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# DELTA REPORT

## 10-Q

AMST - AMESITE INC.

10-Q - MARCH 31, 2024 COMPARED TO 10-Q - DECEMBER 31, 2023

The following comparison report has been automatically generated

**TOTAL DELTAS** 267

■ CHANGES	72
■ DELETIONS	96
■ ADDITIONS	99

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q  
(Mark One)

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

For the quarterly period ended: December 31, 2023 2024

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-39553

AMESITE INC.

(Exact name of registrant as specified in its charter)

Delaware

82-3431718

(State or other jurisdiction of  
incorporation or organization)

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

607 Shelby Street  
Suite 700 PMB 214  
Detroit, MI

48226

(Address of principal executive offices)

(Zip Code)

(734) 876-8130

(Registrant's telephone number, including area code)

N/A

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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Common Stock, par value \$0.0001	AMST	The Nasdaq Stock Market LLC
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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

There were 2,542,440 shares of the registrant's common stock issued and outstanding as of February 14, 2024 May 10, 2024.

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#### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This Quarterly Report on Form 10-Q contains forward-looking statements. These statements may be identified by such forward-looking terminology as "may," "should," "expects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "continue" or the negative of these terms or other comparable terminology. Our forward-looking statements are based on a series of expectations, assumptions, estimates and projections about our company, are not guarantees of future results or performance and involve substantial risks and uncertainty. We may not actually achieve the plans, intentions or expectations disclosed in these forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in these forward-looking statements. Our business and our forward-looking statements involve substantial known and unknown risks and uncertainties, including the risks and uncertainties inherent in our statements regarding:

- our artificial intelligence (AI)-driven learning platform's ability to enable businesses, universities, and K-12 schools to offer timely, improved popular courses and certification programs, without becoming software tech companies;
- our planned online machine learning platform's ability to result in opportunistic incremental revenue for colleges and universities, and improved ability to garner state funds due to increased retention and graduation rates through use of machine learning and natural language processing;
- our ability to obtain additional funds for our operations;
- our ability to obtain and maintain intellectual property protection for our technologies and our ability to operate our business without infringing the intellectual property rights of others;
- our reliance on third parties to conduct our business and studies;
- our reliance on third party designers, suppliers, and partners to provide and maintain our learning platform;
- our ability to attract and retain qualified key management and technical personnel;
- our expectations regarding the time during which we will be an emerging growth company under the Jumpstart Our Business Startups Act, or JOBS Act;
- our financial performance; and
- the impact of government regulation and developments relating to our competitors or our industry.

All of our forward-looking statements are as of the date of this Quarterly Report on Form 10-Q only. In each case, actual results may differ materially from such forward-looking information. We can give no assurance that such expectations or forward-looking statements will prove to be correct. An occurrence of, or any material adverse change in, one or more of the risk factors or risks and uncertainties referred to in this Quarterly Report on Form 10-Q or included in our other public disclosures or our other periodic reports or other documents or filings filed with or furnished to the U.S. Securities and Exchange Commission (the "SEC") could materially and adversely affect our business, prospects, financial condition and results of operations. Except as required by law, we do not undertake or plan to update or revise any such forward-looking statements to reflect actual results, changes in plans, assumptions, estimates or projections or other circumstances affecting such forward-looking statements occurring after the date of this Quarterly Report on Form 10-Q, even if such results, changes or circumstances make it clear that any forward-looking information will not be realized. Any public statements or disclosures by us following this Quarterly Report on Form 10-Q that modify or impact any of the forward-looking statements contained in this Quarterly Report on Form 10-Q will be deemed to modify or supersede such statements in this Quarterly Report on Form 10-Q.

This Quarterly Report on Form 10-Q may include market data and certain industry data and forecasts, which we may obtain from internal company surveys, market research, consultant surveys, publicly available information, reports of governmental agencies and industry publications, articles, and surveys. Industry surveys, publications, consultant surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. While we believe that such studies and publications are reliable, we have not independently verified market and industry data from third-party sources.

**PART I – FINANCIAL INFORMATION**

**Item 1. Financial Statements**

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Amesite Inc.

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**Condensed Financial Statements**

**December 31, 2023** **March 31, 2024**

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**Amesite, Inc.**  
**Condensed Balance Sheets (unaudited)**

	<b>December 31, 2023</b>	<b>June 30, 2023</b>	<b>March 31, 2024</b>	<b>June 30, 2023</b>
<b>Assets</b>				
<b>Current Assets</b>				
Cash and cash equivalents	\$ 3,663,463	\$ 5,360,661	\$ 2,972,531	\$ 5,360,661
Accounts receivable	-	15,000	-	15,000
Prepaid expenses and other current assets	194,100	106,679	180,155	106,679
<b>Total current assets</b>	<b>3,857,563</b>	<b>5,482,340</b>	<b>3,152,686</b>	<b>5,482,340</b>
<b>Noncurrent Assets</b>				
Property and equipment - net	77,458	88,966	71,121	88,966
Capitalized software - net	617,295	778,446	610,881	778,446
<b>Total noncurrent assets</b>	<b>694,753</b>	<b>867,412</b>	<b>682,002</b>	<b>867,412</b>
<b>Total assets</b>	<b>\$ 4,552,316</b>	<b>\$ 6,349,752</b>	<b>\$ 3,834,688</b>	<b>\$ 6,349,752</b>
<b>Liabilities and Stockholders' Equity</b>				
<b>Liabilities and Stockholders Equity</b>				
<b>Current Liabilities</b>				
Accounts payable	\$ 64,827	\$ 70,070	\$ 63,008	\$ 70,070
<b>Accrued and other current liabilities:</b>				
Accrued compensation	39,100	64,500	63,600	64,500
Deferred revenue	13,125	53,958	1,875	53,958
Other accrued liabilities	58,912	76,799	83,258	76,799
<b>Total current liabilities</b>	<b>175,964</b>	<b>265,327</b>	<b>211,741</b>	<b>265,327</b>
<b>Stockholders' equity</b>				
Common stock, \$.0001 par value; 100,000,000 shares authorized; 2,542,440 shares issued and outstanding at December 31, 2023 and June 30, 2023, respectively.	255	255		
Preferred stock, \$.0001 par value; 5,000,000 shares authorized; no shares issued and outstanding at December 31, 2023 and June 30, 2023	0	0		
<b>Stockholders equity</b>				
Common stock, \$.0001 par value; 100,000,000 shares authorized; 2,542,440 shares issued and outstanding at March 31, 2024 and June 30, 2023, respectively.			255	255
Preferred stock, \$.0001 par value; 5,000,000 shares authorized; no shares issued and outstanding at March 31, 2024 and June 30, 2023			-	-
Additional paid-in capital	39,602,720	39,514,489	40,275,227	39,514,489
Accumulated earnings deficit	(35,226,623)	(33,430,319)	(36,652,535)	(33,430,319)
<b>Total stockholders' equity</b>	<b>4,376,352</b>	<b>6,084,425</b>		
<b>Total stockholders equity</b>			<b>3,622,947</b>	<b>6,084,425</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 4,552,316</b>	<b>\$ 6,349,752</b>		
<b>Total liabilities and stockholders equity</b>			<b>\$ 3,834,688</b>	<b>\$ 6,349,752</b>

See accompanying Notes to Condensed Financial Statements.

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**Amesite, Inc.**  
**Condensed Statements of Operations (unaudited)**

					Three Months Ended		Nine Months Ended	
	Three Months Ended		Six Months Ended		March 31,		March 31,	
	December 31,		December 31,		2024	2023	2024	2023
	\$ 41,443	\$ 237,139	\$ 104,776	\$ 517,421	\$ 34,261	\$ 204,589	\$ 139,037	\$ 722,010
<b>Net Revenue</b>								
<b>Operating Expenses</b>								
General and administrative expenses	443,801	316,348	882,063	1,292,668	1,134,867	653,128	2,016,930	1,945,796
Technology and content development	331,224	431,087	664,658	912,274	223,845	279,411	888,503	1,191,273
Sales and marketing	222,502	201,696	464,129	606,728	139,333	217,528	603,462	824,669
<b>Total operating expenses</b>	<b>997,527</b>	<b>949,131</b>	<b>2,010,850</b>	<b>2,811,670</b>	<b>1,498,045</b>	<b>1,150,067</b>	<b>3,508,895</b>	<b>3,961,738</b>
<b>Loss from Operations</b>	(956,084)	(711,992)	(1,906,074)	(2,294,249)	(1,463,784)	(945,478)	(3,369,858)	(3,239,728)
<b>Other Income (Expense)</b>								
Interest income	50,473	12,508	109,770	17,959	37,872	18,297	147,642	36,256
Other expense	-	-	-	(531)	-	(816)	-	(1,347)
<b>Total other income</b>	<b>50,473</b>	<b>12,508</b>	<b>109,770</b>	<b>17,428</b>	<b>37,872</b>	<b>17,481</b>	<b>147,642</b>	<b>34,909</b>
<b>Net Loss</b>	<b>\$ (905,611)</b>	<b>\$ (699,484)</b>	<b>\$ (1,796,304)</b>	<b>\$ (2,276,821)</b>	<b>\$ (1,425,912)</b>	<b>\$ (927,997)</b>	<b>\$ (3,222,216)</b>	<b>\$ (3,204,819)</b>
<b>Earnings per Share</b>								
Basic and diluted loss per share	\$ (.036)	\$ (0.28)	\$ (0.71)	\$ (0.95)	\$ (0.56)	\$ (0.37)	\$ (1.27)	\$ (1.31)
Weighted average shares outstanding	2,542,440	2,525,464	2,542,440	2,405,247	2,542,440	2,528,845	2,542,440	2,445,845

See accompanying Notes to Condensed Financial Statements.

## Condensed Statement Of Stockholders' Equity (unaudited)

	Condensed Statement Of Stockholders' Equity (unaudited)									
	Additional					Additional				
	Common Stock		Paid-In	Accumulated	Total	Common Stock		Paid-In	Accumulated	Total
	Shares	Amount	Capital	Deficit	Total	Shares	Amount	Capital	Deficit	Total
<b>Balance - July 1, 2022</b>	2,166,124	\$ 217	\$ 37,412,551	\$ (29,277,016)	\$ 8,135,752	2,166,124	\$ 217	\$ 37,412,551	\$ (29,277,016)	\$ 8,135,752
Net loss	-	-	-	(1,577,338)	(1,577,338)	-	-	-	(1,577,338)	(1,577,338)
Issuance of common stock for consulting services	10,417	1	61,249	-	61,250	10,417	1	61,249	-	61,250
Issuance of common stock	348,485	35	1,850,466	-	1,850,501	348,485	35	1,850,466	-	1,850,501
Stock-based compensation expense	-	-	175,779	-	175,779	-	-	175,779	-	175,779
<b>Balance - September 30, 2022</b>	2,525,025	\$ 253	\$ 39,500,045	\$ (30,854,354)	\$ 8,645,944	2,525,025	\$ 253	\$ 39,500,045	\$ (30,854,354)	\$ 8,645,944
Net loss	-	-	-	(699,484)	(699,484)	-	-	-	(699,484)	(699,484)
Issuance of common stock for consulting services	3,667	1	10,689	-	10,690	3,667	1	10,689	-	10,690
Stock-based compensation expense	-	-	(77,900)	-	(77,900)	-	-	(77,900)	-	(77,900)
<b>Balance - December 31, 2022</b>	2,528,692	\$ 254	\$ 39,432,834	\$ (31,553,838)	\$ 7,879,250	2,528,692	\$ 254	\$ 39,432,834	\$ (31,553,838)	\$ 7,879,250
Net loss	-	-	-	-	-	-	-	-	(927,997)	(927,997)
Issuance of common stock for consulting services				13,748	1				-	-
Stock-based compensation expense				-	-			5,929	-	5,930
<b>Balance - March 31, 2023</b>				2,542,440	\$ 255	\$ 39,438,763	\$ (32,481,835)	\$ 6,957,183		
<b>Balance - July 1, 2023</b>	2,542,440	255	39,514,489	(33,430,319)	6,084,425	2,542,440	255	39,514,489	(33,430,319)	6,084,425
Net loss	-	-	-	(890,693)	(890,693)	-	-	-	(890,693)	(890,693)

Stock-based compensation expense	-	-	55,098	-	55,098	-	-	55,098	-	55,098
<b>Balance -</b>										
<b>September 30, 2023</b>	<b>2,542,440</b>	<b>\$ 255</b>	<b>\$ 39,569,587</b>	<b>\$ (34,321,012)</b>	<b>\$ 5,248,830</b>	<b>2,542,440</b>	<b>\$ 255</b>	<b>\$ 39,569,587</b>	<b>\$ (34,321,012)</b>	<b>\$ 5,248,830</b>
Net loss	-	-	-	(905,611)	(905,611)	-	-	-	(905,611)	(905,611)
Stock-based compensation expense	-	-	33,133	-	33,133	-	-	33,133	-	33,133
<b>Balance -</b>										
<b>December 31, 2023</b>	<b>2,542,440</b>	<b>\$ 255</b>	<b>\$ 39,602,720</b>	<b>\$ (35,226,623)</b>	<b>\$ 4,376,352</b>	<b>2,542,440</b>	<b>\$ 255</b>	<b>\$ 39,602,720</b>	<b>\$ (35,226,623)</b>	<b>\$ 4,376,352</b>
Net loss						-	-	-	(1,425,912)	(1,425,912)
Stock-based compensation expense						-	-	672,507	-	672,507
<b>Balance - March 31, 2024</b>						<b>2,542,440</b>	<b>\$ 255</b>	<b>\$ 40,275,227</b>	<b>\$ (36,652,535)</b>	<b>\$ 3,622,947</b>

See accompanying Notes to Condensed Financial Statements.

	Six Months Ended December 31,		Nine Months Ended March 31,	
	2023	2022	2024	2023
	\$ (1,796,304)	\$ (2,276,821)	\$ (3,222,216)	\$ (3,204,819)
<b>Cash Flows from Operating Activities</b>				
Net Loss				
<i>Adjustments to reconcile change in net loss to net cash used in operating activities:</i>				
Depreciation and amortization	292,025	362,340	414,177	525,631
Stock-based compensation expense	88,232	97,879	760,738	103,809
Value of common stock issued in exchange for consulting services	-	71,940	-	71,940
<i>Changes in operating assets and liabilities which used cash:</i>				
Accounts Receivable	15,000	(90,440)	15,000	(29,205)
Prepaid expenses and other current assets	(87,421)	298,860	(73,476)	386,086
Accounts payable	(5,244)	(9,422)	(7,063)	(27,794)
Accrued compensation	(25,400)	(137,856)	(900)	(92,856)
Deferred revenue	(40,833)	(65,932)	(52,083)	(236,692)
Accrued and other liabilities	(17,887)	(87,110)	6,459	(79,595)
Net cash and cash equivalents used in operating activities	(1,577,832)	(1,836,562)	(2,159,364)	(2,583,495)
<b>Cash Flows from Investing Activities</b>				
Purchase of property and equipment		(1,166)	(2,861)	(1,166)
Investment in capitalized software		(118,200)	(175,209)	(227,600)
Net cash and cash equivalents used in investing activities	(119,366)	(178,070)	(228,766)	(293,763)
<b>Cash flows from Financing Activity</b>				
Issuance of common stock - net of issuance costs	-	1,850,501	-	1,850,501
Net cash and cash equivalents provided by financing activity	-	1,850,501	-	1,850,501
Net decrease in cash and cash equivalents	(1,697,198)	(164,131)	(2,388,130)	(1,026,757)
Cash and cash equivalents - Beginning of period	5,360,661	7,155,367	5,360,661	7,155,367
<b>Cash and cash equivalents - End of period</b>	<b>\$ 3,663,463</b>	<b>\$ 6,991,236</b>	<b>\$ 2,972,531</b>	<b>\$ 6,128,610</b>

See accompanying Notes to Condensed Financial Statements.

**Note 1 - Nature of Business and Liquidity**

Amesite Inc. (the "Company") was incorporated in November 2017. The Company is an artificial intelligence driven platform and course designer, which provides customized, high performance and scalable online products for schools and businesses. The Company uses machine learning to provide a novel, mass customized experience to learners. The Company's Customers are businesses, universities and colleges, and K-12 schools. The Company's activities are subject to significant risks and uncertainties. The Company's operations are considered to be in one segment.

**Note 2 - Significant Accounting Policies*****Basis of Presentation***

The condensed financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") and considering the requirements of the United States Securities and Exchange Commission ("SEC"). The Company has a fiscal year with a June 30 year end.

In the opinion of management, the condensed financial statements of the Company as of December 31, 2023 March 31, 2024 and 2022 2023 and for the six nine months ended December 31, 2023 March 31, 2024 and 2022 2023 include all adjustments and accruals, consisting only of normal, recurring accrual adjustments, which are necessary for a fair presentation of the results for the interim periods. These interim results are not necessarily indicative of results for a full year.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed in or omitted from this report pursuant to the rules and regulations of the SEC. These financial statements should be read together with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended June 30, 2023.

***Going Concern***

The accompanying condensed financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

The Company is developing its customer base and has not completed its efforts to establish a stabilized source of revenue sufficient to cover its expenses. The Company has had a history of net losses and negative cash flows from operating activities since inception and expects to continue to incur net losses and use cash in its operations in the foreseeable future.

The assessment of the Company's ability to meet its future obligations is inherently judgmental, subjective and susceptible to change. Based on their current forecast, management believes that it may not have sufficient cash and cash equivalents to maintain the Company's planned operations for the next twelve months following the issuance of these financial statements.

The Company has considered both quantitative and qualitative factors that are known or reasonably known as of the date of these financial statements are issued and concluded that there are conditions present in the aggregate that raise substantial doubt about the Company's ability to continue as a going concern. In response to the conditions, management plans include generating cash by completing financing transactions, which may include offerings of common stock. However, these plans are subject to market conditions, and are not within the Company's control, and therefore, cannot be deemed probable. There is no assurance that the Company will be successful in implementing their plans. As a result, the Company has concluded that management's plans do not alleviate substantial doubt about the Company's ability to continue as a going concern. The condensed financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might result from the outcome of this uncertainty.

### ***Use of Estimates***

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

### ***Cash and Cash Equivalents***

The Company considers all investments with an original maturity of three months or less when purchased to be cash equivalents. The total amount of bank deposits (checking and savings accounts) insured by the FDIC at year end was \$250,000.

### ***Property and Equipment***

Property and equipment are recorded at cost. The straight-line method is used for computing depreciation and amortization. Assets are depreciated over their estimated useful lives. The cost of leasehold improvements is depreciated (amortized) over the lesser of the length of the related leases or the estimated useful lives of the assets. Costs of maintenance and repairs are charged to expense when incurred.

	<b>Depreciable Life - Years</b>
Leasehold improvements	Shorter of estimated lease term or 10 years
Furniture and fixtures	7 years
Computer equipment and software	5 years

### Capitalized Software Costs

The Company capitalizes costs incurred in the development of software for its Customers, including the costs of the software, materials, consultants, and payroll and payroll related costs for employees incurred in developing computer software. Planning costs incurred prior to the development of software and costs not qualifying for capitalization are charged to expense. The Company amortizes capitalized software over a period of three years, which is the expected useful life of the software. The following table reflects the Company's capitalized software, amortization expense, and accumulated amortization for the **six** months ended **December 31, 2023** **March 31, 2024** and **2022**, twelve months ended June 30, 2023, respectively.

<b>Capitalized Software Costs</b>	<b>Six Months Ended December 31,</b>		<b>Nine Months Ended</b>		<b>Year Ended</b>
	<b>2023</b>	<b>2022</b>	<b>March 31, 2024</b>	<b>June 30, 2023</b>	
Beginning capitalized software	3,618,990	3,250,081	\$ 3,618,990	\$ 3,250,081	
Additions	118,200	175,209	227,600	368,909	
Ending capitalized software	<u>3,737,190</u>	<u>3,425,290</u>	<u>\$ 3,846,590</u>	<u>\$ 3,618,990</u>	
Beginning accumulated amortization	2,840,544	2,183,407	\$ 2,840,544	\$ 2,183,407	
Amortization expense	279,351	349,666	395,165	657,137	
Ending accumulated amortization	<u>3,119,895</u>	<u>2,533,073</u>	<u>\$ 3,235,709</u>	<u>\$ 2,840,544</u>	
Capitalized software - net	<u>617,295</u>	<u>892,217</u>	<u>\$ 610,881</u>	<u>\$ 778,446</u>	

## ***Revenue Recognition***

We generate our revenue from contractual arrangements with businesses, colleges and universities to provide a comprehensive platform of integrated technology and technology enabled services related to product offerings. During the **six** nine months ended **December 31, 2023** **March 31, 2024** and **2022, 2023**, we recognized revenue from contracts with Customers of **\$105,000** **\$139,000** and **\$517,000, \$722,000**, respectively, related to services provided over time.

### **Performance Obligations and Timing of Recognition**

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied.

This performance obligation is satisfied as the partners receive and consume benefits, which occur ratably over the contract term.

Occasionally, we provide professional services, such as custom development, non-complex implementation activities, training, and other various professional services. We evaluate these services to determine if they are distinct and separately identifiable in the context of the contract. In our contracts with Customers that contain multiple performance obligations as a result of this assessment, we allocate the transaction price to each separate performance obligation on a relative standalone selling price basis. Standalone selling prices of our solutions and services are typically estimated based on observable transactions when the solutions or services are sold on a standalone basis. When standalone selling prices are not observable, we utilize a cost-plus margin approach to allocate the transaction price.

We also receive fees that are fixed in nature, such as annual license and maintenance charges, in place of or in conjunction with variable consideration. The fees are recognized ratably over the service period of the contract that the Company's platform is made available to the customer (i.e., the customer simultaneously receives and consumes the benefit of the software over the contract service period).

For the **six** nine months ended **December 31, 2023** **March 31, 2024** and **2022, 2023**, all revenue recognized has been recognized over the related contract periods. For the **six** nine months ended **December 31, 2023** **March 31, 2024**, **two** **three** Customers represent **21%** **24%** each one represents **18%**, and one represents **14%** of total revenue.

## Accounts Receivable, Contract Assets, and Deferred Liabilities

Balance sheet items related to contracts consist of accounts receivable (net), contract assets, and deferred liabilities on our condensed balance sheets. Accounts receivable (net) is stated at net realizable value, and we utilize the allowance method to provide for doubtful accounts based on management's evaluation of the collectability of the amounts due. Our estimates are reviewed and revised periodically based on historical collection experience and a review of the current status of accounts receivable. Historically, actual write-offs for uncollectible accounts have not significantly differed from prior estimates. There was no allowance for doubtful accounts on accounts receivable balances as of **December 31, 2023** **March 31, 2024** or June 30, 2023.

We may recognize revenue prior to billing a customer when we have satisfied or partially satisfied our performance obligations as billings to our **customers** **Customers** may not be made until after the service period has commenced. As of **December 31, 2023** **March 31, 2024** and **June 30, 2023** we had **\$7,500** **\$11,250** and **\$0** of contract **assets** **assets**, respectively.

Deferred liabilities as of each balance sheet date represent the excess of amounts billed or received as compared to amounts recognized in revenue on our condensed statements of operations as of the end of the reporting period, and such amounts are reflected as a current liability on our condensed balance sheets as deferred revenue. We generally receive payments prior to completion of the service period and our performance obligations. These payments are recorded as deferred liability until the services are delivered or until our obligations are otherwise met, at which time revenue is recognized.

Some contracts also involve annual license fees, for which upfront amounts are received from **customers** **Customers**. In these contracts, the license fees received in advance of the platform's launch are recorded as deferred liabilities.

The following table provides information on the changes in the balance of deferred **liabilities** for the six months ended December 31: **liabilities**:

	Nine Months Ended March 31			
	2023	2022	2024	2023
Opening balance	\$ 53,958	\$ 342,672	\$ 53,958	\$ 342,672
Billings	63,750	451,490		
Less revenue recognized (net of cancellations):	(104,583)	(517,422)		
Plus billings			86,954	487,564
Less revenue recognized			(139,037)	(724,256)
Closing balance	\$ 13,125	\$ 276,740	\$ 1,875	\$ 105,980

Revenue recognized during the **six nine** months ended **December 31, 2023** **March 31, 2024** and **2022 2023** that was included in the deferred revenue balance that existed in the opening balance of each year was approximately **\$40,800** **\$54,000** and **\$207,000**, **\$264,043**, respectively.

The deferred revenue balance as of **December 31, 2023** **March 31, 2024** is expected to be recognized over the next 12 months.

#### **Stock-Based Compensation**

We have issued four types of stock-based awards under our stock plans: stock options, restricted stock units, deferred stock units, and stock warrants. All stock-based awards granted to employees, directors and independent contractors are measured at fair value at each grant date. We rely on the Black-Scholes option pricing model for estimating the fair value of stock-based awards granted, and expected volatility is based on the historical volatility of the Company's stock prices. Stock options generally vest over two years from the grant date and generally have ten-year contractual terms. Restricted stock units generally have a term of 12 months from the closing date of the agreement. Stock warrants issued have a term of five years. Information about the assumptions used in the calculation of stock-based compensation expense is set forth in Note 3 in the Notes to Financial Statements.

## **Technology and Content Development**

Technology and content development expenditures consist primarily of personnel and personnel-related expense and contracted services associated with the maintenance of our platform as well as hosting and licensing costs and are charged to expense as incurred. It also includes amortization of capitalized software costs and research and development costs related to improving our platform and creating content that are charged to expense as incurred.

## **Fair Value Measurements**

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.

Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques.

In instances wherein inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Company's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset or liability.

#### **Income Taxes**

A current tax liability or asset is recognized for the estimated taxes payable or refundable on tax returns for the year. Deferred tax liabilities or assets are recognized for the estimated future tax effects of temporary differences between financial reporting and tax accounting.

Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statement of operations in the period that includes the enactment date.

#### **Net Loss per Share**

At **December 31, 2023** **March 31, 2024** and **June 30, 2023**, the Company had **753,641** **754,592** and 758,079 potentially dilutive shares of common stock related to common stock options and warrants, respectively, as determined using the if-converted method. For the **six** **nine** months ended **December 31, 2023** **March 31, 2024** and **2022, 2023**, the dilutive effect of common stock options and common stock warrants has not been included in the average shares outstanding for the calculation of net loss per share as the effect would be anti-dilutive as a result of our net losses in these periods.

#### **Subsequent Events**

The Company evaluated subsequent events through the date of this Form 10-Q and has determined that no events have occurred that would require recognition or disclosure in the financial statements.

#### **Risks and Uncertainties**

The Company operates in an industry subject to rapid change. The Company's operations will be subject to significant risk and uncertainties including financial, operational, technological, and other risks associated with an early-stage company, including the potential risk of business failure.

### Note 3 - Stock-Based Compensation

The Company's Equity Incentive Plan (the "Plan") permits the grant of stock options, stock appreciation rights, restricted stock, restricted stock units, and deferred stock units to officers, employees, directors, consultants, agents, and independent contractors of the Company. The Company believes that such awards align the interests of its employees, directors, and consultants with those of its stockholders.

Option awards are generally granted with an exercise price equal to the market price of the Company's stock at the date of grant; those option awards generally vest over four years from the grant date and generally have ten-year contractual terms. Certain option awards provide for accelerated vesting (as defined in the Plan).

The Company estimates the fair value of each option award using a Black Scholes Model ("BSM"). Expected volatilities are based on historical volatility of comparable companies. The Company uses historical data to estimate option exercise within the valuation model or estimates the expected option exercise when historical data is unavailable. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The Company has not paid any dividends on common stock since its inception and does not anticipate paying dividends on its common stock in the foreseeable future. When calculating the amount of annual compensation expense, the Company has elected not to estimate forfeitures and instead accounts for forfeitures as they occur.

No options were granted for the **six nine** months ended **December 31, 2023** **March 31, 2024** or **2022**. As of **December 31, 2023** **March 31, 2024**, there were approximately **\$58,000** **\$48,000** of total unrecognized compensation costs for employees and non-employees related to nonvested options. These costs are expected to be recognized through December 2026.

A summary of options terminated, as well as those that vested, in the **six nine** months ended **December 31, 2023** **March 31, 2024** is presented below:

Options	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Weighted Average Remaining Contractual Term (in years)		
				Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)
Outstanding at July 1, 2023	237,041	\$ 21.73	6.39	237,041	\$ 21.73	6.39
Terminated	(6,355)	\$ 16.47	5.24	(6,355)	\$ 16.47	4.99
Additional vesting	1,917	\$ 28.58	7.08	2,868	\$ 28.80	6.85
Outstanding and expected to vest at December 31, 2023	232,603	\$ 21.93	5.92			
Outstanding and expected to vest at March 31, 2024				233,554	\$ 21.64	5.67

On September 29, 2021, the board of directors approved changes to our director compensation program for fiscal year 2022 and beyond. The board instituted an annual cash retainer for directors in **an the** amount of \$48,000 per director with an additional retainer for the chair of our Compensation Committee and Audit Committee of \$7,500 and \$10,000, respectively. Directors can choose to receive deferred stock units in lieu of cash payments. For the **six nine** months ended **December 31, 2023** **March 31, 2024**, **\$125,000** **\$187,500** in deferred stock units were awarded and **\$27,750** **\$55,500** in cash compensation was accrued.

As of **December 31, 2023** **March 31, 2024**, the Company has **579,331** **331,525** shares of common stock available for granting under the Plan.

#### Note 4 ■ Warrants

As of **December 31, 2023** **March 31, 2024** and June 30, 2023, there were 521,000 warrants outstanding.

The Company measures the fair value of warrants using **the** Black-Scholes Model. No warrants have been issued during the **six nine** months ended **December 31, 2023** **March 31, 2024**. The fair value of the warrants issued during the year ended June 30, 2023 was approximately \$2,026,010 using a volatility of 94.9%, risk-free rate of 3.54%, and an expected term of 5.5 years.

#### Note 5 - Income Taxes

For the **six nine** months ended **December 31, 2023** **March 31, 2024** and prior periods since inception, the Company's activities have not generated taxable income or tax liabilities. Accordingly, the Company has not recognized an income tax benefit on the Condensed Statements of Operations for the **six nine** months ended **December 31, 2023** **March 31, 2024** and **2022**.

The Company has approximately **\$25.4 million** **\$25 million** of net operating loss carryforwards available to reduce future income taxes, of which approximately \$17,000 of net operating loss carryforwards expire in 2037. Due to uncertainty as to the realization of the net operating loss carryforwards and other deferred tax assets as a result of the Company's limited operating history and operating losses since inception, a full valuation allowance has been recorded against the Company's deferred tax assets.

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

*The following discussion and analysis of our financial condition and results of operations should be read together with our unaudited financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and our audited financial statements and related notes for the year ended June 30, 2023 included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission, or SEC, on October 6, 2022. In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks, uncertainties, and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors. We discuss factors that we believe could cause or contribute to these differences below and elsewhere in this Quarterly Report on Form 10-Q, including those factors set forth in the section entitled "Cautionary Statement Regarding Forward-Looking Statements" and in the section entitled "Risk Factors" in Part II, Item 1A.*

### Overview

The following discussion highlights our results of operations and the principal factors that have affected our financial condition as well as our liquidity and capital resources for the **six** **nine** months ended **December 31, 2023** **March 31, 2024** and provides information that management believes is relevant for an assessment and understanding of the statements of financial condition and results of operations presented herein. The following discussion and analysis are based on our unaudited condensed financial statements contained in this Quarterly Report on Form 10-Q, which we have prepared in accordance with United States generally accepted accounting principles, or GAAP, and the requirements of the SEC. You should read the discussion and analysis together with such financial statements and the related notes thereto.

The Company is developing its customer base and has not completed its efforts to establish a stabilized source of revenue sufficient to cover its expenses. The Company has had a history of net losses and negative cash flows from operating activities since inception and expects to continue to incur net losses and use cash in its operations in the foreseeable future.

### Financial Position, Liquidity, and Capital Resources

We are not currently profitable, and we cannot provide any assurance that we will ever be profitable. We incurred a net loss of **\$1,796,000** **\$3.2 million** for the **six** **nine** months ended **December 31, 2023** **March 31, 2024**, and we incurred a net loss of **\$35.2 million** **\$36.7 million** for the period from November 14, 2017 (date of incorporation) to **December 31, 2023** **March 31, 2024**.

During the period from November 14, 2017 (date of incorporation) to September 30, 2020, we raised net proceeds of approximately \$11,760,000 from private placement financing transactions (stock and debt). On September 25, 2020, we completed the Offering of 250,000 shares of our common stock, \$0.0001 par value per share, at an offering price of \$60.00 per share (total net proceeds of approximately \$12.8 million after underwriting discounts, commissions, and other offering costs). On August 2, 2021, we entered into a purchase agreement (the "Purchase Agreement") with Lincoln Park Capital Fund, LLC ("Lincoln Park"), under which, subject to specified terms and conditions, we may sell up to \$16.5 million shares of common stock. Our net proceeds under the Purchase Agreement will depend on the frequency of sales and the number of shares sold to Lincoln Park and the prices at which we sell shares to Lincoln Park. On August 2, 2021, we sold 63,260 shares of our common stock to Lincoln Park in an initial purchase under the Purchase Agreement for a total purchase price of \$1,500,000. We also issued 12,727 shares of our common stock to Lincoln Park as consideration for its irrevocable commitment to purchase our common stock under the Purchase Agreement.

On February 16, 2022, we closed on a public offering of common stock and received approximately \$2.51 million of cash proceeds, net of underwriting discounts, commissions, and other offering costs (Note 4 to the Financial Statements).

On September 1, 2022, we closed on a public offering of common stock and concurrent private placement of warrants and received approximately \$1.85 million of cash proceeds, net of underwriting discounts, commissions, and other offering costs (Note 4 to the Financial Statements).

As of March 31, 2024, our cash and cash equivalent balance totaled \$3 million.

### **Going Concern**

The accompanying condensed financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

The Company is developing its customer base and has not completed its efforts to establish a stabilized source of revenue sufficient to cover its expenses. The Company has had a history of net losses and negative cash flows from operating activities since inception and expects to continue to incur net losses and use cash in its operations in the foreseeable future.

The assessment of the Company's ability to meet its future obligations is inherently judgmental, subjective and susceptible to change. Based on their current forecast, management believes that it ~~will~~ may not have sufficient cash and cash equivalents to maintain the Company's planned operations for the next twelve months following the issuance of these financial statements.

The Company has considered both quantitative and qualitative factors that are known or reasonably known as of the date of these financial statements are issued and concluded that there are conditions present in the aggregate that raise substantial doubt about the Company's ability to continue as a going concern. In response to the conditions, management plans include generating cash by completing financing transactions, which may include offerings of common stock. However, these plans are subject to market conditions, and are not within the Company's control, and therefore, cannot be deemed probable. There is no assurance that the Company will be successful in implementing their plans. As a result, the Company has concluded that management's plans do not alleviate substantial doubt about the Company's ability to continue as a going concern. The condensed financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might result from the outcome of this uncertainty.

### **Critical Accounting Policies and Significant Judgments and Estimates**

This management's discussion and analysis of financial condition and results of operations is based on our financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reported period. In accordance with U.S. GAAP, we base our estimates on historical experience and on various other assumptions we believe to be reasonable under the circumstances. Actual results may differ from these estimates if conditions differ from our assumptions. While our significant accounting policies are more fully described in Note 2 in the "Notes to Condensed Financial Statements," we believe the following accounting policies are critical to the process of making significant judgments and estimates in preparation of our financial statements.

#### *Cash, Cash Equivalents, including US Treasury Market Fund*

As of March 31, 2024 and June 30, 2023 our cash and cash equivalents totaled \$3 million and \$5.4 million, respectively with the majority invested in a short-term US Treasury Fund returning approximately 5%. The Fund is invested in US Treasuries with a 7-day liquidity. The decision to allocate funds to the short-term US Treasury Fund is based on our investment strategy, which prioritizes liquidity and stability while receiving current rate returns. The returns from the fund for the nine months ended March 31, 2024 were 5% and in line with our expectations and the broader market trends for similar investment vehicles. We continuously monitor our investment portfolio, considering market conditions and our liquidity needs, ensuring alignment with our broader financial strategy and risk tolerance.

#### *Internally Developed Capitalized Software*

We capitalize certain costs related to the development of software for our Customers, primarily consisting of direct labor and third-party vendor costs associated with creating the software. Software development projects generally include three stages: the preliminary project stage (all costs are expensed as incurred), the application development stage (certain costs are capitalized and certain costs are expensed as incurred) and the post-implementation/operation stage (all costs are expensed as incurred). Costs capitalized in the application development stage include costs related to the design and implementation of the selected software components, software build and configuration infrastructure, and software interfaces. Capitalization of costs requires judgment in determining when a project has reached the application development stage, the proportion of time spent in the application development stage, and the period over which we expect to benefit from the use of that software. Once the software is placed in service, these costs are amortized on the straight-line method over the estimated useful life of the software, which is generally three years.

The Company capitalized software of \$227,600 and \$369,000 and recognized amortization expense of \$395,000 and \$657,000 for the nine months ended March 31, 2024 and year ended June 30, 2023, respectively.

#### *Results of Operations*

##### *Revenue Recognition*

We generate substantially all our revenue from contractual arrangements with businesses, colleges and universities and K-12 schools to provide a comprehensive platform of tightly integrated technology and technology enabled services related to product offerings. Revenue related to our licensing arrangements is generally recognized ratably over the contract term commencing upon platform delivery. Revenue related to licensing arrangements recognized in a given time period will consist of contracts that went live in the current period or that went live in previous periods and are currently ongoing.

We have recorded accounts receivable of \$0 and \$15,000 as of March 31, 2024 and June 30, 2023, respectively. We have set up deferred revenue liabilities at the end of each period to reflect performance obligations to be performed in future periods for our services delivered over time. Future obligations related to deferred revenue totaled \$2,000 and \$54,000 as of March 31, 2024 and June 30, 2023 respectively.

The majority of our Customers are private and public learning institutions across various domestic regions. For the nine months ended March 31, 2024, three Customers comprised approximately 72% of total revenue.

##### *Revenue*

We generated revenues of \$34,000 for the three months ended March 31, 2024 as compared to \$205,000 for the three months ended March 31, 2023. We generated revenues of \$139,000 for the nine months ended March 31, 2024 as compared to \$722,000 for the nine months ended March 31, 2023.

##### *Stock-Based Compensation*

We issue four types of stock-based awards under our stock plans: stock options, restricted stock units, deferred stock units, and stock warrants. All stock-based awards granted to employees, directors and independent contractors are measured at fair value at each grant date. We rely on the Black-Scholes option pricing model for estimating the fair value of stock-based awards granted, and expected volatility is based on the historical volatility of the Company's stock prices. Stock options generally vest over two years from the grant date and generally have ten-year contractual terms. Restricted stock units generally have a term of 12 months from the closing date of the agreement. Stock warrants issued have a term of five years. Information about the assumptions used in the calculation of stock-based compensation expense is set forth in Note 3 in the Notes to Financial Statements.

#### *General and Administrative*

General and administrative expenses consist primarily of personnel and personnel-related expenses, including executive management, legal, finance, human resources and other departments that do not provide direct operational services. General and administrative expenses also include professional fees and other corporate expenses.

General and administrative expenses for the three months ended March 31, 2024 were \$1,135,000 as compared to \$653,000 for the three months ended March 31, 2023. The increase between the three-month periods is due to the March 2024 issuance of \$600,000 restricted stock units with no cash outlay, net of general and administrative expense savings of \$118,000. General and administrative expenses for the nine months ended March 31, 2024 were \$2,017,000 as compared to \$1,946,000 for the nine months ended March 31, 2023 which also reflects the March 2024 issuance of \$600,000 restricted stock units with no cash outlay, net of general and administrative expense savings of \$529,000. The savings are primarily due to deliberate cost reductions, including reductions in headcount and associated administrative costs. These reductions were made possible by completion of certain features and platform capabilities that require less staffing to maintain than to build.

#### *Technology and Content Development*

Technology and content development expenses consist primarily of personnel and personnel-related expenses and contracted services associated with the ongoing improvement and maintenance of our platform as well as hosting and licensing costs. Technology and content expenses also include the amortization of capitalized software costs.

Technology and content development expenses for the three months ended March 31, 2024 were \$224,000 as compared to \$279,000 for the three months ended March 31, 2023. Technology and content development expenses for the nine months ended March 31, 2024 were \$889,000 as compared to \$1,191,000 for the nine months ended March 31, 2023. The decreases between the three-month periods and the nine-month periods in technology are also principally related to reductions in headcount and associated administrative costs, since these costs scale with staff. The reductions in the three-month and nine-month periods in content development are principally due to completion of certain learning programs that are now offered by our Customers and require less staffing to maintain than to build.

#### *Sales and Marketing*

Sales and marketing expense consist primarily of activities to attract Customers to our offerings. This includes personnel and personnel-related expenses, various search engine and social media costs as well as the cost of advertising.

Sales and marketing expenses for the three months ended March 31, 2024 were \$139,000 as compared to \$218,000 for the three months ended March 31, 2023. Sales and marketing expenses for the nine months ended March 31, 2024 were \$603,000 as compared to \$825,000 for the nine months ended March 31, 2023. The decrease between the three-month periods and the nine-month periods in sales and marketing are principally related to refinement of sales and marketing processes to those that focus messaging directly to our key markets and offer improved lead generation. We have seen increases in marketing qualified leads (MQLs) in both periods, while reducing the overall sales and marketing spend.

#### *Interest Income*

For the three months ended March 31, 2024, interest income totaled \$38,000 as compared to interest income of \$18,000 for the three months ended March 31, 2023. For the nine months ended March 31, 2024, interest income totaled \$148,000 as compared to interest income of \$36,000 for the nine months ended March 31, 2023.

#### *Net Loss*

Our net loss for the three months ended March 31, 2024 was \$1,426,000 as compared to a net loss for the three months ended March 31, 2023 of \$928,000. Our net loss for the nine months ended March 31, 2024 and March 31, 2023 was \$3.2 million. The current quarter and year to date losses include \$600,000 from the March 2024 issuance of \$600,000 restrictive stock units with no cash outlay, net of savings in other expense areas of \$100,000 and \$600,000 for the three and nine months ended March 31, 2024 as discussed above.

#### Capital Expenditures

During the three months ended March 31, 2024 and 2023, we had capital asset additions of \$109,000 and \$113,000, respectively. During the nine months ended March 31, 2024 and 2023, we had capital asset additions of \$228,000 and \$288,000 in capitalized technology and content development. We will continue to capitalize significant software development costs, comprised primarily of internal payroll, payroll related and contractor costs, as we build out and complete our technology platforms.

#### Reverse Split of Stock

On February 15, 2023, the Company held a special meeting of stockholders (the “Special Meeting”). At the Special Meeting, the stockholders also approved a proposal to amend the Company’s certificate of incorporation to effect a reverse split of the Company’s outstanding shares of common stock, par value \$0.0001 at a specific ratio within a range of one-for five (1-for-5) to a maximum of one-for-fifty (1-for-50) to be determined by the Company’s board of directors in its sole discretion.

Following the Special Meeting, the board of directors approved a one-for-twelve (1-for-12) reverse split of the Company’s issued and outstanding shares of common stock (the “Reverse Stock Split”). On February 21, 2023, the Company filed with the Secretary of State of the State of Delaware a certificate of amendment to its certificate of incorporation (the “Certificate of Amendment”) to affect the Reverse Stock Split. The Reverse Stock Split became effective as of 4:01 p.m. Eastern Time on February 21, 2023, and the Company’s common stock began trading on a split-adjusted basis when the Nasdaq Stock Market opens on February 22, 2023.

On March 8, 2023, the Company received a letter from The Nasdaq Stock Market LLC (“Nasdaq”) stating that because the Company’s common stock had a closing bid price at or above \$1.00 per share for a minimum of 10 consecutive trading days, the Company had regained compliance with the minimum bid price requirement of \$1.00 per share for continued listing on The Nasdaq Capital Market, as set forth in Nasdaq Listing Rule 5550(a)(2).

### **Basis of Presentation**

The financial statements contained herein have been prepared in accordance with GAAP and the requirements of the SEC.

### **Critical Accounting Policies and Significant Judgments and Estimates**

This management's discussion and analysis of financial condition and results of operations is based on our financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reported period. In accordance with U.S. GAAP, we base our estimates on historical experience and on various other assumptions we believe to be reasonable under the circumstances. Actual results may differ from these estimates if conditions differ from our assumptions. While our significant accounting policies are more fully described in Note 2 in the "Notes to Condensed Financial Statements," we believe the following accounting policies are critical to the process of making significant judgments and estimates in preparation of our financial statements.

### **Cash, Cash Equivalents, including US Treasury Market Fund**

As of December 31, 2023 and June 30, 2023 our cash and cash equivalents totaled \$3.7 million and \$5.4 million respectively with the majority invested in a short-term US Treasury Fund returning approximately 5%. The Fund is invested in US Treasuries with a 7-day liquidity. The decision to allocate funds to the short-term US Treasury Fund is based on our investment strategy, which prioritizes liquidity and stability while receiving current rate returns. The returns from the fund for the six months ended December 31, 2023 were 5% and in line with our expectations and the broader market trends for similar investment vehicles. We continuously monitor our investment portfolio, considering market conditions and our liquidity needs, ensuring alignment with our broader financial strategy and risk tolerance.

### **Internally-Developed Capitalized Software**

We capitalize certain costs related to the development of software for our Customers, primarily consisting of direct labor and third-party vendor costs associated with creating the software. Software development projects generally include three stages: the preliminary project stage (all costs are expensed as incurred), the application development stage (certain costs are capitalized and certain costs are expensed as incurred) and the post-implementation/operation stage (all costs are expensed as incurred). Costs capitalized in the application development stage include costs related to the design and implementation of the selected software components, software build and configuration infrastructure, and software interfaces. Capitalization of costs requires judgment in determining when a project has reached the application development stage, the proportion of time spent in the application development stage, and the period over which we expect to benefit from the use of that software. Once the software is placed in service, these costs are amortized on the straight-line method over the estimated useful life of the software, which is generally three years.

The Company capitalized software of \$118,000 and \$175,000 and recognized amortization expense of \$279,000 and \$350,000 for the six months ended December 31, 2023 and 2022, respectively.

### **Revenue Recognition**

We generate substantially all our revenue from contractual arrangements with businesses, colleges and universities and K-12 schools to provide a comprehensive platform of tightly integrated technology and technology enabled services related to product offerings. Revenue related to our licensing arrangements is generally recognized ratably over the contract term commencing upon platform delivery. Revenue related to licensing arrangements recognized in a given time period will consist of contracts that went live in the current period or that went live in previous periods and are currently ongoing.

We have recorded accounts receivable of \$0 and \$15,000 as of December 31, 2023 and June 30, 2023, respectively. We have set up deferred revenue liabilities at the end of each period to reflect performance obligations to be performed in future periods for our services delivered over time. Future obligations related to deferred revenue totaled \$13,000 and \$54,000 as of December 31, 2023 and June 30, 2023 respectively.

The majority of our Customers are private and public learning institutions across various domestic regions. For the six months ended December 31, 2023, five Customers comprised approximately 85% of total revenue.

## **Results of Operations**

### **Revenue**

We generated revenues of \$105,000 for the six months ended December 31, 2023 as compared to \$517,000 for the six months ended December 31, 2022.

### **Stock-Based Compensation**

We issue four types of stock-based awards under our stock plans: stock options, restricted stock units, deferred stock units, and stock warrants. All stock-based awards granted to employees, directors and independent contractors are measured at fair value at each grant date. We rely on the Black-Scholes option pricing model for estimating the fair value of stock-based awards granted, and expected volatility is based on the historical volatility of the Company's stock prices. Stock options generally vest over two years from the grant date and generally have ten-year contractual terms. Restricted stock units generally have a term of 12 months from the closing date of the agreement. Stock warrants issued have a term of five years. Information about the assumptions used in the calculation of stock-based compensation expense is set forth in Note 3 in the Notes to Financial Statements.

### **General and Administrative**

General and administrative expenses consist primarily of personnel and personnel-related expenses, including executive management, legal, finance, human resources and other departments that do not provide direct operational services. General and administrative expenses also include professional fees and other corporate expenses.

General and administrative expenses for the six months ended December 31, 2023 were \$882,000 as compared to \$1,293,000 for the six months ended December 31, 2022. The decrease reflects deliberate cost reductions, including reductions in headcount and associated administrative costs. These reductions were made possible by completion of certain features and platform capabilities that require less staffing to maintain than to build.

### **Technology and Content Development**

Technology and content development expenses consist primarily of personnel and personnel-related expenses and contracted services associated with the ongoing improvement and maintenance of our platform as well as hosting and licensing costs. Technology and content expenses also include the amortization of capitalized software costs.

Technology and content development expenses for the six months ended December 31, 2023 were \$664,000 as compared to \$912,000 for the six months ended December 31, 2022. The decrease is also principally related to reductions in headcount and associated administrative costs, reflecting the completion of certain learning programs that are now offered by our customers and require less staffing to maintain than to build.

### **Sales and Marketing**

Sales and marketing expense consist primarily of activities to attract Customers to our offerings. This includes personnel and personnel-related expenses, various search engine and social media costs as well as the cost of advertising.

Sales and marketing expenses for the six months ended December 31, 2023 were \$464,000 as compared to \$607,000 for the six months ended December 31, 2022. The decrease is principally related to refinement of sales and marketing processes to those that focus messaging directly to our key markets and offer improved lead generation. We have seen increases in marketing qualified leads (MQLs) in both periods, while reducing the overall sales and marketing spends.

#### **Interest Income**

For the six months ended December 31, 2023, interest income totaled \$110,000 as compared to interest income of \$18,000 for the six months ended December 31, 2022 reflecting raising interest rates on short-term money market investments.

#### **Net Loss**

Our net loss for the six months ended December 31, 2023 was \$1,796,000 as compared to a net loss for the six months ended December 31, 2022 of \$2,277,000. The loss was substantially lower during the six months ended December 31, 2023 compared to 2022 as a result of deliberate cost savings measures described above, as we have launched capabilities that are now maintainable and lower cost, adjusted our headcount to reflect the reduced need for staffing, and improved our sales and marketing efficiency with more targeted, effective messaging.

#### **Capital Expenditures**

During the six months ended December 31, 2023 and 2022, we had capital asset additions of \$118,000 and \$175,000 in capitalized technology and content development. We will continue to capitalize significant software development costs, comprised primarily of internal payroll, payroll related and contractor costs, as we build out and complete our technology platforms.

#### **Financial Position, Liquidity, and Capital Resources**

##### **Overview**

We are not currently profitable, and we cannot provide any assurance that we will ever be profitable, as indicated by our losses noted above.

During the period from November 14, 2017 (date of incorporation) to September 30, 2020, we raised net proceeds of approximately \$11,760,000 from private placement financing transactions (stock and debt). On September 25, 2020, we completed the Offering of 250,000 shares of our common stock, \$0.0001 par value per share, at an offering price of \$60.00 per share (total net proceeds of approximately \$12.8 million after underwriting discounts, commissions, and other offering costs). On August 2, 2021, we entered into a purchase agreement (the "Purchase Agreement") with Lincoln Park Capital Fund, LLC ("Lincoln Park"), under which, subject to specified terms and conditions, we may sell up to \$16.5 million shares of common stock. Our net proceeds under the Purchase Agreement will depend on the frequency of sales and the number of shares sold to Lincoln Park and the prices at which we sell shares to Lincoln Park. On August 2, 2021, we sold 63,260 shares of our common stock to Lincoln Park in an initial purchase under the Purchase Agreement for a total purchase price of \$1,500,000. We also issued 12,727 shares of our common stock to Lincoln Park as consideration for its irrevocable commitment to purchase our common stock under the Purchase Agreement.

On February 16, 2022, we closed on a public offering of common stock and received approximately \$2.51 million of cash proceeds, net of underwriting discounts, commissions, and other offering costs (Note 6 to the Financial Statements).

On September 1, 2022, we closed on a public offering of common stock and concurrent private placement of warrants and received approximately \$1.85 million of cash proceeds, net of underwriting discounts, commissions, and other offering costs (Note 6 to the Financial Statements).

As of December 31, 2023, our cash and cash equivalent balance totaled \$3.66 million.

The Company is developing its customer base and has not completed its efforts to establish a stabilized source of revenue sufficient to cover its expenses. The Company has had a history of net losses and negative cash flows from operating activities since inception and expects to continue to incur net losses and use cash in its operations in the foreseeable future.

The assessment of the Company's ability to meet its future obligations is inherently judgmental, subjective, and susceptible to change. Based on their current forecast, management believes that it will have sufficient cash and cash equivalents to maintain the Company's planned operations for the next twelve months following the issuance of these financial statements.

#### **Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

The Company is not required to provide the information required by this Item as it is a “smaller reporting company.”

Item 4. Controls and Procedures.

*Evaluation of Disclosure Controls and Procedures*

As of the end of the period covered by this Quarterly Report on Form 10-Q, we carried out an evaluation, under the supervision, and with the participation of, our management, including our Chief Executive Officer (principal executive officer) and our Chief Financial Officer (principal financial and accounting officer), of the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (“Exchange Act”). Based on that evaluation, our management concluded that our disclosure controls and procedures were effective.

*Changes in Internal Controls Over Financial Reporting*

There were no changes in our internal control over financial reporting that occurred during the period ended **December 31, 2023** **March 31, 2024**, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II – OTHER INFORMATION

### Item 1. Legal Proceedings.

None.

### Item 1A. Risk Factors.

Our business, financial condition, results of operations, and cash flows may be impacted by a number of factors, many of which are beyond our control, including those set forth in our Annual Report on Form 10-K, the occurrence of any one of which could have a material adverse effect on our actual results. There have been no material changes in our risk factors from those previously disclosed in our Annual Report on Form 10-K.

#### ***There is substantial doubt about our ability to continue as a going concern.***

The assessment of the Company's ability to meet its future obligations is inherently judgmental, subjective and susceptible to change. Based on their current forecast, management believes that it may not have sufficient cash and cash equivalents to maintain the Company's planned operations for the next twelve months following the issuance of these financial statements.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

### Item 3. Defaults Upon Senior Securities.

None.

### Item 4. Mine Safety Disclosures.

Not applicable.

### Item 5. Other Information.

During the quarter ended **December 31, 2023** **March 31, 2024**, none of our directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408 of Regulation S-K.

Item 6. Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	<a href="#">Certificate of Incorporation of the Registrant</a>	10-Q	001-39553	3.1	November 16, 2020	
3.2	<a href="#">Bylaws of the Registrant</a>	10-Q	001-39553	3.2	November 16, 2020	
31.1	<a href="#">Certification of Chief Executive Officer filed pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a) of the Securities and Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>					X
31.2	<a href="#">Certification of Chief Financial Officer filed pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a) of the Securities and Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>					X
32.1*	<a href="#">Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>					X
32.2*	<a href="#">Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>					X
101.INS	Inline XBRL Instance Document					X
101.SCH	Inline XBRL Taxonomy Extension Schema Document					X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document					X
104	Cover Page Interactive Data File - the cover page from the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2023 is formatted in Inline XBRL					X

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	<a href="#">Certificate of Incorporation of the Registrant</a>	10-Q	001-39553	3.1	November 16, 2020	
3.2	<a href="#">Bylaws of the Registrant</a>	10-Q	001-39553	3.2	November 16, 2020	
31.1	<a href="#">Certification of Chief Executive Officer filed pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a) of the Securities and Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>					X

31.2	<u><a href="#">Certification of Chief Financial Officer filed pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a) of the Securities and Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a></u>	X
32.1*	<u><a href="#">Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a></u>	X
32.2*	<u><a href="#">Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a></u>	X
101.INS	Inline XBRL Instance Document	X
101.SCH	Inline XBRL Taxonomy Extension Schema Document	X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	X
104	Cover Page Interactive Data File - the cover page from the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 is formatted in Inline XBRL	X

\* This certification is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

## SIGNATURES

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

### AMESITE INC.

Date: **February 14, 2024** **May 10, 2024**

By: /s/ Ann Marie Sastry  
Ann Marie Sastry, Ph.D.  
Chief Executive Officer  
(Principal Executive Officer)

Date: **February 14, 2024** **May 10, 2024**

By: /s/ Sherlyn W. Farrell  
Sherlyn W. Farrell  
Chief Financial Officer  
(Principal Financial Officer)  
(Principal Accounting Officer)

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Exhibit 31.1

### CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Ann Marie Sastry, Ph.D., certify that:

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

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 14, May 10, 2024

By: /s/ Ann Marie Sastry, Ph.D.

Ann Marie Sastry, Ph.D.  
Chief Executive Officer  
(Principal Executive Officer)

Exhibit 31.2

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Sherlyn W. Farrell, certify that:

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

February 14, May 10, 2024

By: /s/ Sherlyn W. Farrell

Sherlyn W. Farrell  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

Exhibit 32.1

**CERTIFICATION PURSUANT  
TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Quarterly Report on Form 10-Q of Amesite Inc. for the period ended December 31, 2023 March 31, 2024 (the "Report"), the undersigned hereby certifies in her capacity as Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge and belief, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and  
(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Amesite Inc.

February 14, May 10, 2024

By: /s/ Ann Marie Sastry, Ph.D.

Ann Marie Sastry, Ph.D.

Chief Executive Officer

(Principal Executive Officer)

The certification set forth above is being furnished as an Exhibit solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and is not being filed as part of the Report or as a separate disclosure document of Amesite Inc. or the certifying officers.

Exhibit 32.2

CERTIFICATION PURSUANT  
TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the accompanying Quarterly Report on Form 10-Q of Amesite Inc. for the period ended December 31, 2023 March 31, 2024 (the "Report"), the undersigned hereby certifies in her capacity as Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge and belief, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and  
(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Amesite Inc.

February 14, May 10, 2024

By: /s/ Sherlyn W. Farrell

Sherlyn W. Farrell

Chief Financial Officer

(Principal Financial and Accounting Officer)

The certification set forth above is being furnished as an Exhibit solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and is not being filed as part of the Report or as a separate disclosure document of Amesite Inc. or the certifying officers.

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