoring of user content or the verification of users’ identities and age. Such new regulations, or changes to existing regulations, could increase the cost of our operations. **Risks Related to Owning Our Securities**

**An The market for our common stock and publicly- traded warrants could be considered “ thinly- traded,” and an** active market in which investors can resell their shares of our common stock and publicly- traded warrants may not **fully** develop. Our common stock and publicly- traded warrants were listed and began trading on the Nasdaq Capital Market on August 26, 2022, under the symbols “ ONFO ” and “ ONFOW, ” respectively. Prior to the listing, there was no public market for our **securities common stock and warrants**. **A liquid public market for our common stock and publicly- traded warrants may not develop.** **Despite certain increases of trading volume from time to time, there have been periods when the** market for our **common stock and publicly- traded securities could be considered “ thinly - traded ,” meaning that** warrants may not develop **notwithstanding the number** recent listing of **persons interested in purchasing our securities at our- or near bid** **common stock and publicly- traded warrants on the Nasdaq Capital Market.** The prices at which **any given time may be relatively small.** **Any event or events that could cause current investors to sell** our securities **are traded may- could place downward pressure on the trading price of our securities and the trading price of our securities could** decline, meaning that you may experience a decrease in the value of your common stock and publicly- traded warrants regardless of our operating performance or prospects. **The 32 The** price of our common stock and our warrants may fluctuate substantially. You should consider an investment in our common stock and warrants to be risky, and you should invest in our common stock and warrants only if you can withstand a significant loss and wide fluctuations in the market value of your investment. Some factors that may cause the market price of our common stock to fluctuate, in addition to the other risks mentioned in this “ Risk Factors ” section and elsewhere in this Report on Form 10- K, are: · sale of our common stock by our stockholders, executives, and directors ; · volatility and limitations in trading volumes of our shares of common stock ; · our ability to obtain financing ; · the timing and success of introductions of new products by us or our competitors or any other change in the competitive dynamics of our business’ industries ; · our ability to attract new customers ; · changes in our capital structure or dividend policy, future issuances of securities, sales of large blocks of common stock by our stockholders ; · our cash position ; · announcements and events surrounding financing efforts, including debt and equity securities ; · our inability to enter into new markets or develop new products ; · reputational issues ; · announcements of acquisitions, partnerships, collaborations, joint ventures, new products, capital commitments, or other events by us or our competitors ; · changes in general economic, political and market conditions in or any of the regions in which we conduct our business ; · changes in industry conditions or perceptions ; · analyst research reports, recommendation and changes in recommendations, price targets, and withdrawals of coverage ; · departures and additions of key personnel ; · disputes and litigations related to intellectual properties, proprietary rights, and contractual obligations ; · changes in applicable laws, rules, regulations, or accounting practices and other dynamics ; and · other events or factors, many of which may be out of our control. In addition, if the market for stocks in our industry or industries related to our industry, or the stock market in general, experiences a loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, financial condition and results of operations. If any of the foregoing occurs, it

could cause our stock price to fall and may expose us to lawsuits that, even if unsuccessful, could be costly to defend and a distraction to management. ~~32~~Our ~~Our~~ Company's series A preferred stock is senior in rank to shares of our common stock with respect to dividends, liquidation and dissolution. We have 1, 000, 000 shares of series A preferred stock reserved pursuant to an ongoing concurrent private offering of series A preferred stock. As of the date of this Report on Form 10- K, ~~69-92~~, ~~660~~ **260** shares of series A preferred stock are issued and outstanding. The series A preferred is senior in rank to shares of common stock with respect to dividends, liquidation and dissolution. Each share of series A preferred carries an annual 12 % cumulative, non- compounding dividend based on the cash amount invested into the series A preferred, payable quarterly. All accrued dividends on any shares of series A preferred stock shall be paid in cash only when, as and if declared by the Board out of funds legally available therefor or upon a liquidation or redemption of the shares of series A preferred stock in accordance with the liquidation and redemption provisions of the shares of series A preferred stock contained in the Company's certificate of incorporation. Dividends on series A preferred will be paid prior to any dividends on any other class of shares, including common stock. In the event of any liquidation, dissolution or winding up of our Company, the proceeds shall be paid as follows: (i) first, pay the purchase price plus accrued dividends, on each share of series A preferred ; and (ii) next, the balance of any proceeds shall be distributed pro rata to holders of common stock or other junior securities. Except as otherwise required by law, the series A preferred stock have no voting rights other than as provided by the provisions of our Company's certificate of incorporation where the series A preferred will vote as a separate class. The series A preferred shall be redeemable at the option of our Company commencing any time after January 1, 2026 at a price equal to the purchase price (\$ 25. 00 per share as of the date hereof) plus accrued dividends, on each share of series A preferred. On or before 180 days following the sale of at least 600, 000 shares of the series A preferred, our Company shall register the series A preferred by preparing and filing one registration statement, or if necessary more than one registration statement, of our Company in compliance with the Securities Act of 1933, as amended or the Securities Exchange Act of 1934, as amended and thereafter apply to list the series A preferred stock on a U. S. stock exchange or develop a public trading market for the series A preferred stock by soliciting securities brokers to become market makers of the series A preferred on an established over the counter trading market, such as the OTC Markets. ~~We~~ **33** ~~We~~ may not be able to maintain a listing of our common stock and publicly- traded warrants on Nasdaq. Although our common stock and publicly- traded warrants are listed on Nasdaq, we must meet certain financial and liquidity criteria to maintain such listing. If we violate Nasdaq's listing requirements, or if we fail to meet any of Nasdaq's listing standards, our common stock and publicly- traded warrants may be delisted. In addition, our board of directors may determine that the cost of maintaining our listing on a national securities exchange outweighs the benefits of such listing. A delisting of our common stock and publicly- traded warrants from Nasdaq may materially impair our shareholders' ability to buy and sell our common stock and publicly- traded warrants and could have an adverse effect on the market price of, and the efficiency of the trading market for, our common stock and warrants. The delisting of our common stock and publicly- traded warrants could significantly impair our ability to raise capital and the value of your investment. **On October 25, 2023, our Company received a written notification (the " Notice ") from the Listing Qualifications Staff of Nasdaq stating that our Company is not in compliance with Nasdaq Listing Rule 5550 (a) (2) because for the last 30 consecutive business days prior to that date the closing bid price of our Company's common stock was below the \$ 1. 00 per share minimum required for continued listing on Nasdaq. To date, the Notice has no effect on the listing or trading of the Company's common stock on the Nasdaq. However, Nasdaq Listing Rules provide the Company a compliance period of 180 calendar days (i. e., until April 22, 2024) in which to regain compliance, and the Company will regain compliance if the closing bid price of its common stock is \$ 1. 00 per share or higher for a minimum period of ten consecutive business days during this compliance period. In the event our Company does not regain compliance, our Company may be eligible for additional time. To qualify, our Company will be required to meet the continued listing requirement for market value of publicly held shares and all other initial listing standards for Nasdaq, with the exception of the bid price requirement, and will need to provide written notice of its intention to cure the deficiency during the second compliance period, by effecting a reverse stock split, if necessary. If the Company meets these requirements, Nasdaq will inform the Company that it has been granted an additional 180 calendar days. However, if it appears to the staff of Nasdaq that the Company will not be able to cure the deficiency, or if the Company is otherwise not eligible, Nasdaq will provide notice that its securities will be subject to delisting.** If research analysts do not publish research about our business or if they issue unfavorable commentary or downgrade our common stock or warrants, our securities' price and trading volume could decline. The trading market for our securities may depend in part on the research and reports that research analysts publish about us and our business. If we do not maintain adequate research coverage, or if any of the analysts who cover us downgrade our stock or publish inaccurate or unfavorable research about our business, the price of our common stock and warrants could decline. If one or more of our research analysts ceases to cover our business or fails to publish reports on us regularly, demand for our securities could decrease, which could cause the price of our common stock and warrants or trading volume to decline. ~~33~~ ~~We~~ **34** ~~We~~ may issue additional equity securities, or engage in other transactions that could dilute our book value or relative rights of our common stock, which may adversely affect the market price of our common stock and warrants. Our Board may determine from time to time that it needs to raise additional capital by issuing additional shares of our common stock or other securities. Except as otherwise described in this Report on Form 10- K, we will not be restricted from issuing additional common stock, including securities that are convertible into or exchangeable for, or that represent the right to receive, shares of our common stock. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing, or nature of any future offerings, or the prices at which such offerings may be affected. Additional equity offerings may dilute the holdings of existing stockholders or reduce the market price of our common stock and warrants, or all of them. Holders of our securities are not entitled to pre- emptive rights or other protections against dilution. New investors also may have rights, preferences and privileges that are senior to, and that adversely affect, then

current holders of our securities. Additionally, if we raise additional capital by making offerings of debt or preferred shares, upon our liquidation, holders of our debt securities and preferred shares, and lenders with respect to other borrowings, may receive distributions of its available assets before the holders of our common stock. We currently have 1,000,000 shares of series A preferred stock reserved pursuant to an ongoing concurrent private offering of series A preferred stock. As of the date of this Report on Form 10-K, ~~69,922,260~~ ~~660~~ shares of series A preferred stock are issued and outstanding. The series A preferred is senior in rank to shares of common stock with respect to dividends, liquidation and dissolution. An investment in our warrants is speculative in nature and could result in a loss of your investment therein. Our warrants do not confer any rights of common stock ownership on their holders, such as voting rights or the right to receive dividends, but rather merely represent the right to acquire shares of our common stock at a fixed price for a limited period of time. Our warrants are exercisable for five years from the date of initial issuance and currently have an exercise price of \$ 5.00 per share. There can be no assurance that the market price of our shares of common stock will equal or exceed the exercise price of the warrants. In the event that the stock price of our shares of common stock does not exceed the exercise price of the warrants during the period when the warrants are held and exercisable, the warrants may not have any value to their holders. The warrant certificate governing our warrants designates the state and federal courts of the State of ~~Delaware~~ **New York sitting in the City of New York, Borough of Manhattan**, as the exclusive forum for actions and proceedings with respect to all matters arising out of the warrants, which could limit a warrant holder's ability to choose the judicial forum for disputes arising out of the warrants. The warrant certificate governing our warrants provides that all legal proceedings concerning the interpretations, enforcement and defense of the transactions contemplated by the warrant certificate (whether brought against a party to the warrant certificate or their respective affiliates, directors, officers, shareholders, partners, members, employees or agents) shall be commenced exclusively in the state and federal courts sitting in the District of Delaware. The warrant certificate further provides that we and the warrant holders irrevocably submit to the exclusive jurisdiction of the state and federal courts sitting in the District of Delaware for the adjudication of any dispute under the warrant certificate or in connection with it or with any transaction contemplated by it or discussed in it, including under the Securities Act. Furthermore, we and the warrant holders irrevocably waive, and agree not to assert in any suit, action or proceeding, any claim that we or they are not personally subject to the jurisdiction of any such court, that such suit, action or proceeding is improper or is an inconvenient venue for such proceeding. With respect to any complaint asserting a cause of action arising under the Securities Act or the rules and regulations promulgated thereunder, we note, however, that there is uncertainty as to whether a court would enforce this provision and that investors cannot waive compliance with the federal securities laws and the rules and regulations thereunder. Section 22 of the Securities Act creates concurrent jurisdiction for state and federal courts over all suits brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. Notwithstanding the foregoing, these provisions of the warrant certificate will not apply to suits brought to enforce any liability or duty created by the Exchange Act or any other claim for which the federal district courts of the United States of America are the sole and exclusive forum. Any person or entity purchasing or otherwise acquiring or holding or owning (or continuing to hold or own) any interest in any of our warrants shall be deemed to have notice of and consented to the foregoing provisions. Although we believe this exclusive forum provision benefits us by providing increased consistency in the application of the governing law in the types of lawsuits to which it applies, the exclusive forum provision may limit a warrant holder's ability to bring a claim in a judicial forum of its choosing for disputes with us or any of our directors, officers, other employees, stockholders, or others which may discourage lawsuits with respect to such claims. Our warrant holders will not be deemed to have waived our compliance with the federal securities laws and the rules and regulations thereunder as a result of this exclusive forum provision. Further, in the event a court finds the exclusive forum provision contained in our warrant certificates to be unenforceable or inapplicable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our results of operations. ~~34Market~~ **35Market** and economic conditions may negatively impact our business, financial condition and share price. Concerns over ~~the Covid-19 pandemic~~, inflation, energy costs, geopolitical issues, the U. S. mortgage market and unstable real estate market, unstable global credit markets and financial conditions, and volatile oil prices have led to periods of significant economic instability, diminished liquidity and credit availability, declines in consumer confidence and discretionary spending, diminished expectations for the global economy and expectations of slower global economic growth going forward, increased unemployment rates, and increased credit defaults in recent years. Our general business strategy may be adversely affected by any such economic downturns, volatile business environments and continued unstable or unpredictable economic and market conditions. If these conditions continue to deteriorate or do not improve, it may make any necessary debt or equity financing more difficult to complete, more costly, and more dilutive. Failure to secure any necessary financing in a timely manner and on favorable terms could have a material adverse effect on our growth strategy, financial performance, and overall plan of business. The ability of a stockholder to recover all or any portion of such stockholder's investment in the event of a dissolution or termination may be limited. In the event of a dissolution or termination of our Company, the proceeds realized from the liquidation of the assets of our Company, or our subsidiaries will be distributed among the common stockholders, but only after the satisfaction of the claims of third-party creditors of our Company and holders of our series A preferred stock. Each share of series A preferred carries an annual 12% cumulative, non-compounding dividend based on the cash amount invested into the series A preferred, payable quarterly. Dividends on series A preferred will be paid prior to any dividends on any other class of shares, including common stock. In the event of any liquidation, dissolution or winding up of our Company, the proceeds shall be paid as follows: (i) first, pay the purchase price plus accrued dividends, on each share of series A preferred; and (ii) next, the balance of any proceeds shall be distributed pro rata to holders of common stock or other junior securities. The ability of a common stockholder to recover all or any portion of such stockholder's investment under such circumstances will, accordingly, depend on the amount of net proceeds realized from such liquidation and the amount of claims to be satisfied therefrom. There can be no assurance that our Company will recognize gains on such liquidation, nor is there any assurance that common stockholders will

receive a distribution in such a case. We do not anticipate paying any cash dividends on our common stock in the foreseeable future and, as such, capital appreciation, if any, of our common stock will be your sole source of gain for the foreseeable future. We do not anticipate paying any cash dividends on our common stock for the foreseeable future. Our Company has never declared any cash dividends on its common stock. We currently intend to use all available funds and any future earnings for use in financing the growth of our business and to meet our series A preferred stock dividend obligations. In addition, and any future loan arrangements we enter into may contain terms prohibiting or limiting the amount of dividends that may be declared or paid on our common stock. As a result, capital appreciation, if any, of our common stock will be your sole source of gain for the foreseeable future. ~~35~~We ~~We~~ are an “ emerging growth company ” and are able to avail ourselves of reduced disclosure requirements applicable to emerging growth companies, which could make our common stock less attractive to investors. We are an “ emerging growth company, ” as defined in the Jumpstart Our Business Startups Act of 2012 (the “ JOBS Act ”), and we have elected to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not “ emerging growth companies ” including not being required to comply with the auditor attestation requirements of Section 404 (b) of the Sarbanes- Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. In addition, pursuant to Section 107 of the JOBS Act, as an “ emerging growth company ” we have elected to take advantage of the extended transition period provided in Section 7 (a) (2) (B) of the Securities Act, for complying with new or revised accounting standards. In other words, an “ emerging growth company ” can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. As such, our financial statements may not be comparable to companies that comply with public company effective dates. ~~We~~~~36~~We cannot predict if investors will find our common stock less attractive because we may rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile. We may take advantage of these reporting exemptions until we are no longer an “ emerging growth company. ” We will remain an “ emerging growth company ” until the earliest of (i) the last day of the fiscal year in which we have total annual gross revenues of \$ 1. 07 billion or more ; (ii) the last day of our fiscal year following the fifth anniversary of the date of the completion of ~~this~~~~our initial public~~ offering ; (iii) the date on which we have issued more than \$ 1 billion in nonconvertible debt during the previous three years ; or (iv) the date on which we are deemed to be a large accelerated filer under the rules of the SEC. Financial reporting obligations of being a public company in the United States are expensive and time- consuming, and our management is required to devote substantial time to compliance matters. As a publicly traded company, we incur significant additional legal, accounting and other expenses that we did not incur as a privately company. The obligations of being a public company in the United States require significant expenditures and place significant demands on our management and other personnel, including costs resulting from public company reporting obligations under the Exchange Act and the rules and regulations regarding corporate governance practices, including those under the Sarbanes- Oxley Act of 2002 (“ Sarbanes- Oxley ”) the Dodd- Frank Wall Street Reform and Consumer Protection Act, and the listing requirements of the Nasdaq Capital Market on which our securities are listed. These rules require the establishment and maintenance of effective disclosure and financial controls and procedures, internal control over financial reporting and changes in corporate governance practices, among many other complex rules that are often difficult to implement, monitor and maintain compliance with. Moreover, despite recent reforms made possible by the JOBS Act, the reporting requirements, rules, and regulations will make some activities more time- consuming and costly, particularly after we are no longer an “ emerging growth company. ” In addition, these rules and regulations make it more difficult and more expensive for us to obtain director and officer liability insurance. Our management and other personnel devote a substantial amount of time to ensure that we comply with all of these requirements and keep pace with new regulations so that we do not fall out of compliance and risk becoming subject to litigation or being delisted, among other potential problems. If we fail to comply with the rules under Sarbanes- Oxley related to accounting controls and procedures in the future, or, if we discover material weaknesses and other deficiencies in our internal control and accounting procedures, our stock price could decline significantly and raising capital could be more difficult. Section 404 of Sarbanes- Oxley requires annual management assessments of the effectiveness of our internal control over financial reporting. If we fail to comply with the rules under Sarbanes- Oxley related to disclosure controls and procedures in the future, or, if we discover material weaknesses and other deficiencies in our internal control and accounting procedures, our stock price could decline significantly and raising capital could be more difficult. If material weaknesses or significant deficiencies are discovered or if we otherwise fail to achieve and maintain the adequacy of our internal control, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal controls over financial reporting in accordance with Section 404 of Sarbanes- Oxley. Moreover, effective internal controls are necessary for us to produce reliable financial reports and are important to helping prevent financial fraud. If we cannot provide reliable financial reports or prevent fraud, our business and operating results could be harmed, investors could lose confidence in our reported financial information, and the trading price of our common stock could drop significantly. ~~36~~We ~~37~~We have identified weaknesses in our internal controls, and we cannot provide assurances that these weaknesses will be effectively remediated or that additional material weaknesses will not occur in the future. As a public company, we are subject to the reporting requirements of the Exchange Act, and the Sarbanes- Oxley Act. We expect that the requirements of these rules and regulations will continue to increase our legal, accounting and financial compliance costs, make some activities more difficult, time consuming and costly, and place significant strain on our personnel, systems and resources. The Sarbanes- Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures, and internal control over financial reporting. We do not yet have effective disclosure controls and procedures, or internal controls over all aspects of our financial reporting. We are continuing to develop and refine our disclosure controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we will file with the SEC is recorded, processed,

summarized and reported within the time periods specified in SEC rules and forms. Our management has deemed certain conditions to be material weaknesses and significant deficiencies in our internal controls. For example, we failed to employ a sufficient number of staff to maintain optimal segregation of duties and to provide optimal levels of oversight and we rely upon a third-party accounting firm to assist us with GAAP compliance. Our management is responsible for establishing and maintaining adequate internal control over our financial reporting, as defined in Rule 13a-15 (f) under the Exchange Act. We will be required to expend time and resources to further improve our internal controls over financial reporting, including by expanding our staff. However, we cannot assure you that our internal control over financial reporting, as modified, will enable us to identify or avoid material weaknesses in the future. Our current controls and any new controls that we develop may become inadequate because of changes in conditions in our business, including increased complexity resulting from our international expansion. Further, weaknesses in our disclosure controls or our internal control over financial reporting may be discovered in the future. Any failure to develop or maintain effective controls, or any difficulties encountered in their implementation or improvement, could harm our operating results or cause us to fail to meet our reporting obligations and may result in a restatement of our financial statements for prior periods. Any failure to implement and maintain effective internal control over financial reporting could also adversely affect the results of management reports and independent registered public accounting firm audits of our internal control over financial reporting that we are required to include in our periodic reports that we file with the SEC. Ineffective disclosure controls and procedures, and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which could have a negative effect on the market price of our common stock. ~~We are not currently required to comply with the SEC rules that implement Section 404 of the Sarbanes-Oxley Act, and are therefore not required to make a formal assessment of the effectiveness of our internal control over financial reporting for that purpose.~~ As a public company, we ~~are will be~~ required to provide an annual management report on the effectiveness of our internal control over financial reporting ~~commencing with our second annual report on Form 10-K.~~ Our independent registered public accounting firm is not required to audit the effectiveness of our internal control over financial reporting until after we are no longer an “emerging growth company” as defined in the JOBS Act. At such time, our independent registered public accounting firm may issue a report that is adverse in the event it is not satisfied with the level at which our internal control over financial reporting is documented, designed or operating. Any failure to maintain effective disclosure controls and internal control over financial reporting could have a material and adverse effect on our business and operating results, and cause a decline in the market price of our common stock. ~~37Future~~ **Future** sales and issuances of our common stock or rights to purchase common stock, including pursuant to our equity incentive plan and outstanding warrants could result in additional dilution of the percentage ownership of our stockholders and could cause our stock price to fall. We expect that significant additional capital may be needed in the future to continue our planned operations, including acquiring additional ~~websites~~ **online businesses**, marketing activities and costs associated with operating a public company. To raise capital, we may sell common stock, convertible securities or other equity securities in one or more transactions at prices and in a manner we determine from time to time. If we sell common stock, convertible securities or other equity securities, existing stockholders may be materially diluted by subsequent sales, and new investors could gain rights, preferences and privileges senior to the holders of our common stock. The aggregate number of shares of our common stock that may be issued pursuant to stock awards under our 2020 Equity Incentive Plan, as amended, (the “2020 Plan”) is 2,600,000 shares, except at any given time, the number of shares that may be issued pursuant to the 2020 Plan cannot exceed the number of shares that is equal to 20% of our Company’s total shares of common stock outstanding at the time of any grant of awards under the 2020 Plan. Increases in the number of shares available for future grant or purchase may result in additional dilution, which could cause our stock price to decline. ~~The expiration of lock-up agreements that restrict the issuance of new common stock or the trading of outstanding common stock, could cause the market price of our securities to decline and would result in the dilution of your holdings. Future issuances of our common stock or securities convertible into, or exercisable or exchangeable for, our common stock, or the expiration of lock-up agreements that restrict the issuance of new common stock or the trading of outstanding common stock, could cause the market price of our common stock to decline. We cannot predict the effect, if any, of future issuances of our securities, or the future expirations of lock-up agreements, on the price of our securities. In all events, future issuances of our securities would result in the dilution of your holdings. In addition, the perception that new issuances of our securities could occur, or the perception that locked-up parties will sell their securities when the lock-ups expire, could adversely affect the market price of our securities. In connection with our initial public offering, we and our officers and directors before the offering entered into lock-up agreements that prevent, subject to certain exceptions, selling or transferring any of our shares of capital stock for, with respect to our Company until August 25, 2023, and with respect to our officers and directors May 27, 2023. In addition to any adverse effects that may arise upon the expiration of these lock-up agreements, the lock-up provisions in these agreements may be waived, at any time and without notice. If the restrictions under the lock-up agreements are waived in the future, and in any event when the lock-up agreements expire on August 25, 2023 and May 27, 2023, more of our securities will become available for resale, subject to applicable law, including without notice, which could reduce the market price for our common stock.~~ **Potential 38Potential** comprehensive tax reform bills could adversely affect our business and financial condition. The U. S. government may enact comprehensive federal income tax legislation that could include significant changes to the taxation of business entities. These changes include, among others, a permanent increase to the corporate income tax rate. The overall impact of this potential tax reform is uncertain, and our business and financial condition could be adversely affected. This Report on Form 10-K does not discuss any such tax legislation or the manner in which it might affect purchasers of our common stock. We urge our stockholders to consult with their legal and tax advisors with respect to any such legislation and the potential tax consequences of investing in our common stock. We can issue “blank check” preferred stock without stockholder approval with the effect of diluting interests of then-current stockholders and impairing their voting rights, and provisions in our charter documents and under Delaware law could discourage a takeover that

stockholders may consider favorable. Our certificate of incorporation authorizes the issuance of up to 5,000,000 shares of “blank check” preferred stock with designations, rights and preferences as may be determined from time to time by our Board. Of these 5,000,000 shares, 1,000,000 shares have been previously designated as series A preferred. Of the remaining 4,000,000 shares of “blank check” preferred stock, our Board is empowered, without stockholder approval, to issue one or more series of preferred stock with dividend, liquidation, conversion, voting or other rights which could dilute the interest of, or impair the voting power of, our common stockholders. The issuance of a series of preferred stock could be used as a method of discouraging, delaying or preventing a change in control. For example, it would be possible for our Board to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to change control of our Company. In addition, advanced notice is required prior to stockholder proposals, which might further delay a change of control. Our principal stockholders and management own a significant percentage of our stock and will be able to exert significant control over matters subject to stockholder approval. Our directors and executive officers own approximately ~~31~~**39**.~~20~~**20**% of our outstanding common stock. Accordingly, these stockholders may exert significant influence over the outcome of corporate actions requiring stockholder approval, including the election of directors, a merger, the consolidation or sale of all or substantially all of our assets or any other significant corporate transaction. The interests of these stockholders may not be the same as or may even conflict with our other investors’ interests. For example, these stockholders could delay or prevent a change in control of us, even if such a change in control would benefit our other stockholders, which could deprive our stockholders of an opportunity to receive a premium for their common stock as part of a sale of our Company or our assets. The significant concentration of stock ownership may negatively impact the value of our common stock due to potential investors’ perception that conflicts of interest may exist or arise. ~~38~~**Anti**--- **Anti**-takeover provisions contained in our certificate of incorporation and bylaws, as well as provisions of Delaware law, could impair a takeover attempt. Provisions of our certificate of incorporation and bylaws may delay or discourage transactions involving an actual or potential change in control or change in our management, including transactions in which stockholders might otherwise receive a premium for their shares, or transactions that our stockholders might otherwise deem to be in their best interests. Therefore, these provisions could adversely affect the price of our common stock. Among other things, subject to the rights of holders of any series of preferred stock, our certificate of incorporation and bylaws: · empower our Board to fix the number of directors of our Company solely by resolution ; · do not allow for cumulative voting in the election of directors, which would otherwise allow less than a majority of stockholders to elect director candidates ; **39** · empower our Board to fill any vacancy on our Board, whether such vacancy occurs as a result of an increase in the number of directors or otherwise ; · provide that special meetings of our stockholders may only be called by the Board or the chair of the Board (except that stockholders may also call special meetings of our stockholders so long as such stockholders beneficially owns at least 25 % of the voting power of the outstanding shares of our stock) ; · establish advance notice procedures with regard to stockholder proposals relating to the nomination of candidates for election as directors or new business to be brought before meetings of our stockholders ; · provide our Board the ability to authorize undesignated preferred stock. This ability makes it possible for our Board to issue, without stockholder approval, preferred stock with voting or other rights or preferences that could impede the success of any attempt to change control of us ; · provide that any director or the entire Board may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least 66 2 / 3 % in voting power of the stock of the Company entitled to vote thereon ; · provide that our Board is expressly authorized to adopt, amend or repeal our bylaws ; and · provide that our directors will be elected by a plurality of the votes cast in the election of directors. Additionally, any provision of Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our security holders to receive a premium for their securities and could also affect the price that some investors are willing to pay for our securities. Liability of directors for breach of duty is limited under Delaware law. Our certificate of incorporation limits the liability of directors to the maximum extent permitted by Delaware law. Delaware law provides that directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except for liability for any: · breach of their duty of loyalty to us or our stockholders ; · act or omission not in good faith or that involves intentional misconduct or a knowing violation of law ; · unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law ; or · transaction from which the directors derived an improper personal benefit. These limitations of liability do not apply to liabilities arising under the federal or state securities laws and do not affect the availability of equitable remedies such as injunctive relief or rescission. Our bylaws provide that we will indemnify our directors and officers to the fullest extent permitted by law, and may indemnify employees and other agents. Our bylaws also provide that we are obligated to advance expenses incurred by a director or officer in advance of the final disposition of any action or proceeding. ~~We have entered into separate indemnification agreements with our directors and officers. These agreements, among other things, require us to indemnify our directors and officers for any and all expenses (including reasonable attorneys’ fees, retainers, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by such directors or officers or on his or her behalf in connection with any action or proceeding arising out of their services as one of our directors or officers, or any of our subsidiaries or any other company or enterprise to which the person provides services at our request provided that such person follows the procedures for determining entitlement to indemnification and advancement of expenses set forth in the indemnification agreement. We believe that these certificate of incorporation provisions, bylaw provisions and indemnification agreements are necessary to attract and retain qualified persons as directors and officers. The limitation of liability and indemnification provisions in our certificate of incorporation and bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against directors and officers, even though an action, if successful, might provide a benefit to us and our stockholders. Our results of operations and financial condition may be harmed to the extent we pay the costs of settlement and damage awards~~



~~against directors and officers pursuant to these indemnification provisions.~~ Provisions in our certificate of incorporation and bylaws may have the effect of discouraging lawsuits against our directors and officers. Our certificate of incorporation and bylaws provide that unless our Company consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware) shall, to the fullest extent permitted by law, be the sole and exclusive forum for (1) any derivative action or proceeding brought on behalf of the Company ; (2) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Company to the Company or the Company' s stockholders ; (3) any action arising pursuant to any provision of the Delaware General Corporation Law ( " DGCL " ) or our certificate of incorporation or bylaws (as either may be amended from time to time) ; or (4) any action asserting a claim governed by the internal affairs doctrine.

~~39~~Unless **Unless** our Company consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended. Any person or entity purchasing or otherwise acquiring or holding any interest in shares of capital stock of our Company shall be deemed to have notice of and consented to the provisions of our certificate of incorporation. ~~Further~~ **40**~~Further~~, if any action the subject matter of which is within the scope of the section immediately above is filed in a court other than a court located within the State of Delaware (a " Foreign Action ") in the name of any stockholder, such stockholder shall be deemed to have consented to (i) the personal jurisdiction of the state and federal courts located within the State of Delaware in connection with any action brought in any such court to enforce section immediately above (an " FSC Enforcement Action ") and (ii) having service of process made upon such stockholder in any such FSC Enforcement Action by service upon such stockholder' s counsel in the Foreign Action as agent for such stockholder. The above described provisions of our certificate of incorporation and bylaws that provide for the Court of Chancery of the State of Delaware as the sole and exclusive forum for any actions, claims or proceedings do not apply to suits brought to enforce a duty or liability created by the Exchange Act, Securities Act or any other claim for which the federal courts have exclusive jurisdiction. Any person or entity purchasing or otherwise acquiring any interest in our securities shall be deemed to have notice of and consented to these provisions. Our exclusive forum provision will not relieve us of our duties to comply with the federal securities laws and the rules and regulations thereunder, and our stockholders will not be deemed to have waived our compliance with these laws, rules and regulations. Together, these charter, statutory and contractual provisions could make the removal of our management and directors more difficult and may discourage transactions that otherwise could involve payment of a premium over prevailing market prices for our common stock. Furthermore, the existence of the foregoing provisions, as well as the significant common stock beneficially owned by our founder, executive officers, members of our Board, and others could limit the price that investors might be willing to pay in the future for shares of our common stock. They could also deter potential acquirers of our Company, thereby reducing the likelihood that you could receive a premium for your common stock in an acquisition. If our securities become subject to the penny stock rules, it would become more difficult to trade our shares. The Securities and Exchange Commission, or the SEC, has adopted rules that regulate broker- dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a price of less than \$ 5. 00, other than securities registered on certain national securities exchanges or authorized for quotation on certain automated quotation systems, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. If we do not retain a listing on Nasdaq or another national securities exchange and if the price of our securities is less than \$ 5. 00, our securities could be deemed a penny stock. The penny stock rules require a broker- dealer, before a transaction in a penny stock not otherwise exempt from those rules, to deliver a standardized risk disclosure document containing specified information. In addition, the penny stock rules require that before effecting any transaction in a penny stock not otherwise exempt from those rules, a broker- dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive (i) the purchaser' s written acknowledgment of the receipt of a risk disclosure statement; (ii) a written agreement to transactions involving penny stocks; and (iii) a signed and dated copy of a written suitability statement. These disclosure requirements may have the effect of reducing the trading activity in the secondary market for our securities, and therefore shareholders may have difficulty selling their securities. FINRA sales practice requirements may limit a stockholder' s ability to buy and sell our stock. In addition to the " penny stock " rules described above, the Financial Industry Regulatory Authority ( " FINRA " ), has adopted rules that require that in recommending an investment to a customer, a broker- dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative, low- priced securities to their non- institutional customers, broker- dealers must make reasonable efforts to obtain information about the customer' s financial status, tax status, investment objectives and other information. The FINRA requirements may make it more difficult for broker- dealers to recommend that their customers buy our common stock, which may have the effect of reducing the level of trading activity in our common stock. As a result, fewer broker- dealers may be willing to make a market in our common stock, reducing a stockholder' s ability to resell shares, as well as overall liquidity, of our common stock. ~~40~~~~We~~ **41**~~We are will likely be~~ considered a smaller reporting company and ~~are~~ **will be** exempt from certain disclosure requirements, which could make our common stock less attractive to potential investors. Rule 12b- 2 of the Exchange Act, defines a " smaller reporting company " as an issuer that is not an investment company, an asset- backed issuer, or a majority- owned subsidiary of a parent that is not a smaller reporting company and that: · had a public float of less than \$ 250 million as of the last business day of its most recently completed second fiscal quarter, computed by multiplying the aggregate worldwide number of shares of its voting and non- voting common equity held by non- affiliates by the price at which the common equity was last sold, or the average of the bid and asked prices of common equity, in the principal market for the common equity ; or · in the case of an initial registration statement under the Securities Act of 1933, as amended, or the Exchange Act for shares of its common equity, had a public float of less than \$ 250 million as of a date within 30 days of the date of the filing of the registration statement, computed by multiplying the aggregate worldwide number of such shares held by

non-affiliates before the registration plus, in the case of a Securities Act registration statement, the number of such shares included in the registration statement by the estimated public offering price of the shares ; or · in the case of an issuer whose public float was zero, had annual revenues of less than \$ 100 million during the most recently completed fiscal year for which audited financial statements are available. As a smaller reporting company, we ~~are~~ **would** not **be** required and may not include a Compensation Discussion and Analysis section in our proxy statements ; we **would** provide only two years of financial statements ; and we ~~do~~ **would** not need to provide the table of selected financial data. We also **would** have other “ scaled ” disclosure requirements that are less comprehensive than issuers that are not smaller reporting companies which could make our common stock less attractive to potential investors, and also could make it more difficult for our stockholders to sell their shares. Changes in accounting principles and guidance, or their interpretation, could result in unfavorable accounting charges or effects, including changes to our previously filed financial statements, which could cause our stock price to decline. We prepare our financial statements in accordance with GAAP. These principles are subject to interpretation by the SEC and various bodies formed to interpret and create appropriate accounting principles and guidance. A change in these principles or guidance, or in their interpretations, may have a significant effect on our reported results and retroactively affect previously reported results.