

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

Form 10-Q

(Mark One)

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

For the quarterly period ended 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: 001-35824

Professional Diversity Network, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware

*(State or Other Jurisdiction of
Incorporation or Organization)*

80-0900177

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

55 E. Monroe Street, Suite 2120

Chicago, Illinois

(Address of Principal Executive Offices)

60603

(Zip Code)

(312) 614-0950

(Registrant's telephone number, including area code)

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

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value per share	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

There were 18,409,281 shares outstanding of the registrant's common stock as of November 14, 2022.

Note Regarding Forward-Looking Statements

This Quarterly Report contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements concern expectations, beliefs, projections, plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. Specifically, this Quarterly Report contains forward-looking statements regarding:

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

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

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

The foregoing list of important factors may not include all such factors. You should consult other disclosures made by the Company (such as in our other filings with the Securities and Exchange Commission (“SEC”) or in company press releases) for additional factors, risks and uncertainties that may cause actual results to differ materially from those projected by the Company. Please refer to Part I, Item 1A, “Risk Factors” of our 2021 Annual Report for additional information regarding factors that could affect our results of operations, financial condition and cash flow. You should consider these factors, risks and uncertainties when evaluating any forward-looking statements and you should not place undue reliance on any forward-looking statement. Forward-looking statements represent our views as of the date of this Quarterly Report, and we undertake no obligation to update any forward-looking statement to reflect the impact of circumstances or events that arise after the date of this Quarterly Report.

PROFESSIONAL DIVERSITY NETWORK, INC.

FORM 10-Q
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2022

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Item 1. FINANCIAL STATEMENTS

Professional Diversity Network, Inc. and Subsidiaries
CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)

	September 30, 2022 (Unaudited)	December 31, 2021
Current Assets:		
Cash and cash equivalents	\$ 1,462,958	\$ 3,402,697
Accounts receivable, net	896,307	1,389,112
Other receivables	350,252	350,000
Prepaid expense and other current assets	728,096	450,784
Current assets from discontinued operations	4,600	4,600
Total current assets	3,442,213	5,597,193
Property and equipment, net	35,852	29,040
Capitalized technology, net	44,530	43,038
Goodwill	1,274,785	1,274,785
Intangible assets, net	244,482	968,281
Right-of-use assets	381,311	427,652
Merchant reserve	30,849	380,849
Security deposits	66,340	66,340
Long-term investments	1,350,000	-
Long-term assets from discontinued operations	197,201	197,595
Total assets	\$ 7,067,563	\$ 8,984,773
Current Liabilities:		
Accounts payable	\$ 417,225	\$ 248,595
Accrued expenses	1,122,274	1,878,415
Deferred revenue	1,678,890	2,149,885
Stock to be issued	-	400,000
Lease liability, current portion	91,387	81,825
Current liabilities from discontinued operations	483,841	420,850
Total current liabilities	3,793,617	5,179,570
Lease liability, non-current portion	372,208	434,938
Other long-term liabilities	100,000	100,000
Deferred tax liability	120,707	162,360
Total liabilities	4,386,532	5,876,868
Commitments and contingencies	-	-
Stockholders' Equity		
Common stock, \$0.01 par value; 45,000,000 shares authorized, 18,989,165 shares and 16,068,300 shares issued as of September 30, 2022 and December 31, 2021, and 18,409,281 and 16,067,252 shares outstanding as of September 30, 2022 and December 31, 2021.	184,093	160,673
Additional paid in capital	100,606,407	98,440,172
Accumulated other comprehensive (loss) income	(14,604)	6,565
Accumulated deficit	(97,351,520)	(95,779,817)
Treasury stock, at cost; 579,884 shares at September 30, 2022 and 1,048 shares at December 31, 2021	(552,562)	(37,117)
Total Professional Diversity Network, Inc. stockholders' equity	2,871,814	2,790,476
Noncontrolling interest	(190,783)	317,429
Total stockholders' equity	2,681,031	3,107,905
Total liabilities and stockholders' equity	\$ 7,067,563	\$ 8,984,773

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

Professional Diversity Network, Inc. and Subsidiaries
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS (Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Revenues:				
Membership fees and related services	\$ 152,462	\$ 240,048	509,906	764,470
Recruitment services	1,165,213	1,368,440	3,839,608	3,695,205
Product sales and other	757,492	19,010	1,882,452	19,010
Consumer advertising and marketing solutions	39,328	55,517	130,916	149,347
Total revenues	2,114,495	1,683,015	6,362,882	4,628,032
Costs and expenses:				
Cost of revenues	1,228,542	346,525	3,022,657	867,726
Sales and marketing	759,885	525,820	2,179,136	1,826,319
General and administrative	1,003,956	873,504	2,468,934	3,303,143
Depreciation and amortization	232,748	29,668	746,057	88,351
Total costs and expenses	3,225,131	1,775,517	8,416,784	6,085,539
Loss from continuing operations	(1,110,636)	(92,502)	(2,053,902)	(1,457,507)
Other income (expense)				
Interest and other income	(10,083)	2,393	(19,519)	5,128
Other income (expense), net	(10,083)	2,393	(19,519)	5,128
Loss before income tax expense (benefit)	(1,120,719)	(90,109)	(2,073,421)	(1,452,379)
Income tax expense (benefit)	(25,479)	(1,724)	(35,720)	(18,767)
Loss from continuing operations, net of tax	(1,095,240)	(88,385)	(2,037,701)	(1,433,612)
Loss from discontinued operations	(13,319)	(10,714)	(42,213)	(71,800)
Net loss including non-controlling interests	\$ (1,108,559)	\$ (99,099)	(2,079,914)	(1,505,412)
Net loss attributable to non-controlling interests	149,059	18,537	508,212	18,537
Net loss attributable to Professional Diversity Network, Inc.	\$ (959,500)	\$ (80,562)	(1,571,702)	(1,486,875)
Other comprehensive loss, net of tax:				
Net loss attributable to Professional Diversity Network, Inc.	\$ (959,500)	\$ (80,562)	(1,571,702)	(1,486,875)
Foreign currency translation adjustments	(10,787)	(799)	(21,169)	(289,452)
Comprehensive loss, net of tax	\$ (970,287)	\$ (81,361)	(1,592,871)	(1,776,327)
Loss per share attributable to Professional Diversity Network, Inc., basic and diluted:				
Continuing operations	\$ (0.07)	\$ (0.01)	(0.13)	(0.10)
Discontinued operations	\$ -	\$ -	-	(0.01)
Net loss attributable to Professional Diversity Network, Inc.	\$ (0.07)	\$ (0.01)	(0.13)	(0.11)
Weighted average shares outstanding:				
Basic and diluted	16,922,988	15,115,167	16,390,563	13,830,777

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

Professional Diversity Network, Inc. and Subsidiaries
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (Unaudited)

	Common Stock		Additional Paid in Capital	Accumulated Deficit	Treasury Stock		Other Comprehensive Income (Loss)	Noncontrolling Interests in Subsidiary	Total Stockholders' Equity
	Shares	Amount			Shares	Amount			
Balance at January 1, 2022	16,067,252	\$ 160,673	\$ 98,440,172	\$ (95,779,818)	1,048	\$ (37,117)	\$ 6,565	\$ 317,429	\$ 3,107,905
Issuance of common stock	2,006,504	20,065	1,729,935	-	-	-	-	-	1,750,000
Share-based compensation	335,525	3,355	436,300	-	-	-	-	-	439,655
Stock Buyback Plan	-	-	-	-	579,884	(515,445)	-	-	(515,445)
Translation adjustments	-	-	-	-	-	-	(21,169)	-	(21,169)
Net loss	-	-	-	(1,571,702)	-	-	-	(508,212)	(2,079,914)
Balance at September 30, 2022	18,409,281	\$ 184,093	\$ 100,606,407	\$ (97,351,520)	580,932	\$ (552,562)	\$ (14,604)	\$ (190,783)	2,681,031

	Common Stock		Additional Paid in Capital	Accumulated Deficit	Treasury Stock		Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests in Subsidiary	Total Stockholders' Equity
	Shares	Amount			Shares	Amount			
Balance at January 1, 2021	12,819,843	\$ 128,198	\$ 95,985,080	\$ (93,022,835)	1,048	\$ (37,117)	\$ 292,506	\$ -	\$ 3,345,832
Sale of common stock	2,919,355	29,194	4,249,256	-	-	-	-	-	4,278,451
Issuance of common stock	279,054	2,791	163,709	-	-	-	-	-	166,500
Share-based compensation	-	-	435,915	-	-	-	-	-	435,915
Adjustment from discontinued operations	-	-	(2,591,724)	-	-	-	-	-	(2,591,724)
Noncontrolling interest in subsidiary	-	-	-	-	-	-	-	510,184	510,184
Translation adjustments	-	-	-	-	-	-	(289,452)	-	(289,452)
Net loss	-	-	-	(1,486,875)	-	-	-	(18,537)	(1,505,412)
Balance at September 30, 2021	16,018,252	\$ 160,183	\$ 98,242,246	\$ (94,509,710)	1,048	\$ (37,117)	\$ 3,054	\$ 491,647	4,350,293

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

Professional Diversity Network, Inc. and Subsidiaries
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

	Nine Months Ended September 30,	
	2022	2021
Cash flows from operating activities:		
Loss from continuing operations	\$ (2,037,701)	\$ (1,433,612)
Adjustments to reconcile net loss from continuing operations to net cash used in operating activities - continuing operations:		
Depreciation and amortization	746,057	88,351
Deferred tax benefit	(35,720)	(18,347)
Amortization of right-of-use asset	(6,827)	68,540
Stock-based compensation expense	439,655	435,914
Litigation settlement reserve	(908,564)	75,000
Reduction of merchant reserve	350,000	380,000
Changes in operating assets and liabilities, net of effects of discontinued operations:		
Accounts receivable	492,553	(379,828)
Prepaid expenses and other current assets	(277,312)	103,263
Incremental direct costs	-	10,845
Accounts payable	168,630	(441,603)
Accrued expenses	146,490	(150,649)
Deferred revenue	(470,995)	102,381
Net cash used in operating activities - continuing operations	(1,393,734)	(1,159,745)
Net cash used in operating activities - discontinued operations	(5,633)	(33,443)
Net cash used in operating activities	(1,399,367)	(1,193,188)
Cash flows from investing activities:		
Costs incurred to develop technology	(17,085)	(28,663)
Purchases of property and equipment	(13,477)	(37,282)
Payments for investment deposits	-	(350,000)
Acquisition of equity interest in RemoteMore USA, Inc.	-	(863,333)
Net cash used in investing activities	(30,562)	(1,279,278)
Cash flows from financing activities:		
Proceeds from the sale of common stock	-	4,444,950
Repurchases of common stock	(515,445)	-
Net cash (used in) provided by financing activities	(515,445)	4,444,950
Effect of exchange rate fluctuations on cash and cash equivalents	5,635	2,420
Net (decrease) increase in cash and cash equivalents	(1,939,739)	1,974,904
Cash, cash equivalents, beginning of period	3,402,697	2,117,569
Cash and cash equivalents, end of period	1,462,958	4,092,473
Supplemental disclosures of other cash flow information:		
Cash paid for income taxes	\$ -	\$ -

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

Professional Diversity Network, Inc. and Subsidiaries
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. Basis of Presentation and Description of Business

The accompanying condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”) pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) for interim financial information. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. The accompanying condensed consolidated financial statements include all adjustments, which consist of normal recurring adjustments and transactions or events discretely impacting the interim periods, considered necessary by management to fairly state our results of operations, financial position and cash flows. The operating results for interim periods are not necessarily indicative of results that may be expected for any other interim period or for the full year. These condensed consolidated financial statements should be read in conjunction with the audited condensed consolidated financial statements and notes thereto included in our 2021 Form 10-K.

Professional Diversity Network, Inc. (“the Company”, “PDN, Inc.”, “we,” “our,” or “us,”) is both the operator of the Professional Diversity Network (the “PDN Network,” or the “Professional Diversity Network”) and a holding company for NAPW, Inc., a wholly-owned subsidiary of the Company and the operator of the National Association of Professional Women (the “NAPW Network” or “NAPW”). The PDN Network operates online professional networking communities with career resources specifically tailored to the needs of different diverse cultural groups including: Women, Hispanic-Americans, African-Americans, Asian-Americans, Disabled, Military Professionals, Lesbians, Gay, Bisexual, Transgender and Queer (LGBTQ+). The networks’ purposes, among others, are to assist its registered users in their efforts to connect with like-minded individuals, identify career opportunities within the network and connect with prospective employers. The Company’s technology platform is integral to the operation of its business. In addition, PDN, Inc. owns 45.62% of RemoteMore USA, Inc. (“RemoteMore USA” or “RemoteMore”). Due to having significant influence in its guidance and operations, the Company consolidates RemoteMore USA’s operations into its condensed consolidated financial statements.

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

RemoteMore USA is an innovative, global entity that provides remote-hiring marketplace services for developers and companies. RemoteMore connects companies with reliable, cost-efficient, vetted developers, and empowers software developers to find meaningful jobs regardless of their location.

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

2. Going Concern and Management’s Plans

At September 30, 2022, the Company’s principal sources of liquidity were its cash and cash equivalents.

The Company had an accumulated deficit of \$(97,351,520) at September 30, 2022. During the three and nine months ended September 30, 2022, the Company generated a loss from continuing operations, net of tax, of \$(1,095,240) and \$(2,037,701). During the nine months ended September 30, 2022, the Company used cash in continuing operations of \$1,393,734. At September 30, 2022, the Company had a cash balance of \$1,462,958. Total revenues were approximately \$6,363,000 and \$4,628,000 for the nine months ended September 30, 2022 and 2021. Total revenues were approximately \$2,114,000 and \$1,683,000 for the three months ended September 30, 2022 and 2021. The Company had a working capital surplus from continuing operations of approximately \$128,000 and \$834,000 at September 30, 2022 and December 31, 2021. These conditions raise substantial doubt about its ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company’s ability to further implement its business plan, raise capital, and generate revenues. The condensed consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Management believes that its available cash on hand and cash flow from operations should be sufficient to meet our working capital requirements for the fiscal period ending December 31, 2022, however in order to accomplish our business plan objectives, the Company will need to continue its cost reduction efforts, increase revenues, and raise capital through the issuance of common stock, or through a strategic merger or acquisition. There can be no assurances that our business plans and actions will be successful, that we will generate anticipated revenues, or that unforeseen circumstances will not require additional funding sources in the future or require an acceleration of plans to conserve liquidity. Future efforts to improve liquidity through the issuance of our common stock may not be successful, or if available, they may not be available on acceptable terms.

3. Summary of Significant Accounting Policies

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

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

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

Principles of Consolidation - The accompanying condensed consolidated financial statements include the accounts of the Company, its wholly-owned subsidiaries, and non-wholly-owned subsidiaries that require consolidation per GAAP. All significant intercompany balances and transactions have been eliminated in consolidation.

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

Accounts Receivable - Accounts receivable represent receivables generated from fees earned from customers and advertising revenue. The Company's policy is to reserve for uncollectible accounts based on its best estimate of the amount of probable credit losses in its existing accounts receivable. The Company periodically reviews its accounts receivable to determine whether an allowance for doubtful accounts is necessary based on an analysis of past due accounts and other factors that may indicate that the realization of an account may be in doubt. Account balances deemed to be uncollectible are charged to the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. As of September 30, 2022 and December 31, 2021, the allowance for doubtful accounts was approximately \$129,000 and \$247,000, respectively.

Other Receivables – Other receivables represents amounts that are owed to the Company that are not considered trade receivables. The Company periodically reviews its other receivables for credit risk to determine whether an allowance is necessary and other factors that may indicate that the realization of an account may be in doubt. Account balances deemed to be uncollectible are charged to the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. As of September 30, 2022 and December 31, 2021, the balance in other receivables as reported on the consolidated balance sheets was deemed collectible.

Property and Equipment - Property and equipment is stated at cost, including any cost to place the property into service, less accumulated depreciation. Depreciation is recorded on a straight-line basis over the estimated useful lives of the assets which currently range from three to five years. Leasehold improvements are amortized over the shorter of their estimated useful lives or the term of the lease. Maintenance, repairs and minor replacements are charged to operations as incurred; major replacements and betterments are capitalized. The cost of any assets sold or retired and related accumulated depreciation are removed from the accounts at the time of disposition, and any resulting profit or loss is reflected in income or expense for the period. Depreciation expense during the nine months ended September 30, 2022 and 2021 was approximately \$7,000 and \$24,000 and for three months ended September 30, 2022 and 2021 was approximately \$2,000 and \$6,000, and is recorded in depreciation and amortization expense in the accompanying condensed consolidated statements of operations.

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

On September 23, 2020, the Company entered into a new office lease agreement for its corporate headquarters. The office lease is for 4,902 square feet of office space and the lease term is for 84 months, commencing on October 1, 2020.

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

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

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

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

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

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

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

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

Discontinued Operations

China Operations

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

The Company also previously disclosed in the 2019 Form 10-K that the seizure of PDN China's assets had been lifted in March 2020. However, on April 22, 2021, the Company learned that RMB 18,841,064.15 (approximately \$2.9 million) had been seized from the PDN China Account by Longxu District Court of Wuzhou City in Guangxi Province to satisfy a judgment in favor of the plaintiffs in the Gatewang Case. On April 26, 2021, the Company concluded that the seizure of such cash assets was a material reduction of Company assets and was reflected in its condensed consolidated balance sheets subsequent to the occurrence.

The Company has asserted its claim to these funds as the genuine owner to the Chinese officials and asked for their return. The Company plans to pursue all possible legal alternatives to have these funds returned to the Company but such return is uncertain at this time.

All historical operating results for the Company's China operations are included in a loss from discontinued operations, net of tax, in the accompanying statements of operations. For the three and nine months ended September 30, 2022, loss from discontinued operations was approximately \$(13,000) and \$(42,000) as compared to a loss from discontinued operations of approximately \$(11,000) and \$(72,000) for the three and nine months ended September 30, 2021.

Assets and liabilities of China operations are included in current assets and long-term assets from discontinued operations, and current liabilities and long-term liabilities from discontinued operations. Current assets from discontinued operations were \$4,600, as of September 30, 2022 and December 31, 2021, respectively, and long-term assets from discontinued operations were \$197,201 at September 30, 2022, compared to \$197,595 as of December 31, 2021. As of September 30, 2022, current liabilities from discontinued operations were \$483,841, compared to \$420,850 as of December 31, 2021.

Operating Results of Discontinued Operations

The following table represents the components of operating results from discontinued operations, which are included in the statements of operations and comprehensive loss for the three and nine months ended September 30, 2022 and 2021, net of intercompany eliminations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Revenues	\$ -	\$ -	\$ -	\$ -
General, administrative and other expenses	(13,319)	(10,713)	(42,213)	(71,800)
Loss from discontinued operations before income tax	(13,319)	(10,713)	(42,213)	(71,800)
Income tax expense (benefit)	-	-	-	-
Net loss from discontinued operations	\$ (13,319)	\$ (10,713)	\$ (42,213)	\$ (71,800)

Advertising and Marketing Expenses – Advertising and marketing expenses are expensed as incurred or the first time the advertising takes place. The production costs of advertising are expensed the first time the advertising takes place. For the three and nine months ended September 30, 2022, the Company incurred advertising and marketing expenses of approximately \$347,000 and \$862,000, as compared to approximately \$198,000 and \$608,000 in the same periods of the fiscal 2021. These amounts are included in sales and marketing expenses in the accompanying statements of operations. At September 30, 2022 and December 31, 2021, there were no prepaid advertising expenses, recorded in the accompanying balance sheets.

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

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

ASC 740 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with ASC 740-20 and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. There were no unrecognized tax benefits as of September 30, 2022. The Company is currently not aware of any issues under review that could result in significant payments, accruals or material deviation from its position.

The Company may be subject to potential income tax examinations by federal or state authorities. These potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with federal and state tax laws. Management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months. Tax years that remain open for assessment for federal and state tax purposes include the years ended December 31, 2018 through 2021.

The Company's policy for recording interest and penalties associated with audits is to record such expense as a component of income tax expense. There were no amounts accrued for penalties or interest as of September 30, 2022.

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

Net Loss per Share - The Company computes basic net loss per share by dividing net loss available to common stockholders by the weighted average number of common shares outstanding for the period and excludes the effects of any potentially dilutive securities. Diluted earnings per share, if presented, would include the dilution that would occur upon the exercise or conversion of all potentially dilutive securities into common stock using the "treasury stock" and/or "if converted" methods as applicable. The computation of basic net loss per share for the three and nine months ended September 30, 2022 and 2021 excludes the potentially dilutive securities summarized in the table below because their inclusion would be anti-dilutive.

	As of September 30,	
	2022	2021
Warrants to purchase common stock	-	125,000
Stock options	46,126	26,126
Unvested restricted stock	138,228	159,524
Total dilutive securities	<u>184,354</u>	<u>310,650</u>

Reclassifications - Certain prior year amounts in the Consolidated Statements of Operations and Comprehensive Loss have been reclassified to conform with the current year presentation.

Recent Accounting Pronouncements

In June 2016, the FASB issued ASU 2016-13, Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. The main objective of this update is to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. To achieve this objective, the amendments in this update replace the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. For public business entities that are SEC filers that are Smaller Reporting Companies, the amendments in this update are effective for fiscal years beginning after January 2023, including interim periods within those fiscal years. The Company is currently evaluating the impact of adopting this new guidance on its financial position, results of operations, statement of comprehensive income, and cash flows, and will adopt the provisions of this statement in the first quarter of fiscal 2023.

4. Business Combinations

On September 20, 2021, the Company acquired a 45.62% interest in RemoteMore, a software developer recruiting company, for an estimated total purchase price of \$1,363,333, paying \$863,333 in cash and \$500,000 to be paid within one year, or until certain factors of the agreement are met. The acquisition is expected to significantly grow the Company's revenues and recruiting platform and also included bringing onboard Boris Krastev and Boris Borisov, the co-founders of RemoteMore.

The purchase price allocation as of the date of the acquisition was based on a detailed analysis about the fair value of assets acquired. No liabilities were assumed. The major classes of assets to which we have allocated the purchase price were as follows:

Goodwill	\$	935,334
Intangible assets		427,999
	\$	<u>1,363,333</u>

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

Intangible assets purchased in connection with the acquisition primarily represent contracts acquired, and to a lesser extent trademarks, and are reflected in the Company's consolidated balance sheets at gross amounts, net of accumulated amortization (see Note 7 – Intangible Assets).

Operations for RemoteMore are included in the Company's consolidated financial statements at gross amounts as the Company has significant influence in the way RemoteMore operates. The 54.38% interest retained by the seller are included in the Company's consolidated financial statements as noncontrolling interest. For the three and nine months ended September 30, 2022, RemoteMore generated consolidated amounts of approximately \$757,000 and \$1,882,000 of revenues and incurred approximately \$1,034,000 and \$2,802,000 of operating costs, inclusive of amortization expense associated with the aforementioned intangible assets of approximately \$205,000 and \$667,000, for a loss before income taxes of approximately \$277,000 and \$945,000, respectively. For the period September 20, 2021 (acquisition date) through September 31, 2021, RemoteMore generated consolidated amounts of approximately \$19,000 of revenues and incurred approximately \$53,000 of operating costs, for a loss before income taxes of approximately \$34,000.

RemoteMore was incorporated in December 2020 and did not begin operations until on or about July 1, 2021. From January 1, 2021, through the acquisition date of September 20, 2021, revenues and expenses would have been deemed immaterial to the Company's consolidated financial statements.

In February 2022, in connection with the September 2021 acquisition of the 45.62% interest in RemoteMore USA, Inc., and as a component of the aforementioned \$500,000 still to be paid, the Company issued 279,720 shares of its common stock, with a value of \$400,000, to the co-founders of RemoteMore. The Company still retains the option to purchase up to an additional 20% interest in RemoteMore for the remaining approximately \$100,000.

5. Revenue Recognition

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

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

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

The Company may have contracts where there is an extended timing difference between payment and the time when control of the goods or services is transferred to the customer.

Nature of Goods and Services

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

Recruitment Services

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

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

Membership Fees and Related Services

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

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

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

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

Contracted Software Development

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

Consumer Advertising and Marketing Solutions

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

Revenue Concentration

The Company is in an alliance with another company to build, host, and manage the Company's job boards and website. This alliance member also sells two of the Company's recruitment services products and bills customers, collects fees, and provides customer services. For the nine months ended September 30, 2022 and 2021, the Company recorded approximately 11.5% and 10.2% of its recruitment services revenue from this alliance sales relationship.

Disaggregation of revenue

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

Contract Balances

The Company's rights to consideration for work completed, but not billed at the reporting date, is classified as a receivable, as it has an unconditional right to payment or only conditional for the passage of time. The Company has no recorded contract assets as of September 30, 2022.

Consideration received in advance from customers is recorded as a contract liability, if a contract exists under ASC 606, until services are delivered or obligations are met and revenue is earned. Contract liability represents the excess of amounts invoiced over amounts recognized as revenues. Contract liabilities to be recognized in the succeeding twelve-month period are classified as current contract liabilities and the remaining amounts, if any, are classified as non-current contract liabilities. Contract liabilities of approximately \$1,679,000 are included in current deferred revenues, on the condensed consolidated balance sheets as of September 30, 2022. For the period ended September 30, 2022, we recognized revenue associated with contract liabilities of approximately \$1,315,000 that were included in the contract liabilities balance at the beginning of the period.

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

Transaction price allocated to the remaining performance obligations

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

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

6. Capitalized Technology

Capitalized Technology, net is as follows:

	<u>September 30, 2022</u>	<u>December 31, 2021</u>
Capitalized cost:		
Balance, beginning of period	\$ 43,038	\$ 25,867
Additional capitalized cost	17,085	49,970
Provision for amortization	(15,593)	(32,799)
Balance, end of period	<u>\$ 44,530</u>	<u>\$ 43,038</u>

For the three months ended September 30, 2022 and 2021, amortization expense was approximately \$6,100 and \$9,500, and was approximately \$15,600 and \$28,400 for the nine months ended September 30, 2022 and 2021, and is recorded in depreciation and amortization expense in the accompanying statements of operations.

7. Intangible Assets

Intangible assets, net was as follows:

<u>September 30, 2022</u>	<u>Useful Lives (Years)</u>	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Carrying Amount</u>
Long-lived intangible assets:				
Sales Process	10	\$ 2,130,956	\$ (1,978,541)	\$ 152,415
Paid Member Relationships	5	803,472	(803,472)	-
Member Lists	5	8,086,181	(8,086,181)	-
Developed Technology	3	648,000	(648,000)	-
Trade Name/Trademarks	4	442,500	(440,833)	1,667
Contracts acquired in RemoteMore acquisition	3-12 months	935,683	(935,683)	-
		<u>13,046,792</u>	<u>(12,892,710)</u>	<u>154,082</u>
Indefinite-lived intangible assets:				
Trade name				90,400
Intangible assets, net				<u>\$ 244,482</u>

<u>December 31, 2021</u>	<u>Useful Lives (Years)</u>	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Carrying Amount</u>
Long-lived intangible assets:				
Sales Process	10	\$ 2,130,956	\$ (1,921,386)	\$ 209,570
Paid Member Relationships	5	803,472	(803,472)	-
Member Lists	5	8,086,181	(8,086,181)	-
Developed Technology	3	648,000	(648,000)	-
Trade Name/Trademarks	4	442,500	(440,208)	2,292
Contracts acquired in RemoteMore acquisition	3-12 months	935,683	(269,664)	666,019
		<u>13,046,792</u>	<u>(12,168,911)</u>	<u>877,881</u>
Indefinite-lived intangible assets:				
Trade name				90,400
Intangible assets, net				<u>\$ 968,281</u>

As of September 30, 2022, estimated amortization expense in future fiscal years is summarized as follows:

Year ended December 31,	
Remaining of 2022	\$ 19,260
2023	77,041
2024	57,781
Net Carrying Amount	<u>\$ 154,082</u>

For the three months ended September 30, 2022 and 2021, amortization expense was approximately \$225,000 and \$19,000, and for the nine months ended September 30, 2022 and 2021 amortization expense was approximately \$724,000 and \$57,000, and is recorded in depreciation and amortization expense in the accompanying condensed consolidated statements of operations.

8. Long-term Investments

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

Upon the execution of the SPA, the Company purchased 65,700 issued ordinary shares of Koala Crypto Limited (“KCL”) from Seller, representing 9 percent of the total issued share capital of KCL, and in exchange, the Company issued 1,726,784 shares of its common stock to Seller in a private placement (the “Consideration Shares”). The Consideration Shares were valued at \$1,350,000 in the aggregate based on the volume weighted average price of the common stock of the Company for the 20 trading days immediately prior to the date of the SPA and is recorded in the condensed consolidated balance sheet as long-term investments.

Upon execution of the SPA, the Company, the Seller and KCL also entered into a Shareholders’ Agreement. The Shareholders’ Agreement imposes certain transfer restrictions on the Seller and the Company as shareholders of KCL, provides for certain governance and approval rights among the parties, and gives the Company a put option with respect to its investment in KCL in the event of a change of control of the Seller. At the same time, Alan Tak Wai Yau, an individual and the majority shareholder of Koala Capital Limited, which is the parent company of the Seller (“Koala Capital”), provided the Company with a share charge over 15 percent of the issued share capital of Koala Capital (the “Share Charge”) and Koala Capital provided the Company with a guaranty and indemnity (the “Guarantee”), which Share Charge and Guarantee were granted as security for a number of the Seller’s obligations as set forth therein, including obtaining the lifting of the voluntary suspension of KCL’s virtual financial assets license by the Malta Financial Services Authority by December 31, 2022.

9. Commitments and Contingencies

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

As of September 30, 2022, right of use assets and related lease obligations were \$381,311 and \$463,595, as recorded on the Company’s condensed consolidated balance sheets.

Other - PDN China's bank account with a balance of approximately \$195,000, at September 30, 2022, was frozen by Guangzhou Police due to the Gatewang Case. The Company has classified this entire cash balance as a long-term asset presented in discontinued operations (see Note 3 - Summary of Significant Accounting Policies – Discontinued Operations).

Legal Proceedings

The Company and its wholly owned subsidiary, NAPW, Inc., are parties to a proceeding captioned Deborah Bayne, et al. vs. NAPW, Inc. and Professional Diversity Network, Inc., No. 18-cv-3591 (E.D.N.Y.), filed on June 20, 2018, and alleging violations of the Fair Labor Standards Act and certain provisions of the New York Labor Law. Plaintiffs are seeking monetary damages and equitable relief. The Company disputes that it or its subsidiary violated the applicable laws or that either entity has any liability and intends to vigorously defend against these claims. The matter is in the final stages of discovery, and we have completed depositions of relevant witnesses. During the first quarter of 2020, the Company recorded a \$450,000 litigation settlement reserve in the event of an unfavorable outcome in this proceeding. In November 2020, both parties entered into mediation proceedings, but a settlement was not reached. While the COVID-19 pandemic has caused delays to the litigation, it is expected that these delays will decrease as the disruption caused by the pandemic subsides.

General Legal Matters

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

10. CFL Transaction

On August 12, 2016, the Company entered into a stock purchase agreement (the “Purchase Agreement”), with CFL, a Republic of Seychelles company wholly-owned by a group of Chinese investors. Pursuant to the Purchase Agreement, the Company agreed to issue and sell to CFL, and CFL agreed to purchase, upon the terms and subject to the conditions set forth in the Purchase Agreement, a number of shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), such that CFL would hold shares of Common Stock equal to approximately 51% of the outstanding shares of Common Stock, determined on a fully-diluted basis, after giving effect to the consummation of the transactions contemplated by the Purchase Agreement.

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

As of September 30, 2022, CFL beneficially holds shares of the Company’s outstanding Common Stock equal to approximately 27.9%. The decrease in CFL’s percentage of the Company’s total outstanding common stock is a result of dilution from other equity offerings.

11. Stockholders’ Equity

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

Common Stock – The Company has one class of common stock outstanding with a total number of shares authorized of 45,000,000. As of September 30, 2022, the Company had 18,409,281 shares of common stock outstanding.

In February 2022, in connection with the September 2021 acquisition of the 45.62% interest in RemoteMore USA, Inc., and as a component of the \$500,000 to be paid within one year, the Company issued 279,720 shares of its common stock, with a value of \$400,000, to the co-founders of RemoteMore (see Note 4 – Business Combinations).

In September 2022, in connection with the acquisition of a 9% interest in Koala Crypto Limited the Company issued 1,726,784 shares of its common stock to Seller in a private placement (the “Consideration Shares”). The Consideration Shares were valued at \$1,350,000 (see Note 8 – Long-term Investments).

Stock Buyback Plan – The Company has a share repurchase program (“Stock Buyback Plan”) under which it is authorized to purchase up to \$2.0 million of its outstanding common shares. The timing and amount of any shares repurchased under the Stock Buyback Plan will depend on a variety of factors, including price, corporate and regulatory requirements, capital availability and other market conditions. The Stock Purchase Plan may be suspended or discontinued at any time without prior notice. Repurchases may also be made under a plan meeting the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, which would permit shares to be repurchased when the Company might otherwise be precluded from doing so under insider trading laws. Any repurchased shares will be available for use in connection with its stock plans and for other corporate purposes. No shares have been or will be knowingly purchased from Company insiders or their affiliates. Since inception of the Stock Buyback Plan through September 30, 2022, the Company has purchased 579,884 shares of its common shares, for a total of approximately \$515,000 at an average cost of approximately \$0.89 per share (excluding commissions). Transactions occurred in open market purchases and pursuant to a trading plan under Rule 10b5-1. At September 30, 2022, the Company has approximately \$1,485,000 repurchase authority remaining under the current Stock Buyback Plan.

12. Stock-Based Compensation

Equity Incentive Plans – The Company’s 2013 Equity Compensation Plan (the “2013 Plan”) was adopted for the purpose of providing equity incentives to employees, officers, directors and consultants including options, restricted stock, restricted stock units, stock appreciation rights, other equity awards, annual incentive awards and dividend equivalents. Through a series of amendments to the 2013 Plan, the number of authorized shares available for issuance of common stock under the Plan is 1,500,000 shares.

Stock Options

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

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

The following table summarizes the Company's stock option activity for the nine months ended September 30, 2022 and 2021:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in Years)	Aggregate Intrinsic Value
Outstanding - January 1, 2022	66,126	\$ 4.52	7.8	\$ -
Granted	-	-	-	-
Exercised	-	-	-	-
Forfeited	-	-	-	-
Outstanding - September 30, 2022	66,126	\$ 4.52	7.0	\$ -
Exercisable at September 30, 2022	46,126	\$ 5.57	6.3	\$ -

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in Years)	Aggregate Intrinsic Value
Outstanding - January 1, 2021	66,126	\$ 5.24	8.3	\$ -
Granted	30,000	2.10	9.7	-
Exercised	-	-	-	-
Forfeited	(30,000)	3.69	-	-
Outstanding - September 30, 2021	66,126	\$ 4.52	8.6	\$ -
Exercisable at September 30, 2021	36,126	\$ 6.53	6.6	\$ -

Total unrecognized stock-based compensation expense related to unvested stock options at September 30, 2022 was approximately \$18,500 and is expected to be recognized through the second quarter of 2024.

Warrants

As of September 30, 2022 and December 31, 2021, there were no warrants outstanding or exercisable.

Restricted Stock Units

As of September 30, 2022 and 2021, the following is a summary of restricted stock unit activity:

	Number of Shares
Outstanding - January 1, 2022	159,525
Granted	341,874
Forfeited	(27,646)
Vested	(335,525)
Outstanding - September 30, 2022	138,228

	Number of Shares
Outstanding - January 1, 2021	233,875
Granted	59,525
Forfeited	-
Vested	(133,875)
Outstanding - September 30, 2021	159,525

During the period ended September 30, 2022, the Company granted 27,646 restricted stock units (“RSUs”) to a newly appointed non-employee director as partial compensation for his service as a director. The aggregate grant date fair value of the combined awards amounted to approximately \$25,000. The RSU awards to the board members fully vest on the one-year anniversary after the date of grant. Also during the period ended September 30, 2022, 27,646 RSUs were forfeited due to a departure of a non-employee director.

In June 2022, the Company granted 138,228 RSUs to non-employee directors as partial compensation for their service as a director. The aggregate grant date fair value of the combined awards amounted to approximately \$125,000. The RSU award to board members fully vest on the one-year anniversary after the date of grant. The Company also granted 176,000 RSU’s to certain officers and managers with immediate vesting. The aggregate grant date fair value of the combined awards amounted to approximately \$159,000.

During the period ended September 30, 2020, the Company granted 300,000 RSUs to the Company’s Chief Executive Officer. The RSU award grant to the CEO vests 1/3 on the grant date and the remaining 2/3 vested equally on the annual grant date anniversary of the award over the remaining two years with the final vesting occurring in the period ended September 30, 2022. The aggregate grant date fair value of the combined awards amounted to approximately \$1,107,000.

The Company recorded non-cash stock-based compensation expense of \$439,655 and \$435,915 as a component of general and administrative expenses in the accompanying consolidated statements of operations for the nine months ended September 30, 2022 and 2021, respectively, pertaining to granting of restricted stock awards.

Total unrecognized stock-based compensation expense related to unvested restricted stock at September 30, 2022 was approximately \$84,000 and is expected to be recognized through the second quarter of 2023.

13. Income Taxes

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

During the three months ended September 30, 2022 and 2021, the Company recorded income tax benefit of \$25,479 and \$1,724, respectively. For the nine months ended September 30, 2022 and 2021, the Company recorded a benefit for income tax of \$35,720 and \$18,767. The increase in income tax benefit during the current three-month and nine-month periods, as compared to the same periods in the prior year, was primarily due to an increase in discrete tax items and changes in the Company’s net operating losses.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on consideration of these items, management has determined that enough uncertainty exists relative to the realization of the deferred income tax asset balances to warrant the application of a valuation allowance as of September 30, 2022. The valuation allowance at September 30, 2022 was approximately \$9,721,000. The net change in the valuation allowance during the nine months ended September 30, 2022 was an increase of approximately \$120,000.

14. Segment Information

The Company operates in the following segments: (i) PDN Network, (ii) NAPW Network, (iii) RemoteMore (beginning in September 2021) and (iv) Corporate Overhead. The financial results of China Operations have been reclassified from the Company's reportable segments to discontinued operations for all periods presented.

The following tables present key financial information related of the Company's reportable segments related to financial position as of September 30, 2022 and December 31, 2021 and results of operations for the three and nine months ended September 30, 2022 and 2021:

	Three Months Ended September 30, 2022				
	PDN Network	NAPW Network	RemoteMore	Corporate Overhead	Consolidated
Membership fees and related services	\$ -	\$ 152,462	\$ -	\$ -	\$ 152,462
Recruitment services	1,165,213	-	-	-	1,165,213
Contracted software development	-	-	757,492	-	757,492
Consumer advertising and marketing solutions	39,328	-	-	-	39,328
Total revenues	1,204,541	152,462	757,492	-	2,114,495
Income (loss) from continuing operations	(77,907)	(261,132)	(266,161)	(505,436)	(1,110,636)
Depreciation and amortization	7,475	19,597	205,676	-	232,748
Income tax expense (benefit)	(1,895)	(10,410)	-	(13,174)	(25,479)
Net income (loss) from continuing operations	(74,971)	(250,689)	(277,318)	(492,262)	(1,095,240)

	As of September 30, 2022				
Goodwill	\$ 339,451	\$ -	\$ 935,334	\$ -	\$ 1,274,785
Intangibles assets, net	90,400	152,415	1,667	-	244,482
Assets from continuing operations	6,577,544	504,675	(216,457)	-	6,865,762

	Three Months Ended September 30, 2021				
	PDN Network	NAPW Network	RemoteMore	Corporate Overhead	Consolidated
Membership fees and related services	\$ -	\$ 240,048	\$ -	\$ -	\$ 240,048
Recruitment services	1,368,440	-	-	-	1,368,440
Contracted software development	-	-	19,010	-	19,010
Consumer advertising and marketing solutions	55,517	-	-	-	55,517
Total revenues	1,423,957	240,048	19,010	-	1,683,015
Income (loss) from continuing operations	692,356	(167,696)	(34,488)	(582,674)	(92,502)
Depreciation and amortization	5,875	23,793	-	-	29,668
Income tax (benefit) expense	7,406	(2,276)	-	(6,854)	(1,724)
Net loss from continuing operations	687,343	(165,421)	(34,488)	(575,820)	(88,385)

	As of December 31, 2021				
Goodwill	\$ 339,451	\$ -	\$ 935,334	\$ -	\$ 1,274,785
Intangibles assets, net	90,400	209,570	668,311	-	968,281
Assets from continuing operations	7,596,499	684,881	501,198	-	8,782,578

	Nine Months Ended September 30, 2022				
	PDN Network	NAPW Network	RemoteMore	Corporate Overhead	Consolidated
Membership fees and related services	\$ -	\$ 509,906	\$ -	\$ -	\$ 509,906
Recruitment services	3,839,608	-	-	-	3,839,608
Contracted software development	-	-	1,882,452	-	1,882,452
Consumer advertising and marketing solutions	130,916	-	-	-	130,916
Total revenues	3,970,524	509,906	1,882,452	-	6,362,882
Income (loss) from continuing operations	372,156	257,213	(919,883)	(1,763,388)	(2,053,902)
Depreciation and amortization	20,589	58,556	666,912	-	746,057
Income tax expense (benefit)	15,983	(4,769)	-	(46,934)	(35,720)
Net income (loss) from continuing operations	361,489	262,192	(944,928)	(1,716,454)	(2,037,701)

	Nine Months Ended September 30, 2021				
	PDN Network	Other	RemoteMore	Corporate Overhead	Consolidated
Membership fees and related services	\$ -	\$ 764,470	\$ -	\$ -	\$ 764,470
Recruitment services	3,695,205	-	-	-	3,695,205
Contracted software development	-	-	19,010	-	19,010
Consumer advertising and marketing solutions	149,347	-	-	-	149,347
Total revenues	3,844,552	764,470	19,010	-	4,628,032
Income (loss) from continuing operations	1,298,391	(585,575)	(34,488)	(2,135,833)	(1,457,507)
Depreciation and amortization	9,472	78,879	-	-	88,351
Income tax expense (benefit)	16,837	(8,011)	-	(27,593)	(18,767)
Net income (loss) from continuing operations	1,286,681	(577,565)	(34,488)	(2,108,240)	(1,433,612)

15. Subsequent Events

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

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

Basis of Presentation

This MD&A should be read in conjunction with the accompanying condensed consolidated financial statements and the notes thereto, and the audited consolidated financial statements and notes thereto included in our 2021 Form 10-K.

Forward-looking statements in this MD&A are not guarantees of future performance and may involve risks and uncertainties that could cause actual results to differ materially from those projected. Refer to the "Note Regarding Forward-Looking Statements" section of this Quarterly Report on Form 10-Q and Item 1A. Risk Factors of our 2021 Form 10-K for a discussion of these risks and uncertainties.

Overview

We are an operator of professional networks with a focus on diversity, employment, education and training. We use the term "diversity" (or "diverse") to describe communities, or "affinities," that are distinct based on a wide array of criteria, including ethnic, national, cultural, racial, religious or gender classification. We serve a variety of such communities, including Women, Hispanic-Americans, African-Americans, Asian-Americans, Disabled, Military Professionals, and Lesbian, Gay, Bisexual and Transgender (LGBTQ+).

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

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

- Helping employers address their workforce diversity needs by connecting them with the right candidates from our diverse job seeking communities such as African Americans, Hispanics, Asians, Veterans, individuals with disabilities and members of the LGBTQ+ community (with the ability to roll out to our other affinities);
- Providing a robust online and in-person network for our women members to make professional and personal connections; and
- Connecting companies with reliable, cost-efficient developers to meet their software needs.

Impact of COVID-19

The COVID-19 pandemic has negatively impacted the global economy, disrupted consumer spending and global supply chains and created significant volatility and disruption of financial markets. The COVID-19 pandemic impacted our ability to host in-person events associated with our NAPW Network and we had to use alternative methods such as virtual events to conduct our events. In October 2022, the NAPW network held a hybrid event that consisted of both in-person and virtual participants. In 2023, the NAPW network plans on continuing to hold hybrid events, where applicable.

The extent of the impact of the COVID-19 pandemic, including our ability to execute our business strategies as planned, will depend on future developments, including the duration and severity of the pandemic, which are highly uncertain and cannot be predicted, and may have an adverse effect on our business and financial performance.

In response to mandates and recommendations from federal, state and local authorities, as well as decisions we have made to protect the health and safety of our employees with respect to the COVID-19 pandemic, we temporarily closed our offices and had our employees work remotely. We reopened our offices on April 4, 2022, with a hybrid work schedule. We may face more closure requirements and other operation restrictions for prolonged periods of time due to, among other factors, evolving and stringent public health directives, quarantine policies, social distancing measures, or other governmental restrictions, which could have a further material impact on our sales and profits. The COVID-19 pandemic could also adversely affect our liquidity and ability to access the capital markets. Uncertainty regarding the duration of the COVID-19 pandemic may adversely impact our ability to raise additional capital, or require additional capital, or require additional reductions in capital expenditures that are otherwise needed to implement our strategies.

Sources of Revenue

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

	Nine Months Ended September 30,	
	2022	2021
Revenues:		
Membership fees and related services	8.0%	16.4%
Recruitment services	60.3%	79.9%
Contracted software development	29.6%	0.5%
Consumer advertising and marketing solutions	2.1%	3.2%

Membership Fees and Related Services. We offer paid membership subscriptions through our NAPW Network, a women-only professional networking organization, operated by our wholly-owned subsidiary. Members gain access to networking opportunities through a members-only website at www.iawomen.com and “virtual” events which occur in a webcast setting as well as through in-person networking at approximately 100 local chapters nationwide, additional career and networking events such as the National Networking Summit Series, Power Networking Events and the PDN Network events. NAPW members also receive ancillary (non-networking) benefits such as educational discounts, shopping, and other membership perks. The basic package is the Initiator level, which provides online benefits only. Upgrades to an Innovator membership include the Initiator benefits as well as membership in local chapters, and access to live in-person events. The most comprehensive level, the Influencer, provides all the aforementioned benefits plus admission to exclusive “live” events and expanded opportunities for marketing and promotion, including the creation and distribution of a press release, which is prepared by professional writers and sent over major newswires. Additionally, all memberships offer educational programs with discounts or at no cost, based on the membership level. NAPW Membership is renewable and fees are payable on an annual or monthly basis, with the first fee payable at the commencement of the membership. We offer to new purchasers of our NAPW memberships the opportunity to purchase a commemorative wall plaque at the time of purchase. They may purchase up to two plaques at that time.

Recruitment Services. We provide recruitment services through PDN Network to medium and large employers seeking to diversify their employment ranks. Our recruitment services include recruitment advertising, job postings, contingent search and hiring, and career fairs. The majority of recruitment services revenue comes from job recruitment advertising. We also offer to businesses subject to the regulations and requirements of the Equal Employment Opportunity Office of Federal Contract Compliance Program (“OFCCP”) our OFCCP compliance product, which combines diversity recruitment advertising with job postings and compliance services.

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

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

Cost of Revenue

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

	Nine Months Ended September 30,	
	2022	2021
Cost of revenues:		
PDN Network	37.2%	86.1%
NAPW Network	7.4%	13.9%
RemoteMore	55.4%	0.0%

Results of Operations

Revenues

Total Revenues

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

	Three Months Ended		Change	Change
	September 30			
	2022	2021	(Dollars)	(Percent)
	(in thousands)			
Revenues:				
Membership fees and related services	\$ 153	\$ 241	\$ (88)	(36.5)%
Recruitment services	1,166	1,368	(202)	(14.8)%
Contracted software development	757	19	738	3884.2 %
Consumer advertising and marketing solutions	39	55	(16)	(29.1)%
Total revenues	<u>\$ 2,115</u>	<u>\$ 1,683</u>	<u>\$ 432</u>	<u>25.7%</u>

Total revenues for the three months ended September 30, 2022 increased approximately \$432,000, or 25.7%, to approximately \$2,115,000 from approximately \$1,683,000 during the same period in the prior year. The increase was predominately attributable to approximately \$738,000 of contracted software development related to RemoteMore, as compared to the same period in the prior year. Partially offsetting the increase were decreases in the period in recruitment services revenues of approximately \$202,000 and an approximate \$88,000 decrease in membership fees and related services revenues, as compared to the same period in the prior year.

	Nine Months Ended		Change	Change
	September 30			
	2022	2021	(Dollars)	(Percent)
	(in thousands)			
Revenues:				
Membership fees and related services	\$ 510	\$ 765	\$ (255)	(33.3)%
Recruitment services	3,840	3,695	145	3.9 %
Contracted software development	1,882	19	1,863	9805.3 %
Consumer advertising and marketing solutions	131	149	(18)	(12.1)%
Total revenues	<u>\$ 6,363</u>	<u>\$ 4,628</u>	<u>\$ 1,735</u>	<u>37.5 %</u>

Total revenues for the nine months ended September 30, 2022 increased approximately \$1,735,000, or 37.5%, to approximately \$6,363,000 from approximately \$4,628,000 during the same period in the prior year. The increase was predominately attributable to an approximate \$1,863,000 of contracted software development related to RemoteMore, as compared to the same period in the prior year. Also contributing to the increase in the period was an increase in recruitment services revenues of approximately \$145,000, partially offset by an approximate \$255,000 decrease in membership fees and related services revenues, as compared to the same period in the prior year.

Revenues by Segment

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

	Three Months Ended September 30,		Change (Dollars)	Change (Percent)
	2022	2021		
	(in thousands)			
PDN Network	\$ 1,206	\$ 1,424	\$ (218)	(15.3)%
NAPW Network	152	240	(88)	(36.7)%
RemoteMore	757	19	738	3884.2 %
Total revenues	\$ 2,115	\$ 1,683	\$ 432	25.7 %

During the three months ended September 30, 2022, our PDN Network generated approximately \$1,206,000 in revenues compared to approximately \$1,424,000 in revenues during the three months ended September 30, 2021, a decrease of approximately \$218,000 or 15.3 percent. The decrease in revenues was primarily driven by event revenues of approximately \$117,000 due to there being 2 fewer local and 1 fewer national events as compared to the same period in the prior year, and approximately \$104,000 decline in other diversity recruitment initiatives by our clients.

During the three months ended September 30, 2022, NAPW Network revenues were approximately \$152,000, compared to revenues of approximately \$240,000 during the same period in the prior year, a decrease of approximately \$88,000 or 36.7 percent. The decrease in revenues was primarily due to an approximate \$75,000 decrease in renewal membership revenue and approximately \$30,000 in new member revenue, as compared to the same period in the prior year. We believe that the membership services that we provide to our customers continues to represent a discretionary spending item and the services that we provide were postponed by the consumer as a result of the financial and economic impact of COVID-19 and the current economy.

During the three months ended September 30, 2022, RemoteMore revenue was approximately \$757,000, compared to revenues of approximately \$19,000 during the same period in the prior year, an increase of approximately \$738,000. This is due to the current period having a full three months of operations versus the same period in 2021 which only had 10 days of operations from the acquisition date of September 20, 2021.

	Nine Months Ended September 30,		Change (Dollars)	Change (Percent)
	2022	2021		
	(in thousands)			
PDN Network	\$ 3,971	\$ 3,845	\$ 126	3.3 %
NAPW Network	510	764	(254)	(33.2)%
RemoteMore	1,882	19	1,863	9805.3 %
Total revenues	\$ 6,363	\$ 4,628	\$ 1,735	37.5 %

During the nine months ended September 30, 2022, our PDN Network generated approximately \$3,971,000 in revenues compared to approximately \$3,845,000 in revenues during the nine months ended September 30, 2021, an increase of approximately \$126,000 or 3.3 percent. The increase in revenues was primarily driven by job placement commissions of approximately \$163,000, slightly offset by the diversity recruitment initiatives of our clients of approximately \$37,000.

During the nine months ended September 30, 2022, NAPW Network revenues were approximately \$510,000, compared to revenues of approximately \$764,000 during the same period in the prior year, a decrease of approximately \$254,000 or 33.2 percent. The decrease in revenues was primarily due to an approximate \$204,000 decrease in renewal membership revenue and an approximate decrease of \$68,000 in new member revenue, as compared to the same period in the prior year. Partially offsetting the decrease was approximately \$18,000 related to other revenue.

During the nine months ended September 30, 2022, RemoteMore revenue was approximately \$1,882,000, compared to revenues of approximately \$19,000 during the same period in the prior year, an increase of approximately \$1,863,000. This is due to the current period having a full nine months of operations versus the same period in 2021 which only had 10 days of operations from the acquisition date of September 20, 2021.

Costs and Expenses

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

	Three Months Ended September 30,		Change (Dollars)	Change (Percent)
	2022	2021		
	(in thousands)			
Cost and expenses:				
Cost of revenues	\$ 1,229	\$ 347	\$ 882	254.2%
Sales and marketing	760	526	234	44.5%
General and administrative	1,003	873	130	15.0%
Depreciation and amortization	233	29	204	703.4%
Total pre-tax cost and expenses:	<u>\$ 3,225</u>	<u>\$ 1,775</u>	<u>\$ 1,450</u>	<u>81.8%</u>

	Nine Months Ended September 30,		Change (Dollars)	Change (Percent)
	2022	2021		
	(in thousands)			
Cost and expenses:				
Cost of revenues	\$ 3,023	\$ 868	\$ 2,155	248.3 %
Sales and marketing	2,179	1,826	353	19.3 %
General and administrative	2,469	3,303	(834)	(25.2)%
Depreciation and amortization	746	88	658	747.7 %
Total pre-tax cost and expenses:	<u>\$ 8,417</u>	<u>\$ 6,085</u>	<u>\$ 2,332</u>	<u>38.3 %</u>

Cost of revenues: Cost of revenues during the three months ended September 30, 2022 was approximately \$1,229,000, an increase of approximately \$882,000, or 254.2 percent, from approximately \$347,000 during the same period of the prior year. The increase was predominately attributed to approximately \$666,000 of contracted software development costs related to RemoteMore, for which there was no material comparable activity in the same period of the prior year. Also contributing to the increase was approximately \$216,000 of costs as a direct result of increased revenues.

Cost of revenues during the nine months ended September 30, 2022 was approximately \$3,023,000, an increase of approximately \$2,155,000, or 248.3 percent, from approximately \$868,000 during the same period of the prior year. The increase was predominately attributed to approximately \$1,675,000 of contracted software development costs related to RemoteMore, for which there was no material comparable activity in the same period of the prior year. Also contributing to the increase was approximately \$480,000 of costs as a direct result of increased revenues.

Sales and marketing expense: Sales and marketing expense during the three months ended September 30, 2022 was approximately \$760,000, an increase of approximately \$234,000, or 44.5 percent, from \$526,000 during the same period in the prior year.

Sales and marketing expense during the nine months ended September 30, 2022 was approximately \$2,179,000, an increase of approximately \$353,000, or 19.3 percent, from \$1,826,000 during the same period in the prior year.

General and administrative expense: General and administrative expenses increased by approximately \$130,000, or 15.0 percent, to approximately \$1,003,000 during the three months ended September 30, 2022, as compared to the same period in the prior year. The increase was predominately due to expenses related to RemoteMore of approximately \$79,000, \$58,000 in mergers and acquisition expenses, bad debt expense of \$48,000 and property rent costs of \$26,000, and various other purchased services of approximately \$17,000, as compared to the same period in the prior year. Offsetting the increase were decreases in share-based compensation of approximately \$92,000, and credit card fees of approximately \$22,000, primarily due to a change in credit card processors.

General and administrative expenses decreased by approximately \$834,000, or 25.2 percent, to approximately \$2,469,000 during the nine months ended September 30, 2022, as compared to the same period in the prior year. The decrease was predominately due to settlement of litigation resulting in a one-time, non-cash gain of approximately \$908,000, a result of reductions of comparable payroll related costs of approximately \$260,000, of which approximately \$58,000 related to discretionary incentive payments made in the prior year as compared to the current period, and \$54,000 related to credit card fees, primarily due to a change in credit card processors. Also contributing to the decrease were reductions in other legal expenses and litigation charges of \$193,000. Offsetting the reduction in expenses were increases in charges related to RemoteMore of approximately \$340,000, property rent costs of approximately \$79,000, various other general and administrative expenses of \$85,000, and accounting expenses of \$77,000.

Depreciation and amortization expense: Depreciation and amortization expense during the three months ended September 30, 2022 was approximately \$233,000, an increase of approximately \$204,000, compared to approximately \$29,000 during the same period in the prior year. The increase was primarily attributable to approximately \$205,000 of amortization expense related to RemoteMore's intangible assets, for which there were no comparable charges in the same period of the prior year, partially offset by assets and intangible assets reaching the end of their useful lives.

Depreciation and amortization expense during the nine months ended September 30, 2022 was approximately \$746,000, an increase of approximately \$658,000, compared to approximately \$88,000 during the same period in the prior year. The increase was primarily attributable to approximately \$667,000 of amortization expense related to RemoteMore's intangible assets, for which there were no comparable charges in the same period of the prior year, partially offset by assets and intangible assets reaching the end of their useful lives.

Costs and Expenses by Segment

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

	Three Months Ended September 30,		Change (Dollars)	Change (Percent)
	2022	2021		
	(in thousands)			
PDN Network	\$ 1,282	732	550	75.1 %
NAPW Network	414	408	6	1.5 %
RemoteMore	1,024	52	972	1869.2 %
Corporate Overhead	505	583	(78)	(13.4)%
Total costs and expenses:	\$ 3,225	\$ 1,775	\$ 1,450	81.7 %

	Nine Months Ended September 30,		Change	Change
	2022	2021	(Dollars)	(Percent)
	(in thousands)			
PDN Network	\$ 3,599	2,546	1,053	41.3 %
NAPW Network	253	1,350	(1,097)	(81.3)%
RemoteMore	2,802	53	2,749	5186.8 %
Corporate Overhead	1,763	2,136	(373)	(17.5)%
Total costs and expenses:	\$ 8,417	\$ 6,085	\$ 2,332	38.3 %

For the three months ended September 30, 2022, costs and expenses related to our PDN Network segment increased by approximately \$550,000, or 75.1%, as compared to the same period in the prior year. The increase is primarily as a result of increases of approximately \$246,000 of sales and marketing costs, general and administrative and other costs of approximately \$202,000, and approximately \$102,000 related to costs of revenues, as compared to the same period in the prior year.

For the nine months ended September 30, 2022, costs and expenses related to our PDN Network segment increased by approximately \$1,052,000, or 41.3%, as compared to the same period in the prior year. The increase is primarily as a result of approximately \$418,000 of sales and marketing costs driving the aforementioned increased revenues, general and administrative and other costs of approximately \$412,000, and approximately \$206,000 related to costs of revenues and as compared to the same period in the prior year.

For the three months ended September 30, 2022, costs and expenses related to the NAPW Network increased by approximately \$6,000, or 1.5 percent. The increase is primarily as result of approximately \$33,000 of sales and marketing costs and approximately \$29,000 related to costs of revenues, as compared to the same period in the prior year. Substantially offsetting the increase was a decrease in general and administrative and other costs of approximately \$51,000.

For the nine months ended September 30, 2022, costs and expenses related to the NAPW Network decreased by approximately \$1,097,000, or 81.3 percent. The decrease in the period is predominately due to settlement of litigation resulting in a one-time, non-cash gain of approximately \$908,000 and reductions of approximately \$234,000 of payroll related costs, predominately as a result of cost containment initiatives implemented in the prior year. Partially offsetting the decrease were increases of approximately \$104,000 in costs of revenues due to increased conference expenses and member benefits in an effort to increase future revenues, and approximately \$61,000 in sales and marketing costs, as compared to the same period in the prior year.

For the three months ended September 30, 2022, cost and expenses related to RemoteMore was approximately \$1,024,000, an increase of approximately \$972,000, as compared to the same period in the prior year, predominately consisting of contractor costs of approximately \$666,000, amortization of intangibles of approximately \$205,000, and other operating costs of approximately \$150,000, as compared to the same period of the prior year.

For the nine months ended September 30, 2022, cost and expenses related to RemoteMore was approximately \$2,802,000, an increase of approximately \$2,749,000, as compared to the same period in the prior year, predominately consisting of contractor costs of approximately \$1,675,000, amortization of intangibles of approximately \$667,000, and other operating costs of approximately \$460,000, as compared to the same period of the prior year.

For the three months ended September 30, 2022, costs and expenses related to Corporate Overhead decreased by approximately \$77,000, or 13.2 percent, as compared to the same period in the prior year. The reduction is primarily as a result of decreases in legal costs of approximately \$43,000, stock-based compensation costs of approximately \$92,000, and other miscellaneous state taxes and filing fees by approximately \$45,000. Partially offsetting the reductions were mergers and acquisitions costs of \$58,000, payroll related costs of approximately \$32,000, and other various costs of approximately \$13,000, as compared to the same period in the prior year.

For the nine months ended September 30, 2022, costs and expenses related to Corporate Overhead decreased by approximately \$373,000, or 17.5 percent, as compared to the same period in the prior year. The reduction is primarily as a result of decreases in legal expenses of approximately \$178,000, payroll related costs by approximately \$101,000, of which \$57,000 related to discretionary incentive payments made in the prior year for which there were no comparable charges in the current period, and other miscellaneous state taxes and filing fees by approximately \$191,000. Partially offsetting the reductions were professional and other services of approximately \$77,000, and other various costs of approximately \$20,000, as compared to the same period in the prior year.

Income Tax Benefit

	Three Months Ended September 30,		Change (Dollars)	Change (Percent)
	2022	2021		
	(in thousands)			
Income tax expense (benefit)	\$ (26)	\$ (2)	\$ (24)	1200.0%

	Nine Months Ended September 30,		Change (Dollars)	Change (Percent)
	2022	2021		
	(in thousands)			
Income tax expense (benefit)	\$ (36)	\$ (19)	\$ (17)	89.5%

During the three months ended September 30, 2022 and 2021, we recorded income tax benefits of approximately \$26,000 and \$2,000. The increase in income tax benefit during the current period was primarily due to changes in discrete tax items and in the Company's net operating losses.

During the nine months ended September 30, 2022 and 2021, we recorded income tax benefits of approximately \$36,000 and \$19,000. The increase in income tax benefit during the current period was primarily due to changes in discrete tax items and in the Company's net operating losses.

Net loss from Continuing Operations

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

	Three Months Ended September 30,		Change (Dollars)	Change (Percent)
	2022	2021		
	(in thousands)			
PDN Network	\$ (75)	688	(763)	(110.9)%
NAPW Network	(251)	(166)	(85)	(51.2)%
RemoteMore	(277)	(34)	(243)	(714.7)%
Corporate Overhead	(492)	(576)	84	14.6%
Consolidated net loss from continuing operations	\$ (1,095)	\$ (88)	\$ (1,007)	(1144.3)%

	Nine Months Ended September 30,		Change	Change
	2022	2021	(Dollars)	(Percent)
	(in thousands)			
PDN Network	\$ 361	1,287	(926)	(72.0)%
NAPW Network	262	(578)	840	145.3 %
RemoteMore	(945)	(34)	(911)	2679.4 %
Corporate Overhead	(1,716)	(2,108)	392	18.6 %
Consolidated net loss from continuing operations	<u>\$ (2,038)</u>	<u>\$ (1,433)</u>	<u>\$ (605)</u>	<u>(42.2)%</u>

Consolidated Net Loss from Continuing Operations. As the result of the factors discussed above, during the three months ended September 30, 2022, we incurred a net loss of approximately \$1,095,000 from continuing operations, an increase in the net loss of approximately \$1,007,000 or 1144.3 percent, compared to a net loss of approximately \$88,000 during the three months ended September 30, 2021. During the nine months ended September 30, 2022, we incurred a net loss of approximately \$2,038,000 from continuing operations, an increase in the net loss of approximately \$605,000 or 42.2 percent, compared to a net loss of approximately \$1,433,000 during the same period in the prior year.

Discontinued Operations

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

Operating Results of Discontinued Operations

The following table represents the components of operating results from discontinued operations, which are included in the statements of operations and comprehensive loss for the three and nine months ended September 30, 2022 and 2021:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
	(in thousands)		(in thousands)	
Revenues	\$ -	\$ -	-	-
General, administrative and other expenses	(13)	(11)	(42)	(72)
Loss from discontinued operations before income tax	(13)	(11)	(42)	(72)
Income tax expense (benefit)	-	-	-	-
Net loss from discontinued operations	<u>\$ (13)</u>	<u>\$ (11)</u>	<u>(42)</u>	<u>(72)</u>

Liquidity and Capital Resources

The following table summarizes our liquidity and capital resources as of September 30, 2022 and December 31, 2021:

	September 30, 2022	December 31, 2021
	(in thousands)	
Cash and cash equivalents	\$ 1,463	\$ 3,403
Working capital (deficiency)	\$ (351)	\$ 418

Our principal sources of liquidity are our cash and cash equivalents, including net proceeds from the issuances of common stock, if any. As of September 30, 2022, we had cash and cash equivalents of \$1,462,958 compared to cash and cash equivalents of \$3,402,697 at December 31, 2021. We had an accumulated deficit of \$(97,351,520) at September 30, 2022. During the nine months ended September 30, 2022, we generated a net loss from continuing operations of \$(2,037,701). During the nine months ended September 30, 2022, the Company used cash in continuing operations of \$1,393,734.

We continue to focus on our overall profitability by reducing operating and overhead expenses. We have continued to generate negative cash flows from operations, and we expect to incur net losses for the foreseeable future, especially considering the negative impact COVID-19, the global economic impacts of the Russian invasion of Ukraine and the recessionary and inflationary environments has had and may continue on our liquidity and financial position. These conditions raise substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is dependent on our ability to further implement our business plan, raise capital, and generate revenues. The condensed consolidated financial statements do not include any adjustments that might be necessary if we unable to continue as a going concern.

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

While we believe that our cash and cash equivalents at September 30, 2022 and cash flow from operations should be sufficient to meet our working capital requirements for the fiscal year ending December 31, 2022, beyond that time frame our available funds and cash flow from operations may not be sufficient to meet our working capital requirements without the need to increase revenues or raise capital by the issuance of common stock. There can be no assurances that our business plans and actions will be successful, that we will generate anticipated revenues, or that unforeseen circumstances similar to COVID-19 will not require additional funding sources in the future or require an acceleration of plans to conserve liquidity. Future efforts to raise additional funds may not be successful or they may not be available on acceptable terms, if at all.

Our PDN Network sells recruitment services to employers, generally on a 30-to-60-day period or a one-year contract basis. This revenue is also deferred and recognized over the period of the contract. Our payment terms for PDN Network customers range from 30 to 60 days. We consider the difference between the payment terms and payment receipts a result of transit time for invoice and payment processing and to date have not experienced any liquidity issues as a result of the payments extending past the specified terms. Our NAPW Network collects membership fees generally at the commencement of the membership term or at renewal periods thereafter. The memberships we sell are for one year and we defer recognition of the revenue from membership sales and renewals and recognize it ratably over the twelve-month period. We also offer monthly membership for IAW USA for which we collect a fee on a monthly basis. RemoteMore generates revenue by providing contracted programmers to assist customers with their software solutions through customized software development. Customers are charged for the period the work is performed and payment terms are typically net 10 days.

	Nine Months Ended September 30,	
	2022	2021
Cash provided by (used in) continued operations	(in thousands)	
Operating activities	\$ (1,394)	\$ (1,160)
Investing activities	(31)	(1,279)
Financing activities	(515)	4,445
Effect of exchange rate fluctuations on cash and cash equivalents	6	2
Cash provided by (used in) discontinued operations	(6)	(33)
Net increase (decrease) in cash and cash equivalents	<u>\$ (1,940)</u>	<u>\$ 1,975</u>

Cash and Cash Equivalents

The Company considers cash and cash equivalents to include all short-term, highly liquid investments that are readily convertible to known amounts of cash and have original maturities of three months or less and may consist of cash on deposit with banks and investments in money market funds, corporate and municipal debt and U.S. government and U.S. government agency securities. As of September 30, 2022 and December 31, 2021, cash and cash equivalents consisted of cash on deposit with banks and investments in money market funds.

Net Cash Used in Operating Activities

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

Net cash used in operating activities from continuing operations during the nine months ended September 30, 2021, was approximately \$1,160,000. We had a net loss of approximately \$1,435,000 during the nine months ended September 30, 2021, which included a stock-based compensation expense of approximately \$436,000, depreciation of amortization expense of \$88,000 and amortization of right-of-use assets of \$69,000, which was partially offset by deferred tax benefit of approximately \$17,000. Changes in operating assets and liabilities used approximately \$755,000 of cash during the nine months ended September 30, 2021, consisting primarily of increases in accounts receivable, accounts payable, deferred revenue and accrued expenses, partially offset by decreases in deferred revenue.

Net Cash Used in Investing Activities

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

Net cash used in investing activities from continuing operations during the nine months ended September 30, 2021, was \$1,279,000, which consisted of payments for investment deposits of \$60,000 and \$21,000 related to computer equipment purchases.

Net Cash Provided by Financing Activities

Net cash used in financing activities from continuing operations during the nine months ended September 30, 2022 was approximately \$515,000 which consisted of the reacquisition of previously issued common stock as a result of the stock buyback plan.

Net cash provided by financing activities from continuing operations during the nine months ended September 30, 2021 was \$4,445,000, which reflected proceeds from the sale of common stock.

Non-GAAP Financial Measure

Adjusted EBITDA

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

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

The adjustments for the three and nine months ended September 30, 2021 relate to stock-based compensation, litigation settlement reserves, depreciation and amortization, interest and other income and income tax expense (benefit).

The adjustments for the three and nine months ended September 30, 2022 relate to stock-based compensation, litigation settlement reserves, loss attributable to noncontrolling interest, depreciation and amortization, interest and other income and income tax expense (benefit).

	Three Months Ended September 30,	
	2022	2021
	(in thousands)	
Loss from Continuing Operations	\$ (1,095)	\$ (88)
Stock-based compensation	34	127
Loss attributable to noncontrolling interest	149	19
Depreciation and amortization	233	30
Other (expense) income, net	(1)	(2)
Income tax expense (benefit)	(25)	(2)
Adjusted EBITDA	\$ (705)	\$ 84

	Nine Months Ended September 30,	
	2022	2021
	(in thousands)	
Loss from Continuing Operations	\$ (2,038)	\$ (1,434)
Stock-based compensation	440	436
Litigation settlement reserve	(909)	75
Loss attributable to noncontrolling interest	508	19
Depreciation and amortization	746	88
Other (expense) income, net	(5)	(5)
Income tax benefit	(36)	(19)
Adjusted EBITDA	\$ (1,294)	\$ (840)

Off-Balance Sheet Arrangements

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

Critical Accounting Policies and Estimates

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

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

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

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

Accounts Receivable

Our policy is to reserve for uncollectible accounts based on our best estimate of the amount of probable credit losses in our existing accounts receivable. We periodically review our accounts receivable to determine whether an allowance for doubtful accounts is necessary based on an analysis of past due accounts and other factors that may indicate that the realization of an account may be in doubt. Account balances deemed to be uncollectible are charged to the allowance after all means of collection have been exhausted and the potential for recovery is considered remote.

Goodwill and Intangible Assets

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

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

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

Capitalized Technology Costs

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

Business Combinations

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

Revenue Recognition

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

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

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

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

Revenue Concentration

We are in an alliance with another company to build, host, and manage our job boards and website. This alliance member also sells two of our recruitment services products and bills customers, collects fees, and provides customer services. For the nine months ended September 30, 2022 and 2021, we recorded approximately 11.5% and 10.2% of our recruitment services revenue from this alliance sales relationship.

Recent Accounting Pronouncements

See Note 3 to our financial statements.

ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4 – CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures

As of September 30, 2022, our management conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended ("Exchange Act"), under the supervision of and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer. Based on that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective on September 30, 2022.

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 that occurred during our third quarter of fiscal 2022, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II

ITEM 1 – LEGAL PROCEEDINGS

We and our wholly-owned subsidiary, NAPW, Inc., are parties to a proceeding captioned Deborah Bayne, et al. vs. NAPW, Inc. and Professional Diversity Network, Inc., No. 18-cv-3591 (E.D.N.Y.), filed on June 20, 2018 and alleging violations of the Fair Labor Standards Act and certain provisions of the New York Labor Law. Plaintiffs are seeking monetary damages and equitable relief. We dispute that we or our subsidiary violated the applicable laws or that either entity has any liability and intend to vigorously defend against these claims. The matter is in the final stages of discovery, and we have completed depositions of relevant witnesses. During the first quarter of 2020, we recorded a \$450,000 litigation settlement reserve in the event of an unfavorable outcome in this proceeding. In November 2020, both parties entered into mediation proceedings, but a settlement was not reached. While the COVID-19 pandemic has caused delays to the litigation, it is expected that these delays will decrease as the disruption caused by the pandemic subsides.

General Legal Matters

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

ITEM 1A – RISK FACTORS

In addition to other information set forth in this report, you should carefully consider the risk factors described in Part I, Item 1A, “Risk Factors” in our 2021 Annual Report on Form 10-K, which could materially affect our business, financial condition or future results. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially and adversely affect our business, financial condition and/or operating results.

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

	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares (or approximate dollar value of shares) that may yet be purchased under the plans or programs (in thousands)
July 1, 2022— July 31, 2022				
Stock buyback program (1)	17,207	\$ 0.81	17,207	\$ 1,603
August 1, 2022 — August 31, 2022				
Stock buyback program (1)	90,629	\$ 0.80	90,629	\$ 1,531
September 1, 2022 — September 30, 2022				
Stock buyback program (1)	54,053	\$ 0.79	54,053	\$ 1,485

(1) We have a share repurchase program (“Stock Buyback Plan”) under which we are authorized to purchase up to \$2.0 million of our outstanding common shares. The timing and amount of any shares repurchased under the Stock Buyback Plan will depend on a variety of factors, including price, corporate and regulatory requirements, capital availability and other market conditions. The Stock Buyback Plan may be suspended or discontinued at any time without prior notice. No shares have been or will be knowingly purchased from Company insiders or their affiliates.

We purchased 579,884 shares of our common stock during the nine-month period ended September 30, 2022, at an average cost of approximately \$0.89 per share (excluding commissions), for a total of approximately \$515,000. These transactions occurred in open market purchases and pursuant to a trading plan under Rule 10b5-1. At September 30, 2022, we had approximately \$1,485,000 repurchase authority remaining under the current Stock Buyback Plan.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURE

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

- 10.1 [Stock Purchase Agreement, dated September 27, 2022 between Professional Diversity Network, Inc. and Koala Malta Limited \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed September 30, 2022\).](#)
- 10.2 [Shareholders' Agreement, dated September 27, 2022, among Professional Diversity Network, Inc., Koala Malta Limited and Koala Crypto Limited \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed September 30, 2022\).](#)
- 10.3 [Charge over Shares, dated September 27, 2022, relating to Koala Crypto Limited \(incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed September 30, 2022\).](#)
- 10.4 [Guarantee and Indemnity, dated September 27, 2022, by Koala Capital Limited \(incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed September 30, 2022\).](#)
- 31.1 [Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14\(a\) or Rule 15d- 14\(a\) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 31.2 [Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14\(a\) or Rule 15d- 14\(a\) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 32.1 [Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 101.INS Inline XBRL Instance Document
- 101.SCH Inline XBRL Taxonomy Extension Schema Document
- 101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF Inline XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB Inline XBRL Taxonomy Extension Labels Linkbase Document
- 101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PROFESSIONAL DIVERSITY NETWORK, INC.

Date: November 14, 2022

By: /s/ Larry Aichler

Name: Larry Aichler

Title: Chief Financial Officer

CERTIFICATIONS

I, Xin (Adam) He, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Professional Diversity Network, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

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

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

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

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

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

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

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

Date: November 14, 2022

/s/ Xin (Adam) He

Xin (Adam) He
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATIONS

I, Larry S. Aichler, certify that:

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

Date: November 14, 2022

/s/ Larry S. Aichler

Larry S. Aichler
Chief Financial Officer
(Principal Financial Officer)

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

In connection with the Quarterly Report of Professional Diversity Network, Inc. (the “registrant”) on Form 10-Q for the fiscal quarter ended September 30, 2022, as filed with the Securities and Exchange Commission on the date hereof (the “report”), the undersigned of the registrant, certify, pursuant to 18 U.S.C. § 1350, that to our knowledge:

- (1) The report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the registrant.

Date: November 14, 2022

/s/ Xin (Adam) He

Xin (Adam) He
Chief Executive Officer

/s/ Larry S. Aichler

Larry S. Aichler
Chief Financial Officer
