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

FORM 10-Q

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

For the Quarterly Period Ended June 30, 2023

☐ **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: 333-255624

Thumzup Media Corporation
(Exact name of registrant as Specified in its Charter)

Nevada	**511210**	**85-3651036**
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(Internal Revenue Service Employer Identification Number)

11845 W. Olympic Blvd., Ste 1100W #13 Los Angeles, CA	**90064**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code:
(800) 403-6150

Securities registered pursuant to Section 12(b) of the Exchange Act:
None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☒

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit 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," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	**Accelerated filer** ☐
Non-accelerated filer ☒	**Smaller reporting company** ☒
	Emerging growth company ☒

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

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

State the number of shares of the issuer's common stock outstanding, as of the latest practicable date: 7,305,499 shares of common stock issued and outstanding as of August 14, 2023.

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Thumzup Media Corporation

June 30, 2023

Index to the Condensed Financial Statements

THUMZUP MEDIA CORPORATION
BALANCE SHEETS

		June 30, 2023		December 31, 2022
		(Unaudited)		*(As Restated)*
ASSETS				
Current assets:				
Cash	$	393,143	$	1,155,343
Prepaid expenses		53,538		2,903
Total current assets		446,681		1,158,246
Property and equipment, net		6,366		2,553
Capitalized software costs, net		66,334		-
Total assets	$	519,381	$	1,160,799
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)				
Current liabilities:				
Accounts payable and accrued expenses	$	64,146	$	91,359
Liquidated damages and accrued interest		685,064		282,916
Total current liabilities		749,210		374,275
Total liabilities		749,210		374,275
Commitments and contingencies (See Note 5)				
Stockholders' equity (deficit):				
Preferred stock - 20,000,000 shares authorized:				
Preferred stock - Series A, $0.001 par value, $45,000 stated value, 1,000,000 shares authorized; 130,807 and 125,865 shares issued and outstanding, respectively		131		126
Common stock, $0.001 par value, 250,000,000 shares authorized; 7,288,171 and 7,108,336 shares issued and outstanding, respectively		7,288		7,108
Additional paid in capital		3,966,044		3,179,913
Subscriptions receivable		-		(33,000)
Accumulated deficit		(4,203,292)		(2,367,623)
Total stockholders' equity (deficit)		(229,829)		786,524
Total liabilities and stockholders' equity (deficit)	$	519,381	$	1,160,799

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

THUMZUP MEDIA CORPORATION
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended June 30, 2023	For the Three Months Ended June 30, 2022	For the Six Months Ended June 30, 2023	For the Six Months Ended June 30, 2022
Revenues	$ 580	$ 1,398	$ 2,350	$ 4,892
Operating Expenses:				
Cost of revenues	-	-	116	-
Sales and marketing	252,957	50,498	521,674	65,359
Research and development	192,105	139,952	317,986	285,998
General and administrative	258,101	81,103	583,055	143,079
Depreciation and amortization	5,690	540	8,097	1,080
Total Operating Expenses	708,853	272,093	1,430,928	495,516
Loss From Operations	(708,273)	(270,695)	(1,428,578)	(490,624)
Other Income (Expense):				
Liquidated damages expense	(190,806)	-	(366,923)	-
Interest expense	(22,856)	(4,443)	(35,224)	(8,886)
Total Other Income (Expense)	(213,662)	(4,443)	(402,147)	(8,886)
Net Loss Before Income Taxes	(921,935)	(275,138)	(1,830,725)	(499,510)
Provision for Income Taxes (Benefit)	-	-	-	-
Net Loss	$ (921,935)	$ (275,138)	$ (1,830,725)	$ (499,510)
Dividends on preferred stock	(2,495)	-	(4,942)	-
Net Loss Attributable to Common Stockholders	$ (924,430)	$ (275,138)	$ (1,835,667)	$ (499,510)
Net Income (Loss) Per Common Share:				
Basic	$ (0.13)	$ (0.04)	$ (0.26)	$ (0.04)
Diluted	$ (0.13)	$ (0.04)	$ (0.26)	$ (0.04)
Weighted Average Common Shares Outstanding:				
Basic	7,118,933	6,093,703	7,118,933	6,093,703
Diluted	7,118,933	6,093,703	7,118,933	6,093,703

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

THUMZUP MEDIA CORPORATION
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2023 AND 2022
(Unaudited)

	Preferred Stock Series A		Common Stock		Additional Paid In Capital	Subscriptions Receivable	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount				
Balance at December 31, 2021	-	-	6,037,836	$ 6,038.00	$ 1,036,749	$ -	$ (862,942)	$ 179,845
Common Stock issued for investment	-	-	275,834	$ 276.00	$ 703,725	-		$ 704,001
Common stock issued for services	-	-	2,000	$ 2.00	$ 18,378	-	-	$ 18,380
Net loss	-	-	-	-	-	-	$ (499,510)	$ (499,510)
Balance at June 30, 2022	**-**	**$ -**	**6,315,670**	**$ 6,316**	**$ 1,758,852**	**$ -**	**$ (1,362,452)**	**$ 402,716**

	Preferred Stock Series A		Common Stock		Additional Paid In Capital	Subscriptions Receivable	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount				
Balance at December 31, 2022 (as restated)	125,865	$ 126.00	7,108,336	$ 7,108.00	$ 3,179,913	$ (33,000)	$ (2,367,623)	$ 786,524
Common Stock issued for services rendered	-	-	20,000	$ 20.00	$ 146,058	$ -	$ -	$ 146,078
Common Stock issued for investment	-	-	159,835	$ 160.00	$ 641,553	$ -	$ -	$ 641,713
Common Stock offering costs	-	-	-	$ -	$ (6,417)	$ -	$ -	$ (6,417)
Stock subscription receivable received	-	-	-	$ -	$ -	$ 33,000	$ -	$ 33,000
Preferred Series A issued for dividends	4,942	5	-	$ -	$ 4,937	$ -	$ (4,942)	$ -
Net loss	-	-	-	-	$ -	$ -	$ (1,830,725)	$ (1,830,725)
Balance at June 30, 2023	**130,807**	**$ 131**	**7,288,171**	**$ 7,288**	**$ 3,966,044**	**$ -**	**$ (4,203,292)**	**$ (229,829)**

	Preferred Stock Series A		Common Stock		Additional Paid In Capital	Subscriptions Receivable	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount				
Balance at March 31, 2022	-	-	6,120,169	$ 6,121.00	$ 1,160,166	$ -	$ (1,087,314)	$ 78,973
Common Stock issued for investment	-	-	193,501	$ 193.00	$ 580,308	-	-	$ 580,501
Common stock issued for services	-	-	2,000	$ 2.00	$ 18,378	-	-	$ 18,380
Net loss	-	-	-	-	-	-	$ (275,138)	$ (275,138)
Balance at June 30, 2022	**-**	**$ -**	**6,315,670**	**6,316**	**1,758,852**	**-**	**(1,362,452)**	**402,716**

	Preferred Stock Series A		Common Stock		Additional Paid In Capital	Subscriptions Receivable	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount				
Balance at March 31, 2023 (as restated)	128,312	$ 128.00	7,126,336	$ 7,126.00	$ 3,314,340	$ -	$ (3,278,861)	$ 42,733
Common Stock issued for services rendered	-	-	2,000	$ 2.00	$ 14,076	$ -	$ -	$ 14,078
Common Stock issued for investment	-	-	159,835	$ 160.00	$ 641,553	$ -	$ -	$ 641,713
Common Stock offering costs	-	-	-	$ -	$ (6,417)	$ -	$ -	$ (6,417)
Stock subscription receivable received	-	-	-	$ -	$ -	$ -	$ -	$ -
Preferred Series A issued for dividends	2,495	3	-	$ -	$ 2,492	$ -	$ (2,495)	$ -
Net loss	-	-	-	-	$ -	$ -	$ (921,935)	$ (921,935)
Balance at June 30, 2023	**130,807**	**$ 131**	**7,288,171**	**$ 7,288**	**$ 3,966,044**	**$ -**	**$ (4,203,292)**	**$ (229,829)**

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

THUMZUP MEDIA CORPORATION
CONSOLIDATED STATEMENTS OF CASHFLOWS
(Unaudited)

	For the Six Months Ended June 30, 2023	For the Six Months Ended June 30, 2022
Cash flows from operating activities:		
Net loss	$ (1,830,725)	$ (499,510)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization expense	8,097	1,080
Stock issued for services	146,078	18,380
Changes in operating assets and liabilities:		
Liquidated damages and accrued interest	402,147	-
Prepaid expenses	(50,635)	-
Accounts payable and accrued expenses	(27,215)	5,161
Net cash used in operating activities	(1,352,253)	(474,889)
Cash flows from investing activities:		
Purchases of property and equipment	(5,105)	
Capitalized software costs	(73,138)	-
Net cash used in investing activities	(78,243)	-
Cash flows from financing activities:		
Proceeds from sale of common stock	674,713	704,000
Proceeds from loan	-	300
Proceeds from sale of preferred stock	-	-
Costs incurred for equity sales	(6,417)	-
Net cash provided by financing activities	668,296	704,300
Net (decrease) increase in cash	(762,200)	229,411
Cash, beginning of period	1,155,343	424,445
Cash, end of period	$ 393,143	$ 653,856
Supplemental disclosures of cash flow information:		
Cash paid during period for interest	$ -	$ -
Cash paid during period for taxes	$ -	$ -
Supplemental disclosure of non-cash investing and financing activities:		
Preferred Series A shares issued for dividends	$ 4,942	$ -

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

Note 1 - Business Organization and Nature of Operations

Thumzup Media Corporation ("Thumzup" or "Company") was incorporated on October 27, 2020, under the laws of the State of Nevada, and its headquarters is located in Los Angeles, California. The Company's primary business is software as a service provider dedicated to connecting businesses with consumers and allowing the business to incentivize consumers to post about their experience on social media. Thumzup's mission is to democratize social media marketing by connecting advertisers with non-professional people, who can be paid for their posts about products and services they love through its technology which utilizes a proprietary mobile app ("App"). The App generates scalable word-of-mouth product posts and recommendations for advertisers on social media and is designed to connect advertisers with individuals who are willing to promote their products online.

The Company is an "emerging growth company" as that term is used in the Jumpstart our Business Startups Act of 2012, and as such, has elected to comply with certain reduced public company reporting requirements.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation - Unaudited Interim Financial Information

The accompanying unaudited condensed financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information, and in accordance with the rules and regulations of the United States Securities and Exchange Commission (the "SEC") with respect to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The unaudited condensed financial statements reflect all adjustments (consisting of normal recurring accruals) which are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented. Interim results are not necessarily indicative of the results for the full year.

Certain information and disclosures normally included in the notes to the annual consolidated financial statements have been condensed or omitted from these interim unaudited condensed consolidated financial statements. Accordingly, these interim unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Amendment No. 2 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2022 as filed and restated with the SEC August 16, 2023 (the "Annual Report"). The December 31, 2022 balance sheet is derived from those restated financial statements.

Use of Estimates

The Company prepares its financial statements in accordance with accounting principles generally accepted in the United States of America, which requires management to use its judgment to make estimates and assumptions that affect the reported amounts of assets and liabilities and related disclosures at the date of the financial statements and the reported amounts of expenses during the reported period. These assumptions and estimates could have a material effect on the financial statements. Actual results may differ materially from those estimates. The Company's management periodically reviews estimates on an ongoing basis based on information currently available, and changes in facts and circumstances may cause the Company to revise these estimates. Significant estimates include estimates used in the valuation allowance related to deferred tax assets and capitalized software costs. Actual results may differ from these estimates.

Cash and Cash Equivalents

Cash and cash equivalents include all cash on hand, demand deposits and short-term investments with original maturities of three months or less when purchased.

As of June 30, 2023 and December 31, 2022, the Company's cash and cash equivalents consisted of $393,143 and $1,155,343, respectively. The Company maintains its cash in banks insured by the Federal Deposit Insurance Corporation in accounts that at times may be in excess of the federally insured limit of $250,000 per bank. The Company minimizes this risk by placing its cash deposits with major financial institutions. At June 30, 2023 and December 31, 2022, the uninsured balances amounted to $143,143 and $905,343, respectively. There is a risk the Company may lose uninsured balances over the FDIC insurance limit.

Prepaid Expenses

As of June 30, 2023 and December 31, 2022, the Company had $53,538 and $2,903 in prepaid expenses, respectively. The Company's prepaid expenses as of June 30, 2023 were primarily for marketing, filing, and listing fees for services not yet rendered. The Company's prepaid expenses as of December 31, 2022 consisted primarily of fees paid to a consultant for business development services which were rendered in 2023.

Property and Equipment

Property and equipment, which consists of computer equipment is recorded at cost and depreciated using the straight-line method over the estimated useful lives. Ordinary repair and maintenance costs are included in general and administrative expenses on our statement of operations. However, expenditures for additions or improvements that significantly extend the useful life of the asset are capitalized in the period incurred. At the time assets are sold or disposed of, the cost and accumulated depreciation are removed from their respective accounts and the related gains or losses are reflected in the statements of operations in gains from sales of property and equipment, net.

The estimated useful life for computer equipment is three years. We evaluate the appropriateness of remaining depreciable lives assigned to computer equipment at the end of each fiscal year. Depreciation expense for the three months ended June 30, 2023 and 2022 was $753 and $540, respectively. Depreciation expense for the six months ended June 30, 2023 and 2022 was $1,293 and $1,080, respectively.

Capitalized Software Development Costs

We capitalize certain costs related to the development and enhancement of the Thumzup platform. In accordance with authoritative guidance, we began to capitalize these costs when the technological feasibility was established and preliminary development efforts were successfully completed, management has authorized and committed project funding, and it was probable that the project would be completed and the software would be used as intended. Such costs are amortized when placed in service, on a straight-line basis over the estimated useful life of the related asset, generally estimated to be three years. Costs incurred prior to meeting these criteria together with costs incurred for training and maintenance are expensed as incurred and recorded in product development expenses on our consolidated statements of operations. Costs incurred for enhancements that were expected to result in additional features or functionality that would generate additional revenue are capitalized and expensed over the estimated useful life of the enhancements, generally three years. The Company does not capitalize any testing or maintenance costs. The accounting for these capitalized software costs requires us to make significant judgments, assumptions and estimates related to the timing and amount of recognized capitalized software development costs. For the six months ended June 30, 2023 and 2022, we capitalized $73,138 and $0 of costs related to the development of software applications, respectively. Amortization of capitalized software costs was $4,937 and $0 for the three months ended June 30, 2023 and 2022, respectively, and $6,804 and $0 for the six months ended June 30, 2023, respectively. Capitalized software was $66,334 and $0, net of accumulated amortization of $6,804 and $0 at June 30, 2023 and December 31, 2022, respectively.

Revenue Recognition

The Company recognizes revenue when services are performed.

The Company's revenues are accounted for under ASC Topic 606, "Revenue From Contracts With Customers" ("ASC 606"). The fees are generally fixed at the point of sale and all consideration from contracts is included in the transaction price. The Company's contracts do not include multiple performance obligations or material variable consideration.

In accordance with ASC 606, the Company recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company recognizes revenue in accordance with that core principle by applying the following:

(i) Identify the contract(s) with a customer;

(ii) Identify the performance obligation in the contract;

(iii) Determine the transaction price;

(iv) Allocate the transaction price to the performance obligations in the contract; and

(v) Recognize revenue when (or as) the Company satisfies a performance obligation.

We derive our revenue principally from service fees paid by the client for the use of our platform in connection with our advertising technology platform which incentivizes users to leave reviews of our clients. Our sole performance obligation in the transaction is to connect clients with end-users to facilitate the completion of a successful review on the user's social media accounts.

Judgment is required in evaluating the presentation of revenue on a gross versus net basis based on whether we control the service provided to the end-user and are the principal in the transaction (gross), or we arrange for other parties to provide the service to the end-user and are the agent in the transaction (net). We have concluded that we are the agent in our current transactions as we arrange for users to provide the service to the clients and the users post reviews on social media accounts controlled by the users. The assessment of whether we are considered the principal or the agent in a transaction could impact the accounting for these transactions and change the timing and amount of revenue recognized. The percentage fee the Company charges is not variable.

Cost of Goods Sold

The Company classifies its credit card transaction fees as cost of goods sold.

Client Deposits

Thumzup's clients generally prepay to utilize the Company's technology platform. All client deposits for services are recorded as a client deposit liability upon receipt. Upon a user leaving a qualified review for the client, as defined in Thumzup's Mobile Terms and Conditions, the Company transfers the fee payable to the user to a user account balances liability account and realizes the fees payable to the Company as revenue. The Company holds all client deposits and user account balances in cash or cash equivalents, including money market accounts.

Income Taxes

The Company utilizes the asset and liability approach to measure deferred tax assets and liabilities based on temporary differences existing at each balance sheet date using currently enacted tax rates in accordance with ASC 740. ASC 740 considers the differences between financial statement treatment and tax treatment of certain transactions. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rate is recognized as income or expense in the period that includes the enactment date of that rate.

The Company has no tax positions as of June 30, 2023 and December 31, 2022 for which the ultimate deductibility is highly certain but for which there is uncertainty about the timing of such deductibility.

The Company recognizes any interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses. For the three and six months ending June 30, 2023 and 2022, the Company recognized no interest and penalties.

Net Earnings (Loss) Per Common Share

The Company computes earnings (loss) per share under ASC subtopic 260-10, Earnings Per Share. Net loss per common share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the year. 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.

Denotes a management contract or compensatory plan. The computation of basic and diluted income (loss) per share, for the three and six months ended June 30, 2023 and 2022 excludes potentially dilutive securities when their inclusion would be anti-dilutive, or if their exercise prices were greater than the average market price of the common stock during the period.

Potentially dilutive securities excluded from the computation of basic and diluted net loss per share are as follows:

	June 30, 2023	June 30, 2022
Common shares issuable upon conversion of convertible notes	-	2,211,600
Common shares issuable upon conversion of preferred stock	1,962,111	-
Total potentially dilutive shares	1,962,111	2,221,600

Recent Accounting Pronouncements

In August 2020, the FASB issued ASU 2020-06, which simplifies the guidance on accounting for convertible debt instruments by removing the separation models for: (1) convertible debt with a cash conversion feature; and (2) convertible instruments with a beneficial conversion feature. As a result, the Company will not separately present in equity an embedded conversion feature in such debt. Instead, we will account for a convertible debt instrument wholly as debt, unless certain other conditions are met. We expect the elimination of these models will reduce reported interest expense and increase reported net income for the Company's convertible instruments falling under the scope of those models before the adoption of ASU 2020-06. Also, ASU 2020-06 requires the application of the if-converted method for calculating diluted earnings per share and the treasury stock method will be no longer available. The provisions of ASU 2020-06 are applicable for fiscal years beginning after December 15, 2021, with early adoption permitted no earlier than fiscal years beginning after December 15, 2020. The adoption of this update did not have a material impact on the Company's consolidated financial statements and related disclosures.

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

Note 3 – Going Concern

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. However, the Company was only recently formed, has not yet established profitable operations and has incurred losses since inception. These factors raise substantial doubt about the ability of the Company to continue as a going concern. In this regard, management is proposing to raise additional funds not provided by operations through loans or through sales of its common stock. There is no assurance that the Company will be successful in raising this additional capital or in achieving profitable operations. The accompanying financial statements do not include any adjustments that might result from the outcome of these uncertainties.

The Company recognized its first revenues in December 2021. It relies on short-term debt and equity funding for its operations. At June 30, 2023 and December 31, 2022, the Company had a cash balance of $393,143 and $1,155,343, respectively, and the Company used $1,352,253 and $474,889 to fund operating activities for the six months ending June 30, 2023 and 2022, respectively. The Company may need to raise additional funding and manage expenses in order to continue as a going concern.

The Company is currently conducting an offering under Regulation A+, pursuant to an Offering Statement on Form 1-A/A filed on December 23, 2022 and qualified on January 9, 2023, through which the Company is offering up to 2 million shares of common stock at a purchase price of $4.50 per share. As of June 30, 2023, the Company had sold 159,835 shares under the offering for proceeds of $635,136, net offering costs. On July 10, 2023, Thumzup closed on subscriptions for 18,887 shares of common stock for proceeds of $74,780, net offering costs of $983. Further, as of August 10, 2023, the Company had subscriptions for 17,288 shares for an aggregate subscription amount of $82,381 in escrow as fully described in the Company's Form 1-A/A filed on December 23, 2022. The Company will not receive any funds and will not issue any shares of common stock until the transactions are released from escrow.

Note 4 – Shareholders' Equity

Preferred Stock

The Company is authorized to issue 25,000,000 shares of preferred stock, par value $0.001 per share. On September 26, 2022 the Company submitted a Certificate of Designation to the Secretary of State of Nevada designating 1,000,000 shares of preferred stock as Series A Preferred ("Series A Preferred"). Each shareholder shall have the right, at any time and from time to time, at the shareholder's option to convert any or all of such holder's shares of Series A Preferred into the number of shares of Common Stock. Each share of Series A Preferred initially converts into 15 shares of Common Stock at a reference rate of $3.00 per share of Common Stock subject to adjustments.

The holders of Series A Preferred shall be entitled to receive dividends, in cash or in-kind at the Company's election, in an amount equal to $3.50 per share. If paid in kind, the dividend shall be in shares of Series A Preferred (the "Dividend Shares") valued at the $45.00 per share of Series A Preferred (the "Purchase Price") unless the closing price of the Common Stock on the Trading Day prior to the issuance of the dividend is below the Reference Rate, in which case the Dividend Shares shall be valued at the Purchase Price adjusted pursuant to the formula set forth in Section 3 of the Certificate of Designations.

On March 15, 2023, the Company issued 2,447 Series A Dividend Shares per the terms of the Series A Preferred Certificate of Designation.

On June 15, 2023, the Company issued 2,495 Series A Dividend Shares per the terms of the Series A Preferred Certificate of Designation.

As June 30, 2023 and December 31, 2022, the Company had 130,807 and 125,865 Series A preferred shares issued and outstanding, respectively.

Common Stock

The Company is authorized to issue 250,000,000 million shares of common stock, par value $0.001 per share.

During the six months ended June 30, 2023, the Company issued 20,000 shares of common stock valued at $146,080 for services rendered.

During the six months ended June 30, 2023, the Company issued 159,835 shares of common stock for proceeds of $635,136, net offering costs of $6,417.

As June 30, 2023 and December 31, 2022, the Company had 7,288,171 and 7,108,336 shares issued and outstanding, respectively.

During the three and six months ended June 30, 2023, the Company has realized expenses of $190,806 and $402,127, respectively, for liquidated damages contained in the Registration Rights Agreements in certain of the Company's equity offerings for failing to file and maintain a Registration Statement covering the shares sold in those offerings. As of June 30, 2023 and December 31, 2022, the accrued liquidated damages and accrued interest is $685,064 and $282,916, respectively.

Note 5 – Contingencies

Russia-Ukraine conflict

The Russian-Ukraine conflict is a global concern. The Company does not have any direct exposure to Russia or Ukraine through its operations, employee base, investments or sanctions. However, if the conflict escalates, it is unknown whether its direct or indirect effects may impact our business.

Note 6 – Related Party Transactions

On November 18, 2022, the Company entered into a Media Relations Services Agreement (the "Media Relations Services Agreement") with Elev8 New Media, LLC ("Elev8"), of which one of our directors, Robert Haag, is a member. Under the terms of the agreement, the Company will pay Elev8 $6,500 per month for six months and the Media Relations Services Agreement will automatically renew into consecutive monthly periods unless either party provides 30 days written notice of cancellation. This price is a discounted rate off Elev8's normal monthly price of $9,500 per month. In addition to the monthly fee, through July 25, 2023 the Company has paid Elev8 an aggregate of $25,000 for a social media marketing campaign and an aggregate of $15,000 for a marketing plan aimed at garnering more followers for the Company's social media accounts.

On February 22, 2023, Daniel Lupinelli, a 10%+ shareholder of the Company, subscribed to purchase 223 shares of common stock at $4.50 per share for a subscription amount of $1,003.50 under the Company's qualified offering under Regulation A+. The subscription closed on May 16, 2023.

On February 28, 2023, Westside Strategic Partners, LLC, of which one of our Directors, Robert Haag, is the managing member and sole owner, subscribed to purchase 11,150 shares of common stock at $4.50 per share for a subscription amount of $50,175 under the Company's qualified offering under Regulation A+. Westside Strategic Partners, LLC received 1,115 shares of common stock as bonus shares under the terms of the qualified offering under Regulation A+. The subscription closed on May 16, 2023.

On March 15, 2023, Westside Strategic Partners, LLC, of which one of our Directors, Robert Haag, is the managing member and sole owner, received a dividend of 521 shares of Series A Preferred Stock, per the terms of the Company's Certificate of Designation.

On June 15, 2023, Westside Strategic Partners, LLC, of which one of our Directors, Robert Haag, is the managing member and sole owner, received a dividend of 531 shares of Series A Preferred Stock, per the terms of the Company's Certificate of Designation.

On June 27, 2023, Westside Strategic Partners, LLC, of which one of our Directors, Robert Haag, is the managing member and sole owner, subscribed to purchase 11,140 shares of common stock at $4.50 per share for a subscription amount of $50,130 under the Company's qualified offering under Regulation A+. Westside Strategic Partners, LLC received 1,114 shares of common stock as bonus shares under the terms of the qualified offering under Regulation A+. The subscription closed on June 29, 2023.

Note 7 – Subsequent Events

The Company has evaluated subsequent events from the balance sheet date through the date which the financial statements were issued.

The Company is currently conducting an offering under Regulation A+, pursuant to an Offering Statement on Form 1-A/A filed on December 23, 2022 and qualified on January 9, 2023, through which the Company is offering up to 2 million shares of common stock at a purchase price of $4.50 per share. On July 10, 2023, Thumzup closed on subscriptions for 18,887 shares of common stock for proceeds of $74,780, net offering costs of $983. Further, as of August 10, 2023, the Company had subscriptions for 17,288 shares for an aggregate subscription amount of $82,381 in escrow as fully described in the Company's Form 1-A/A filed on December 23, 2022. The Company will not receive any funds and will not issue any shares of common stock until the transactions are released from escrow.

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

This quarterly report including this Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements within the meaning of the federal securities laws. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements include statements preceded by, followed by or that include the words "may", "could", "would", "should", "believe", "expect", "anticipate", "plan", "estimate", "target", "project", "intend", "foresee" and similar expressions. These statements include, among others, statements regarding our expected business outlook, anticipated financial and operating results, our business strategy and means to implement the strategy, our objectives, the amount and timing of capital expenditures, the likelihood of our success in expanding our business, financing plans, budgets, working capital needs and sources of liquidity. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future.

Forward-looking statements are only predictions and are not guarantees of performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Important assumptions relating to the forward-looking statements include, among others, assumptions regarding demand for our products, the expansion of product offerings geographically or through new marketing applications, the timing and cost of planned capital expenditures, competitive conditions and general economic conditions. These assumptions could prove inaccurate. Forward-looking statements also involve known and unknown risks and uncertainties, which could cause actual results to differ materially from those contained in any forward-looking statement. In addition, even if our actual results are consistent with the forward-looking statements contained in this quarterly report, those results may not be indicative of results or developments in subsequent periods. Many of these factors are beyond our ability to control or predict. Such factors include, but are not limited to, the following:

- risks related to the impact of the COVID-19 global pandemic, such as the scope and duration of the outbreak, government actions and restrictive measures implemented in response, material delays and cancellations of projects, and other impacts to the business;
- our ability to raise capital when needed and on acceptable terms and conditions;
- our ability to manage credit and debt structures from debt holders;
- our ability to generate revenues and manage the growth of our business;
- competitive pressures;
- general economic conditions;
- our ability to attract and retain management, and to integrate and maintain technical information and management information systems.
- compliance with laws and regulations, including those relating to corporate governance matters and tax matters, as well as any future changes to such laws and regulations.

Except as required by applicable law, including the securities laws of the United States and the rules and regulations of the Securities and Exchange Commission ("SEC"), we are under no obligation to publicly update or revise any forward-looking statements, whether as a result of any new information, future events or otherwise. Investors, potential investors and other readers are urged to consider the above-mentioned factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results or performance.

INTRODUCTION

Thumzup Media Corporation ("Thumzup" or "Company") was incorporated on October 27, 2020, under the laws of the State of Nevada, and its headquarters is located in Los Angeles. The Company's primary business is software as a service provider dedicated to connecting businesses with consumers and allowing the business to incentivize consumers to post about their experience on social media. Thumzup mission is to democratize social media marketing by connecting advertisers with non-professional people, who can be paid for their posts about products and services they love through its technology which utilizes a proprietary mobile app ("App"). The App generates scalable word-of-mouth product posts and recommendations for advertisers on social media and is designed to connect advertisers with individuals who are willing to promote their products online.

The Thumzup App enables users to select a brand they want to post about on social media. Once the Thumzup user selects the brand and takes a photo (using the App), the App will post the photo and a caption to the user's social media account(s). As of the date of this filing, Instagram is the Company's initial social media platform that is being used, due to its wide acceptance and its great functionality using photographs. The Company expects to add other social media platforms in the future. For the advertiser, the Thumzup system enables brands to get real people to promote products to their friends, rather than displaying banner ads that consumers now mostly ignore, or contracting with expensive professional influencers. The Company has recorded nominal revenues during the first six months of 2023 and continues with the development of enhancements to its App and marketing efforts.

The Company is an "emerging growth company" as that term is used in the Jumpstart our Business Startups Act of 2012, and as such, has elected to comply with certain reduced public company reporting requirements.

OVERVIEW

We were formed in October 2020 and have not yet established profitable operations and have generated minimal revenue. For the three months ended June 30, 2023 and 2022, we incurred $924,430 and $275,138 in net losses due primarily to software research and development expenses along with general and administrative expenses in both periods. For the six months ended June 30, 2023 and 2022, we incurred $1,835,667 and $499,510 in net losses due primarily to software research and development expenses along with general and administrative expenses in both periods.

Thumzup® Products and Services

The Company operates in a single business segment which is social media marketing. The Thumzup® App works on both iPhone and Android mobile operating systems and connects brands and people who use and love these brands. For the advertiser, Thumzup® incentivizes real people to become content creators ("Creators") and post authentic valuable posts on social media about the advertiser and its products.

The Company seeks to capitalize on industry-wide gig economy and business democratization trends. Immense value and opportunity have been created through the democratization of ride sharing, hospitality, finance and other industries. The Thumzup® tools are designed to facilitate this democratization trend for the consumer and the advertiser within the online advertising space.

The Company has built the technology to support an influencer and "gig" economy community around its Thumzup® App. This technology and community are designed to generate scalable authentic product posts and recommendations for advertisers on social media. It is designed to connect advertisers with individuals who are willing to tell their friends about the advertisers' products online and offline.

Social Media Marketing Software Technology

The Thumzup® mobile App enables Creators, to select from brands advertising on the App and get paid to post about the advertiser on social media. Once the Thumzup® Creator selects the brand and takes a photo using the Thumzup® App, the Thumzup® App posts the photo and a caption to the creator's social media accounts. The advertiser then reviews and approves the post for payment and the Creator can cash out whenever they choose through popular digital payment systems. For the advertiser, the Thumzup® system enables brands to get real people to promote their products to their friends, rather than displaying banner ads that people are tuning out.

A recent Nielsen report found more than 83% of consumers believe friends and family are the most reliable sources of information about products. According to a Pixlee article, 64% of millennials recommend a product at least once a month, and according to a 2019 Morning Consult survey, 86% of Gen Z and millennials would post content for monetary compensation.

The average American adult was expected to spend 8 hours and 11 minutes per day using digital media in 2022 according to Insider Intelligence. The amount of daily usage has increased significantly over the past several years, again according to Insider Intelligence, and the Company believes such usage will continue to accelerate. The Company empowers businesses that want to interact with these Creators and provides tools and data so they can increase consumer awareness and expand their customer bases.

In the past decade, social media platforms like Instagram, Facebook, Twitter, Pinterest, and TikTok have achieved mass worldwide consumer acceptance and created hundreds of billions of dollars in shareholder value. This worldwide viral growth demonstrates that compelling new social media platforms which present the right combination of experience and value, will attract Creators who will invest significant amounts of time on the platforms.

The Company is an early-stage entity building a new real-time platform to support the gig economy. The Company believes that acceptance of its App and revenue growth can be driven by empowering everyday people to make money by posting about what they find to be enjoyable or attractive on social media. The Company believes that the Thumzup® App is a conduit for advertisers to connect directly with consumers. The Company will need to secure enough advertisers to make the App an attractive platform for adoption and scalability, and to ensure that the platform is interesting enough for the Creators to return to on a regular basis. No assurance can be given that the Company will be able to achieve these results.

The Industry—Online Advertising

Growing at a 16.5% compound annual growth rate, the online advertising market was set to grow from $208 billion in 2022 to $354.9 billion in 2026 according to a 2021 Reportlinker.com study. The Company believes that it is developing a new form of social media marketing that does not currently exist, therefore existing descriptions of market size and penetration are not directly applicable. As Thumzup® matures, the Company believes there will be other competitors in this new market of paying non-professional advocates to tell their friends about products they love on social media at the point-of-sale. The closest existing market that is similar to Thumzup's market is the rapidly growing subset of online advertising called "influencer marketing." As social media influencers become more plentiful and proven, advertising spending has increased in this space.. We believe major brands recognize that having their happy customers post on social media is valuable.

Most existing paid influencer marketing platforms were designed for professional and semi-professional online personalities. Some of these platforms have expanded to accommodate "micro-influencers" – people with 5,000 to 30,000 social media followers. In the Company's opinion, none of these influencer platforms has entered the public consciousness and found mass adoption.

Recent research conducted by TapInfluence has found that influencer marketing content delivers 11 times higher return on investment than traditional forms of digital marketing, and approximately 66% of marketing firms now deploy influencer marketing according to a 2018 Association of National Advertisers survey. A recent Nielsen report found more than 80% of consumers believe friends and family are the most reliable sources of information about products. According to an analysis of Thumzup's data, as an influencer's follower total rises, the rate of engagement (likes and comments) with followers decreases. Those with less than 1,000 followers, also referred to as "nano-influencers," generally received likes on their posts 8% of the time according to an analysis of Thumzup's data. There thus appears to be, in the Company's view, a clear downward correlation between follower sizes and post likes. Around 66% of marketers now use influencers and nearly half of U.S. marketers plan to increase their influencer budgets according to a 2018 Association of National Advertisers survey. According to a Pixlee article, 64% of millennials recommend a product at least once a month, and according to a 2019 Morning Consult survey, 86% of Gen Z and millennials would post content for monetary compensation.

The Company has designed Thumzup® "from the ground up" to make it easy for brands and service providers to activate people who are not professional influencers but who are passionate about the products, services, or establishments they enjoy or frequent and then are willing to relate those experiences to their friends and other social media followers. The Company has designed the Thumzup App and advertiser dashboard with Apple-style simplicity and intuitive features to make participation by all individuals seamless with their existing use of social media.

The Company's first product—Thumzup® App

The Company operates in a single business segment, which is social media marketing. The Company's mobile iPhone and Android applications called "Thumzup®" connects brands, products, and services to the people who use and love these brands, products, and services. For advertisers, Thumzup® activates real people to post real product reviews and testimonials on social media with the intention of enhancing brand awareness and reaching targeted consumers more directly and effectively while driving profitable traffic to the advertisers' products and services.

The Company is building an influencer and gig economy community around the Thumzup® mobile App that will generate scalable authentic product posts and recommendations for advertisers on social media and create a technology platform making person-to-person advertising easy, cost-effective, and scalable. The App and advertiser dashboard are designed to connect advertisers with individuals who are willing to promote their products and services online and offline.

Social Media Marketing Software Technology

The Company's Services

The Thumzup® mobile App enables Creators to select from brands advertising on the App and get paid to post about the advertiser on social media. Once the Thumzup® Creator selects the brand and takes a photo using the Thumzup® App, the Thumzup® App posts the photo and a caption to the Creator's social media accounts. The advertiser then reviews and approves the post for payment and the Creator can cash out whenever they choose through popular digital payment systems. For the advertiser, the Thumzup® system enables brands to get real people to promote their products and services to their friends, rather than displaying banner ads that social media users are tuning out.

With the Thumzup® App, the Company is targeting and seeking to sign up everyday people and gig economy workers who like specific brands and present them with opportunities to be paid for posting about the brands on social media. The Company believes that its management team has the sales relationships, legal, and technology expertise for its current level of development. The Company will need to add additional staff to rapidly grow the business. All source code, development work, and intellectual property performed under independent development or employment contracts paid for by the Company are assigned to and owned by Thumzup®.

Intellectual Property

The Company owns the copyrights to the source code for the Thumzup® App on the iPhone iOS and Android operating mobile operating systems as used on the majority of mobile phone and tablet devices. The Company also owns the copyrighted source code for the "backend" system that administrates the Thumzup® App, tracks payments and advertising campaigns.

The Thumzup® thumb logo is a registered trademark owned by Thumzup® Media Corporation, Reg. No. 6,842,424, registered Sep. 13, 2022. On April 13, 2021, the Company filed a trademark application ser. No. 90642789 with the U.S. Patent and Trademark Office ("USPTO") for the word mark THUMZUP, which was granted registration on June 21, 2022, resulting in reg. no. 6764158. Also on April 13, 2021, the Company filed a trademark application ser. No. 90642848 for the Thumzup® logo, featuring a stylized hand with an upwardly extended thumb. Meta Platforms, Inc. (which owns and operates Facebook and Instagram) initially filed opposition to the logo on June 30, 2022. Thumzup® agreed to not use the logo as a reaction to a post and Meta Platforms, Inc. subsequently withdrew their opposition on August 5, 2022 and it was dismissed without prejudice.

Business Model

Advertisers purchase a campaign on the Thumzup® website. Once the advertiser approves a post for payment, the platform facilitates the payment to Creators a monetary amount per screened post which may range from $1.00 to $1,000.00. The Thumzup® platform enables the advertiser to screen posts so that the advertiser only pays for posts that are commercially valuable and rewards Creators for posts that have images and text that represent the advertiser in a positive manner.

Per Post Fee. Thumzup® advertisers are charged a "Per Post Fee." By way of illustration, an advertiser that buys 100,000 posts from Thumzup®, to pay out $10 per post to Thumzup® Creators, would purchase the posts for $13.00 each or $1,300,000. The Creators in this illustration would receive a total of $1,000,000 and Thumzup® would retain $300,000 for its services. The Thumzup® platform would facilitate 100,000 posts for the advertiser from Thumzup® Creators sharing with their friends about their endorsed products on social media.

Value Proposition

The Thumzup® App is designed to generate scalable social media authentic social media content for advertisers. It is designed to connect advertisers with individuals who are willing to authentically promote their products online. The Company envisions that many gig economy workers will be ideal candidates to become Creators posting on Thumzup®. Imagine a gig economy driver waiting for their next fare who takes a moment to post about the good experience they had at their lunch spot where they are waiting. Imagine a gig economy worker on a laptop at a coffee shop doing a graphic design project from a gig economy site who takes a moment to post about the coffee shop where they are working on Thumzup®. The Company believes that Thumzup® can readily provide extra income for this existing pool of gig economy workers. The Company believes these gig economy workers will be able to provide quality Thumzup® posts on social media for which advertisers will be willing to pay.

Regulatory Compliance

The Federal Trade Commission regulates and requires certain disclosures by social media influencers, specifying when disclosure is required, and how the disclosure should be presented. These rules are codified in the Code of Federal Regulations, 16 CFR Part 255. Specifically, the FTC requires that influencers disclose any financial, employment, personal, or family relationship with a brand. Influencers must disclose financial relationships and consideration paid including any money, discounted products or other benefits paid to the influencer. Creators on the Thumzup platform are being paid to post about Thumzup advertisers. Thumzup puts #ad in each post made on its platform to disclose that the creator has been paid to make the post.

The Company does not believe its compliance with existing FTC regulations will have a material effect on capital expenditures, earnings and competitive position of the Company for the current fiscal year and any other material future period.

GOING CONCERN

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. However, the Company was only recently formed, has not yet established profitable operations and has incurred losses since inception. These factors raise substantial doubt about the ability of the Company to continue as a going concern. In this regard, management is proposing to raise additional funds not provided by operations through loans or through sales of its common stock. There is no assurance that the Company will be successful in raising this additional capital or in achieving profitable operations. The accompanying financial statements do not include any adjustments that might result from the outcome of these uncertainties.

The Company is a beginning revenue, software and services company that has relied on short-term debt and equity funding for its operations. At June 30, 2023 and December 31, 2022, the Company had a cash balance of $393,143 and $1,155,343, respectively, and the Company used $1,352,253 and $474,889 to fund operating activities for the six months ended June 30, 2023 and 2022, respectively. The Company has an accumulated deficit at June 30, 2023 and December 31, 2022 of $4,203,292 and $2,367,623 respectively, and the Company may need to raise additional funding in order to continue as a going concern.

RESULTS OF OPERATIONS

THREE MONTHS ENDED JUNE 30, 2023 AND 2022

The following table sets forth certain selected unaudited statement of operations data for the three months ended June 30, 2023 and 2022.

	For the Three Months ended			
	June 30, 2023	June 30, 2022	$ Change	%Change
Revenues	$ 508	$ 1,398	$ (818)	(58.51)%
Operating Expenses	708,853	272,093	436,760	160.51%
Loss from Operations	(708,273)	(270,695)	(437,578)	161.65%
Other Income (Expense)	(213,662)	(4,443)	(209,219)	4,708.96%
Net Income (Loss) Available to Common Stockholders	$ (924,430)	$ (275,138)	$ (649,292)	235.99%

Revenues

The Company generated revenues of $508 and $1,398 for the three months ended June 30, 2023 and 2022, respectively, a decrease of $818. The Company updated its revenue recognition policy for the year ended December 31, 2022, resulting in the Company reporting net revenue, which caused revenue to decrease despite a significant increase in advertiser activity during the three months ended June 30, 2023.

Operating expenses

For the three months ended June 30, 2023 and 2022, the Company incurred operating expenses of $708,853 and $272,093, respectively, an increase of $436,760. The increase in operating expenses was caused by: marketing expenses increasing $202,459 from $50,498 during the three months ended June 30, 2022 to $252,957 during the same period in 2023, general and administrative expenses increasing $176,998 from $81,103 during the three months ended June 30, 2022 to $258,101 during the same period in 2023, depreciation and amortization expenses increasing $5,150 from $540 during the three months ended June 30, 2022 to $5,690 during the same period in 2023, software research development expenses increasing $52,153 from $139,952 during the three months ended June 30, 2022 to $192,105 during the same period in 2023. The increases in operating expenses were caused by the Company expanding operations during the three months ended June 30, 2023 to accelerate the platform's growth.

Net Loss from operations

The Company realized a net loss from operations of $708,273 and $270,695 for the three months ended June 30, 2023 and 2022, respectively, an increase of $437,578 for the reasons stated above.

Other expenses

For the three months ended June 30, 2023 and 2022, the Company had $190,806 and $0 in expenses for liquidated damages related to the Company's equity offerings, respectively. For the three months ended June 30, 2023 and 2022, the Company had $22,856 and $4,443 in interest expense, respectively, related to liquidated damages and debt notes, respectively. The debt notes were retired by converting and exchanging to equity in September 2022.

Net Loss available to common shareholders

The Company realized a net loss available to common shareholders of $924,430 and $275,138 for the three months ended June 30, 2023 and 2022, respectively, an increase of $649,292 for the reasons stated above.

SIX MONTHS ENDED JUNE 30, 2023 AND 2022

The following table sets forth certain selected unaudited statement of operations data for the six months ended June 30, 2023 and 2022.

	For the Six Months ended			
	June 30, 2023	June 30, 2022	$ Change	%Change
Revenues	$ 2,350	$ 4,892	$ (2,542)	(51.96)%
Operating Expenses	1,430,928	495,516	935,412	188.78%
Loss from Operations	(1,428,578)	(490,624)	(937,954)	191.18%
Other Income (Expense)	(402,147)	(8,886)	(393,261)	4,425.63%
Net Income (Loss) Available to Common Stockholders	$ (1,835,667)	$ (499,510)	$ (1,336,157)	267.49%

Revenues

The Company generated revenues of $2,350 and $4,892 for the six months ended June 30, 2023 and 2022, respectively, a decrease of $2,542. The Company updated its revenue recognition policy for the year ended December 31, 2022, resulting in the Company reporting net revenue, which caused revenue to decrease despite a significant increase in advertiser activity during the six months ended June 30, 2023.

Operating expenses

For the six months ended June 30, 2023 and 2022, the Company incurred operating expenses of $1,430,928 and $495,516, respectively, an increase of $935,412. The increase in operating expenses was caused by: costs of revenues increasing by $116 from $0 during the six months ended June 30, 2022 to $116 during the same period in 2023, marketing expenses increasing $456,315 from $65,359 during the six months ended June 30, 2022 to $521,674 during the same period in 2023, general and administrative expenses increasing $439,976 from $143,079 during the six months ended June 30, 2022 to $583,055 during the same period in 2023, depreciation and amortization expenses increasing $7,017 from $1,080 during the six months ended June 30, 2022 to $8,097 during the same period in 2023, an software research development expenses of $31,988 from $285,998 during the six months ended June 30, 2022 to $317,986 during the same period in 2023. The increases in the operating expenses were caused by the Company expanding operations during the six months ended June 30, 2023 to accelerate the platform’s growth.

Net Loss from operations

The Company realized a net loss from operations of $1,428,578 and $490,624 for the six months ended June 30, 2023 and 2022, respectively, an increase of $937,954 for the reasons stated above.

Other expenses

For the six months ended June 30, 2023 and 2022, the Company had $366,923 and $0 in expenses for liquidated damages for certain of the Company’s equity offerings, respectively. For the six months ended June 30, 2023 and 2022, the Company had $35,224 and $8,886 in interest expense, respectively, related to liquidated damages and debt notes, respectively. The debt notes were retired by converting and exchanging to equity in September 2022.

Net Loss available to common shareholders

The Company realized a net loss available to common shareholders of $1,835,667 and $499,510 for the six months ended June 30, 2023 and 2022, respectively, an increase of $1,336,157 for the reasons stated above.

Liquidity and capital resources

As of June 30, 2023 and December 31, 2022, the Company had cash in the amount of $393,143 and $1,155,343, respectively. As of June 30, 2023 and December 31, 2022, the Company had stockholders' equity (deficit) of $(229,829) and $786,524, respectively.

The Company's accumulated deficit was $4,203,202 and $2,367,623 as of June 30, 2023 and December 31, 2022, respectively.

The Company used net cash in operations of $1,352,253 and $474,889 for the six months ended June 30, 2023 and 2022, respectively.

Net cash used in investing activities for six months ending June 30, 2023 and 2022 was $78,243 and $0, respectively. During the six months ended June 30, 2023, there were $73,138 in capitalized development costs and $5,105 used for the purchase of equipment.

Net cash provided by financing activities was $668,296 for the six months ended June 30, 2023, comprised of $674,713 from the sale of common stock related to the sale of common stock in a prior period and the Company's offering under Regulation A+, with offering costs of $6,417. Net cash provided by financing activities was $704,300 for the six months ended June 30, 2022, with $704,300 generated from the sale of common stock and $300 in loan proceeds.

Inflation

The Company's results of operations have not been affected by inflation and management cannot predict the impact, if any, inflation might have on its operations in the future.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

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

Item 4. Controls and Procedures.

a) Disclosure and control procedures

Our management, with the participation of our Principal Executive Officer and Principal Financial and Accounting Officer, evaluated the effectiveness of the design and operations of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report on Form 10-Q, and have concluded that, based on such evaluation, our disclosure controls and procedures were not effective due to the material weakness in our internal control over financial reporting as of June 30, 2023 as described below.

Notwithstanding the conclusion that our disclosure controls and procedures were not effective as of the end of the period covered by this report, we believe that our consolidated financial statements and other information contained in our quarterly report on Form 10-Q present fairly, in all material respects, our business, financial condition and results of operations for the periods presented.

b) Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a -15(f) under the Exchange Act. Our internal control was designed to provide reasonable assurance to our management and board of directors regarding the preparation and fair presentation of published financial statements.

Internal control over financial reporting is a process designed 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. The Company's internal control over financial reporting includes those policies and procedures that (i) pertain to assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company's annual or interim consolidated financial statements will not be prevented or detected on a timely basis.

In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control-Integrated Framework (issued in 2013).

Based upon the assessments, management has concluded that as of June 30, 2023, there was a material weakness in our internal control over financial reporting due to the fact that we did not have an adequate process established to ensure appropriate levels of review of accounting and financial reporting matters, which resulted in our closing process not identifying all required adjustments and disclosures in a timely fashion.

We plan to take steps to enhance and improve the design of our internal control over financial reporting. To remediate our material weaknesses, we plan to appoint additional qualified personnel with the requisite knowledge to improve the levels of review of accounting and financial reporting matters; however, such remediation efforts are largely dependent upon our securing additional financing or generating significant revenue to cover the costs of implementing the changes required.

The effectiveness of any system of internal control over financial reporting, including ours, is subject to inherent limitations, including the exercise of judgment in designing, implementing, operating, and evaluating the controls and procedures, and the inability to eliminate misconduct completely. Accordingly, in designing and evaluating the disclosure controls and procedures, management recognizes that any system of internal control over financial reporting, including ours, no matter how well designed and operated, can only provide reasonable, not absolute assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs. Moreover, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. We intend to continue to monitor and upgrade our internal controls as necessary or appropriate for our business but cannot assure you that such improvements will be sufficient to provide us with effective internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not currently a party to any lawsuit or proceeding which, in the opinion of management, is likely to have a material adverse effect on us or our business.

ITEM 1A. RISK FACTORS.

Not required of a smaller reporting company.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Except as set forth under Item 2 above, there is no other information required to be disclosed under this item which has not been previously disclosed.

ITEM 6. EXHIBIT

			Incorporated by Reference		
No.	**Description**	**Form**	**File No.**	**Exhibit**	**Filing Date**
31.1*	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
31.2*	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
32.1*	Certification of the Chief Executive Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				
32.2*	Certification of the Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 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 Label Linkbase Document				
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document				
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)				

* filed herewith.

\+ Denotes a management contract or compensatory plan.

SIGNATURES

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

Thumzup Media Corporation

By: */s/ Robert Steele*

Robert Steele
Chief Executive Officer and Chief Financial Officer
(Principal Executive Officer and Principal Financial Officer)

Date: August 21, 2023

EXHIBIT 31.1

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

I, Robert Steele, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Thumzup Media Corporation for the period ended June 30, 2023;

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

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

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

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

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

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

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

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

   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.

Dated: August 21, 2023

By: */s/ Robert Steele*
Robert Steele
Chief Executive Officer
(*Principal Executive Officer*)

EXHIBIT 31.2

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

I, Robert Steele, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Thumzup Media Corporation for the period ended June 30, 2023;

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

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

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

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

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

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

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

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

   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.

Dated: August 21, 2023

By: */s/ Robert Steele*
Robert Steele
Chief Financial Officer
(*Principal Financial Officer*)

EXHIBIT 32.1

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

I, Robert Steele, in my capacity as Chief Executive Officer of Thumzup Media Corporation, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of Thumzup Media Corporation for the quarter ended June 30, 2023 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such report fairly presents, in all material respects, the financial condition and results of operations of Thumzup Media Corporation.

Dated: August 21, 2023	By:	*/s/ Robert Steele*
		Robert Steele Chief Executive Officer (*Principal Executive Officer)*

EXHIBIT 32.2

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

I, Robert Steele, in my capacity as Chief Financial Officer of Thumzup Media Corporation, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of Thumzup Media Corporation for the quarter ended June 30, 2023 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such report fairly presents, in all material respects, the financial condition and results of operations of Thumzup Media Corporation.

Dated: August 21, 2023	By:	*/s/ Robert Steele*
		Robert Steele
		Chief Financial Officer
		(*Principal Financial Officer)*