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 July 31, 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: 000-56142

Everything Blockchain, Inc.

(Exact name of registrant as specified in its charter)

Florida	**82-1091922**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
12574 Flagler Center Blvd, Suite 101 Jacksonville, FL	**32258**
(Address of principal executive offices)	(Zip Code)

(904) 454-2111
Registrant's telephone number, including area code

(Former name and address, if changed since last report)

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 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 ☒

As of August 31, 2023, the Company had 13,673,304 shares of common stock, $0.0001 par value outstanding.

Transitional Small Business Disclosure Format Yes ☐ No ☒

Everything Blockchain, Inc.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

Interim Consolidated Financial Statements and Notes to Interim Financial Statements

The accompanying unaudited consolidated interim financial statements have been prepared in accordance with the instructions to Form 10-Q. Therefore, they do not include all information and footnotes necessary for a complete presentation of financial position, results of operations, cash flows, and stockholders' equity in conformity with generally accepted accounting principles. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature. Operating results for the three and six months ended July 31, 2023, are not necessarily indicative of the results that can be expected for the year ending January 31, 2024 or any other reporting period. The information included in this Form 10-Q should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended January 31, 2023 filed with the Securities and Exchange Commission (the "SEC") on May 1, 2023 (the "Annual Report").

Everything Blockchain, Inc.
Consolidated Balance Sheets
(Amounts in thousands, except share and per share data)

ASSETS

	As of	
	July 31, 2023	**January 31, 2023**
	(unaudited)	
Current assets		
Cash	$ 21	$ 824
Accounts receivable, net	69	89
Inventory	67	64
Current cryptocurrencies	782	4
Prepaid expenses	454	2,663
Other assets	219	127
Total current assets	1,612	3,771
Property, plant and equipment, net	652	660
Goodwill	16,504	16,504
Intangible assets, net	4,720	4,270
Other assets	222	463
Total assets	$ 23,710	$ 25,668

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities		
Accounts payable and accrued expenses	$ 1,973	$ 1,151
Accounts payable related party	700	13
Current portion of long-term debt	544	474
Reserve for legal settlements	154	154
Deferred revenue	250	279
Total current liabilities	$ 3,621	$ 2,071
Long-term liabilities		
Debt	34	47
Total long-term liabilities	$ 34	$ 47
Total liabilities	$ 3,655	$ 2,118
Stockholders' equity		
Series A Preferred stock, $0.0001 par value: 1,000,000 shares authorized; 200,000 shares issued and outstanding as of July 31, 2023 and January 31, 2023	-	-
Series B Preferred stock, $0.0001 par value: 1,500,000 shares authorized; 650,000 shares issued and 400,000 shares outstanding as of July 31, 2023 and January 31, 2023	-	-
Series C Preferred stock, $0.0001 par value: 10,000,000 and 2,000,000 shares authorized as of July 31, 2023 and January 31, 2023, respectively; 1,000,000 shares issued and outstanding as of July 31, 2023 and January 31, 2023	-	-
Common stock, $0.0001 par value, 200,000,000 shares authorized; 9,949,966 shares issued and 9,923,304 shares outstanding as of July 31, 2023 and January 31, 2023	1	1
Treasury stock	(1,691)	(1,691)
Additional paid-in capital	87,190	85,975
Receivable from stockholder	-	(200)
Accumulated deficit	(65,445)	(60,535)
Total stockholders' equity	$ 20,055	$ 23,550
Total liabilities and stockholders' equity	$ 23,710	$ 25,668

See accompanying notes to consolidated financial statements.

Everything Blockchain, Inc.
Consolidated Statements of Operations
(Amounts in thousands, except share and per share data)

	For the Three Months Ended July 31,		For the Six Months Ended July 31,	
	2023	2022	2023	2022
	(unaudited)			
Revenue	$ 470	$ 383	$ 732	$ 638
Cost of sales	80	56	131	71
Gross profit	390	327	601	567
Selling, general, and administrative	1,438	979	2,668	2,072
Stock based compensation	650	678	1,366	1,481
Depreciation and amortization	59	50	118	100
Total operating expenses	2,147	1,707	4,152	3,653
Loss from operations	(1,757)	(1,380)	(3,551)	(3,086)
Other expense, net	(1,335)	(2,070)	(1,352)	(2,230)
Loss before income taxes	(3,092)	(3,450)	(4,903)	(5,316)
Income tax expense (benefit)	-	(782)	7	(1,194)
Net loss	$ (3,092)	$ (2,668)	$ (4,910)	$ (4,122)
Basic and diluted loss per share:				
Basic loss per share	$ (0.31)	$ (0.28)	$ (0.49)	$ (0.46)
Diluted loss per share	$ (0.31)	$ (0.28)	$ (0.49)	$ (0.46)
Weighted average shares outstanding - basic	9,923,304	9,412,664	9,923,304	9,045,439
Weighted average shares outstanding - diluted	9,923,304	9,412,664	9,923,304	9,045,439

See accompanying notes to consolidated financial statements.

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Everything Blockchain, Inc.
Consolidated Statements of Stockholders' Equity
(Amounts in thousands)
(unaudited)

	Preferred Stock		Common Stock		Treasury Stock	Additional Paid-in Capital	Receivable from Shareholder	Accumulated Deficit	Total Stockholders' Equity
	Shares	**Amount**	**Shares**	**Amount**					
Balance – January 31, 2022	600	$ -	8,604	$ 1	$ (1,599)	$ 80,134	$ -	$ (51,091)	$ 27,445
Issuance of Series C Preferred	250	-	-	-	-	1,000	-	-	1,000
Conversion of Series C Preferred- into common stock	(250)	-	561						
Warrant exercise	-	-	535	-	-	535	-	-	535
Stock based compensation	-	-	-	-	-	1,274	-	-	1,274
Net loss	-	-	-	-	-	-	-	(4,122)	(4,122)
Balance – July 31, 2022	600	$ -	9,700	$ 1	$ (1,599)	$ 82,943	$ -	$ (55,213)	$ 26,132
Balance – January 31, 2023	1,600	$ -	9,923	$ 1	$ (1,691)	$ 85,975	$ (200)	$ (60,535)	$ 23,550
Warrant exercise	-	-	-	-	-	-	200	-	200
Stock based compensation	-	-	-	-	-	1,215	-	-	1,215
Net loss	-	-	-	-	-	-	-	(4,910)	(4,910)
Balance – July 31, 2023	1,600	$ -	9,923	$ 1	$ (1,691)	$ 87,190	$ -	$ (65,445)	$ 20,055

See accompanying notes to consolidated financial statements.

Everything Blockchain, Inc.
Consolidated Statements of Cash Flows
(Amounts in thousands)

	For the Six Months Ended July 31	
	2023	**2022**
	(unaudited)	
Cash flows from operating activities:		
Net Loss	$ (4,910)	$ (4,122)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock based compensation	1,366	1,481
Deferred income tax benefit	-	(1,197)
Realized net gain on investment in cryptocurrency	(9)	(54)
Fair value adjustment to cryptocurrency	1,302	2,206
Amortization and depreciation	118	100
Changes in operating assets and liabilities:		
Accounts receivable, net	20	(51)
Inventory	(2)	(43)
Prepaid expenses	(183)	(54)
Other assets	150	(43)
Accounts payable to related party	686	(30)
Accounts payable and accrued expenses	887	25
Deferred revenue	(29)	144
Net cash used in operating activities	(604)	(1,638)
Cash flows from investing activities:		
Proceeds from cryptocurrencies, net	170	-
Capital expenditures	(560)	(609)
Net cash used in investing activities	(390)	(609)
Cash flows from financing activities:		
Payment of debt	(9)	(16)
Proceeds from issuance of Series C Preferred Stock	-	1,000
Proceeds from exercise of warrants	200	500
Net cash provided by financing activities	191	1,484
Net Change in Cash	(803)	(763)
Cash, beginning of period	824	1,062
Cash, end of period	$ 21	$ 299
Supplemental Disclosure of Cash Flows Information:		
Cash paid for interest	$ 54	$ 27
Cash paid for income taxes	$ -	$ 3
Non-cash Investing and Financing Activities:		
Acquisition of cryptocurrency	$ 2,242	$ -
Conversion of accounts payable to related party to common stock	-	35

See accompanying notes to consolidated financial statements.

Everything Blockchain, Inc.
Notes to Consolidated Financial Statements
(Unaudited)

Note 1. Organization and Basis of Presentation

The accompanying unaudited consolidated financial statements of Everything Blockchain, Inc. ("EBI") and its consolidated subsidiaries (collectively, the "Company", "we", "our") have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") and the rules of the Securities and Exchange Commission (the "SEC"). All significant intercompany accounts and transactions have been eliminated in consolidation.

Description of Business

The Company is primarily engaged in the business of consulting and developing data management, blockchain and cybersecurity related solutions.

Subsidiaries of the Company

The subsidiaries of the Company are Render Payment Corp., 832 Energy Technology Consultants, LLC, Mercury, Inc. ("Mercury"), Vengar Technologies LLC, Everything Blockchain Technology Corporation, and EBI International, Inc.

Note 2. Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of EBI and its wholly owned subsidiaries.

Unaudited Interim Financial Information

The Company's unaudited consolidated financial statements have been prepared in accordance with GAAP and pursuant to the rules and regulations of the SEC. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted from this report, as is permitted by such rules and regulations. Accordingly, these consolidated financial statements should be read in conjunction with the audited financial statements as of and for the year ended January 31, 2023, and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended January 31, 2023, filed with the SEC on May 1, 2023 (the "2023 Annual Report"). The results for any interim period are not necessarily indicative of results for any future period.

The unaudited consolidated financial statements have been prepared on the same basis as the audited financial statements. In the opinion of the Company's management, the accompanying unaudited consolidated financial statements contain all adjustments that are necessary to present fairly the Company's financial position and results of operations for the interim periods presented. The results for the three and six months ended July 31, 2023, are not necessarily indicative of the results for the year ending January 31, 2024, or for any future period.

As of July 31, 2023, there have been no material changes in the Company's significant accounting policies from those that were disclosed in the 2023 Annual Report.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and disclosures of contingent assets and liabilities as of the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. The most significant estimates and judgments relate to revenue recognition; sales returns and other allowances; allowance for doubtful accounts; valuation of inventory; valuation of long-lived assets and finite-lived intangible assets; recoverability of goodwill; acquisition method of accounting; contingencies; and income taxes.

On a regular basis, management reviews its estimates utilizing currently available information, changes in facts and circumstances, historical experience, and reasonable assumptions. After such reviews, and if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates.

Revenue Recognition Policies

Services revenue. We generate services revenue via consulting services and software development. The Company is engaged in developing, engineering, and designing blockchain projects, to include platforms and cryptocurrencies for customers.

Subscription revenue. We generate revenue from subscriptions through staking of our current crypto assets. Our primary token being staked is a hybrid Proof of Work ("POW") and Proof of Stake ("POS") system. Stakers, in this particular token, are paid inflation based both on the duration of the stake (contract length), as well as based on the volume / quantity of tokens staked. Rewards / interest / inflation are paid in the native token. We also participate in networks with POW consensus algorithms, through creating or validating blocks on the network. In exchange for participating in the consensus mechanism of these networks, the Company earns rewards in the form of the native token of the network. Each block creation or validation is a performance obligation. Revenue is recognized at the point when the block creation or validation is complete, and the rewards are available for transfer. Revenue is measured based on the number of tokens received and the fair value of the token at the date of recognition.

Product revenue. We generate product revenue through customized product development and merchandise sales.

We recognize revenue when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

We determine revenue recognition through the following steps:

- identification of the contract, or contracts, with a customer;
- identification of the performance obligations in the contract;
- determination of the transaction price;
- allocation of the transaction price to the performance obligations in the contract; and
- recognition of revenue when, or as, we satisfy a performance obligation.

Concentration of Credit Risk and Significant Customers

Financial instruments which potentially subject the Company to a concentration of credit risk consist principally of temporary cash investments and accounts receivable.

Concentrations of credit risk with respect to trade receivables and commodities are limited due to the Company's diverse group of customers. The Company establishes an allowance for doubtful accounts when events and circumstances regarding the collectability of its receivables or the selling of its commodities warrant based upon factors such as the credit risk of specific customers, historical trends, other information, and past bad debt history. The outstanding balances are stated net of an allowance for doubtful accounts.

Our cash balances are maintained in accounts held by major banks and financial institutions located in the United States. The Company may occasionally maintain amounts on deposit with a financial institution that are in excess of the federally insured limit of $250,000. The risk is managed by maintaining all deposits in high-quality financial institutions. The Company had $0 and $0.4 million in excess of federally insured limits on July 31, 2023 and January 31, 2023, respectively.

Our cryptocurrency balances are maintained in accounts held by institutions located in and outside the United States. The Company maintains amounts on deposit that often exceed coverage from third party insured limit of up to $1,000,000. The risk is managed by maintaining multiple accounts with various accounts held in a cold storage wallet. The Company had $0.8 million in excess of amounts protected by insurance.

Cash and Cash Equivalents

The Company includes in cash and cash equivalents all short-term, highly liquid investments that mature within three months of the date of purchase. Cash equivalents consist principally of investments in interest-bearing demand deposit accounts and liquidity funds with financial institutions and are stated at cost, which approximates fair value. The Company had no cash equivalents as of July 31, 2023 and January 31, 2023.

Basic and Diluted Net Earnings (Loss) Per Share

The Company follows *ASC Topic 260 – Earnings Per Share*, and *FASB 2015-06, Earnings Per Share* to account for earnings per share. Basic earnings per share ("EPS") calculations are determined by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted EPS calculations are determined by dividing net income (loss) by the weighted average number of common shares outstanding plus the dilutive effect, calculated using (i) the "treasury stock" method for warrants and (ii) the "if converted" method for the preferred stock if their inclusion would not have been anti-dilutive.

Fair Value Measurements

The Company measures assets and liabilities at fair value based on an expected exit price as defined by the authoritative guidance on fair value measurements, which represents the amount that would be received on the sale of an asset or paid to transfer a liability, as the case may be, in an orderly transaction between market participants. As such, fair value may be based on assumptions that market participants would use in pricing an asset or liability. The authoritative guidance on fair value measurements establishes a consistent framework for measuring fair value on either a recurring or nonrecurring basis whereby inputs, used in valuation techniques, are assigned a hierarchical level.

The following are the hierarchical levels of inputs to measure fair value:

- Level 1: Quoted prices in active markets for identical instruments;
- Level 2: Other significant observable inputs (including quoted prices in active markets for similar instruments);
- Level 3: Significant unobservable inputs (including assumptions in determining the fair value of certain investments).

The carrying values for cash and cash equivalents, accounts receivable, other current assets, accounts payable and accrued liabilities, and deferred revenue approximate their fair value due to their short maturities.

Note 3. Going Concern

The Company's consolidated financial statements are prepared in accordance with GAAP, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. Because the business is new and has a limited history, no certainty of continuation can be stated. The accompanying financial statements for the three and six months ended July 31, 2023 and 2022 have been prepared to assume that we will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

The Company has had historically negative cash flow and net losses. Though the year ended January 31, 2022 resulted in positive cash flow and net income, there are no assurances the Company will generate a profit or obtain positive cash flow in the future. The Company has sustained its solvency through the support of its shareholder and chairman, Michael Hawkins, or companies controlled by Michael Hawkins, which raise substantial doubt about its ability to continue as a going concern.

Management is taking steps to raise additional funds to address its operating and financial cash requirements to continue operations in the next twelve months. Management has devoted a significant amount of time to the raising of capital from additional debt and equity financing. However, the Company's ability to continue as a going concern is dependent upon raising additional funds through debt and equity financing and generating revenue. There are no assurances the Company will receive the funding or generate the revenue necessary to fund operations. The financial statements contain no adjustments for the outcome of this uncertainty.

Note 4. Intangible Assets

Intangible assets consist of the following:

	As of July 31, 2023		
	Gross Amount	Accumulated Amortization	Net Carrying Amount
		(in thousands)	
IP/Technology	$ 4,780	$ 60	$ 4,720
Non-compete agreements	82	82	-
Total Intangibles	$ 4,862	$ 142	$ 4,720

	As of January 31, 2023		
	Gross Amount	Accumulated Amortization	Net Carrying Amount
		(in thousands)	
IP/Technology	$ 4,251	$ -	$ 4,251
Non-compete agreements	82	63	19
Total Intangibles	$ 4,333	$ 63	$ 4,270

The Company's IP/Technology is amortized over five years and the non-compete agreements are amortized over two years

Note 5. Cryptocurrency Assets

The Company transacts business with cryptocurrency assets. The Company records cryptocurrency assets as an intangible asset with infinite life. We classify cryptocurrency assets that have a market value and substantial liquidity as current intangible assets. The following chart shows our cryptocurrency assets (in thousands):

Current Assets		
	As of	
Coin Symbol	July 31, 2023	January 31, 2023
BTC	$ 9	$ 4
PLS	484	-
PLSX	289	-
	$ 782	$ 4

In May 2023, PulseChain ("Pulse") and PulseX were launched. Pulse is a layer 1 blockchain that is a fork of Ethereum. PulseX is a fork of the Uniswap digital exchange platform ("DEX") and is the native DEX of the Pulse ecosystem. During the year ended January 31, 2022, we invested $0.1 million in each of Pulse and PulseX. In May 2023, we received 2.3 billion Pulse tokens and 3.0 billion PulseX tokens.

Also in May 2023, Overwatch Partners, Inc. ("Overwatch"), an entity controlled by Michael Hawkins, distributed to us Pulse and PulseX tokens of 12.3 billion each. As a result of this transaction, the Company distributed to Epic Industry Corp ("Epic"), a wholly owned company of Michael Hawkins, 2.5 billion Pulse tokens. The receipt of Pulse and PulseX also earned Epic 50,000 shares of Series A Preferred Stock, which were issued to Epic during the quarter ended July 31, 2021 and recorded as a prepaid expense of $2.0 million.

For the quarter ended July 31, 2023, the Company recorded in other income (expense), net fair market value expense adjustments of $1.3 million related to PulseX.

During the three and six months ended July 31, 2022, the Company recorded in other income (expense), net fair market value expense adjustments of $2.1 million and $2.2 million, respectively.

Note 6. Property, Plant and Equipment

Property, plant and equipment consisted of the following (in thousands):

	As of	
	July 31, 2023	January 31, 2023
Land	$ 36	$ 36
Buildings and building improvements	339	339
Machinery and equipment	210	211
Furniture, fixtures and office equipment	77	75
Computer equipment and computer software	126	114
Vehicles	97	60
	885	835
Less: Accumulated depreciation	(233)	(175)
Total property, plant and equipment, net	$ 652	$ 660

Note 7. Debt

As of July 31, 2023, Mercury's outstanding debt of $0.5 million had a weighted average interest rate of 6.3%. The debt consists primarily of term loans and a line of credit with various financial institutions, and such debt is collateralized by the assets of Mercury. The debt has maturity dates ranging from 2023 through 2026.

We were recently notified by the bank that when we acquired Mercury it triggered defaults under both Mercury's line of credit and term loan due to the change in ownership. Both the line of credit and term loan are classified as current liabilities. We are working on refinancing both loans.

On July 14, 2023, a board director of the Company loaned it $55,000, representing half of the Company's employee retention credit refund, which the Company expects to receive this year. The note calls for the payment of the principal sum of $55,000 plus interest of $12,500 for a total of $67,500. The maturity date of the note is December 31, 2023.

Note 8. Commitments and Contingencies

The Company reports and accounts for its commitments and contingencies in accordance with *ASC 440 – Commitments* and *ASC 450 – Contingencies*. We recognize a loss on a contingency when it is probable a loss will be incurred and that the amount of the loss can be reasonably estimated. No loss contingencies have been recorded for the three and six months ended July 31, 2023 and 2022.

Note 9. Legal Proceedings

The Company may be subject to legal proceedings and claims arising from contracts or other matters from time to time in the ordinary course of business. Management is not aware of any pending or threatened litigation where the ultimate disposition or resolution could have a material adverse effect on the Company's financial position, results of operations or liquidity.

Note 10. Related Parties and Related Party Transactions

Related party balance sheet items (in thousands)

	As of July 31, 2023	As of January 31, 2023
Prepaid expenses	$ -	$ 2,000
Accounts payable and accrued expenses	93	28
Loans payable	700	13

Related party income statement items (in thousands)

	For the Three Months Ended July 31,		For the Six Months Ended July 31,	
	2023	2022	2023	2022
Consulting expenses	$ 66	$ 30	$ 132	$ 60
Stock based compensation	650	575	1,300	1,150
Payroll expenses	120	144	239	339

During the quarter ended July 31, 2021, the Company issued 50,000 shares of Series A Preferred Stock to Epic. The issuance was done as a prepayment for services to generate sales for the Company. The shares are earned as sales generated by Epic achieve certain sales targets.

In May 2023, Overwatch distributed to us Pulse and PulseX tokens of 12.3 billion each. As a result of this transaction, the Company distributed to Epic 2.5 billion Pulse tokens. The receipt of Pulse and PulseX also earned Epic 50,000 shares of Series A Preferred Stock, which were issued to Epic during the quarter ended July 31, 2021 and recorded as a prepaid expense of $2.0 million. Our board decided that the value received from Pulse and PulseX, in lieu of sales, satisfied the requirements for the Series A Preferred Stock to be earned by Epic.

Note 11. Stockholders' Equity

Common Stock

As of July 31, 2023 and January 31, 2023, the Company had 200 million common shares authorized, with 9,949,966 common shares at a par value of $0.0001 issued. As of July 31, 2023 and January 31, 2023, the Company had 9,923,304 common shares outstanding.

During the three and six months ended July 31, 2023, stock-based compensation expense related to stock grants was $75,000 and $150,000, respectively, from a grant to an employee. During the three months ended July 31, 2022, stock-based compensation expense related to stock grants was $89,000, which consisted of grants to employee of $75,000 and consultants of $14,000. During the six months ended July 31, 2022, stock-based compensation expense related to stock grants was $206,000, which consisted of grants to employee of $150,000 and consultants of $56,000.

Preferred Stock

Series A Preferred Stock

As of July 31, 2023 and January 31, 2023, the Company had one million Series A Preferred shares, par value $0.0001, authorized, with 200,000 Series A Preferred shares issued and outstanding. The Series A Preferred stock converts into common stock at the option of the holder of the Series A Preferred, after twenty-four months of ownership. The conversion rate for every one share of Series A Preferred stock is 50 shares of common stock. Each share of Series A Preferred stock entitles the holder to 1,000 votes Holders of Series A Preferred are entitled to share ratably in dividends, if any are declared. There are no redemption rights. In the event of dissolution, the holders of Series A Preferred are entitled to share pro rata all assets remaining after payment in full of all liabilities.

During the quarter ended July 31, 2021, the Company issued 50,000 shares of Series A Preferred Stock to Epic. The issuance was done as a prepayment for services to generate sales for the Company. The shares are earned as sales generated by Epic achieve certain sales targets.

In May 2023, Overwatch distributed to us Pulse and PulseX tokens of 12.3 billion each. As a result of this transaction, the Company distributed to Epic 2.5 billion Pulse tokens. The receipt of Pulse and PulseX also earned Epic 50,000 shares of Series A Preferred Stock, which were issued to Epic during the quarter ended July 31, 2021 and recorded as a prepaid expense of $2.0 million. Our board decided that the value received from Pulse and PulseX, in lieu of sales, satisfied the requirements for the Series A Preferred Stock to be earned by Epic.

The 200,000 shares of Series A Preferred Stock are eligible to be converted into common stock at the option of the holder of the Series A Preferred Stock.

Series B Preferred Stock

As of July 31, 2023 and January 31, 2023, the Company had 1.5 million Series B Preferred shares, par value $0.0001, authorized, with 650,000 Series B Preferred shares issued and 400,000 Series B Preferred shares outstanding. The Series B Preferred stock converts into common stock at the option of the holder of the Series B Preferred, after twenty-four months of ownership. The conversion rate for every one share of Series B Preferred stock is ten shares of common stock. Each share of Series B Preferred stock entitles the holder to 100 votes. Holders of Series B Preferred are entitled to share ratably in dividends if any are declared. There are no redemption rights. In the event of dissolution, the holders of Series B Preferred are entitled to share pro rata all assets remaining after payment in full of all liabilities.

All shares of Series B Preferred Stock are eligible to be converted into common stock at the option of the holder of the Series B Preferred Stock.

Series C Preferred Stock

As of July 31, 2023 and January 31, 2023, the Company had 10 million and 2 million Series C Preferred shares, par value $0.0001, authorized, respectively, with one million Series C Preferred shares issued and outstanding. The Series C Preferred Stock shall rank senior to the Company's common stock, Series A Preferred Stock, and Series B Preferred Stock. Each holder of Series C Preferred Stock is entitled to one (1) vote for each share of Series C Preferred Stock held on all matters submitted to a vote of stockholders. Each share of Series C Preferred Stock shall be convertible, at the discretion of the holders, after six months of ownership, into shares of common stock. The number of common shares issued shall be at the rate of 30% less than the volume-weighted average price or $5.00 per share whichever is less.

The one million shares of Series C Preferred Stock are eligible to be converted into common stock at the option of the holder of the Series C Preferred Stock.

Note 12. Warrants

A summary of warrant activity for six months ended July 31, 2023 is as follows:

	Shares	Weighted Average Conversion Price
Warrants outstanding at January 31, 2023	3,356,000	$ 3.60
Cancelled/Expired	(1,200,000)	1.90
Warrants outstanding at July 31, 2023	2,156,000	$ 4.55

During the three months ended July 31, 2023, stock-based compensation expense related to warrant grants was $575,000, which consisted of grants to employees of $338,000 and directors of $237,000. During the six months ended July 31, 2023, stock-based compensation expense related to warrant grants was $1,215,000, which consisted of grants to employees of $675,000, directors of $474,000, and consultants of $66,000. During the three months ended July 31, 2022, stock-based compensation expense related to warrant grants was $589,000, which consisted of grants to employees of $317,000, directors of $209,000, and consultants of $63,000. During the six months ended July 31, 2022, stock-based compensation expense related to warrant grants was $1,274,000, which consisted of grants to employees of $724,000, directors of $418,000, and consultants of $132,000.

Note 13. Treasury Stock

Treasury stock consists of 250,000 shares of Series B Preferred stock and 26,662 shares of common stock. The shares are considered issued but not outstanding. Therefore, the shares are not used in the EPS calculations.

Note 14. Income Taxes

Our consolidated effective income tax rate for the three and six months ended July 31, 2023 was 0%. Our consolidated effective income tax rate for the three and six months ended July 31, 2022 was 23%.

Note 15. Net Loss Per Common Share

	For the Three Months Ended July 31,		For the Six Months Ended July 31,	
	2023	2022	2023	2022
	(in thousands, except per share data)			
Numerator:				
Net loss	$ (3,092)	$ (2,668)	$ (4,910)	$ (4,122)
Denominator:				
Weighted average common shares outstanding	9,923	9,413	9,923	9,045
Effect of dilutive securities:				
Warrants	-	-	-	-
Preferred stock	-	-	-	-
Diluted shares outstanding	9,923	9,413	9,923	9,045
Basic: Net loss per common share	$ (0.31)	$ (0.28)	$ (0.49)	$ (0.46)
Diluted: Net loss per common share	$ (0.31)	$ (0.28)	$ (0.49)	$ (0.46)

Note 16. Subsequent Events

On August 2, 2023, Paul Rosenberg elected to convert 275,000 shares of Series B Preferred Stock into 2,750,000 shares of common stock. On August 2, 2023, Epic elected to convert 125,000 shares of Series B Preferred Stock into 1,250,000 shares of common stock. On August 2, 2023, the Company officially retired the following class of stock: Series B Preferred.

On August 15, 2023, Epic, with the approval of the board, purchased Mercury's building for $480,000. Mercury used $461,000 of the proceeds from the sale to payoff both Mercury's line of credit and term loan, which were in default. After paying off the notes and closing costs, Mercury was left with $11,000 for general corporate purposes.

On September 3, 2023, the Company changed the name of 832 Energy Technology Consultants, LLC to DataStone, Inc., by incorporating as a Florida corporation. On September 3, 2023, the Company also changed the name of Vengar Technologies LLC to Vengar Technologies, Inc., by incorporating as a Florida corporation.

On September 7, 2023, Epic formalized the loans to the Company in a note. As of July 31, 2023, the outstanding balance was $0.7 million. Subsequent to July 31, 2023, Epic has provided funding and plans to provide additional funding to equal a total note principal of $1.0 million. Monthly interest only payments at an annual rate of 4% will be made through the maturity date of February 1, 2025.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of our financial condition, results of operations and cash flows in conjunction with our consolidated financial statements and the related notes presented in this report and in our Annual Report.

FORWARD-LOOKING STATEMENTS

Certain statements in this section contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this report and not clearly historical in nature are forward-looking, and the words "may," "will," "should," "could," "would," "expects," "plans," "anticipates," "believes," "estimates," "projects," "predicts," "intends," "potential," and similar expressions (as well as other words or expressions referencing future events, conditions or circumstances) generally are intended to identify forward-looking statements. Any statements in this report that are not historical facts are forward-looking statements. Actual results may differ materially from those discussed from time to time in the Company's SEC filings. The Company undertakes no obligation to update or revise any forward-looking statement for events or circumstances after the date on which such statement is made except as required by law.

OVERVIEW

The overview of the MD&A highlights selected information and does not contain all of the information that is important to readers of this Quarterly Report on Form 10-Q.

The Company is primarily engaged in the business of consulting and developing data management, blockchain and cybersecurity related solutions. We are a technology company that is blending blockchain, zero-trust, and database management technology to create a platform to solve real world, practical business problems. Our business model is based on building recurring revenue through software subscriptions, licensing agreements, and transaction fees. Our patent-pending advances in blockchain engineering deliver the essential elements needed for real-world business use: speed, security, and energy efficiency. Currently, our lines of business are EB Advise, BuildDB and EB Control.

Our website can be found at www.everythingblockchain.io, which is not incorporated as part of this Form 10-Q.

EMPLOYEES

As of July 31, 2023, the Company has 24 employees.

Available Information

All reports of the Company filed with the SEC are available free of charge through the SEC's website at www.sec.gov. In addition, the public may read and copy materials filed by the Company at the SEC's Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. The public may also obtain additional information on the operation of the Public Reference Room by calling the Commission at 1-800-SEC-0330.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, and expenses. On an ongoing basis, we evaluate our estimates, including those related to uncollectible receivables, inventory valuation, deferred compensation, and contingencies.

We base our estimates on historical performance and on various other assumptions that we believe to be reasonable under the circumstances. These estimates allow us to make judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. If actual results or events differ materially from those contemplated by us in making these estimates, our reported financial condition, and results of operations for future periods could be materially affected.

Results of Operations

Our operating results for the three and six months ended July 31, 2023 and 2022 are summarized as follows:

	For the Three Months Ended July 31,		For the Six Months Ended July 31,	
	2023	2022	2023	2022
	(in thousands)			
Revenue	$ 470	$ 383	$ 732	$ 638
Cost of sales	80	56	131	71
Gross profit	390	327	601	567
Selling, general, administrative	1,438	979	2,668	2,072
Stock based compensation	650	678	1,366	1,481
Depreciation and amortization	59	50	118	100
Total operating expenses	2,147	1,707	4,152	3,653
Loss from operations	(1,757)	(1,380)	(3,551)	(3,086)
Other expense, net	(1,335)	(2,070)	(1,352)	(2,230)
Loss before income taxes	(3,092)	(3,450)	(4,903)	(5,316)
Income tax expense (benefit)	-	(782)	7	(1,194)
Net loss	$ (3,092)	$ (2,668)	$ (4,910)	$ (4,122)

Revenue

Revenue for the three months ended July 31, 2023 was $0.5 million as compared to $0.4 million for the three months ended July 31, 2022. Revenue for the three months ended July 31, 2023 primarily consisted of $288,000 from product revenue and $177,000 from consulting services. Revenue for the three months ended July 31, 2022 primarily consisted of $196,000 from consulting services, $158,000 from product revenue, and $24,000 from staking of cryptocurrency.

Revenue for the six months ended July 31, 2023 was $0.7 million as compared to $0.6 million for the six months ended July 31, 2022. Revenue for the six months ended July 31, 2023 primarily consisted of $380,000 from product revenue and $347,000 from consulting services. Revenue for the six months ended July 31, 2022 primarily consisted of $411,000 from consulting services, $171,000 from product revenue, and $51,000 from staking of cryptocurrency.

Cost of Sales

Cost of sales for the three months ended July 31, 2023 and 2022 was $0.1 million. Cost of sales for the six months ended July 31, 2023 and 2022 was $0.1 million. Cost of sales for all periods primarily consisted of product costs.

Gross Profit

Gross profit for the three months ended July 31, 2023 was $0.4 million as compared to $0.3 million for the three months ended July 31, 2022. Gross profit for the six months ended July 31, 2023 and 2022 was $0.6 million.

Operating Expenses

Operating expenses primarily consist of selling, general and administrative expenses, stock-based compensation expense, and amortization and depreciation expense. Selling, general and administrative expenses primarily consist of personnel costs, consultant fees, professional fees, computer and internet expenses, marketing expenses, utilities expenses, meals and entertainment, office supplies, and reporting fees.

Operating expenses for the three months ended July 31, 2023 were $2.1 million compared to $1.7 million for the three months ended July 31, 2022. The primary reason for the increase was due to an increase in payroll expenses of $0.3 million and professional fees of $0.1 million.

Operating expenses for the six months ended July 31, 2023 were $4.2 million compared to $3.7 million for the six months ended July 31, 2022. The primary reason for the increase was due to an increase in payroll expenses of $0.5 million and professional fees of $0.1 million, partially offset by a decrease in stock-based compensation of $0.1 million.

Loss from Operations

Loss from operations for the three months ended July 31, 2023 was $1.8 million compared to $1.4 million for the three months ended July 31, 2022. Loss from operations for the six months ended July 31, 2023 was $3.6 million compared to $3.1 million for the six months ended July 31, 2022. The primary reasons for the increase in loss from operations were due to the increase in operating expenses as discussed above.

Other Expense

Other income (expense) consists primarily of sales of cryptocurrency and the associated costs, fair market value adjustments to cryptocurrency, and interest income and expense.

Other expense, net for the three months ended July 31, 2023 was $1.3 million compared to $2.1 million for the three months ended July 31, 2022. Other expense, net for the three months ended July 31, 2023 consists primarily of fair market value expense adjustments related to PulseX of $1.3 million. Other expense, net for the three months ended July 31, 2022 consists primarily of fair market value expense adjustments to cryptocurrency of $2.1 million.

Other expense, net for the six months ended July 31, 2023 was $1.4 million compared to $2.2 million for the six months ended July 31, 2022. Other expense, net for the six months ended July 31, 2023 consists primarily of fair market value expense adjustments related to PulseX of $1.3 million. Other expense, net for the six months ended July 31, 2022 consists primarily of fair market value expense adjustments to cryptocurrency of $2.2 million.

Adjusted EBITDA

The Company reports all financial information required in accordance with GAAP. The Company believes, however, that evaluating its ongoing operating results will be enhanced if it also discloses certain non-GAAP information.

Adjusted EBITDA, which is a non-GAAP financial measure, is defined by the Company as net income (loss) plus net interest income, income tax (benefit) expense, depreciation and amortization, and stock-based compensation.

Adjusted EBITDA should not be considered an alternative to net income, operating income, net cash provided by operating activities, or any other measure of financial performance or liquidity presented in accordance with GAAP. In addition, Adjusted EBITDA presented by other companies may not be comparable to our presentation since each company may define these terms differently.

The table below reconciles Adjusted EBITDA, which is a non-GAAP financial measure, to net loss.

	For the Three Months Ended July 31,		For the Six Months Ended July 31,	
	2023	2022	2023	2022
	(in thousands)			
Net loss	$ (3,092)	$ (2,668)	$ (4,910)	$ (4,122)
Add:				
Income tax expense (benefit)	-	(782)	7	(1,194)
Stock based compensation	650	678	1,366	1,481
Depreciation and amortization	59	50	118	100
Net interest expense	37	13	54	26
Adjusted EBITDA	$ (2,346)	$ (2,709)	$ (3,365)	$ (3,709)

Analysis of Cash Flows

Operating Activities

Net cash used in operating activities was $0.6 million for the six months ended July 31, 2023. We had net loss of $4.9 million, which included fair value adjustments to cryptocurrency of $1.3 million and stock-based compensation of $1.4 million.

Net cash used in operating activities was $1.6 million for the six months ended July 31, 2022. We had net loss of $4.1 million, which included fair value adjustments to cryptocurrency of $2.2 million, due to decreases in the values of cryptocurrencies, and stock-based compensation of $1.5 million.

Investing Activities

Net cash used in investing activities was $0.4 million for the six months ended July 31, 2023, compared to $0.6 million for the six months ended July 31, 2022. During the six months ended July 31, 2023, we had capital expenditures of $0.6 million, partially offset by proceeds from cryptocurrencies of $0.2 million. During the six months ended July 31, 2022, we had capital expenditures of $0.6 million.

Financing Activities

Net cash provided by financing activities was $0.2 million for the six months ended July 31, 2023, compared to $1.5 million for the six months ended July 31, 2022. During the six months ended July 31, 2023, we received the $0.2 million receivable from stockholder. During the six months ended July 31, 2022, we sold 250,000 shares of Series C Preferred Stock for $1.0 million and two warrants were exercised for a total of 500,000 shares of common stock resulting in the Company receiving $0.5 million.

Liquidity and Capital Resources

We fund operations primarily through cash on hand, cash from sales of Series C Preferred Stock, cryptocurrencies, and exercises of warrants, and the support of Michael Hawkins.

In May 2023, Overwatch distributed to us Pulse and PulseX tokens of 12.3 billion each. As a result of this transaction, the Company distributed to Epic 2.5 billion Pulse tokens. The receipt of Pulse and PulseX also earned Epic 50,000 shares of Series A Preferred Stock, which were issued to Epic during the quarter ended July 31, 2021 and recorded as a prepaid expense of $2.0 million. Our board decided that the value received from Pulse and PulseX, in lieu of sales, satisfied the requirements for the Series A Preferred Stock to be earned by Epic.

On July 14, 2023, a board director of the Company loaned it $55,000, representing half of the Company’s employee retention credit refund, which the Company expects to receive this year. The note calls for the payment of the principal sum of $55,000 plus interest of $12,500 for a total of $67,500. The maturity date of the note is December 31, 2023.

During the six months ended July 31, 2023, we received the $0.2 million receivable from stockholder.

We were recently notified by the bank that when we acquired Mercury it triggered defaults under both Mercury's line of credit and term loan due to the change in ownership. Both the line of credit and term loan are classified as current liabilities. On August 15, 2023, Epic, with the approval of the board, purchased Mercury’s building for $480,000. Mercury used $461,000 of the proceeds from the sale to payoff both Mercury's line of credit and term loan. After paying off the notes and closing costs, Mercury was left with $11,000 for general corporate purposes.

On September 7, 2023, Epic formalized the loans to the Company in a note. As of July 31, 2023, the outstanding balance was $0.7 million. Subsequent to July 31, 2023, Epic has provided funding and plans to provide additional funding to equal a total note principal of $1.0 million. Monthly interest only payments at an annual rate of 4% will be made through the maturity date of February 1, 2025.

Off-Balance Sheet Arrangements

We did not have any material off-balance sheet arrangements as of July 31, 2023.

Going Concern

Our financial statements are prepared in accordance with GAAP, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. Because the business is relatively new and has a short history and relatively few sales, no certainty of continuation can be stated. The accompanying consolidated financial statements for the three and six months ended July 31, 2023 and 2022 have been prepared assuming that we will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are a smaller reporting company and therefore, we are not required to provide the information required by this Item of Form 10-Q.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. Disclosure controls and procedures are also designed to ensure that such information is accumulated and communicated to management, including the principal executive officer and principal financial officer, to allow timely decisions regarding required disclosures.

We carried out an evaluation, under the supervision and with the participation of management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of January 31, 2023. In designing and evaluating the disclosure controls and procedures, management recognizes that there are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures.

Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their desired control objectives. Additionally, in evaluating and implementing possible controls and procedures, management is required to apply its reasonable judgment. Based on the evaluation described above, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this report because we did not document our Sarbanes-Oxley Act Section 404 internal controls and procedures.

As funds become available to us, we expect to implement additional measures to improve disclosure controls and procedures such as implementing and documenting our internal controls procedures.

Changes in internal controls over financial reporting

There have been no changes in our internal control over financial reporting during the quarter ended July 31, 2023 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls

A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The Company's management, including its principal executive officer and its principal financial officer, do not expect that the Company's disclosure controls will prevent or detect all errors and all fraud. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with associated policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

The Company is not involved in any legal proceedings which management believes will have a material effect upon the financial condition of the Company, nor are any such material legal proceedings anticipated.

Item 1A. Risk Factors

As a smaller reporting company, we are not required to provide the information required by this Item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

There have been no events that are required to be reported under this Item.

Item 3. Defaults Upon Senior Securities

There have been no events that are required to be reported under this Item.

Item 4. Mine Safety Disclosures

There have been no events that are required to be reported under this Item.

Item 5. Other Information

There have been no events that are required to be reported under this Item.

Item 6. Exhibits

31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL 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 (formatted as inline XBRL and contained in Exhibit 101).

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.

	Everything Blockchain, Inc.
Dated: September 14, 2023	By: */s/ Toney Jennings* Toney Jennings Its: Chief Executive Officer (Principal Executive Officer)
Dated: September 14, 2023	By: */s/ William Regan* William Regan Its: Chief Financial Officer (Principal Financial Officer)

EXHIBIT 31.1

Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer

I, Toney Jennings, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Everything Blockchain, 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(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of 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.

Dated: September 14, 2023

By: */s/ Toney Jennings*
Toney Jennings
Its: Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer

I, William Regan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Everything Blockchain, 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(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of 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.

Dated: September 14, 2023

By: */s/ William Regan*
William Regan
Its: Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 USC SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q for the quarter ended July 31, 2023 of Everything Blockchain, Inc. (the “Company”), as filed with the Securities and Exchange Commission on or about the date hereof (the “Report”), I, Toney Jennings, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 14, 2023

By: */s/ Toney Jennings*
Toney Jennings
Its: Chief Executive Officer
(Principal Executive Officer)

This certification accompanies this report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purpose of Section 18 of the Securities Exchange Act of 1934, as amended.

EXHIBIT 32.2

**CERTIFICATION PURSUANT TO 18 USC SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q for the quarter ended July 31, 2023 of Everything Blockchain, Inc. (the "Company"), as filed with the Securities and Exchange Commission on or about the date hereof (the "Report"), I, William Regan, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 14, 2023

By: */s/ William Regan*
William Regan
Its: Chief Financial Officer
(Principal Financial Officer)

This certification accompanies this report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purpose of Section 18 of the Securities Exchange Act of 1934, as amended.