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## DELTA REPORT

10-Q

NFT GAMING CO INC.

10-Q - SEPTEMBER 30, 2023 COMPARED TO 10-Q - JUNE 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 473

■ CHANGES 156

■ DELETIONS 132

■ ADDITIONS 185

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☐ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **June 30, 2023** ~~September 30, 2023~~

or

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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

Commission File Number: **001-41620**

**The NFT Gaming Company, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**87-3288897**

(State or other jurisdiction of  
incorporation or organization)

(IRS Employer  
Identification No.)

**101 Eisenhower Pkwy, Suite 300**

**Roseland, New Jersey**

**07068**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(973) 275-7428**

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

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, par value \$0.0001 per share	NFTG	The Nasdaq Stock Market LLC

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 registration 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 ☐

As of **August 14, 2023** ~~November 14, 2023~~, there were 12,072,553 shares of common stock, par value \$0.0001 per share, ~~were~~ **issued and** outstanding.

THE NFT GAMING COMPANY, INC.  
FORM 10-Q  
**JUNE SEPTEMBER 30, 2023**  
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#### CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Any statements in this Quarterly Report on Form 10-Q about our expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and are forward-looking statements. These statements are often, but not always, made through the use of words or phrases such as “believe,” “will,” “expect,” “anticipate,” “estimate,” “intend,” “plan” and “would.” For example, statements concerning financial condition, possible or assumed future results of operations, growth opportunities, industry ranking, plans and objectives of management, markets for our common stock and future management and organizational structure are all forward-looking statements. Forward-looking statements are not guarantees of performance. They involve known and unknown risks, uncertainties and assumptions that may cause actual results, levels of activity, performance or achievements to differ materially from any results, levels of activity, performance or achievements expressed or implied by any forward-looking statement.

Any forward-looking statements are qualified in their entirety by reference to the risk factors discussed throughout this Quarterly Report on Form 10-Q. Some of the risks, uncertainties and assumptions that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include, but are not limited to:

- our ability to obtain additional funds for our operations;
- our financial performance, including our revenues, cost of revenues, operating expenses, and our ability to attain and sustain profitability;
- our ability to attract and retain users;
- our ability to attract and retain advertisers;
- our ability to compete effectively with existing competitors and new market entrants;
- our ability to successfully expand in our existing markets and penetrate new markets;
- 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 ability to effectively manage our growth, and future expenses;
- our ability to maintain, protect, and enhance our intellectual property;
- our ability to comply with modified or new laws and regulations applying to our business, competitors and industry;
- our ability to attract and retain qualified key management and technical personnel; and
- general business and economic conditions, such as inflationary pressures, geopolitical conditions including, but not limited to, the conflict between Russia and the Ukraine, the conflict between Israel and Gaza, and the effects and duration of outbreaks of public health emergencies, such as COVID-19; and
- other risks and uncertainties, including those listed under the caption “Risk Factors.”

The foregoing list sets forth some, but not all, of the factors that could affect our ability to achieve results described in any forward-looking statements. You should read this Quarterly Report on Form 10-Q and the documents that we reference herein and have filed as exhibits to the Quarterly Report on Form 10-Q, completely and with the understanding that our actual future results may be materially different from what we expect. You should assume that the information appearing in this Quarterly Report on Form 10-Q is accurate as of the date hereof. Because the risk factors referred to on page 10 of our Annual Report on Form 10-K for the year ended December 31, 2022 could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made by us or on our behalf, you should not place undue reliance on any forward-looking statements. Further, any forward-looking statement speaks only as of the date on which it is made, and except as required by law, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for us to predict which factors will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. We qualify all of the information presented in this Quarterly Report on Form 10-Q, and particularly our forward-looking statements, by these cautionary statements.

**PART I - FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

THE NFT GAMING COMPANY, INC.  
BALANCE SHEETS

	June 30, 2023 (Unaudited)	December 31, 2022	September 30, 2023 (Unaudited)	December 31, 2022
<b>ASSETS</b>				
<b>CURRENT ASSETS:</b>				
Cash	\$ 1,688,910	\$ 679,781	\$ 764,977	\$ 679,781
Short-term investments, at fair value	3,529,047	-	3,570,888	-
Prepaid expenses and other current assets	116,612	400	79,719	400
Deferred offering costs	-	202,599	-	202,599
Total Current Assets	5,334,569	882,780	4,415,584	882,780
<b>LONG-TERM ASSETS:</b>				
Property and equipment, net			23,941	-
Digital currencies			808	-
Intangible asset, net	-	58,647	-	58,647
Total Long-Term Assets			24,749	58,647
<b>TOTAL ASSETS</b>	<b>\$ 5,334,569</b>	<b>\$ 941,427</b>	<b>\$ 4,440,333</b>	<b>\$ 941,427</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>				
<b>CURRENT LIABILITIES:</b>				
Accounts payable	\$ 182,428	\$ 245,011	\$ 179,852	\$ 245,011
Accrued expenses	94,549	10,683	21,649	10,683
Total Current Liabilities	276,977	255,694	201,501	255,694
Total Liabilities	276,977	255,694	201,501	255,694
<b>Commitments and Contingencies (See Note 6)</b>				
<b>Commitments and Contingencies (See Note 7)</b>				
<b>STOCKHOLDERS' EQUITY:</b>				
Preferred stock; par value \$0.0001; 5,000,000 shares authorized; No shares issued and outstanding on June 30, 2022 and December 31, 2022	-	-		
Common stock; par value \$0.0001: 50,000,000 shares authorized; 12,072,553 and 10,417,846 share issued and outstanding on June 30, 2023 and December 31, 2022, respectively	1,207	1,042		
Preferred stock; par value \$0.0001; 5,000,000 shares authorized; No shares issued and outstanding on September 30, 2022 and December 31, 2022			-	-
Common stock; par value \$0.0001: 50,000,000 shares authorized; 11,998,670 and 10,417,846 share issued and outstanding on September 30, 2023 and December 31, 2022, respectively			1,200	1,042
Additional paid-in capital	8,742,082	2,118,118	8,738,547	2,118,118
Accumulated other comprehensive income (loss)	37,805	-	79,646	-
Accumulated deficit	(3,723,502)	(1,433,427)	(4,580,561)	(1,433,427)
Total Stockholders' Equity	5,057,592	685,733	4,238,832	685,733
Total Liabilities and Stockholders' Equity	\$ 5,334,569	\$ 941,427	\$ 4,440,333	\$ 941,427

See accompanying notes to unaudited financial statements.

THE NFT GAMING COMPANY, INC.  
STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS  
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2023	2022	2023	2022
REVENUES	\$ -	\$ -	\$ -	\$ -
OPERATING EXPENSES:				
Research and development	258,405	220,902	630,574	608,765
General and administrative	615,211	105,650	2,501,612	490,607
Impairment loss	-	-	52,363	-
Total Operating Expenses	873,616	326,552	3,184,549	1,099,372
LOSS FROM OPERATIONS	(873,616)	(326,552)	(3,184,549)	(1,099,372)
OTHER INCOME:				
Interest income	16,557	354	37,415	1,242
Total other income	16,557	354	37,415	1,242
NET LOSS	\$ (857,059)	\$ (326,198)	\$ (3,147,134)	\$ (1,098,130)
COMPREHENSIVE LOSS:				
Net loss	\$ (857,059)	\$ (326,198)	\$ (3,147,134)	\$ (1,098,130)
Other comprehensive gain:				
Unrealized gain on short-term investments	41,841	-	79,646	-
Comprehensive loss	\$ (815,218)	\$ (326,198)	\$ (3,067,488)	\$ (1,098,130)
NET LOSS PER COMMON SHARE:				
Basic and diluted	\$ (0.07)	\$ (0.03)	\$ (0.27)	\$ (0.11)
WEIGHTED AVERAGE COMMON SHARE OUTSTANDING:				
Basic and diluted	12,071,750	10,417,846	11,815,494	10,417,846

  

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2023	2022	2023	2022
REVENUES	\$ -	\$ -	\$ -	\$ -
OPERATING EXPENSES:				
Research and development	267,618	237,368	372,169	387,863
General and administrative	448,620	227,243	1,886,401	384,957
Impairment loss	52,363	-	52,363	-
Total Operating Expenses	768,601	464,611	2,310,933	772,820
LOSS FROM OPERATIONS	(768,601)	(464,611)	(2,310,933)	(772,820)
OTHER INCOME:				
Interest income	14,557	517	20,858	888
Total other income	14,557	517	20,858	888

NET LOSS	<u>\$ (754,044)</u>	<u>\$ (464,094)</u>	<u>\$ (2,290,075)</u>	<u>\$ (771,932)</u>
COMPREHENSIVE LOSS:				
Net loss	\$ (754,044)	\$ (464,094)	\$ (2,290,075)	\$ (771,932)
Other comprehensive gain:				
Unrealized gain on short-term investments	<u>19,649</u>	<u>-</u>	<u>37,805</u>	<u>-</u>
Comprehensive loss	<u>\$ (734,395)</u>	<u>\$ (464,094)</u>	<u>\$ (2,252,270)</u>	<u>\$ (771,932)</u>
NET LOSS PER COMMON SHARE:				
Basic and diluted	<u>\$ (0.06)</u>	<u>\$ (0.04)</u>	<u>\$ (0.20)</u>	<u>\$ (0.07)</u>
WEIGHTED AVERAGE COMMON SHARE OUTSTANDING:				
Basic and diluted	<u>12,104,601</u>	<u>10,417,846</u>	<u>11,685,242</u>	<u>10,417,846</u>

See accompanying notes to unaudited financial statements.

THE NFT GAMING COMPANY, INC.

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
FOR THE THREE AND SIX NINE MONTHS ENDED JUNE SEPTEMBER 30, 2023 AND 2022  
(Unaudited)

	Preferred Stock		Common Stock		Additional		Accumulated Other		Total	Preferred Stock		Common
	# of Shares	Amount	# of Shares	Amount	Paid-in Capital	Subscription Receivable	Comprehensive Income	Accumulated Deficit	Stockholders' Equity	# of Shares	Amount	# of Shares
Balance, December 31, 2022	-	\$ -	10,417,846	\$ 1,042	\$ 2,118,118	\$ -	\$ -	(1,433,427)	\$ 685,733	-	\$ -	10,417,846
Common shares issued for cash	-	-	1,686,755	168	5,755,703	-	-	-	5,755,871	-	-	1,686,755
Accretion of stock option expense	-	-	-	-	870,572	-	-	-	870,572	-	-	-
Accumulated other comprehensive gain - short-term investments	-	-	-	-	-	-	18,156	-	18,156	-	-	-
Net loss	-	-	-	-	-	-	-	(1,536,031)	(1,536,031)	-	-	-
Balance, March 31, 2023	-	-	12,104,601	1,210	8,744,393	-	18,156	(2,969,458)	5,794,301	-	-	12,104,601
Purchase and cancellation of treasury stock	-	-	(32,048)	(3)	(24,238)	-	-	-	(24,241)	-	-	(32,048)
Accretion of stock option expense	-	-	-	-	21,927	-	-	-	21,927	-	-	-
Accumulated other comprehensive gain - short-term investments	-	-	-	-	-	-	19,649	-	19,649	-	-	-
Net loss	-	-	-	-	-	-	-	(754,044)	(754,044)	-	-	-
Balance, June 30, 2023	-	\$ -	12,072,553	\$ 1,207	\$ 8,742,082	\$ -	\$ 37,805	\$ (3,723,502)	\$ 5,057,592	-	-	12,072,553
Purchase and cancellation of treasury stock	-	-	-	-	-	-	-	-	-	-	-	(73,883)
Accretion of stock option expense	-	-	-	-	-	-	-	-	-	-	-	-

	Additional						Accumulated Other			
	Preferred Stock		Common Stock		Paid-in Capital	Subscription Receivable	Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity	
	# of Shares	Amount	# of Shares	Amount						
Balance, December 31, 2021	-	\$ -	10,417,846	\$ 1,042	\$ 2,118,118	\$ (37,500)	\$ -	\$ (12,255)	\$ 2,069,405	
Proceeds from subscriptions receivable	-	-	-	-	-	37,500	-	-	37,500	
Net loss	-	-	-	-	-	-	-	(307,838)	(307,838)	
Balance, March 31, 2022	-	-	10,417,846	1,042	2,118,118	-	-	(320,093)	1,799,067	
Net loss	-	-	-	-	-	-	-	(464,094)	(464,094)	
Balance, June 30, 2022	-	\$ -	10,417,846	\$ 1,042	\$ 2,118,118	\$ -	\$ -	\$ (784,187)	\$ 1,334,973	

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THE NFT GAMING COMPANY, INC.  
STATEMENTS OF CASH FLOWS  
(Unaudited)

	For the Nine Months Ended September 30,	
	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (3,147,134)	\$ (1,098,130)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization expense	6,968	1,047
Stock-based compensation	914,426	-
Impairment loss	52,363	-
Change in operating assets and liabilities:		
Prepaid expenses and other current assets	(79,319)	(2,415)
Accounts payable	(65,967)	188,724
Accrued expenses	10,966	5,898
NET CASH USED IN OPERATING ACTIVITIES	(2,307,697)	(904,876)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of short-term investments	(3,491,242)	-
Increase in capitalized internal-use software development costs	(24,625)	-
Purchase of intangible asset	-	(62,836)
NET CASH USED IN INVESTING ACTIVITIES	(3,515,867)	(62,836)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from the sale of common stock	5,958,470	-
Proceeds from subscriptions receivable	-	37,500
Payment of deferred offering costs	-	(169,409)
Purchase and cancellation of treasury shares	(49,710)	-
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	5,908,760	(131,909)
NET INCREASE (DECREASE) IN CASH	85,196	(1,099,621)
CASH, beginning of period	679,781	2,078,141
CASH, end of period	\$ 764,977	\$ 978,520
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid for:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Reclassification of deferred offering costs to equity	\$ 202,599	\$ -
Unrealized gain on short-term investments	\$ 79,646	\$ -
Increase in digital currency and accounts payable	\$ 808	\$ -
	For the Six Months Ended June 30,	
	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (2,290,075)	\$ (771,932)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization expense	6,284	-
Stock-based compensation	892,499	-

Impairment loss	52,363	-
Change in operating assets and liabilities:		
Prepaid expenses and other current assets	(116,212)	(4,430)
Accounts payable	(62,583)	183,235
Accrued expenses	83,866	5,591
NET CASH USED IN OPERATING ACTIVITIES	(1,433,858)	(587,536)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of short-term investments	(3,491,242)	-
NET CASH USED IN INVESTING ACTIVITIES	(3,491,242)	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from the sale of common stock	5,958,470	-
Proceeds from subscriptions receivable	-	37,500
Payment of deferred offering costs	-	(145,846)
Purchase and cancellation of treasury shares	(24,241)	-
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	5,934,229	(108,346)
NET INCREASE (DECREASE) IN CASH	1,009,129	(695,882)
CASH, beginning of period	679,781	2,078,141
CASH, end of period	\$ 1,688,910	\$ 1,382,259
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid for:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Reclassification of deferred offering costs to equity	\$ 202,599	\$ -
Unrealized gain on short-term investments	\$ 37,805	\$ -

See accompanying notes to unaudited financial statements.

**THE NFT GAMING COMPANY, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**June September 30, 2023**  
**(Unaudited)**

**NOTE 1 – NATURE OF OPERATIONS**

The NFT Gaming Company, Inc. (the “Company”) was incorporated in the state of Wyoming on October 27, 2021 (“Inception”). On March 30, 2022, the Company reincorporated to the State of Delaware pursuant to a Plan of Conversion approved by the Board of Directors and a majority of the shareholders. The Company develops, designs, acquires, and manages games that offer affordable non-fungible tokens (NFTs) for unique and exclusive features, rewards, and opportunities. In addition to developing proprietary games, the Company's platform will onboard third-party game publishers and provide access to blockchain and NFT architecture, product experiences, exclusive content, and revenue opportunities.

On March 29, 2022, the Board of Directors of the Company approved, subject to shareholder approval, a Plan of Conversion, pursuant to which the Company will convert from a corporation incorporated under the laws of the State of Wyoming to a corporation incorporated under the laws of the State of Delaware (the “Reincorporation”), and such approval includes the adoption of the Certificate of Incorporation (the “Delaware Certificate”) and the Bylaws (the “Delaware Bylaws”) for the Company under the laws of the State of Delaware, under the name, “The NFT Gaming Company, Inc.,” to become effective with the effectiveness of the Reincorporation. On March 29, 2022, we received majority shareholder approval. On March 30, 2022, the Company completed the Reincorporation by filing the Delaware Certificate with the State of Delaware.

On September 7, 2022, a majority of the Company shareholders granted discretionary authority to the Company's Board of Directors to amend the Company's Certificate of Incorporation to effect one or more consolidations of the Company's issued and outstanding shares of common stock, pursuant to which the shares of common stock would be combined and reclassified into on the basis of one share of common stock for each 1.33 shares of the Company's common stock then issued and outstanding (the “Reverse Stock Split”).

On November 4, 2022, the Company filed a Certificate of Amendment to the Amended and Restated Articles of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware to effect a 1-for-1.33 Reverse Stock Split with respect to the outstanding shares of the Company's common stock. The Certificate of Amendment became effective on November 4, 2022. The Reverse Stock Split was deemed effective at the open of business on November 4, 2022. All share and per share data in the accompanying financial statements have been retroactively adjusted to reflect the effect of the reverse stock split.

**Liquidity**

The accompanying financial statements have been prepared on the basis of continuity of operations, realization of assets and the satisfaction of liabilities and commitments in the ordinary course of business.

Liquidity is the ability of a company to generate funds to support its current and future operations, satisfy its obligations, and otherwise operate on an ongoing basis. On June 30, 2023 July 10, 2023, the Company received written notice from Nasdaq that the Company was not in compliance with Nasdaq Listing Rule 5550(a)(2), as the minimum bid price of our common stock had been below \$1.00 per share for 30 consecutive business days. In accordance with Nasdaq Listing Rule 5810, the Company has a cash balance period of \$1,688,910, had short-term investments 180 calendar days, or until January 6, 2024, to regain compliance with the minimum bid price requirement. To regain compliance, the closing bid price of \$3,529,047, and had working capital of \$5,057,592. On February 17, 2023 the Company's common stock must meet or exceed \$1.00 per share for at least 10 consecutive business days during this 180-calendar day period. In the event the Company does not regain compliance by January 6, 2024, the Company completed may be eligible for an initial public offering (“IPO”) additional 180 calendar day grace period if it meets the continued listing standards, with the exception of bid price, for The Nasdaq Capital Market, and sold 1,686,755 shares the Company provides written notice to Nasdaq of its common stock intention to cure the deficiency during the second compliance period. If the Company does not qualify for or fails to regain compliance during the second compliance period, then Nasdaq will notify the Company of its determination to delist its Common Stock, at which point the Company would have an option to appeal the delisting determination to a price to the public of \$4.15 per share for gross proceeds of \$7,000,000. Nasdaq hearings panel. The Company received net proceeds intends to actively monitor the closing bid price of \$5,958,470 which is net of offering related expenses paid its Common Stock and may, if appropriate, consider implementing available options to regain compliance with proceeds of \$1,041,530. The Company also reclassified \$202,559 of deferred offering costs as of December 31, 2022 to additional paid in capital upon completing the IPO which resulted in total net proceeds, after equity issuance costs, of \$5,755,871. During minimum bid price under the six months ended June 30, 2023, the Company used net cash in operations of \$1,433,858 and purchased liquid short-term investments of \$3,491,242. Until such time that the Company implements its growth strategy, it expects to continue to generate operating losses in the foreseeable future, mostly due to corporate overhead and costs of being a public company. The Company believes that its existing working capital and cash on hand will provide sufficient cash to enable the Company to meet its operating needs and debt requirements for the next twelve months from the issuance date of this report. Nasdaq Listing Rules.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

This summary of significant account policies of the Company is presented to assist in understanding the Company's financial statements. The financial statements and the notes are the representation of the Company's management, who are responsible for their integrity and objectivity. These accounting policies conform to U.S. generally accepted accounting principles (“US GAAP”) and have been consistently applied in the preparation of the financial statements.

Management acknowledges its responsibility for the preparation of the accompanying unaudited financial statements which reflect all adjustments, consisting of normal recurring and non-recurring adjustments, considered necessary in its opinion for a fair statement of its financial position and the results of its operations for the periods presented.

**THE NFT GAMING COMPANY, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**June 30, 2023**  
**(Unaudited)**

The accompanying unaudited financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (the "U.S. GAAP") for interim financial information and with the instructions Article 8-03 of Regulation S-X. Operating results for interim periods are not necessarily indicative of results that may be expected for the fiscal year as a whole. Certain information and note disclosure normally included in financial statements prepared in accordance with U.S. GAAP has been condensed or omitted from these statements pursuant to such accounting principles and, accordingly, they do not include all the information and notes necessary for comprehensive financial statements. These unaudited financial statements should be read in conjunction with the summary of significant accounting policies and notes to the consolidated financial statements for the year ended December 31, 2022 included in the Company's Annual Report on Form 10-K as filed with the Securities and Exchange Commission on March 31, 2023.

THE NFT GAMING COMPANY, INC.  
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## Liquidity

The accompanying financial statements have been prepared on the basis of continuity of operations, realization of assets and the satisfaction of liabilities and commitments in the ordinary course of business.

Liquidity is the ability of a company to generate funds to support its current and future operations, satisfy its obligations, and otherwise operate on an ongoing basis. On September 30, 2023, the Company had a cash balance of \$764,977, had short-term investments of \$3,570,888, and had working capital of \$4,214,083. On February 17, 2023, the Company completed an initial public offering ("IPO") and sold 1,686,755 shares of its common stock at a price to the public of \$4.15 per share for gross proceeds of \$7,000,000. The Company received net proceeds of \$5,958,470 which is net of offering related expenses paid with proceeds of \$1,041,530. The Company also reclassified \$202,559 of deferred offering costs as of December 31, 2022 to additional paid in capital upon completing the IPO which resulted in total net proceeds, after equity issuance costs, of \$5,755,871. During the nine months ended September 30, 2023, the Company used net cash in operations of \$2,307,697 and purchased liquid short-term investments of \$3,491,242. Until such time that the Company implements its growth strategy, it expects to continue to generate operating losses in the foreseeable future, mostly due to corporate overhead and costs of being a public company. The Company believes that its existing working capital and cash on hand will provide sufficient cash to enable the Company to meet its operating needs and debt requirements for the next twelve months from the issuance date of this report.

## Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates in the accompanying financial statements include valuation of intangible assets and other long-lived assets, estimates of deferred tax valuation allowances and the fair value of stock options issued for services.

## Fair Value Measurements and Fair Value of Financial Instruments

The Company analyzes all financial instruments with features of both liabilities and equity under the Financial Accounting Standard Board's (the "FASB") accounting standard for such instruments. Under this standard, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company identified the following assets or liabilities that are required to be presented on the balance sheet at fair value in accordance with Accounting Standards Codification ("ASC") Topic 820.

The following table represents the Company's fair value hierarchy of its financial assets and liabilities measured at fair value on a recurring basis as of June 30, 2023, September 30, 2023 and December 31, 2022.

Description	June 30, 2023			December 31, 2022			September 30, 2023			December 31, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Short-term investments	\$ 3,529,047	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,570,888	\$ -	\$ -	\$ -	\$ -	\$ -

The Company's short-term investments are level 1 measurements and are based on redemption value at each date.

The carrying amounts reported in the balance sheets for cash, prepaid expenses and other current assets, deferred offering costs, accounts payable, and accrued expenses approximate their fair market value based on the short-term maturity of these instruments.

## Cash and Cash Equivalents

For purposes of the statements of cash flows, the Company considers all highly liquid instruments with a maturity of three months or less at the purchase date and money market accounts to be cash equivalents. The Company has no cash equivalents as of June 30, 2023, September 30, 2023 and December 31, 2022.

The Company's cash is held at major commercial banks, which may at times exceed the Federal Deposit Insurance Corporation ("FDIC") limit. To date, the Company has not experienced any losses on its invested cash. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows.

On June 30, 2023, September 30, 2023, the Company had approximately \$1,171,000, \$437,000 of cash in excess of FDIC limits of \$250,000.

## Short-Term Investments

The Company's portfolio of short-term investments consists of marketable debt securities which are comprised solely of rated U.S. government securities with maturities of more than three months, but less than one year. The Company classifies these as available-for-sale at purchase date and will reevaluate such designation at each period end date. The Company may sell these marketable debt securities prior to their stated maturities depending upon changing liquidity requirements. These debt securities are classified as current assets in the consolidated balance sheet and recorded at fair value, with unrealized gains or losses included in accumulated other comprehensive income (loss) on the balance sheet and as a component of the consolidated statements of comprehensive loss. Gains and losses are recognized when realized. Gains and losses are determined using the specific identification method and are reported in other income (expense), net in the consolidated statements of operations.

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An impairment loss may be recognized when the decline in fair value of the debt securities is determined to be other-than-temporary. The Company evaluates its investments for other-than-temporary declines in fair value below the cost basis each quarter, or whenever events or changes in circumstances indicate that the cost basis of the short-term investments may not be recoverable. The evaluation is based on a number of factors, including the length of time and the extent to which the fair value has been below the cost basis, as well as adverse conditions related specifically to the security, such as any changes to the credit rating of the security and the intent to sell or whether the Company will more likely than not be required to sell the security before recovery of its amortized cost basis.

The Company recorded \$19,649 \$41,841 and \$37,805 \$79,646 of unrealized gains as a component of other comprehensive loss for the three and six nine months ended June 30, 2023 September 30, 2023. The Company did not recognize any gains or losses on short-term investments for the six nine months ended June 30, 2022 September 30, 2022.

**Accounting for Digital Currencies and Other Digital Assets**

The Company accounts for digital currencies and other digital assets as indefinite-lived intangible assets and accounts for them at historical cost in accordance with ASC 350, Intangibles — Goodwill and Other. Indefinite-lived intangible assets are not subject to amortization but rather evaluated for impairment annually and more frequently, if events or circumstances change that indicate that it is more likely than not that the asset is impaired (i.e., if an impairment indicator exists). As a result, the Company only recognizes decreases in the value of its digital currencies and other digital assets, and any increase in value will be recognized only upon disposition. The Company plans to dispose of cryptocurrency received as a form of payment into fiat currency and anticipates ownership of cryptocurrency to be minimal. As of September 30, 2023, the Company's digital currencies consisted of 1,565 units of Polygon (MATIC), an Ethereum token. The Company held no such indefinite-lived intangible assets digital currencies as of June 30, 2023 December 31, 2022.

**Property and December 31, 2022. Equipment**

**Capitalized Software Costs** Property and equipment are stated at cost and are depreciated using the straight-line method over their estimated useful lives. Maintenance and repairs are charged to expense as incurred. When assets are retired or disposed of, the cost and accumulated depreciation are removed from the accounts, and any resulting gains or losses are included in income in the year of disposition. The Company examines the possibility of decreases in the value of these assets when events or changes in circumstances reflect the fact that their recorded value may not be recoverable.

Property and equipment includes capitalized internal-use software development costs. Costs incurred to develop internal-use software, including game development, are expensed as incurred during the preliminary project stage. Internal-use software development costs are capitalized during the application development stage, which is after: (i) the preliminary project stage is completed; and (ii) management authorizes and commits to funding the project and it is probable the project will be completed and used to perform the function intended. Capitalization ceases at the point the software project is substantially complete and ready for its intended use, and after all substantial testing is completed. Upgrades and enhancements are capitalized if it is probable that those expenditures will result in additional functionality. Amortization is provided for on a straight-line basis over the expected useful life of the internal-use software development costs and related upgrades and enhancements, which currently is three years. When existing software is replaced with new software, the unamortized costs of the old software are expensed when the new software is ready for its intended use. Through June 30, 2023 During the three months ended September 30, 2023, no internal-use software development costs of \$24,625 have been capitalized. capitalized into property and equipment and are being amortized over 36 months.

**Intangible Assets**

Intangible assets, consisting of software licenses and technology licenses, are carried at cost less accumulated amortization, computed using the straight-line method over the estimated useful life of 5 years, less any impairment charges. During the six nine months ended June 30, 2023 September 30, 2023, the Company recorded an impairment loss of \$52,363 (see Note 4) 5).

**Income Taxes**

Deferred income taxes are provided using the liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of the changes in tax laws and rates of the date of enactment.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheets along with any associated interest and penalties that would be payable to the taxing authorities upon examination. Applicable interest and penalties associated with unrecognized tax benefits are classified as additional income taxes in the statements of operations.

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**Revenue Recognition**

The Company follows Accounting Standards Codification ("ASC") Topic 606, Revenue from Contracts with Customers ("ASC 606"). This standard establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most of the existing revenue recognition guidance. ASC 606 requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services and also requires certain additional disclosures.

The Company plans to generate revenue from the following sources:

- We plan to generate revenue from the sale of our in-game NFTs to our customers via our platform. Revenue generated from such sales, either directly as a sale of our in-game NFTs or indirectly as commission, will be recognized upon delivery of the in-game NFT to the customer, which is when the Company completes its sole performance obligation. We will sell our in-game NFTs for a fixed US dollar price (USD). Through a third-party payment service provider, the customer will have the option to pay for the NFT by using digital currencies, which includes Bitcoin or Ethereum. If payment is made in digital currency, the customer will send the USD equivalent amount of the digital currency to our custodial wallet via a third-party payment service provider, and revenue will be recorded using the fixed US dollar transaction price charged for the NFT. Upon conversion of the digital currency to USD, we will recognize a gain or loss equal to the difference between the fixed USD transaction price that we charged, and the amount of USD received at the time of conversion. See *Accounting for Digital Currencies and Other Digital Assets* above. NFTs are automatically delivered to the customer via smart contract at the time of sale or minting. As it is a simultaneous process, our performance obligation has been met in accordance with ASC 606 upon the customer remitting payment for the NFT. In the unlikely case of force majeure and the NFT has not been delivered, we will recognize a contract liability until such time that the performance obligation has been met. Fees incurred by us, including network fees, will be netted against such NFT revenues. Accordingly, NFT revenues will be reflected net of the related expenses.
- The Company plans to generate revenue from advertising fees paid by game advertisers, developers, hardware companies, or other strategic partners to the Company for promotion on our platform. Revenues from these fees will be recognized ratably over the agreed upon advertising service period and upon delivery of agreed upon advertising services.
- We plan to generate royalty revenues when a third party sells one of our NFTs on a third-party platform. We will recognize royalty revenue when it is probable that we will collect the royalty fee owed which is typically when we receive notification from the third-party platform that an NFT has been sold. In the instance where the Company will receive royalty payments when a customer disposes of an in-game NFT in the secondary market on a third-party platform or any other payment that is not in fiat currency, the Company will recognize the revenue in accordance with ASC 606-10-32-21, Noncash Consideration. Fair value of the non-cash consideration received shall be determined by using the quoted price for such non-cash consideration on the date of the transaction.
- When a third-party publisher sells an NFT created using our platform via our smart contracts, we will receive a commission. Since they would use our same smart contract, the delivery and performance obligations are simultaneous with payment. We will recognize commission revenue upon delivery of the NFTs.
- We will generate transaction fee revenues from our customers which shall equal the network fees charged by the Polygon blockchain at the time of minting. Fees incurred by us, including Polygon Network (MATIC) and other NFT transaction costs, will be netted against such transaction fee revenues and transaction fees revenue will be reflected net of the related expenses. Currently, transaction fees are negligible. Transaction fee revenues and related costs shall be recognized on the date of the respective transaction.

Each type of revenue source will be specifically identifiable and revenue shall be recognized based on our respective revenue recognition policy. We will not generate variable revenues under NFT contracts because our NFTs are priced in USD. All revenues generated by the Company shall be recognized in accordance with ASC Topic 606, "Revenue from Contracts with Customers."

**Research and Development**

Research and development costs incurred in the development of the Company's products are expensed as incurred and include costs such as labor and outside development costs, software license fees, materials, and other allocated costs incurred.

**Net Loss per Share**

The Company computes net loss per share in accordance with ASC 260-10, "Earnings Per Share." The basic net loss per common share is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted net loss per share gives effect to all dilutive potential common shares outstanding during the period using the "as if converted" basis.

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Pursuant to ASC 260-10-45, basic loss per common share is computed by dividing net loss attributable to common stockholders by the weighted average number of shares of common stock outstanding for the period presented. Diluted loss per share is computed by dividing net loss attributable to common stockholders by the weighted average number of shares of common stock, common stock equivalents and potentially dilutive securities outstanding during the period.

The following were excluded from the computation of diluted shares outstanding as they would have had an anti-dilutive impact on the Company's net loss.

	June 30,		September 30,	
	2023	2022	2023	2022
Common stock equivalents:				
Warrants	1,686,747	-	1,686,747	-
Stock options	460,000	-	460,000	-
Total	2,146,747	-	2,146,747	-

**Recent Accounting Pronouncements**

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

**NOTE 3 – SHORT-TERM INVESTMENTS**

On June 30, 2023 September 30, 2023, the Company's short-term investments consisted of the following:

	Cost	Unrealized Gain	Fair Value	Cost	Unrealized Gain	Fair Value
US Treasury bills	\$ 3,491,242	\$ 37,805	\$ 3,529,047	\$ 3,491,242	\$ 79,646	\$ 3,570,888
Total short-term investments	\$ 3,491,242	\$ 37,805	\$ 3,529,047	\$ 3,491,242	\$ 79,646	\$ 3,570,888

**NOTE 4 – PROPERTY AND EQUIPMENT**

On September 30, 2023 and December 31, 2022, property and equipment consist of the following:

	Useful life	September 30, 2023	December 31, 2022
Capitalized internal-use software development costs	3 years	\$ 24,625	\$ -
Less: accumulated amortization		(684)	-
		\$ 23,941	\$ -

For the nine months ended September 30, 2023, amortization of intangible assets amounted to \$684.

**NOTE 5 – INTANGIBLE ASSET**

On June 30, 2023 September 30, 2023 and December 31, 2022, intangible asset consisted of the following:

	Useful life	June 30, 2023	December 31, 2022	Useful life	September 30, 2023	December 31, 2022
License	5 years	\$ -	\$ 62,836	5 years	\$ -	\$ 62,836
Less: accumulated amortization		-	(4,189)		-	(4,189)
		\$ -	\$ 58,647		\$ -	\$ 58,647

On August 29, 2022, the Company entered into a Software and Patent License Agreement (the "License Agreement") with Columbia University ("Columbia"), whereby the Company obtained a license from Columbia with respect to software and intellectual property rights and patents. In connection with the License Agreement, Columbia granted to the Company a royalty-bearing, exclusive, worldwide, non-transferable license under the licensed software and licensed patents, as defined in the License Agreement, to discover, develop, manufacture, have made, use, sell, offer to sell, have sold, import, export, distribute, rent or lease licensed products and copy, use, modify, and create derivative works from licensed software and technical information during the term of the License Agreement. The licensed documentation, licensed software, and licensed patents will be used facilitate a "certificate of authentication" capability for image and video assets to prevent fraudulent activity. This will allow us to certify the image is unaltered in an externally available and trusted way and for a chain-of-trust architecture to be implemented within our system. The technology will also allow us to add an extra validation layer as well as track manipulation of our NFT assets. This will further provide increased trust in our gaming partners to use our platform and provide additional validation and control of third-party assets integrated into our platform.

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In consideration of the Licenses granted under this License Agreement, the Company paid or was to pay to Columbia fees and royalties as follows:

- 1) License Fee: A non-refundable, non-recoverable and non-creditable license fee in the sum of \$25,000 was paid to Columbia within 30 days of the effective date of August 29, 2022;
- 2) Revenue-based Milestone Payments including non-refundable, nonrecoverable and non-creditable milestone payments;
- 3) Royalties: Non-refundable, non-recoverable and non-creditable running royalty on all Licensed Products that are Sold by Company, its Affiliates and Sublicenses, or as otherwise used in to generate Gross Revenue during the term of this Agreement;
- 4) Fees and expenses: In connection with the License, the Company paid Columbia \$30,704 to cover and expenses and paid professional fees of \$7,132. These fees and expenses were capitalized into intangible assets on the accompany balance sheets.
- 5) Win-State Payments: In the event of the Company's success results in significant shareholder value appreciation after as Initial Financing ("Initial Financing" being the first bona fide equity financing of the Company after the Effective Date that results in gross proceeds to the Company of at least \$500,000), the Company will make a number of valuation dependent Win-State Payments" to Columbia in connection with a financing or sale (each such transaction a Transaction").

On August 9, 2023 and effective August 1, 2023, the Company and Columbia University agreed to the termination of the Software and Patent License Agreement between the Company and The Trustees of Columbia University in the City of New York, dated August 29, 2022. Based on management's analysis, the Company determined the Licenses were not commercially viable in the current competitive landscape. The termination of the Agreement will not have any impact of the Company's future revenues. Accordingly, as of June 30, 2023 September 30, 2023, the Company wrote off the remaining unamortized book value of the intangible asset of \$52,363, and during the six nine months ended June 30, 2023 September 30, 2023, recorded an impairment loss of \$52,363, which is included in operating expenses on the accompany statement of operations and comprehensive loss.

For the six nine months ended June 30, 2023 September 30, 2023, amortization of intangible assets, prior to the impairment loss, amounted to \$6,284.

**NOTE 5 - 6 - STOCKHOLDERS' EQUITY**

**Preferred Stock**

The Company is authorized to issue 5,000,000 shares of its \$0.0001 par value preferred stock. The Company's board of directors will have the authority to fix and determine the relative rights and preferences of preferred shares, as well as the authority to issue such shares, without further stockholder approval. As of June 30, 2023 September 30, 2023 and December 31, 2022, no preferred shares have been designated and no preferred shares were issued and outstanding.

**Common Stock**

Subscriptions receivable of \$37,500 were collected in January 2022.

**2023 Stock Repurchase Plan**

On March 20, 2023, the Board of Directors of the Company approved a stock repurchase program authorizing the purchase of up to \$500,000 of the Company's common stock until December 31, 2023 (the "2023 Stock Repurchase Program"). In connection with the 2023 Stock Repurchase Program, during the six nine months ended June 30, 2023 September 30, 2023, the Company purchased and cancelled 32,048 105,931 shares of its common stock for \$24,241, \$49,710, or at an average price of \$0.756 \$0.469 per share.

**Initial Public Offering**

On February 17, 2023, the Company completed the IPO and sold 1,686,755 shares of its common stock at a price to the public of \$4.15 per share for gross proceeds of \$7,000,000. The Company received net proceeds of \$5,958,470 which is net of offering expenses of \$1,041,530. Additionally, the Company reclassified deferred offering costs of \$202,599 which were paid and deferred as of December 31, 2022 to additional paid in capital as equity issuance costs. In connection with the IPO, the Company issued 1,686,747 warrants to the placement agent. The warrants are exercisable at \$4.565 per share and expire on February 14, 2028. The fair value of these warrant of \$3,657,258 was estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions: dividend yield of 0%; expected volatility of 69.8%; risk-free interest rate of 4.03%; and an estimated holding period of 5 years. These warrants had no financial statement impact as they were considered to be equity issuance costs.

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**2022 Equity Incentive Plan**

On March 30, 2022, the Company's Board of Directors authorized and adopted the 2022 Equity Incentive Plan (the "2022 Plan") and reserved 2,500,000 shares of common stock for issuance thereunder. The 2022 Plan was approved by shareholders on March 30, 2022. The 2022 Plan's purpose is to encourage ownership in the Company by employees, officers, directors and consultants whose long-term service the Company considers essential to its continued progress and, thereby, encourage recipients to act in the stockholders' interest and share in the Company's success. The 2022 Plan provides for the issuance of incentive stock options, non-statutory stock options, stock appreciation rights ("SARs"), restricted stock, restricted stock units ("RSUs"), and other stock-based awards.

**Stock Options**

On February 14, 2023, the Company granted aggregate stock options to purchase 400,000 of the Company's common stock at an exercise price of \$4.15 per share to the Company's chief executive officer, an executive officer, and employee and consultants pursuant to the 2022 Equity Incentive Plan. The grant date of the stock options was February 14, 2023 and the options expire on February 14, 2033. The options vest as to (i) 340,000 of such options on February 14, 2023; and (ii) the remaining 60,000 options vest quarterly (5,000 each quarter) beginning on May 14, 2023 and each quarter thereafter through February 14, 2026. The stock options were valued at \$1,023,290 on the grant date using a Black-Scholes option pricing model which will be recognized as stock-based compensation expense over the vesting period.

On March 6, 2023, the Company granted stock options to purchase 60,000 of the Company's common stock at an exercise price of \$4.15 per share to the Company's board of directors pursuant to the 2022 Equity Incentive Plan. The grant date of the stock options was March 6, 2023 and the options expire on March 6, 2028. The options vest on the one-year anniversary of the stock option grant on March 6, 2024. The stock options were valued at the grant date using a Black-Scholes option pricing model which will be recognized as stock-based compensation expense over the vesting period. The stock options were valued at \$33,972 on the grant date using a Black-Scholes option pricing model which will be recognized as stock-based compensation expense over the vesting period.

The stock options were valued at the grant date using a Black-Scholes option pricing model with the following assumptions: risk-free interest rates ranging from 3.95% to 4.0%, expected dividend yield of 0%, expected option term of three to six years using the simplified method, and expected volatilities ranging from 68.8% to 71.6% based on the calculated volatility of comparable companies.

During the six nine months ended June 30, 2023 September 30, 2023, the Company recognized total stock-based expenses related to stock options of \$892,499 \$914,426 which has been reflected in general and administrative expenses on the unaudited statements of operations and comprehensive loss. A balance of \$164,762 \$142,835 remains to be expensed over future vesting periods related to unvested stock options issued for services to be expensed over a weighted average period of 2.44 years.

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)
Balance on December 31, 2022	-	\$ -	-	-	\$ -	-
Granted	460,000	4.15	-	460,000	4.15	-
Balance on June 30, 2023	460,000	\$ 4.15	8.99			
Options exercisable on June 30, 2023	345,000	\$ 4.15	9.64			
Balance on September 30, 2023				460,000	\$ 4.15	8.74
Options exercisable on September 30, 2023				350,000	\$ 4.15	9.38
Weighted average fair value of options granted during the period	-	\$ 2.30	-	-	\$ 2.30	-

On June 30, 2023 September 30, 2023, the aggregate intrinsic value of options outstanding was \$0.

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**Stock Warrants**

In connection with the IPO, the Company issued 1,686,747 fully vested warrants to the placement agent. The warrants are exercisable at \$4.565 per share and expire on February 14, 2028. The warrants were considered equity issuance costs; therefore, there was no financial statement impact for the grant during the six nine months ended June 30, 2023 September 30, 2023.

Warrant activity for the six nine months ended June 30, 2023 September 30, 2023 are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Balance Outstanding, December 31, 2022	-	\$ -	-	-	-	\$ -	-	-
Granted	1,686,747	4.565	-	-	1,686,747	4.565	-	-
Balance Outstanding, June 30, 2023	1,686,747	\$ 4.565	4.63	-				
Exercisable, June 30, 2023	1,686,747	\$ 4.565	4.63	-				
Balance Outstanding, September 30, 2023					1,686,747	\$ 4.565	4.38	-
Exercisable, September 30, 2023					1,686,747	\$ 4.565	4.38	-

**NOTE 67 - COMMITMENTS AND CONTINGENCIES**

**Employment Agreement**

On February 17, 2023, the Company entered into an executive employment agreement with Vadim Mats, the Company's Chief Executive Officer (CEO) in connection with the Company's initial public offering (the "IPO"). The term of the agreement will continue for one (1) year from the date of execution and automatically renews for successive one (1) year periods at the end of each term until either party delivers written notice of their intent not to review at least 90 days prior to the expiration of the then effective term. Pursuant to the agreement, Mr. Mats shall receive a base salary at the annual rate of \$400,000 payable in equal installments in accordance with the Company's standard payroll policies. Additionally, on February 14, 2023, the board of directors approved the issuance of stock options, with immediate vesting, to Mr. Mats to purchase up to 200,000 shares of common stock under the Company's 2022 Equity Incentive Plan (see Note 5) 6). Mr. Mats shall also be eligible to receive an annual cash bonus in an amount up to 2x his then-current base salary if the Company meets or exceeds criteria to be adopted by the compensation committee annually.

**License Agreement**

See Note 45 for commitments with Columbia University pursuant to a License Agreement.

**NOTE 7 - SUBSEQUENT EVENTS**

**NASDAQ Notice**

On July 10, 2023, the Company received written notice from Nasdaq that the Company was not in compliance with Nasdaq Listing Rule 5550(a)(2), as the minimum bid price of our common stock had been below \$1.00 per share for 30 consecutive business days. In accordance with Nasdaq Listing Rule 5810, the Company has a period of 180 calendar days, or until January 6, 2024, to regain compliance with the minimum bid price requirement. To regain compliance, the closing bid price of the Company's common stock must meet or exceed \$1.00 per share for at least 10 consecutive business days during this 180-calendar day period. In the event the Company does not regain compliance by January 6, 2024, the Company may be eligible for an additional 180 calendar day grace period if it meets the continued listing standards, with the exception of bid price, for The Nasdaq Capital Market, and the Company provides written notice to Nasdaq of its intention to cure the deficiency during the second compliance period. If the Company does not qualify for or fails to regain compliance during the second compliance period, then Nasdaq will notify the Company of its determination to delist its Common Stock, at which point the Company would have an option to appeal the delisting determination to a Nasdaq hearings panel. The Company intends to actively monitor the closing bid price of its Common Stock and may, if appropriate, consider implementing available options to regain compliance with the minimum bid price under the Nasdaq Listing Rules.

**Cancellation of License Agreement with Columbia**

On August 9, 2023, the Company and Columbia University agreed to the termination of the Software and Patent License Agreement between the Company and The Trustees of Columbia University in the City of New York, dated August 29, 2022 (see Note 4).

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and plan of operations together with "Summary Financial Data" and our financial statements and the related notes appearing elsewhere in this Quarterly Report on Form 10-Q, 10-Q and the audited financial statements and related notes for the year ended December 31, 2022 included in our Annual Report on Form 10-K filed with the Securities Exchange Commission, or SEC. 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 discussed below. Factors that could cause or contribute to such differences include, but are not limited to, those identified below, and those discussed in the section titled "Risk Factors" included in our Annual Report on Form 10-K as filed with the SEC. All amounts in this report are in U.S. dollars, unless otherwise noted.

### Overview

We are developing a gaming platform, called "Gaxos," founded with a vision to develop, design, acquire, and manage conventional games and to combine these games with unconventional game mechanisms, such as the ability to create and mint unique in-game features, such as skins, characters, weapons, gear, levels, and virtual lands, in the form of non-fungible tokens, or "NFTs," that will allow users to have unique experiences and more control over in-game assets.

We plan to initially launch our own proprietary games that are simple and fun to play, and that offer gamers the ability to mint their own affordable NFTs, with unique and exclusive features, that can be utilized across the network of games and platform that we plan to build. As of September 30, 2023, we launched two games, Space Striker AI and Brawl Bots. Space Striker AI allows players to engage in a captivating storyline and exciting retro shooting space action in the players AI-generated spaceship. Player can fuse crystals to upgrade their ship parts to craft, clash and conquer the galaxy all within a dynamic free-to-play economy with optional NFT elements for an expanded experience. Brawl Bots immerses users in high-octane battles in real time against other players, in solo play or teams. Each player gets to control their own exclusive Bot character, ensuring a personalized gaming experience.

NFTs are digital assets that can represent a unique real-world asset, such as art, music, in-game items or videos. Our NFTs are most commonly powered by smart contracts on the Polygon blockchain. Polygon is a "layer two" scaling solution that runs along the Ethereum blockchain. Ethereum is blockchain, a decentralized blockchain platform that establishes a peer-to-peer network that securely executes and verifies application code, called smart contracts. "Smart contracts" is a term used to describe computer code that automatically executes all or parts of an agreement and is stored on a blockchain-based platform. In the case of in-game NFTs, these NFTs generally can be images, skins, virtual real estate, pets, or other items that can be owned and held in a digital or crypto wallet. A digital or crypto wallet is a software-based system that securely stores users' cryptocurrency and NFTs and communicates with the blockchain. Currently, NFTs are being used to sell a wide range of virtual collectibles, including:

- virtual sports trading cards and video clips;
- music and album cover art;
- art, memes or other digital images;
- in-game assets; and
- virtual real estate, fashion, and other real-world representations in the metaverse, a virtual-reality space in which users can interact with a computer-generated environment and other users.

Our goal is to develop a robust digital gaming platform, called "Gaxos," that brings together gamers, developers and publishers, offering them the ability to augment their games and gaming experiences with unique and exclusive features, as well as the opportunity to earn rewards and participate in other opportunities. The Platform is intended to include a wide variety of games that span various genres, including role-playing (RPG/ARPG), sports, simulation, puzzles, action-adventures, shooters (FPS/TPS), battle arena, fighting, and other skill-based games.

We believe that the ability to mint and use NFTs in-game that are distinguishable and tamper-proof offers gamers more power over their assets and gamers the ability to have rare, unique and exciting experiences.

### Basis of Presentation

The financial statements contained herein have been prepared in accordance with GAAP and the requirements of the Securities and Exchange Commission ("SEC").

***Use of Estimates***

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates in the accompanying financial statements include valuation of intangible assets and other long-lived assets, estimates of deferred tax valuation allowances and the fair value of stock options issued for services.

### Fair Value Measurements and Fair Value of Financial Instruments

The Company analyzes all financial instruments with features of both liabilities and equity under the Financial Accounting Standard Board's (the "FASB") accounting standard for such instruments. Under this standard, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following table represents the Company's fair value hierarchy of its financial assets and liabilities measured at fair value on a recurring basis as of **June 30, 2023**, **September 30, 2023** and December 31, 2022.

Description	June 30, 2023			December 31, 2022			September 30, 2023			December 31, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Short-term investments	\$ 3,529,047	\$ -	\$ -	\$ -	\$ -	\$ -	\$3,570,888	\$ -	\$ -	\$ -	\$ -	\$ -

The carrying amounts reported in the balance sheets for cash, prepaid expenses and other current assets, deferred offering costs, accounts payable, and accrued expenses approximate their fair market value based on the short-term maturity of these instruments.

### Cash and Cash Equivalents

For purposes of the statements of cash flows, the Company considers all highly liquid instruments with a maturity of three months or less at the purchase date and money market accounts to be cash equivalents. The Company has no cash equivalents as of **June 30, 2023**, **September 30, 2023** and December 31, 2022.

The Company's cash is held at major commercial banks, which may at times exceed the Federal Deposit Insurance Corporation ("FDIC") limit. To date, the Company has not experienced any losses on its invested cash. Any loss incurred or a lack of access to such funds could have a significant adverse impact on the Company's financial condition, results of operations, and cash flows.

On **June 30, 2023**, **September 30, 2023**, the Company had approximately **\$1,171,000**, **\$437,000** of cash in excess of FDIC limits of \$250,000.

### Short-Term Investments

The Company's portfolio of short-term investments consists of marketable debt securities which are comprised solely of highly rated U.S. government securities with maturities of more than three months, but less than one year. The Company classifies these as available-for-sale at purchase date and will reevaluate such designation at each period end date. The Company may sell these marketable debt securities prior to their stated maturities depending upon changing liquidity requirements. These debt securities are classified as current assets in the consolidated balance sheet and recorded at fair value, with unrealized gains or losses included in accumulated other comprehensive income (loss) on the balance sheet and as a component of the consolidated statements of comprehensive loss. Gains and losses are recognized when realized. Gains and losses are determined using the specific identification method and are reported in other income (expense), net in the consolidated statements of operations.

An impairment loss may be recognized when the decline in fair value of the debt securities is determined to be other-than-temporary. The Company evaluates its investments for other-than-temporary declines in fair value below the cost basis each quarter, or whenever events or changes in circumstances indicate that the cost basis of the short-term investments may not be recoverable. The evaluation is based on a number of factors, including the length of time and the extent to which the fair value has been below the cost basis, as well as adverse conditions related specifically to the security, such as any changes to the credit rating of the security and the intent to sell or whether the Company will more likely than not be required to sell the security before recovery of its amortized cost basis.

The Company recorded **\$19,649**, **\$41,841** and **\$37,805**, **\$79,646** of unrealized gains as a component of other comprehensive loss for the three and **six** **nine** months ended **June 30, 2023**, **September 30, 2023**. The Company did not recognize any gains or losses on short-term investments during the **six** **nine** months ended **June 30, 2022**, **September 30, 2022**.

**Accounting for Digital Currencies and Other Digital Assets**

The Company accounts for digital currencies and other digital assets as indefinite-lived intangible assets and accounts for them at historical cost in accordance with ASC 350, Intangibles — Goodwill and Other. Indefinite-lived intangible assets are not subject to amortization but rather evaluated for impairment annually and more frequently, if events or circumstances change that indicate that it is more likely than not that the asset is impaired (i.e., if an impairment indicator exists). As a result, the Company only recognizes decreases in the value of its digital currencies and other digital assets, and any increase in value will be recognized only upon disposition. The Company plans to dispose of cryptocurrency received as a form of payment into fiat currency and anticipates ownership of cryptocurrency to be minimal. As of September 30, 2023, the Company's digital currencies consisted of 1,565 units of Polygon (MATIC), an Ethereum token. The Company held no such indefinite-lived intangible assets digital currencies as of June 30, 2023 and December 31, 2022.

### **Capitalized Internal-Use Software Development Costs**

#### **Capitalized Software Costs**

Costs incurred to develop internal-use software, including game development, are expensed as incurred during the preliminary project stage. Internal-use software development costs are capitalized during the application development stage, which is after: (i) the preliminary project stage is completed; and (ii) management authorizes and commits to funding the project and it is probable the project will be completed and used to perform the function intended. Capitalization ceases at the point the software project is substantially complete and ready for its intended use, and after all substantial testing is completed. Upgrades and enhancements are capitalized if it is probable that those expenditures will result in additional functionality. Amortization is provided for on a straight-line basis over the expected useful life of the internal-use software development costs and related upgrades and enhancements, which currently is three years. When existing software is replaced with new software, the unamortized costs of the old software are expensed when the new software is ready for its intended use. Through June 30, 2023, During the three months ended September 30, 2023, no software development costs of \$24,625 have been capitalized, capitalized and are being amortized over 36 months.

#### **Intangible assets**

Intangible assets, consisting of software and technology licenses, are carried at cost less accumulated amortization, computed using the straight-line method over the estimated useful life, less any impairment charges.

#### **Income Taxes**

Deferred income taxes are provided using the liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of the changes in tax laws and rates of the date of enactment.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheets along with any associated interest and penalties that would be payable to the taxing authorities upon examination. Applicable interest and penalties associated with unrecognized tax benefits are classified as additional income taxes in the statements of operations.

## Revenue Recognition

The Company follows Accounting Standards Codification ("ASC") Topic 606, Revenue from Contracts with Customers ("ASC 606"). This standard establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most of the existing revenue recognition guidance. ASC 606 requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services and also requires certain additional disclosures.

The Company plans to generate revenue from the following sources:

- We plan to generate revenue from the sale of our in-game NFTs to our customers via our platform. Revenue generated from such sales, either directly as a sale of our in-game NFTs or indirectly as commission, will be recognized upon delivery of the in-game NFT to the customer, which is when the Company completes its sole performance obligation. We will sell our in-game NFTs for a fixed US dollar price (USD). Through a third-party payment service provider, the customer will have the option to pay for the NFT by using digital currencies, which includes Bitcoin or Ethereum. If payment is made in digital currency, the customer will send the USD equivalent amount of the digital currency to our custodial wallet via a third-party payment service provider, and revenue will be recorded using the fixed US dollar transaction price charged for the NFT. Upon conversion of the digital currency to USD, we will recognize a gain or loss equal to the difference between the fixed USD transaction price that we charged, and the amount of USD received at the time of conversion. See *Accounting for Digital Currencies and Other Digital Assets* above. NFTs are automatically delivered to the customer via smart contract at the time of sale or minting. As it is a simultaneous process, our performance obligation has been met in accordance with ASC 606 upon the customer remitting payment for the NFT. In the unlikely case of force majeure and the NFT has not been delivered, we will recognize a contract liability until such time that the performance obligation has been met. Fees incurred by us, including network fees, will be netted against such NFT revenues. Accordingly, NFT revenues will be reflected net of the related expenses.
- The Company plans to generate revenue from advertising fees paid by game advertisers, developers, hardware companies, or other strategic partners to the Company for promotion on our platform. Revenues from these fees will be recognized ratably over the agreed upon advertising service period and upon delivery of agreed upon advertising services.

- We plan to generate royalty revenues when a third party sells one of our NFTs on a third-party platform. We will recognize royalty revenue when it is probable that we will collect the royalty fee owed which is typically when we receive notification from the third-party platform that an NFT has been sold. In the instance where the Company will receive royalty payments when a customer disposes of an in-game NFT in the secondary market on a third-party platform or any other payment that is not in fiat currency, the Company will recognize the revenue in accordance with ASC 606-10-32-21, Noncash Consideration. Fair value of the non-cash consideration received shall be determined by using the quoted price for such non-cash consideration on the date of the transaction.
- When a third-party publisher sells an NFT created using our platform via our smart contracts, we will receive a commission. Since they would use our same smart contract, the delivery and performance obligations are simultaneous with payment. We will recognize commission revenue upon delivery of the NFTs.
- We will generate transaction fee revenues from our customers which shall equal the network fees charged by the Polygon blockchain at the time of minting. Fees incurred by us, including Polygon Network (MATIC) and other NFT transaction costs, will be netted against such transaction fee revenues and transaction fees revenue will be reflected net of the related expenses. Currently, transaction fees are negligible. Transaction fee revenues and related costs shall be recognized on the date of the respective transaction.

Each type of revenue source will be specifically identifiable and revenue shall be recognized based on our respective revenue recognition policy. We will not generate variable revenues under NFT contracts because our NFTs are priced in USD. All revenues generated by the Company shall be recognized in accordance with ASC Topic 606, "Revenue from Contracts with Customers."

#### **Research and Development**

Research and development costs incurred in the development of the Company's products are expensed as incurred and include costs such as labor and outside development costs, software license fees, materials, and other allocated costs incurred.

**Net Loss per Share**

The Company computes net loss per share in accordance with ASC 260-10, "Earnings Per Share." The basic net loss per common share is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted net income (loss) per share gives effect to all dilutive potential common shares outstanding during the period using the "as if converted" basis.

Pursuant to ASC 260-10-45, basic loss per common share is computed by dividing net loss attributable to common shareholders by the weighted average number of shares of common stock outstanding for the period presented. Diluted loss per share is computed by dividing net loss attributable to common shareholders by the weighted average number of shares of common stock, common stock equivalents and potentially dilutive securities outstanding during the period.

**Recent Accounting Pronouncements**

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

**Capital Expenditures**

We do not have any contractual obligations for ongoing capital expenditures at this time. We do, however, purchase equipment and software necessary to conduct our operations on an as needed basis.

**Results of Operations**

Comparison of Our Results of Operations for the Three and Six Nine Months Ended June 30, 2023 September 30, 2023 and 2022.

**Revenue**

During the three and six nine months ended June 30, 2023 September 30, 2023 and 2022, we did not generate any revenues from operations and we do not anticipate that we will generate revenue for the foreseeable future. Once we achieve a critical mass of users, we will plan to offer new features and will to charge fees in order to generate revenues from these added features.

**Cost of revenues**

During the three and six nine months ended June 30, 2023 September 30, 2023 and 2022, we incurred no cost of goods and services sold as we remain in developmental stages and did not generate any operational revenue.

**Research and development fees**

We enter into agreements with third-party developers that require us to make payments for game and software development services upon reaching the application development stage. In exchange for our payments, we receive the exclusive publishing and distribution rights to the finished game title and software. During the preliminary project stage and prior to the application development stage of the product, we record any costs incurred by third-party developers as research and development expenses.

We will capitalize all development and production service payments to third-party developers as internal-use software development costs and licenses once we reach the application development stage. During the three months ended June 30, 2023 September 30, 2023 and 2022, we reported research and development fees of \$267,618 \$258,405 and \$237,368, \$220,902, respectively, an increase of \$30,250, \$34,503, or 12.7% 17.0%. During the six nine months ended June 30, 2023 September 30, 2023 and 2022, we reported research and development fees of \$372,169 \$630,574 and \$387,863, \$608,765, respectively, a decrease an increase of \$15,694, \$21,809, or 4.1% 3.6%, primarily due to a decrease an increase in labor and outside development costs incurred in connection with the development of games and our platform. We expect research and development fees to increase in the future as development of games accelerates.

**General and administrative fees**

For the three and six nine months ended June 30, 2023 September 30, 2023 and 2022, general and administrative expenses consisted of the following:

	For the Three Months ended June 30, 2023	For the Three Months ended June 30, 2022	For the Six Months ended June 30, 2023	For the Six Months ended June 30, 2022	For the Three Months ended September 30, 2023	For the Three Months ended September 30, 2022	For the Nine Months ended September 30, 2023	For the Nine Months ended September 30, 2022
Compensation and related benefit	\$ 207,597	\$ 156,523	\$ 993,833	\$ 208,077	\$ 208,365	\$ 88,308	\$ 1,202,199	\$ 296,385
Professional fees	109,016	58,724	697,878	136,224	254,553	5,829	952,431	142,053
Other general and administrative expenses	132,007	11,996	194,690	40,656	152,293	11,513	346,982	52,169
Total general and administrative expenses	\$ 448,620	\$ 227,243	\$ 1,886,401	\$ 384,957	\$ 615,211	\$ 105,650	\$ 2,501,612	\$ 490,607

**Compensation and related benefits**

During the three months ended June 30, 2023 September 30, 2023 and 2022, compensation and related benefits amounted to \$207,597 \$208,365 and \$156,523, \$88,308, respectively, an increase of \$51,074, \$120,057, or 32.6% 135.9%. During the six nine months ended June 30, 2023 September 30, 2023 and 2022, compensation and related benefits amounted to \$993,833 \$1,202,199 and \$208,077, \$296,385, respectively, an increase of \$785,756, \$905,814, or 377.6% 305.6%. The increase during the six nine months ended June 30, 2023 September 30, 2023 compared to the six nine months ended June 30, 2022 September 30, 2022 was primarily attributable to the accretion of stock-based compensation related to issuance of stock options to executive officers, directors and employees of \$678,224 \$700,151 and the hiring of executive officers and employees beginning in February 2022, 2023.

**Professional fees**

During the three months ended June 30, 2023, September 30, 2023 and 2022, we incurred professional fees of \$109,016, \$254,553 and \$58,724, \$5,829, respectively, an increase of \$50,292, \$248,724, or 85.6%, 4,267.0%. During the six nine months ended June 30, 2023, September 30, 2023 and 2022, we incurred professional fees of \$697,878, \$952,431 and \$136,224, \$142,053, respectively, an increase of \$561,654, \$810,378, or 412.3%, 570.5%, attributable to an increase in stock-based consulting fees attributable to the accretion of stock-based consulting fees related to issuance of stock options to consultants of \$214,275, an increase in investor relations fees of \$216,000, \$370,500, an increase in legal fees of \$40,650, \$92,663, an increase in accounting fees of \$17,701, \$29,661, an increase in advisory fees of \$100,000, \$113,000, offset by a decrease in other professional fees of \$26,972, \$9,721.

**Other general and administrative expenses**

General and administrative expenses consist of advertising and marketing expenses, office expenses, insurance, listing fees, computer and interest expenses, travel expenses, amortization expense, and other general business expenses. During the three months ended June 30, 2023, September 30, 2023 and 2022, we incurred general and administrative expenses of \$132,007, \$152,293 and \$11,996, \$11,513, respectively, an increase of \$120,011, \$140,780, or 1,000%, 1,223%. During the six nine months ended June 30, 2023, September 30, 2023 and 2022, we incurred general and administrative expenses of \$194,690, \$346,982 and \$40,656, \$52,169, respectively, an increase of \$154,034, \$294,813, or 378.9%, primarily consisting 565.1%. Generally, the increase in other general and administrative expenses during the three and nine months ended September 30, 2023 as compared to the three and nine months ended September 30, 2022 was attributable to a ramp up of advertising, computer expenses, travel, web and internet costs, insurance, amortization expense, and general offices expenses, operations which began in February 2023 following the Company's IPO.

**Impairment loss**

On August 9, 2023 and effective August 1, 2023, the Company and Columbia University agreed to the termination of the Software and Patent License Agreement between the Company and The Trustees of Columbia University in the City of New York, dated August 29, 2022. Accordingly, as of June 30, 2023, September 30, 2023, we wrote off the remaining unamortized book value of the intangible asset of \$52,363, and during the six nine months ended June 30, 2023, September 30, 2023, recorded an impairment loss of \$52,363, which is included in operating expenses on the accompany accompanying unaudited statement of operations and comprehensive loss.

### Loss from operations

During the three months ended June 30, 2023, September 30, 2023 and 2022, we reported a loss from operations of \$768,601, \$873,616 and \$464,611, \$326,552, respectively, an increase of \$303,990, \$547,064, or 65.4%, 167.5%. During the six nine months ended June 30, 2023, September 30, 2023 and 2022, we reported a loss from operations of \$2,310,933, \$3,184,549 and \$772,820, \$1,099,372, respectively, an increase of \$1,538,113, \$2,085,177, or 199.0%, 190.0%. The increase in loss from operations was due to the increases in research and development and general and administrative expenses discussed above.

### Other income

During the three months ended June 30, 2023, September 30, 2023 and 2022, we reported other income of \$14,557, \$16,557 and \$517, \$354, respectively, which consisted of interest income. During the six nine months ended June 30, 2023, September 30, 2023 and 2022, we reported other income of \$20,858, \$37,415 and \$888, \$1,242, respectively, which consisted of interest income. The increase is primarily due to the short-term investments acquired by the Company during the six nine months ended June 30, 2023, September 30, 2023.

### Net Loss

During the three months ended June 30, 2023, September 30, 2023 and 2022, our net loss amounted to \$754,044, or a net loss per common share of \$0.06 (basic and diluted) and \$464,094, or a net loss per common share of \$0.04 (basic and diluted), respectively, an increase of \$289,950, or 62.5%. During the six months ended June 30, 2023 and 2022, our net loss amounted to \$2,290,075, or a net loss per common share of \$0.20 (basic and diluted) and \$771,932, \$857,059, or a net loss per common share of \$0.07 (basic and diluted) and \$326,198, or a net loss per common share of \$0.03 (basic and diluted), respectively, an increase of \$1,518,143, \$530,861, or 196.7%, 162.57%. During the nine months ended September 30, 2023 and 2022, our net loss amounted to \$3,147,134, or a net loss per common share of \$0.27 (basic and diluted) and \$1,098,130, or a net loss per common share of \$0.11 (basic and diluted), respectively, an increase of \$2,049,004, or 186.6%.

### Liquidity, Capital Resources and Plan of Operations

We have incurred substantial operating losses since inception and expect to continue to incur significant operating losses for the foreseeable future and may never become profitable. As of June 30, 2023, September 30, 2023, we had \$1,688,910, \$764,977 in cash and had short-term investments of \$3,529,047, \$3,570,888, which consists of marketable debt securities comprised of highly rated U.S. government securities with maturities of more than three months, but less than one year.

We generated a net loss of \$2,290,075, \$3,147,134 and used cash in operations of \$1,433,858, \$2,307,697 during the six nine months ended June 30, 2023, September 30, 2023. Additionally, we had an accumulated deficit of \$3,723,502, \$4,580,561 on June 30, 2023, September 30, 2023. As of June 30, 2023, September 30, 2023, we had working capital of \$5,057,592, \$4,214,083.

The positive working capital serves to mitigate the conditions that historically raised may raise substantial doubt about our ability to continue as a going concern. We believe that we have sufficient cash and liquid short-term investments to meet our obligations for a minimum of twelve months from the date of this filing.

**Cash Flows from Operating Activities**

For the ~~six~~ nine months ended ~~June 30, 2023~~ September 30, 2023, net cash used in operations was ~~\$1,433,858~~ ~~\$2,307,697~~, which primarily resulted from our net loss of ~~\$2,290,075~~ ~~\$3,147,134~~, adjusted for the add back of amortization expense of ~~\$6,284~~ ~~\$6,968~~, stock-based compensation to employees and consultants of ~~\$892,499~~ ~~\$914,426~~, and impairment loss of \$52,363, and changes in operating asset and liabilities such as an increase in prepaid expenses and other current assets of ~~\$116,212~~ ~~\$79,319~~, a decrease in accounts payable of ~~\$62,583~~ ~~\$65,967~~, and an increase in accrued expenses of ~~\$83,866~~ ~~\$10,966~~.

For the ~~six~~ nine months ended ~~June 30, 2022~~ September 30, 2022, net cash used in operating activities was approximately ~~\$587,536~~ ~~\$904,876~~, which primarily resulted from research and development expenses ~~professional fees~~, and compensation and related benefits.

**Cash Flows from Investing Activities**

For the ~~six~~ nine months ended ~~June 30, 2023~~ September 30, 2023, net cash used in investing activities was ~~\$3,491,242~~ ~~\$3,515,867~~, which resulted from the purchase of short-term investments of ~~\$3,491,242~~ ~~\$3,491,242~~ and an increase in capitalized software development costs of \$24,625. For the ~~six~~ nine months ended ~~June 30, 2022~~ September 30, 2022, there was no net cash used in ~~investment~~ investing activities.

For the nine months ended September 30, 2022, net cash used in investing activities was \$62,836, which resulted from the purchase of an intangible asset.

### Cash Flows from Financing Activities

For the six nine months ended June 30, 2023 September 30, 2023, net cash provided by financing activities was \$5,934,229. \$5,908,760. On February 17, 2023, we closed an IPO pursuant to which we issued 1,686,755 of our common stock for gross proceeds of approximately \$7 million and net proceeds of \$5,958,470, after deducting underwriting discounts and commissions, and offering expenses. Additionally, during the six nine months ended June 30, 2023 September 30, 2023, we purchased and cancelled 105,931 treasury shares for \$24,241. \$49,710, or at an average price of \$0.469 per share.

For the six nine months ended June 30, 2022 September 30, 2022, net cash used in financing activities was approximately \$108,346. \$131,909. The cash used by financing activities resulted primarily from payment of deferred offering costs, offset from proceeds received from subscription receivables.

Our ultimate success is dependent on our ability to obtain additional financing and generate sufficient cash flow to meet our obligations on a timely basis. We will require significant amounts of capital to sustain operations, and we will need to make the investments we need to execute our longer-term business plan to support new technologies and help advance innovation. Absent generation of sufficient revenue from the execution of our long-term business plan, we will need to obtain debt or equity financing, especially if we experience downturns in our business that are more severe or longer than anticipated, or if we experience significant increases in expense levels resulting from being a publicly-traded company or from operations. Such additional debt or equity financing may not be available to us on favorable terms, if at all. We plan to pursue our plans with respect to the research and development of our products which will require resources beyond those that we currently have, ultimately requiring additional capital from third party sources. However, we believe the net proceeds received in the IPO that closed in February 2023 will be sufficient to meet our financial obligations for at least the next 12 months.

### Risks and Uncertainties

In February 2022, the Russian Federation and Belarus commenced a military action with the country of Ukraine. As a result of this action, various nations, including the United States, have instituted economic sanctions against the Russian Federation and Belarus. Further, the impact of this action and related sanctions on the world economy is not determinable as of the date of these condensed consolidated financial statements, and the specific impact on the Company's financial condition, results of operations, and cash flows is also not determinable as of the date of these financial statements.

On August 16, 2022, the Inflation Reduction Act of 2022 (the "IR Act") was signed into federal law. The IR Act provides for, among other things, a new U.S. federal 1% excise tax on certain repurchases of stock by publicly traded U.S. domestic corporations and certain U.S. domestic subsidiaries of publicly traded foreign corporations occurring on or after January 1, 2023. The excise tax is imposed on the repurchasing corporation itself, not its shareholders from which shares are repurchased. The amount of the excise tax is generally 1% of the fair market value of the shares repurchased at the time of the repurchase. However, for purposes of calculating the excise tax, repurchasing corporations are permitted to net the fair market value of certain new stock issuances against the fair market value of stock repurchases during the same taxable year. In addition, certain exceptions apply to the excise tax. The U.S. Department of the Treasury (the "Treasury") has been given authority to provide regulations and other guidance to carry out and prevent the abuse or avoidance of the excise tax.

Management continues to evaluate the impact of the COVID-19 pandemic on the industry and has concluded that while it is reasonably possible that the virus could have a negative effect on the Company's financial position and results of its operations, the specific impact is not readily determinable as of the date of these financial statements. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

#### Off-Balance Sheet Arrangements

As of June 30, 2023 September 30, 2023 and December 31, 2022, we did not have any off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K and did not have any commitments or contractual obligations.

#### JOB S Act

On April 5, 2012, the JOBS Act was enacted. Section 107 of the JOBS Act provides that an “emerging growth company” can 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.

We have chosen to take advantage of the extended transition periods available to emerging growth companies under the JOBS Act for complying with new or revised accounting standards until those standards would otherwise apply to private companies provided under the JOBS Act. As a result, our consolidated financial statements may not be comparable to those of companies that comply with public company effective dates for complying with new or revised accounting standards.

Subject to certain conditions set forth in the JOBS Act, as an “emerging growth company,” we intend to rely on certain of these exemptions, including, without limitation, (i) providing an auditor’s attestation report on our system of internal controls over financial reporting pursuant to Section 404(b) of Sarbanes-Oxley and (ii) complying with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor’s report providing additional information about the audit and the financial statements, known as the auditor discussion and analysis. 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 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.

#### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is We are not required to provide the information required by this Item as it is we are a “smaller reporting company,” as defined in Rule 12b-2 of the Exchange Act.

#### ITEM 4. CONTROLS AND PROCEDURES

##### Evaluation of Disclosure Controls and Procedures

Our principal executive officer and principal financial officer, after evaluating the effectiveness of the Company’s “disclosure controls and procedures” (as defined in Exchange Act Rule 13a-15(e) 13a-15 and 15d-15(e)) as of June 30, 2023 September 30, 2023, the end of the period covered by this Quarterly Report on Form 10-Q, have concluded that our disclosure controls and procedures were effective such that the information required to be disclosed by us in reports filed under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and (ii) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

##### Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the period covered by this Quarterly Report 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

From time to time, we may be subject to litigation and claims arising in the ordinary course of business. We are not currently a party to any material legal proceedings, and we are not aware of any pending or threatened legal proceeding against us that we believe could have a material adverse effect on our business, operating results, cash flows or financial condition.

### ITEM 1A. RISK FACTORS

Risk factors that affect our business and financial results are discussed in Part I, Item 1A "Risk Factors," in our Annual Report on Form 10-K for the year ended December 31, 2022 as filed with the SEC on March 31, 2023 ("Annual Report"). There have been no material changes in our risk factors from those previously disclosed in our Annual Report, except discussed below. You should carefully consider the risks described in our Annual Report, which could materially affect our business, financial condition or future results. The risks described in our Annual Report are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, and/or operating results. If any of the risks actually occur, our business, financial condition, and/or results of operations could be negatively affected.

#### ***Our ability to have our securities traded on the Nasdaq Capital Market is subject to us meeting applicable listing criteria.***

We are currently listed on the Nasdaq Stock Market, LLC ("Nasdaq"), a national securities exchange. The Nasdaq requires companies desiring to list their common stock to meet certain listing criteria including total number of shareholders: minimum stock price, total value of public float, and in some cases total shareholders' equity and market capitalization. Our failure to meet such applicable listing criteria could prevent us from listing our common stock on the Nasdaq. In the event we are unable to have our shares traded on Nasdaq, our common stock could potentially trade on the OTCQX or the OTCQB, each of which is generally considered less liquid and more volatile than the Nasdaq. Our failure to have our shares traded on the Nasdaq could make it more difficult for you to trade our shares, could prevent our common stock trading on a frequent and liquid basis and could result in the value of our common stock being less than it would be if we were able to list our shares on the Nasdaq.

On July 10, 2023, we received written notice from Nasdaq that we were not in compliance with Nasdaq Listing Rule 5550(a)(2), as the minimum bid price of our common stock had been below \$1.00 per share for 30 consecutive business days. In accordance with Nasdaq Listing Rule 5810, we have a period of 180-calendar days, or until January 6, 2024, to regain compliance with the minimum bid price requirement. To regain compliance, the closing bid price of our common stock must meet or exceed \$1.00 per share for at least 10 consecutive business days during this 180-calendar day period. In the event we do not regain compliance by January 6, 2024, we may be eligible for an additional 180-calendar day grace period if we meet the continued listing standards, with the exception of bid price, for the Nasdaq Capital Market, and we provide written notice to Nasdaq of our intention to cure the deficiency during the second compliance period. If we do not qualify for or fail to regain compliance during the second compliance period, then Nasdaq will notify us of its determination to delist our common stock, at which point we would have an option to appeal the delisting determination to a Nasdaq hearings panel. We intend to actively monitor the closing bid price of our common stock and may, if appropriate, consider implementing available options to regain compliance with the minimum bid price under the Nasdaq Listing Rules.

If we are unable to regain compliance with the Nasdaq minimum bid price requirement and Nasdaq delists our common stock and we are unable to obtain listing on another national securities exchange, a reduction in some or all of the following may occur, each of which could have a material adverse effect on our shareholders:

- ☐ the liquidity of our common stock;
- ☐ the market price of our common stock;

- our ability to obtain financing for the continuation of our operations;
- the number of institutional and general investors that will consider investing in our common stock;
- the number of investors in general that will consider investing in our common stock;
- the number of market makers in our common stock;
- the availability of information concerning the trading prices and volume of our common stock; and
- the number of broker-dealers willing to execute trades in shares of our common stock.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

### Issuer Purchases of Equity Securities

On March 20, 2023, our Board of Directors approved a stock repurchase program authorizing the purchase of up to \$500,000 of our common stock (the “2023 Stock Repurchase Program”). In connection with the 2023 Stock Repurchase Program, during the three months ended June 30, 2023 September 30, 2023, we purchased and cancelled 82,048 73,883 shares of our common stock for \$24,241, \$25,469, or at an average price of \$0.757 \$0.345 per share.

The following is a summary of our common stock repurchases during the quarter ended June 30, 2023 September 30, 2023:

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased under the program	Maximum number (or approximate dollar value) of shares that may yet be purchased under the program
Month #1 (April 1 through April 30)	-	\$ -	-	
Month #2 (May 1 through May 31)	26,251	\$ 0.77	26,251	
Month #3 (June 1 through June 30)	5,797	\$ 0.71	5,797	
Total	32,048	\$ 0.757	32,048	\$ 475,759

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased under the program	Maximum number (or approximate dollar value) of shares that may yet be purchased under the program
Month #1 (July 1 through July 31)	-	\$ -	-	-
Month #2 (August 1 through August 31)	-	\$ -	-	-
Month #3 (September 1 through September 30)	73,883	\$ 0.345	73,883	-
Total	73,883	\$ 0.345	73,883	\$ 450,290

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION****Cancellation of License Agreement with Columbia**

As previously disclosed, on August 29, 2022, we entered into a Software and Patent License Agreement (the "License Agreement") with Columbia University ("Columbia"), whereby we obtained a license from Columbia with respect to software and intellectual property rights and patents. On August 9, 2023, by mutual agreement, we entered into a letter agreement with Columbia to terminate the License Agreement.

The foregoing summary of the termination agreement is subject to, and qualified in its entirety by, the full text of the letter agreement, a copy of which will be filed as an exhibit to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2023.

## ITEM 6. EXHIBITS

Exhibit No.	Description of Exhibits
10.1*	<a href="#">Letter of Termination of Software and Patent License Agreement between the Company and The Trustees of Columbia University in the City of New York, dated August 29, 2022</a>
31.1*	<a href="#">Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
31.2*	<a href="#">Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
32.1**	<a href="#">Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
32.2**	<a href="#">Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
101.INS	Inline XBRL Instance Document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

\* Filed herewith.

\*\* Furnished herewith.

## 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.

Dated: August 14, 2023 November 14, 2023

Dated: August 14, 2023 November 14, 2023

### THE NFT GAMING COMPANY, INC.

By: /s/ Vadim Mats  
Name: Vadim Mats  
Title: Chief Executive Officer and Director  
(Principal Executive Officer)  
By: /s/ Steven Shorr  
Name: Steven Shorr  
Title: Chief Financial Officer  
(Principal Financial and Accounting Officer)

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Exhibit 10.1

August 1, 2023

Vadim Mats

Chief Executive Officer

The NFT Gaming Company, Inc.

101 Eisenhower Parkway, Suite 300

Roseland, NJ 07068

RE: Termination of Software and Patent License Agreement between NFT Gaming Company Inc. ("Company") and The Trustees of Columbia University in the City of New York ("Columbia"), dated August 29, 2022 ("Agreement")

Dear Mr. Mats:

This letter sets forth the agreement by Company and Columbia with respect to the termination of the above referenced Agreement.

The parties have mutually agreed to terminate the Agreement effective as of August 1, 2023 ("Termination Effective Date"). All rights previously granted to Company under the Agreement are hereby terminated, except for those limited rights and obligations that may survive termination pursuant to Section 17f thereof. All other terms of the Agreement shall be of no further force or effect as of the Termination Effective Date.

If the foregoing correctly sets forth our mutual understanding, please execute and return a copy of this letter to me for countersignature.

Sincerely,

THE TRUSTEES OF COLUMBIA UNIVERSITY

IN THE CITY OF NEW YORK

By: /s/ Orin Herskowitz

Title: Exec Dir, CTV

Date: August 9, 2023

TTS# 62187

THE NFT GAMING COMPANY, INC.

By: /s/ Vadim Mats

Title: CEO

Date: 08.09.2023

Exhibit 31.1

## CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

### PURSUANT TO

**RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,**  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Vadim Mats, certify that:

- I have reviewed this Quarterly Report on Form 10-Q of The NFT Gaming Company, Inc. for the quarter ended June 30, 2023 September 30, 2023;
- 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;
- 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;
- 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)) for the registrant and have:
  - 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;
  - 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 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.

Date: August 14, 2023 November 14, 2023

Name: /s/ Vadim Mats  
 Title: Chief Executive Officer  
 (Principal Executive Officer)

Exhibit 31.2

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
 PURSUANT TO  
 RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
 AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Steven Shorr, certify that:

- 1. I have reviewed this Quarterly Report on Form 10-Q of The NFT Gaming Company, Inc. for the quarter ended June 30, 2023 September 30, 2023;
- 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)) 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 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.

Date: August 14, 2023 November 14, 2023

Name: /s/ Steven Shorr  
 Title: Chief Financial Officer  
 (Principal Financial and Accounting Officer)

Exhibit 32.1

**CERTIFICATION  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of The NFT Gaming Company, Inc. (the "Company") on Form 10-Q for the period ended **June 30, 2023** **September 30, 2023** as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, 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 result of operations of the Company.

Date: **August 14, 2023** **November 14, 2023**

Name: /s/ Vadim Mats  
Title: Chief Executive Officer  
(Principal Executive Officer)

Exhibit 32.2

**CERTIFICATION  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of The NFT Gaming Company, Inc. (the "Company") on Form 10-Q for the period ended **June 30, 2023** **September 30, 2023** as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, 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 result of operations of the Company.

Date: **August 14, 2023** **November 14, 2023**

Name: /s/ Steven Shorr  
Title: Chief Financial Officer  
(Principal Financial and Accounting Officer)

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