UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

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

For the quarter ended September 30, 2022

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 000-53601

MITESCO, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State Other Jurisdiction of Incorporation or Organization)

87-0496850
(I.R.S. Employer Identification Number)

1660 Highway 100 South, Suite 432
St. Louis Park, MN 55416
(Address of principal executive offices) (Zip code)

(844) 383-8689
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES ☐ NO X

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. ☐

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 X NO ☐

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

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

Large, accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer X	Smaller reporting company X
	Emerging growth company ☐

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act. YES ☐ NO X

As of November 11, 2022, the registrant had outstanding 226,807,925 shares of common stock issued and outstanding.

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CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based upon our current assumptions, expectations, and beliefs concerning future developments and their potential effect on our business. In some cases, you can identify forward-looking statements by the following words: "may," "will," "could," "would," "should," "expect," "intend," "plan," "anticipate," "believe," "approximately," "estimate," "predict," "project," "potential," "continue," "ongoing," or the negative of these terms or other comparable terminology, although the absence of these words does not necessarily mean that a statement is not forward-looking. This information may involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from the future results, performance or achievements expressed or implied by any forward-looking statements.

Factors that may cause or contribute actual results to differ from these forward-looking statements include, but are not limited to:

● adverse economic conditions;

● the Company's ability to raise capital to fund its operations

● industry competition

● the Company's ability to integrate its acquisitions

● the Company's ability to attract and retain qualified senior management and technical personnel;

● the continued effect of the Covid-19 pandemic on the Company's operations; and

These forward-looking statements represent our intentions, plans, expectations, assumptions, and beliefs about future events and are subject to risks, uncertainties and other factors. Considering these risks, uncertainties, and assumptions, the events described in the forward-looking statements may not occur or may occur to a different extent or at a different time than we have described.

All forward-looking statements speak only as of the date of this Report. Except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, or other information contained herein, whether as a result of new information, future events, a change in events, conditions, circumstances or assumptions underlying such statements, or otherwise. We caution you therefore that you should not rely on any of these forward-looking statements as statements of historical fact or as guarantees or assurances of future performance.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

MITESCO, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS	September 30, 2022 (unaudited)	December 31, 2021
Current assets		
Cash and cash equivalents	$ 6,236	$ 1,164,483
Accounts Receivable	123,354	44,313
Inventory	55,976	25,314
Prepaid expenses	138,723	72,985
Total current assets	324,289	1,307,095
Right to use operating leases, net	3,805,757	3,886,866
Construction in progress	998,553	1,984,701
Fixed assets, net of accumulated depreciation of $0.8 million and $19,600	5,520,096	3,476,164
Total Assets	$ 10,648,695	$ 10,654,826
LIABILITIES AND (DEFICIENCY IN) STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	$ 6,469,928	$ 3,976,064
Accrued interest	169,916	7,657
Derivative liabilities	303,939	-
Lease liability - operating leases, current	325,358	161,838
Notes payable, net of discounts of $1.6 million and $0.4 million	6,191,692	588,432
SBA Loan Payable	460,406	460,406
Other current liabilities	96,136	169,422
Preferred stock dividends payable	349,312	195,169
Total current liabilities	14,366,687	5,558,988
Lease Liability- operating leases, non-current	4,071,832	3,972,964
Total Liabilities	18,438,519	9,531,952
Commitments and contingencies	-	-
Stockholders' equity (deficit)		
Preferred stock, $0.01 par value, 100,000,000 shares authorized; 500,000 shares designated Series A; 3,000,000 shares designated Series C; 10,000,000 shares designated Series D; and 400,000 shares designated Series X:	-	-
Preferred stock, Series A, $0.01 par value, 0 and 4,800 shares issued and outstanding as of September 30, 2022 and December 31, 2021, respectively	-	-
Preferred stock, Series C, $0.01 par value, 1,038,708 and 940,644 shares issued and outstanding as of September 30, 2022 and December 31, 2021, respectively	10,387	9,406
Preferred stock, Series D, $0.01 par value, 3,100,000 and 3,100,000 shares issued and outstanding as of September 30, 2022 and December 31, 2021, respectively	31,000	31,000
Preferred stock, Series X, $0.01 par value, 24,227 shares issued and outstanding at September 30, 2022 and December 31, 2021	242	242
Common stock subscribed	36,575	132,163
Common stock, $0.01 par value, 500,000,000 shares authorized, 226,491,519 and 213,333,170 shares issued and outstanding as of September 30, 2022 and December 31, 2021, respectively	2,270,698	2,133,332
Additional paid-in capital	26,873,836	24,295,063
Accumulated deficit	(37,012,562)	(25,478,332)
Total stockholders' equity (deficit)	(7,789,824)	1,122,874
Total liabilities and stockholders' equity (deficit)	$ 10,648,695	$ 10,654,826

See accompanying notes to these unaudited condensed consolidated financial statements.

MITESCO, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	For the Three Months Ended September 30, 2022	For the Three Months Ended September 30, 2021	For the Nine Months Ended September 30, 2022	For the Nine Months Ended September 30, 2021
Revenue-services	$ 197,525	$ 13,528	$ 470,361	$ 24,744
Revenue-products	524	-	17,149	-
Total revenue	198,049	13,528	487,510	24,744
Cost of goods sold-services	$ 503,749	$ 2,486	$ 1,687,011	$ 7,804
Cost of goods sold-products	2,262	-	13,510	-
Total cost of goods sold	506,011	2,486	1,700,522	7,804
Gross (loss) profit	(307,962)	11,042	(1,213,012)	16,940
Operating expenses:				
General and administrative	$ 2,000,854	$ 1,780,456	$ 6,905,611	$ 4,136,574
Total operating expenses	2,000,854	1,780,456	6,905,611	4,136,574
Net Operating Loss	(2,308,816)	(1,769,414)	(8,118,623)	(4,119,634)
Other income (expense):				
Interest expense	(1,712,877)	-	(3,403,413)	(966,123)
Loss on legal settlement	-	-	-	(70,000)
(Loss) Gain on waiver and commitment fee shares	(14,081)	-	172,573	-
Gain on settlement of accrued salary	-	-	15,032	-
Loss (Gain) on settlement of accounts payable	(10,000)	-	(88,235)	6,045
Gain on settlement of notes payable	-	-	-	1,836
Grant income	-	(52)	-	-
Loss on revaluation of derivative liabilities	(37,977)	-	(111,564)	(493,455)
Total other expense	(1,774,935)	(52)	(3,415,607)	(1,521,697)
Loss before provision for income taxes	(4,083,751)	(1,769,466)	(11,534,230)	(5,641,331)
Provision for income taxes	-	-	-	-
Net loss	$ (4,083,751)	$ (1,769,466)	$ (11,534,230)	$ (5,641,331)
Preferred stock dividends	(81,112)	(40,433)	(241,196)	(115,047)
Preferred stock deemed dividends	-	-	-	(332,242)
Net loss available to common shareholders	$ (4,164,863)	$ (1,809,899)	$ (11,775,426)	$ (6,088,620)
Net loss per share - basic and diluted	$ (0.02)	$ (0.01)	$ (0.05)	$ (0.03)
Weighted average shares outstanding - basic and diluted	228,455,759	208,784,236	220,444,547	199,678,995

See accompanying notes to these unaudited condensed consolidated financial statements.

MITESCO, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2022 and 2021
(UNAUDITED)

	Preferred Stock Series A		Preferred Stock Series C		Preferred Stock Series D		Preferred Stock Series X		Common Stock		Additional Paid-in capital	Common Stock Subscribed	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount				
Balance, June 30, 2022	-	$ -	940,644	$ 9,406	3,100,000	$ 31,000	24,227	$ 242	225,209,745	$2,257,880	$26,743,676	$ 36,575	$ (32,928,811)	(3,850,032)
Vesting of common stock issued to employees	-	-	-	-	-	-	-	-			699	-	-	699
Vesting of stock options issued to employees	-	-	-	-	-	-	-	-			29,380	-	-	29,380
Shares issued for services	-	-	-	-	-	-	-	-	603,177	6,032	71,416	-	-	77,448
Commitment fee shares	-	-	-	-	-	-	-	-	678,597	6,786	84,218	-	-	91,004
Warrants issued with notes payable - Insiders	-	-	-	-	-	-	-	-			26,540	-	-	26,540
Series C Preferred Stock adjusted for prior conversions	-	-	98,064	981	-	-	-	-	-	-	(981)			
Preferred stock dividends	-	-	-	-	-	-	-	-			(81,112)	-	-	(81,112)
Loss for the period ended September 30, 2022	-	-	-	-	-	-	-	-				-	(4,083,751)	(4,083,751)
Balance, September 30, 2022	-	$ -	1,038,708	$ 10,387	3,100,000	$ 31,000	24,227	$ 242	226,491,519	$2,270,698	$26,873,836	$ 36,575	$ (37,012,562)	$ (7,789,824)
Balance, December 31, 2021	-	$ -	940,644	$ 9,406	3,100,000	$ 31,000	24,227	$ 242	213,333,170	$2,133,332	$24,295,063	$ 132,163	$ (25,478,332)	1,122,874
Vesting of common stock issued to employees	-	-	-	-	-	-	-	-	-	-	3,685	-	-	3,685
Vesting of stock options issued to employees	-	-	-	-	-	-	-	-	-	-	331,690	-	-	331,690
Conversion of accounts payable to common stock	-	-	-	-	-	-	-	-	3,179,650	31,797	546,438	-	-	578,235
Commitment fee shares	-	-	-	-	-	-	-	-	5,976,317	65,547	1,154,117	-	-	1,219,664
Waiver fee shares	-	-	-	-	-	-	-	-	2,261,721	22,617	344,541	-	-	367,158
Shares issued for services	-	-	-	-	-	-	-	-	1,353,177	13,532	167,041	-	-	180,573
Warrants issued with note payable - Diamond 1	-	-	-	-	-	-	-	-	-		2,914	-	-	2,914
Warrants issued with note payable - Diamond 2	-	-	-	-	-	-	-	-	-		2,213	-	-	2,213
Gain on settlement of accrued payroll	-	-	-	-	-	-	-	-	(400,000)	(4,000)	4,000	-	-	-
Series C Preferred Stock adjusted for prior conversions	-	-	98,064	981	-	-	-	-			(981)	-	-	-
Issuance of shares previously subscribed for conversion of accounts payable	-	-	-	-	-	-	-	-	382,353	3,824	91,764	(95,588)	-	-
Warrants issued with														

notes payable - Insiders	-	-	-	-	-	-	-	-			89,545	-	-	89,545
Shares issued for Series X dividends	-	-	-	-	-	-	-	-	405,131	4,049	83,002	-	-	87,051
Preferred stock dividends	-	-	-	-	-	-	-	-			(241,196)			(241,196)
Loss for the nine months ended September 30, 2022	-	-	-	-	-	-	-	-	-	-	-	-	(11,534,230)	(11,534,230)
Balance, September 30, 2022	-	$ -	1,038,708	$ 10,387	3,100,000	$ 31,000	24,227	$ 242	226,491,519	$2,270,698	$26,873,836	$ 36,575	$ (37,012,562)	$ (7,789,824)

MITESCO, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2022 and 2021
(UNAUDITED)

	Preferred Stock Series A		Preferred Stock Series C		Preferred Stock Series D		Preferred Stock Series X		Common Stock		Additional Paid-in capital	Common Stock Subscribed	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount				
Balance, June 30, 2021	-	$ -	1,940,644	$ 19,406	-	$ -	24,227	$ 242	208,188,705	$ 2,081,887	$ 17,920,912	$ (41,000)	$ (18,641,275)	$ 1,340,172
Vesting of common stock issued to employees	-	-	-	-	-	-	-	-	-	-	2,564	-	-	2,564
Vesting of stock options issued to employees	-	-	-	-	-	-	-	-	-	-	199,079	-	-	199,079
Stock options exercised for cash	-	-	-	-	-	-	-	-	350,000	3,500	7,000	-	-	10,500
Exercise of options by cashless conversion	-	-	-	-	-	-	-	-	315,000	3,150	(3,150)	-	-	-
Cash paid for common stock subscribed	-	-	-	-	-	-	-	-	-	-	-	41,000	-	41,000
Common stock subscribed for accounts payable and accrued liabilities	-	-	-	-	-	-	-	-	-	-	-	156,441	-	156,441
Shares of common stock issued for conversion of Preferred Stock Series C	-	-	(1,000,000)	(10,000)	-	-	-	-	4,000,001	40,000	(30,000)	-	-	-
Preferred stock dividends	-	-	-	-	-	-	-	-	-	-	(40,433)	-	-	(40,433)
Loss for the period ended September 30, 2021	-	-	-	-	-	-	-	-	-	-	-	-	(1,769,466)	(1,769,466)
Balance, September 30, 2021	-	$ -	940,644	$ 9,406	-	$ -	24,227	$ 242	212,853,706	$ 2,128,537	$ 18,055,972	$ 156,441	$ (20,410,741)	$ (60,143)
Balance, December 31, 2020	4,800	$ 48	-	$ -	-	$ -	26,227	$ 262	155,381,183	$ 1,553,812	$ 10,340,821	$ -	$ (14,437,168)	$ (2,542,225)
Vesting of common stock issued to employees	-	-	-	-	-	-	-	-	-	-	7,897	-	-	7,897
Vesting of stock options issued to employees	-	-	-	-	-	-	-	-	-	-	203,858	-	-	203,858
Stock options exercised for cash	-	-	-	-	-	-	-	-	350,000	3,500	7,000	-	-	10,500
Exercise of options by cashless conversion	-	-	-	-	-	-	-	-	315,000	3,150	(3,150)	-	-	-
Shares issued for exercise of stock options	-	-	-	-	-	-	-	-	7,616,668	76,166	152,334	(41,000)	-	187,500
Common stock issued for services	-	-	-	-	-	-	-	-	1,099,320	10,963	410,596	-	-	421,559
Common stock issued for conversion of notes payable and														

accrued interest	-	-	-	-	-	-	-	-	33,944,157	339,442	2,314,353	-	-	2,653,795
Sale of common stock in private placement	-	-	-	-	-	-	-	-	6,672,000	66,750	1,601,250	-	-	1,668,000
Sale of Preferred Stock Series C	-	-	3,000,000	30,000	-	-	-	-	-	-	1,461,283	-	-	1,491,283
Warrants issued with Preferred Stock Series C	-	-	-	-	-	-	-	-	-	-	1,268,717	-	-	1,268,717
Conversion of Preferred Stock Series A to common stock	(4,800)	(48)	-	-	-	-	-	-	600,000	6,000	(5,952)	-	-	-
Net shares issued in connection with settlement agreement	-	-	-	-	-	-	(2,000)	(20)	(1,362,047)	(13,620)	141,550	-	-	127,910
Cash paid for common stock subscribed	-	-	-	-	-	-	-	-	-	-	-	41,000	-	41,000
Common stock subscribed for accounts payable and accrued liabilities	-	-	-	-	-	-	-	-	-	-	-	156,441	-	156,441
Shares of common stock issued for conversion of Preferred Stock Series C	-	-	(2,059,356)	(20,594)	-	-	-	-	8,237,425	82,374	(61,780)	-	-	-
Deemed dividend on conversion of Preferred Stock Series A to common stock	-	-	-	-	-	-	-	-	-	-	206,242	-	(206,242)	-
Deemed dividend on Preferred Stock Series C	-	-	-	-	-	-	-	-	-	-	126,000	-	(126,000)	-
Preferred stock dividends	-	-	-	-	-	-	-	-	-	-	(115,047)		-	(115,047)
Loss for the period ended September 30, 2021	-	-		-	-	-			-	-	-	-	(5,641,331)	(5,641,331)
Balance, September 30, 2021	-	$ -	940,644	$ 9,406	-	$ -	24,227	$ 242	212,853,706	$ 2,128,537	$ 18,055,972	$ 156,441	$ (20,410,741)	$ (60,143)

See accompanying notes to these unaudited condensed consolidated financial statements.

MITESCO, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Nine Months Ended September 30, 2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (11,534,230)	$ (5,641,331)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	639,455	78,954
Amortization of right-to-use asset	370,064	71,349
Net gain on settlement of notes payable	-	(1,836)
Financing cost - waiver fee shares	565,431	-
Gain on waiver fee shares	(198,273)	-
Loss on commitment shares	25,700	-
Gain on conversion of accrued salary	(15,032)	-
(Gain) loss on revaluation of derivative liabilities	111,564	493,455
Loss on settlement of accounts payable	78,235	-
Amortization of discount on notes payable	2,588,963	756,795
Share-based compensation	335,375	761,222
Changes in assets and liabilities:		
Accounts receivables	(79,041)	(7,319)
Prepaid expenses	114,836	(28,844)
Inventory	(30,662)	(22,794)
Accounts payable and accrued liabilities	1,501,904	1,651,191
Operating lease liability, net	(26,567)	59,920
Other current liabilities	(73,286)	880
Accrued interest	162,259	203,447
Net cash used in operating activities	(5,463,305)	(1,624,911)
CASH FLOWS FROM INVESTING ACTIVITIES		
Cash paid for acquisition of fixed assets and construction in progress	(190,248)	(2,300,338)
Net cash used in investing activities	(190,248)	(2,300,338)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from private placement of common stock	-	1,668,000
Proceeds from sales of Series C Preferred Stock, net of fees	-	2,760,000
Proceeds from sale of common stock	-	51,500
Proceeds from notes payable - related parties, net of discounts	2,918,100	-
Proceeds from notes payable, net of discounts	1,812,500	-
Principal payments on notes payable related parties	(235,294)	-
Principal payments on notes payable	-	(177,534)
Net cash provided by financing activities	4,495,306	4,301,966
Net increase in cash and cash equivalents	(1,158,247)	376,717
Cash and cash equivalents at beginning of period	1,164,483	64,789
Cash and cash equivalents at end of period	$ 6,236	$ 441,506

See accompanying notes to these unaudited condensed consolidated financial statements.

MITESCO, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Nine Months Ended September 30,			
		2022		**2021**
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:				
Interest paid	$	-	$	2,680
NON-CASH INVESTING AND FINANCING ACTIVITIES:				
Stock issued for conversion of debt and accrued interest	$	-	$	2,653,795
Settlement of derivative liabilities	$	-	$	(1,301,137)
Discount on notes payable due to derivative liabilities	$	-	$	-
Preferred stock dividend	$	241,196	$	115,047
Deemed dividends on Preferred Stock	$	-	$	332,242
Conversion of Series A Preferred stock to common stock	$	-	$	6,000
Conversion of Series C Preferred stock to common stock	$	-	$	61,781
Adjustment of Series C Preferred stock to common stock	$	981	$	-
Conversion of accounts payable to common stock	$	500,000	$	102,333
Conversion of accrued payroll to common stock	$	-	$	50,000
Conversion of accounts payable to common stock subscribed	$	-	$	156,441
Capital expenditures included in accounts payable	$	4,403,346	$	-

See accompanying notes to these unaudited condensed consolidated financial statements.

MITESCO, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2022 AND 2021
(Unaudited)

Note 1 – Description of Business

Company Overview

Mitesco, Inc. (the "Company," "we," "us," or "our") was formed in the state of Delaware on January 18, 2012. On December 9, 2015, the Company restructured its operations and acquired Newco4pharmacy, LLC, a development stage company which sought to acquire compounding pharmacy businesses. As a part of the restructuring, the Company completed a "spin out" of its former business line. On April 24, 2020, the Company changed its name to Mitesco, Inc.

Since 2020, the Company's operations have focused on establishing medical clinics utilizing nurse practitioners under The Good Clinic name and development and acquisition of telemedicine technology. In March of 2020, the Company formed a wholly owned subsidiary, The Good Clinic LLC, a Colorado limited liability company for its clinic business.

The Company opened its first The Good Clinic in Minneapolis, Minnesota in the first quarter of 2021 and have six operating at the time of this filing. The Company intends on opening up to 50 new clinics in the next three years, in addition to any existing sites it might acquire.

Note 2 - Financial Condition, Going Concern and Management Plans

On November 19, 2021, the Company closed a bridge financing round totaling $3.1 million of a Series D preferred stock sold to investors in a private placement. Each Series D Unit will have a purchase price of $1.00 per Unit, with each Unit consisting of (a) one share of a newly formed Series D Convertible Preferred Stock, par value $0.01 per share (the "Series D Preferred Stock"), (b) one warrant (the "Series A Warrants") to purchase 2.1 shares of the Company's Common Stock at a purchase price of $0.50 per whole share of Common Stock, and (c) one warrant (the "Series B Warrants" and together with the Series A Warrants, the "Warrants") to purchase 2.1 shares of Common Stock at a purchase price of $0.75 per whole share.

Pursuant to the Certificate of Designations, Preferences and Rights of the Series D Convertible Preferred Stock of the Company, Inc., filed with the Secretary of State of the State of Delaware on October 18, 2021 (the "COD"), there are 10,000,000 shares of the Company's preferred stock that have been designated as the Series D Preferred Stock and each share of the Series D Preferred Stock is convertible at the option of the holder thereof, or automatically upon the request of the Company's underwriters that the Series D Preferred Stock convert to shares of Common Stock or upon listing of the Company's Common Stock on a national securities exchange. The number of shares of Common Stock issuable upon the conversion of each share of Series D Preferred Stock is calculated by dividing the Conversion Amount (defined in the COD as the Stated Value, $1.05 per share, plus accrued and unpaid dividends) by the $0.25 conversion price (the "Conversion Price").

On November 11, 2021, the Company filed a registration statement on form S-1 in connection with a planned up-list to a national exchange, and on August 3, 2022 the Company filed its fourth amendment to the S-1.

As of the date of this filing, the Company has closed on $3,100,000 of its Series D Preferred stock. To achieve its growth strategy, the Company will need to raise additional financing prior to up listing on Nasdaq. The Company will not proceed with this offering in the event its Common Stock is not approved for listing on the Nasdaq Capital Market though it will continue to seek financing for its expansion and operating needs in the debt or equity markets.

Between December 30, 2021 through the date of this filing, the Company has entered into a total $6.6 million face amount of promissory notes for cash proceeds of $5.6 million with certain related parties and other note holders. These notes have been used to fund 2022 operations to date.

The Company entered into a debt-for-equity exchange agreement with Gardner Builders Holdings, LLC (the "Creditor") on January 7, 2022 (the "Agreement"). Pursuant to the Agreement, the Company issued shares of restricted common stock, par value $0.01 per share, of MITI (the "Restricted Shares") to the Creditor in exchange for the Company Debt Obligations, as defined below.

The Agreement settled certain accounts payable amounts owed by the Company to the Creditor (the "Accounts Payable Amount") as well as amounts that became due between the date of the Agreement and April 1, 2022. The Agreement also settled incurred interest and penalties on the amounts due through January 5, 2022, as well as interest payments on amounts incurred in the first quarter of 2022 (collectively, the "Additional Costs", and combined with the Accounts Payable Amount, the "Company Debt Obligations"). The Accounts Payable Amount was $500,000, the Additional Costs was $294,913 and the conversion price was $0.25. As a result, 3,179,650 Restricted Shares were authorized to be issued.

As of September 30, 2022, the Company had cash and cash equivalents of $6,000, current liabilities of $14.4 million, and has incurred a loss from operations. The Company intends to a) develop and own primary care clinics operated by nurse practitioners, b) develop and acquire telemedical technologies, and c) evaluate other healthcare related opportunities. The Company's activities are subject to significant risks and uncertainties, including failing to secure additional funding to execute its business plan.

As a result of these factors, there is substantial doubt about the ability of the Company to continue as a going concern for one year from the date the financial statements are issued. The Company's continuance is dependent on raising capital and generating revenues sufficient to sustain operations. The Company believes that the necessary capital will be raised and has entered discussions to do so with certain individuals and companies. However, as of the date of these condensed consolidated financial statements, no formal agreement exists.

The accompanying condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts classified as liabilities that might be necessary should the Company be forced to take any such actions.

PPP Loan

During March 2020, in response to the COVID-19 crisis, the federal government announced plans to offer loans to small businesses in various forms, including the Payroll Protection Program, or "PPP", established as part of the Corona Virus Aid, Relief and Economic Security Act ("CARES Act") and administered by the U.S. Small Business Administration. On April 25, 2020, the Company entered an unsecured Promissory Note with Bank of America for a loan in the original principal amount of approximately $460,400, and the Company received the full amount of the loan proceeds on May 4, 2020. The September 30, 2022 balance, including accrued interest, was approximately $471,500.

COVID -19 Impact

The Company has had some impact on its operations because of the effects of the COVID-19 pandemic, primarily with accessibility to staffing, consultants and in the capital markets, and it is adjusting as needed within its available resources. The Company will continue to assess the effect of the pandemic on its operations. The extent to which the COVID-19 pandemic will continue to impact the Company's business and operations will depend on future developments that are highly uncertain and cannot be predicted with confidence, such as the ultimate geographic spread of the disease, the duration of the outbreak, the duration and effect of possible business disruptions and the short-term effects and ultimate effectiveness of the travel restrictions, quarantines, social distancing requirements and business closures in the United States and other countries to contain and treat the disease. While the potential economic impact brought by, and the duration of, COVID-19 may be difficult to assess or predict, a widespread pandemic could result in significant disruption of global financial markets, reducing the Company's ability to access capital, which could in the future negatively affect the Company's liquidity. In addition, a recession or market correction resulting from the spread of COVID-19 could materially affect the Company's business and the value of its securities.

Note 3 – Basis of Presentation and Summary of Significant Accounting Policies

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information and pursuant to the instructions to Form 10-Q and Article 8 of Regulation S-X of the Securities and Exchange Commission ("SEC") and on the same basis as the Company prepares its annual audited consolidated financial statements. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation of such interim results.

The results for the condensed consolidated statement of operations are not necessarily indicative of results to be expected for the year ending December 31, 2022 or for any future interim period. The condensed consolidated balance sheet at September 30, 2022 has been derived from unaudited financial statements; however, it does not include all of the information and notes required by U.S. GAAP for complete financial statements. The accompanying condensed consolidated financial statements should be read in conjunction with the consolidated financial statements for the year ended December 31, 2021 and notes thereto included in the Company's annual report on Form 10-K filed on April 5, 2022.

Principles of Consolidation – The accompanying condensed consolidated financial statements include the accounts of Mitesco, Inc., and its wholly owned subsidiaries MitescoNA, LLC, The Good Clinic, LLC, and Acelerar Healthcare Holdings, LTD. In addition, we manage two entities under a variable interest entity arrangement and have control over the operating activities of these legal entities in which we do not maintain a controlling ownership interest but over which we will have direct influence over the operations and are the primary beneficiary. We expect that these entities will typically be subject to nominee ownership and transfer restriction agreements that effectively transfer the majority of the economic risks and rewards of their ownership to the Company. The Company's management, restriction and other agreements concerning such nominee-owned entities typically includes both financial terms and protective and participating rights to the entities' operating, strategic and non-clinical governance decisions which transfer substantial powers over and economic responsibility for these entities to the Company. As such, the Company applies the guidance of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 810 – Consolidation ("ASC 810"), to determine when an entity that is insufficiently capitalized or not controlled through its voting interests, referred to as a variable interest entity should be consolidated. All intercompany balances and transactions have been eliminated.

Use of Estimates - The preparation of these financial statements requires our management to make estimates and assumptions about future events that affect the amounts reported in the financial statements and related notes. Future events and their effects cannot be determined with absolute certainty. Therefore, the determination of estimates requires the exercise of judgment.

Cash - The Company considers all highly liquid investments with maturities of three months or less to be cash equivalents. The Company had cash and cash equivalents of approximately $6,000 as of September 30, 2022, and $1.2 million as of December 31, 2021.

Property, Plant, and Equipment - Property and equipment is recorded at the lower of cost or estimated net recoverable amount and is depreciated using the straight-line method over its estimated useful life. Property acquired in a business combination is recorded at estimated initial fair value. Property, plant, and equipment are depreciated using the straight-line method based on the lesser of the estimated useful lives of the assets or the lease term based upon the following life expectancy:

	Years
Office equipment	3 to 5
Furniture & fixtures	3 to 7
Machinery & equipment	3 to 10
Leasehold improvements	Term of lease

Revenue Recognition – On January 1, 2018, the Company adopted the new revenue recognition accounting standard issued by the Financial Accounting Standards Board ("FASB") and codified in the ASC as Topic 606 ("ASC 606"). The revenue recognition standard in ASC 606 outlines a single comprehensive model for recognizing revenue as performance obligations, defined in a contract with a customer as goods or services transferred to the customer in exchange for consideration, are satisfied. The standard also requires expanded disclosures regarding the Company's revenue recognition policies and significant judgments employed in the determination of revenue.

The Company applied the modified retrospective approach to all contracts when adopting ASC 606. As a result, at the adoption of ASC 606 what was previously classified as the provision for bad debts in the statement of operations is now reflected as implicit price concessions (as defined in ASC 606). For changes in credit issues not assessed at the date of service, the Company will prospectively recognize those amounts in other operating expenses on the statement of operations. For periods prior to the adoption of ASC 606, the provision for bad debts has been presented consistent with the previous revenue recognition standards that required it to be presented separately as a component of net operating revenues.

Our revenues generally relate to net patient fees received from various payers and patients themselves under contracts in which our performance obligations are to provide services to the patients. Revenues are recorded during the period our obligations to provide services are satisfied. The contractual relationships with patients, in most cases, also involve a third-party payer (Medicare, Medicaid, managed care health plans and commercial insurance companies, including plans offered through the health insurance exchanges) and the transaction prices for the services provided are dependent upon the terms provided by (Medicare and Medicaid) or negotiated with (managed care health plans and commercial insurance companies) the third-party payers. The payment arrangements with third-party payers for the services we provide to the related patients typically specify payments at amounts less than our standard charges and generally provide for payments based upon predetermined rates for services or discounted fee-for-service rates. Management continually reviews the contractual estimation process to consider and incorporate updates to laws and regulations and the frequent changes in managed care contractual terms resulting from contract renegotiations and renewals.

Stock-Based Compensation-We recognize the compensation costs of share-based compensation arrangements based on the grant-date fair value and recognize the costs in the financial statements over the period during which employees are required to provide services. Share-based compensation cost for stock options is estimated at the grant date based on each option's fair-value as calculated by the Black-Scholes-Merton ("BSM") option-pricing model. Share-based compensation arrangements may include stock options, restricted share plans, performance-based awards, share appreciation rights and employee share purchase plans. Such compensation amounts, if any, are amortized over the respective vesting periods of the option grant.

Equity instruments issued to those other than employees are recognized pursuant to FASB issued ASU 2018-07, Compensation – Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting. This ASU relates to the accounting for non-employee share-based payments. The amendment in this update expands the scope of Topic 718 to include all share-based payment transactions in which a grantor acquired goods or services to be used or consumed in a grantor's own operations by issuing share-based payment awards. The ASU excludes share-based payment awards that relate to: (1) financing to the issuer; or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under Topic 606, Revenue from Contracts from Customers. The share-based payments are to be measured at grant-date fair value of the equity instruments that the entity is obligated to issue when the goods or service has been delivered or rendered and all other conditions necessary to earn the right to benefit from the equity instruments have been satisfied. This standard became effective for public business entities for fiscal years beginning after December 15, 2018, including interim periods within that fiscal year. We adopted the provisions of this ASU on January 1, 2019. The adoption had no impact on our results of operations, cash flows, or financial condition.

Convertible Instruments-The Company reviews the terms of convertible debt and equity instruments to determine whether there are conversion features or embedded derivative instruments including embedded conversion options that are required to be bifurcated and accounted for separately as a derivative financial instrument. In circumstances where the convertible instrument contains more than one embedded derivative instrument, including conversion options that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single compound instrument. Also, in connection with the sale of convertible debt and equity instruments, the Company may issue free standing warrants that may, depending on their terms, be accounted for as derivative instrument liabilities, rather than as equity. When convertible debt or equity instruments contain embedded derivative instruments that are to be bifurcated and accounted for separately, the total proceeds allocated to the convertible host instruments are first allocated to the fair value of the bifurcated derivative instrument. The remaining proceeds, if any, are then allocated to the convertible instruments themselves, usually resulting in those instruments being recorded at a discount from their face amount. When the Company issues debt securities, which bear interest at rates that are lower than market rates, the Company recognizes a discount, which is offset against the carrying value of the debt. Such discount from the face value of the debt, together with the stated interest on the instrument, is amortized over the life of the instrument through periodic charges to income. In addition, certain conversion features are recognized as beneficial conversion features to the extent the conversion price as defined in the convertible note is less than the closing stock price on the issuance of the convertible notes.

Common Stock Purchase Warrants-The Company accounts for common stock purchase warrants in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 815, Accounting for Derivative Instruments and Hedging Activities. As is consistent with its handling of stock compensation and embedded derivative instruments, the Company's cost for stock warrants is estimated at the grant date based on each warrant's fair-value as calculated by the Black Sholes option-pricing model value method for valuing the impact of the expense associated with these warrants.

Stockholders' Equity-Shares of common stock issued for other than cash have been assigned amounts equivalent to the fair value of the service or assets received in exchange.

Per Share Data-Basic loss per share is computed by dividing net loss by the weighted average number of common shares outstanding for the year. Diluted loss per share is computed by dividing net loss by the weighted average number of common shares outstanding plus common stock equivalents (if dilutive) related to warrants, options, and convertible instruments.

Financial Instruments and Fair Values-The fair value of a financial instrument represents the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Fair value estimates are made at a specific point in time, based upon relevant market information about the financial instrument. In determining fair value, we use various valuation methodologies and prioritize the use of observable inputs. We assess the inputs used to measure fair value using a three-tier hierarchy based on the extent to which inputs used in measuring fair value are observable in the market:

Level 1 – inputs include exchange quoted prices for identical instruments and are the most observable.

Level 2 – inputs include brokered and/or quoted prices for similar assets and observable inputs such as interest rates.

Level 3 – inputs include data not observable in the market and reflect management judgment about the assumptions market participants would use in pricing the asset or liability.

The use of observable and unobservable inputs and their significance in measuring fair value are reflected in our hierarchy assessment. The carrying amount of cash, prepaid assets, accounts payable and accrued liabilities approximate fair value due to the short-term maturities of these instruments. Because cash and cash equivalents are readily liquidated, management classifies these values as Level 1. The fair value of the derivative liabilities approximates their book value as the instruments are short-term in nature and contain market rates of interest. Because there is no ready market or observable transactions, management classifies the derivative liabilities as Level 3.

New Accounting Standards

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board ("FASB") or other standard setting bodies that the Company adopts as of the specified effective date. Unless otherwise discussed, the Company does not believe that the impact of recently issued standards that are not yet effective will have a material impact on its financial position or results of operations upon adoption.

Recent Accounting Standards Not Yet Adopted

In August 2020, the FASB issued ASU 2020-06, "Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity's Own Equity (Subtopic 815-40)". This ASU reduces the number of accounting models for convertible debt instruments and convertible Preferred Stock. As well as amend the guidance for the derivatives scope exception for contracts in an entity's own equity to reduce form-over-substance-based accounting conclusions. In addition, this ASU improves and amends the related EPS guidance. This standard is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Adoption is either a modified retrospective method or a fully retrospective method of transition. We are currently assessing the impact the new guidance will have on our condensed consolidated financial statements.

There are various other updates recently issued, most of which represent technical corrections to the accounting literature or application to specific industries and are not expected to a have a material impact on the Company's consolidated financial position, results of operations or cash flows.

Note 4 – Net Loss Per Share Applicable to Common Shareholders

Net Loss per Share Applicable to Common Stockholders

Basic loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding during the reporting period. Diluted loss per common share is computed similarly to basic loss per common share except that it reflects the potential dilution that could occur if dilutive securities or other obligations to issue common stock were exercised or converted into common stock.

The following table sets forth the computation of loss per share for the three and nine months ended September 30, 2022, and 2021, respectively:

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2022	2021	2022	2021
Numerator:				
Net loss applicable to common shareholders	$ (4,164,863)	$ (1,809,899)	$ (11,775,426)	$ (6,088,620)
Denominator:				
Weighted average common shares outstanding	228,455,759	208,784,236	220,444,547	199,678,995
Net loss per share:				
Basic and diluted	$ (0.02)	$ (0.01)	$ (0.05)	$ (0.03)

The Company excluded all common equivalent shares outstanding for warrants, options, and convertible instruments to purchase common stock from the calculation of diluted net loss per share because all such securities are antidilutive for the periods presented. As of September 30, 2022, and 2021, the following shares were issuable and excluded from the calculation of diluted loss:

	September 30,	
	2022	2021
Common stock options	16,354,961	18,386,211
Common stock purchase warrants	33,616,260	12,600,000
Convertible Preferred Stock Series C	4,362,575	8,237,425
Convertible Preferred Stock Series D	13,020,000	-
Accrued interest on Preferred Stock	1,522,561	494,883
Potentially dilutive securities	68,876,357	39,718,519

Note 5 – Related Party Transactions

For the nine months ended September 30, 2022:

Mitesco, Inc. (the "Company") issued a 10% Promissory Note due, as extended, November 30, 2022, dated December 30, 2021, to the Michael C. Howe Living Trust ("Howe Note 1") (the "Lender"). Michael C. Howe is the Chief Executive Officer of the Good Clinic LLC, one of our subsidiaries. The principal amount of the Howe Note 1 is $1,000,000, carries a 10% interest rate per annum, payable in monthly installments, and had a maturity date, as extended, that is the earlier of (i) November 30, 2022, or (ii) five business days after the date on which the Company successfully lists its shares of common stock on Nasdaq or NYSE. The purchase price of the Howe Note 1 payable to the Company for the Howe Note 1 was $850,000 and was funded on December 30, 2021. An original issue discount in the amount of $150,000 was recorded. In addition, the Lender was issued (i) 2,100,000 5-year warrants at a price of $0.50 with a fair value of $261,568 that may be exercised on substantially the same terms as the Series A warrant issued in connection with our Series D Convertible Preferred Stock and (ii) 96,471 shares of Common Stock as commitment shares. The amount payable at maturity will be $1,000,000 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the note, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Howe Note 1 contains a "most favored nations" clause that provides that, so long as the note is outstanding, if the Company issues any new security, which the Lender reasonably believes contains a term that is more favorable than those in the note, the Company shall notify the Lender of such term, and such term, at the option of the Lender, shall become a part of the note. At September 30, 2022, the principal balance of this note was $1,000,000; $150,000 of the original issue discount was amortized to interest expense during the nine months ended September 30, 2022, and the remaining original issue discount at September 30, 2022 was $0.

The Company issued a 10% Promissory Note due, as extended, November 30, 2022, dated February 14, 2022 (the "Diamond Note 1"), to Lawrence Diamond (the "Lender"). Mr. Diamond is the Chief Executive Officer of the Company and a member of its Board of Directors. The principal amount of the Diamond Note 1 is $175,000, carries a 10% interest rate per annum, payable in monthly installments, and has a maturity date, as extended, that is the earlier of (i) November 30,2022, or (ii) five business days after the date on which the Company successfully lists its shares of common stock on Nasdaq or NYSE. The purchase price of the note payable to the Company for the note was $148,750 and was funded on February 14, 2022. The amount payable at maturity will be $175,000 plus 10% of that amount plus accrued and unpaid interest. Following an event of default, as defined in the Note, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The note contains a "most favored nations" clause that provides that, so long as the note is outstanding, if the Company issues any new security, which the Lender believes contains a term that is more favorable than those in the Diamond Note 1, the Company shall notify the Lender of such term, and such term, at the option of the Lender, shall become a part of the Diamond Note 1. In addition to the Diamond Note 1 Lender will be issued 367,500 5-year warrants that may be exercised at $.50 per share and 367,500 5-year warrants that may be exercised at $.75 per share. These warrants have all of the same terms as those previously issued in conjunction with the Company's Series C Preferred shares and its Series D Preferred shares. The warrants have an aggregate commitment date fair value of $2,914. At September 30, 2022, the principal balance of this note was $175,000; $26,250 of the original issue discount was amortized to interest expense during the nine months ended September 30, 2022, and the remaining original issue discount at September 30, 2022 was $0.

The Company issued a 10% Promissory Note due, as amended, June 18, 2022 (the "Diamond Note 2"), dated March 18, 2022, to Lawrence Diamond (the "Lender"). Lawrence Diamond is the Chief Executive Officer of the Company. The principal amount of the Diamond Note 2 is $235,294, carries a 10% interest rate per annum, payable in monthly installments, and has a maturity date, as amended, that is the earlier of (i) November 30, 2022, (ii) five business days after the date on which the Company successfully lists its shares of common stock on Nasdaq or NYSE, or (iii) the date of receipt of the Company of the next round of debt or equity financing in an amount of at least $1,000,000. The purchase price of the Diamond Note 2 payable to the Company for the Diamond Note 2 was $200,000 and was funded on March 18, 2022. The amount payable at maturity will be $235,294 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the Diamond Note 2, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Diamond Note 2 contains a "most favored nations" clause that provides that, so long as the note is outstanding, if the Company issues any new security, which the Lender reasonably believes contains a term that is more favorable than those in the Diamond Note 2, the Company shall notify the Lender of such term, and such term, at the option of the Lender, shall become a part of the note. In addition, the Lender will be issued 200,000 5-year warrants that may be exercised on substantially the same terms as the Series A warrant issued in connection with the Company's Series D Convertible Preferred Stock. The warrants have an aggregate commitment date fair value of $2,213. All amounts due for The Diamond Note 2, with the exception of $23,529, was paid on April 8, 2022. $23,529 remained outstanding as of September 30, 2022.

On March 22, 2022, the Company issued 168,221 shares of common stock with a contract price of $0.25 per share or $42,055 and a grant date market value of $0.127 per share or $21,364 were issued to Larry Diamond, it's Chief Executive Officer, as compensation for the waiver of certain covenants as set forth and defined in Diamond Note 1.

On April 27, 2022, the Company issued 96,471 shares of common stock with a contract price of $0.25 per share or $24,118 and a grant date market value of $0.16 or $15,434 to Larry Diamond, it's Chief Executive Officer, as compensation for the waiver of certain covenants as set forth and defined in Diamond Note 2. The Company also issued five-year warrants to purchase 92,942 shares of common stock at a price of $0.50 to Mr. Diamond pursuant to a promissory note.

On April 27, 2022, the Company issued a 10% Promissory Note due, as extended, November 30, 2022 (the "Diamond Note 3") to Lawrence Diamond (the "Lender"). Lawrence Diamond is the Chief Executive Officer of the Company. The principal amount of the Diamond Note 3 is $235,294, carries a 10% interest rate per annum, payable in monthly installments, and has a maturity date, as extended, that is the earlier of (i) November 30, 2022, or (ii) five business days after the date on which the Company successfully lists its shares of common stock on Nasdaq or NYSE. The purchase price of the Diamond Note 3 payable to the Company for the Diamond Note was $200,000 and was funded on April 27, 2022. The amount payable at maturity will be $235,294 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the Diamond Note 3, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Diamond Note 3 contains a "most favored nations" clause that provides that, so long as the note is outstanding, if the Company issues any new security, which the Lender reasonably believes contains a term that is more favorable than those in the Diamond Note 3, the Company shall notify the Lender of such term, and such term, at the option of the Lender, shall become a part of the note. At September 30, 2022, the principal balance of this note was $235,294; $35,294 of the original issue discount was amortized to interest expense during the nine months ended September 30, 2022, and the remaining original issue discount at September 30, 2022 was $0.

The Company issued a 10% Promissory Note due as described below (the "Diamond Note 4"), dated May 18, 2022, to Lawrence Diamond. The principal amount of the Diamond Note 4 is $47,059.00, carries a 10% interest rate per annum, payable in monthly installments, and has a maturity date, as extended, that is the earlier of (i) November 30, 2022 or (ii) five days after the date on which we successfully list our shares of common stock on any of the NYSE American, the Nasdaq Global Select Market, the Nasdaq Global Market, or the Nasdaq Capital Market. The purchase price of the Diamond Note 4 payable to us for the Diamond Note 4 was $40,000 and was funded on May 18, 2022. The amount payable at maturity will be $47,059 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the Diamond Note 4, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Diamond Note 4 contains a "most favored nations" clause that provides that, so long as the Diamond Note 4 is outstanding, if we issue any new security, which the Lender reasonably believes contains a term that is more favorable than those in the Diamond Note 4, we shall notify Mr. Diamond of such term, and such term, at the option of Mr. Diamond, shall become a part of the note. In addition, Mr. Diamond will be issued (1) 19,294 five-year warrants (the "May 18 Diamond Warrants") that may be exercised on substantially the same terms as the Series A warrant issued in connection with our Series D Convertible Preferred Stock and (2) 19,294 shares of Common Stock as commitment shares. At September 30, 2022, the principal balance of this note was $47,059; discounts in the amount of $14,778 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $6,478 remained outstanding at September 30, 2022.

On May 23, 2022, the Company issued a 10% Promissory Note due as described below (the "Finnegan Note 1") to Jessica Finnegan. Jessica Finnegan is VP of Human Resources of the Company. The principal amount of the Finnegan Note 1 is $47,059, carries a 10% interest rate per annum, payable in monthly installments, and has a maturity date that is November 20, 2022. The purchase price of the Finnegan Note 1 was $40,000 resulting in an original issue discount of $7,059 and was funded on May 18, 2022. The amount payable at maturity will be $47,059 plus 10% of that amount plus any accrued and unpaid interest, resulting in a premium and related discount in the amount of $4,706. Following an event of default, as defined in the Finnegan Note 1, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Finnegan Note 1 contains a "most favored nations" clause that provides that, so long as the Finnegan Note 1 is outstanding, if we issue any new security, which the Lender reasonably believes contains a term that is more favorable than those in the Finnegan Note 1, we shall notify Ms. Finnegan of such term, and such term, at the option of Ms. Finnegan, shall become a part of the note. In addition, Ms. Finnegan will be issued (1) 19,295 five-year warrants with a fair value of $2,000 (the "May 18 Finnegan Warrants") that may be exercised on substantially the same terms as the Series A warrant issued in connection with our Series D Convertible Preferred Stock and (2) 19,295 shares of Common Stock with a value of $3,240 as commitment shares; these amounts were charged to discount on the note, resulting in a total discount on this note in the amount of $17,005. Discounts in the amount of $12,478 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $4,518 remained outstanding at September 30, 2022.

The Company issued five 10% Promissory Notes due as described below (collectively, the "May 26 Notes"), dated May 26, 2022, to Larry Diamond, Jenny Lindstrom, and other related parties (the "May 26 Lenders"), in respect of which we received proceeds of $175,000. Jenny Lindstrom is the Chief Legal Officer of the Company.

The May 26 Notes carry a 10% interest rate per annum, payable in monthly installments, and has a maturity date that is the earlier of (i) November 30, 2022, or (ii) the date on which we successfully lists our shares of common stock on Nasdaq or NYSE. The aggregate amount payable at maturity will be $205,883 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the May 26 Notes, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The May 26 Notes contain a "most favored nations" clause that provides that, so long as the May 26 Notes are outstanding, if we issue any new security, which the May 26 Lenders reasonably believe contains a term that is more favorable than those in the May 26 Notes, we shall notify the May 26 Lenders of such term, and such term, at the option of the May 26 Lenders, shall become a part of the May 26 Notes. In addition, the May 26 Lenders will be issued in the aggregate (1) 84,412 five-year warrants (the "May 26 Warrants") and (2) 84,412 shares of Common Stock as commitment shares. The May 26 Warrants have an initial exercise price of $0.50 per share. The May 26 Warrants are not exercisable for nine months following their issuance. The May 26 Lenders may exercise the May 26 Warrants on a cashless basis if after the six-month anniversary of date of issuance, the shares of Common Stock underlying the May 26 Warrants are not then registered pursuant to an effective registration statement. At September 30, 2022, the principal balance of these notes were $205,883. Discounts in the amount of $51,724 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $22,672 remained outstanding at September 30, 2022.

The Company issued a 10% Promissory Note due as described below (the "Howe Note 2"), dated June 9, 2022, to Michael C. Howe Living Trust and in respect of which we received proceeds of $255,000. Michael C. Howe is the Chief Executive Officer of the Good Clinic LLC, one of the Company's subsidiaries.

The Howe Note 2 carries a 10% interest rate per annum, payable in monthly installments. The Howe Note 2 has a maturity date, as extended, that is the earlier of (i) November 30, 2022, or (ii) five business days after the date on which we successfully list our shares of common stock on Nasdaq or NYSE. The amount payable at maturity will be $300,000 plus 10% of that amount plus any accrued and unpaid interest. In addition, the Company issued (1) 123,000 five-year warrants with a fair value of $21,500 and (2) 123,000 shares of Common Stock with a market value of $44,000 as commitment shares. The warrants have an initial exercise price of $0.50 per share and are not exercisable for nine months following their issuance. At September 30, 2022, the principal balance of this note was $300,000. Discounts in the amount of $71,012 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $37,393 remained outstanding at September 30, 2022.

On June 13, 2022, the Company issued 200,000 ten-year stock options with an exercise price of $0.25 and a fair value of $23,316 to Tom Brodmerkel, its Chairman, for taking on the position of Chief Financial Officer.

On July 21, 2022, the Company issued a 10% Promissory Notes due to Michael C Howe Living Trust (the "Howe Note 3") and in respect of which the Company received proceeds of $255,000. The Howe Note 3 carries a 10% interest rate per annum, accrued monthly and payable at maturity. The Howe Note 3 has a maturity date, as extended, that is the earlier of (i) November 30, 2022, or (ii) five business days after the date on which the Company successfully lists its shares of common stock on Nasdaq or NYSE. The amount payable at maturity will be $300,000 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the Howe Note 3, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Howe Note 3 contains a "most favored nations" clause that provides that, so long as the Howe Note 3 is outstanding, if the Company issues any new security, which Mr. Howe reasonably believes contains a term that is more favorable than those in the Note, the Company shall notify Mr. Howe of such term, and such term, at the option of Mr. Howe, shall become a part of the Howe Note 3. In addition, Mr. Howe will be issued (1) 123,000 five-year warrants and (2) 123,000 shares of Common Stock as commitment shares. The Commitment Shares are priced at $0.25. The Warrants have an initial exercise price of $0.50 per share. The Warrants are not exercisable for six months following their issuance. Mr. Howe may exercise the Warrants on a cashless basis if after the six-month anniversary of date of issuance, the shares of Common Stock underlying the Warrants are not then registered pursuant to an effective registration statement. Discounts in the amount of $97,440 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $0 remained outstanding at September 30, 2022.

On July 21, 2022, the Company issued a 10% Promissory Note due to Juan Carlos Iturregui (the "Iturregui Note") and in respect of which the Company received proceeds of $25,000. Mr. Iturregui is a member of the Company's Board of Directors. The Iturregui Note carries a 10% interest rate per annum, accrued monthly and payable at maturity. The Iturregui Note has a maturity date that is the earlier of (i) January 21, 2023, or (ii) five business days after the date on which the Company successfully lists its shares of common stock on Nasdaq or NYSE. The amount payable at maturity will be $29,412 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in The Iturregui Note, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Iturregui Note contains a "most favored nations" clause that provides that, so long as The Iturregui Note is outstanding, if the Company issues any new security, which Mr. Iturregui reasonably believes contains a term that is more favorable than those in The Iturregui Note, the Company shall notify Mr. Iturregui of such term, and such term, at the option of Mr. Iturregui, shall become a part of The Iturregui Note. In addition, Mr. Iturregui will be issued (1) 12,059 five-year warrants (the "Warrants") and (2) 12,059 shares of Common Stock as commitment shares ("Commitment Shares"). The Commitment Shares are priced at $0.25. The Warrants have an initial exercise price of $0.50 per share. The Warrants are not exercisable for six months following their issuance. Mr. Iturregui may exercise the Warrants on a cashless basis if after the six-month anniversary of date of issuance, the shares of Common Stock underlying the Warrants are not then registered pursuant to an effective registration statement. Discounts in the amount of $3,686 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $5,867 remained outstanding at September 30, 2022.

On August 4, 2022, the Company issued a 10% Promissory Note due to Jessica, Kevin C., Brody, Isabella and Jack Finnegan (the "Finnegan Note 3") and in respect of which the Company received proceeds of $25,000. The Finnegan Note 3 carries a 10% interest rate per annum, accrued monthly and payable at maturity. The Finnegan Note 3 has a maturity of February 3, 2023. The amount payable at maturity will be $29,412 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the Finnegan Note 3, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Finnegan Note 3 contains a "most favored nations" clause that provides that, so long as the Finnegan Note 3 is outstanding, if the Company issues any new security, which the Finnegans reasonably believes contains a term that is more favorable than those in the Finnegan Note 3, the Company shall notify the Finnegans of such term, and such term, at the option of the Finnegans, shall become a part of the Finnegan Note 3. In addition, the Finnegans will be issued in aggregate (1) 12,059 five-year warrants and (2) 12,059 shares of Common Stock as Commitment Shares . The Commitment Shares are priced at $0.25. The Warrants have an initial exercise price of $0.50 per share. The Warrants are not exercisable for six months following their issuance. The Finnegans may exercise the Warrants on a cashless basis if after the six-month anniversary of date of issuance, the shares of Common Stock underlying the Warrants are not then registered pursuant to an effective registration statement. Discounts in the amount of $2,898 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $6,405 remained outstanding at September 30, 2022.

On August 18, 2022, the Company issued a 10% Promissory Note due to Michael C Howe Living Trust (the "Howe Note 4") and in respect of which the Company received proceeds of $170,000. The Howe Note 4 carries a 10% interest rate per annum, accrued monthly and payable at maturity. The Howe Note 4 has a maturity date that is the earlier of (i) November 30, 2022, or (ii) five business days after the date on which the Company successfully lists its shares of common stock on Nasdaq or NYSE. The aggregate amount payable at maturity will be $200,000 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the Howe Note 4, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Howe Note 4 contains a "most favored nations" clause that provides that, so long as the Howe Note 4 is outstanding, if the Company issues any new security, which Mr. Howe reasonably believes contains a term that is more favorable than those in the Howe Note 4, the Company shall notify Mr. Howe of such term, and such term, at the option of Mr. Howe, shall become a part of the Howe Note 4. In addition, Mr. Howe will be issued 82,000 shares of Common Stock as commitment shares (the "Howe Note 4 Commitment Shares"). The Howe Note 4 Commitment Shares are priced at $0.25. Discounts in the amount of $25,128 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $35,647 remained outstanding at September 30, 2022.

Note 6 – Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities consisted of the following at September 30, 2022 and 2021:

	September 30, 2022	December 31, 2021
Trade accounts payable	$ 5,925,399	$ 3,933,305
Accrued payroll and payroll taxes	544,529	23,554
Other	-	19,205
Total accounts payable and accrued liabilities	$ 6,469,928	$ 3,976,064

In 2022, nine mechanic's liens for a total of $2,191,861 were filed by several contractors against six of our clinics. The full amount of all lien amounts are included above in Trade Accounts Payable.

Note 7 - Right to Use Assets and Lease Liabilities – Operating Leases

The Company has operating leases for its clinic with a remaining lease term of approximately 6.9 years. The Company's lease expense was entirely comprised of operating leases. Lease expense for the three months ended September 30, 2022 and 2021 amounted to $236,051 and $153,300, respectively. Lease expense for the nine months ended September 30, 2022 and 2021 amounted to approximately $586,145 and $212,500, respectively.

The Company's ROU asset amortization for the three months ended September 30, 2022 and 2021 was approximately $77,772 and $18,500, respectively. The Company's ROU asset amortization for the nine months ended September 30, 2022 and 2021 was $370,064 and $71,300, respectively.

The difference between the lease expense and the associated ROU asset amortization consists of interest at a rate of 12% per annum.

As of September 30, 2022, the Company had total operating lease liabilities of approximately $4.4 million and right-of-use assets of approximately $3.8 million, which were included in the condensed consolidated balance sheet.

Right to use assets – operating leases are summarized below:

	September 30, 2022	December 31, 2021
Right to use assets, net	$ 3,805,757	$ 3,886,866

Lease liability – operating leases are summarized below:

	September 30, 2022	December 31, 2021
Lease liability	$ 4,397,190	$ 4,134,802
Less: current portion	(325,358)	(161,838)
Lease liability, non-current	$ 4,071,832	$ 3,972,964

Maturity analysis under these lease agreements are as follows:

For the twelve months ended September 30, 2023	$ 882,954
For the twelve months ended September 30, 2024	897,570
For the twelve months ended September 30, 2025	903,160
For the twelve months ended September 30, 2026	923,216
For the twelve months ended September 30, 2027	943,129
Thereafter	2,111,294
Total	6,661,323
Less: Present value discount	(2,264,133)
Lease liability	$ 4,397,190

Note 8 – Debt

10% Promissory Note and Warrants to Michael C. Howe Living Trust

Howe Note 1 – We issued a 10% Promissory Note due, as extended, November 30, 2022 (the "Howe Note 1"), dated December 30, 2021, to the Michael C. Howe Living Trust. Michael C. Howe is the Chief Executive Officer of the Good Clinic LLC, one of our subsidiaries. The principal amount of the Howe Note 1 is $1,000,000, carries a 10% interest rate per annum, accrued monthly, and has a maturity date that is the earlier of (i) November 30, 2022, or (ii) five (5) business days after the date on which we successfully lists its shares of common stock on Nasdaq or NYSE. The purchase price of the Howe Note 1 payable to us for the Howe Note 1 was $850,000 and was funded on December 30, 2021. The amount payable at maturity will be $1,000,000 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the Howe Note 1, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Howe Note 1 contains a "most favored nations" clause that provides that, so long as the Howe Note 1 is outstanding, if we issue any new security, which Mr. Howe reasonably believes contains a term that is more favorable than those in the Howe Note 1, we shall notify Mr. Howe of such term, and such term, at the option of Mr. Howe, shall become a part of the Howe Note 1. In addition, Mr. Howe will be issued 410,000 of common stock as commitment shares. As further consideration for the purchase price of the Howe Note 1, promptly following the issue of the Howe Note 1, we shall issue to Mr. Howe two common stock purchase warrants, entitling Mr. Howe to purchase (i) 2,100,000 shares of our common stock on substantially the same terms as the Series A warrant issued in connection with the Company's Series D Convertible Preferred Stock, and (ii) 2,100,000 shares of our common stock on substantially the same terms as the Series B warrant issued in connection with our Series D Convertible Preferred Stock, one Series A Warrant, and one Series B Warrant. The Series A and Series B Warrants issued to Mr. Howe under the Howe Note 1 had a fair value of $ 261,568 at the date of issuance, which was recorded as a discount to the Howe Note 1. Discounts in the amount of $511,568 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $0 remained outstanding at September 30, 2022.

Debt for Equity Exchange with Gardner Builders Holdings, LLC

We entered into a debt-for-equity exchange agreement with Gardner Builders Holdings, LLC ("Gardner") on January 5, 2022 (the "Gardner Agreement"). Pursuant to the Gardner Agreement, we have authorized the issuance of shares of restricted common stock, par value $0.01 per share, of MITI (the "Restricted Shares") to Gardner in exchange for the Company Debt Obligations, as defined below.

The Gardner Agreement settles certain amounts owed by us to Gardner (the "Accounts Payable Amount") as well as upcoming amounts that will become due between the date of the Gardner Agreement and April 1, 2022. The Gardner Agreement also settles incurred interest and penalties on the amounts owed through January 5, 2022, as well as future interest payments on amounts to be incurred in the first quarter of 2022 (collectively, the "Additional Costs", and combined with the Accounts Payable Amount, the "Company Debt Obligations"). The Accounts Payable Amount is $500,000, the Additional Costs amount is $294,912 and the conversion price is $0.25. As a result, 3,179,650 Restricted Shares were authorized to be issued. Our Board of Directors approved the Gardner Agreement on January 5, 2022.

10% Promissory Notes to Lawrence Diamond

Diamond Note 1 - We issued a 10% Promissory Note due, as extended, November 30, 2022 (the "Diamond Note 1"), dated February 14, 2022, to Lawrence Diamond. Mr. Diamond is our Chief Executive Officer and a member of our Board of Directors. The principal amount of the Diamond Note 1 is $175,000, carries a 10% interest rate per annum, accrued monthly, and has a maturity date, as extended, that is the earlier of (i) November 30, 2022, or (ii) five business days after the date on which we successfully list our shares of common stock on Nasdaq or NYSE. The purchase price of the Diamond Note 1 payable to us for the Diamond Note 1 was $148,750 and was funded on February 14, 2022. The amount payable at maturity will be $175,000 plus 10% of that amount plus accrued and unpaid interest. Following an event of default, as defined in the Diamond Note 1, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Diamond Note 1 contains a "most favored nations" clause that provides that, so long as the Diamond Note 1 is outstanding, if we issue any new security, which Mr. Diamond believes contains a term that is more favorable than those in the Diamond Note 1, we shall notify Mr. Diamond of such term, and such term, at the option of Mr. Diamond, shall become a part of the Diamond Note 1. In addition to the Diamond Note 1 Mr. Diamond will be issued (i) 367,500 5-year warrants that may be exercised at $0.50 per share and 367,500 5-year warrants that may be exercised at $0.75 per share; and (ii) 71,750 shares of common stock as commitment shares. These warrants have all of the same terms as those previously issued in conjunction with our Series C Preferred shares and its Series D Preferred shares. Discounts in the amount of $44,664 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $0 remained outstanding at September 30, 2022.

Diamond Note 2 - We issued a 10% Promissory Note due, as extended, November 30, 2022 (the "Diamond Note 2"), dated March 18, 2022, to Lawrence Diamond. The principal amount of the Diamond Note 2 is $235,294, carries a 10% interest rate per annum, accrued monthly, and has a maturity date, as extended, that is the earlier of (i) November 30, 2022, (ii) five (5) business days after the date on which we successfully list its shares of common stock on Nasdaq or NYSE. The purchase price of the Diamond Note 2 payable to us for the Diamond Note 2 was $200,000 and was funded on March 18, 2022. The amount payable at maturity will be $235,294 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the Diamond Note 2, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Diamond Note 2 contains a "most favored nations" clause that provides that, so long as the Diamond Note 2 is outstanding, if we issue any new security, which Mr. Diamond reasonably believes contains a term that is more favorable than those in the Diamond Note 2, the Company shall notify Mr. Diamond of such term, and such term, at the option of Mr. Diamond, shall become a part of the Diamond Note 2. In addition, Mr. Diamond will be issued 200,000 5-year warrants at a price of $0.50 that may be exercised on substantially the same terms as the Series A warrant issued in connection with the Company's Series D Convertible Preferred Stock, and 96,450 shares as commitment shares. All but $23,529 of the Diamond Note 2 was paid off on April 8, 2022. Discounts in the amount of $83,823 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $22,672 remained outstanding at September 30, 2022.

Diamond Note 3 - We issued a 10% Promissory Note due, as extended, November 30, 2022 (the "Diamond Note 3"), dated April 27, 2022, to Lawrence Diamond, which was subsequently amended. The principal amount of the Diamond Note 3 is $235,294.00, carries a 10% interest rate per annum, accrued monthly, and has a maturity date, as extended, that is the earlier of (i) November 30, 2022, or (ii) five (5) business days after the date on which we successfully lists its shares of common stock on Nasdaq or NYSE. The purchase price of the Diamond Note 3 payable to us for the Diamond Note 3 was $200,000 and was funded on April 27, 2022. The amount payable at maturity will be $235,294 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the Diamond Note 3, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Diamond Note 3 contains a "most favored nations" clause that provides that, so long as the Diamond Note 3 is outstanding, if we issue any new security, which Mr. Diamond reasonably believes contains a term that is more favorable than those in the Diamond Note 3, the Company shall notify Mr. Diamond of such term, and such term, at the option of Mr. Diamond, shall become a part of the Diamond Note 3. In addition, Mr. Diamond will be issued (i) 96,471 5-year warrants at a price of $0.50 that may be exercised on substantially the same terms as the Series A warrant issued in connection with our Series D Convertible Preferred Stock and (ii) 96,471 shares of Common Stock as commitment shares. Discounts in the amount of $83,823 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $0 remained outstanding at September 30, 2022.

Diamond Note 4 - We issued a 10% Promissory Note due as described below (the "Diamond Note 4"), dated May 18, 2022, to Lawrence Diamond. The principal amount of the Diamond Note 4 is $47,059, carries a 10% interest rate per annum, accrued monthly, and has a maturity date, as extended, that is the earlier of (i) five business days after the date on which we successfully lists its shares of common stock on Nasdaq or NYSE, or (ii) November 30, 2022. The purchase price of the Diamond Note 4 payable to us for the Diamond Note 4 was $40,000 and was funded on May 18, 2022. The amount payable at maturity will be $47,059 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the Diamond Note 4, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Diamond Note 4 contains a "most favored nations" clause that provides that, so long as the Diamond Note 4 is outstanding, if we issue any new security, which the Mr. Diamond reasonably believes contains a term that is more favorable than those in the Diamond Note 4, we shall notify the Mr. Diamond of such term, and such term, at the option of Mr. Diamond, shall become a part of the Note. In addition, Mr. Diamond will be issued (1) 19,294 five-year warrants (the "May 18 Diamond Warrants") at a price of $0.50 that may be exercised on substantially the same terms as the Series A warrant issued in connection with our Series D Convertible Preferred Stock and (2) 19,294 shares of Common Stock as commitment shares. Discounts in the amount of $17,885 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $0 remained outstanding at September 30, 2022.

Finnegan Note 1

On May 23, 2022, the Company issued a 10% Promissory Note due as described below (the "Finnegan Note 1") to Jessica Finnegan. The principal amount of the Finnegan Note 1 is $47,059, carries a 10% interest rate per annum, payable in monthly installments, and has a maturity date that is the earlier of (i) four business days after the date on which we successfully lists its shares of common stock on Nasdaq or NYSE, or (ii) two business days after the date of receipt of the Company of the next round of debt or equity financing in a net amount of at least $600,000. The purchase price of the Finnegan Note 1 was $40,000 resulting in an original issue discount of $7,059 and was funded on May 18, 2022. The amount payable at maturity will be $47,059 plus 10% of that amount plus any accrued and unpaid interest, resulting in a premium and related discount in the amount of $4,706. Following an event of default, as defined in the Finnegan Note 1, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Finnegan Note 1 contains a "most favored nations" clause that provides that, so long as the Finnegan Note 1 is outstanding, if we issue any new security, which the Lender reasonably believes contains a term that is more favorable than those in the Finnegan Note 1, we shall notify Ms. Finnegan of such term, and such term, at the option of Ms. Finnegan, shall become a part of the Note. In addition, Ms. Finnegan will be issued (1) 19,295 five-year warrants with a fair value of $2,000 (the "May 18 Finnegan Warrants") that may be exercised on substantially the same terms as the Series A warrant issued in connection with our Series D Convertible Preferred Stock and (2) 19,295 shares of Common Stock with a value of $3,240 as commitment shares; these amounts were charged to discount on the note, resulting in a total discount on this note in the amount of $17,005. At September 30, 2022, the principal balance of this note was $47,059. Discounts in the amount of $12,487 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $4,518 remained outstanding at September 30, 2022.

May 26, 2022 Notes - We issued five 10% Promissory Notes due as described below (collectively, the "May 26 Notes"), dated May 26, 2022, to Larry Diamond, Jenny Lindstrom, and other related parties (the "May 26 Lenders"), in respect of which we received proceeds of $175,000. Jenny Lindstrom is the Chief Legal Officer of the Company.

The May 26 Notes carry a 10% interest rate per annum, accrued monthly, and has a maturity date that is the earlier of (i) November 30, 2022, or (ii) five business days after the date on which we successfully lists our shares of common stock on Nasdaq or NYSE. The aggregate amount payable at maturity will be $205,883 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the May 26 Notes, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The May 26 Notes contain a "most favored nations" clause that provides that, so long as the May 26 Notes are outstanding, if we issue any new security, which the May 26 Lenders reasonably believe contains a term that is more favorable than those in the May 26 Notes, we shall notify the May 26 Lenders of such term, and such term, at the option of the May 26 Lenders, shall become a part of the May 26 Notes. In addition, the May 26 Lenders will be issued in the aggregate (1) 84,412 five-year warrants (the "May 26 Warrants") and (2) 84,412 shares of Common Stock as commitment shares. The May 26 Warrants have an initial exercise price of $0.50 per share. The May 26 Warrants are not exercisable for six months following their issuance. The May 26 Lenders may exercise the May 26 Warrants on a cashless basis if after the six-month anniversary of date of issuance, the shares of Common Stock underlying the May 26 Warrants are not then registered pursuant to an effective registration statement. Discounts in the amount of $51,724 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $22,672 remained outstanding at September 30, 2022.

Securities Purchases Agreement with AJB Capital Investments, LLC

On March 18, 2022, we entered into a Securities Purchase Agreement (the "AJB Agreement") with AJB Capital Investments, LLC ("AJB") with respect to the sale and issuance to AJB of: (i) an initial commitment fee in the amount of $430,000 in the form of 1,720,000 shares (the "AJB Commitment Fee Shares") of the Common Stock, which AJB Commitment Fee Shares can be decreased to 720,000 shares ($180,000) if the Company repays the AJB Note on or prior its maturity, (ii) a promissory note in the aggregate principal amount of $750,000 (the "AJB Note"), and (iii) Common Stock Purchase Warrants to purchase up to an aggregate of 750,000 shares of the Common Stock (the "AJB Warrants"). The AJB Note and AJB Warrants were issued on March 17, 2022 and were held in escrow pending effectiveness of the AJB Agreement. $ 368,945 of the discounts were amortized to interest expense during the nine months ended September 30, 2022, and the remaining discount at September 30, 2022 was $55,969.

Pursuant to the terms of the AJB Agreement, the initial AJB Commitment Fee Shares were issued at a value of $430,000, the AJB Note was issued in a principal amount of $750,000 for a purchase price of $675,000, resulting in an original issue discount of $75,000; and the AJB Warrants were issued, with an initial exercise price of $0.50 per share, subject to adjustment as described herein. The aggregate cash subscription amount received by the Company from AJB for the issuance of the AJB Commitment Fee Shares, AJB Note and AJB Warrants was $616,250, due to a reduction in the $675,000 purchase price as a result of broker, legal, and transaction fees.

As previously disclosed on our Form 8-K filed on March 26, 2021 and October 22, 2021, we issued the Series C Convertible Preferred Stock and Series D Convertible Preferred Stock to the investors named therein (the "Series C Investors" and "Series D Investors"). We obtained consents and waivers from the Series C and Series D Investors to allow the Company to enter into the AJB Agreement. We issued 8,220 shares of Common Stock to the Series C Investors and 25,420 shares of Common Stock to the Series D Investors in connection with obtaining their consents and waivers.

Securities Purchase Agreement with Anson Investment Master Fund and Anson East Master Fund

On April 6, 2022, we entered into separate Securities Purchase Agreement with each of Anson East Master Fund LP ("AEMF") (the "AEMF Purchase Agreement") and Anson Investments Master Fund LP ("AIMF", and collectively with AEMF, the "Anson Investors") (the "AIMF Purchase Agreement, together with the AEMF Purchase Agreement, the "Anson Agreements") with respect to the sale and issuance to AEMF and AIMF of: (i) an aggregate initial commitment fee in the amount of $430,000 in the form of 1,720,000 shares (the "Anson Commitment Fee Shares") of the Common Stock, which Anson Commitment Fee Shares can be decreased to 722,400 shares ($180,000) if we repay the Anson Notes on or prior their maturity, (ii) promissory notes in the aggregate principal amount of $750,000 (the "Anson Notes"), and (iii) Common Stock Purchase Warrants to purchase up to an aggregate of 750,000 shares of the Common Stock (the "Anson Warrants"). The Anson Notes and Anson Warrants were issued on April 6, 2022 and were held in escrow pending effectiveness of the Anson Agreements.

Pursuant to the terms of the Anson Agreements, the initial Anson Commitment Fee Shares were issued at an aggregate value of $ 430,000, the Anson Notes were issued in an aggregate principal amount of $750,000 for an aggregate purchase price of $675,000, resulting in an aggregate original issue discount of $75,000; and the Anson Warrants were issued, with an initial exercise price of $0.50 per share, subject to adjustment as described herein. The aggregate cash subscription amount received by the Company from the Anson Investors for the issuance of the Anson Commitment Fee Shares, Anson Notes and Anson Warrants was $ 629,500, due to a reduction in the $675,000 aggregate purchase price as a result of broker, legal, and transaction fees. $597,588 of the discounts were amortized to interest expense during the nine months ended September 30, 2022, and the remaining discount at September 30, 2022 was $41,077.

Securities Purchase Agreement with GS Capital Partners

On April 18, 2022, we entered into a Securities Purchase Agreement (the "GS Agreement") with GS Capital Partners, LLC ("GS Capital") with respect to the sale and issuance to GS Capital of: (i) an initial commitment fee in the amount of $159,259 in the form of 637,036 shares (the "GS Commitment Fee Shares") of the Common Stock, which GS Commitment Fee Shares can be decreased to 266,280 shares ($66,570) if the Company repays the GS Note on or prior to its maturity, (ii) a promissory note in the aggregate principal amount of $277,777 (the "GS Note"), and (iii) Common Stock Purchase Warrants to purchase up to an aggregate of 277,777 shares of the Common Stock (the "GS Warrants"). The GS Note and GS Warrants were issued on April 18, 2022.

Pursuant to the terms of the GS Agreement, the initial GS Commitment Fee Shares were issued at a value of $159,259, the GS Note was issued in a principal amount of $277,777 for a purchase price of $250,000, resulting in an original issue discount of $27,777; and the GS Warrants were issued, with an initial exercise price of $0.50 per share, subject to adjustment as described herein. The aggregate cash subscription amount received by us from GS Capital for the issuance of the GS Commitment Fee Shares, GS Note, and GS Warrants was $227,500, due to a reduction in the $250,000 purchase price as a result of broker, legal, and transaction fees. $161,159 of the discounts were amortized to interest expense during the nine months ended September 30, 2022, and the remaining discount at September 30, 2022 was $37,383.

Securities Purchase Agreement with Kishon Investments

On May 10, 2022, we entered into a Securities Purchase Agreement (the "Kishon Agreement") with Kishon Investments, LLC ("Kishon") with respect to the sale and issuance to Kishon of: (i) an initial commitment fee in the amount of $159,259 in the form of 637,036 shares (the "Kishon Commitment Fee Shares") of our Common Stock, (ii) promissory note in the principal amount of $277,777 due on November 10, 2022 (the "Kishon Note"), and (iii) Common Stock Purchase Warrants to purchase up to 277,777 shares of the Common Stock (the "Kishon Warrants"). The Kishon Note and Kishon Warrants were issued on May 10, 2022 and were held in escrow pending effectiveness of the Kishon Agreement.

Pursuant to the terms of the Kishon Agreement, the initial Kishon Commitment Fee Shares were issued at a value of $159,259, the Kishon Note was issued in the principal amount of $277,777 for a purchase price of $250,000, resulting in the original issue discount of $27,777; and the Kishon Warrants were issued, with an initial exercise price of $0.50 per share, subject to adjustment. $115,661 of the discount was amortized to interest expense during the nine months ended September 30, 2022, and the remaining original issue discount at September 30, 2022 was $56,396.

10% Promissory Notes Issued on June 9, 2022

We issued two 10% Promissory Notes due as described below (individually, the "Howe Note 2" and the "Dragon Note", and collectively, the "June 9 Notes"), dated June 9, 2022, to Michael C. Howe Living Trust and Dragon Dynamic Funds Platform Ltd. (the "June 9 Lenders") and in respect of which we received proceeds of $755,000. Michael C. Howe is the Chief Executive Officer of the Good Clinic LLC, one of the Company's subsidiaries.

The June 9 Notes carry a 10% interest rate per annum, accrued monthly. The Howe Note 2 has a maturity date that is the earlier of (i) November 30, 2022, or (ii) five business days after the date on which we successfully list our shares of common stock on Nasdaq or NYSE. The Dragon Note has a maturity date that is the earlier of (i) December 9, 2022, or (ii) the date on which we successfully list our shares of common stock on Nasdaq or NYSE. The aggregate amount payable at maturity will be $888,235 plus 10% of that amount plus any accrued and unpaid interest. In addition, the June 9 Lenders will be issued in the aggregate (1) 364,176 five-year warrants (the "June 9 Warrants") and (2) 364,176 shares of Common Stock as commitment shares. The June 9 Warrants have an initial exercise price of $0.50 per share. The June 9 Warrants are not exercisable for six months following their issuance. Discounts in the amount of $233,665 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $134,799 remained outstanding at September 30, 2022.

10% Promissory Notes Issued on July 7, 2022

On July 7, 2022, the Company issued two 10% Promissory Notes due as described below (individually, the "Schrier Note" and the "William Mackay Note", and collectively, the "July 7 Notes"), to Charles Schrier and William Mackay Investments LLC, (together, the "July 7 Lenders") and in respect of which the Company received proceeds of $270,000.

The July 7 Notes carry a 10% interest rate per annum, accrued monthly and payable at maturity. The Schrier Note has a maturity date that is the earlier of (i) January 8, 2023, or (ii) five business days after the date on which the Company successfully lists its shares of common stock on Nasdaq or NYSE. The William Mackay Note has a maturity date that is the earlier of (i) August 8, 2022, or (ii) five business days after the date on which the Company successfully lists its shares of common stock on Nasdaq or NYSE.

The aggregate amount payable at maturity will be $317,647 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the July 7 Notes, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The July 7 Notes contain a "most favored nations" clause that provides that, so long as the July 7 Notes are outstanding, if the Company issues any new security, which the July 7 Lenders reasonably believe contains a term that is more favorable than those in the July 7 Notes, the Company shall notify the July 7 Lenders of such term, and such term, at the option of the July 7 Lenders, shall become a part of the July 7 Notes. In addition, the July 7 Lenders will be issued in the aggregate (1) 130,235 five-year warrants (the "Warrants") and (2) 130,235 shares of Common Stock as commitment shares ("Commitment Shares"). The Commitment Shares are priced at $0.25. The Warrants have an initial exercise price of $0.50 per share. The Warrants are not exercisable for six months following their issuance. The July 7 Lenders may exercise the Warrants on a cashless basis if after the six-month anniversary of date of issuance, the shares of Common Stock underlying the Warrants are not then registered pursuant to an effective registration statement. Discounts in the amount of $99,818 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $4,164 remained outstanding at September 30, 2022.

10% Promissory Note and Warrants to Michael C. Howe Living Trust

On July 21, 2022, the Company issued a 10% Promissory Notes due to Michael C Howe Living Trust (the "Howe Note 3") and in respect of which the Company received proceeds of $255,000. The Howe Note 3 carries a 10% interest rate per annum, accrued monthly and payable at maturity. The Howe Note 3 has a maturity date, as extended, that is the earlier of (i) November 30, 2022, or (ii) five business days after the date on which the Company successfully lists its shares of common stock on Nasdaq or NYSE. The amount payable at maturity will be $300,000 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the Howe Note 3, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Howe Note 3 contains a "most favored nations" clause that provides that, so long as the Howe Note 3 is outstanding, if the Company issues any new security, which Mr. Howe reasonably believes contains a term that is more favorable than those in the Note, the Company shall notify Mr. Howe of such term, and such term, at the option of Mr. Howe, shall become a part of the Howe Note 3. In addition, Mr. Howe will be issued (1) 123,000 five-year warrants (the "Warrants") and (2) 123,000 shares of Common Stock as commitment shares ("Commitment Shares"). The Commitment Shares are priced at $0.25. The Warrants have an initial exercise price of $0.50 per share. The Warrants are not exercisable for six months following their issuance. Mr. Howe may exercise the Warrants on a cashless basis if after the six-month anniversary of date of issuance, the shares of Common Stock underlying the Warrants are not then registered pursuant to an effective registration statement. Discounts in the amount of $97,440 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $0 remained outstanding at September 30, 2022.

10% Promissory Note and Warrants to Juan Carlos Iturregui

On July 21, 2022, the Company issued a 10% Promissory Notes due to Juan Carlos Iturregui (the "Iturregui Note") and in respect of which the Company received proceeds of $25,000. Mr. Iturregui is a member of the Company's Board of Directors. The Iturregui Note carries a 10% interest rate per annum, accrued monthly and payable at maturity. The Iturregui Note has a maturity date that is the earlier of (i) January 21, 2023, or (ii) five business days after the date on which the Company successfully lists its shares of common stock on Nasdaq or NYSE. The amount payable at maturity will be $29,412 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in The Iturregui Note, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Iturregui Note contains a "most favored nations" clause that provides that, so long as The Iturregui Note is outstanding, if the Company issues any new security, which Mr. Iturregui reasonably believes contains a term that is more favorable than those in The Iturregui Note, the Company shall notify Mr. Iturregui of such term, and such term, at the option of Mr. Iturregui, shall become a part of The Iturregui Note. In addition, Mr. Iturregui will be issued (1) 12,059 five-year warrants (the "Warrants") and (2) 12,059 shares of Common Stock as commitment shares ("Commitment Shares"). The Commitment Shares are priced at $0.25. The Warrants have an initial exercise price of $0.50 per share. The Warrants are not exercisable for six months following their issuance. Mr. Iturregui may exercise the Warrants on a cashless basis if after the six-month anniversary of date of issuance, the shares of Common Stock underlying the Warrants are not then registered pursuant to an effective registration statement. Discounts in the amount of $3,686 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $5,867 remained outstanding at September 30, 2022.

10% Promissory Note and Warrants to Erik Scott Nommsen

On July 26, 2022, the Company issued a 10% Promissory Notes due to Erik Scott Nommsen (the "Nommsen Note") and in respect of which the Company received proceeds of $50,000. The Nommsen Note carries a 10% interest rate per annum, accrued monthly and payable at maturity. The Nommsen Note has a maturity date, as extended, that is the earlier of (i) November 30, 2022, or (ii) five business days after the date on which the Company successfully lists its shares of common stock on Nasdaq or NYSE. The amount payable at maturity will be $58,823 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the Nommsen Note, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Nommsen Note contains a "most favored nations" clause that provides that, so long as the Nommsen Note is outstanding, if the Company issues any new security, which Mr. Nommsen reasonably believes contains a term that is more favorable than those in the Nommsen Note, the Company shall notify Mr. Nommsen of such term, and such term, at the option of Mr. Nommsen, shall become a part of the Nommsen Note. In addition, Mr. Nommsen will be issued (1) 24,117 five-year warrants (the "Warrants") and (2) 12,117 shares of Common Stock as commitment shares ("Commitment Shares"). The Commitment Shares are priced at $0.25. The Warrants have an initial exercise price of $0.50 per share. The Warrants are not exercisable for six months following their issuance. Mr. Nommsen may exercise the Warrants on a cashless basis if after the six-month anniversary of date of issuance, the shares of Common Stock underlying the Warrants are not then registered pursuant to an effective registration statement. Discounts in the amount of $18,905 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $0 remained outstanding at September 30, 2022.

10% Promissory Note and Warrants to James H. Caplan

On July 27, 2022, the Company issued a 10% Promissory Notes due to James H. Caplan (the "Caplan Note") and in respect of which the Company received proceeds of $50,000. The Caplan Note carries a 10% interest rate per annum, accrued monthly and payable at maturity. The Caplan Note has a maturity date that is the earlier of (i) January 21, 2023, or (ii) five business days after the date on which the Company successfully lists its shares of common stock on Nasdaq or NYSE. The amount payable at maturity will be $58,823 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the Caplan Note, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Caplan Note contains a "most favored nations" clause that provides that, so long as the Caplan Note is outstanding, if the Company issues any new security, which Mr. Caplan reasonably believes contains a term that is more favorable than those in the Caplan Note, the Company shall notify Mr. Caplan of such term, and such term, at the option of Mr. Caplan, shall become a part of the Caplan Note. In addition, Mr. Caplan will be issued (1) 24,117 five-year warrants (the "Warrants") and (2) 24,117 shares of Common Stock as commitment shares ("Commitment Shares"). The Commitment Shares are priced at $0.25. The Warrants have an initial exercise price of $0.50 per share. The Warrants are not exercisable for six months following their issuance. Mr. Caplan may exercise the Warrants on a cashless basis if after the six-month anniversary of date of issuance, the shares of Common Stock underlying the Warrants are not then registered pursuant to an effective registration statement. Discounts in the amount of $6,907 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $12,001 remained outstanding at September 30, 2022

10% Promissory Note and Warrants to Jack Enright

On August 4, 2022, the Company issued a 10% Promissory Notes due to Jack Enright (the "Enright Note") and in respect of which the Company received proceeds of $102,000. The Enright Note carries a 10% interest rate per annum, accrued monthly and payable at maturity. The note has a maturity of February 3, 2023. The amount payable at maturity will be $120,000 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the Enright Note, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Enright Note contains a "most favored nations" clause that provides that, so long as the Enright Note is outstanding, if the Company issues any new security, which Mr. Enright reasonably believes contains a term that is more favorable than those in the Enright Note, the Company shall notify Mr. Enright of such term, and such term, at the option of Mr. Enright, shall become a part of the Enright Note. In addition, Mr. Enright will be issued 49,200 shares of Common Stock as commitment shares ("Commitment Shares"). The Commitment Shares are priced at $0.25. Discounts in the amount of $11,313 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $25,004 remained outstanding at September 30, 2022.

10% Promissory Note and Warrants to the Finnegan Family

On August 4, 2022, the Company issued a 10% Promissory Notes due to Jessica, Kevin C., Brody, Isabella and Jack Finnegan (the "Finnegan Note 3") and in respect of which the Company received proceeds of $25,000. Jessica Finnegan is VP of Human Resources of the Company. The Finnegan Note 3 carries a 10% interest rate per annum, accrued monthly and payable at maturity. The Finnegan Note 3 has a maturity of February 3, 2023. The amount payable at maturity will be $29,412 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the Finnegan Note 3, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Finnegan Note 3 contains a "most favored nations" clause that provides that, so long as the Finnegan Note 3 is outstanding, if the Company issues any new security, which the Finnegans reasonably believes contains a term that is more favorable than those in the Finnegan Note 3, the Company shall notify the Finnegans of such term, and such term, at the option of the Finnegans, shall become a part of the Finnegan Note 3. In addition, the Finnegans will be issued in aggregate (1) 12,059 five-year warrants (the "Warrants") and (2) 12,059 shares of Common Stock as commitment shares ("Commitment Shares"). The Commitment Shares are priced at $0.25. The Warrants have an initial exercise price of $0.50 per share. The Warrants are not exercisable for six months following their issuance. The Finnegans may exercise the Warrants on a cashless basis if after the six-month anniversary of date of issuance, the shares of Common Stock underlying the Warrants are not then registered pursuant to an effective registration statement. Discounts in the amount of $2,898 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $6,405 remained outstanding at September 30, 2022

10% Promissory Note and Warrants to Michael C. Howe Living Trust

On August 18, 2022, the Company issued a 10% Promissory Note due to Michael C Howe Living Trust (the "Howe Note 4") and in respect of which the Company received proceeds of $170,000. The Howe Note 4 carries a 10% interest rate per annum, accrued monthly and payable at maturity. The Howe Note 4 has a maturity date that is the earlier of (i) November 30, 2022, or (ii) five business days after the date on which the Company successfully lists its shares of common stock on Nasdaq or NYSE. The aggregate amount payable at maturity will be $200,000 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the Howe Note 4, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Howe Note 4 contains a "most favored nations" clause that provides that, so long as the Howe Note 4 is outstanding, if the Company issues any new security, which Mr. Howe reasonably believes contains a term that is more favorable than those in the Howe Note 4, the Company shall notify Mr. Howe of such term, and such term, at the option of Mr. Howe, shall become a part of the Howe Note 4. In addition, Mr. Howe will be issued 82,000 shares of Common Stock as commitment shares (the "Howe Note 4 Commitment Shares"). The Howe Note 4 Commitment Shares are priced at $0.25. Discounts in the amount of $25,128 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $35,647 remained outstanding at September 30, 2022.

10% Promissory Notes Issued on September 2, 2022

On September 2, 2022, the Company issued four 10% Promissory Notes (the "September 2 Notes") due to Sharon Goff, Lisa Lewis, Frank Lightmas and John Mitchell (the "September 2 Lenders") and in respect of which the Company received proceeds of $162,350. The September 2 Notes carry a 10% interest rate per annum, accrued monthly and payable at maturity. The September 2 Notes have a maturity date that is the earlier of (i) November 30, 2022, or (ii) five business days after the date on which the Company successfully lists its shares of common stock on Nasdaq or NYSE. The aggregate amount payable at maturity will be $191,000 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the September 2 Notes, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The September 2 Notes contain a "most favored nations" clause that provides that, so long as the September 2 Notes are outstanding, if the Company issues any new security, which the September 2 Lenders reasonably believe contains a term that is more favorable than those in the September 2 Notes, the Company shall notify the September 2 Lenders of such term, and such term, at the option of the September 2 Lenders, shall become a part of the September 2 Notes. In addition, the September 2 Lenders will be issued in the aggregate 78,350 shares of Common Stock as commitment shares (the "September 2 Notes Commitment Shares"). The September 2 Notes Commitment Shares are priced at $0.25. Discounts in the amount of $17,668 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $38,486 remained outstanding at September 30, 2022.

10% Promissory Note to Cliff Hagan

On September 9, 2022, the Company issued a 10% Promissory Note (the "Hagan Note") due to Cliff Hagan in respect of which the Company received proceeds of $85,000. The Hagan Note carries a 10% interest rate per annum, accrued monthly and payable at maturity. The Hagan Note has a maturity date that is the earlier of (i) December 10, 2022, or (ii) five business days after the date on which the Company successfully lists its shares of common stock on Nasdaq or NYSE. The aggregate amount payable at maturity will be $100,000 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the Hagan Note, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Hagan Note contains a "most favored nations" clause that provides that, so long as the Hagan Note is outstanding, if the Company issues any new security, which Mr. Hagan reasonably believes contains a term that is more favorable than those in the Hagan Note, the Company shall notify Mr. Hagan of such term, and such term, at the option of Mr. Hagan, shall become a part of the Hagan Note. In addition, Mr. Hagan will be issued in the aggregate 41,000 shares of Common Stock as commitment shares (the "Hagan Note Commitment Shares"). The Hagan Note Commitment Shares are priced at $0.25. Discounts in the amount of $6,783 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $22,932 remained outstanding at September 30, 2022.

10% Promissory Note to Darling Capital, LLC

On September 14, 2022, the Company issued a 10% Promissory Note (the "Darling Note") due to Darling Capital, LLC in respect of which the Company received proceeds of $170,000. The Darling Note carries a 10% interest rate per annum, accrued monthly and payable at maturity. The Darling Note has a maturity date that is the earlier of (i) December 15, 2022, or (ii) five business days after the date on which the Company successfully lists its shares of common stock on Nasdaq or NYSE. The aggregate amount payable at maturity will be $200,000 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the Darling Note, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Darling Note contains a "most favored nations" clause that provides that, so long as the Darling Note is outstanding, if the Company issues any new security, which Darling Capital, LLC reasonably believes contains a term that is more favorable than those in the Darling Note, the Company shall notify Darling Capital, LLC of such term, and such term, at the option of Darling Capital, LLC, shall become a part of the Darling Note. In addition, Darling Capital, LLC will be issued in the aggregate 82,000 shares of Common Stock as commitment shares (the "Darling Note Commitment Shares"). The Darling Note Commitment Shares are priced at $0.25. Discounts in the amount of $10,577 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $50,247 remained outstanding at September 30, 2022.

10% Promissory Note to Mack Leath

On September 15, 2022, the Company issued a 10% Promissory Note (the "Leath Note") due to Mack Leath in respect of which the Company received proceeds of $42,500. The Leath Note carries a 10% interest rate per annum, accrued monthly and payable at maturity. The Leath Note has a maturity date that is the earlier of (i) December 15, 2022, or (ii) five business days after the date on which the Company successfully lists its shares of common stock on Nasdaq or NYSE. The aggregate amount payable at maturity will be $50,000 plus 10% of that amount plus any accrued and unpaid interest. Following an event of default, as defined in the Leath Note, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Leath Note contains a "most favored nations" clause that provides that, so long as the Leath Note is outstanding, if the Company issues any new security, which Mr. Leath reasonably believes contains a term that is more favorable than those in the Leath Note, the Company shall notify Mr. Leath of such term, and such term, at the option of Mr. Leath, shall become a part of the Leath Note. In addition, Mr. Leath will be issued in the aggregate 20,500 shares of Common Stock as commitment shares (the "Leath Note Commitment Shares"). The Leath Note Commitment Shares are priced at $0.25. Discounts in the amount of $2,533 were amortized to interest expense during the nine months ended September 30, 2022, and total discounts in the amount of $12,835 remained outstanding at September 30, 2022.

PPP Loan

During March 2020, in response to the COVID-19 crisis, the federal government announced plans to offer loans to small businesses in various forms, including the Payroll Protection Program, or "PPP", established as part of the Corona Virus Aid, Relief and Economic Security Act ("CARES Act") and administered by the U.S. Small Business Administration. On April 25, 2020, the Company entered an unsecured Promissory Note with Bank of America for a loan in the original principal amount of approximately $460,400, and the Company received the full amount of the loan proceeds on May 4, 2020. The September 30, 2022 balance, including accrued interest, was $471,535.

These amounts are reflected in the table below:

		September 30, 2022		December 31, 2021
Notes Payable	$	6,758,124	$	1,000,000
PPP Loan		460,406		460,406
		7,218,530		1,460,406
Less: Discounts		(566,432)		(411,568)
Notes payable - net of discounts	$	6,652,098	$	1,048,838

Note 9 – Stockholders' Equity (Deficit)

Common Stock

The Company has authorized 500,000,000 shares of common stock, par value $0.01; 226,491,519 shares were issued and outstanding on September 30, 2022.

Common Stock Transactions During the Nine Months Ended September 30, 2022

On January 12, 2022, the Company entered into a settlement agreement with an ex-employee. Pursuant to the terms of this agreement, the Company agreed to pay the amount of $19,032 for accrued salary, and the employee returned to the Company for cancellation 400,000 shares of common stock previously issued as compensation. These shares were valued at par value of $0.01 or a total value of $4,000; the Company recorded a gain on cancellation of these shares in the amount of $15,032.

The Company entered into a debt-for-equity exchange agreement with Gardner Builders Holdings, LLC ("Gardner") on January 7, 2022 (the "Debt for Equity Agreement"). Pursuant to the Debt for Equity Agreement, the Company issued shares of restricted common stock to Gardner in exchange for the Company Debt Obligations, as defined below.

The Agreement settled for certain accounts payable amounts owed by the Company to the Creditor (the "Accounts Payable Amount") as well as upcoming amounts that will become due between the date of the Agreement and April 1, 2022. The Agreement also settled accrued interest and penalties on the amounts due through January 5, 2022, as well as interest payments on amounts incurred in the first quarter of 2022 (collectively, the "Additional Costs", and combined with the Accounts Payable Amount, the "Company Debt Obligations"). The Accounts Payable Amount was $500,000, the Additional Costs were $294,912 and the conversion price was $0.25. As a result, 3,179,650 Restricted Shares were authorized to be issued.

On March 22, 2022 and March 31, 2022, the Company issued an aggregate 1,541,721 shares of common stock as waiver fees to holders of the Series C and Series D Preferred Stock for their waivers of certain covenants as set forth and defined in the Series C and Series D Certificates of Designations. The Company valued these shares at their contractual price of $0.25 per share and recorded the amount of $385,431 as waiver fees during the nine months ended September 30, 2022. The Company recorded an aggregate gain upon issuance of these shares in the amount of $198,273 based on the market price of the Company's common stock on the date of issuance.

On March 31, 2022, the Company issued 1,720,000 Commitment Fee Shares to AJB Capital Investors, LLC. A Monte Carlo model was used to value the warrants and call features, and a probability weighted expected return model was used to value the True-Up Provision. The contractual price of the common stock $0.25 per share; valuation purposes, the common stock was valued at the market price on the date of the transaction of $0.127 per share. The derivative liability was valued at $106,608 on the date of the transaction and was revalued at $75,158 on September 30, 2022. The discount on the notes due to the Commitment Fee Shares and warrants was valued at $349,914. The Company recorded the amount of $226,106 to additional paid-in capital pursuant to this transaction.

On March 31, 2022, the Company issued 382,353 shares of common stock at a price of $0.25 per share which were previously subscribed for the conversion of accounts payable in the amount of $95,558.

On April 18, 2022, the Company entered into a Securities Purchase Agreement (the "Purchase Agreement") with GS Capital Partners (the "Investor") with respect to the sale and issuance to the Investor of: (i) an initial commitment fee in the amount of $159,259 in the form of 637,036 shares (the "Commitment Fee Shares") of the Company's common stock (the "Common Stock"), which Commitment Fee Shares can be decreased to 266,280 shares ($66,570) if the Company repays the Note on or prior to their maturity, (ii) promissory note in the principal amount of $277,777, and (iii) Common Stock Purchase Warrants to purchase up to 277,777 shares of the Common Stock (the "Warrants"). The Note and Warrants were issued on April 18, 2022 (the "Original Issue Date") and were held in escrow pending effectiveness of the Purchase Agreement.

Pursuant to the terms of the Purchase Agreement, the initial Commitment Fee Shares were issued at a value of $159,259, the Note was issued in the principal amount of $277,777 for a purchase price of $250,000, resulting in the original issue discount of $27,777; and the Warrants were issued, with an initial exercise price of $0.50 per share, subject to adjustment.

On April 27, 2022, the Company issued 720,000 shares of stock to Cavalry Fund 1 LP as compensation for the waiver of certain covenants as set forth in the Series C Certificate of Designation.

On April 27, 2022, the Company issued 96,471 shares of common stock with a contract price of $0.25 per share or $24,118 and a grant date market value of $0.16 or $15,434 to Larry Diamond, it's Chief Executive as commitment shares as set forth and defined in Diamond Note 3. The Company recorded these shares at their relative fair value of the components of Diamond Note 3, or $16,200, and recorded a loss in the amount of $765 on this transaction. The Company also issued five-year warrants to purchase 96,471 shares of common stock at a price of $0.50 to Mr. Diamond pursuant to Diamond Note 3. See Note 8.

On May 10, 2022, the Company entered into a Securities Purchase Agreement (the "Purchase Agreement") with Kishon Investments, LLC (the "Investor") with respect to the sale and issuance to the Investor of: (i) an initial commitment fee in the amount of $159,259 in the form of 637,036 shares (the "Commitment Fee Shares") of the Company's common stock (the "Common Stock"), (ii) promissory note in the principal amount of $277,777 due on November 10, 2022, and (iii) Common Stock Purchase Warrants to purchase up to 277,777 shares of the Common Stock (the "Warrants"). The Note and Warrants were issued on May 10, 2022 (the "Original Issue Date") and were held in escrow pending effectiveness of the Purchase Agreement.

Pursuant to the terms of the Purchase Agreement, the initial Commitment Fee Shares were issued at a value of $159,259, the Note was issued in the principal amount of $277,777 for a purchase price of $250,000, resulting in the original issue discount of $27,777; and the Warrants were issued, with an initial exercise price of $0.50 per share, subject to adjustment. See Note 8.

On May 18, 2022, the Company issued 19,294 shares of common stock to Larry Diamond, it's Chief Executive Officer at a contractual price of $0.25 per share and a market price at issuance date of $0.1517 per share as commitment shares as set forth and defined in Diamond Note 4. The Company recorded these shares at their relative fair value of the components of Diamond Note 4, or $3,160 and recorded a loss in the amount of $249 on this transaction. The Company also issued five-year warrants to purchase 19,294 shares of common stock at a price of $0.50 to Mr. Diamond pursuant to Diamond Note 4. See Note 8.

On May 23, 2022, the Company issued 19,295 shares of common stock to Jessica Finnegan at a contractual price of $0.25 per share and a market price at issuance date of $0.1794 per share as commitment shares as set forth and defined in Finnegan Note 1. The Company recorded these shares at their relative fair value of the components of Finnegan Note 1, or $3,240, and recorded a gain in the amount of $222 on this transaction. The Company also issued five-year warrants to purchase 19,295 shares of common stock at a price of $0.50 to Ms. Finnegan pursuant to Finnegan Note 1. See Note 8.

On May 26, 2022, the Company issued 84,412 shares of common stock to the May 26 Lenders at a contractual price of $0.25 per share and a market price at issuance date of $0.1517 per share as commitment shares as set forth and defined in the May 26, 2022 Notes. The Company recorded these shares at their relative fair value of the components of the May 26 Note, or $14,175, and recorded a loss in the amount of $1,369 on these transactions. The Company also issued five-year warrants to purchase 84,412 shares of common stock at a price of $0.50 to the May 26 Lenders pursuant to the May 26, 2022. See Note 8.

On June 9, 2022, the Company issued 364,176 shares of common stock to the June 9 Lenders at a contractual price of $0.25 per share and a market price at issuance date of $0.1485 per share as commitment shares as set forth and defined in the June 9 Notes. The Company recorded these shares at the relative fair value of the components of June 9 Notes, or $66,400, and recorded an aggregate loss in the amount of $9,356 on these transactions. The Company also issued five-year warrants to purchase 364,176 shares of common stock at a price of $0.50 to the May 26 Lenders pursuant to the June 9 notes. See Note 8.

On July 7, 2022, the Company issued 120,588 shares of common stock to William Mackay at a contractual price of $0.25 per share and a market price at issuance date of $0.1489 per share as commitment shares as set forth and defined in the Mackay Note. The Company recorded these shares at their relative fair value of the components of Mackay Note, or $12,500, and recorded a gain in the amount of $5,456 on this transaction. The Company also issued five-year warrants to purchase 120,588 shares of common stock at a price of $0.50 to Mr. Mackay pursuant to the Mackay Note. See Note 8.

On July 7, 2022, the Company issued 9,647 shares of common stock to Charlies Schrier at a contractual price of $0.25 per share and a market price at issuance date of $0.1489 per share as commitment shares as set forth and defined in the Schrier Note. The Company recorded these shares at their relative fair value of the components of Schrier Note, or $1,000, and recorded a gain in the amount of $436 on this transaction. The Company also issued five-year warrants to purchase 9,647 shares of common stock at a price of $0.50 to Mr. Schrier pursuant to the Schrier Note. See Note 8.

On July 21, 2022, the Company issued 12,059 shares of common stock to Juan Carlos Iturregui, a related party, at a contractual price of $0.25 per share and a market price at issuance date of $0.1445 per share as commitment shares as set forth and defined in the Iturregui Note. The Company recorded these shares at their relative fair value of the components of Schrier Note, or $1,225, and recorded a gain in the amount of $518 on this transaction. The Company also issued five-year warrants to purchase 12,059 shares of common stock at a price of $0.50 to Mr. Iturregui pursuant to the Iturregui Note. See Note 8.

On July 21, 2022, the Company issued 123,000 shares of common stock to the Michael C. Howe Living Trust, a related party, at a contractual price of $0.25 per share and a market price at issuance date of $0.1445 per share as commitment shares as set forth and defined in the Howe Note 3. The Company recorded these shares at their relative fair value of the components of Howe Note 3, or $12,495, and recorded a gain in the amount of $5,729 on this transaction. The Company also issued five-year warrants to purchase 123,000 shares of common stock at a price of $0.50 to the Michael C. Howe Living Trust pursuant to the Howe Note 3. See Note 8.

On July 26, 2022, the Company issued 24,117 shares of common stock to Eric S. Nommsen at a contractual price of $0.25 per share and a market price at issuance date of $0.1368 per share as commitment shares as set forth and defined in the Nommsen Note. The Company recorded these shares at their relative fair value of the components of Nommsen Note, or $2,350, and recorded a gain in the amount of $949 on this transaction. The Company also issued five-year warrants to purchase 24,117 shares of common stock at a price of $0.50 to Mr. Nommsen pursuant to the Nommsen Note. See Note 8.

On July 27, 2022, the Company issued 24,117 shares of common stock to James H. Caplan at a contractual price of $0.25 per share and a market price at issuance date of $0.1387 per share as commitment shares as set forth and defined in the Caplan Note. The Company recorded these shares at their relative fair value of the components of the Caplan Note, or $2,350, and recorded a gain in the amount of $995 on this transaction. The Company also issued five-year warrants to purchase 24,117 shares of common stock at a price of $0.50 to Mr. Caplan pursuant to the Caplan Note. See Note 8.

On August 4, 2022, the Company issued a total of 12,059 shares of common stock to Jessica, Kevin C., Brody, Isabella, and Jack Finnegan at a contractual price of $0.25 per share and a market price at issuance date of $0.1284 per share as commitment shares as set forth and defined in the Finnegan Note 3. The Company recorded these shares at their relative fair value of the components of the Finnegan Note 3, or $1,000, and recorded a gain in the amount of $448 on this transaction. The Company also issued five-year warrants to purchase a total of 12,059 shares of common stock at a price of $0.50 to the holders of the Finnegan Note 3. See Note 8.

On August 4, 2022, the Company issued 49,200 shares of common stock to Jack Enright at a contractual price of $0.25 per share and a market price at issuance date of $0.1284 per share as commitment shares as set forth and defined in the Caplan Note. The Company recorded these shares at their fair value of $6,317. See Note 8.

On August 4, 2022, the Company issued 603,177 shares of common stock to a service provider as payment for investor relations services. The transaction was effective August 1, 2022 and has a six month term. The shares were valued at the closing price of the Company's common stock on August 4, 2022, of $0.1284 per share or $77,448.

On August 18, 2022, the Company issued 82,000 shares of common stock to the Michael C. Howe Living Trust, a related party, at a contractual price of $0.25 per share and a market price at issuance date of $0.1314 per share as commitment shares as set forth and defined in the Howe Note 4. The Company recorded these shares at their fair value of $10,775. See Note 8.

On September 2, 2022, the Company issued 29,110 shares of common stock to John Mitchell at a contractual price of $0.25 per share and a market price at issuance date of $0.1073 per share as commitment shares as set forth and defined in the Mitchell Note. The Company recorded these shares at their fair value of $3,124. See Note 8.

On September 2, 2022, the Company issued 24,600 shares of common stock to Frank Lightmas at a contractual price of $0.25 per share and a market price at issuance date of $0.1073 per share as commitment shares as set forth and defined in the Lightmas Note. The Company recorded these shares at their fair value of $2,640. See Note 8.

On September 2, 2022, the Company issued 12,300 shares of common stock to Lisa Lewis at a contractual price of $0.25 per share and a market price at issuance date of $0.1073 per share as commitment shares as set forth and defined in the Lewis Note. The Company recorded these shares at their fair value of $1,320. See Note 8.

On September 2, 2022, the Company issued 12,300 shares of common stock to Sharon Goff at a contractual price of $0.25 per share and a market price at issuance date of $0.1073 per share as commitment shares as set forth and defined in the Goff Note. The Company recorded these shares at their fair value of $1,320. See Note 8.

On September 9, 2022, the Company issued 41,000 shares of common stock to Cliff Hagan at a contractual price of $0.25 per share and a market price at issuance date of $0.115 per share as commitment shares as set forth and defined in the Hagan Note. The Company recorded these shares at their fair value of $4,715. See Note 8.

On September 14, 2022, the Company issued 82,000 shares of common stock to Darling Capital at a contractual price of $0.25 per share and a market price at issuance date of $0.132 per share as commitment shares as set forth and defined in the Darling Capital Note. The Company recorded these shares at their fair value of $10,824. See Note 8.

On September 15, 2022, the Company issued 20,500 shares of common stock to Mack Leath at a contractual price of $0.25 per share and a market price at issuance date of $0.1399 per share as commitment shares as set forth and defined in the Leath Note. The Company recorded these shares at their fair value of $2,868. See Note 8.

Common Stock Transactions During the Nine Months Ended September 30, 2021

On January 4, 2021, the Company issued 4,123,750 shares of common stock at a price of $0.012 per share pursuant to the conversion of $45,000 of principal and $4,485 of accrued interest in Eagle Equities Note 4.

On January 6, 2021, the Company issued 3,505,964 shares of common stock at a price of $0.01224 per share pursuant to the conversion of $39,000 of principal and $3,913 of accrued interest in Eagle Equities Note 4.

On January 11, 2021, the Company issued 4,463,507 shares of common stock at a price of $0.01224 per share pursuant to the conversion of $50,000 of principal and $4,633 of accrued interest in Eagle Equities Note 5.

On January 14, 2021, the Company issued 4,319,378 shares of common stock at a price of $0.01266 per share pursuant to the conversion of $50,000 of principal and $4,683 of accrued interest in Eagle Equities Note 5.

On January 21, 2021, the Company issued 6,449,610 shares of common stock at a price of $0.0154 per share pursuant to the conversion of $93,000 of principal and $6,324 of accrued interest in Eagle Equities Note 6.

On January 28, 2021, the Company issued 7,285,062 shares of common stock at a price of $0.01575 per share pursuant to the conversion of $107,200 of principal and $7,540 of accrued interest in Eagle Equities Note 6.

On February 1, 2021, the Company issued 6,672,000 shares of common stock in a private placement (the "2021 Private Placement") at a price of $0.25 per share for cash proceeds of $1,668,000.

On February 5, 2021, the Company entered into a settlement agreement with the holders of the Eagle Equities Note 7 whereby the Company issued 1,184,148 shares of common stock at a price of $0.24984 per share in satisfaction of $200,200 of principal and all accrued interest and prepayment penalties due under this note.

On February 5, 2021, the Company entered into a settlement agreement with the holders of the Eagle Equities Note 8 whereby the Company issued 639,593 shares of common stock at a price of $0.23851 per share in satisfaction of $114,400 of principal and all accrued interest and prepayment penalties due under this note.

On February 5, 2021, the Company entered into a settlement agreement with the holders of the Eagle Equities Note 9 whereby the Company issued 605,177 shares of common stock at a price of $0.24984 per share in satisfaction of $114,400 of principal and all accrued interest and prepayment penalties due under this note.

On February 5, 2021, the Company entered into a settlement agreement with the holders of the Eagle Equities Note 10 whereby the Company issued 1,095,131 shares of common stock at a price of $0.23748 per share in satisfaction of $200,200 of principal and all accrued interest and prepayment penalties due under this note.

On February 22, 2021, the Company issued 336,000 shares of common stock for the exercise of options at a price of $0.03 per share.

On March 11, 2021, the Company issued 600,000 shares of common stock to four officers of The Good Clinic in exchange for 4,800 shares of Series A Preferred Stock. The 4,800 shares of Series A Preferred Stock were cancelled.

On March 17, 2021, the Company issued 300,000 shares of common stock at a price of $0.31 per share to a service provider.

On March 23, 2021, the Company issued 461,358 shares of common stock at a price of $0.26 per share to the underwriters of the 2021 Private Placement.

On April 19, 2021, the Company issued 1,962 shares of common stock for professional fees which had been performed in a prior period. The Company recorded these shares at the par value of $0.01 per share.

On May 4 through May 26, 2021, the Company issued 4,237,424 shares of common stock for the conversion of 1,059,356 shares of Series C Preferred Stock at a price of $0.25 per share.

On May 12, 2021, the Company issued 2,500,000 shares of common stock at a price of $0.03 per share for the exercise of stock options by an investor.

On June 10 through June 29, 2021, the Company issued 5,116,668 shares of common stock at a price of $0.03 per share for the exercise of stock options by officers and directors.

On June 23, 2021, the Company cancelled 2,000,000 shares of common stock held by an ex-officer in connection with a settlement agreement. The cancellation of these shares was recorded at the par value of $0.01 per share. Also, in connection with the settlement agreement, the Company issued 637,953 shares to the ex-officer at the market price of $.20 per share.

On August 26, 2021, the Company issued 312,800 restricted shares of the Company's common stock priced at $0.25, vesting immediately, in lieu of $78,200 of cash compensation owed to the Company's Chief Executive Officer for services rendered to the Company prior to 2021.

Between August 11, 2021 and September 2, 2021 the Company issued 4,000,001 shares of the Company common stock in connection with the conversion of Series C preferred stock issued in the first quarter.

Also, during the nine months ended September 30, 2021, the Company charged the amount of $7,897 to operations in connection with the vesting of stock granted to its officers and board members; the Company also charged the amount of $201,292 to operations in connection with the vesting of options granted to its officers and board members.

Preferred Stock

We have authorized to issue 100,000,000 shares of Preferred Stock with such rights designations and preferences as determined by our Board of Directors. We have designated 500,000 shares of series A stock, 3,000,000 shares of Series C Preferred, 10,000,000 shares of Series D Preferred and we have designated 400,000 shares as Series X Preferred Stock.

Series A Preferred Stock

Series A Preferred Stock Transactions During the Nine months Ended September 30, 2022

None.

Series A Preferred Stock Transactions During the Nine months Ended September 30, 2021

During the nine months ended September 30, 2021, the Company accrued dividends in the amount of $1,000 on the Series A Preferred Stock. On March 11, 2021, the Company issued 600,000 shares of common stock to the four officers of The Good Clinic in exchange for the previously issued Series A Preferred Stock and accrued dividends. The Series A preferred stock was canceled. The Preferred Stock was valued at cost of $71,558, and the common stock was valued at the market price of $0.463 per share or a total value of $277,800. This transaction resulted in a deemed dividend to the Preferred A shareholders in the amount of $206,242.

Series C Preferred Stock

Series C Preferred Stock Transactions During the Nine months Ended September 30, 2022

During the nine months ended September 30, 2022, the Company accrued dividends on the Series C Preferred Stock in the amount of $49,700. The Company also adjusted the number of shares of Series C Preferred Stock outstanding by an increase in the amount of 98,064 shares in connection with previous conversions of Series C Preferred Stock to common stock; the amount of $981 was charged to additional paid-in capital pursuant to this adjustment.

Series C Preferred Stock Transactions During the Nine months Ended September 30, 2021

On March 25, 2021, the Company sold 3,000,000 shares of its Series C Preferred Stock along with (i) five-year warrants to purchase 6,300,000 shares of the Company's common stock at a price of $0.50 per share, and (ii) five-year warrants to purchase 6,300,000 shares of the Company's common stock at a price of $0.75 per share for proceeds of $3,000,000.

Between May 4 and May 26, 2021, 1,059,356 shares of Series C Preferred Stock were converted at a price of $0.25 per share to 4,237,424 shares of common stock. During the nine months ended September 30, 2021, the Company accrued dividends on the Series C Preferred Stock in the amount of $49,700.

The Series C Preferred Stock has the following terms:

Ranking. The Series C Preferred Stock and the Series D Preferred, discussed below, ranks senior to all other preferred stock of the Company except in relation to the Series X Cumulative Redeemable Perpetual Preferred Stock, which ranks *Pari passu* to the Series C Preferred Stock, with respect to the preferences as to dividends, distributions and payments upon the liquidation, dissolution and winding up of the Company.

Voting Rights. Holders of the Series C Preferred Stock have the right to vote on any matter presented to holders of our Common Stock for their action or consideration at any meeting of the stockholders (or by written consent of stockholders in lieu of meeting), each holder of our Series C Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series C preferred Stock held by such holder, as described below, are convertible as of the record date for determining stockholders entitled to vote on (or consent to) such matter, voting with the Common Stock as a single class.

Conversion. Each holder of our Series C Preferred Stock is entitled to convert their shares of Series C Preferred Stock, in whole or in part, at the Conversion Rate, which is determined by dividing the Conversion Amount (the Stated Value of $1.05, plus any accrued but unpaid dividends) by the Conversion Price ($0.25 per share). In addition, upon certain triggering events, the holders of our Series C Preferred Stock have the right to convert their Series C Preferred Stock at the lesser of the Conversion Price or 75% of the average VWAP for the five trading days prior to the date of the notice of conversion. The Conversion Price is subject to adjustment upon certain stock splits and recapitalization as well as upon the sale of Common Stock or Common Stock Equivalents. Each share of the Series C Preferred Stock is convertible at the option of the holder thereof, or automatically or upon the closing of an underwritten offering of at least $10 million of the Company's securities or upon listing of the Company's Common Stock on a national securities exchange.

Dividends. Each share of Series C Preferred Stock accrues dividends on a quarterly basis in arrears, at the rate of 6% per annum of the Stated Value ($1.05 per share plus any accrued but unpaid dividends) and is to be paid within 15 days after the end of each of our fiscal quarters. Each holder of the Series C Preferred Stock is entitled to receive dividends or distributions on each share of the Series C Preferred Stock on an as converted into Common Stock basis when and if dividends are declared on the Common Stock by our Board of Directors.

Liquidation Rights. The holders of our Series C Preferred stock are entitled to receive in cash out of our assets, whether from capital or from earnings available for distribution to our stockholders (the "Liquidation Funds"), before any amount shall be paid to the holders of any of shares of capital stock that rank junior to the Series C Preferred Stock, but *Pari passu* with any shares of capital stock that have a parity ranking with the Series C Preferred stock ("Parity Stock") then outstanding, an amount per share of Series C Preferred Stock equal to the greater of (A) the Conversion Amount on the date of such payment or (B) the amount per share such holder of the Series C Preferred Stock would receive if such holder converted their Series C Preferred Stock into Common Stock immediately prior to the date of such payment, provided that if the Liquidation Funds are insufficient to pay the full amount due to the holders of the Series C Preferred Stock and holders of shares of Parity Stock, then each holder Series C Preferred Stock and each holder of Parity Stock shall receive a percentage of the Liquidation Funds equal to the full amount of Liquidation Funds payable to such holder and such holder of Parity Stock as a liquidation preference, in accordance with their respective certificate of designations (or equivalent), as a percentage of the full amount of Liquidation Funds payable to all holders of Series C Preferred Stock and all holders of shares of Parity Stock. All such amounts shall be paid or set apart for payment before the payment or setting apart for payment of any amount for, or the distribution of any Liquidation Funds of the Corporation to the holders of shares of capital stock that may rank junior to that of the Series C Preferred Stock Junior Stock.

Rights and Preferences. The rights, preferences, and privileges of holders of our Series C Preferred Stock are subject to, and may be adversely affected by, the rights of holders of shares of any series of Preferred Stock that we may designate and issue in the future that may rank senior to the Series C Preferred Stock.

Redemption Rights. Upon receipt of a conversion notice, we have the right (but not the obligation) to redeem all or part of the Series C Preferred Stock (which the applicable holder of the Series C Preferred Stock is seeking to convert) at a price per share equal to the product of 125% of the (1) Stated Value plus (2) the Additional Amount (the "Redemption Price"). If we decide to exercise the redemption right, within one trading day, we shall deliver written notice to such holder(s) of Series C Preferred Stock that the Series C Preferred Stock will be redeemed (the "Redemption Notice") on the date that is three trading days following the date of the Redemption Notice (such date, the "Redemption Date"). On the Redemption Date, we shall redeem the shares of Series C Preferred Stock specified in such request by paying in cash therefor a sum per share equal to the Redemption Price. In no event shall a Redemption Notice be given if we may not lawfully redeem our capital stock. On or before the Redemption Date, the Redemption Price for such shares shall be paid by wire transfer of immediately available funds to an account designated in writing by the applicable holder.

Price Adjustments Protection. The conversion price is subject to appropriate adjustment in the event of share dividends, share splits, reorganizations or similar events affecting our shares of Common Stock. Other than for certain exempt issuances, in the event we issue or sell any securities, including options or convertible securities, or amend outstanding securities, at an effective price, with an exercise price or at a conversion price less than the Conversion Price, then the Conversion Price shall be reduced to such lower price.

Preemptive or Similar Rights Additionally, except for a public offering or certain exempt issuances of our securities, holders of the Series C Preferred Stock shall have the right to participate in any offering of our Common Stock or Common Stock Equivalents (as defined in the COD) in a transaction exempt from registration under the Securities Act in an amount equal to an aggregate of 30% of the financing on the same terms, conditions and price provided to investors in such an offering, such right shall expire on the 15 month anniversary of the issuance date of the Series C Preferred Stock. Further, until the earlier of 18 months from the issuance date of the Series C Preferred Stock and the date that there are less than 20% of the shares of Series C Preferred Stock outstanding, the Investors have most favored nations protection in the event we issue or sell Common Stock or Common Stock Equivalents that the Investors believe are more favorable than the terms and conditions under the Private Placement.

Fully Paid and Nonassessable. All our issued and outstanding shares of Series C Preferred Stock are fully paid and nonassessable.

Series D Preferred Stock

Pursuant to the Certificate of Designations, Preferences and Rights of the Series D Preferred Stock of the Company, Inc., filed with the Secretary of State of the State of Delaware on October 18, 2021 (the "COD"), there are 10,000,000 shares of our preferred stock that have been designated as the Series D Preferred Stock and each share of the Series D Preferred Stock is convertible at the option of the holder thereof, or automatically upon the request of the our underwriters that the Series D Preferred Stock convert to shares of Common Stock or upon listing of the our Common Stock on a national securities exchange. The number of shares of Common Stock issuable upon the conversion of each share of Series D Preferred Stock is calculated by dividing the Conversion Amount (defined in the COD as the Stated Value, $1.05 per share, plus accrued and unpaid dividends) by the $0.25 conversion price.

Series D Preferred Stock Transactions During the Nine months Ended September 30, 2022

During the nine months ended September 30, 2022, the Company accrued dividends on the Series D Preferred Stock in the amount of $146,073.

Series D Preferred Stock Transactions During the Nine months Ended September 30, 2021

None.

Series X Preferred Stock

The Company has 24,227 shares of its 10% Series X Cumulative Redeemable Perpetual Preferred Stock (the "Series X Preferred Stock") outstanding as of September 30, 2022 and December 31, 2021. The Series X Preferred Stock has a par value of $0.01 per share, no stated maturity, a liquidation preference of $25.00 per share, and will not be subject to any sinking fund or mandatory redemption and will remain outstanding indefinitely unless the Company decides to redeem or otherwise repurchase the Series X Preferred Stock; the Series X Preferred Stock is not redeemable prior to November 4, 2020. The Series X Preferred Stock will rank senior to all classes of the Company's common and preferred stock and accrues dividends at the rate of 10% on $25.00 per share. The Company reserves the right to pay the dividends in shares of the Company's common stock at a price equal to the average closing price over the five days prior to the date of the dividend declaration. Each one share of the Series X Preferred Stock is entitled to 20,000 votes on all matters submitted to a vote of our shareholders.

Series X Preferred Stock Transactions During the Nine Months Ended September 30, 2022

On June 7, 2022, the Company issued 405,131 shares of common stock at an average price of $0.2149 per share as payment for dividends payable on the Series X Preferred Stock in the amount of $87,053.

During the nine months ended September 30, 2022, the Company accrued dividends in the amount of $45,423 on the Series X Preferred Stock.

Series X Preferred Stock Transactions During the Nine months Ended September 30, 2021

During the nine months ended September 30, 2021, the Company accrued dividends in the amount of $46,667 on the Series X Preferred Stock.

Stock Options

The following table summarizes the options outstanding at September 30, 2022 and the related prices for the options to purchase shares of the Company's common stock:

Range of exercise prices		Number of options outstanding	Weighted average remaining contractual life (years)		Weighted average exercise price of outstanding options	Number of options exercisable		Weighted average exercise price of exercisable options
$	0.03- 0.39	16,354,961	8.53	$	0.214	6,389,961	$	0.1831
		16,354,961	8.53	$	0.214	6,389,961	$	0.183

Transactions involving stock options are summarized as follows:

	Shares		Weighted- Average Exercise Price ($) (A)
Outstanding at December 31, 2021	18,329,543	$	0.206
Granted	200,000	$	0.25
Expired	(2,174,582)		0.155
Outstanding at September 30, 2022	16,354,961	$	0.214
Options vested and exercisable	6,389,961	$	0.183

On June 13, 2022, the Company issued 200,000 ten-year stock options with an exercise price of $0.25 and a fair value of $23,316 to Tom Brodmerkel, its Chairman, to the position of Chief Financial Officer.

During the three months ended September 30, 2022 and 2021, the Company charged the amount of approximately $29,380 and $198,962, respectively, for the vesting of stock options. During the nine months ended September 30, 2022 and 2021, the Company charged the amount of approximately $331,690 and $400,050, respectively, for the vesting of stock options.

At September 30, 2022, the total stock-based compensation cost related to unvested awards not yet recognized was $2.1 million.

The Company valued stock options during the nine months ended September 30, 2022 and 2021 using the Black-Scholes valuation model utilizing the following variables:

		September 30, 2022		September 30, 2021
Volatility		143.6%		161.0% to 183.5%
Dividends	$	-	$	-
Risk-free interest rates		3.04%		0.82% to 1.69%
Term (years)		5.00		5.00 to 10.00

Warrants

The following table summarizes the warrants outstanding on September 30, 2022, and the related prices for the warrants to purchase shares of the Company's common stock (see Note 8):

	Shares	Weighted- Average Exercise Price ($)
Outstanding on December 31, 2021	29,820,000	$ 0.625
Granted	3,796,260	$ 0.524
Exercised	-	$ -
Outstanding on September 30, 2022	33,616,260	$ 0.614

The Company valued warrants during the nine months ended September 30, 2022 and 2021 using the Black-Scholes valuation model utilizing the following variables:

	September 30, 2022	September 30, 2021
Volatility	137.6 to 150.7%	161% to 183.5%
Dividends	$ -	$ -
Risk-free interest rates	2.68% to 3.01%	0.82% to 1.69%
Term (years)	5.00	5.00 to 10.00

Note 10 – Commitments and Contingencies

In 2022, nine mechanic's liens for a total of $2.2 million were filed by several contractors against five of the Company's clinics.

All liens were filed pursuant to Minnesota's and Colorado's Mechanic's statutes and relate to past due obligations for construction and related work on certain of the Company's clinics. Pursuant to Minnesota's and Colorado's Mechanic's statutes, the contractor-creditors may have the ability to commence a mechanic's lien foreclosure action against the real properties in question to recover amounts due, costs, legal fees, and interest.

Additionally, the mechanic's liens could result in defaults under the Company's leases for the affected clinic locations. If that occurs, the leases for the affected clinic locations allow for acceleration of amounts due under the lease, among other damages and remedies. If that happens, the Company would have to cease operations at the affected clinic locations and may lose some or all of its customers.

Through the date of this filing, we have satisfied $137,800 of the $2.2 million mechanic's liens.

In October, 2022, Pinnacle Performance System, Inc. d/b/a Pivot At Work ("Plaintiff") filed suit against Mitesco, Inc. for breach of contract and securities fraud under MN Securities Act alleging damages in excess of $50,000. Plaintiff is a former vendor.

Note 11 – Subsequent Events

Cavalry Exchange Agreement

On October 5, 2022, we entered into an exchange agreement (the "Cavalry Exchange Agreement") with Cavalry Fund I LP ("Cavalry"). In connection with the Cavalry Exchange Agreement, on October 5, 2022, we issued a 10% promissory note to Cavalry (the "Cavalry Note"), of which we received gross proceeds of $500,000 (the "Cavalry Principal Amount")

Pursuant to the Cavalry Exchange Agreement, Cavalry shall exchange (the "Cavalry Exchange") (a) 1,000,000 shares of the our Series C Convertible Preferred Stock (the "Series C Shares"), (b) 750,000 shares of our Series D Convertible Preferred Stock (the "Series D Shares"), and (c) amounts owing under the Cavalry Note, for a number of Series E Convertible Preferred Stock (the "Series E Shares") equal to 150% of the principal amount of the Cavalry Note, plus 150% of the stated value of the Series C Shares and Series D Shares (the "Cavalry Series E Exchange Value").

The Cavalry Exchange shall occur on the date of the Company's listing of its common stock on a national securities exchange. Cavalry shall surrender to the Company the Series C Shares and Series D Shares owned by it and as well as the Cavalry Note. Upon such surrender, we shall issue to Cavalry a number of Series E Shares equal to the Cavalryy Series E Exchange Value.

Mercer Exchange Agreement

On October 7, 2022, we entered into an exchange agreement (the "Mercer Exchange Agreement") with Mercer Street Global Opportunity Fund, LLC ("Mercer"). In connection with the Mercer Exchange Agreement, on October 7, 2022, we issued a 10% promissory note to Mercer (the "Mercer Note"), of which we received gross proceeds of $300,000 (the "Mercer Principal Amount").

Pursuant to the Mercer Exchange Agreement, Mercer shall exchange (the "Mercer Exchange") (a) 47,619 shares of the our Series C Shares, (b) 750,000 shares of the our Series D Convertible Preferred Stock (the "Series D Shares"), and (c) amounts owing under the Mercer Note, for a number of Series E Convertible Preferred Stock (the "Series E Shares") equal to 150% of the principal amount of the Mercer Note, plus 150% of the stated value of the Series C Shares and Series D Shares (the "Mercer Series E Exchange Value").

The Mercer Exchange shall occur on the date of the Company's listing of its common stock on a national securities exchange. Mercer shall surrender to the Company the Series C Shares and Series D Shares owned by it and as well as the Mercer Note. Upon such surrender, we shall issue to Mercer a number of Series E Shares equal to the Mercer Series E Exchange Value.

Pinz Exchange Agreement

On October 10, 2022, we entered into an exchange agreement (the "Pinz Exchange Agreement") with Pinz Capital Special Opportunities Fund LP ("Pinz"). In connection with the Pinz Exchange Agreement, on October 10, 2022, we issued a 10% promissory note to Pinz (the "Pinz Note"), of which we received gross proceeds of $30,000 (the "Pinz Principal Amount").

Pursuant to the Pinz Exchange Agreement, Pinz shall exchange (the "Pinz Exchange") (a) 100,000 shares of our Series D Convertible Preferred Stock (the "Series D Shares"), and (b) amounts owing under the Pinz Note, for a number of Series E Convertible Preferred Stock (the "Series E Shares") equal to 150% of the principal amount of the Pinz Note, plus 150% of the stated value of the Series D Shares (the "Pinz Series E Exchange Value").

The Pinz Exchange shall occur on the date of the Company's listing of its common stock on a national securities exchange. Pinz shall surrender to the Company the Series D Shares owned by it and as well as the Pinz Note. Upon such surrender, we shall issue to Pinz a number of Series E Shares equal to the Pinz Series E Exchange Value.

Cavalry, Mercer and Pinz Promissory Notes

The maturity date of the Cavalry Note Mercer Note and Pinz Note is December 31, 2022. If we successfully list our shares of Common Stock on any of The New York Stock Exchange, the NYSE American, the Nasdaq Global Select Market, the Nasdaq Global Market, or the Nasdaq Capital Market on or before December 10, 2022, the Cavalry Principal Amount, Mercer Principal Amount and Pinz Principal Amount shall convert into Series E Shares pursuant to the Cavalry Exchange Agreement, Mercer Exchange Agreement or Pinz Exchange Agreement, as the case may be.

If and only if the Cavalry Principal Amount, Mercer Principal Amount, Pinz Principal Amount as the case may be, is not converted into Series E Shares pursuant to the terms of the Cavalry Note, Mercer Note or Pinz Note, as the case may be, the unpaid respective principal amount shall bear interest at 10% per annum, which interest shall be accrued on a monthly basis and which shall have been deemed to have been accruing from the issue date of the Cavalry Note, Mercer Note or Pinz Note, as the case may be. Following an event of default, as defined in the Cavalry Note, Mercer Note or Pinz Note, as the case may be, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%.

The Cavalry Note, Mercer Note and Pinz Note each contains a "most favored nations" clause that provides that, so long as such note is outstanding, if we issue any new security, which the holder thereof reasonably believes is more favorable than those in the Cavalry Note, Mercer Note and Pinz Note, as the case may be, we shall notify the holder thereof of such term, and such term, at the option of such holder shall become a part of the Cavalry Note, Mercer Note and Pinz Note, as the case may be.

Anson Exchange Agreements

On October 18, 2022, the Company entered into separate exchange agreements with each of Anson East Master Fund LP ("AEMF") (the "AEMF Exchange Agreement") and Anson Investments Master Fund LP ("AIMF", and collectively with AEMF, the "Funds") (the "AIMF Exchange Agreement, together with the AEMF Exchange Agreement, the "Exchange Agreements").

Pursuant to the Exchange Agreements, the Funds shall exchange (the "Exchange") an aggregate of 750,000 shares of the Company's Series D Stock for a number of Series E Convertible Preferred Stock (the "Series E Shares") equal to 150% of the stated value of the Series D Shares (the "Series E Exchange Value"), and the Funds have agreed to invest no less than an aggregate amount of $375,000 into the uplisting offering.

The Exchange shall occur on the date of the Company's listing of its common stock on a national securities exchange. The Funds shall surrender to the Company the Series D Shares owned by them. Upon such surrender, the Company shall issue to the Funds a number of Series E Shares equal to the Series E Exchange Value.

Issuance of Mercer Promissory Note

The Company issued a 10% Promissory Note due as described below (the "Note"), dated October 24, 2022, to Mercer Street Global Opportunity Fund, LLC, ("Mercer") and in respect of which the Company received proceeds of $100,000 (the "Principal Amount").

The Principal Amount shall convert into the Series E Shares in accordance with the terms of the Exchange Agreement entered into between the Company and Mercer and disclosed on the current report on Form 8-K, filed with the SEC on October 12, 2022, if the Company successfully lists its common stock on a national securities exchange on or before December 10, 2022.

If the Principal Amount is not converted into Series E Shares, the Note shall bear interest at 10% interest rate per annum, accrued monthly and payable at maturity. The Note has a maturity date of December 31, 2022. The aggregate amount payable at maturity will be $100,000 plus 10% of that amount plus any accrued and unpaid interest.

Following an event of default, as defined in the Note, the principal amount shall bear interest for each day until paid, at a rate per annum equal to the lesser of the maximum interest permitted by applicable law and 18%. The Note contains a "most favored nations" clause that provides that, so long as the Note is outstanding, if the Company issues any new security, which Mercer reasonably believes contains a term that is more favorable than those in the Note, the Company shall notify Mercer of such term, and such term, at the option of Mercer, shall become a part of the Note.

Common Stock Issued

On October 1, 2022, the Company issued 316,406 shares of common stock to Pinnacle Performance Systems with a market value at the date of issuance of $0.1087 per shares in satisfaction of accounts payable.

Series E Preferred Stock

On November 7, 2022, the Company filed a certificate of designations with the State of Delaware to create a series of 10,000 shares of preferred stock designated as Series E Convertible Perpetual Preferred Stock.

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

The following discussion and analysis should be read in conjunction with the financial statements and notes thereto appearing elsewhere herein.

We are working to open primary care clinics around the US that are in residential centers and leverage the expertise, training, and license of Nurse Practitioners. We are focusing on wellness as a core of the practice. Mitesco's mission is to increase convenience and access to care, improve the quality of care, and reduce its cost.

We opened our first primary care clinic "The Good Clinic" in Northeast Minneapolis, Minnesota in February 2021, and have added five additional operating clinics as of the date of this filing for a total of six clinics open and operating. We announced leases for two new clinics in the greater Denver, Colorado area. These new locations, and a new location in Wayzata, Minnesota are expected to open in the fourth quarter of 2022. We plan to open clinics in residential concentrations of population to enhance the convenience, especially timely due to the changes in community travel patterns resulting from the pandemic. Our clinicians use both telehealth (virtual) and in-person visits to treat and coach the clients along their journey to better health and quality of life. Our clinics are led by Nurse Practitioners that use their license, extensive training, expertise, and empathy to help people remain stable or improve their health. We emphasize wellness, beginning with a clients' co-developed plan that identifies from where a person is starting and constructs a plan for how they can achieve their goals. The practice uses an integrated health approach that includes an assessment of both the individual's behavioral and physical health and combines this with their activation level and their goals. The clinic offers wellness coaching, behavioral health care, episodic care, dermatologic services, and supplements. We seek to care for the whole person's needs.

Like the first clinic, we seek to locate clinics convenient to residential centers. In pursuit of this approach, we intend to continue to expand our relationship with Lennar Corporation and other large-scale developers. While we have no formal relationship with these developers other than as a tenant, we believe such relationships give us an advantage in recruiting and retaining clients in close proximity to our locations

Business Summary

Our operating subsidiary, The Good ClinicTM, produced increased operational results in the third quarter of 2022 as compared to the second quarter of 2022.

During the second quarter of 2022, The Good Clinic client visits were driven by a mix of continuing demand for COVID-19 testing and vaccinations as well as annual physicals and traditional primary care services. In the third quarter of 2022 we continued to see the focus of client visits shift towards traditional primary care services including annual exams, women's health, behavioral health, nutrition, chronic condition management, and wellness planning. As a result, we experienced an increase in both minutes-of-care and in the average client appointment time.

Although advertising was reduced, the clinics experienced more than 40% of appointments being provided to new clients. Much of this we believe is due to client referrals and the growing number of strong positive digital reviews. Additionally, the clinics continue to improve operational efficiency, add new services. Two services added in the quarter are:

1. Pharma-genetic testing – use in behavioral health care to help match prescription medications most likely to be effective for an individual based upon their genetics
2. Functional medicine testing and counseling – is a systems biology based approach that focuses on identifying and addressing the root cause of disease. While conventional (allopathic) medicine diagnoses and treats what's above the surface — symptoms and disease — functional medicine also attends to what's below the surface, at the root of the disease — environmental and lifestyle factors, including sleep and relaxation, physical activity (exercise), nutrition, stress,

Metrics from the three months ended September 30, 2022:

- During Primary Care's traditionally slower summer months, The Good Clinic maintained the number of clinic visits in the third quarter at a comparable level to the second quarter.
- The average length of appointment time increased from 39 to 40 minutes during the third quarter.
- There was a 6% increase in total care minutes during the third quarter of 2022, as compared to the second quarter of 2022.
- Telehealth use grew by 51% quarter over quarter as clients sought convenient access to care.
- During the period advertising was reduced, yet new clients accounted for more than 40% of appointments. Word of mouth referrals continues to be a strong source of new client acquisition.
- Customer satisfaction continued strong in the third quarter. The Good Clinic now has almost 400 digital reviews rating the clinics and providers between 4.9 and 5 stars out of a possible 5 stars.

These metrics indicate the client's adoption of our primary care concept focused on preventive care and improved well-being. Moreover, the quarterly results illustrate that The Good Clinic providers are delivering more complex care and are therefore receiving higher per-visit reimbursements.

Results of Operations

The following period-to-period comparisons of our financial results are not necessarily indicative of results for the current period of any future periods. Further, as a result of any acquisitions of other businesses, we may experience large expenditures specific to the transactions that are not incident to our operations.

Comparison of the Three Months Ended September 30, 2022 and 2021

Revenue

The Company recognized revenue of approximately $0.2 million for the three months ended September 30, 2022, compared to $13,500 for the three months ended September 30, 2021. The increase in revenue is the result of the service and product revenue from The Good Clinic's six locations.

Cost of Sales

The Company incurred approximately $0.5 million of cost of goods sold for the three months ended September 30, 2022, compared to $2,500 for the three months ended September 30, 2021. During the first quarter of 2021 there were only a few direct clinical services performed due to the lack of in force payer contracts and the newness of the clinic. As such, the allocation of the expenses related to clinical staff were attributed to operating expenses and not cost of sales. The increase in cost of goods sold is the result of the opening and operating of The Good Clinic's six locations and having in force payer relationships.

Gross (Loss) Profit

Our gross loss was approximately $0.3 million for the three months ended September 30, 2022, compared to gross profit of $11,000 for the three months ended September 30, 2021.

Operating Expenses

Our total operating expenses for the three months ended September 30, 2022, were approximately $2.0 million. For the comparable period in 2021, the operating expenses were approximately $1.8 million.

Operating expenses for the three months ended September 30, 2022, were comprised primarily of $1.5 million of payroll, payroll taxes and employee benefit expenses, $0.2 million in rent and utilities, $0.1 million in legal and professional fees and $0.2 million in depreciation expenses.

Operating expenses for the three months ended September 30, 2021 were comprised primarily of $0.6 million of payroll and payroll taxes; $0.2 million of non-cash compensation, $0.3 million in legal and professional fees; $0.1 million in marketing, $0.1 million in consulting fees and $0.5 million in other operation costs.

Other Income and Expenses

Interest expense was approximately $1.7 million for the three months ended September 30, 2022, compared to $0 for the three months ended September 30, 2021.

During the three months ended September 30, 2022, we recorded a loss on waiver and commitment fee shares of approximately $14,100.

During the three months ended September 30, 2022, we recorded a loss on the revaluation of derivative liabilities of approximately $38,000

During the three months ended September 30, 2021, we recorded a loss on settlement of accounts payable of $10,000.

During the three months ended September 30, 2022, the Company declared Preferred Stock dividends of approximately $0.1 million compared to approximately $40,400 for the three months ended September 30, 2021.

Net loss

For the three months ended September 30, 2022, we had a net loss available to common shareholders of approximately $4.1 million, or a net loss per share, basic and diluted of ($0.02) compared to a net loss available to common shareholders of approximately $1.8 million, or a net loss per share, basic and diluted of ($0.01), for the three months ended September 30, 2021.

Comparison of the Nine Months Ended September 30, 2022 and 2021

Revenue

The Company recognized revenue of approximately $0.5 million for the nine months ended September 30, 2022, compared to $24,700 for the nine months ended September 30, 2021. The increase in revenue is the result of the service and product revenue from The Good Clinic's six locations.

Cost of Sales

The Company incurred approximately $1.7 million of cost of goods sold for the nine months ended September 30, 2022, compared to $7,800 for the nine months ended September 30, 2021. During the first and second quarters of 2021 there were only a few direct clinical services performed due to the lack of in force payer contracts and the newness of the clinic. As such, the allocation of the expenses related to clinical staff were attributed to operating expenses and not cost of sales. The increase in cost of goods sold is the result of the opening and operating of The Good Clinic's six locations and having in force payer relationships.

Gross (Loss) Profit

Our gross loss was approximately $1.2 million for the nine months ended September 30, 2022, compared to gross profit of $16,900 for the nine months ended September 30, 2021.

Operating Expenses

Our total operating expenses for the nine months ended September 30, 2022, were approximately $6.9 million. For the comparable period in 2021, the operating expenses were approximately $4.1 million.

Operating expenses for the nine months ended September 30, 2022, were comprised primarily of $3.9 million of payroll, payroll taxes and employee benefit expenses, $0.7 million in rent and utilities, $0.4 million in legal and professional fees, $0.2 million in marketing; $0.4 million in consulting fees, $0.6 million in depreciation, $0.4 million in stock-based compensation expenses and $0.3 million in other operating costs.

Operating expenses for the nine months ended September 30, 2021 were comprised primarily of $1.1 million of payroll and payroll taxes; $0.5 million of non-cash compensation, $0.9 million in legal and professional fees, $0.4 million in marketing, $0.4 million in consulting fees and $0.8 million in other operation costs.

Other Income and Expenses

Interest expense was approximately $3.4 million for the nine months ended September 30, 2022, compared to approximately $1.0 million for the nine months ended September 30, 2021.

During the nine months ended September 30, 2022, we recorded a gain on waiver and commitment fee shares of approximately $0.2 million.

During the nine months ended September 30, 2022, we recorded a gain on settlement of accrued salary of approximately $15,000.

During the nine months ended September 30, 2022, we recorded a loss on settlement of accounts payable of $0.1 million as compared to a gain on settlement of accounts payable of approximately $6,000 for the nine months ended September 30, 2021.

During the nine months ended September 30, 2022, we recorded a loss on the revaluation of derivative liabilities of approximately $0.1 million, compared to a loss of approximately $0.5 million for the nine months ended September 30, 2021.

During the nine months ended September 30, 2021, we recorded a loss on legal settlement of $0.1 million.

During the nine months ended September 30, 2021, we recorded a gain on the settlement of notes payable of approximately $1,800.

During the nine months ended September 30, 2022, the Company declared Preferred Stock dividends of approximately $0.2 million compared to approximately $0.1 million for the nine months ended September 30, 2021.

During the nine months ended September 30, 2021, the Company recorded Preferred Stock deemed dividends of approximately $0.3 million.

Net loss

For the nine months ended September 30, 2022, we had a net loss available to common shareholders of approximately $11.8 million, or a net loss per share, basic and diluted of ($0.05) compared to a net loss available to common shareholders of approximately $6.1 million, or a net loss per share, basic and diluted of ($0.03), for the nine months ended September 30, 2021.

Liquidity and Capital Resources

To date, we have not generated sufficient revenue from operations to support our operations. We have financed our operations through the sale of equity securities and short-term borrowings. As of September 30, 2022, we had cash of approximately $6,000 compared to cash of approximately $1.2 million as of December 31, 2021.

Net cash used in operating activities was approximately $5.5 million for the nine months ended September 30, 2022. This is the result of our business development efforts pertaining to the start-up of the first six clinics. Cash used in operations for the nine months ended September 30, 2021, was approximately $1.6 million.

Net cash used in investing activities was approximately $0.2 million for the nine months ended September 30, 2022. The amounts relate to the purchase of fixed assets and leasehold improvement on our clinics. Net cash used for investing activities for the nine months ended September 30, 2021 was $2.3 million.

Net cash provided by financing activities for the nine months ended September 30, 2022, was approximately $4.5 million, consisting of proceeds from notes payable related parties, net of discounts, of $2.9 million, proceeds from notes payable, net of discounts, of $1.8 million offset by principal payment on related party notes payable of $0.2 million. Net cash provided by financing activities for the nine months ended September 30, 2021, was $4.3 million consisting of proceeds from a private placement offering of common stock of $1.7 million and $2.8 million from the sale of Series C Preferred Stock and warrants. Partially offsetting the proceeds was approximately $0.2 million of payment on notes payable.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES.

(a) Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Based on such evaluation, the Company's management has identified what it believes are material weaknesses in the Company's disclosure controls and procedures and concluded that we did not have effective disclosure controls and procedures.

The deficiencies in our disclosure controls and procedures included (i) lack of segregation of duties and (ii) lack of sufficient resources to ensure that information required to be disclosed by the Company in the reports that the Company files or submits to the SEC are recorded, processed, summarized, and reported, within the time periods specified in the SEC's rules and forms, and (iii) lack of formal Control procedures related to the approval of related party transactions.

The Company intends to take corrective action to ensure that information required to be disclosed by the Company pursuant to the reports that the Company files or submits to the SEC is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during our third quarter ended September 30, 2022, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In October, 2022, Pinnacle Performance System, Inc. d/b/a Pivot At Work ("Plaintiff") filed suit against Mitesco, Inc. for breach of contract and securities fraud under MN Securities Act alleging damages in excess of $50,000. Plaintiff is a former vendor.

ITEM 1A. RISK FACTORS

Our business is subject to risks and events that, if they occur, could adversely affect our financial condition and results of operations and the trading price of our securities. In addition to the other information set forth in this quarterly report on Form 10-Q, you should carefully consider the factors described in Part I, Item 1A. "Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the Securities and Exchange Commission on April 5, 2022. Other than below, there have been no material changes to the risk factors described in that report.

Mechanic's liens were placed on five of our clinics that could have a material adverse impact on our business, results of operations, and financial condition.

In 2022, nine mechanic's liens for a total of $2.2 million were filed by several contractors against five of our clinics.

All liens were filed pursuant to Minnesota's and Colorado's Mechanic's statutes and relate to past due obligations for construction and related work on certain of our clinics. Pursuant to Minnesota's and Colorado's Mechanic's statutes, the contractor-creditors may have the ability to commence a mechanic's lien foreclosure action against the real properties in question to recover amounts due, costs, legal fees, and interest.

Additionally, the mechanic's liens could result in defaults under our leases for the affected clinic locations. If that occurs, the leases for the affected clinic locations allow for acceleration of amounts due under the lease, among other damages and remedies. If that happens, we would have to cease our operations at the affected clinic locations and we may lose some or all of our customers.

We are attempting to negotiate modifications to our agreements with the contractor-creditors. However, we cannot assure you that our efforts will be successful. If we are unable to timely clear the mechanic's liens filed against our clinics or otherwise negotiate modifications to our agreements with the contractor-creditors, it will have a material adverse impact on our business, results of operations, and financial condition. Through the date of this filing., we have satisfied $137,800 of the $2.2 million mechanic's liens.

ITEM 2. SALE OF UNREGISTERED SECURITIES

On January 12, 2022, the Company entered into a settlement agreement with an ex-employee. Pursuant to the terms of this agreement, the Company agreed to pay the amount of $19,032 for accrued salary, and the employee returned to the Company for cancellation 400,000 shares of common stock previously issued as compensation. These shares were valued at par value of $0.01 or a total value of $4,000; the Company recorded a gain on cancellation of these shares in the amount of $15,032.

The Company entered into a debt-for-equity exchange agreement with Gardner Builders Holdings, LLC ("Gardner") on January 7, 2022 (the "Debt for Equity Agreement"). Pursuant to the Debt for Equity Agreement, the Company issued shares of restricted common stock to Gardner in exchange for the Company Debt Obligations, as defined below.

The Agreement settled for certain accounts payable amounts owed by the Company to the Creditor (the "Accounts Payable Amount") as well as upcoming amounts that will become due between the date of the Agreement and April 1, 2022. The Agreement also settled accrued interest and penalties on the amounts due through January 5, 2022, as well as interest payments on amounts incurred in the first quarter of 2022 (collectively, the "Additional Costs", and combined with the Accounts Payable Amount, the "Company Debt Obligations"). The Accounts Payable Amount was $500,000, the Additional Costs were $294,912 and the conversion price was $0.25. As a result, 3,179,650 Restricted Shares were authorized to be issued.

On March 22, 2022 and March 31, 2022, the Company issued an aggregate 1,541,721 shares of common stock as waiver fees to holders of the Series C and Series D Preferred Stock for their waivers of certain covenants as set forth and defined in the Series C and Series D Certificates of Designations. The Company valued these shares at their contractual price of $0.25 per share and recorded the amount of $385,431 as waiver fees during the nine months ended September 30, 2022. The Company recorded an aggregate gain upon issuance of these shares in the amount of $198,273 based on the market price of the Company's common stock on the date of issuance.

On March 31, 2022, the Company issued 1,720,000 Commitment Fee Shares to AJB Capital Investors, LLC; see note 8. A Monte Carlo model was used to value the warrants and call features, and a probability weighted expected return model was used to value the True-Up Provision. The contractual price of the common stock $0.25 per share; valuation purposes, the common stock was valued at the market price on the date of the transaction of $0.12695 per share. The derivative liability was valued at $106,608 on the date of the transaction. The discount on the notes due to the Commitment Fee Shares and warrants was valued at $349,914. The Company recorded the amount of $226,106 to additional paid-in capital pursuant to this transaction.

On March 31, 2022, the Company issued 382,353 shares of common stock at a price of $0.25 per share which were previously subscribed for the conversion of accounts payable in the amount of $95,558.

On April 6, 2022, the Company issued an aggregate of 1,720,000 shares of commitment fee shares and Common Stock Purchase Warrants to purchase up to an aggregate of 750,000 shares of the Common Stock to Anson East Master Fund LP and Anson Investments Master Fund LP. The commitment fee shares were issued at an aggregate value of $359,480. The initial exercise price for the warrants is $0.50 per share.

On April 18, 2022, the Company issued 637,036 shares of commitment fee shares and Common Stock Purchase Warrants to purchase up to 277,777 shares of the Common Stock to GS Capital Partners. The commitment fee shares were issued at an aggregate value of $113,392. The initial exercise price for the warrants is $0.50 per share.

On April 27, 2022, the Company issued 96,471 shares of common stock with a contract price of $0.25 per share or $24,118 and a grant date market value of $0.16 or $15,434 to Larry Diamond, its Chief Executive Officer, as commitment fee shares as set forth and defined in Diamond Note 3. The Company recorded these shares at their relative fair value of the components of Diamond Note 3, or $16,200, and recorded a loss in the amount of $765 on this transaction. The Company also issued five-year warrants to purchase up to 96,471 shares of the Common Stock to Lawrence Diamond. The initial exercise price for the warrants is $0.50 per share.

On May 10, 2022, the Company issued 637,036 shares of commitment fee shares and Common Stock Purchase Warrants to purchase up to 277,777 shares of the Common Stock to Kishon Investments, LLC. The commitment fee shares were issued at an aggregate value of $94,918. The initial exercise price for the warrants is $0.50 per share.

On May 18, 2022, the Company issued 19,294 shares of common stock to Larry Diamond, it's Chief Executive Officer at a contractual price of $0.25 per share and a market price at issuance date of $0.1517 per share as commitment shares as set forth and defined in Diamond Note 4. The Company recorded these shares at their relative fair value of the components of Diamond Note 4, or $3,160, and recorded a loss in the amount of $249 on this transaction. The Company also issued five-year warrants to purchase 19,294 shares of common stock at a price of $0.50 to Mr. Diamond pursuant to Diamond Note 4.

On May 23, 2022, the Company issued 19,295 shares of common stock to Jessica Finnegan at a contractual price of $0.25 per share and a market price at issuance date of $0.1794 per share as commitment shares as set forth and defined in Finnegan Note 1. The Company recorded these shares at their relative fair value of the components of Finnegan Note 1, or $3,240, and recorded a gain in the amount of $222 on this transaction. The Company also issued five-year warrants to purchase 24,118 shares of common stock at a price of $0.50 to Ms. Finnegan pursuant to Finnegan Note 1.

On May 26, 2022, the Company issued 84,412 shares of common stock to the May 26 Lenders at a contractual price of $0.25 per share and a market price at issuance date of $0.1517 per share as commitment shares as set forth and defined in the May 26, 2022 Notes. The Company recorded these shares at their relative fair value of the components of the May 26 Note, or $14,175, and recorded a loss in the amount of $1,369 on these transactions. The Company also issued five-year warrants to purchase 84,412 shares of common stock at a price of $0.50 to the May 26 Lenders pursuant to the May 26, 2022.

On June 7, 2022, the Company issued 405,131 shares of common stock at an average price of $0.2149 per share as payment for dividends payable on the Series X Preferred Stock in the amount of $87,053.

On June 9, 2022, the Company issued 364,176 shares of common stock to the June 9 Lenders at a contractual price of $0.25 per share and a market price at issuance date of $0.1485 per share as commitment shares as set forth and defined in the June 9 Notes. The Company recorded these shares at the relative fair value of the components of June 9 Notes, or $66,400, and recorded an aggregate loss in the amount of $9,356 on these transactions. The Company also issued five-year warrants to purchase 364,176 shares of common stock at a price of $0.50 to the May 26 Lenders pursuant to the June 9 notes.

On July 7, 2022, the Company issued 120,588 shares of common stock to William Mackay at a contractual price of $0.25 per share and a market price at issuance date of $0.1489 per share as commitment shares as set forth and defined in the Mackay Note. The Company recorded these shares at their relative fair value of the components of Mackay Note, or $12,500, and recorded a gain in the amount of $5,456 on this transaction. The Company also issued five-year warrants to purchase 120,588 shares of common stock at a price of $0.50 to Mr. Mackay pursuant to the Mackay Note.

On July 7, 2022, the Company issued 9,647 shares of common stock to Charlies Schrier at a contractual price of $0.25 per share and a market price at issuance date of $0.1489 per share as commitment shares as set forth and defined in the Schrier Note. The Company recorded these shares at their relative fair value of the components of Schrier Note, or $1,000, and recorded a gain in the amount of $436 on this transaction. The Company also issued five-year warrants to purchase 9,647 shares of common stock at a price of $0.50 to Mr. Schrier pursuant to the Schrier Note.

On July 21, 2022, the Company issued 12,059 shares of common stock to Juan Carlos Iturregui, a related party, at a contractual price of $0.25 per share and a market price at issuance date of $0.1445 per share as commitment shares as set forth and defined in the Iturregui Note. The Company recorded these shares at their relative fair value of the components of Schrier Note, or $1,225, and recorded a gain in the amount of $518 on this transaction. The Company also issued five-year warrants to purchase 12,059 shares of common stock at a price of $0.50 to Mr. Iturregui pursuant to the Iturregui Note.

On July 21, 2022, the Company issued 123,000 shares of common stock to the Michael C. Howe Living Trust, a related party, at a contractual price of $0.25 per share and a market price at issuance date of $0.1445 per share as commitment shares as set forth and defined in the Howe Note 3. The Company recorded these shares at their relative fair value of the components of Howe Note 3, or $12,495, and recorded a gain in the amount of $5,729 on this transaction. The Company also issued five-year warrants to purchase 123,000 shares of common stock at a price of $0.50 to the Michael C. Howe Living Trust pursuant to the Howe Note 3.

On July 26, 2022, the Company issued 24,117 shares of common stock to Eric S. Nommsen at a contractual price of $0.25 per share and a market price at issuance date of $0.1368 per share as commitment shares as set forth and defined in the Nommsen Note. The Company recorded these shares at their relative fair value of the components of Nommsen Note, or $2,350, and recorded a gain in the amount of $949 on this transaction. The Company also issued five-year warrants to purchase 24,117 shares of common stock at a price of $0.50 to Mr. Nommsen pursuant to the Nommsen Note.

On July 27, 2022, the Company issued 24,117 shares of common stock to James H. Caplan at a contractual price of $0.25 per share and a market price at issuance date of $0.1387 per share as commitment shares as set forth and defined in the Caplan Note. The Company recorded these shares at their relative fair value of the components of the Caplan Note, or $2,350, and recorded a gain in the amount of $995 on this transaction. The Company also issued five-year warrants to purchase 24,117 shares of common stock at a price of $0.50 to Mr. Caplan pursuant to the Caplan Note.

On August 4, 2022, the Company issued a total of 12,059 shares of common stock to Jessica, Kevin C., Brody, Isabella, and Jack Finnegan at a contractual price of $0.25 per share and a market price at issuance date of $0.1284 per share as commitment shares as set forth and defined in the Finnegan Note 3. The Company recorded these shares at their relative fair value of the components of the Finnegan Note 3, or $1,000, and recorded a gain in the amount of $448 on this transaction. The Company also issued five-year warrants to purchase a total of 12,059 shares of common stock at a price of $0.50 to the holders of the Finnegan Note 3.

On August 4, 2022, the Company issued 49,200 shares of common stock to Jack Enright at a contractual price of $0.25 per share and a market price at issuance date of $0.1284 per share as commitment shares as set forth and defined in the Caplan Note. The Company recorded these shares at their fair value of $6,317.

On August 4, 2022, the Company issued 603,177 shares of common stock to a service provider as payment for investor relations services. The transaction was effective August 1, 2022 and has a six month term. The shares were valued at the closing price of the Company's common stock on August 4, 2022, of $0.1284 per share or $77,448.

On August 18, 2022, the Company issued 82,000 shares of common stock to the Michael C. Howe Living Trust, a related party, at a contractual price of $0.25 per share and a market price at issuance date of $0.1314 per share as commitment shares as set forth and defined in the Howe Note 4. The Company recorded these shares at their fair value of $10,775.

On September 2, 2022, the Company issued 29,110 shares of common stock to John Mitchell at a contractual price of $0.25 per share and a market price at issuance date of $0.1073 per share as commitment shares as set forth and defined in the Mitchell Note. The Company recorded these shares at their fair value of $3,124.

On September 2, 2022, the Company issued 24,600 shares of common stock to Frank Lightmas at a contractual price of $0.25 per share and a market price at issuance date of $0.1073 per share as commitment shares as set forth and defined in the Lightmas Note. The Company recorded these shares at their fair value of $2,640.

On September 2, 2022, the Company issued 12,300 shares of common stock to Lisa Lewis at a contractual price of $0.25 per share and a market price at issuance date of $0.1073 per share as commitment shares as set forth and defined in the Lewis Note. The Company recorded these shares at their fair value of $1,320.

On September 2, 2022, the Company issued 12,300 shares of common stock to Sharon Goff at a contractual price of $0.25 per share and a market price at issuance date of $0.1073 per share as commitment shares as set forth and defined in the Goff Note. The Company recorded these shares at their fair value of $1,320.

On September 9, 2022, the Company issued 41,000 shares of common stock to Cliff Hagan at a contractual price of $0.25 per share and a market price at issuance date of $0.115 per share as commitment shares as set forth and defined in the Hagan Note. The Company recorded these shares at their fair value of $4,715.

On September 14, 2022, the Company issued 82,000 shares of common stock to Darling Capital at a contractual price of $0.25 per share and a market price at issuance date of $0.132 per share as commitment shares as set forth and defined in the Darling Capital Note. The Company recorded these shares at their fair value of $10,824.

On September 15, 2022, the Company issued 20,500 shares of common stock to Mack Leath at a contractual price of $0.25 per share and a market price at issuance date of $0.1399 per share as commitment shares as set forth and defined in the Leath Note. The Company recorded these shares at their fair value of $2,868.

ITEM 3. DEFAULTS ON SENIOR SECURED SECURITIES

Not Applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

Not Applicable.

ITEM 6. EXHIBITS

The following exhibits are included with this Quarterly Report on Form 10Q

		Form Type	Exhibit Number	Date Filed	Filed Herewith
3.1	Certificate of Incorporation of Trunity Holdings, Inc., dated January 18, 2012.	8-K	10.1	1/31/2012	
3.2	Bylaws of Trunity Holdings, Inc., dated January 18, 2012.	8-K	10.2	1/31/2012	
3.3	Certificate of Ownership Merging between Trunity Holdings, Inc. and Brain Tree International, Inc. dated January 24, 2012.	10-K	3.3	4/16/2013	
3.4	Certificate of Amendment to the Certificate of Incorporation of Trunity Holdings, Inc., dated December 24, 2015.	8-K	3.1(i)	1/06/2016	
3.5	Certificate of Designations of Series X Preferred Stock of True Nature Holding, Inc.	8-K	3.6	1/06/2020	
3.6	Form of Amended and Restated Certificate of Designations of Series A Preferred Stock of True Nature Holding, Inc.	8-K	3.07	3/13/2020	
3.7	Certificate of Amendment of the Certificate of Incorporation of True Nature Holding, Inc. dated April 21, 2020.	10-Q	3.7	8/14/2020	
3.8	Certificate of Amendment of Certificate of Incorporation, dated as of November 5, 2020, correcting December 24, 2015, Certificate of Amendment.	10-Q	3.8	11/13/2020	
3.9	Bylaws of Mitesco, Inc., as amended, dated November 10, 2020	10-Q	3.9	11/13/2020	
3.10	Certificate of Designations, Preferences and Rights of the Series C Convertible Preferred Stock of Mitesco, Inc.	8-K	3.1	03/26/2021	
3.11	Certificate of Correction to the Certificate of Designations, Preferences and Rights of the Series C Convertible Preferred Stock of Mitesco, Inc.	8-K	3.2	03/26/2021	
3.12	Certificate of Incorporation of Trunity Holdings, Inc., as amended	S-1	3.12	2/10/2022	
3.13	Certificate of Designations, Preferences and Rights of the Series D Convertible Preferred Stock of Mitesco, Inc.	8-K	3.1	10/22/2021	
4.1	Promissory Note in the principal amount of $750,000 dated March 17, 2022	8-K	4.1	03/24/2022	
4.2	Promissory Note in the principal amount of $235,294 dated March 18, 2022	8-K	4.2	03/24/2022	

		Form Type	Exhibit Number	Date Filed	Filed Herewith
10.1	Promissory Note between the Company and Michael C. Howe Living Trust, dated December 30, 2021	8-K	10.1	01/05/2022	
10.2	Debt for Equity Exchange Agreement between the Company and Gardner Builders Holdings, LLC, dated January 7, 2022	8-K	10.1	02/02/2022	
10.3	Form of Promissory Note and Form of Warrant Agreement	8-K	10.1	02/17/2022	
10.4	Employment Agreement for Ms. Finnegan Dated January 12, 2022	8-K	10.1	03/03/2022	
10.5	Securities Purchase Agreement, between Mitesco, Inc. and AJB Capital Investments, LLC, dated March 18, 2022	8-K	10.1	03/24/2022	
10.6	Common Stock Purchase Warrant dated March 17, 2022	8-K	10.2	03/24/2022	
31.1	Certification by the Principal Executive Officer of the Registrant pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				X
31.2	Certification by the Principal Financial Officer of the Registrant pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of				X
32.1	Certification by the Principal Executive Officer and Principal Financial Officer of the Registrant pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
32.2	Certification by the Principal Financial Officer of the Registrant pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
99.1	Investor Presentation	8-K	99.3	03/03/2022	
101.INS	INLINE XBRL INSTANCE DOCUMENT				
101.SCH	INLINE XBRL TAXONOMY EXTENSION SCHEMA				
101.CAL	INLINE XBRL TAXONOMY EXTENSION CALCULATION LINKBASE				
101.DEF	INLINE XBRL TAXONOMY EXTENSION DEFINITION LINKBASE				
101.LAB	INLINE XBRL TAXONOMY EXTENSION LABEL LINKBASE				
101.PRE	INLINE XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE				
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)				
#	Management contract or compensatory plan or arrangement required to be identified pursuant to Item 15(a)(3) of this report.				

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Quarterly Report on Form 10-Q for the period ended September 30, 2022, to be signed on its behalf by the undersigned, thereunto duly authorized.

MITESCO, INC.

Dated: November 14, 2022	By:	/s/ Thomas Brodmerkel
		Thomas Brodmerkel
		Chief Financial Officer and Principal Financial Officer

EXHIBIT 31.1

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

I, Lawrence Diamond, certify that:

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

2. Based on my knowledge, this annual 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 annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual report;

4. I am 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 annual 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 annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and

d) Disclosed in this annual 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. 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, 2022

/s/ Lawrence Diamond
Lawrence Diamond
Chief Executive Officer and Principal Executive Officer

EXHIBIT 31.2

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

I, Thomas Brodmerkel, certify that:

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

2. Based on my knowledge, this annual 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 annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual report;

4. I am 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 annual 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 annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and

d) Disclosed in this annual 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. 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, 2022

/s/ Thomas Brodmerkel
Thomas Brodmerkel
Chief Financial Officer and Principal Financial Officer

EXHIBIT 32.1

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

In connection with the quarterly report of Mitesco, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2022, as filed with the Securities and Exchange Commission on the date hereof, I, Lawrence Diamond, Chief Executive Officer and Director of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The quarterly report on Form 10-Q fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Date: November 14, 2022

/s/ Lawrence Diamond
Lawrence Diamond
Chief Executive Officer and Principal Executive Officer

EXHIBIT 32.2

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

In connection with the quarterly report of Mitesco, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2022, as filed with the Securities and Exchange Commission on the date hereof, I, Thomas Brodmerkel, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The quarterly report on Form 10-Q fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Date: November 14, 2022

/s/ Thomas Brodmerkel
Thomas Brodmerkel
Chief Financial Officer and Principal Financial Officer