

REFINITIV

## DELTA REPORT

### 10-Q

IPDN - PROFESSIONAL DIVERSITY NE

10-Q - MARCH 31, 2024 COMPARED TO 10-Q - SEPTEMBER 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 2544

■ CHANGES	96
■ DELETIONS	838
■ ADDITIONS	1610

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**Form10-Q**

(Mark One)

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

For the quarterly period ended **September 30, 2023** **March 31, 2024**

or

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

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

Commission file number:001-35824

**Professional Diversity Network, Inc.**

(Exact name of Registrant as Specified in Its Charter)

Delaware

80-0900177

(State or Other Jurisdiction of  
Incorporation or Organization)

(I.R.S.

Employer

Identification

No.)

55 E. Monroe Street, Suite 2120  
Chicago, Illinois

60603

(Address of Principal Executive Offices)

(Zip Code)

(312)614-0950

(Registrant's Registrant's telephone number, including area code)

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

Title of each class	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	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 and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post 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" and "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

There were **11,070,484** **11,676,893** shares outstanding of the registrant's common stock as of **November 14, 2023** **May 15, 2024**.

true

**Note Regarding Forward-Looking Statements**

This Quarterly Report contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements concern expectations, beliefs, projections, plans and strategies, anticipated events or trends and similar expressions

concerning matters that are not historical facts. Specifically, this Quarterly Report contains forward-looking statements regarding:

- our beliefs regarding our ability to capture and capitalize on market trends;
- our expectations on the future growth and financial health of the online diversity recruitment industry and the industry participants, and the drivers of such growth;
- our expectations regarding continued membership growth;
- our beliefs regarding the increased value derived from the synergies among our segments; and
- our beliefs regarding our liquidity requirements, the availability of cash and capital resources to fund our business in the future and intended use of liquidity.

These forward-looking statements reflect our current views about future events and are subject to risks, uncertainties and assumptions. We wish to caution readers that certain important factors may have affected and could in the future affect our actual results and could cause actual results to differ significantly from those expressed in any forward-looking statement. The most important factors that could prevent us from achieving our goals, and cause the assumptions underlying forward-looking statements and the actual results to differ materially from those expressed in or implied by those forward-looking statements include, but are not limited to, the following:

- our ability to raise funds in the future to support operations;
- our failure to realize synergies and other financial benefits from mergers and acquisitions within expected time frames, including increases in expected costs or difficulties related to integration of merger and acquisition partners;
- inability to identify and successfully negotiate and complete additional combinations with potential merger or acquisition partners or to successfully integrate such businesses;
- our history of operating losses;
- our limited operating history in a new and unproven market;
- increasing competition in the market for online professional networks;
- our ability to comply with increasing governmental regulation and other legal obligations related to privacy;
- our ability to adapt to changing technologies and social trends and preferences;
- our ability to attract and retain a sales and marketing team, management and other key personnel and the ability of that team to execute on the Company's business strategies and plans;
- our ability to obtain and maintain intellectual property protection;
- any future litigation regarding our business, including intellectual property claims;
- general and economic business conditions; and
- legal and regulatory developments.

The foregoing list of important factors may not include all such factors. You should consult other disclosures made by the Company (such as in our other filings with the Securities and Exchange Commission ("SEC") or in company press releases) for additional factors, risks and uncertainties that may cause actual results to differ materially from those projected by the Company. Please refer to Part I, Item 1A, "Risk Factors" of our [2022 2023 Annual Report](#) for additional information regarding factors that could affect our results of operations, financial condition and cash flow. You should consider these factors, risks and uncertainties when evaluating any forward-looking statements and you should not place undue reliance on any forward-looking statement. Forward-looking statements represent our views as of the date of this Quarterly Report, and we undertake no obligation to update any forward-looking statement to reflect the impact of circumstances or events that arise after the date of this Quarterly Report.

PROFESSIONAL DIVERSITY NETWORK, INC.

FORM 10-Q

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023 THREE MONTHS ENDED MARCH 31, 2024

TABLE OF CONTENTS

	PAGE
<b>PART I</b>	
<a href="#">ITEM 1. FINANCIAL STATEMENTS</a>	3
<a href="#">ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</a>	25
<a href="#">ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</a>	23
<a href="#">ITEM 4 CONTROLS AND PROCEDURES</a>	40
	38
	40
	38
<b>PART II</b>	
<a href="#">ITEM 1 LEGAL PROCEEDINGS</a>	41
<a href="#">ITEM 1A RISK FACTORS</a>	39
	41
	39

<a href="#">ITEM 2 UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS</a>	41	39
<a href="#">ITEM 3 DEFAULTS UPON SENIOR SECURITIES</a>	41	39
<a href="#">ITEM 4 MINE SAFETY DISCLOSURES</a>	41	39
<a href="#">ITEM 5 OTHER INFORMATION</a>	41	39
<a href="#">ITEM 6 EXHIBITS</a>	42	40

2

**Item 1. FINANCIAL STATEMENTS**

Professional Diversity Network, Inc. and Subsidiaries

CONSOLIDATED BALANCE SHEETS (Unaudited)

	September 30, 2023	December 31, 2022	March 31, 2024	December 31, 2023
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
<b>Current Assets:</b>				
Cash and cash equivalents	\$ 615,133	\$ 1,236,771	\$ 97,108	\$ 627,641
Accounts receivable, net	904,351	1,318,217	1,120,006	1,134,067
Other receivables	50,000	350,000	50,977	50,000
Prepaid expense and other current assets	671,963	347,807	548,437	556,698
<b>Current assets from discontinued operations</b>	<b>4,600</b>	<b>4,600</b>		
Total current assets	2,246,047	3,257,395	1,816,528	2,368,406
Property and equipment, net	38,616	35,341	40,779	42,043
Capitalized technology, net	128,000	64,499	245,099	186,103
Goodwill	1,417,753	1,274,785	1,417,753	1,417,753
Intangible assets, net	398,141	225,221	198,254	225,848
Right-of-use assets	315,639	365,324	281,019	298,485
Security deposits	66,340	66,340	49,755	66,340
<b>Long-term restricted cash</b>			184,055	184,055
Other assets	1,770,560	1,350,000	1,443,749	1,537,499
<b>Long-term assets from discontinued operations</b>	<b>197,100</b>	<b>197,228</b>		
<b>Total assets</b>	<b>\$ 6,578,196</b>	<b>\$ 6,836,133</b>	<b>\$ 5,676,991</b>	<b>\$ 6,326,532</b>
<b>Current Liabilities:</b>				
Accounts payable	\$ 636,670	\$ 338,600	\$ 476,635	\$ 524,854
Accrued expenses	919,773	1,071,842	834,771	867,884
Deferred revenue	1,867,195	1,925,788	2,175,064	1,999,841
Lease liability, current portion	82,039	103,555	83,265	82,652
<b>Current liabilities from discontinued operations</b>	<b>509,253</b>	<b>503,090</b>		
Total current liabilities	4,014,930	3,942,875	3,569,735	3,475,231
Lease liability, non-current portion	304,329	341,165	261,481	283,060
Other long-term liabilities	-	100,000		
Deferred tax liability	122,229	143,069		
<b>Total liabilities</b>	<b>4,441,488</b>	<b>4,527,109</b>	<b>3,831,216</b>	<b>3,758,291</b>
<b>Commitments and contingencies</b>		-		
<b>Stockholders' Equity</b>				

Common stock, \$0.01 par value; 45,000,000 shares authorized, 11,071,008 and 10,898,376 shares issued as of September 30, 2023 and December 31, 2022, and 11,070,484 and 10,367,431 shares outstanding as of September 30, 2023 and December 31, 2022.	110,705	103,675		
Common stock, \$0.01 par value; 45,000,000 shares authorized, 11,492,749 and 11,452,532 shares issued as of March 31, 2024 and December 31, 2023, and 11,492,225 and 11,452,008 shares outstanding as of March 31, 2024 and December 31, 2023.			114,922	114,520
Additional paid in capital	104,589,047	101,728,600	102,957,758	102,873,474
Accumulated other comprehensive (loss) income	(16,681)	(10,986)		
Accumulated deficit	(102,180,178)	(98,382,540)	(100,694,550)	(99,902,718)
Treasury stock, at cost; 524 and 530,945 shares at September 30, 2023 and December 31, 2022	(37,117)	(892,482)		
Treasury stock, at cost; 524 and 524 shares at March 31, 2024 and December 31, 2023			(37,117)	(37,117)
Total Professional Diversity Network, Inc. stockholders' equity	2,465,776	2,546,267	2,341,013	3,048,159
Noncontrolling interest	(329,068)	(237,243)	(495,238)	(479,918)
Total stockholders' equity	2,136,708	2,309,024	1,845,775	2,568,241
Total liabilities and stockholders' equity	\$ 6,578,196	\$ 6,836,133	\$ 5,676,991	\$ 6,326,532

The accompanying notes are an integral part of these consolidated financial statements.

3

#### Professional Diversity Network, Inc. and Subsidiaries

#### CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS (Unaudited)

	Three Months Ended	
	March 31,	
	2024	2023
<b>Revenues:</b>		
Membership fees and related services	\$ 127,346	\$ 128,923
Recruitment services	1,103,771	1,103,395
Contracted software development	484,961	698,266
Consumer advertising and marketing solutions	10,764	24,625
<b>Total revenues</b>	<b>1,726,842</b>	<b>1,955,209</b>
<b>Costs and expenses:</b>		
Cost of revenues	652,891	1,074,481
Sales and marketing	829,958	821,503
General and administrative	994,518	1,053,231
Depreciation and amortization	52,401	132,774
<b>Total costs and expenses</b>	<b>2,529,768</b>	<b>3,081,989</b>
Loss from continuing operations	(802,926)	(1,126,780)
<b>Other income (expense)</b>		
Interest and other income	(1,736)	6,584
Other income (expense), net	(1,736)	6,584
Loss before income tax expense (benefit)	(804,662)	(1,120,196)
Income tax expense (benefit)	2,490	(10,873)
Loss from continuing operations, net of tax	(807,152)	(1,109,323)
Loss from discontinued operations	-	(11,730)

Net loss including non-controlling interests		(807,152 )		(1,121,053 )
Net loss attributable to non-controlling interests		15,320		52,126
Net loss attributable to Professional Diversity Network, Inc.	\$	(791,832 )	\$	(1,068,927 )
Other comprehensive loss, net of tax:				
Net loss attributable to Professional Diversity Network, Inc.	\$	(791,832 )	\$	(1,068,927 )
Foreign currency translation adjustments		-		2,569
Comprehensive loss, net of tax	\$	(791,832 )	\$	(1,066,358 )
Basic and diluted loss per share:				
Continuing operations	\$	(0.07 )	\$	(0.11 )
Discontinued operations		-		-
Net loss per share	\$	(0.07 )	\$	(0.11 )
Weighted-average outstanding shares used in computing net loss per common share:				
Basic and diluted		11,481,178		10,016,603
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenues:				
Membership fees and related services	\$ 135,145	\$ 152,462	400,303	509,906
Recruitment services	1,242,711	1,165,213	3,422,129	3,839,608
Contracted software development	604,996	757,492	1,906,706	1,882,452
Consumer advertising and marketing solutions	25,516	39,328	75,664	130,916
Total revenues	<u>2,008,368</u>	<u>2,114,495</u>	<u>5,804,802</u>	<u>6,362,882</u>
Costs and expenses:				
Cost of revenues	923,641	1,228,542	2,763,363	3,022,657
Sales and marketing	912,665	759,885	2,850,253	2,179,136
General and administrative	1,352,308	1,003,956	3,649,544	2,468,934
Depreciation and amortization	148,722	232,748	428,655	746,057
Total costs and expenses	<u>3,337,336</u>	<u>3,225,131</u>	<u>9,691,815</u>	<u>8,416,784</u>
Loss from continuing operations	<u>(1,328,968)</u>	<u>(1,110,636)</u>	<u>(3,887,013)</u>	<u>(2,053,902)</u>
Other income (expense)				
Interest and other income	1,746	(10,083)	8,827	(19,519)
Other income (expense), net	<u>1,746</u>	<u>(10,083)</u>	<u>8,827</u>	<u>(19,519)</u>
Loss before income tax benefit	(1,327,222)	(1,120,719)	(3,878,186)	(2,073,421)
Income tax benefit	(7,228)	(25,479)	(17,151)	(35,720)
Loss from continuing operations, net of tax	<u>(1,319,994)</u>	<u>(1,095,240)</u>	<u>(3,861,035)</u>	<u>(2,037,701)</u>
Loss from discontinued operations	(10,620)	(13,319)	(28,428)	(42,213)
Net loss including non-controlling interests	<u>(1,330,614)</u>	<u>(1,108,559)</u>	<u>(3,889,463)</u>	<u>(2,079,914)</u>
Net loss attributable to non-controlling interests	14,483	149,059	91,825	508,212
Net income (loss) attributable to Professional Diversity Network, Inc.	<u>\$ (1,316,131)</u>	<u>\$ (959,500)</u>	<u>(3,797,638)</u>	<u>(1,571,702)</u>
Other comprehensive loss, net of tax:				
Net income (loss) attributable to Professional Diversity Network, Inc.	\$ (1,316,131)	\$ (959,500)	(3,797,638)	(1,571,702)
Foreign currency translation adjustments	1,173	(10,787)	(5,695)	(21,169)
Comprehensive loss, net of tax	<u>\$ (1,314,958)</u>	<u>\$ (970,287)</u>	<u>(3,803,333)</u>	<u>(1,592,871)</u>
Basic and diluted loss per share:				
Continuing operations	\$ (0.12 )	\$ (0.13 )	\$ (0.37 )	\$ (0.25 )
Discontinued operations	-	-	-	-
Net loss per share	<u>\$ (0.12 )</u>	<u>\$ (0.13 )</u>	<u>\$ (0.37 )</u>	<u>\$ (0.25 )</u>
Weighted-average outstanding shares used in computing net loss per common share:				
Basic and diluted	11,115,612	8,461,494	10,453,764	8,195,282

The accompanying notes are an integral part of these consolidated financial statements.

Professional Diversity Network, Inc. and Subsidiaries

CONSOLIDATED STATEMENT OF STOCKHOLDERS' STOCKHOLDERS' EQUITY (Unaudited)

	Common Stock		Additional Paid in Capital	Accumulated Deficit	Treasury Stock		Other Comprehensive Income (Loss)	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interest in Subsidiary	Total Stockholders' Equity
	Shares	Amount			Shares	Amount				
<b>Balance at January 1, 2023</b>										
Sale of common stock	803,128	\$ 8,031		2,691,969						2,700,000
Commitment fee	176,200	1,762		748,238						750,000
Issuance of common stock	99,339	993		199,007						200,000
Share-based compensation	154,807	1,548		260,700						262,248
Stock Buyback Plan	(530,421)	(5,304)		(850,061)		(530,421)	855,365			
Amortization of Funding Commitment	-	-	(93,750)	-	-	-	-	-	-	(93,750)
Investment in subsidiary	-	-	(95,656)	-	-	-	-	-	-	(95,656)
Translation adjustments	-	-	-	-	-	-	(5,695)	-	-	(5,695)
Net loss	-	-	-	(3,797,638)	-	-	-	-	(91,825)	(3,889,463)
<b>Balance at September 30, 2023</b>	<b>11,070,484</b>	<b>\$ 110,705</b>	<b>\$ 104,589,047</b>	<b>\$ (102,180,178)</b>	<b>524</b>	<b>\$ (37,117)</b>	<b>\$ (16,681)</b>	<b>\$ (329,068)</b>	<b>\$ 2,136,708</b>	
<b>Accumulated</b>										
	Common Stock		Additional Paid in Capital	Accumulated Deficit	Treasury Stock		Other Comprehensive Income (Loss)	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interest in Subsidiary	Total Stockholders' Equity
	Shares	Amount			Shares	Amount				
<b>Balance at January 1, 2024</b>										
Sale of common stock	40,217	402		94,702						95,104
Share-based compensation	-	-		83,332						83,332
Amortization of Funding Commitment	-	-	(93,750)	-	-	-	-	-	-	(93,750)
Net loss	-	-	-	(791,832)	-	-	-	-	(15,320)	(807,152)
<b>Balance at March 31, 2024</b>	<b>11,492,225</b>	<b>\$ 114,922</b>	<b>\$ 102,957,758</b>	<b>\$ (100,694,550)</b>	<b>524</b>	<b>\$ (37,117)</b>	<b>\$ -</b>	<b>\$ (495,238)</b>	<b>\$ 1,845,775</b>	
	Common Stock		Additional Paid in Capital	Accumulated Deficit	Treasury Stock		Other Comprehensive Income (Loss)	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interest in Subsidiary	Total Stockholders' Equity
	Shares	Amount			Shares	Amount				
<b>Balance at January 1, 2022</b>										
<b>Balance value</b>	<b>8,033,627</b>	<b>\$ 80,337</b>	<b>\$ 98,520,509</b>	<b>\$ (95,779,818)</b>	<b>524</b>	<b>\$ (37,117)</b>	<b>\$ 6,565</b>	<b>\$ 317,429</b>	<b>\$ 3,107,905</b>	
Balance at January 1, 2023	8,033,627	\$ 80,337	\$ 98,520,509	\$ (95,779,818)	524	\$ (37,117)	\$ 6,565	\$ 317,429	\$ 3,107,905	
Sale of common stock	-	-	-	-	-	-	-	-	-	333
Balance at January 1, 2024	10,367									

Issuance of common stock	1,003,252	10,032	1,739,968	-	-	-	-	-	1,750,000	99
Share-based compensation	167,763	1,678	437,977	-	-	-	-	-	439,655	
Stock Buyback Plan	-	-	-	-	289,942	(515,445)	-	-	(515,445)	(530)
Translation adjustments	-	-	-	-	-	-	(21,169)	-	(21,169)	
Net loss	-	-	-	(1,571,702)	-	-	-	(508,212)	(2,079,914)	
<b>Balance at September 30, 2022</b>	<b>9,204,642</b>	<b>\$ 92,047</b>	<b>\$ 100,698,454</b>	<b>\$ (97,351,520)</b>	<b>290,466</b>	<b>\$ (552,562)</b>	<b>\$ (14,604)</b>	<b>\$ (190,783)</b>	<b>2,681,032</b>	
<b>Balance value</b>	<b>9,204,642</b>	<b>\$ 92,047</b>	<b>\$ 100,698,454</b>	<b>\$ (97,351,520)</b>	<b>290,466</b>	<b>\$ (552,562)</b>	<b>\$ (14,604)</b>	<b>\$ (190,783)</b>	<b>2,681,032</b>	
<b>Balance at March 31, 2023</b>										<b>10,269</b>

The accompanying notes are an integral part of these consolidated financial statements.

5

#### Professional Diversity Network, Inc. and Subsidiaries

#### CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

	2023		2022		Three Months Ended March 31,	
	Nine Months Ended September 30,					
	2023	2022	2024	2023		
<b>Cash flows from operating activities:</b>						
Loss from continuing operations	\$ (3,861,035)	\$ (2,037,701)	\$ (807,152)	\$ (1,109,323)		
Adjustments to reconcile net loss from continuing operations to net cash used in operating activities - continuing operations:						
Depreciation and amortization	428,655	746,057	52,401	132,774		
Deferred income taxes	(20,840)	(35,720)	-	(11,472)		
Noncash lease expense	68,540	68,540	22,848	22,847		
Stock-based compensation expense	262,248	439,655	83,332	33,496		
Litigation settlement reserve	-	(908,564)				
Allowance for credit losses	1,895	(118,048)	31,662	8,816		
Reduction of merchant reserve	-	350,000				
Amortization of commitment funding			(93,750)	-		
Changes in operating assets and liabilities, net of effects of discontinued operations:						
Accounts receivable	411,971	610,601	(17,601)	176,276		
Prepaid expenses and other current assets	350,844	(277,312)	117,619	119,604		
Accounts payable	298,067	168,630	(48,219)	113,179		
Accrued expenses	(152,067)	146,490	(33,113)	(52,374)		
Lease liability	(77,207)	(75,367)	(26,348)	(25,736)		
Deferred revenue	(126,294)	(470,995)	175,223	197,755		
Net cash used in operating activities - continuing operations	(2,415,223)	(1,393,734)	(543,098)	(394,158)		
Net cash used in operating activities - discontinued operations	(27,956)	(5,633)	-	(29,607)		
<b>Net cash used in operating activities</b>	<b>(2,443,179)</b>	<b>(1,399,367)</b>	<b>(543,098)</b>	<b>(423,765)</b>		
<b>Cash flows from investing activities:</b>						
Payments for technology developed	(114,494)	(17,085)	(82,060)	(29,801)		
Purchases of property and equipment	(12,456)	(13,477)	(479)	(1,920)		
Acquisition of assets of Expo Experts	(400,000)	-	-	(400,000)		
Additional acquisition of equity interest in RemoteMore USA, Inc.	(351,633)	-	-	(116,667)		

<b>Net cash used in investing activities</b>	<b>(878,583)</b>	<b>(30,562)</b>	<b>(82,539)</b>	<b>(548,388)</b>
<b>Cash flows from financing activities:</b>				
Proceeds from the sale of common stock	2,700,000	-	95,104	700,000
Repurchases of common stock	-	(515,445)		
<b>Net cash provided by (used in) financing activities</b>	<b>2,700,000</b>	<b>(515,445)</b>	<b>95,104</b>	<b>700,000</b>
<b>Effect of exchange rate fluctuations on cash and cash equivalents</b>	<b>124</b>	<b>5,635</b>	<b>-</b>	<b>(312)</b>
Net decrease in cash and cash equivalents	(621,638)	(1,939,739)	(530,533)	(272,465)
Cash, cash equivalents, beginning of period	1,236,771	3,402,697	627,641	1,236,771
Cash and cash equivalents, end of period	615,133	1,462,958	97,108	964,306
<b>Supplemental disclosures of other cash flow information:</b>				
Non-cash stock issuance	\$ 200,000	\$ 400,000	\$ -	\$ 200,000
Cash paid for income taxes	\$ 3,690	\$ -	\$ 2,490	\$ -

The accompanying notes are an integral part of these consolidated financial statements.

6

#### Professional Diversity Network, Inc. and Subsidiaries

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

##### 1. Basis of Presentation and Description of Business

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial information. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. The accompanying consolidated financial statements include all adjustments, which consist of normal recurring adjustments and transactions or events discretely impacting the interim periods, considered necessary by management to fairly state our results of operations, financial position and cash flows. The operating results for interim periods are not necessarily indicative of results that may be expected for any other interim period or for the full year. These consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in our 2022 Form 10-K.

Professional Diversity Network, Inc. ("the Company", "PDN, Inc.", "we," "our," or "us,") is both the operator of the Professional Diversity Network (the "PDN Network," or the "Professional Diversity Network") and a holding company for NAPW, Inc., a wholly-owned subsidiary of the Company and the operator of the National Association of Professional Women (the "NAPW Network" or "NAPW"). The PDN Network operates online professional networking communities with career resources specifically tailored to the needs of different diverse cultural groups including: Women, Hispanic-Americans, African-Americans, Asian-Americans, persons with disabilities, Military Professionals, Lesbians, Gay, Bisexual, Transgender and Queer (LGBTQ+), as well as face-to-face and Students virtual recruiting events for Engineering, Technology and Graduates seeking Security Clearance positions, designed to transition from education to career. attract diverse candidates who may also have STEM-based backgrounds through our wholly-owned company Expo Experts Events, LLC. The networks' purposes, among others, are to assist their registered users in their efforts to connect with like-minded individuals, identify career opportunities within the network and connect with prospective employers. The Company's technology platform is integral to the operation of its business. In January 2023, the Company purchased the assets and operations of Expo Experts LLC. Expo Experts, LLC specializes in producing premier face-to-face and virtual recruiting events for Engineering, Technology and Security Clearance positions, designed to attract diverse candidates who may also have STEM-based background (see Note. 4 – Business Combinations).

The NAPW Network is a networking organization for professional women, whereby its members can develop their professional networks, further their education and skills, and promote their business and career accomplishments. NAPW provides its members with opportunities to network and develop valuable business relationships with other professionals through its website, as well as at virtual and in-person events hosted at its local chapters across the country.

RemoteMore USA is an innovative, global entity that provides remote-hiring marketplace services for developers and companies. RemoteMore connects companies with reliable, cost-efficient, vetted developers, and empowers software developers to find meaningful jobs regardless of their location. As of September 30, 2023 March 31, 2024, PDN, Inc. owned 72.62% of RemoteMore USA, Inc. ("RemoteMore USA" or "RemoteMore"). The Company consolidates RemoteMore USA's operations into its consolidated financial statements.

In March 2020, our Board of Directors decided to suspend all China operations. The results of China operations are presented in the consolidated statements of operations and comprehensive loss as net loss from discontinued operations.

##### 2. Going Concern and Management's Management's Plans

At September 30, 2023 March 31, 2024, the Company's principal sources of liquidity were its cash and cash equivalents.

7

7

The Company had an accumulated deficit of \$102,180,178 \$100,694,550 at September 30, 2023 March 31, 2024. During the nine months ended September 30, 2023 March 31, 2024, the Company generated a loss from continuing operations, net of tax, of \$3,861,035 \$802,926. During the nine months ended September 30, 2023 March 31, 2024, the Company used cash in continuing operations of \$2,415,223 \$543,098. At September 30, 2023 March 31, 2024, the Company had a cash balance of \$615,133 \$97,108. Total revenues were approximately \$5,805,000 \$1,726,842 and \$6,363,000 \$1,955,209 for the nine months ended September 30, 2023 March 31, 2024 and 2022, respectively. The Company had a working capital deficit from continuing operations of approximately \$1,264,000 \$1,753,207 and \$187,000 \$1,106,825 at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023. These conditions raise substantial doubt about its ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company's ability to further implement its business plan, raise capital, and generate revenues. The consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Management believes that its available cash on hand and cash flow from operations may not be sufficient to meet our working capital requirements through the fiscal period ending December 31, 2023/December 31, 2024, however in order to accomplish our business plan objectives, the Company will need to continue its cost reduction efforts, increase revenues, raise capital through the issuance of common stock, issue capital in relation to its line of equity, continue its cost reduction efforts, or through a strategic merger or acquisition. There can be no assurances that our business plans and actions will be successful, that we will generate anticipated revenues, or that unforeseen circumstances will not require additional funding sources in the future or require an acceleration of plans to conserve liquidity. Future efforts to improve liquidity through the issuance of our common stock may not be successful, or if available, they may not be available on acceptable terms.

### 3. Summary of Significant Accounting Policies

#### **Basis of Presentation** - The accompanying consolidated financial statements have been prepared in accordance with GAAP.

**Use of Estimates** - The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the financial statements, which management considered in formulating its estimate, could change in the near term due to one or more future intervening events. Accordingly, the actual results could differ significantly from estimates.

Significant estimates underlying the financial statements include: the fair value of acquired assets and liabilities associated with acquisitions, the assessment of goodwill for impairment, intangible assets and long-lived assets for impairment, allowances for doubtful accounts and assumptions related to the valuation allowances on deferred taxes, impact of applying the revised federal tax rates on deferred taxes, the valuation of stock-based compensation and the valuation of stock warrants.

**Principles of Consolidation**- The accompanying consolidated financial statements include the accounts of the Company, its wholly-owned wholly owned subsidiaries, and non-wholly-owned those subsidiaries that require where less than 50% is owned but consolidation per GAAP is required. All significant intercompany balances and transactions have been eliminated in consolidation.

**Cash Equivalents**- The Company considers cash equivalents to include all short-term, highly liquid investments that are readily convertible to known amounts of cash and have original maturities of three months or less.

**Accounts Receivable and Allowance for Credit Losses** - Accounts receivable represent receivables generated from fees earned from customers and advertising revenue. The Company's policy is accounts receivable consists principally of uncollateralized amounts billed to reserve for uncollectible accounts based on its best estimate customers. These receivables are generally due within 30 to 90 days of the amount of probable credit losses period in its existing accounts receivable. The Company periodically reviews its accounts receivable to determine whether which the corresponding sales occur and do not bear interest. They are recorded at net realizable value less an allowance for credit losses is necessary and are classified as account receivable, net on the consolidated balance sheets.

The Company adopted ASU 2016-13, Financial Instruments - Credit Losses, in the first quarter of fiscal 2023. This accounting standard requires companies to measure expected credit losses on financial instruments based on an analysis of past due accounts and other factors that may indicate that the realization of an account may total estimated amount to be in doubt.

Our estimate collected over the lifetime of the required allowance for instrument. Prior to the adoption of this accounting standard, the Company recorded incurred loss reserves against receivable balances based on current and historical information.

The Company considers both current conditions and reasonable and supportable forecasts of future conditions when evaluating expected credit losses is based on:

- Available and relevant internal and/or external information about historical loss experience with similar assets,
- Current conditions, and
- Reasonable and supportable forecasts that affect the expected collectibility of the reported amount of financial assets

Account balances deemed to be for uncollectible are charged to the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. Write offs are recognized as a deduction from the allowance for credit losses. Amounts previously written off that are expected to be recovered are included in the receivable balances. In our determination of the allowance for credit losses, we pool receivables by days outstanding and apply an expected credit loss percentage to each pool. The expected credit loss percentage is determined using historical loss data adjusted for current conditions and forecasts of future economic conditions. Current conditions considered include predefined aging criteria, as well as specified events that indicate the balance due is not collectible. Reasonable and supportable forecasts used in determining the probability of future collection consider publicly available macroeconomic data and whether future credit losses are expected to differ from historical losses.

The Company is not party to any off-balance sheet arrangements that would require an allowance for credit losses in accordance with this accounting standard.

#### Allowance for Credit Losses

The following table summarizes the activity related to the extent that these expected recoveries do not exceed the aggregate Company's allowance for credit losses:

	March 31, 2024	December 31, 2023
Balance, beginning of period	\$ 66,526	\$ 102,515
Provision for credit losses	31,662	(15,761)
Write-offs	-	(20,228)
Balance, end of period	\$ 98,188	\$ 66,526

The numbers presented above relate solely to our portfolio of amounts previously written off. As of September 30, 2023 and December 31, 2022, the trade accounts receivable as no allowance for credit losses was approximately \$98,000 and \$103,000, respectively, recognized on other receivables as presented on our consolidated balance sheets.

**Other Receivables**— Other receivables represents amounts that are owed to the Company that are not considered trade receivables. The Company periodically reviews its other receivables for credit risk to determine whether an allowance is necessary and other factors that may indicate that the realization of an account may be in doubt. Account balances deemed to be uncollectible are charged to the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the balance in other receivables as reported on the consolidated balance sheets was deemed collectible.

**Property and Equipment**- Property and equipment is stated at cost, including any cost to place the property into service, less accumulated depreciation. Depreciation is recorded on a straight-line basis over the estimated useful lives of the assets which currently range from three to five years. Leasehold improvements are amortized over the shorter of their estimated useful lives or the term of the lease. Maintenance, repairs and minor replacements are charged to operations as incurred; major replacements and betterments are capitalized. The cost of any assets sold or retired and related accumulated depreciation are removed from the accounts at the time of disposition, and any resulting profit or loss is reflected in income or expense for the period. Depreciation expense during the ninethree months ended September 30, 2023 March 31, 2024 and 20222023 was approximately \$9,000\$1,840 and \$7,000 and for the three months ended September 30, 2023 and 2022 was approximately \$4,000 and \$2,000\$2,475 and is recorded in depreciation and amortization expense in the accompanying consolidated statements of operations.

**Lease Obligations**- The Company leases office space and equipment under various a non-cancelable operating lease agreements, including an office that expires in September 2027. The Company's facility lease provides for its corporate headquarters, as well as office spaces for its events business, sales periodic rent increases and administrative offices under non-cancelable contains escalation clauses and renewal options. The Company's lease arrangements that provide for payments terms include options to extend.

The Company recognizes operating lease expense on a graduated straight-line basis with various expiration dates.

The Company leases its corporate headquarters. The office lease is for 4,902 square feet of office space and over the lease term is for 84 months, commencing on October 1, 2020. Interest is and variable lease payments are expensed as incurred. Lease costs are primarily recorded within SG&A expenses in the lessor Company's consolidated statements of (i) 4 percent per annum above loss and comprehensive loss.

The Company determines if a contract contains a lease at lease inception. If the then-current Base Rate, and (ii) the maximum borrowing rate permitted by applicable requirements as defined implicit in the lease agreement is not determinable, the Company uses its incremental borrowing rate ("IBR") based on information available at lease commencement including prevailing financial market conditions to determine the present value of future lease payments. The Company has elected the option to combine lease and non-lease components as a single component for the Company's entire population of lease assets.

Operating lease assets and lease liabilities are recognized at the lease commencement date. Operating lease liabilities represent the present value of lease payments not yet paid. Operating lease assets represent the right to use an underlying asset and are based upon the operating lease liabilities adjusted for prepayments or accrued lease payments, initial direct costs, and lease incentives. The Company has elected not to apply the recognition requirements to short-term leases of 12 months or less and instead recognizes lease payments as expense on a straight-line basis over the lease term. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants. Leased assets are presented net of accumulated amortization. Variable lease payment amounts that cannot be determined at the commencement of the lease, such as increases in lease payments based on changes in index rates or usage, are not included in the ROU assets or liabilities; instead, these are expensed as incurred and recorded as variable lease expense.

**Capitalized Technology Costs**- In accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 350-40,350-40, Internal-Use Software, the Company capitalizes certain external and internal computer software costs incurred during the application development stage. The application development stage generally includes software design and configuration, coding, testing and installation activities. Training and maintenance costs are expensed as incurred, while upgrades and

enhancements are capitalized if it is probable that such expenditures will result in additional functionality. Capitalized software costs are amortized over the estimated useful lives of the software assets on a straight-line basis, generally not exceeding three years.

**Business Combinations**- ASC 805, Business Combinations ("ASC 805"), applies the acquisition method of accounting for business combinations to all acquisitions where the acquirer gains a controlling interest, regardless of whether consideration was exchanged. ASC 805 establishes principles and requirements for how the acquirer: a) recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree; b) recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and c) determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. Accounting for acquisitions requires the Company to recognize, separately from goodwill, the assets acquired and the liabilities assumed at their acquisition-date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred and the net of the acquisition-date fair values of the assets acquired and the liabilities assumed. While the Company uses its best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date, the estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the interim consolidated statements of operations. (See Note 4 – Business Combinations.)

**Goodwill and Intangible Assets**- The Company accounts for goodwill and intangible assets in accordance with ASC 350, Intangibles – Goodwill and Other ("ASC 350"). ASC 350 requires that goodwill and other intangibles with indefinite lives should be tested for impairment annually or on an interim basis if events or circumstances indicate that the fair value of an asset has decreased below its carrying value.

Goodwill is tested for impairment at the reporting unit level on an annual basis (December 31 for the Company) and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. The Company considers its market capitalization and the carrying value of its assets and liabilities, including goodwill, when performing its goodwill impairment test.

When conducting its annual goodwill impairment assessment, the Company initially performs a qualitative evaluation of whether it is more likely than not that goodwill is impaired. If it is determined by a qualitative evaluation that it is more likely than not that goodwill is impaired, the Company then compares the fair value of the Company's reporting unit to its carrying or book value. If the fair value of the reporting unit exceeds its carrying value, goodwill is not impaired and the Company is not required to perform further testing. If the carrying value of a reporting unit exceeds its fair value, the Company will measure any goodwill impairment losses as the amount by which the carrying amount of a reporting unit exceeds its fair value, not to exceed the total amount of goodwill allocated to that reporting unit.

**Long-Term Restricted Cash** – Long-term restricted cash of approximately \$184,000 is related to a frozen Chinese bank account that had previously been included in long-term assets from discontinued operations (see Discontinued Operations below).

**Contingent Liabilities** – Our determination of the treatment of contingent liabilities in the consolidated financial statements is based on our view of the expected outcome of the applicable contingency. In the ordinary course of business, we consult with legal counsel on matters related to litigation and other experts both within and outside our Company. We accrue a liability if the likelihood of an adverse outcome is probable and the amount of loss is reasonably estimable. We disclose the matter, but do not accrue a liability if the likelihood of an adverse outcome is reasonably possible and an estimate of loss is not determinable. Legal and other costs incurred in conjunction with loss contingencies are expensed as incurred.

**Treasury Stock** – Treasury stock is recorded at cost as a reduction of stockholders' equity in the accompanying balance sheets.

**Revenue Recognition**– Revenue is recognized when all of the following conditions exist: (1) persuasive evidence of an arrangement exists, (2) services are performed, (3) the sales price is fixed or determinable, and (4) collectability is reasonably assured. (See Note 5 – Revenue Recognition.)

Deferred revenue includes customer payments which are received prior to performing services and revenues are recognized upon the completion of these services. Annual membership fees collected at the time of enrollment are recognized as revenue ratably over the membership period, which are typically for a 12-month membership period.

#### **Discontinued Operations**

##### **China Operations**

In March 2020, our Board of Directors decided to suspend all operations in China. The Company previously disclosed in its Form 10-K for the year ending December 31, 2019 (the "2019 10-K") that the assets of PDN China were frozen by Chinese local authorities in November 2019 in connection with the criminal investigation of alleged illegal public fund raising by Gatewang Group (the "Gatewang Case"), a separate company organized under the laws of the People's Republic of China ("Gatewang"), with which Mr. Maoji (Michael) Wang, the former Chairman and CEO of the Company was affiliated. A subsequent investigation led by a special committee of the Board concluded that it did not find any evidence that the Company or PDN China had engaged in the criminal activity of illegal fund-raising as alleged against Gatewang. The Company subsequently discontinued all of its operations in China.

The Company also previously disclosed in December 2023, Management determined that there will be no further activity related to the operations in China and as a result, eliminated all balance sheet accounts in the 2019 Form 10-K that the seizure of PDN China's assets had been lifted in March 2020. However, on April 22, 2021, the Company learned that RMB 18,841,064.15 (approximately \$2.9 million) had been seized from the PDN China Account by Longxu District Court of Wuzhou City in Guangxi Province to satisfy a judgment in favor of the plaintiffs in the Gatewang Case. On April 26, 2021, the Company concluded that the seizure of such cash assets was a material reduction of Company assets and was reflected in its consolidated balance sheets subsequent to for the occurrence.

fiscal year ending December 31, 2023. This included the extinguishment of contract debt as allowed under Chinese business law that all aged liabilities with no claims beyond a certain time limit were no longer collectible by the counterparty and as such, management removed these liabilities from the balance sheet. Concurrently, remaining current assets were also written off. The results for operations of China are presented in the consolidated statements of operations and comprehensive loss as loss from discontinued operations. The Company has asserted a bank account with a bank balance of approximately \$184,000 that is currently in a frozen state due to the litigation related to the Company's former CEO. The Company had petitioned the Chinese courts in 2020 to return the funds to PDN, however at that time, the courts had determined that they did not have the appropriate time to review PDN's request. Three years have elapsed and there has been no further activity on the case or notification to PDN regarding the bank account and related funds within. The amount is included in the consolidated balance sheets as long-term restricted cash. In fiscal 2024, the Company intends to re-engage its claim to these funds as the genuine owner petition to the Chinese officials and asked courts for their return. The Company plans to pursue all possible legal alternatives to have these funds returned to the Company but such return is uncertain at this time of its funds.

All historical operating results for the Company's China operations are included in a loss from discontinued operations, net of tax, in the accompanying consolidated statements of operations. For the three and nine months September 30, 2023 ended March 31, 2023, loss from discontinued operations was approximately \$11,000 \$11,730 consisting of general and \$28,000 as compared to a loss from discontinued operations of approximately \$13,000 and \$42,000 administrative expenses. There was no activity for the three and nine months ended September 30, 2022 March 31, 2024.

Assets and liabilities of China operations are included in current assets and long-term assets from discontinued operations, and current liabilities and long-term liabilities from discontinued operations. Current assets from discontinued operations were \$4,600, as of September 30, 2023 and December 31, 2022, and long-term assets from discontinued operations were approximately \$197,000 at September 30, 2023 and December 31, 2022. As of September 30, 2023, current liabilities from discontinued operations were approximately \$509,000, compared to \$503,000 as of December 31, 2022.

#### **Operating Results of Discontinued Operations**

The following table represents the components of operating results from discontinued operations, which are included in the consolidated statements of operations and comprehensive loss for the three and nine months ended September 30, 2023 and 2022, net of intercompany eliminations:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2023		2022		2023		2022	
	\$	(in thousands)	\$	(in thousands)	\$	(in thousands)	\$	(in thousands)
Revenues	\$	-	\$	-	\$	-	\$	-
General and administrative expenses		(11)		(13)		(28)		(42)
Loss from discontinued operations before income tax		(11)		(13)		(28)		(42)
Income tax expense (benefit)		-		-		-		-
Net loss from discontinued operations	\$	(11)	\$	(13)	\$	(28)	\$	(42)

**Advertising and Marketing Expenses** – Advertising and marketing expenses are expensed as incurred or the first time the advertising takes place. The production costs of advertising are expensed the first time the advertising takes place. For the three and nine months ended September 30, 2023 March 31, 2024, the Company incurred advertising and marketing expenses of approximately \$242,000 \$235,463 and \$866,000. For the three and nine months ended September 30, 2022, the Company incurred advertising and marketing expenses of approximately \$347,000 and \$862,000 \$281,473. These amounts are included in sales and marketing expenses in the accompanying statements of operations. At September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, there were no prepaid advertising expenses recorded in the accompanying consolidated balance sheets.

11

10

**Concentrations of Credit Risk**- Financial instruments, which potentially subject the Company to concentration of credit risk, consist principally of cash and cash equivalents and accounts receivable. The Company places its cash with high credit quality institutions. At times, such amounts may be in excess of the FDIC insurance limits. The Company has not experienced any losses in such accounts and believes that it is not exposed to any significant credit risk on the account.

**Income Taxes**- The Company accounts for income taxes in accordance with ASC 740, Income Taxes ("ASC 740"), which requires that the Company recognize deferred tax liabilities and assets based on the differences between the financial statement basis and tax basis of assets and liabilities, using enacted tax rates in effect for the year in which the differences are expected to reverse. The Company estimates the degree to which tax assets and credit carryforwards will result in a benefit based on expected profitability by tax jurisdiction. A valuation allowance for such tax assets and loss carryforwards is provided when it is determined to be more likely than not that the benefit of such deferred tax asset will not be realized in future periods. If it becomes more likely than not that a tax asset will be used, the related valuation allowance on such assets would be reduced.

ASC 740 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with ASC 740-20 and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. There were \$122,229 \$122,229 no deferred tax liabilities, as of September 30, 2023 March 31, 2024, recorded in the accompanying consolidated balance sheets. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

The Company may be subject to potential income tax examinations by federal or state authorities. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with federal and state tax laws. Management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months. Tax years that remain open for assessment for federal and state tax purposes include the years ended December 31, 2019 December 31, 2020 through December 2023.

The Company's policy for recording interest and penalties associated with audits is to record such expense as a component of income tax expense. There were no amounts accrued for penalties or interest as of September 30, 2023 March 31, 2024.

**Fair Value of Financial Assets and Liabilities** - Financial instruments, including cash and cash equivalents, short-term investments and accounts payable, are carried at cost. Management believes that the recorded amounts approximate fair value due to the short-term nature of these instruments.

**Net Loss per Share**- The Company computes basic net loss per share by dividing net loss available to common stockholders by the weighted average number of common shares outstanding for the period and excludes the effects of any potentially dilutive securities. Diluted earnings per share, if presented, would include the dilution that would occur upon the exercise or conversion of all potentially dilutive securities into common stock using the "treasury stock" and/or "if converted" methods as applicable. The computation of basic net loss per share for the three and nine months ended September 30, 2023 March 31, 2024 and 20222023 excludes the potentially dilutive securities summarized in the table below because their inclusion would be anti-dilutive.

	2023		2022		As of March 31,	
	As of September 30,		2022		2024	2023
	2023	2022	2022	2023	2024	2023
Stock options		28,063		23,063	30,000	33,063
Unvested restricted stock		110,488		69,114	70,488	34,557
Total dilutive securities		138,551		92,177	100,488	67,620

11

**Reclassifications**

12

**Reclassifications** Certain prior year amounts in the Consolidated Statements of Cash Flows have been reclassified to conform to the current year presentation.

**Recent Accounting Pronouncements**

In June 2016, November 2023, the FASB issued ASU 2016-13, Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. The main objective of this 2023-07, which updates reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses and information used to assess segment performance. This update is to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. To achieve this objective, the amendments in this update replace the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. For public business entities that are SEC filers that are Smaller Reporting Companies, the amendments in this update are effective for fiscal years beginning after January 15, 2023, including and interim periods within those fiscal years. The Company years beginning after December 15, 2024, with early adoption permitted. This update will be applied retrospectively for all prior periods presented in the financial statements.

In December 2023, the FASB issued ASU 2023-09, which is intended to enhance the transparency and decision usefulness of income tax disclosures. ASU 2023-09 primarily enhances and expands both the annual income tax rate reconciliation disclosure and the annual income taxes paid disclosure. This update is effective for fiscal years beginning after December 15, 2024 and may be adopted ASU 2022-02 on a prospective or retrospective basis, effective January 1, 2023, and concluded there with early adoption permitted.

The Company is no material currently evaluating the impact to of the consolidated financial statements or disclosures through the third quarter adoption of 2023, these standards on its disclosures.

**4. Business Combinations**

*RemoteMore*

On September 20, 2021, the The Company acquired a 45.62% an initial 45.62% interest in RemoteMore, a software developer recruiting company in 2021 for approximately \$1.36 million. During 2022 and 2023, an estimated additional 27% interest was acquired for approximately \$352,000 for a total purchase price of \$1,363,333, paying \$863,333 in cash and \$500,000 to be paid within one year of the acquisition date, or until certain factors of the agreement were met.

In February 2022, in connection with the September 2021 acquisition of the 45.62% 72.62% interest in RemoteMore and as a component of the aforementioned \$500,000 still to be paid, the Company issued 139,860 shares of its common stock, with a value of \$400,000, to the co-founders of RemoteMore. In January 2023, the Company exercised its option to purchase an additional 20% interest in RemoteMore at a purchase price of \$116,667. March 31, 2024.

In May 2023, the Company acquired an additional 7% interest in RemoteMore for approximately \$235,000. The acquisition interest and price were based on the original valuation of RemoteMore in September 2021. This acquisition increased the Company's interest in RemoteMore to 72.62%.

*Expo Experts*

In January 2023, the Company purchased the assets and operations of Expo Experts, LLC ("Expo Experts"), an Ohio limited liability company, for a total consideration of \$600,000 \$600,000 funded by the payment of \$400,000 \$400,000 in cash and the issuance of restricted shares of PDN common stock valued at \$200,000 \$200,000 based on the volume weighted-average price as of twenty (20) (20) days prior to the closing date. Expo Experts specializes in producing premier face-to-face and virtual recruiting events for Engineering, Technology and Security Clearance positions, as well as being designed to attract diverse candidates who may also have STEM-based background.backgrounds.

The purchase price allocation as of the date of the acquisition was based on a detailed analysis of the fair value of assets acquired. No liabilities were assumed other than the deferred revenue amount listed below. The major classes of assets and liabilities to which we have allocated the purchase price were as follows:

Goodwill	\$	126,301
Intangible assets		541,400
Deferred revenue		(67,701)
	\$	600,000

The goodwill recognized in connection with the acquisition is primarily attributable to anticipated synergies from future growth and is expected to be deductible for tax purposes.

Intangible assets purchased in connection with the acquisition primarily represent specific events acquired which are expected to create revenue throughout fiscal 2023 and are reflected in the Company's consolidated balance sheets at gross amounts, net of accumulated amortization (see Note 7 – Intangible Assets).

Expo Experts' accounts and operations have been reflected in the PDN Network for segment reporting purposes (see 14, Note 14 – Segment Information).

## 5. Revenue Recognition

The Company recognizes revenue under the core principle of ASC 606 – Revenue from Contracts with Customers ("ASC 606"), to depict the transfer of control to its customers in an amount reflecting the consideration to which it expects to be entitled. In order to achieve that core principle, the Company has applied the following five-step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when a performance obligation is satisfied.

The Company's contracts with customers may provide for multiple promised goods and services. The Company typically analyzes the contract and identifies the performance obligations by evaluating whether the promised goods and services are capable of being distinct within the context of the contract at contract inception. Promised goods and services that are not distinct at contract inception are combined. The next step after identifying the performance obligations is determining the transaction price, which includes the impact of variable consideration, based on contractually fixed amounts and an estimation of variable consideration. The Company allocates the transaction price to each performance obligation based on relative stand-alone selling price. Judgment is exercised to determine the stand-alone selling price of each distinct performance obligation. The Company estimates the stand-alone selling price by reference to the total transaction price less the sum of the observable stand-alone selling prices of other goods or services promised in the contract. In general, transaction price is determined by estimating the fixed amount of consideration to which we are entitled for transfer of goods and services and all relevant sources and components of variable consideration. Revenues are generally recognized when control of the promised goods or services is transferred to their customers either at a point in time or over time, in an amount that reflects the consideration it expects to be entitled to in exchange for those goods or services.

Many of the Company's contracts have one performance obligation and all consideration is allocated to that performance obligation and recognized at a point in time contemporaneous when the service is performed or with the date of the event.

Payment is typically due in full, at net 30, from the moment control of the goods or services have begun to transfer, unless both parties have negotiated an installment-based payment arrangement through the term of the contract. The Company may have contracts where there is an extended timing difference between payment and the time when control of the goods or services is transferred to the customer.

### Nature of Goods and Services

The following is a description of principal activities from which the Company generates its revenue:

#### Recruitment Services

The Company's recruitment services revenue is derived from the Company's agreements through single and multiple job postings, recruitment media, talent recruitment communities, basic and premier corporate memberships, hiring campaign marketing and advertising, e-newsletter marketing and research and outreach services. Recruitment revenue includes revenue recognized from direct sales to customers for recruitment services and events, as well as revenue from the Company's direct e-commerce sales. Direct sales to customers are most typically a twelve-month contract for services and as such the revenue for each contract is recognized ratably over its twelve-month term. Event revenue is recognized in the period that the event takes place and e-commerce sales are for sixty to ninety-day job postings and the revenue from those sales are recognized when the service is provided. The Company's recruitment services mainly consist of the following products:

- On-line job postings to our diversity sites and to our broader network of websites including the NAACP, National Urban League, Kappa Alpha Psi, Phi Beta Sigma and many other partner organizations;
- OFCCP job promotion and recordation services;
- Diversity job fairs, both in person and virtual fairs;
- Diversity recruitment job advertising services; and
- Diversity executive staffing services.

14

12

---

#### Membership Fees and Related Services

Membership fees are typically month to month; however, members may prepay for a twelve-month period. Memberships are collected up-front and member benefits become available immediately. At the time of enrollment, membership fees are recorded as deferred revenue and are recognized as revenue ratably over the membership period. Members who are enrolled in a twelve-month plan may cancel their membership in the program at any time and receive a partial refund (amount remaining in deferred revenue) or due to consumer protection legislation, a full refund based on the policies of the member's credit card company.

Monthly membership revenues are recognized in the same month fees are collected.

Revenue from related membership services are derived from fees for development and set-up of a member's personal on-line profile and/or press release announcements. Fees related to these services are recognized as revenue at the time the on-line profile is complete and press release is distributed.

Products offered to members relate to custom made plaques. Product sales are recognized as deferred revenue at the time the initial order is placed. Revenue is then recognized at the time these products are shipped. The Company's shipping and handling costs are included in cost of sales in the accompanying consolidated statements of operations.

#### Contracted Software Development

Revenues for RemoteMore are generated from providing customized software solutions to customers and are recognized in the period work is performed.

#### Consumer Advertising and Marketing Solutions

The Company provides career opportunity services to its various partner organizations through advertising and job postings on their websites. The Company works with its partners to develop customized websites and job boards where the partners can generate advertising, job postings and career services to their members, students and alumni. Consumer advertising and marketing solutions revenue is recognized as jobs are posted to their hosted sites.

#### Revenue Concentration

The Company is in an alliance with another company to build, host, and manage the Company's job boards and website. This alliance member also sells two of the Company's recruitment services products and bills customers, collects fees, and provides customer services. For the **ninethree** months ended **September 30, 2023** **March 31, 2024** and **2022,2023**, the Company recorded approximately **8.6% 6%** and **11.5% 10%** of its recruitment services revenue from this alliance sales relationship.

#### Disaggregation Allowance for Credit Losses

The following table summarizes the activity related to the Company's allowance for credit losses:

	March 31, 2024	December 31, 2023
Balance, beginning of period	\$ 66,526	\$ 102,515
Provision for credit losses	31,662	(15,761)
Write-offs	-	(20,228)
Balance, end of period	\$ 98,188	\$ 66,526

#### The numbers presented above relate solely to our portfolio of Revenue

Revenue is disaggregated by product line and timing of transfer of products and services and is in line with our reportable segments as described in Note 14 - Segment Information.

#### Contract Balances

The Company's rights to consideration for work completed, but not billed at the reporting date, is classified as a **trade accounts receivable** as **it has an unconditional right** **no allowance for credit losses** was recognized on other receivables as presented on our consolidated balance sheets.

**Other Receivables** – Other receivables represents amounts that are owed to payment or only conditional for the passage of time. Company that are not considered trade receivables. The Company has no recorded contract assets as periodically reviews its other receivables for credit risk to determine whether an allowance is necessary and other factors that may indicate that the realization of **September 30, 2023**.

Consideration received an account may be in advance from customers is recorded as a contract liability, if a contract exists under ASC 606, until services are delivered or obligations are met and revenue is earned. Contract liability represents the excess of amounts invoiced over amounts recognized as revenues. Contract liabilities doubt. Account balances deemed to be recognized in uncollectible are charged to the succeeding twelve-month period are classified as current contract liabilities allowance after all means of collection have been exhausted and the remaining amounts, if any, are classified potential for recovery is considered remote. As of March 31, 2024 and December 31, 2023, the balance in other receivables as non-current contract liabilities. Contract liabilities of approximately \$1,867,000 and 1,926,000 are included in current deferred revenues, reported on the consolidated balance sheets was deemed collectible.

**Property and Equipment-** Property and equipment is stated at cost, including any cost to place the property into service, less accumulated depreciation. Depreciation is recorded on a straight-line basis over the estimated useful lives of the assets which currently range from three to five years. Leasehold improvements are amortized over the shorter of their estimated useful lives or the term of the lease. Maintenance, repairs and minor replacements are charged to operations as incurred; major replacements and betterments are capitalized. The cost of September 30, 2023 any assets sold or retired and December 31, 2022.

For related accumulated depreciation are removed from the accounts at the time of disposition, and any resulting profit or loss is reflected in income or expense for the period. Depreciation expense during the three months ended September 30, 2023 March 31, 2024 and 2022, we2023 was approximately \$1,840 and \$2,475 and is recorded in depreciation and amortization expense in the accompanying consolidated statements of operations.

**Lease Obligations-** The Company leases office space under a non-cancelable operating lease that expires in September 2027. The Company's facility lease provides for periodic rent increases and contains escalation clauses and renewal options. The Company's lease terms include options to extend.

The Company recognizes operating lease expense on a straight-line basis over the lease term and variable lease payments are expensed as incurred. Lease costs are primarily recorded within SG&A expenses in the Company's consolidated statements of loss and comprehensive loss.

The Company determines if a contract contains a lease at lease inception. If the borrowing rate implicit in the lease is not determinable, the Company uses its incremental borrowing rate ("IBR") based on information available at lease commencement including prevailing financial market conditions to determine the present value of future lease payments. The Company has elected the option to combine lease and non-lease components as a single component for the Company's entire population of lease assets.

Operating lease assets and lease liabilities are recognized revenue associated with contract at the lease commencement date. Operating lease liabilities represent the present value of lease payments not yet paid. Operating lease assets represent the right to use an underlying asset and are based upon the operating lease liabilities adjusted for prepayments or accrued lease payments, initial direct costs, and lease incentives. The Company has elected not to apply the recognition requirements to short-term leases of 12 months or less and instead recognizes lease payments as expense on a straight-line basis over the lease term. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants. Leased assets are presented net of accumulated amortization. Variable lease payment amounts that were cannot be determined at the commencement of the lease, such as increases in lease payments based on changes in index rates or usage, are not included in the contract ROU assets or liabilities; instead, these are expensed as incurred and recorded as variable lease expense.

**Capitalized Technology Costs-** In accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 350-40, Internal-Use Software, the Company capitalizes certain external and internal computer software costs incurred during the application development stage. The application development stage generally includes software design and configuration, coding, testing and installation activities. Training and maintenance costs are expensed as incurred, while upgrades and enhancements are capitalized if it is probable that such expenditures will result in additional functionality. Capitalized software costs are amortized over the estimated useful lives of the software assets on a straight-line basis, generally not exceeding three years.

9

**Business Combinations-** ASC 805, Business Combinations ("ASC 805"), applies the acquisition method of accounting for business combinations to all acquisitions where the acquirer gains a controlling interest, regardless of whether consideration was exchanged. ASC 805 establishes principles and requirements for how the acquirer: a) recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree; b) recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and c) determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. Accounting for acquisitions requires the Company to recognize, separately from goodwill, the assets acquired and the liabilities assumed at their acquisition-date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred and the net of the acquisition-date fair values of the assets acquired and the liabilities assumed. While the Company uses its best estimates and assumptions to accurately value assets acquired and liabilities assumed at the beginning acquisition date, the estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period as follows:

the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the interim consolidated statements of operations.

	September 30, 2023	September 30, 2022
Balance, beginning of period	\$ 2,109,677	\$ 1,976,612
Recognized revenue associated with contract liabilities	(1,359,744)	(1,314,807)
Amounts collected or invoiced	1,117,262	1,017,085
Balance, end of period	<u>\$ 1,867,195</u>	<u>\$ 1,678,890</u>

**Goodwill and Intangible Assets-** The Company accounts for goodwill and intangible assets in accordance with ASC 350, Intangibles – Goodwill and Other ("ASC 350"). ASC 350 requires that goodwill and other intangibles with indefinite lives should be tested for impairment annually or on an interim basis if events or circumstances indicate that the fair value of an asset has decreased below its carrying value.

Goodwill is tested for impairment at the reporting unit level on an annual basis ( December 31 for the Company) and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. The Company considers its market capitalization and the carrying value of its assets and liabilities, including goodwill, when performing its goodwill impairment test.

When conducting its annual goodwill impairment assessment, the Company initially performs a qualitative evaluation of whether it is more likely than not that goodwill is impaired. If it is determined by a qualitative evaluation that it is more likely than not that goodwill is impaired, the Company then compares the fair value of the Company's reporting unit to its

carrying or book value. If the fair value of the reporting unit exceeds its carrying value, goodwill is not impaired and the Company is not required to perform further testing. If the carrying value of a reporting unit exceeds its fair value, the Company will measure any goodwill impairment losses as the amount by which the carrying amount of a reporting unit exceeds its fair value, not to exceed the total amount of goodwill allocated to that reporting unit.

**Long-Term Restricted Cash** – Long-term restricted cash of approximately \$184,000 is related to a frozen Chinese bank account that had previously been included in long-term assets from discontinued operations (see Discontinued Operations below).

**Contingent Liabilities** – Our determination of the treatment of contingent liabilities in the consolidated financial statements is based on our view of the expected outcome of the applicable contingency. In the ordinary course of business, we consult with legal counsel on matters related to litigation and other experts both within and outside our Company. We accrue a liability if the likelihood of an adverse outcome is probable and the amount of loss is reasonably estimable. We disclose the matter, but do not accrue a liability if the likelihood of an adverse outcome is reasonably possible and an estimate of loss is not determinable. Legal and other costs incurred in conjunction with loss contingencies are expensed as incurred.

**Treasury Stock** – Treasury stock is recorded at cost as a reduction of stockholders' equity in the accompanying balance sheets.

**Revenue Recognition** – Revenue is recognized when all of the following conditions exist: (1) persuasive evidence of an arrangement exists, (2) services are performed, (3) the sales price is fixed or determinable, and (4) collectability is reasonably assured. (See Note 5 – Revenue Recognition.)

Deferred revenue includes customer payments which are received prior to performing services and revenues are recognized upon the completion of these services. Annual membership fees collected at the time of enrollment are recognized as revenue ratably over the membership period, which are typically for a 12-month membership period.

#### **Transaction Price Allocated Discontinued Operations**

##### **China Operations**

In March 2020, our Board of Directors decided to suspend all operations in China. The Company previously disclosed in its Form 10-K for the year ending December 31, 2019 (the "201910-K") and subsequent filings, that the assets of PDN China were frozen by Chinese local authorities in November 2019 in connection with the criminal investigation of alleged illegal public fund raising by Gatewang Group (the "Gatewang Case"), a separate company organized under the laws of the People's Republic of China ("Gatewang"), with which Mr. Maoji (Michael) Wang, the former Chairman and CEO of the Company was affiliated. A subsequent investigation led by a special committee of the Board concluded that it did not find any evidence that the Company or PDN China has engaged in the criminal activity of illegal fund-raising as alleged against Gatewang. The Company subsequently discontinued all of its operations in China.

In December 2023, Management determined that there will be no further activity related to the Remaining Performance Obligations

The Company applies the optional exemptions and does not disclose: a) information about remaining performance obligations that have an original expected duration of one year or less or b) transaction price allocated to unsatisfied performance obligations for which variable consideration is allocated entirely to a wholly unsatisfied performance obligation or to a wholly unsatisfied promise to transfer a distinct good or service that forms part of a single performance obligation operations in accordance with the series guidance.

The typical duration of all event related and other contracts is one year or less China and as a result, eliminated all balance sheet accounts in the consolidated balance sheets for the fiscal year ending December 31, 2023. This included the extinguishment of contract debt as allowed under Chinese business law that all aged liabilities with no claims beyond a certain time limit were no longer collectible by the counterparty and as such, management removed these liabilities from the balance sheet. Concurrently, remaining current assets were also written off. The results for operations of China are presented in the consolidated statements of operations and comprehensive loss as loss from discontinued operations. The Company has a bank account with a bank balance of approximately \$184,000 that is currently in a frozen state due to the litigation related to the Company's former CEO. The Company had petitioned the Chinese courts in 2020 to return the funds to PDN, however at that time, the courts had determined that they did not have the appropriate time to review PDN's request. Three years have elapsed and there has been no further activity on the case or notification to PDN regarding the bank account and related funds within. The amount is included in the consolidated balance sheets as long-term restricted cash. In fiscal 2024, the Company applies intends to re-engage its petition to the optional exemptions Chinese courts for the return of its funds.

All historical operating results for the Company's China operations are included in a loss from discontinued operations, net of tax, in the accompanying consolidated statements of operations. For the three months ended March 31, 2023, loss from discontinued operations was approximately \$11,730 consisting of general and administrative expenses. There was no activity for the three months ended March 31, 2024.

**Advertising and Marketing Expenses** – Advertising and marketing expenses are expensed as incurred or the first time the advertising takes place. The production costs of advertising are expensed the first time the advertising takes place. For the three months ended March 31, 2024, the Company incurred advertising and marketing expenses of approximately \$235,463 and \$281,473. These amounts are included in sales and marketing expenses in the accompanying statements of operations. At March 31, 2024 and December 31, 2023, there were no prepaid advertising expenses recorded in the accompanying consolidated balance sheets.

10

---

**Concentrations of Credit Risk**- Financial instruments, which potentially subject the Company to concentration of credit risk, consist principally of cash and cash equivalents and accounts receivable. The Company places its cash with high credit quality institutions. At times, such amounts may be in excess of the FDIC insurance limits. The Company has not experienced any losses in such accounts and believes that it is not exposed to any significant credit risk on the account.

**Income Taxes**- The Company accounts for income taxes in accordance with ASC 740, Income Taxes ("ASC 740"), which requires that the Company recognize deferred tax liabilities and assets based on the differences between the financial statement basis and tax basis of assets and liabilities, using enacted tax rates in effect for the year in which the differences are expected to reverse. The Company estimates the degree to which tax assets and credit carryforwards will result in a benefit based on expected profitability by tax jurisdiction. A valuation allowance for such tax assets and loss carryforwards is provided when it is determined to be more likely than not that the benefit of such deferred tax asset will not be realized in future periods. If it becomes more likely than not that a tax asset will be used, the related valuation allowance on such assets would be reduced.

ASC 740 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with ASC 740-20 and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. There were no deferred tax liabilities, as of March 31, 2024, recorded in the accompanying consolidated balance sheets . The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

The Company may be subject to potential income tax examinations by federal or state authorities. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with federal and state tax laws. Management does not disclose expect that the total amount of

unrecognized tax benefits will materially change over the next twelve months. Tax years that remain open for assessment for federal and state tax purposes include the years ended December 31, 2020 through 2023.

The Company's policy for recording interest and penalties associated with audits is to record such expense as a component of income tax expense. There were no amounts accrued for penalties or interest as of March 31, 2024.

**Fair Value of Financial Assets and Liabilities-** Financial instruments, including cash and cash equivalents, short-term investments and accounts payable, are carried at cost. Management believes that the recorded amounts approximate fair value due to the short-term nature of these instruments.

**Net Loss per Share-** The Company computes basic net loss per share by dividing net loss available to common stockholders by the weighted average number of common shares outstanding for the period and excludes the effects of any potentially dilutive securities. Diluted earnings per share, if presented, would include the dilution that would occur upon the exercise or conversion of all potentially dilutive securities into common stock using the "treasury stock" and/or "if converted" methods as applicable. The computation of basic net loss per share for the three months ended March 31, 2024 and 2023 excludes the potentially dilutive securities summarized in the table below because their inclusion would be anti-dilutive.

	As of March 31,	
	2024	2023
Stock options	30,000	33,063
Unvested restricted stock	70,488	34,557
Total dilutive securities	100,488	67,620

11

**Reclassifications-** Certain prior year amounts in the Consolidated Statements of Cash Flows have been reclassified to conform to the current year presentation.

#### **Recent Accounting Pronouncements**

In November 2023, the FASB issued ASU 2023-07, which updates reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses and information about remaining used to assess segment performance. This update is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. This update will be applied retrospectively for all prior periods presented in the financial statements.

In December 2023, the FASB issued ASU 2023-09, which is intended to enhance the transparency and decision usefulness of income tax disclosures. ASU 2023-09 primarily enhances and expands both the annual income tax rate reconciliation disclosure and the annual income taxes paid disclosure. This update is effective for fiscal years beginning after December 15, 2024 and may be adopted on a prospective or retrospective basis, with early adoption permitted.

The Company is currently evaluating the impact of the adoption of these standards on its disclosures.

#### **4. Business Combinations**

##### **RemoteMore**

The Company acquired an initial 45.62% interest in RemoteMore, a software developer recruiting company in 2021 for approximately \$1.36 million. During 2022 and 2023, an additional 27% interest was acquired for approximately \$352,000 for a total of 72.62% interest in RemoteMore as of March 31, 2024.

##### **Expo Experts**

In January 2023, the Company purchased the assets and operations of Expo Experts, LLC ("Expo Experts"), an Ohio limited liability company, for a total consideration of \$600,000 funded by the payment of \$400,000 in cash and the issuance of restricted shares of PDN common stock valued at \$200,000 based on the volume weighted-average price as of twenty (20) days prior to the closing date. Expo Experts specializes in producing premier face-to-face and virtual recruiting events for Engineering, Technology and Security Clearance positions, as well as being designed to attract diverse candidates who may also have STEM-based backgrounds.

Expo Experts' accounts and operations have been reflected in the PDN Network for segment reporting purposes (see Note 14 - Segment Information).

#### **5. Revenue Recognition**

The Company recognizes revenue under the core principle of ASC 606 – Revenue from Contracts with Customers ("ASC 606"), to depict the transfer of control to its customers in an amount reflecting the consideration to which it expects to be entitled. In order to achieve that core principle, the Company has applied the following five-step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when a performance obligation is satisfied.

The Company's contracts with customers may provide for multiple promised goods and services. The Company typically analyzes the contract and identifies the performance obligations by evaluating whether the promised goods and services are capable of being distinct within the context of the contract at contract inception. Promised goods and services that are not distinct at contract inception are combined. The next step after identifying the performance obligations is determining the transaction price, which includes the impact of variable consideration, based on contractually fixed amounts and an estimation of variable consideration. The Company allocates the transaction price to each performance obligation based on relative stand-alone selling price. Judgment is exercised to determine the stand-alone selling price of each distinct performance obligation. The Company estimates the stand-alone selling price by reference to the total transaction price less the sum of the observable stand-alone selling prices of other goods or services promised in the contract. In general, transaction price is determined by estimating the fixed amount of consideration to which we are entitled for transfer of goods and services and all relevant sources and components of variable consideration. Revenues are generally recognized when control of the promised goods or services is transferred to their customers either at a point in time or over time, in an amount that reflects the consideration it expects to be entitled to in exchange for those goods or services.

Many of the Company's contracts have one performance obligation and all consideration is allocated to that performance obligation and recognized at a point in time contemporaneous when the service is performed or with the date of the event.

Payment is typically due in full, at net 30, from the moment control of the goods or services have begun to transfer, unless both parties have negotiated an original expected duration installment-based payment arrangement through the term of one year the contract. The Company may have contracts where there is an extended timing difference between payment and the time when control of the goods or less services is transferred to the customer.

#### Nature of Goods and Services

The following is a description of principal activities from which the Company generates its revenue:

##### Recruitment Services

The Company's recruitment services revenue is derived from the Company's agreements through single and multiple job postings, recruitment media, talent recruitment communities, basic and premier corporate memberships, hiring campaign marketing and advertising, e-newsletter marketing and research and outreach services. Recruitment revenue includes revenue recognized from direct sales to customers for recruitment services and events, as well as revenue from the Company's direct e-commerce sales. Direct sales to customers are most typically a twelve-month contract for services and as such the revenue for each contract is recognized ratably over its twelve-month term. Event revenue is recognized in the period that the event takes place and e-commerce sales are for sixty to ninety-day job postings and the revenue from those sales are recognized when the service is provided. The Company's recruitment services mainly consist of the following products:

- On-line job postings to our diversity sites and to our broader network of websites including the NAACP, National Urban League, Kappa Alpha Psi, Phi Beta Sigma and many other partner organizations;
- OFCCP job promotion and recordation services;
- Diversity job fairs, both in person and virtual fairs;
- Diversity recruitment job advertising services; and
- Diversity executive staffing services.

12

---

##### Membership Fees and Related Services

Membership fees are typically month to month; however, members may prepay for a 12-month period. Memberships are collected up-front and member benefits become available immediately. At the time of enrollment, membership fees are recorded as deferred revenue and are recognized as revenue ratably over the membership period. Members who are enrolled in 12-month plan may cancel their membership in the program at any time and receive a partial refund (amount remaining in deferred revenue) or due to consumer protection legislation, a full refund based on the policies of the member's credit card company.

Monthly membership revenues are recognized in the same month fees are collected.

Revenue from related membership services are derived from fees for development and set-up of a member's personal on-line profile and/or press release announcements. Fees related to these services are recognized as revenue at the time the on-line profile is complete and press release is distributed.

Products offered to members relate to custom made plaques. Product sales are recognized as deferred revenue at the time the initial order is placed. Revenue is then recognized at the time these products are shipped. The Company's shipping and handling costs are included in cost of sales in the accompanying consolidated statements of operations.

##### Contracted Software Development

Revenues for RemoteMore are generated from providing customized software solutions to customers and are recognized in the period work is performed.

##### Consumer Advertising and Marketing Solutions

The Company provides career opportunity services to its various partner organizations through advertising and job postings on their websites. The Company works with its partners to develop customized websites and job boards where the partners can generate advertising, job postings and career services to their members, students and alumni. Consumer advertising and marketing solutions revenue is recognized as jobs are posted to their hosted sites.

##### Revenue Concentration

The Company is in an alliance with another company to build, host, and manage the Company's job boards and website. This alliance member also sells two of the Company's recruitment services products and bills customers, collects fees, and provides customer services. For the three months ended March 31, 2024 and 2023, the Company recorded approximately 6% and 10% of its recruitment services revenue from this alliance sales relationship.

##### Allowance for Credit Losses

The following table summarizes the activity related to the Company's allowance for credit losses:

	March 31, 2024	December 31, 2023
Balance, beginning of period	\$ 66,526	\$ 102,515
Provision for credit losses	31,662	(15,761)
Write-offs	-	(20,228)
Balance, end of period	\$ 98,188	\$ 66,526
	September 30, 2023	December 31, 2022
Balance, beginning of period	\$ 102,515	\$ 247,190
Provision for credit losses	1,895	(144,675)
Write-offs	(6,587)	-

Balance, end of period	\$ 97,823	\$ 102,515
------------------------	-----------	------------

The numbers presented above relate solely to our portfolio of trade accounts receivable as no allowance for credit losses was recognized on other receivables as presented on our consolidated balance sheets. **We**

**Other Receivables** – Other receivables represents amounts that are owed to the Company that are not considered trade receivables. The Company periodically reviews its other receivables for credit risk to determine whether an allowance is necessary and other factors that may indicate that the realization of an account may be in doubt. Account balances deemed to be uncollectible are charged to the allowance after all means of collection have been exhausted and the potential for credit losses by using an recovery is considered remote. As of March 31, 2024 and December 31, 2023, the balance in other receivables as reported on the consolidated balance sheets was deemed collectible.

**Property and Equipment** - Property and equipment is stated at cost, including any cost to place the property into service, less accumulated depreciation. Depreciation is recorded on a straight-line basis over the estimated useful lives of the assets which currently range from three to five years. Leasehold improvements are amortized over the shorter of their estimated useful lives or the term of the lease. Maintenance, repairs and minor replacements are charged to operations as incurred; major replacements and betterments are capitalized. The cost of any assets sold or retired and related accumulated depreciation are removed from the accounts **receivable aging schedule** at the time of disposition, and utilizing historical any resulting profit or loss **percentages adjusted** is reflected in income or expense for the **effects of current conditions and reasonable and supportable forecasts of period**. Depreciation expense during the **future**.

#### 6. Capitalized Technology

Capitalized Technology, net is as follows:

	September 30, 2023	December 31, 2022
Capitalized cost:		
Balance, beginning of period	\$ 64,499	\$ 43,038
Additional capitalized cost	103,494	45,196
Provision for amortization	(39,993)	(23,735)
Balance, end of period	<u>\$ 128,000</u>	<u>\$ 64,499</u>

For the three months ended September 30, 2023 March 31, 2024 and 2022, amortization expense related to capitalized technology2023 was approximately \$16,200\$1,840 and \$6,100, and was approximately \$40,000 and \$15,600 for the nine months ended September 30, 2023 and 2022, \$2,475 and is recorded in depreciation and amortization expense in the accompanying consolidated statements of operations.

**7. Lease Obligations-** The Company leases office space under a non-cancelable operating lease that expires in September 2027. The Company's facility lease provides for periodic rent increases and contains escalation clauses and renewal options. The Company's lease terms include options to extend.

The Company recognizes operating lease expense on a straight-line basis over the lease term and variable lease payments are expensed as incurred. Lease costs are primarily recorded within SG&A expenses in the Company's consolidated statements of loss and comprehensive loss.

The Company determines if a contract contains a lease at lease inception. If the borrowing rate implicit in the lease is not determinable, the Company uses its incremental borrowing rate ("IBR") based on information available at lease commencement including prevailing financial market conditions to determine the present value of future lease payments. The Company has elected the option to combine lease and non-lease components as a single component for the Company's entire population of lease assets.

Operating lease assets and lease liabilities are recognized at the lease commencement date. Operating lease liabilities represent the present value of lease payments not yet paid. Operating lease assets represent the right to use an underlying asset and are based upon the operating lease liabilities adjusted for prepayments or accrued lease payments, initial direct costs, and lease incentives. The Company has elected not to apply the recognition requirements to short-term leases of 12 months or less and instead recognizes lease payments as expense on a straight-line basis over the lease term. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants. Leased assets are presented net of accumulated amortization. Variable lease payment amounts that cannot be determined at the commencement of the lease, such as increases in lease payments based on changes in index rates or usage, are not included in the ROU assets or liabilities; instead, these are expensed as incurred and recorded as variable lease expense.

**Capitalized Technology Costs-** In accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 350-40, Internal-Use Software, the Company capitalizes certain external and internal computer software costs incurred during the application development stage. The application development stage generally includes software design and configuration, coding, testing and installation activities. Training and maintenance costs are expensed as incurred, while upgrades and enhancements are capitalized if it is probable that such expenditures will result in additional functionality. Capitalized software costs are amortized over the estimated useful lives of the software assets on a straight-line basis, generally not exceeding three years.

9

---

**Business Combinations-** ASC 805, Business Combinations ("ASC 805"), applies the acquisition method of accounting for business combinations to all acquisitions where the acquirer gains a controlling interest, regardless of whether consideration was exchanged. ASC 805 establishes principles and requirements for how the acquirer: a) recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree; b) recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and c) determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. Accounting for acquisitions requires the Company to recognize, separately from goodwill, the assets acquired and the liabilities assumed at their acquisition-date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred and the net of the acquisition-date fair values of the assets acquired and the liabilities assumed. While the Company uses its best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date, the estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the interim consolidated statements of operations.

**Goodwill and Intangible Assets-** The Company accounts for goodwill and intangible assets in accordance with ASC 350, Intangibles – Goodwill and Other ("ASC 350"). ASC 350 requires that goodwill and other intangibles with indefinite lives should be tested for impairment annually or on an interim basis if events or circumstances indicate that the fair value of an asset has decreased below its carrying value.

**Intangible Goodwill** is tested for impairment at the reporting unit level on an annual basis ( December 31 for the Company) and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. The Company considers its market capitalization and the carrying value of its assets and liabilities, including goodwill, when performing its goodwill impairment test.

When conducting its annual goodwill impairment assessment, the Company initially performs a qualitative evaluation of whether it is more likely than not that goodwill is impaired. If it is determined by a qualitative evaluation that it is more likely than not that goodwill is impaired, the Company then compares the fair value of the Company's reporting unit to its carrying or book value. If the fair value of the reporting unit exceeds its carrying value, goodwill is not impaired and the Company is not required to perform further testing. If the carrying value of a reporting unit exceeds its fair value, the Company will measure any goodwill impairment losses as the amount by which the carrying amount of a reporting unit exceeds its fair value, not to exceed the total amount of goodwill allocated to that reporting unit.

**Long-Term Restricted Cash** – Long-term restricted cash of approximately \$184,000 is related to a frozen Chinese bank account that had previously been included in long-term assets from discontinued operations (see Discontinued Operations below).

**Contingent Liabilities** – Our determination of the treatment of contingent liabilities in the consolidated financial statements is based on our view of the expected outcome of the applicable contingency. In the ordinary course of business, we consult with legal counsel on matters related to litigation and other experts both within and outside our Company. We accrue a liability if the likelihood of an adverse outcome is probable and the amount of loss is reasonably estimable. We disclose the matter, but do not accrue a liability if the likelihood of an adverse outcome is reasonably possible and an estimate of loss is not determinable. Legal and other costs incurred in conjunction with loss contingencies are expensed as incurred.

**Treasury Stock** – Treasury stock is recorded at cost as a reduction of stockholders' equity in the accompanying balance sheets.

**Revenue Recognition** – Revenue is recognized when all of the following conditions exist: (1) persuasive evidence of an arrangement exists, (2) services are performed, (3) the sales price is fixed or determinable, and (4) collectability is reasonably assured. (See Note 5 – Revenue Recognition.)

Deferred revenue includes customer payments which are received prior to performing services and revenues are recognized upon the completion of these services. Annual membership fees collected at the time of enrollment are recognized as revenue ratably over the membership period, which are typically for a 12-month membership period.

#### **Discontinued Operations**

##### **China Operations**

In March 2020, our Board of Directors decided to suspend all operations in China. The Company previously disclosed in its Form 10-K for the year ending December 31, 2019 (the "201910-K") and subsequent filings, that the assets of PDN China were frozen by Chinese local authorities in November 2019 in connection with the criminal investigation of alleged illegal public fund raising by Gatewang Group (the "Gatewang Case"), a separate company organized under the laws of the People's Republic of China ("Gatewang"), with which Mr. Maoji (Michael) Wang, the former Chairman and CEO of the Company was affiliated. A subsequent investigation led by a special committee of the Board concluded that it did not find any evidence that the Company or PDN China has engaged in the criminal activity of illegal fund-raising as alleged against Gatewang. The Company subsequently discontinued all of its operations in China.

In December 2023, Management determined that there will be no further activity related to the operations in China and as a result, eliminated all balance sheet accounts in the consolidated balance sheets for the fiscal year ending December 31, 2023. This included the extinguishment of contract debt as allowed under Chinese business law that all aged liabilities with no claims beyond a certain time limit were no longer collectible by the counterparty and as such, management removed these liabilities from the balance sheet. Concurrently, remaining current assets were also written off. The results for operations of China are presented in the consolidated statements of operations and comprehensive loss as loss from discontinued operations. The Company has a bank account with a bank balance of approximately \$184,000 that is currently in a frozen state due to the litigation related to the Company's former CEO. The Company had petitioned the Chinese courts in 2020 to return the funds to PDN, however at that time, the courts had determined that they did not have the appropriate time to review PDN's request. Three years have elapsed and there has been no further activity on the case or notification to PDN regarding the bank account and related funds within. The amount is included in the consolidated balance sheets as long-term restricted cash. In fiscal 2024, the Company intends to re-engage its petition to the Chinese courts for the return of its funds.

All historical operating results for the Company's China operations are included in a loss from discontinued operations, net of tax, in the accompanying consolidated statements of operations. For the three months ended March 31, 2023, loss from discontinued operations was approximately \$11,730 consisting of general and administrative expenses. There was no activity for the three months ended March 31, 2024.

**Advertising and Marketing Expenses** – Advertising and marketing expenses are expensed as incurred or the first time the advertising takes place. The production costs of advertising are expensed the first time the advertising takes place. For the three months ended March 31, 2024, the Company incurred advertising and marketing expenses of approximately \$235,463 and \$281,473. These amounts are included in sales and marketing expenses in the accompanying statements of operations. At March 31, 2024 and December 31, 2023, there were no prepaid advertising expenses recorded in the accompanying consolidated balance sheets.

10

---

**Concentrations of Credit Risk**- Financial instruments, which potentially subject the Company to concentration of credit risk, consist principally of cash and cash equivalents and accounts receivable. The Company places its cash with high credit quality institutions. At times, such amounts may be in excess of the FDIC insurance limits. The Company has not experienced any losses in such accounts and believes that it is not exposed to any significant credit risk on the account.

**Income Taxes**- The Company accounts for income taxes in accordance with ASC 740, Income Taxes ("ASC 740"), which requires that the Company recognize deferred tax liabilities and assets based on the differences between the financial statement basis and tax basis of assets and liabilities, using enacted tax rates in effect for the year in which the differences are expected to reverse. The Company estimates the degree to which tax assets and credit carryforwards will result in a benefit based on expected profitability by tax jurisdiction. A valuation allowance for such tax assets and loss carryforwards is provided when it is determined to be more likely than not that the benefit of such deferred tax asset will not be realized in future periods. If it becomes more likely than not that a tax asset will be used, the related valuation allowance on such assets would be reduced.

ASC 740 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with ASC 740-20 and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. There were no deferred tax liabilities, as of March 31, 2024, recorded in the accompanying consolidated balance sheets. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

The Company may be subject to potential income tax examinations by federal or state authorities. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with federal and state tax laws. Management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months. Tax years that remain open for assessment for federal and state tax purposes include the years ended December 31, 2020 through 2023.

The Company's policy for recording interest and penalties associated with audits is to record such expense as a component of income tax expense. There were no amounts accrued for penalties or interest as of March 31, 2024.

**Fair Value of Financial Assets and Liabilities**- Financial instruments, including cash and cash equivalents, short-term investments and accounts payable, are carried at cost. Management believes that the recorded amounts approximate fair value due to the short-term nature of these instruments.

**Net Loss per Share**- The Company computes basic net loss per share by dividing net loss available to common stockholders by the weighted average number of common shares outstanding for the period and excludes the effects of any potentially dilutive securities. Diluted earnings per share, if presented, would include the dilution that would occur upon the exercise or conversion of all potentially dilutive securities into common stock using the "treasury stock" and/or "if converted" methods as applicable. The computation of basic net loss per share for the three months ended March 31, 2024 and 2023 excludes the potentially dilutive securities summarized in the table below because their inclusion would be anti-dilutive.

As of March 31,	
2024	2023

Stock options	30,000	33,063
Unvested restricted stock	70,488	34,557
Total dilutive securities	100,488	67,620

11

**Reclassifications-** Certain prior year amounts in the Consolidated Statements of Cash Flows have been reclassified to conform to the current year presentation.

**Recent Accounting Pronouncements**

In November 2023, the FASB issued ASU 2023-07, which updates reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses and information used to assess segment performance. This update is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. This update will be applied retrospectively for all prior periods presented in the financial statements.

In December 2023, the FASB issued ASU 2023-09, which is intended to enhance the transparency and decision usefulness of income tax disclosures. ASU 2023-09 primarily enhances and expands both the annual income tax rate reconciliation disclosure and the annual income taxes paid disclosure. This update is effective for fiscal years beginning after December 15, 2024 and may be adopted on a prospective or retrospective basis, with early adoption permitted.

The Company is currently evaluating the impact of the adoption of these standards on its disclosures.

**4. Business Combinations**

*RemoteMore*

The Company acquired an initial 45.62% interest in RemoteMore, a software developer recruiting company in 2021 for approximately \$1.36 million. During 2022 and 2023, an additional 27% interest was acquired for approximately \$352,000 for a total of 72.62% interest in RemoteMore as of March 31, 2024.

*Expo Experts*

In January 2023, the Company purchased the assets and operations of Expo Experts, LLC ("Expo Experts"), an Ohio limited liability company, for a total consideration of \$600,000 funded by the payment of \$400,000 in cash and the issuance of restricted shares of PDN common stock valued at \$200,000 based on the volume weighted-average price as of twenty (20) days prior to the closing date. Expo Experts specializes in producing premier face-to-face and virtual recruiting events for Engineering, Technology and Security Clearance positions, as well as being designed to attract diverse candidates who may also have STEM-based backgrounds.

Expo Experts' accounts and operations have been reflected in the PDN Network for segment reporting purposes (see Note 14 - Segment Information).

**5. Revenue Recognition**

The Company recognizes revenue under the core principle of ASC 606 – Revenue from Contracts with Customers ("ASC 606"), to depict the transfer of control to its customers in an amount reflecting the consideration to which it expects to be entitled. In order to achieve that core principle, the Company has applied the following five-step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when a performance obligation is satisfied.

The Company's contracts with customers may provide for multiple promised goods and services. The Company typically analyzes the contract and identifies the performance obligations by evaluating whether the promised goods and services are capable of being distinct within the context of the contract at contract inception. Promised goods and services that are not distinct at contract inception are combined. The next step after identifying the performance obligations is determining the transaction price, which includes the impact of variable consideration, based on contractually fixed amounts and an estimation of variable consideration. The Company allocates the transaction price to each performance obligation based on relative stand-alone selling price. Judgment is exercised to determine the stand-alone selling price of each distinct performance obligation. The Company estimates the stand-alone selling price by reference to the total transaction price less the sum of the observable stand-alone selling prices of other goods or services promised in the contract. In general, transaction price is determined by estimating the fixed amount of consideration to which we are entitled for transfer of goods and services and all relevant sources and components of variable consideration. Revenues are generally recognized when control of the promised goods or services is transferred to their customers either at a point in time or over time, in an amount that reflects the consideration it expects to be entitled to in exchange for those goods or services.

Many of the Company's contracts have one performance obligation and all consideration is allocated to that performance obligation and recognized at a point in time contemporaneous when the service is performed or with the date of the event.

Payment is typically due in full, at net 30, from the moment control of the goods or services have begun to transfer, unless both parties have negotiated an installment-based payment arrangement through the term of the contract. The Company may have contracts where there is an extended timing difference between payment and the time when control of the goods or services is transferred to the customer.

*Nature of Goods and Services*

The following is a description of principal activities from which the Company generates its revenue:

*Recruitment Services*

The Company's recruitment services revenue is derived from the Company's agreements through single and multiple job postings, recruitment media, talent recruitment communities, basic and premier corporate memberships, hiring campaign marketing and advertising, e-newsletter marketing and research and outreach services. Recruitment revenue includes revenue recognized from direct sales to customers for recruitment services and events, as well as revenue from the Company's direct e-commerce sales. Direct sales to customers are most typically a twelve-month contract for services and as such the revenue for each contract is recognized ratably over its twelve-month term. Event revenue is recognized in the period that the event takes place and e-commerce sales are for sixty to ninety-day job postings and the revenue from those sales are recognized when the service is provided. The Company's recruitment services mainly consist of the following products:

- On-line job postings to our diversity sites and to our broader network of websites including the NAACP, National Urban League, Kappa Alpha Psi, Phi Beta Sigma and many other partner organizations;
- OFCCP job promotion and recordation services;
- Diversity job fairs, both in person and virtual fairs;
- Diversity recruitment job advertising services; and
- Diversity executive staffing services.

12

#### *Membership Fees and Related Services*

Membership fees are typically month to month; however, members may prepay for a 12-month period. Memberships are collected up-front and member benefits become available immediately. At the time of enrollment, membership fees are recorded as deferred revenue and are recognized as revenue ratably over the membership period. Members who are enrolled in 12-month plan may cancel their membership in the program at any time and receive a partial refund (amount remaining in deferred revenue) or due to consumer protection legislation, a full refund based on the policies of the member's credit card company.

Monthly membership revenues are recognized in the same month fees are collected.

Revenue from related membership services are derived from fees for development and set-up of a member's personal on-line profile and/or press release announcements. Fees related to these services are recognized as revenue at the time the on-line profile is complete and press release is distributed.

Products offered to members relate to custom made plaques. Product sales are recognized as deferred revenue at the time the initial order is placed. Revenue is then recognized at the time these products are shipped. The Company's shipping and handling costs are included in cost of sales in the accompanying consolidated statements of operations.

#### *Contracted Software Development*

Revenues for RemoteMore are generated from providing customized software solutions to customers and are recognized in the period work is performed.

#### *Consumer Advertising and Marketing Solutions*

The Company provides career opportunity services to its various partner organizations through advertising and job postings on their websites. The Company works with its partners to develop customized websites and job boards where the partners can generate advertising, job postings and career services to their members, students and alumni. Consumer advertising and marketing solutions revenue is recognized as jobs are posted to their hosted sites.

#### *Revenue Concentration*

The Company is in an alliance with another company to build, host, and manage the Company's job boards and website. This alliance member also sells two of the Company's recruitment services products and bills customers, collects fees, and provides customer services. For the three months ended March 31, 2024 and 2023, the Company recorded approximately 6% and 10% of its recruitment services revenue from this alliance sales relationship.

#### *Disaggregation of Revenue*

Revenue is disaggregated by product line and timing of transfer of products and services and is in line with our reportable segments as described in Note 14 - Segment Information.

#### *Contract Balances*

The Company's rights to consideration for work completed, but not billed at the reporting date, is classified as a receivable, as it has an unconditional right to payment or only conditional for the passage of time. The Company has no recorded contract assets as of March 31, 2024 or December 31, 2023

13

Consideration received in advance from customers is recorded as a contract liability, if a contract exists under ASC 606, until services are delivered or obligations are met and revenue is earned. Contract liability represents the excess of amounts invoiced over amounts recognized as revenues. Contract liabilities to be recognized in the succeeding twelve-month period are classified as current contract liabilities and the remaining amounts, if any, are classified as non-current contract liabilities. Contract liabilities of \$2,175,064 and 1,999,841 are included in current deferred revenues, on the consolidated balance sheets as of March 31, 2024 and December 31, 2023, respectively.

For the three months ended March 31, 2024 and 2023, we recognized revenue associated with contract liabilities that were included in the contract liabilities balance at the beginning of the period as follows:

			March 31,	March 31,
			2024	2023
Balance, beginning of period			\$ 1,867,195	\$ 1,925,788
Recognized revenue associated with contract liabilities			(1,211,349 )	(1,153,103 )
Amounts collected or invoiced			1,519,218	1,418,559
Balance, end of period			\$ 2,175,064	\$ 2,191,244
September 30, 2023	Useful Lives (Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Long-lived intangible assets:				
Sales Process	10	\$ 2,130,956	\$ (2,054,748 )	\$ 76,208
Paid Member Relationships	5	803,472	(803,472 )	-
Member Lists	5	8,186,181	(8,111,181 )	75,000
Developed Technology	3	648,000	(648,000 )	-
Trade Name/Trademarks	4	442,500	(441,667 )	833
Contracts and events acquired in acquisitions	3 -12 months	1,377,083	(1,232,383 )	144,700

Indefinite-lived intangible assets:		13,588,192	(13,291,451)	296,741
Trade name				101,400
Intangible assets, net				\$ 398,141
December 31, 2022	Useful Lives (Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Long-lived intangible assets:				
Sales Process	10	\$ 2,130,956	\$ (1,997,593)	\$ 133,363
Paid Member Relationships	5	803,472	(803,472)	-
Member Lists	5	8,086,181	(8,086,181)	-
Developed Technology	3	648,000	(648,000)	-
Trade Name/Trademarks	4	442,500	(441,042)	1,458
Contracts acquired in RemoteMore acquisition	3 - 12 months	935,683	(935,683)	-
		13,046,792	(12,911,971)	134,821
Indefinite-lived intangible assets:				
Trade name				90,400
Intangible assets, net				\$ 225,221

these services. Annual membership fees collected at the time of enrollment are recognized as revenue ratably over the membership period, which are typically for a 12-month membership period.

#### As Transaction Price Allocated to the Remaining Performance Obligations

The Company applies the optional exemptions and does not disclose: a) information about remaining performance obligations that have an original expected duration of September 30, 2023, estimated amortization expense one year or less or b) transaction price allocated to unsatisfied performance obligations for which variable consideration is allocated entirely to a wholly unsatisfied performance obligation or to a wholly unsatisfied promise to transfer a distinct good or service that forms part of a single performance obligation in future fiscal years accordance with the series guidance.

The typical duration of all event related and other contracts is summarized one year or less and, as a result, the Company applies the optional exemptions and does not disclose information about remaining performance obligations that have an original expected duration of one year or less.

#### 6. Capitalized Technology

Capitalized Technology, net is as follows:

Year ended December 31,			
Remaining of 2023		\$ 172,293	
2024		91,114	
2025		33,334	
Net Carrying Amount		\$ 296,741	

	March 31, 2024	December 31, 2023
Capitalized cost:		
Balance, beginning of period	\$ 186,103	\$ 64,499
Additional capitalized cost	81,963	181,111
Provision for amortization	(22,967)	(59,507)
Balance, end of period	\$ 245,099	\$ 186,103

14

For the three months ended September 30, 2023 March 31, 2024 and 2022, amortization expense related to intangible assets capitalized technology was approximately \$128,000 \$22,967 and \$225,000 and for the nine months ended September 30, 2023 and 2022 amortization expense was approximately \$379,000 and \$724,000, \$10,606, respectively, and is recorded in depreciation and amortization expense in the accompanying consolidated statements of operations.

17

## 7. Intangible Assets

Intangible assets, net was as follows:

	March 31, 2024	Useful Lives		Gross		Net	
		(Years)		Carrying Amount	Accumulated Amortization	Carrying Amount	
<b>Long-lived intangible assets:</b>							
Sales Process		10	\$ 2,130,956	\$ (2,092,852 )	\$ 38,104		
Paid Member Relationships		5	803,472	(803,472 )			-
Member Lists		5	8,186,181	(8,127,848 )			58,333
Developed Technology		3	648,000	(648,000 )			-
Trade Name/Trademarks		4	442,500	(442,083 )			417
Contracts and events acquired in acquisitions	3 - 12 (months)		1,377,083	(1,377,083 )			-
			13,588,192	(13,491,338 )			96,854
<b>Indefinite-lived intangible assets:</b>							
Trade name							101,400
Intangible assets, net							\$ 198,254
	December 31, 2023	Useful Lives		Gross		Net	
		(Years)		Carrying Amount	Accumulated Amortization	Carrying Amount	
<b>Long-lived intangible assets:</b>							
Sales Process		10	\$ 2,130,956	\$ (2,073,800 )	\$ 57,156		
Paid Member Relationships		5	803,472	(803,472 )			-
Member Lists		5	8,186,181	(8,119,514 )			66,667
Developed Technology		3	648,000	(648,000 )			-
Trade Name/Trademarks		4	442,500	(441,875 )			625
Contracts acquired in RemoteMore acquisition	3 - 12 (months)		1,377,083	(1,377,083 )			-
			13,588,192	(13,463,744 )			124,448
<b>Indefinite-lived intangible assets:</b>							
Trade name							101,400
Intangible assets, net							\$ 225,848

As of March 31, 2024, estimated amortization expense in future fiscal years is summarized as follows:

Year ended December 31,		
Remaining of 2024		\$ 63,521
2025		33,333
2026		-
Net Carrying Amount		\$ 96,854

For the three months ended March 31, 2024 and 2023, amortization expense related to intangible assets was approximately \$27,594 and \$119,693, and is recorded in depreciation and amortization expense in the accompanying consolidated statements of operations.

15

## 8. Long-term Investments

On September 27, 2022, the Company entered into a Stock Purchase Agreement (the "SPA") with Koala Malta Limited, a private limited liability company registered under the laws of Malta (the "Seller").

Upon the execution of the SPA, the Company purchased 65,700 issued ordinary shares of Koala Crypto Limited ("KCL") from Seller, representing 9 percent of the total issued share capital of KCL, and in exchange, the Company issued 863,392 shares of its common stock to Seller in a private placement (the "Consideration Shares"). The Consideration Shares were valued at \$1,350,000 in the aggregate based on the volume weighted average price of the common stock of the Company for the 20 trading days immediately prior to the date of the SPA. The shares of KCL are recorded in the consolidated balance sheet as 'other assets'.

Upon execution of the SPA, the Company, the Seller and KCL also entered into a Shareholders' Agreement. The Shareholders' Agreement imposes certain transfer restrictions on the Seller and the Company as shareholders of KCL, provides for certain governance and approval rights among the parties, and gives the Company a put option with respect to its investment in KCL in the event of a change of control of the Seller. At the same time, Alan Tak Wai Yau, an individual and the majority shareholder of Koala Capital Limited, which is

the parent company of the Seller ("Koala Capital"), provided the Company with a share charge over 15 percent of the issued share capital of Koala Capital (the "Share Charge") and Koala Capital provided the Company with a guaranty and indemnity (the "Guarantee"), which Share Charge and Guarantee were granted as security for a number of the Seller's obligations as set forth therein including obtaining the lifting of the voluntary suspension of KCL's virtual financial assets license by the Malta Financial Services Authority ("MFSA"). Koala Capital has submitted and responded to all queries raised by the MFSA, and the authorization/supervision unit that was currently reviewing its application has given its initial approval to move on to the next steps in the process and testing is in its final stages.

#### 9. Commitments and Contingencies

**Lease Obligations** - The Company leases office space and equipment under various operating lease agreements, including an office for its headquarters, as well as office spaces for its events business, sales and administrative offices under non-cancelable lease arrangements that provide for payments on a graduated basis with various expiration dates.

The Company leases its corporate headquarters. The office lease is for 4,902 square feet of office space and the lease term is for 84 months, commencing on **October 1, 2020**. Interest **October 1, 2020**. The Company made approximately \$22,848 and \$22,847 of cash payments for lease expenses related to the office space for the three months ended March 31, 2024 and 2023, respectively. The weighted average remaining lease terms as of the three months ended March 31, 2024 and 2023, are 3.5 years and 4.5 years. The weighted average discount rate for operating leases for the three months ended March 31, 2024 and 2023, is 6%.

The present value of the **lesser** remaining lease liabilities as of (i) 4 percent per annum above the then-current Base Rate, and (ii) the maximum rate permitted by applicable requirements **March 31, 2024** are as defined in the lease agreement. follow:

	<b>Operating</b>
2024	\$ 79,658
2025	108,457
2026	110,908
2027	84,560
Total lease payments	383,583
Less: present value discount	38,837
Present value of lease liabilities	<b>\$ 344,746</b>

As of **September 30, 2023** **March 31, 2024** and, December 31, 2023, right of use assets were \$281,019 and \$298,485, and related lease obligations remaining, related to the Company's office lease, were \$315,639 \$344,746 and \$386,368, \$365,712, as recorded on the Company's consolidated balance sheets.

#### Other

PDN China's bank account with a balance of approximately \$195,000, \$184,000, at **September 30, 2023**, **December 31, 2023**, was frozen by **Guangzhou Police** the Chinese government due to the Gatewang Case. The Company has classified this entire cash balance as a long-term asset restricted cash presented in discontinued operations (see Note 3 - Summary of Significant Accounting Policies – Discontinued Operations) on the consolidated balance sheets.

#### Legal Proceedings

The Company and its wholly owned subsidiary, NAPW, Inc., are parties to a proceeding captioned Deborah Bayne, et al. vs. NAPW, Inc. and Professional Diversity Network, Inc., No. 18-cv-359118-cv-3591 (E.D.N.Y.), filed on **June 20, 2018**, **June 20, 2018**, and alleging violations of the Fair Labor Standards Act and certain provisions of the New York Labor Law. Plaintiffs are seeking monetary damages. The class is defined as "all individuals employed in New York from June 20, 2012 through October 15, 2021 by NAPW and equitable relief. PDN to sell memberships to the women's networking organization known as the National Association of Professional Women and the International Association of Women," excluding corporate officers, shareholders, directors and administrative employees. As it stands, the class currently consists of 164 putative class members and 60 opt-in plaintiffs. The Company disputes complaint alleges that it or NAPW (and PDN in its subsidiary capacity as an alleged joint employer) violated similar provisions of the applicable laws or FLSA and the NYLL by (i) failing to pay overtime wages as required by both the FLSA and the NYLL, (ii) failing to provide accurate wage statements under the NYLL, and (iii) willfully violating both of those statutes. The Court, in an order issued on March 25, 2024, granted summary judgment against NAPW on the claims related to willful failure to pay overtime wages. The Court dismissed, without prejudice, claims based on failure to provide accurate wage statements under the NYLL based on lack of subject matter jurisdiction. The Court found that either entity has any liability and intends questions of fact remain as to vigorously defend against these claims. The matter is whether PDN was a joint employer with NAPW. Damages remain unsettled particularly in light of the final stages Court's dismissal of discovery, and we have completed depositions of relevant witnesses. the Plaintiff's claims related to failure to provide accurate wage statements. During the first quarter of 2020, the Company recorded a \$450,000 \$450,000 litigation settlement reserve in the event of an unfavorable outcome in this proceeding. In November 2020, both parties entered into mediation proceedings, but a settlement was not reached. While the Plaintiff seeks damages substantially in excess of this reserve (including unpaid overtime, liquidated damages and penalties), NAPW and PDN continue to adamantly dispute the amount of damages claimed.

16

18

#### **General Legal Matters**

From time to time, the Company is involved in legal matters arising in the ordinary course of business. While the Company believes that such matters are currently not material, there can be no assurance that matters arising in the ordinary course of business for which the Company is, or could be, involved in litigation, will not have a material adverse effect on its business, financial condition or results of operations.

#### **10.CFL Transaction**

On **August 12, 2016**, **August 12, 2016**, the Company entered into a stock purchase agreement (the "Purchase Agreement"), with CFL, a Republic of Seychelles company wholly-owned by a group of Chinese investors. Pursuant to the Purchase Agreement, the Company agreed to issue and sell to CFL, and CFL agreed to purchase a number of shares of the Company's common stock such that CFL would hold approximately **51%** **51%** of the outstanding shares of common stock, determined on a fully-diluted basis.

At the closing of the CFL transaction, the Company entered into a Stockholders' Agreement, dated **November 7, 2016** (**the November 7, 2016** (the "Stockholders' Agreement") with CFL and each of its shareholders: Maoji (Michael) Wang, Jingbo Song, Yong Xiong Zheng and Nan Kou (the "CFL Shareholders"). The Stockholders' Agreement sets forth the agreement of the Company, CFL and the CFL Shareholders relating to board representation rights, transfer restrictions, standstill provisions, voting, registration rights and other matters following the transaction.

As of **September 30, 2023****March 31, 2024**, CFL beneficially holds shares of the Company's outstanding common stock equal to approximately **23.2%** **23.4%**. The decrease in CFL's percentage of the Company's total outstanding common stock is a result of dilution from other equity offerings.

#### **11. Stockholders' Equity**

##### **11. Stockholders' Equity**

As previously disclosed in a Report on Form 8-K filed on November 28, 2022, the Company's stockholders approved an amendment to the Company's Amended and Restated Certificate of Incorporation to effect a reverse stock split (the "Reverse Stock Split") of the Company's common stock, between the range of 1.5 to 1 and 5 to 1 (the "Split Ratio"), depending upon which ratio is deemed necessary and desirable to achieve a minimum share price of at least \$1.00 per share in the market trading price of the Common Stock. On January 3, 2023, the board of directors of the Company (the "Board") fixed the Split Ratio at 2 to 1. The Reverse Stock Split was effected as of January 5, 2023. As a result of the Reverse Stock Split, all shares of common stock that were held by the Company as treasury shares related to the Company's share repurchase plan were retired in accordance with Section 243 of the Delaware General Corporation Law, immediately prior to the effectiveness of the Reverse Stock Split, and such shares resumed the status of authorized and unissued shares of Common Stock.

**Preferred Stock** – The Company has no preferred stock issued. The Company's amended and restated certificate of incorporation and amended and restated bylaws include provisions that allow the Company's Board of Directors to issue, without further action by the stockholders, up to 1,000,000 shares of undesignated preferred stock.

**Common Stock** – The Company has one class of common stock outstanding with a total number of shares authorized of **45,000,000**. As of **September 30, 2023****March 31, 2024**, the Company had **11,070,484****11,492,225** shares of common stock outstanding.

In January 2023, in connection with the acquisition of Expo Experts, the Company issued 99,339 shares of its common stock, with a value of \$200,000, to the co-founders of Expo Experts (see Note 4 – Business Combinations).

In March 2023, the Company entered into a stock purchase agreement with Ms. Yiran Gu, a former investor of the Company and a citizen of the People's Republic of China, in connection with the purchase by Ms. Gu of 333,181 shares of common stock of the Company at a price of approximately \$2.10 per share for aggregate gross proceeds of \$700,000.

In June 2023, the Company entered into a stock purchase agreement with Tumim Stone Capital LLC ("Investor"). Under the terms and subject to the conditions of the stock purchase agreement, the Company has the right, but not the obligation, to sell to the Investor, and the Investor is obligated to purchase, up to \$12,775,000 worth of newly issued shares (the "Purchase Shares") of the Company's common stock, subject to certain limitations and the satisfaction (or, where permissible, the waiver) of the conditions set forth in the stock purchase agreement. Pursuant to the stock purchase agreement, the Company issued and sold 469,925 Purchase Shares (the "Initial Purchase Shares") to the Investor, at a price of \$4.256 per share (representing the average official closing price of the Common Stock on The Nasdaq Capital Market for the five consecutive trading days ending on the trading day immediately prior to the date of the stock purchase agreement), for aggregate gross proceeds to the Company of \$2,000,000, in an initial purchase. Pursuant to the terms of the stock purchase agreement, as consideration for the Investor's commitment to purchase shares of common stock at the Company's direction from time to time, upon the terms and subject to the conditions and limitations set forth in the Purchase Agreement, upon execution of the stock purchase agreement, on June 30, 2023, the Company also issued to the Investor 176,222 shares of common stock (the "Commitment Shares"), valued at \$4.256 per share (the same per share value as each Initial Purchase Share sold to the Investor in the Initial Purchase), or a total aggregate value equal to \$750,000 for the Commitment Shares.

In January 2024, the Company issued 40,217 shares of its common stock to Tumim Stone Capital, in connection with the committed equity line program described above, at a price of approximately \$2.36 per share for aggregate gross proceeds of \$95,104.

17

## 12. Stock-Based Compensation

**Equity Incentive Plans** – The Company's 2013 Equity Compensation Plan (the "2013 Plan") was adopted for the purpose of providing equity incentives to employees, officers, directors and consultants including options, restricted stock, restricted stock units, stock appreciation rights, other equity awards, annual incentive awards and dividend equivalents. Through a series of amendments to the 2013 Plan, the total number of authorized shares available for issuance of common stock under the Plan was 750,000 shares.

On April 11, 2023, April 11, 2023, the Board of Directors adopted a new equity incentive plan, the Professional Diversity Network, Inc. 2023 Equity Compensation Plan (the "2023 Plan"). The 2023 Equity Compensation Plan was approved by the Company's stockholders on June 15, 2023. June 15, 2023. The 2023 Equity Compensation Plan supersedes and replaces the 2013 Plan, and no new awards will be granted under the 2013 Plan. Any awards outstanding under the 2013 Plan remain subject to and will be paid under the 2013 Plan. The 2023 Equity Compensation Plan reserves 750,000 shares of common stock for issuance of awards to directors, officers, employees and qualifying consultants of the Company and its affiliates.

### Stock Options

The fair value of options is estimated on the date of grant using the Black-Scholes option pricing model. The valuation determined by the Black-Scholes pricing model is affected by the Company's stock price as well as assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to, expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors. The risk-free rate is based on the U.S. Treasury rate for the expected life at the time of grant, volatility is based on the average long-term implied volatilities of peer companies, the expected life is based on the estimated average of the life of options using the simplified method, and forfeitures are estimated on the date of grant based on certain historical data. The Company utilizes the simplified method to determine the expected life of its options due to insufficient exercise activity during recent years as a basis from which to estimate future exercise patterns. The expected dividend assumption is based on the Company's history and expectation of dividend payouts.

Forfeitures are required to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

20

18

The following table summarizes the Company's stock option activity for the nine months ended September 30, 2023 March 31, 2024 and 2022:

	Number of Options	Weighted Average Exercise Price	Remaining Contractual Life (in Years)	Aggregate Intrinsic Value	Weighted		
					Weighted Average	Remaining Contractual	Aggregate
Outstanding - January 1, 2023	33,063	\$ 9.04	6.8	\$ -			
Granted	-	-	-	-			
Exercised	-	-	-	-			
Forfeited	-	-	-	-			
Outstanding - September 30, 2023	33,063	\$ 9.04	6.0	\$ -			
Outstanding - March 31, 2024					30,000	\$ 4.33	6.1 \$ -
Exercisable at September 30, 2023	28,063	\$ 9.91	5.7	\$ -			
Exercisable at March 31, 2024					25,000	\$ 4.36	5.8 \$ -

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in Years)	Aggregate Intrinsic Value	Weighted Average			
					Weighted Remaining Contractual Aggregate			
					Number of Options	Exercise Price	Remaining Life (in Years)	Intrinsic Value
Outstanding - January 1, 2022	33,063	\$ 9.04	7.8	\$ -				
Granted	-	-	-	-	-	-	-	-
Exercised	-	-	-	-	-	-	-	-
Forfeited	-	-	-	-	-	-	-	-
Outstanding - September 30, 2022	33,063	\$ 9.04	7.0	\$ -				
Outstanding - March 31, 2023					33,063	\$ 9.04	6.5	\$ -
Exercisable at September 30, 2022	23,063	\$ 11.14	6.3	\$ -				
Exercisable at March 31, 2023					23,063	\$ 11.14	5.7	\$ -

The Company recorded non-cash stock-based compensation expense of approximately \$8,000 \$2,705 and \$8,000\$2,675 as a component of general and administrative expenses in the accompanying consolidated statements of operations for the **ninethree** months ended September 30, 2023 March 31, 2024 and **2022,2023**, respectively, pertaining to granting of stock option awards.

Total unrecognized stock-based compensation expense related to unvested stock options at **September 30, 2023****March 31, 2024** was approximately \$7,700\$2,259 and is expected to be recognized through the second quarter of 2024.

19

#### Restricted Stock Units

As of September 30, 2023 For the three months ended March 31, 2024 and **2022,2023**, the following is a summary of restricted stock unit activity:

		Number of Shares
Outstanding - January 1, 2023		69,114
Granted		
Outstanding - January 1, 2024		117,334
Forfeited		
Granted		
Vested		
Forfeited		(69,114)
Outstanding – September 30, 2023		
Vested		117,334
Outstanding - March 31, 2024	21	117,334

	Number of Shares
Outstanding - January 1, 2022	79,763
Granted	170,937
Forfeited	(13,823)
Vested	(167,763)
Outstanding - September 30, 2022 - January 1, 2023	69,114
Granted	1
Forfeited	1
Vested	1
Outstanding - March 31, 2023	69,114

During the period ended June 30, 2023, the Company granted 30,490 total restricted stock units for a value of \$125,000 to the members of the Board of Directors per their compensation agreements. The shares will vest one year from the grant date of June 15, 2023.

During the period ended September 30, 2023, the Company granted 86,844 total restricted stock to certain officers and managers with immediate vesting as of July 18, 2023. The aggregate grant date fair value of the combined awards amounted to approximately \$141,000.

In July 2023, the Company granted 120,000 restricted stock units to Mr. He, Chief Executive Officer of the Company, as part of his employment agreement entered into July 18, 2023. The shares will vest as follows: 1/3 immediately upon grant, 1/3 on the first anniversary of the employment agreement, and the final 1/3 on the second anniversary of the employment agreement; provided, however, that Mr. He must remain continuously employed by the Company and/or its affiliates through the applicable vesting date. The aggregate grant date fair value of the combined awards amounted to approximately \$361,000.

The Company recorded non-cash stock-based compensation expense of \$262,248 \$80,627 and \$439,655 \$30,822 as a component of general and administrative expenses in the accompanying consolidated statements of operations for the ninethree months ended September 30, 2023 March 31, 2024 and 2022,2023, respectively, pertaining to granting of restricted stock awards.

Total unrecognized stock-based compensation expense related to 110,488 unvested restricted stock units at September 30, 2023 March 31, 2024 was approximately \$426,000 \$283,325 and is expected to be fully recognized by the third quarter of 2025.

### 13. Income Taxes

The Company's quarterly income tax provision is based upon an estimated annual income tax rate. The Company's quarterly provision for income taxes also includes the tax impact of discrete items, if any, including changes in judgment about valuation allowances and effects of changes in tax laws or rates, in the interim period in which they occur.

20

During the three months ended September 30, 2023 March 31, 2024 and 2022,2023, the Company recorded income tax benefit expense of \$7,228 \$2,490 and \$25,479, respectively.

For the nine months ended September 30, 2023 and 2022, the Company recorded a benefit for income tax of \$17,151 and \$35,720. The decrease in an income tax benefit during the current three-month period, as compared to the same periods in the prior year, was primarily due to a decrease in discrete tax items and changes in the Company's net operating losses of \$10,873, respectively.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on consideration of these items, management has determined that enough uncertainty exists relative to the realization of the deferred income tax asset balances to warrant the application of a valuation allowance as of September 30, 2023 March 31, 2024. The valuation allowance at September 30, 2023 March 31, 2024 was approximately \$10,877,000 \$10,966,564. The net change in the valuation allowance during the ninethree months ended September 30, 2023 March 31, 2024 was an increase of approximately \$898,000 \$209,158.

### 14. Segment Information

The Company operates in the following segments: (i) PDN Network, (ii) NAPW Network, and (iii) RemoteMore. The financial results of China Operations have been reclassified from the Company's reportable segments to discontinued operations for all periods presented.

22

three months ended March 31, 2023. There was no reportable activity related to discontinued operation in the same period in fiscal 2024.

The following tables present key financial information related of the Company's reportable segments related to financial position as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 and results of operations for the three and nine months ended September 30, 2023 March 31, 2024 and 2022:2023.

	PDN NAPW Remote Corporate					Three Months Ended March 31, 2024				
	Three Months Ended September 30, 2023					Three Months Ended March 31, 2024				
	PDN	NAPW	Remote	Corporate		PDN	NAPW	Remote	Corporate	
	Network	Network	More	Overhead	Consolidated	Network	Network	More	Overhead	Consolidated
Membership fees and related services	\$ -	\$ 135,145	\$ -	\$ -	\$ 135,145	\$ -	\$ 127,346	\$ -	\$ -	\$ 127,346
Recruitment services	1,242,711	-	-	-	1,242,711	1,103,771	-	-	-	1,103,771
Contracted software development	-	-	604,996	-	604,996	-	-	484,961	-	484,961
Consumer advertising and marketing solutions	25,516	-	-	-	25,516	10,764	-	-	-	10,764
Total revenues	1,268,227	135,145	604,996	-	2,008,368	1,114,535	127,346	484,961	-	1,726,842
Income (loss) from continuing operations	(446,060)	(26,910)	(51,722)	(804,276)	(1,328,968)	(197,454)	(51,008)	(53,527)	(500,937)	(802,926)
Depreciation and amortization	127,702	20,673	347	-	148,722	33,813	18,241	347	-	52,401
Income tax benefit	(2,441)	(359)	-	(4,428)	(7,228)	1,640	-	850	-	2,490
Income tax expense										
Net loss from continuing operations	(440,769)	(26,480)	(52,897)	(799,848)	(1,319,994)	(198,202)	(52,058)	(55,955)	(500,937)	(807,152)
As of March 31, 2024										
Goodwill		\$ 465,752	\$ -	\$ -	\$ 952,001	\$ -	\$ -	\$ -	\$ -	\$ 1,417,753
Intangibles assets, net		159,733		38,104		417				198,254
Assets from continuing operations, net of intercompany eliminations		6,318,886		76,409		(718,304)				5,676,991
As of September 30, 2023										
Goodwill	\$ -	\$ 465,752	\$ -	\$ -	\$ 952,001	\$ -	\$ -	\$ -	\$ -	\$ 1,417,753
Intangibles assets, net		321,100		76,208		833				398,141
Assets from continuing operations, net of intercompany eliminations		6,734,947		134,368		(492,819)				6,376,496
Three Months Ended September 30, 2022										
	PDN	NAPW	Remote	Corporate						
	Network	Network	More	Overhead						
Membership fees and related services	\$ -	\$ 152,462	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 152,462
Recruitment services	1,165,213	-	-	-	-	-	-	-	-	1,165,213
Contracted software development	-	-	757,492	-	-	-	-	-	-	757,492
Consumer advertising and marketing solutions	39,328	-	-	-	-	-	-	-	-	39,328
Total revenues	1,204,541	152,462	757,492	-	-	-	-	-	-	2,114,495
Income (loss) from continuing operations	(77,907)	(261,132)	(266,161)	(505,436)		(1,110,636)				
Depreciation and amortization	7,475	19,597	205,676	-	-	232,748				
Income tax expense (benefit)	(1,895)	(10,410)	-	(13,174)		(25,479)				
Net income (loss) from continuing operations	(74,971)	(250,689)	(277,318)	(492,262)		(1,095,240)				
As of December 31, 2022										
Goodwill	\$ -	\$ 339,451	\$ -	\$ 935,334	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,274,785
Intangibles assets, net		90,400		133,363		1,458				225,221
Assets from continuing operations, net of intercompany eliminations		6,718,226		203,534		(287,455)				6,634,305

23

21

	Three Months Ended March 31, 2023				
	PDN	NAPW	Remote	Corporate	
	Network	Network	More	Overhead	Consolidated
Membership fees and related services	\$ -	\$ 128,923	\$ -	\$ -	\$ 128,923
Recruitment services	1,103,395	-	-	-	1,103,395
Contracted software development	-	-	698,266	-	698,266
Consumer advertising and marketing solutions	24,625	-	-	-	24,625
Total revenues	1,128,020	128,923	698,266	-	1,955,209

Income (loss) from continuing operations	(354,632 )	(247,066 )	(104,884 )	(420,198 )	(1,126,780 )
Depreciation and amortization	112,760	19,667	347	-	132,774
Income tax expense (benefit)	(3,080 )	(3,571 )	850	(5,072 )	(10,873 )
Net income (loss) from continuing operations	(348,726 )	(243,442 )	(102,029 )	(415,126 )	(1,109,323 )
<b>As of December 31, 2023</b>					
Goodwill	\$ 465,752	\$ -	\$ 952,001	\$ -	\$ 1,417,753
Intangibles assets, net	168,067	57,156	625	-	225,848
Assets from continuing operations, net of intercompany eliminations	6,915,583	87,231	(676,282 )	-	6,326,532
<b>Nine Months Ended September 30, 2023</b>					
	<b>PDN Network</b>	<b>NAPW Network</b>	<b>RemoteMore</b>	<b>Corporate Overhead</b>	<b>Consolidated</b>
Membership fees and related services	\$ -	\$ 400,303	\$ -	\$ -	\$ 400,303
Recruitment services	3,422,129	-	-	-	3,422,129
Contracted software development	-	-	1,906,706	-	1,906,706
Consumer advertising and marketing solutions	75,664	-	-	-	75,664
Total revenues	3,497,793	400,303	1,906,706	-	5,804,802
Income (loss) from continuing operations	(1,255,094)	(407,155)	(237,343)	(1,987,421)	(3,887,013)
Depreciation and amortization	367,669	59,946	1,040	-	428,655
Income tax expense (benefit)	(4,037)	(3,024)	850	(10,940)	(17,151)
Net income (loss) from continuing operations	(1,244,924)	(404,007)	(235,623)	(1,976,481)	(3,861,035)
<b>Nine Months Ended September 30, 2022</b>					
	<b>PDN Network</b>	<b>NAPW Network</b>	<b>RemoteMore</b>	<b>Corporate Overhead</b>	<b>Consolidated</b>
Membership fees and related services	\$ -	\$ 509,906	\$ -	\$ -	\$ 509,906
Recruitment services	3,839,608	-	-	-	3,839,608
Contracted software development	-	-	1,882,452	-	1,882,452
Consumer advertising and marketing solutions	130,916	-	-	-	130,916
Total revenues	3,970,524	509,906	1,882,452	-	6,362,882
Income (loss) from continuing operations	372,156	257,213	(919,883)	(1,763,388)	(2,053,902)
Depreciation and amortization	20,589	58,556	666,912	-	746,057
Income tax expense (benefit)	15,983	(4,769)	-	(46,934)	(35,720)
Net income (loss) from continuing operations	361,489	262,192	(944,928)	(1,716,454)	(2,037,701)

### 15. Subsequent Events

The Company has evaluated subsequent events through the filing of this Quarterly Report on Form 10-Q and determined that there have been no events that have occurred, other than those listed below, that would require adjustments to our disclosures in the consolidated financial statements.

In April 2024, the Company issued 46,442 shares of its common stock to Tumim Stone Capital, in connection with its committed equity line program, at a price of approximately \$1.56 per share for aggregate gross proceeds of \$70,168.

In May 2024, the Company issued 138,226 shares of its common stock to Tumim Stone Capital, in connection with its committed equity line program, at a price of approximately \$1.27 per share for aggregate gross proceeds of \$169,717.

24

22

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

#### Basis of Presentation

This MD&A should be read in conjunction with the accompanying consolidated financial statements and the notes thereto, and the audited consolidated financial statements and notes thereto included in our 2022 Form 10-K.

Forward-looking statements in this MD&A are not guarantees of future performance and may involve risks and uncertainties that could cause actual results to differ materially from those projected. Refer to the "Note Regarding Forward-Looking Statements" section of this Quarterly Report on Form 10-Q and Item 1A. Risk Factors of our 2022 Form 10-K for a discussion of these risks and uncertainties.

#### Overview

We are an operator of professional networks with a focus on diversity, employment, education and training. We use the term "diversity" (or "diverse") to describe communities, or "affinities," that are distinct based on a wide array of criteria, which may change from time to time, including ethnic, national, cultural, racial, religious or gender classification. We serve a variety of such communities, including Women, Hispanic-Americans, African-Americans, Asian-Americans, persons with disabilities, Military Professionals, and Lesbian, Gay, Bisexual and Transgender (LGBTQ+) persons, and students and graduates seeking to transition from education to career. The Company's technology platform is integral to the operation of its business.

We currently operate in three business segments. PDN Network, our primary business segment, includes online professional job seeking communities with career resources tailored to the needs of various diverse cultural groups and employers looking to hire members of such groups. Our second business segment consists of the NAPW Network, a women-only professional networking organization. Our third business segment consists of RemoteMore, which connects companies with reliable, cost-efficient software developers with less effort and friction, and empowers developers to find meaningful jobs regardless of their location.

We believe that the combination of our solutions allows us to approach recruiting and professional networking in a unique way and thus create enhanced value for our members and customers by:

- Helping employers address their workforce diversity needs by connecting them with the right candidates from our diverse job seeking communities such as African Americans, Hispanics, Asians, Veterans, individuals with disabilities and members of the LGBTQ+ community (with the ability to roll out to our other affinities), as well as face-to-face and virtual recruiting events for Engineering, Technology and Security Clearance positions, designed to attract diverse candidates who may also have STEM-based backgrounds through our wholly-owned company Expo Experts Events, LLC. The networks' purposes, among others, are to assist their registered users in their efforts to connect with like-minded individuals, identify career opportunities within the network and connect with prospective employers;
- Providing a robust online and in-person network for our women members to make professional and personal connections; and
- Connecting companies with reliable, cost-efficient developers to meet their software needs.

In the second quarter of fiscal 2023, we made some strategic changes in the Company that we feel will position ourselves better for the remainder of 2023 and into fiscal 2024.

- We created an internal marketing department, utilizing employees from NAPW and PDN that had marketing backgrounds and experience, that will focus on our organic growth, digital marketing, and other efforts in further matching job seekers with the employment needs of our clients.
- We restructured the NAPW business segment by reducing the NAPW staff by 50% and replacing certain technology contracts with lower cost alternatives, or removing them altogether, thus resulting in the ability to keep the current revenue stream with a much smaller staff and reduced overhead.
- We restructured certain marketing and technology contracts with vendors to provide us with assets that should yield better profitability, or, in some cases, terminated unprofitable contacts.

#### Sources of Revenue

We generate revenue from (i) paid membership subscriptions and related services, (ii) recruitment services, (iii) contracted software development, and (iv) consumer advertising and consumer marketing solutions. The following table sets forth our revenues from each product as a percentage of total revenue for the periods presented. The period-to-period comparison of financial results is not necessarily indicative of future results.

	Nine Months Ended September 30,		Three Months Ended March 31,	
			2023	2022
			2023	2022
<b>Revenues:</b>				
Membership fees and related services		6.9%	8.0%	7.4% 6.6%
Recruitment services		58.9%	60.3%	63.9% 56.4%
Contracted software development		32.9%	29.6%	28.1% 35.7%
Consumer advertising and marketing solutions		1.3%	2.1%	0.6% 1.3%

*Recruitment Services.* We provide recruitment services through PDN Network to medium and large employers seeking to diversify their employment ranks. Our recruitment services revenue is derived from the Company's agreements through single and multiple job postings, recruitment media, career fair events, talent recruitment communities, basic and premier corporate memberships, hiring campaign marketing and advertising, e-newsletter marketing and research and outreach services. Recruitment revenue includes revenue recognized from direct sales to customers for recruitment services and events, as well as revenue from the Company's direct e-commerce sales. The majority of recruitment services revenue comes from job recruitment advertising as well as face-to-face and virtual recruiting events for Engineering, Technology and Security Clearance positions, designed to attract diverse candidates who may also have STEM-based backgrounds through our wholly-owned company Expo Experts Events, LLC. We also offer to businesses subject to the regulations and requirements of the Equal Employment Opportunity Office of Federal Contract Compliance Program ("OFCCP") our OFCCP compliance product, which combines diversity recruitment advertising with job postings and compliance services.

*Membership Fees and Related Services.* We offer paid membership subscriptions through our NAPW Network, a women-only professional networking organization, operated by our wholly-owned subsidiary. Members gain access to networking opportunities through a members-only website at [www.iawomen.com](http://www.iawomen.com) and "virtual" events which occur in a webcast setting, as well as through in-person networking local chapters nationwide, additional career and networking events such as the National Networking Summit Series, Power Networking Events and the PDN Network events. NAPW members also receive ancillary (non-networking) benefits such as educational discounts, shopping, and other membership perks. The basic package is the Initiator level, which provides online benefits only. Upgrades to an Innovator membership include the Initiator benefits, as well as membership in local chapters. The most comprehensive level, the Influencer, provides all the aforementioned benefits plus expanded opportunities for marketing and promotion, including the creation and distribution of a press release, which is sent over major newswires. Additionally, all memberships offer educational programs with discounts or at no cost, based on the membership level. NAPW Membership is renewable and fees are payable on an annual or monthly basis, with the first fee payable at the commencement of the membership. We offer to new purchasers of our NAPW memberships the opportunity to purchase a commemorative wall plaque at the time of purchase.

*Contracted Software Development.* RemoteMore generates revenue by providing contracted programmers to assist customers with their software solutions through customized software development.

*Consumer Advertising and Consumer Marketing Solutions.* We work with partner organizations to provide them with integrated job boards on their websites which offer their members or customers the ability to post recruitment advertising and job openings. We generate revenue from fees charged for those postings.

26

#### Cost of Revenue

Cost of revenue primarily consists of costs of producing job fair and other events, revenue sharing with partner organizations, and costs of web hosting and operating our websites for the PDN Network. Costs of hosting member conferences and local chapter meetings are also included in the cost of revenue for NAPW Network. Costs of paying outside developers are included in the cost of revenue for RemoteMore.

	Nine Months Ended September 30,		Three Months Ended March 31,	
			2023	2022
			2023	2022
<b>Cost of revenues:</b>				
PDN Network		31.0%	37.2%	36.1% 34.4%
NAPW Network		5.1%	7.4%	1.6% 5.0%
RemoteMore		63.9%	55.4%	62.3% 60.6%

#### Results of Operations

##### Revenues

##### Total Revenues

The following tables set forth our revenue for the periods presented. The period-to-period comparison of financial results is not necessarily indicative of future results.

Revenues:	Three Months Ended September 30				Three Months Ended March 31,					
	2023		2022		Change (Dollars)		Change (Percent)			
	(in thousands)				2024		2023		(in thousands)	
Membership fees and related services	\$ 135	\$ 153	\$ (18)	\$ (11.8)%	\$ 127	\$ 129	\$ (2)	\$ (1.2)%		
Recruitment services	1,243	1,166	77	6.6%	1,104	1,103	0	0.0%		
Contracted software development	605	757	(152)	(20.1)%	485	698	(213)	(30.5)%		
Consumer advertising and marketing solutions	25	39	(14)	(33.3)%	11	25	(14)	(56.3)%		
Total revenues	\$ 2,008	\$ 2,115	\$ (107)	(5.0)%	\$ 1,727	\$ 1,955	\$ (228)	(11.7)%		

Total revenues for the three months ended September 30, 2023 March 31, 2024, decreased approximately \$107,000, \$228,000, or 5.0 11.7% percent, to approximately \$2,008,000 \$1,727,000 from approximately \$2,115,000 \$1,955,000 during the same period in the prior year. The decrease was predominantly attributable to a reduction in demand for contracted software development of approximately \$152,000, \$213,000, and an approximate \$18,000 \$14,000 decrease in membership fees consumer advertising and related services revenues, as compared to the same period in the prior year. Partially offsetting the decrease was an approximate \$77,000 increase in recruitment services. Recruitment services for the quarter included approximately \$92,000 of event revenue from the recently acquired Expo Experts for which there was no comparable revenue in the same period of the prior year.marketing solutions.

Revenues:	Nine Months Ended September 30				Nine Months Ended March 31,					
	2023		2022		Change (Dollars)		Change (Percent)			
	(in thousands)				2024		2023		(in thousands)	
Membership fees and related services	\$ 400	\$ 510	\$ (110)	\$ (21.6)%						
Recruitment services	3,422	3,840	(418)	(10.9)%						
Contracted software development	1,907	1,882	25	1.3%						
Consumer advertising and marketing solutions	76	131	(55)	(42.0)%						
Total revenues	\$ 5,805	\$ 6,363	\$ (558)	(8.8)%						

27

Total revenues for the nine months ended September 30, 2023, decreased approximately \$558,000, or 8.8 percent, to approximately \$5,805,000 from approximately \$6,363,000 during the same period in the prior year. The decrease was predominantly attributable to a reduction in comparable recruitment services revenues of approximately \$658,000 and an approximate \$110,000 decrease in membership fees and related services revenues, as compared to the same period in the prior year. Partially offsetting the decrease were increases of approximately \$25,000 of contracted software development related to RemoteMore, as compared to the same period in the prior year, and approximately \$240,000 of event revenue from the recently acquired Expo Experts for which there was no comparable revenue in the same period of the prior year.

#### Revenues by Segment

The following table sets forth each operating segment's revenues for the periods presented. The period-to-period comparison is not necessarily indicative of future results.

	Three Months Ended September 30,				Three Months Ended March 31,					
	2023		2022		Change (Dollars)		Change (Percent)			
	(in thousands)				2024		2023		(in thousands)	
PDN Network	\$ 1,268	\$ 1,206	\$ 62	5.1%	\$ 1,115	\$ 1,128	\$ (13)	(1.2)%		
NAPW Network	135	152	(17)	(11.2)%	127	129	(2)	(1.2)%		
RemoteMore	605	757	(152)	(20.1)%	485	698	(213)	(30.5)%		
Total revenues	\$ 2,008	\$ 2,115	\$ (107)	(5.0)%	\$ 1,727	\$ 1,955	\$ (228)	(11.7)%		

During the three months ended September 30, 2023 March 31, 2024, our PDN Network generated approximately \$1,176,000 \$1,115,000 in comparable revenues compared to approximately \$1,206,000 \$1,128,000 in revenues during the three months ended September 30, 2022 March 31, 2023, a decrease of approximately \$30,000 \$13,000 or 2.4 1.2 percent. Offsetting the decrease was an increase in event revenues of \$92,000 related to Expo Experts operations for which there was no comparable activity in the same period of the prior year. The decrease in revenues was primarily driven by the continued softening predominantly attributable to a reduction in client hiring due to the macroeconomic environment change stemming from the latter half of 2022 demand for consumer advertising and continuing in the third quarter of 2023.marketing solutions.

During the three months ended September 30, 2023 March 31, 2024, NAPW Network revenues were generated approximately \$135,000, \$127,000, compared to revenues of approximately \$152,000 \$129,000 during the same period in the prior year, a decrease of approximately \$17,000 \$2,000 or 11.2 1.6% percent. We believe that the membership services that we provide to our customers continue to represent a discretionary spending item and the services that we provide were postponed or halted by the consumer as a result of the financial and economic impact of the current economy, and prior to that the effect of COVID-19, as many in-person events were cancelled. In-person local chapter events have begun to resume in the third quarter of fiscal 2023.

During the three months ended **September 30, 2023** **March 31, 2024**, RemoteMore revenue was approximately **\$605,000**, **\$485,000**, compared to revenues of approximately **\$757,000** **\$698,000** during the same period in the prior year, a decrease of approximately **\$152,000**, **\$213,000**, or **20.1** percent.

	Nine Months Ended		Change (Dollars)	Change (Percent)		
	September 30,					
	2023	2022				
PDN Network	\$ 3,498	\$ 3,971	\$ (473)	(11.9)%		
NAPW Network	400	510	(110)	(21.6)%		
RemoteMore	1,907	1,882	25	1.3%		
Total revenues	\$ 5,805	\$ 6,363	\$ (558)	(8.8)%		

During the nine months ended September 30, 2023, our PDN Network generated approximately **\$3,258,000** in comparable revenues compared to approximately **\$3,971,000** in revenues during the nine months ended September 30, 2022, a decrease of approximately **\$713,000** or **18.0** **30.5** percent. The decrease was predominantly attributable to a reduction in revenues was primarily driven by the continuing softening in client hiring due to the macroeconomic environment change stemming from the latter half of 2022 and continued in the third quarter of 2023. Offsetting the decrease was an increase in event revenues of **\$240,000** related to Expo Experts' operations demand for which there was no comparable activity in the same period of the prior year contracted software development.

28

During the nine months ended September 30, 2023, NAPW Network revenues were approximately **\$400,000**, compared to revenues of approximately **\$510,000** during the same period in the prior year, a decrease of approximately **\$110,000** or **21.6** percent. We believe that the membership services that we provide to our customers continue to represent a discretionary spending item and the services that we provide were postponed or halted by the consumer as a result of the financial and economic impact of the current economy, and prior to that the effect of COVID-19, as many in-person events were cancelled. In-person local chapter events have begun to resume in the third quarter of fiscal 2023.

During the nine months ended September 30, 2023, RemoteMore revenue was approximately **\$1,907,000**, compared to revenues of approximately **\$1,882,000** during the same period in the prior year, an increase of approximately **\$25,000**, or **1.3** percent.

#### Costs and Expenses

The following tables set forth our costs and expenses for the periods presented. The period-to-period comparison of financial results is not necessarily indicative of future results.

	Three Months Ended		Change (Dollars)	Change (Percent)	Three Months		Change (Dollars)	Change (Percent)				
	September 30,				Ended March 31,							
	2023	2022			2023	2024						
Cost and expenses:												
Cost of revenues	\$ 923	\$ 1,229	\$ (306)	(24.9)%	\$ 653	\$ 1,074	\$ (422)	(39.2)%				
Sales and marketing	912	760	152	20.0%	830	822	8	1.0%				
General and administrative	1,353	1,003	350	34.9%	995	1,053	(59)	(5.6)%				
Depreciation and amortization	149	233	(84)	(36.1)%	52	133	(80)	(60.5)%				
Total pre-tax cost and expenses:	\$ 3,337	\$ 3,225	\$ 112	3.5%	\$ 2,530	\$ 3,082	\$ (552)	(17.9)%				
Nine Months Ended												
September 30,												
	2023	2022					Change (Dollars)	Change (Percent)				
(in thousands)												
Cost and expenses:												
Cost of revenues	\$ 2,763	\$ 3,023	\$ (260)	(8.6)%								
Sales and marketing	2,850	2,179	671	30.8%								
General and administrative	3,650	2,469	1,181	47.8%								
Depreciation and amortization	429	746	(317)	(42.5)%								
Total cost and expenses:	\$ 9,692	\$ 8,417	\$ 1,275	15.1%								

Cost of revenues: Cost of revenues during the three months ended **September 30, 2023** **March 31, 2024** was approximately **\$923,000**, **\$653,000** a decrease of approximately **\$306,000**, **\$421,000**, or **24.9** **39.2** percent, from approximately **\$1,229,000** **\$1,074,000** during the same period of the prior year. The decrease was predominantly due to approximately **\$143,000** of an approximate **\$198,000** reduction in contracted software development costs directly related to **RemoteMore**, the decrease in contracted revenue, approximately **\$128,000** **\$110,000** of reduced third-party computer services, and approximately **\$66,000** of other costs of revenues. Partially offsetting the decrease were approximately **\$31,000** in reduced salaries and related benefits, as compared to the same period of the prior year.

Cost of revenues during the nine months ended September 30, 2023 was approximately **\$2,763,000**, a decrease of approximately **\$260,000**, or **8.6** percent, from approximately **\$3,023,000** during the same period of the prior year. The decrease was predominantly attributed to a reduction in third-party computer services of approximately **\$377,000** which were recorded sales and marketing in the current period as compared to the same period in the prior year. Partially offsetting the decrease was an increase of approximately **\$63,000** of contracted software development costs related to **RemoteMore**, and approximately **\$55,000** of other costs of revenue, as compared to the same period of the prior year.

29

**Sales and marketing expense:** Sales and marketing expense during the three months ended **September 30, 2023** **March 31, 2024** was approximately **\$912,000, \$830,000**, an increase of approximately **\$152,000, \$8,000**, or **20.0 1.0%** percent, from **\$760,000 \$822,000** during the same period in the prior year. The increase was predominantly attributed to approximately **\$71,000** of payroll related costs due to the onboarding of Expo Experts in fiscal 2023, for which there were no comparable charges in the same period of the prior year, and **\$70,000** of payroll related costs due to the aforementioned creation of our new marketing department, and approximately **\$77,000 \$49,000** of third-party computer services **some** and approximately **\$15,000** of **which were recorded in cost of revenues in the same period of the prior year, other purchased services**. Partially offsetting the increase were decreases in expenses of approximately **\$66,000 \$46,000** of other marketing costs due to restructuring of unfavorable contracts and other sales and marketing charges.

Sales and marketing expense during the nine months ended **September 30, 2023** was approximately **\$2,850,000**, an increase of approximately **\$671,000**, or **30.8** percent, from **\$2,179,000** during the same period in the prior year. The increase was predominantly attributed to approximately **\$241,000** of third-party computer services, some of which were recorded in cost of revenues in the same period of the prior year, consulting costs and approximately **\$79,000** of other costs related to sales and marketing. Also contributing to the increase were approximately **\$222,000 \$8,000** of payroll related costs due to the onboarding of Expo Experts in fiscal 2023, and approximately **\$130,000** payroll related costs due to the aforementioned creation of our new marketing department, for which there were no comparable charges in the same period of the prior year.

**General and administrative expense:** General and administrative expenses **increased decreased** by approximately **\$350,000, \$58,000**, or **34.9 5.6%** percent, to approximately **\$1,353,000 \$995,000** during the three months ended **September 30, 2023** **March 31, 2024**, as compared to approximately **\$1,003,000 \$1,053,000** the same period in the prior year. The **increase decrease in expenses** was predominantly due to reductions of approximately **\$164,000** of discretionary share based compensation, **\$122,000 \$96,000** of salaries and related benefit charges, **inclusive of \$70,000 relates to employee annual bonuses, \$53,000 of \$31,000 in insurance costs, and \$30,000 in legal expenses, and \$44,000 of third-party computer services costs**. Partially offsetting the **decrease was an increase was a reduction in other purchased services discretionary share based compensation** of approximately **\$35,000**, as **\$50,000**, and approximately **\$43,000** in third-party computer services. as compared to the same period in the prior year.

General and administrative expenses increased by approximately **\$1,181,000**, or **47.8** percent, to approximately **\$3,650,000** during the nine months ended **September 30, 2023**, as compared to approximately **\$2,469,000** the same period in the prior year. The increase was predominantly due to the settlement of litigation resulting in a one-time, non-cash gain of approximately **\$908,000** in the prior year for which there was no comparable transaction in the current year. Also contributing to the increase, as compared to the same period in the prior year, were approximately **\$240,000** of salaries and related benefit charges, **\$137,000** of financing expenses and approximately **\$125,000** of legal expenses primarily related to the aforementioned equity transaction, and **\$122,000** of third-party computer services that were recorded in cost of revenues in the same period of the prior year. Offsetting the increase were decreases in discretionary share-based compensation of approximately **\$177,000** and other purchased services of approximately **\$49,000**, as compared to the same period in the prior year.

**Depreciation and amortization expense:** Depreciation and amortization expense during the three months ended **September 30, 2023** **March 31, 2024** was approximately **\$149,000, \$52,000**, a decrease of approximately **\$84,000, \$81,000**, compared to approximately **\$233,000 \$133,000** during the same period in the prior year. The decrease was primarily attributable to approximately **\$205,000 \$92,000** of amortization expense related to RemoteMore's intangible assets and assets and other intangible assets reaching the end of their useful lives, partially offset by amortization expense of approximately **\$109,000** related to Expo Experts' Experts intangible assets, for which there were no comparable charges expenses in the same current period, of the prior year.

Depreciation and partially offset by amortization expense during the nine months ended **September 30, 2023** was approximately **\$429,000**, a decrease of approximately **\$317,000, \$12,000** related to amortization of capitalized technology, as compared to approximately **\$746,000** during the same period in the prior year. The decrease was primarily attributable to approximately **\$666,000** of amortization expense related to RemoteMore's intangible assets and assets and intangible assets reaching the end of their useful lives, partially offset by amortization expense of approximately **\$322,000** related to Expo Experts' intangible assets for which there were no comparable charges in the same period of the prior year.

30

#### Costs and Expenses by Segment

The following table sets forth each operating segment's costs and expenses for the periods presented. The period-to-period comparison is not necessarily indicative of future results.

	Three Months Ended				Three Months Ended			
	September 30,		Change (Dollars)	Change (Percent)	March 31,		Change (Dollars)	Change (Percent)
	2023	2022			2024	2023		
(in thousands)								
PDN Network	\$ 1,716	1,282	434	33.7%	\$ 1,313	\$ 1,481	\$ (168)	(11.3)%
NAPW Network	162	414	(252)	(60.9)%	178	376	(198)	(52.7)%
RemoteMore	657	1,024	(367)	(35.9)%	538	803	(265)	(33.0)%
Corporate Overhead	802	505	297	58.8%	501	422	79	18.7%
Total costs and expenses:	<b>\$ 3,337</b>	<b>\$ 3,225</b>	<b>\$ 112</b>	<b>3.5%</b>	<b>\$ 2,530</b>	<b>\$ 3,082</b>	<b>\$ (552)</b>	<b>(17.9)%</b>
Nine Months Ended								
September 30,								
(in thousands)								
PDN Network	\$ 4,754	3,599			1,155			32.0%
NAPW Network	807	253			554			219.0%
RemoteMore	2,144	2,802			(658)			(23.5)%
Corporate Overhead	1,987	1,763			224			12.7%
Total costs and expenses:	<b>\$ 9,692</b>	<b>\$ 8,417</b>	<b>\$ 1,275</b>					<b>15.1%</b>

For the three months ended **September 30, 2023** **March 31, 2024**, costs and expenses related to our PDN Network segment **increased decreased** by approximately **\$434,000, \$168,000**, or **33.7 11.3%** percent, as compared to the same period in the prior year. The **increase decrease** is primarily **as a result of increases reductions** of approximately **\$266,000 \$145,000** related to Expo Experts for which there were no comparable expenses in the same period costs of the prior year. Also contributing to the period increase as compared to the same period revenues and **\$13,000** of the prior were approximately **\$207,000** of salary general and benefits related costs, predominantly from the aforementioned creation of our marketing department and inclusive of approximately **\$96,000** of discretionary bonus charges, which were recorded in the second quarter in the prior

year, administrative costs. Partially offsetting the increase decrease were increases in costs of approximately \$55,000 in \$70,000 related to sales and marketing expenses, as compared to the same period in the prior year.

For the nine months ended September 30, 2023, costs and expenses \$13,000 related to our PDN Network segment increased by approximately \$1,155,000, or 32.0 percent, as compared to the same period in the prior year. The increase is primarily as a result of increases of approximately \$803,000 related to Expo Experts for which there were no comparable expenses in the same period of the prior year. Also, primarily contributing to the period increase as compared to the same period of the prior were approximately \$304,000 of salary depreciation and benefits related costs, predominantly from the aforementioned creation of our marketing department, and \$64,000 related to a reduction in bad debt charges in the period of the prior year, for which there were no comparable charges in the current period.

For the three months ended September 30, 2023 March 31, 2024, costs and expenses related to the NAPW Network decreased by approximately \$252,000, \$198,000, or 60.9 percent 52.7% percent, as compared to the same period in the prior year. The decrease is predominantly due to a reduction in payroll related costs of approximately \$72,000 \$102,000 as a result of the aforementioned restructuring of the NAPW business unit \$45,000 related to legal fees, in the same period of the prior year and \$128,000 \$96,000 of other sales, marketing and general expenses.

For the nine months ended September 30, 2023, costs and expenses related to the NAPW Network increased by approximately \$554,000, or 219.0 percent. The increase is predominantly due to settlement of litigation resulting in a one-time, non-cash gain of approximately \$908,000 in the prior year for which there was no comparable transaction in the current period. Partially offsetting the increase was a decrease in payroll related costs of approximately \$93,000 as a result of the aforementioned restructuring of the NAPW business unit, \$55,000 related to legal fees, and \$176,000 of other sales, marketing and general expenses.increased cost containment.

31

For the three months ended September 30, 2023 March 31, 2024, cost and expenses related to RemoteMore decreased by approximately \$367,000, a decrease of approximately 35.9 \$265,000, or 33.0% percent, as compared to the same period in the prior year, predominantly consisting of decreases in amortization expenses of approximately \$205,000, contractor costs of approximately \$143,000, \$198,000, and other purchased services of approximately \$18,000 \$20,000.

For the nine months ended September 30, 2023, cost and expenses related to RemoteMore decreased by approximately \$658,000, a decrease of approximately 23.5 percent, as compared to the same period in the prior year, predominantly consisting of decreases in amortization expenses of approximately \$666,000, and legal expenses of approximately \$59,000. Partially offsetting the decrease was an increase in contractor costs of approximately \$63,000, as compared to the same period of the prior year.

For the three months ended September 30, 2023 March 31, 2024, costs and expenses related to Corporate Overhead increased by approximately \$297,000, \$79,000, or 58.8 18.7% percent, as compared to the same period in the prior year. The increase is predominantly a result of share-based compensation costs of approximately \$165,000, \$109,000 \$50,000, \$31,000 of legal insurance policy expenses, substantially as a result and \$16,000 related to the professional services costs for which there was no comparable transaction in the same period of the aforementioned equity transaction, and payroll related costs of approximately \$107,000, prior year. Partially offsetting the increase was a reduction in other charges of approximately \$85,000, \$18,000, as compared to the same period in the prior year.

For the nine months ended September 30, 2023, costs and expenses related to Corporate Overhead increased by approximately \$224,000, or 12.7 percent, as compared to the same period in the prior year. The increase is primarily a result of approximately \$218,000 in payroll related costs, \$133,000 of financing costs and \$238,000 of legal expenses, substantially as a result of the aforementioned equity transaction, as compared to the same period in the prior year. Partially offsetting the increase were decreases in share-based compensation costs of approximately \$177,000, accounting costs of approximately \$45,000, and other costs of approximately \$143,000.

#### Income Tax Benefit

	Three Months Ended		Change (Dollars)	Change (Percent)		
	September 30,					
	2023	2022				
Income tax benefit	\$ (7)	\$ (26)	\$ 19	73.1%		

	Three Months Ended March 31,		Change (Dollars)	Change (Percent)		
	2024					
	2023	2022				
Income tax benefit	\$ 2	\$ (11)	\$ 13	122.9 %		

	Nine Months Ended		Change (Dollars)	Change (Percent)		
	September 30,					
	2023	2022				
Income tax expense (benefit)	\$ (17)	\$ (36)	\$ 19	52.8%		

During the three months ended September 30, 2023 March 31, 2024 and 2022, 2023, we recorded an income tax benefits expense of approximately \$7,000 \$2,000 and \$26,000. The decrease in an income tax benefit during the current period was primarily due to changes in discrete tax items and in the Company's net operating losses.

During the nine months ended September 30, 2023 and 2022, we recorded income tax benefits of approximately \$17,000 and \$36,000. The decrease in income tax benefit during the current period was primarily due to changes in discrete tax items and in the Company's net operating losses \$11,000, respectively.

32

#### Net loss from Continuing Operations, Net of Tax

The following table sets forth each operating segment's net income or loss for the periods presented. The period-to-period comparison is not necessarily indicative of future results.

	Three Months Ended March 31,		Change (Dollars)	Change (Percent)		
	2024					
	2023	2022				
			(in thousands)			

PDN Network	\$ (198 )	\$ (349 )	\$ 151	43.3 %
NAPW Network	(52 )	(243 )	191	78.6 %
RemoteMore	(56 )	(102 )	46	45.1 %
Corporate Overhead	(501 )	(415 )	(86 )	(20.7 ) %
Consolidated net loss from continuing operations, net of tax	\$ (807 )	\$ (1,109 )	\$ 302	27.2 %
<b>Three Months Ended</b>				
	<b>September 30,</b>		<b>Change</b>	
	<b>2023</b>	<b>2022</b>	<b>(Dollars)</b>	<b>(Percent)</b>
(in thousands)				
PDN Network	\$ (441 )	(75 )	(366 )	(257.4 ) %
NAPW Network	(26 )	(251 )	224	89.4 %
RemoteMore	(53 )	(277 )	224	80.8 %
Corporate Overhead	(800 )	(492 )	(308 )	(62.6 ) %
Consolidated net loss from continuing operations, net of tax	\$ (1,320 )	\$ (1,095 )	\$ (226 )	(20.6 ) %
<b>Nine Months Ended</b>				
	<b>September 30,</b>		<b>Change</b>	
	<b>2023</b>	<b>2022</b>	<b>(Dollars)</b>	<b>(Percent)</b>
(in thousands)				
PDN Network	\$ (1,245 )	361	(1,607 )	(289.6 ) %
NAPW Network	(404 )	262	(666 )	(254.0 ) %
RemoteMore	(236 )	(945 )	709	75.0 %
Corporate Overhead	(1,976 )	(1,716 )	(260 )	(15.1 ) %
Consolidated net loss from continuing operations, net of tax	\$ (3,861 )	\$ (2,038 )	\$ (1,824 )	(89.5 ) %

*Consolidated Net Loss from Continuing Operations, Net of Tax.* As the result of the factors discussed above, during the three months ended September 30, 2023 March 31, 2024, we incurred a net loss from continuing operations of approximately \$1,320,000, an increase \$807,000, a decrease in the net loss of approximately \$226,000, \$302,000, compared to a net loss of approximately \$1,095,000 \$1,109,000 during the three months ended September 30, 2022 March 31, 2023. During the nine months ended September 30, 2023, we incurred a net loss of approximately \$3,861,000 from continuing operations, an increase in the net loss of approximately \$1,824,000, compared to a net loss of approximately \$2,038,000 during the same period in the prior year.

#### **Discontinued Operations**

In March 2020, our Board decided to suspend all China operations generated by For the former CEO, Michael Wang. The results of operations for China operations are presented in the statements of operations and comprehensive loss as three months ended March 31, 2023, loss from discontinued operations.

**Operating Results operations was approximately \$11,730 consisting of Discontinued Operations**

The following table represents the components of operating results from discontinued operations, which are included in the statements of operations general and comprehensive loss administrative expenses. There was no activity for the three and nine months ended September 30, 2023 and 2022:March 31, 2024

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023		2022	
	(in thousands)		(in thousands)	
Revenues	\$ -	\$ -	\$ -	\$ -
General and administrative expenses	(11)	(13)	(28)	(42)
Loss from discontinued operations before income tax	(11)	(13)	(28)	(42)
Income tax expense (benefit)	-	-	-	-
Net loss from discontinued operations	\$ (11)	\$ (13)	\$ (28)	\$ (42)

**Liquidity and Capital Resources**

The following table summarizes our liquidity and capital resources as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023:

	September 30, 2023		December 31, 2022		March 31, 2024	December 31, 2023
			(in thousands)		(in thousands)	
	\$ 615	\$ 1,237	\$ 97	\$ 628	\$ 1,753	\$ 1,107
Cash and cash equivalents	\$ 615	\$ 1,237	\$ 97	\$ 628	\$ 1,753	\$ 1,107
Working deficiency from continuing operations	\$ (1,264)	\$ (187)	\$ (187)	\$ (1,753)	\$ (1,107)	\$ (1,107)

Our principal sources of liquidity are our cash and cash equivalents, including cash from operations and net proceeds from the issuances of common stock, if any. As of September 30, 2023 March 31, 2024, we had cash and cash equivalents of \$615,000 \$97,108 compared to cash and cash equivalents of \$1,237,000 \$627,641 at December 31, 2022 December 31, 2023. We had an accumulated deficit of \$102,180,178 \$100,694,550 at September 30, 2023 March 31, 2024.

In March 2023, we entered into a stock purchase agreement with Ms. Yiran Gu, a former investor of January 2024, the Company and a citizen issued 40,217 shares of the People's Republic of China, its common stock to Tumim Stone Capital, in connection with the purchase by Ms. Gu of 333,181 shares of our common stock its committed equity line program, at a price of approximately \$2.10 \$2.36 per share for aggregate gross proceeds of \$700,000 \$95,104.

34

In June 2023, we entered into a

Subsequent to the end of the quarter, in April 2024, the Company issued 46,442 shares of its common stock purchase agreement with to Tumim Stone Capital, LLC ("Investor"). Under the terms and subject to the conditions of the stock purchase agreement, we have the right, but not the obligation, to sell to the Investor, and the Investor is obligated to purchase, up to \$12,775,000 worth of newly issued shares (the "Purchase Shares") of our common stock, subject to certain limitations and the satisfaction (or, where permissible, the waiver) of the conditions set forth in the stock purchase agreement. Pursuant to the stock purchase agreement, we issued and sold 469,925 Purchase Shares to the Investor, connection with its committed equity line program, at a price of \$4.256 approximately \$1.56 per share (representing the average official closing price of the common stock on The Nasdaq Capital Market for the five consecutive trading days ending on the trading day immediately prior to the date of the stock purchase agreement), for aggregate gross proceeds of \$70,168.

Subsequent to the Company of \$2,000,000, in an initial purchase (the "Initial Purchase"). Pursuant to the terms end of the stock purchase agreement, as consideration for quarter, in May 2024, the Investor's commitment to purchase Company issued 138,226 shares of its common stock to Tumim Stone Capital, in connection with its committed equity line program, at our direction from time to time, subject to the conditions and limitations set forth in the stock purchase agreement, upon execution a price of the stock purchase agreement on September 30, 2023, we also issued to the Investor 176,222 shares of common stock (the "Commitment Shares"), valued at \$4.256 approximately \$1.27 per share (the same per share value as each Initial Purchase Share sold to the Investor in the Initial Purchase), or a total for aggregate value equal to \$750,000 for the Commitment Shares. gross proceeds of \$169,717.

We continue to focus on our overall profitability by altering our strategies in targeting new clients and reducing operating and overhead expenses. We have continued to generate negative cash flows from operations, and we expect to incur net losses for the foreseeable future especially considering the recessionary and inflationary environments has had and this may continue have an effect on our liquidity and financial position. These conditions raise substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is dependent on our ability to further implement our business plan, raise capital, and generate revenues. The consolidated financial statements do not include any adjustments that might be necessary if we are unable to continue as a going concern.

We are closely monitoring operating costs and capital requirements. Our Management continues to contain and reduce costs, including terminating non-performing employees and eliminating certain positions, through personnel reductions, replacing and negotiating with certain vendors, and implementing technology to reduce manual time spent on routine operations. If we are still not successful in sufficiently reducing our costs further, we may then need to dispose of our other assets or discontinue business lines.

While we believe that our Our cash and cash equivalents at September 30, 2023 and cash flow from operations may be sufficient to meet our working capital requirements for the fiscal year ending December 31, 2023, beyond that time frame our available funds March 31, 2024 and cash flow from operations may not be sufficient to meet our working capital requirements for the fiscal year ending December 31, 2024, without the need to increase revenues, or raise capital by the issuance of common stock, including through the aforementioned our line of equity, equity or private placements. There can be no assurances that our business plans and actions will be successful, that we will generate anticipated revenues, or that unforeseen circumstances will not require additional funding sources in the future or require an acceleration of plans to conserve liquidity. Future efforts to raise additional funds may not be successful or they may not be available on acceptable terms, if at all.

Our PDN Network sells recruitment services to employers, generally on a 30-to-60-day 30-to-90-day period or a one-year contract basis. This revenue is also deferred and recognized over the period of the contract. Our payment terms for PDN Network customers range from 30 to 60 days. We consider the difference between the payment terms

and payment receipts a result of transit time for invoice and payment processing and to date have not experienced any liquidity issues as a result of the payments extending past the specified terms. Our NAPW Network collects membership fees generally at the commencement of the membership term or at renewal periods thereafter. The memberships we sell are for one year and we defer recognition of the revenue from membership sales and renewals and recognize it ratably over the twelve-month period. We also offer monthly membership for IAW USA for which we collect a fee on a monthly basis. RemoteMore generates revenue by providing contracted programmers to assist customers with their software solutions through customized software development. Customers are charged for the period the work is performed and payment terms are typically net 10 days.

35

	Nine Months Ended		Three Months Ended March 31,	
	September 30,		2024	2023
	2023	2022	(in thousands)	
Cash provided by (used in) continued operations				
Operating activities	\$ (2,415)	\$ (1,394)	\$ (543)	\$ (394)
Investing activities	(879)	(31)	(83)	(548)
Financing activities	2,700	(515)	95	700
Effect of exchange rate fluctuations on cash and cash equivalents	-	-	6	-
Cash provided by (used in) discontinued operations	(28)	(6)	-	(30)
Net increase (decrease) in cash and cash equivalents	\$ (622)	\$ (1,940)	\$ (531)	\$ (242)
<b>Cash and Cash Equivalents</b>				

The Company considers cash and cash equivalents to include all short-term, highly liquid investments that are readily convertible to known amounts of cash and have original maturities of three months or less and may consist of cash on deposit with banks and investments in money market funds, corporate and municipal debt and U.S. government and U.S. government agency securities. As of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, cash and cash equivalents consisted of cash on deposit with banks and investments in money market funds.

#### Net Cash Used in Operating Activities

Net cash used in operating activities from continuing operations during the **nine** **three** months ended **September 30, 2023** **March 31, 2024**, was approximately **\$2,415,000** **\$543,000**. We had a net loss from continuing operations of approximately **\$3,861,000** **\$807,000** during the **nine** **three** months ended **September 30, 2023** **March 31, 2024**, which included stock-based compensation expense of approximately **\$262,000**, **\$83,000**, depreciation and amortization expense of approximately **\$429,000**, **\$52,000**, allowance for credit losses of approximately **\$2,000**, **\$32,000**, and noncash lease expense of **\$69,000**, which was partially offset by deferred tax benefit of approximately **\$21,000**, **\$23,000**. Changes in operating assets and liabilities provided approximately **\$705,000** **\$168,000** of cash during the three months ended **September 30, 2023**, consisting primarily of decreases in accounts receivable, prepaid expenses, accrued expenses, deferred revenues and lease liability, partially offset by increases in accounts payable. **March 31, 2024**

Net cash used in operating activities from continuing operations during the **nine** **three** months ended **September 30, 2022** **March 31, 2023**, was approximately **\$1,394,000** **\$394,000**. We had a net loss from continuing operations of approximately **\$2,038,000** **\$1,109,000** during the **nine** **three** months ended **September 30, 2022** **March 31, 2023**, which included a non-cash litigation settlement reserve of approximately **\$909,000**, stock-based compensation expense of approximately **\$440,000**, **\$33,000**, depreciation and amortization expense of approximately **\$746,000**, which **\$133,000**, and noncash lease expense of **\$23,000** which was partially offset by deferred tax benefit of approximately **\$36,000** and amortization of right-of-use assets of approximately **\$8,000**. We received **\$350,000** in cash resulting in a decrease of our Merchant Reserve, **\$11,000**. Changes in operating assets and liabilities provided approximately **\$60,000** approximately **\$529,000** of cash during the **nine** **three** months ended **September 30, 2022**, consisting primarily of decreases in accounts receivable, accounts payable and accrued expenses, partially offset by increases in prepaid expenses and deferred revenues. **March 31, 2023**.

#### Net Cash Used in Investing Activities

Net cash used in investing activities during the **nine** **three** months ended **September 30, 2023** **March 31, 2024**, was approximately **\$879,000**, **\$83,000** which consisted of investments in developed technology and computer equipment purchases.

Net cash used in investing activities during the **three** months ended **March 31, 2023**, was approximately **\$548,000** which consisted of **\$400,000** related to the acquisition of Expo Experts, **\$352,000** **\$117,000** related to additional investment in RemoteMore, and **\$127,000** **\$32,000** related to investments in developed technology and computer equipment purchases. purchase.

Net cash used in investing activities during the **nine** months ended **September 30, 2022**, was approximately **\$31,000**, which consisted of investments in developed technology and computer equipment purchases.

#### Net Cash Provided by Financing Activities

Net cash provided in financing activities during the **nine** **three** months ended **September 30, 2023** **March 31, 2024** was approximately **\$2,700,000** **\$95,000** representing the proceeds from the sale of restricted stock.

36

Net cash **used** provided in financing activities during the **nine** **three** months ended **September 30, 2022** **March 31, 2023** was approximately **\$515,000** which consisted **\$700,000** representing the proceeds from the sale of the reacquisition of previously issued common stock as a result of the stock buyback plan. restricted stock.

#### Non-GAAP Financial Measure

##### Adjusted EBITDA

We believe Adjusted EBITDA provides a meaningful representation of our operating performance that provides useful information to investors regarding our financial condition and results of operations. Adjusted EBITDA is commonly used by financial analysts and others to measure operating performance. Furthermore, management believes that this non-GAAP financial measure may provide investors with additional meaningful comparisons between current results and results of prior periods as they are expected to be reflective of our core ongoing business. However, while we consider Adjusted EBITDA to be an important measure of operating performance, Adjusted EBITDA and other non-GAAP financial measures have limitations, and investors should not consider them in isolation or as a substitute for analysis of our results as reported under GAAP. Further, Adjusted EBITDA, as we define it, may not be comparable to EBITDA, or similarly titled measures, as defined by other companies.

The following non-GAAP financial information in the tables that follow are reconciled to comparable information presented using GAAP, derived by adjusting amounts determined in accordance with GAAP for certain items presented in the accompanying selected operating statement data.

The following table provides a reconciliation of net loss from continuing operations to Adjusted EBITDA for the three **and nine** months ended **September 30, 2023** **March 31, 2024** and **2022**, the most directly comparable GAAP measure reported in our consolidated financial statements:

	Three Months Ended		Three Months Ended March 31,	
	September 30,		2024	2023
	2023	2022	2024	2023
		(in thousands)		(in thousands)
<b>Loss from Continuing Operations</b>				
Loss from Continuing Operations, net of tax	\$ (1,320)	\$ (1,095)	\$ (807)	\$ (1,109)
Stock-based compensation	199	-	83	33
Litigation settlement reserve	-	34		
Loss attributable to noncontrolling interest	14	149	15	52
Depreciation and amortization	149	233	52	133
Other (expense) income, net	(2)	(1)	2	(7)
Income tax expense (benefit)	(7)	(25)	2	(11)
<b>Adjusted EBITDA</b>	<b>\$ (967)</b>	<b>\$ (705)</b>	<b>\$ (653)</b>	<b>\$ (909)</b>
	Nine Months Ended			
	September 30,			
	2023		2022	
	(in thousands)			
<b>Loss from Continuing Operations</b>				
Stock-based compensation	\$ (3,861)	\$ (2,038)		
Litigation settlement reserve	262	440		
Loss attributable to noncontrolling interest	-	(909)		
Depreciation and amortization	92	508		
Other (expense) income, net	429	746		
Income tax expense (benefit)	(9)	(5)		
<b>Adjusted EBITDA</b>	<b>\$ (3,104)</b>	<b>\$ (1,294)</b>		

#### Off-Balance Sheet Arrangements

Since inception, we have not engaged in any off-balance sheet activities within the meaning of Item 303 of Regulation S-K

37

#### Critical Accounting Policies and Estimates

Our management's discussion and analysis of financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States, or U.S. GAAP. The preparation of these consolidated financial statements requires us to exercise considerable judgment with respect to establishing sound accounting policies and in making estimates and assumptions that affect the reported amounts of our assets and liabilities, our recognition of revenues and expenses, and disclosure of commitments and contingencies at the date of the consolidated financial statements.

We base our estimates on our historical experience, knowledge of our business and industry, current and expected economic conditions, the attributes of our products, the regulatory environment, and in certain cases, the results of outside appraisals. We periodically re-evaluate our estimates and assumptions with respect to these judgments and modify our approach when circumstances indicate that modifications are necessary. These estimates and assumptions form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

While we believe that the factors we evaluate provide us with a meaningful basis for establishing and applying sound accounting policies, we cannot guarantee that the results will always be accurate. Since the determination of these estimates requires the exercise of judgment, actual results could differ from such estimates.

While our significant accounting policies are more fully described in Note 3 to our consolidated financial statements included in Part I, Item **I1** of this Quarterly Report, we believe that the following accounting policies are the most critical to aid you in fully understanding and evaluating our reported financial results and affect the more significant judgments and estimates that we use in the preparation of our consolidated financial statements.

#### Accounts Receivable and Allowance for Credit Losses

Our policy is accounts receivable consists principally of uncollateralized amounts billed to reserve customers. These receivables are generally due within 30 to 90 days of the period in which the corresponding sales occur and do not bear interest. They are recorded at net realizable value less an allowance for credit losses and are classified as account receivable, net on the consolidated balance sheets.

We adopted ASU 2016-13, Financial Instruments - Credit Losses, in the first quarter of fiscal 2023. This accounting standard requires companies to measure expected credit losses on financial instruments based on the total estimated amount to be collected over the lifetime of the instrument. Prior to the adoption of this accounting standard, we recorded incurred loss reserves against receivable balances based on current and historical information.

We consider both current conditions and reasonable and supportable forecasts of future conditions when evaluating expected credit losses for uncollectible accounts based on receivable balances. In our best estimate determination of the amount allowance for credit losses, we pool receivables by days outstanding and apply an expected credit loss percentage to each pool. The expected credit loss percentage is determined using historical loss data adjusted for current conditions and forecasts of probable future economic conditions. Current conditions considered include predefined aging criteria, as well as specified events that indicate the balance due is not collectible. Reasonable and supportable forecasts used in determining the probability of future collection consider publicly available macroeconomic data and whether future credit losses are expected to differ from historical losses.

We are not party to any off-balance sheet arrangements that would require an allowance for credit losses in our existing accounts receivable. We periodically review our accounts receivable to determine whether an allowance for doubtful accounts is necessary based on an analysis of past due accounts and other factors that may indicate that the realization of an account may be in doubt. Account balances deemed to be uncollectible are charged to the allowance after all means of collection have been exhausted and the potential for recovery is considered remote, in accordance with this accounting standard.

#### **Goodwill and Intangible Assets**

The Company accounts for goodwill and intangible assets in accordance with ASC 350, Intangibles – Goodwill and Other ("ASC 350"). ASC 350 requires that goodwill and other intangibles with indefinite lives should be tested for impairment annually or on an interim basis if events or circumstances indicate that the fair value of an asset has decreased below its carrying value.

Goodwill is tested for impairment at the reporting unit level on an annual basis (December 31 for the Company) and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. The Company considers its market capitalization and the carrying value of its assets and liabilities, including goodwill, when performing its goodwill impairment test.

When conducting its annual goodwill impairment assessment, the Company initially performs a qualitative evaluation of whether it is more likely than not that goodwill is impaired. If it is determined by a qualitative evaluation that it is more likely than not that goodwill is impaired, the Company then compares the fair value of the Company's reporting unit to its carrying or book value. If the fair value of the reporting unit exceeds its carrying value, goodwill is not impaired and the Company is not required to perform further testing. If the carrying value of a reporting unit exceeds its fair value, the Company will measure any goodwill impairment losses as the amount by which the carrying amount of a reporting unit exceeds its fair value, not to exceed the total amount of goodwill allocated to that reporting unit.

38

#### **Capitalized Technology Costs**

We account for capitalized technology costs in accordance with ASC 350-40, Internal-Use Software ("ASC 350-40"). In accordance with ASC 350-40, we capitalize certain external and internal computer software costs incurred during the application development stage. The application development stage generally includes software design and configuration, coding, testing and installation activities. Training and maintenance costs are expensed as incurred, while upgrades and enhancements are capitalized if it is probable that such expenditures will result in additional functionality. Capitalized software costs are amortized over the estimated useful lives of the software assets on a straight-line basis, generally not exceeding three years.

#### **Business Combinations**

ASC 805, Business Combinations ("ASC 805"), applies the acquisition method of accounting for business combinations to all acquisitions where the acquirer gains a controlling interest, regardless of whether consideration was exchanged. ASC 805 establishes principles and requirements for how the acquirer a) recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree; b) recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and c) determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. Accounting for acquisitions requires the Company to recognize, separately from goodwill, the assets acquired and the liabilities assumed at their acquisition-date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred and the net of the acquisition-date fair values of the assets acquired and the liabilities assumed. While the Company uses its best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date, the estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the consolidated statements of comprehensive loss.

#### **Revenue Recognition**

Our principal sources of revenue are recruitment revenue, consumer marketing and consumer advertising revenue, event revenues from career fairs, membership subscription fees, and contracted software development. Recruitment revenue includes revenue recognized from direct sales to customers for recruitment services and events, as well as revenue from our direct ecommerce sales. Revenues from recruitment services are recognized when the services are performed, evidence of an arrangement exists, the fee is fixed or determinable and collectability is probable. Our recruitment revenue is derived from agreements through single and multiple job postings, recruitment media, talent recruitment communities, basic and premier corporate memberships, hiring campaign marketing and advertising, e-newsletter marketing and research and outreach services.

Consumer marketing and consumer advertising revenue is recognized either based upon a fixed fee for revenue sharing agreements in which payment is required at the time of posting or billed based upon the number of impressions (the number of times an advertisement is displayed) recorded on the websites as specified in the customer

agreement.

Revenue generated from NAPW Network membership subscriptions is recognized ratably over the 12-month membership period, although members pay their annual fees at the commencement of the membership period. We also offer a monthly membership for which we collect fees on a monthly basis and we recognize revenue in the same month as the fees are collected. Revenue from related membership services is derived from fees for development and set-up of a member's personal on-line profile and/or press release announcements. Fees related to these services are recognized as revenue at the time the on-line profile is complete and press release is distributed.

Revenues generated from RemoteMore consist of contracts entered into to provide customers with software solutions and are recognized in the month work is performed.

39

#### **Revenue Concentration**

We are in an alliance with another company to build, host, and manage our job boards and website. This alliance member also sells two of our recruitment services products and bills customers, collects fees, and provides customer services. For the **nine** **three** months ended **September 30, 2023** **March 31, 2024** and **2022, 2023**, we recorded approximately **8.6%** **6%** and **11.5%** **10%** of our recruitment services revenue from this alliance sales relationship.

#### **Lease Obligations**

We lease office space under a non-cancelable operating lease that expires in September 2027. Our facility lease provides for periodic rent increases and contain escalation clauses and renewal options. Our lease terms include options to extend the lease.

We recognize operating lease expense on a straight-line basis over the lease term and variable lease payments are expensed as incurred. Lease costs are primarily recorded within SG&A expenses in the Company's consolidated statements of loss and comprehensive loss.

We determine if a contract contains a lease at lease inception. If the borrowing rate implicit in the lease is not determinable, we use its incremental borrowing rate ("IBR") based on information available at lease commencement including prevailing financial market conditions to determine the present value of future lease payments. We have elected the option to combine lease and non-lease components as a single component for our entire population of lease assets.

Operating lease assets and lease liabilities are recognized at the lease commencement date. Operating lease liabilities represent the present value of lease payments not yet paid. Operating lease assets represent the right to use an underlying asset and are based upon the operating lease liabilities adjusted for prepayments or accrued lease payments, initial direct costs, and lease incentives. We have elected not to apply the recognition requirements to short-term leases of 12 months or less and instead recognizes lease payments as expense on a straight-line basis over the lease term. Our lease agreement does not contain any material residual value guarantees or material restrictive covenants. Leased assets are presented net of accumulated amortization.

Variable lease payment amounts that cannot be determined at the commencement of the lease, such as increases in lease payments based on changes in index rates or usage, are not included in the ROU assets or liabilities; instead, these are expensed as incurred and recorded as variable lease expense.

#### **Recent Accounting Pronouncements**

See Note 3 In November 2023, the FASB issued ASU 2023-07, which updates reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses and information used to **our** assess segment performance. This update is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. This update will be applied retrospectively for all prior periods presented in the financial statements.

In December 2023, the FASB issued ASU 2023-09, which is intended to enhance the transparency and decision usefulness of income tax disclosures. ASU 2023-09 primarily enhances and expands both the annual income tax rate reconciliation disclosure and the annual income taxes paid disclosure. This update is effective for fiscal years beginning after December 15, 2024 and may be adopted on a prospective or retrospective basis, with early adoption permitted.

We are currently evaluating the impact of the adoption of these standards on our disclosures.

#### **ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not applicable.

#### **ITEM 4 – CONTROLS AND PROCEDURES**

##### **Evaluation of disclosure controls and procedures**

As of **September 30, 2023** **March 31, 2024**, our management conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended ("Exchange Act"), under the supervision of and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer. Based on that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective on **September 30, 2023** **March 31, 2024**.

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 that occurred during our **third** **first** quarter of fiscal **2023, 2024**, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

40

#### **PART II**

#### **ITEM 1 – LEGAL PROCEEDINGS**

We The Company and **our** wholly-owned **its** wholly owned subsidiary, NAPW, Inc., are parties to a proceeding captioned Deborah Bayne, et al. vs. NAPW, Inc. and Professional Diversity Network, Inc., No. 18-cv-3591 (E.D.N.Y.), filed on June 20, 2018, and alleging violations of the Fair Labor Standards Act and certain provisions of the New York Labor Law. Plaintiffs are seeking monetary damages The class is defined as "all individuals employed in New York from June 20, 2012 through October 15, 2021 by NAPW and equitable relief.

We dispute PDN to sell memberships to the women's networking organization known as the National Association of Professional Women and the International Association of

Women," excluding corporate officers, shareholders, directors and administrative employees. As it stands, the class currently consists of 164 putative class members and 60 opt-in plaintiffs.

The complaint alleges that we or our subsidiary NAPW (and PDN in its capacity as an alleged joint employer) violated similar provisions of the applicable laws or FLSA and the NYLL by (i) failing to pay overtime wages as required by both the FLSA and the NYLL, (ii) failing to provide accurate wage statements under the NYLL, and (iii) willfully violating both of those statutes. The Court, in an order issued on March 25, 2024, granted summary judgment against NAPW on the claims related to willful failure to pay overtime wages. The Court dismissed, without prejudice, claims based on failure to provide accurate wage statements under the NYLL based on lack of subject matter jurisdiction. The Court found that either entity has any liability and intend questions of fact remain as to vigorously defend against these claims. The matter is whether PDN was a joint employer with NAPW. Damages remain unsettled particularly in light of the final stages Court's dismissal of discovery, and we have completed depositions of relevant witnesses. The Plaintiff's claims related to failure to provide accurate wage statements. During the first quarter of 2020, we the Company recorded a \$450,000 litigation settlement reserve in the event of an unfavorable outcome in this proceeding. In November 2020, both parties entered into mediation proceedings, but a settlement was not reached. While the Plaintiff seeks damages substantially in excess of this reserve (including unpaid overtime, liquidated damages and penalties), NAPW and PDN continue to adamantly dispute the amount of damages claimed.

#### **General Legal Matters**

From time to time, the Company is involved in legal matters arising in the ordinary course of business. While the Company believes that such matters are currently not material, there can be no assurance that matters arising in the ordinary course of business for which the Company is, or could be, involved in litigation, will not have a material adverse effect on its business, financial condition or results of operations.

#### **ITEM 1A – RISK FACTORS**

In addition to other information set forth in this report, you should carefully consider the risk factors described in Part I, Item 1A, "Risk Factors" in our 2022 2023 Annual Report on Form 10-K, which could materially affect our business, financial condition or future results. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially and adversely affect our business, financial condition and/or operating results.

#### **ITEM 2 – UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

Not applicable.

#### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

#### **ITEM 4. MINE SAFETY DISCLOSURE**

Not applicable.

#### **ITEM 5. OTHER INFORMATION**

None.

None.

**ITEM 6. EXHIBITS**

10.110.1\*

Employment Common Stock Purchase Agreement dated July 18, 2023, June 30, 2023 between Professional Diversity Network, Inc., the Company and Xin (Adam) He Tumim Stone Capital LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed July 24, 2023), with the SEC on June 30, 2023.

31.1

Stock Purchase Agreement dated March 13, 2023 between the Company and Yiran Gu (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on March 15, 2023).

10.2\*

Stock Purchase Agreement dated December 10, 2023 between the Company and Cosmic Forward Limited (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on December 14, 2023).

31.1 Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a) or Rule 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2

Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a) or Rule 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1

Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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 Taxonomy Definition Document	XBRL Extension Linkbase Document
101.LAB	Inline Taxonomy Labels Document	XBRL Extension Linkbase Document
101.PRE	Inline Taxonomy Presentation Document	XBRL Extension Linkbase Document
104	Cover Interactive Inline	Page Data File XBRL (embedded within the document)

\* These exhibits were erroneously linked in our recent Form 10-K filed with the SEC on March 29, 2024 and have been included in this exhibit list with the correct links to their respective filings in accordance with Instruction 2 to Rule 105(d) of Regulation S-T.

42

#### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

PROFESSIONAL DIVERSITY NETWORK, INC.

Date: November 14, 2023 May 15, 2024

By: /s/ Larry Aichler

Name: Larry Aichler

Title: Chief Financial Officer

43

41

Exhibit 31.1

#### CERTIFICATIONS

I, Xin (Adam) He, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Professional Diversity Network, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted

accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

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

Date: **November 14, 2023** **May 15, 2024**

*/s/ Xin (Adam) He*

Xin (Adam) He

Chief Executive Officer

(Principal Executive Officer)

Exhibit 31.2

#### CERTIFICATIONS

I, Larry S. Aichler, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Professional Diversity Network, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

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

Date: November 14, 2023May 15, 2024

*/s/ Larry S. Aichler*

\_\_\_\_\_  
Larry S. Aichler

Chief Financial Officer

(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO 18  
U.S.C. SECTION 1350

In connection with the Quarterly Report of Professional Diversity Network, Inc. (the "registrant") on Form 10-Q for the fiscal quarter ended September 30, 2023March 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "report"), the undersigned of the registrant, certify, pursuant to 18 U.S.C. § 1350, that to our knowledge:

(1) The report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the registrant.

Date: November 14, 2023May 15, 2024

*/s/ Xin (Adam) He*

\_\_\_\_\_  
Xin (Adam) He

Chief Executive Officer

*/s/ Larry S. Aichler*

\_\_\_\_\_  
Larry S. Aichler

Chief Financial Officer

#### DISCLAIMER

THE INFORMATION CONTAINED IN THE REFINITIV CORPORATE DISCLOSURES DELTA REPORT™ IS A COMPARISON OF TWO FINANCIALS PERIODIC REPORTS. THERE MAY BE MATERIAL ERRORS, OMISSIONS, OR INACCURACIES IN THE REPORT INCLUDING THE TEXT AND THE COMPARISON DATA AND TABLES. IN NO WAY DOES REFINITIV OR THE APPLICABLE COMPANY ASSUME ANY RESPONSIBILITY FOR ANY INVESTMENT OR OTHER DECISIONS MADE BASED UPON THE INFORMATION PROVIDED IN THIS REPORT. USERS ARE ADVISED TO REVIEW THE APPLICABLE COMPANY'S ACTUAL SEC FILINGS BEFORE MAKING ANY INVESTMENT OR OTHER DECISIONS.

©2024, Refinitiv. All rights reserved. Patents Pending.