AUDIT REPORT

FINANCIAL AND FEDERAL AWARD COMPLIANCE EXAMINATION

FOR THE YEAR ENDED DECEMBER 31, 2022
I. Financial Section

Financial Statements, for the Years Ended December 31, 2022 and 2021, Including the Schedules of Expenditures of Federal Awards and Findings and Questioned Costs

II. Independent Auditor's Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance With Government Auditing Standards

III. Independent Auditor's Report on Compliance for Each Major Program and on Internal Control Over Compliance Required by the Uniform Guidance
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<td>I-(21-22)</td>
</tr>
</tbody>
</table>
INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Upwardly Global
New York, New York

Opinion

We have audited the accompanying financial statements of Upwardly Global, which comprise the statements of financial position as of December 31, 2022 and 2021, and the related statements of activities and changes in net assets, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Upwardly Global as of December 31, 2022 and 2021, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America and Government Auditing Standards, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Upwardly Global and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Upwardly Global's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards and Government auditing standards will always detect a material misstatement when it exists.
The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements, including omissions, are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Upwardly Global's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Upwardly Global's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

**Other Information Included in Upwardly Global's Annual Report**

Management is responsible for the other information included in Upwardly Global's annual report. The other information comprises the 2022 and 2021 Financials, but does not include the audited financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information, and we do not express an opinion or any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

**Supplemental Information**

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The Schedule of Expenditures of Federal Awards on page I-20, as required by Title 2 U.S. Code of Federal Regulations (CFR) Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (Uniform Guidance), is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.
Other Reporting Required by Government Auditing Standards

In accordance with Government Auditing Standards, we have also issued our report dated July 10, 2023, on our consideration of Upwardly Global's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of this report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of Upwardly Global's internal control over financial reporting or on compliance. This report is an integral part of an audit performed in accordance with Government Auditing Standards in considering Upwardly Global's internal control over financial reporting and compliance.

July 10, 2023
### ASSETS

<table>
<thead>
<tr>
<th></th>
<th>2022</th>
<th>2021</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>CURRENT ASSETS</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash and cash equivalents</td>
<td>$19,032,642</td>
<td>$8,559,581</td>
</tr>
<tr>
<td>Receivables, net of allowance for doubtful accounts of $3,100 and $0, respectively</td>
<td>$2,838,128</td>
<td>$3,210,679</td>
</tr>
<tr>
<td>Prepaid expenses</td>
<td>$59,246</td>
<td>$42,555</td>
</tr>
<tr>
<td>Total current assets</td>
<td>$21,930,016</td>
<td>$11,812,815</td>
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<tr>
<td><strong>FIXED ASSETS</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Equipment</td>
<td>15,079</td>
<td>15,079</td>
</tr>
<tr>
<td>Furniture</td>
<td>105,999</td>
<td>80,472</td>
</tr>
<tr>
<td>Computer equipment</td>
<td>35,900</td>
<td>35,900</td>
</tr>
<tr>
<td>Leasehold improvements</td>
<td>7,525</td>
<td>-</td>
</tr>
<tr>
<td>Software</td>
<td>121,830</td>
<td>-</td>
</tr>
<tr>
<td>Less: Accumulated depreciation</td>
<td>(138,602)</td>
<td>(128,586)</td>
</tr>
<tr>
<td>Net fixed assets</td>
<td>$147,731</td>
<td>$2,865</td>
</tr>
<tr>
<td><strong>OTHER ASSETS</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Deposits</td>
<td>99,085</td>
<td>120,669</td>
</tr>
<tr>
<td>Right-of-use assets</td>
<td>1,229,232</td>
<td>-</td>
</tr>
<tr>
<td>Receivables, net of current portion</td>
<td>-</td>
<td>657,447</td>
</tr>
<tr>
<td>Total other assets</td>
<td>$1,328,317</td>
<td>778,116</td>
</tr>
<tr>
<td><strong>TOTAL ASSETS</strong></td>
<td>$23,406,064</td>
<td>$12,593,796</td>
</tr>
</tbody>
</table>

### LIABILITIES AND NET ASSETS

<table>
<thead>
<tr>
<th></th>
<th>2022</th>
<th>2021</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>CURRENT LIABILITIES</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Loan payable</td>
<td>$ -</td>
<td>$866,359</td>
</tr>
<tr>
<td>Accounts payable and accrued expenses</td>
<td>$220,449</td>
<td>179,582</td>
</tr>
<tr>
<td>Accrued salaries and related benefits</td>
<td>$451,813</td>
<td>367,034</td>
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<tr>
<td>Refundable advances</td>
<td>175,000</td>
<td>108,375</td>
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<tr>
<td>Deferred employer partner fees</td>
<td>402,992</td>
<td>192,430</td>
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<tr>
<td>Operating lease liabilities</td>
<td>266,712</td>
<td>-</td>
</tr>
<tr>
<td>Total current liabilities</td>
<td>1,516,966</td>
<td>1,713,780</td>
</tr>
<tr>
<td><strong>LONG-TERM LIABILITIES</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating lease liabilities, net of current portion</td>
<td>1,019,523</td>
<td>-</td>
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<tr>
<td>Total liabilities</td>
<td>2,536,489</td>
<td>1,713,780</td>
</tr>
<tr>
<td><strong>NET ASSETS</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Without donor restrictions</td>
<td>8,945,007</td>
<td>5,203,596</td>
</tr>
<tr>
<td>With donor restrictions</td>
<td>11,924,568</td>
<td>5,676,420</td>
</tr>
<tr>
<td>Total net assets</td>
<td>20,869,575</td>
<td>10,880,016</td>
</tr>
<tr>
<td><strong>TOTAL LIABILITIES AND NET ASSETS</strong></td>
<td>$23,406,064</td>
<td>$12,593,796</td>
</tr>
</tbody>
</table>

See accompanying notes to financial statements.
<table>
<thead>
<tr>
<th></th>
<th>Without Donor Restrictions</th>
<th>With Donor Restrictions</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>SUPPORT AND REVENUE</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Contributions and grants:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Corporate and foundation grants</td>
<td>$ 568,267</td>
<td>$ 13,340,925</td>
<td>$ 13,909,192</td>
</tr>
<tr>
<td>Individual contributions</td>
<td>669,753</td>
<td>-</td>
<td>669,753</td>
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<tr>
<td>Government grants</td>
<td>2,113,687</td>
<td>-</td>
<td>2,113,687</td>
</tr>
<tr>
<td>In-kind contributions</td>
<td>2,432,380</td>
<td>-</td>
<td>2,432,380</td>
</tr>
<tr>
<td>Special events, net of direct benefits to donors of $141,369</td>
<td>661,762</td>
<td>-</td>
<td>661,762</td>
</tr>
<tr>
<td>Net assets released from donor restrictions</td>
<td>7,092,777</td>
<td>(7,092,777)</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total contributions</strong></td>
<td>13,538,626</td>
<td>6,248,148</td>
<td>19,786,774</td>
</tr>
<tr>
<td>Earned revenue</td>
<td>359,285</td>
<td>-</td>
<td>359,285</td>
</tr>
<tr>
<td>Fee for service</td>
<td>705,000</td>
<td>-</td>
<td>705,000</td>
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<tr>
<td>Other revenue</td>
<td>20,914</td>
<td>-</td>
<td>20,914</td>
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<tr>
<td><strong>Total support and revenue</strong></td>
<td>14,623,825</td>
<td>6,248,148</td>
<td>20,871,973</td>
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<tr>
<td><strong>EXPENSES</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Personnel</td>
<td>7,325,240</td>
<td>-</td>
<td>7,325,240</td>
</tr>
<tr>
<td>Contract Services</td>
<td>686,621</td>
<td>-</td>
<td>686,621</td>
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<tr>
<td>Occupancy</td>
<td>336,790</td>
<td>-</td>
<td>336,790</td>
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<tr>
<td>Hardware and Software</td>
<td>281,252</td>
<td>-</td>
<td>281,252</td>
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<tr>
<td>Scholarships</td>
<td>149,437</td>
<td>-</td>
<td>149,437</td>
</tr>
<tr>
<td>Travel and Meals</td>
<td>143,754</td>
<td>-</td>
<td>143,754</td>
</tr>
<tr>
<td>Advertising and Outreach</td>
<td>141,188</td>
<td>-</td>
<td>141,188</td>
</tr>
<tr>
<td>Third Party Fees</td>
<td>78,468</td>
<td>-</td>
<td>78,468</td>
</tr>
<tr>
<td>Insurance</td>
<td>40,199</td>
<td>-</td>
<td>40,199</td>
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<tr>
<td>Supplies and Office</td>
<td>19,122</td>
<td>-</td>
<td>19,122</td>
</tr>
<tr>
<td>Depreciation and Amortization</td>
<td>10,016</td>
<td>-</td>
<td>10,016</td>
</tr>
<tr>
<td>Other Expenses</td>
<td>104,306</td>
<td>-</td>
<td>104,306</td>
</tr>
<tr>
<td>In-Kind Services - Consulting, Rent and Licenses</td>
<td>2,432,380</td>
<td>-</td>
<td>2,432,380</td>
</tr>
<tr>
<td><strong>Total expenses</strong></td>
<td>11,748,773</td>
<td>-</td>
<td>11,748,773</td>
</tr>
<tr>
<td>Changes in net assets before other item</td>
<td>2,875,052</td>
<td>6,248,148</td>
<td>9,123,200</td>
</tr>
<tr>
<td><strong>OTHER ITEM</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Forgiveness of debt</td>
<td>866,359</td>
<td>-</td>
<td>866,359</td>
</tr>
<tr>
<td>Changes in net assets after other item</td>
<td>3,741,411</td>
<td>6,248,148</td>
<td>9,989,559</td>
</tr>
<tr>
<td>Net assets at beginning of year</td>
<td>5,203,596</td>
<td>5,676,420</td>
<td>10,880,016</td>
</tr>
<tr>
<td><strong>NET ASSETS AT END OF YEAR</strong></td>
<td>$ 8,945,007</td>
<td>$ 11,924,568</td>
<td>$ 20,869,575</td>
</tr>
</tbody>
</table>

See accompanying notes to financial statements.
UPWARDLY GLOBAL
STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS
FOR THE YEAR ENDED DECEMBER 31, 2021

<table>
<thead>
<tr>
<th>Without Donor Restrictions</th>
<th>With Donor Restrictions</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>SUPPORT AND REVENUE</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Contributions and grants:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Corporate and foundation grants</td>
<td>$ 174,721 $ 7,920,225 $ 8,094,946</td>
<td></td>
</tr>
<tr>
<td>Individual contributions</td>
<td>771,988</td>
<td>771,988</td>
</tr>
<tr>
<td>Government grants</td>
<td>1,078,765</td>
<td>1,078,765</td>
</tr>
<tr>
<td>In-kind contributions</td>
<td>1,858,721</td>
<td>1,858,721</td>
</tr>
<tr>
<td>Special events, net of direct benefits to donors of $40,152</td>
<td>692,459</td>
<td>692,459</td>
</tr>
<tr>
<td>Net assets released from donor restrictions</td>
<td>4,577,863 (4,577,863)</td>
<td>-</td>
</tr>
<tr>
<td>Total contributions</td>
<td>9,154,517</td>
<td>3,342,362</td>
</tr>
<tr>
<td>Earned revenue</td>
<td>128,941</td>
<td>-</td>
</tr>
<tr>
<td>Fee for service</td>
<td>254,200</td>
<td>-</td>
</tr>
<tr>
<td>Other revenue</td>
<td>6,964</td>
<td>-</td>
</tr>
<tr>
<td>Total support and revenue</td>
<td>9,544,622</td>
<td>3,342,362</td>
</tr>
<tr>
<td><strong>EXPENSES</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Personnel</td>
<td>5,330,143</td>
<td>-</td>
</tr>
<tr>
<td>Contract Services</td>
<td>485,851</td>
<td>-</td>
</tr>
<tr>
<td>Occupancy</td>
<td>325,418</td>
<td>-</td>
</tr>
<tr>
<td>Hardware and Software</td>
<td>197,697</td>
<td>-</td>
</tr>
<tr>
<td>Scholarships</td>
<td>107,408</td>
<td>-</td>
</tr>
<tr>
<td>Advertising and Supplies</td>
<td>98,286</td>
<td>-</td>
</tr>
<tr>
<td>Third Party Processing Fees</td>
<td>41,051</td>
<td>-</td>
</tr>
<tr>
<td>Depreciation and Amortization</td>
<td>47,882</td>
<td>-</td>
</tr>
<tr>
<td>Other Expenses</td>
<td>155,539</td>
<td>-</td>
</tr>
<tr>
<td>In-Kind Services - Consulting, Rent and Licenses</td>
<td>1,858,721</td>
<td>-</td>
</tr>
<tr>
<td>Total expenses</td>
<td>8,647,996</td>
<td>-</td>
</tr>
<tr>
<td>Changes in net assets before other item</td>
<td>896,626</td>
<td>3,342,362</td>
</tr>
<tr>
<td><strong>OTHER ITEM</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Forgiveness of debt</td>
<td>840,845</td>
<td>-</td>
</tr>
<tr>
<td>Changes in net assets after other item</td>
<td>1,737,471</td>
<td>3,342,362</td>
</tr>
<tr>
<td>Net assets at beginning of year</td>
<td>3,466,125</td>
<td>2,334,058</td>
</tr>
<tr>
<td><strong>NET ASSETS AT END OF YEAR</strong></td>
<td>$ 5,203,596 $ 5,676,420 $ 10,880,016</td>
<td></td>
</tr>
</tbody>
</table>

See accompanying notes to financial statements.
# UPWARDLY GLOBAL

## STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2022

<table>
<thead>
<tr>
<th>Program Services</th>
<th>Supporting Services</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>National Program</strong></td>
<td><strong>New York Program</strong></td>
</tr>
<tr>
<td>Salaries</td>
<td>$1,804,274</td>
</tr>
<tr>
<td>Employee benefits</td>
<td>235,039</td>
</tr>
<tr>
<td><strong>Total personnel</strong></td>
<td>$2,174,131</td>
</tr>
<tr>
<td>Contract services</td>
<td>438,471</td>
</tr>
<tr>
<td>Occupancy</td>
<td>99,785</td>
</tr>
<tr>
<td>Hardware and software</td>
<td>98,013</td>
</tr>
<tr>
<td>Scholarships</td>
<td>36,971</td>
</tr>
<tr>
<td>Travel and meals</td>
<td>100,509</td>
</tr>
<tr>
<td>Advertising and outreach</td>
<td>46,843</td>
</tr>
<tr>
<td>Third party processing fees</td>
<td>15,174</td>
</tr>
<tr>
<td>Insurance</td>
<td>12,028</td>
</tr>
<tr>
<td>Supplies and office</td>
<td>7,336</td>
</tr>
<tr>
<td>Depreciation and amortization</td>
<td>2,997</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>41,087</td>
</tr>
<tr>
<td>In-kind services</td>
<td>1,816,781</td>
</tr>
<tr>
<td><strong>Total expenses</strong></td>
<td>$4,890,126</td>
</tr>
<tr>
<td>Less: Special event expenses</td>
<td>(141,369)</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td>$4,890,126</td>
</tr>
</tbody>
</table>

See accompanying notes to financial statements.
### UPWARDLY GLOBAL

**STATEMENT OF FUNCTIONAL EXPENSES**

**FOR THE YEAR ENDED DECEMBER 31, 2021**

<table>
<thead>
<tr>
<th></th>
<th>Program Services</th>
<th>Supporting Services</th>
<th>Total Expenses</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>National Program</td>
<td>New York Program</td>
<td>Eastern Program</td>
</tr>
<tr>
<td>Salaries</td>
<td>$1,101,859</td>
<td>$526,521</td>
<td>$341,072</td>
</tr>
<tr>
<td>Employee benefits</td>
<td>$162,805</td>
<td>$86,465</td>
<td>$51,911</td>
</tr>
<tr>
<td>Payroll taxes</td>
<td>$85,624</td>
<td>$43,030</td>
<td>$27,992</td>
</tr>
<tr>
<td><strong>Total personnel</strong></td>
<td>$1,350,288</td>
<td>$656,016</td>
<td>$420,975</td>
</tr>
<tr>
<td>Contract services</td>
<td>$112,508</td>
<td>$120,498</td>
<td>$79,076</td>
</tr>
<tr>
<td>Occupancy</td>
<td>$94,472</td>
<td>$40,829</td>
<td>$26,201</td>
</tr>
<tr>
<td>Hardware and software</td>
<td>$50,948</td>
<td>$13,041</td>
<td>$10,744</td>
</tr>
<tr>
<td>Scholarships</td>
<td>$67,421</td>
<td>$3,331</td>
<td>$21,173</td>
</tr>
<tr>
<td>Advertising and outreach</td>
<td>$38,205</td>
<td>$15,388</td>
<td>$778</td>
</tr>
<tr>
<td>Third party processing fees</td>
<td>$10,116</td>
<td>$4,372</td>
<td>$2,805</td>
</tr>
<tr>
<td>Supplies and office</td>
<td>$19,216</td>
<td>$989</td>
<td>$379</td>
</tr>
<tr>
<td>Travel and meals</td>
<td>$17,433</td>
<td>-</td>
<td>$30</td>
</tr>
<tr>
<td>Depreciation</td>
<td>$3,593</td>
<td>$1,553</td>
<td>$996</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>$38,831</td>
<td>$11,759</td>
<td>-</td>
</tr>
<tr>
<td>In-kind services</td>
<td>$1,603,430</td>
<td>$1,603,430</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total expenses</strong></td>
<td>$3,406,461</td>
<td>$827,624</td>
<td>$598,503</td>
</tr>
<tr>
<td>Less: Special event expenses</td>
<td>$-</td>
<td>$(40,152)</td>
<td>-</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td>$3,406,461</td>
<td>$827,624</td>
<td>$598,503</td>
</tr>
</tbody>
</table>

See accompanying notes to financial statements.
EXHIBIT F

UPWARDLY GLOBAL

STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

<table>
<thead>
<tr>
<th></th>
<th>2022</th>
<th>2021</th>
</tr>
</thead>
<tbody>
<tr>
<td>CASH FLOWS FROM OPERATING ACTIVITIES</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Changes in net assets</td>
<td>$ 9,989,559</td>
<td>$ 5,079,833</td>
</tr>
<tr>
<td>Adjustments to reconcile changes in net assets to net cash provided by operating activities:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Depreciation</td>
<td>10,016</td>
<td>12,549</td>
</tr>
<tr>
<td>Amortization of right-of-use assets</td>
<td>280,280</td>
<td>-</td>
</tr>
<tr>
<td>Forgiveness of debt</td>
<td>(866,359)</td>
<td>(840,845)</td>
</tr>
<tr>
<td>Donated securities received</td>
<td>(22,163)</td>
<td>(49,699)</td>
</tr>
<tr>
<td>Proceeds from sale of donated securities</td>
<td>22,449</td>
<td>48,806</td>
</tr>
<tr>
<td>Realized (gain) loss on donated securities</td>
<td>(286)</td>
<td>893</td>
</tr>
<tr>
<td>Decrease (increase) in:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Receivables</td>
<td>1,029,998</td>
<td>(2,384,149)</td>
</tr>
<tr>
<td>Prepaid expenses</td>
<td>(16,691)</td>
<td>22,617</td>
</tr>
<tr>
<td>Deposits</td>
<td>21,584</td>
<td>(38,780)</td>
</tr>
<tr>
<td>Increase (decrease) in:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Accounts payable and accrued expenses</td>
<td>53,847</td>
<td>86,435</td>
</tr>
<tr>
<td>Accrued salaries and related benefits</td>
<td>84,779</td>
<td>66,398</td>
</tr>
<tr>
<td>Refundable advances</td>
<td>66,625</td>
<td>108,375</td>
</tr>
<tr>
<td>Deferred employer partner fees</td>
<td>210,562</td>
<td>69,779</td>
</tr>
<tr>
<td>Operating lease liabilities</td>
<td>(236,257)</td>
<td>-</td>
</tr>
<tr>
<td>Net cash provided by operating activities</td>
<td>10,627,943</td>
<td>2,182,212</td>
</tr>
</tbody>
</table>

| CASH FLOWS FROM INVESTING ACTIVITIES |            |            |
| Purchases of fixed assets | (154,882) | -          |
| Net cash used by investing activities | (154,882) | -          |

| CASH FLOWS FROM FINANCING ACTIVITIES |            |            |
| Proceeds from loan payable | - | 866,359 |
| Net cash provided by financing activities | - | 866,359 |

| Net increase in cash and cash equivalents | 10,473,061 | 3,048,571 |
| Cash and cash equivalents at beginning of year | 8,559,581 | 5,511,010 |
| CASH AND CASH EQUIVALENTS AT END OF YEAR | $ 19,032,642 | $ 8,559,581 |

| SCHEDULE OF NONCASH TRANSACTIONS: |            |            |
| Right-of-Use-Assets | $ 1,509,512 | $ -        |
| Operating Lease Liabilities for Right-of-Use Assets | $ 1,522,492 | $ -        |

See accompanying notes to financial statements.
1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION

Organization -

Upwardly Global is a California non-profit organization, that was founded in 2000. Upwardly Global provides immigrants, refugees and political asylees the tools and training they need to rebuild their professional careers in the United States of America. At the same time, Upwardly Global promotes immigrant inclusion in the workplace by providing employers with education, employee engagement and access to talent.

Basis of presentation -

The accompanying financial statements are presented on the accrual basis of accounting, and in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) 2016-14, Presentation of Financial Statements of Not-for-Profit Entities. As such, net assets are reported within two net asset classifications: without donor restrictions and with donor restrictions.

Descriptions of the two net asset categories are as follows:

- **Net Assets Without Donor Restrictions** - Net assets available for use in general operations and not subject to donor restrictions are recorded as "net assets without donor restrictions."

- **Net Assets With Donor Restrictions** - Contributions restricted by donors are reported as increases in net assets without donor restrictions if the restrictions expire (that is, when a stipulated time restriction ends or purpose restriction is accomplished) in the reporting period in which the revenue is recognized. All other donor-restricted contributions are reported as increases in "net assets with donor restrictions" depending on the nature of the restrictions. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the Statements of Activities and Changes in Net Assets as net assets released from donor restrictions. Gifts of long-lived assets and gifts of cash restricted for the acquisition of long-lived assets are recognized as revenue without donor restrictions when the assets are placed in service.

New accounting pronouncements adopted -

During 2022, Upwardly Global adopted ASU 2019-01, Leases (Topic 842), which changed the accounting treatment for operating leases by requiring recognition of a lease asset and lease liability at the present value of the lease payments in the Statements of Financial Position and disclosure of key information about leasing arrangements. Upwardly Global applied the new standard using the modified retrospective approach and adopted the practical expedient package to not reassess at adoption (i) expired or existing contracts for whether they are or contain a lease, (ii) the lease classification of any existing leases or (iii) initial indirect costs for existing leases. See Note 8 for further details.

During the year ended December 31, 2022, Upwardly Global adopted ASU 2020-07, Presentation and Disclosures by Not-for-Profit Entities for Contributed Nonfinancial Assets, which improves generally accepted accounting principles in the United States (U.S. GAAP) by increasing the transparency of contributed nonfinancial assets for not-for-profit (NFP) entities through enhancements to presentation and disclosure.
1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION (Continued)

New accounting pronouncements adopted (continued) -

The amendments in this Update address certain stakeholders' concerns about the lack of transparency relating to the measurement of contributed nonfinancial assets recognized by NFPs, as well as the amount of those contributions used in a NFP's programs and other activities. The ASU was adopted retrospectively and did not change the recognition and measurement requirements for those contributed nonfinancial assets.

Cash and cash equivalents -

Upwardly Global considers all cash and other highly liquid investments with initial maturities of three months or less to be cash equivalents. Bank deposit accounts are insured by the Federal Deposit Insurance Corporation ("FDIC") up to a limit of $250,000. At times during the year, Upwardly Global maintains cash balances in excess of the FDIC insurance limits. Management believes the risk in these situations to be minimal.

Receivables -

Receivables are recorded at their net realizable value, which approximates fair value. The allowance for doubtful accounts is determined based upon an annual review of account balances, including the age of the balance and the historical experience with the donor/customer.

Fixed assets -

Fixed assets in excess of $2,500 are capitalized and stated at cost. Fixed assets are depreciated on a straight-line basis over the estimated useful lives of the related assets, generally three to five years. The cost of maintenance and repairs is recorded as expenses are incurred. Depreciation expense for the years ended December 31, 2022 and 2021 totaled $10,016 and $12,549, respectively.

Income taxes -

Upwardly Global is exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, no provision for income taxes has been made in the accompanying financial statements. Upwardly Global is not a private foundation.

Uncertain tax positions -

For the years ended December 31, 2022 and 2021, Upwardly Global has documented its consideration of FASB ASC 740-10, Income Taxes, that provides guidance for reporting uncertainty in income taxes and has determined that no material uncertain tax positions qualify for either recognition or disclosure in the financial statements.

Support and revenue -

Upwardly Global analyzes each transaction to determine if it is non-reciprocal (contribution) or reciprocal (exchange) under ASU 2018-08, Not-for-Profit Entities (Topic 958): Clarifying the Scope and Accounting Guidance for Contributions Received and Contributions Made.
1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION (Continued)

Support and revenue (continued) -

Contributions and grants -

Upwardly Global receives contributions, including unconditional promises to give, from many sources as well as grants from the U.S. Government, organizations and other entities. Contributions and grants are recognized in the appropriate category of net assets in the period received.

For contributions and grants qualifying under the contribution rules, revenue is recognized upon notification of the award and satisfaction of all conditions, if applicable. Conditional promises to give are not recognized until the conditions on which they depend are substantially met. Contributions and grants qualifying as contributions that are unconditional that have donor restrictions are recognized as "without donor restrictions" only to the extent of actual expenses incurred in compliance with the donor-imposed restrictions and satisfaction of time restrictions; such funds in excess of expenses incurred are shown as net assets with donor restrictions in the accompanying financial statements.

Contributions and grants qualifying as conditional contributions contain a right of return and a barrier. Revenue is recognized when the condition or conditions are satisfied.

Most grants and awards from the United States Government and other entities are for direct and indirect program costs. These transactions are nonreciprocal and recognized as contributions when the revenue becomes unconditional.

Funds received in advance of the incurrence of qualifying expenditures are recorded as deferred revenue unless they are from the United States Government which is then recorded as a refundable advance. As of December 31, 2022 and 2021, Upwardly Global had approximately $3,500,000 and $2,200,000 in unrecognized conditional awards, respectively.

In-kind contributions consist of donated consulting services, donated rent and donated licenses to access Upwardly Global's learning environment. In-kind contributions are recorded at their fair value as of the date of the gift. Contributed services are recognized as contributions if the services (a) create or enhance nonfinancial assets or (b) require specialized skills, are performed by people with those skills, and would otherwise be purchased by Upwardly Global.

Contracts and program revenue -

Contracts and program revenue classified as exchange transactions follow ASU 2014-09, Revenue from Contracts With Customers, and Upwardly Global records revenue when the performance obligations are met. Upwardly Global has elected to opt out of all disclosures not required for nonpublic entities.

The revenue is recorded without donor restrictions and the transaction price is based on the amount of consideration expected to be received for transferring the promised services. Revenue earned by completing the performance obligation in accordance with the contractual agreement, but not received is recorded as a contract receivable and amounts received in advance of completing the performance obligation are recorded as deferred revenue in the accompanying financial statements.
1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION (Continued)

Support and revenue (continued) -

Contracts and program revenue (continued) -

Upwardly Global has determined that employer partner fees, including Access Fees subscriptions from the Jobversity program, are contractual agreements and revenue is recognized when the performance obligation is met. The performance obligations are generally completed within the service period (generally one year), when the related event (generally one day) has occurred or when the user is given access to Upwardly Global's learning environment. Amounts received in advance of completing the performance obligation are reported as deferred revenue in the accompanying financial statements. Deferred revenue was $122,651 as of December 31, 2020. There were no receivables from contracts with customers as of December 31, 2022 or 2020; receivables from contracts with customers were $220,000 as of December 31, 2021.

Special events -

Special events revenue (net of event expenses) includes ticket sales and sponsorships, which are recorded as revenue when the performance obligation is met which is when the related event has occurred. The transaction price is determined based on the cost or sales price.

Use of estimates -

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Functional allocation of expenses -

The costs of providing the various programs and other activities have been summarized on a functional basis in the Statements of Functional Expenses. Accordingly, certain costs have been allocated among the programs and supporting services benefited. Expenses directly attributed to a specific functional area of Upwardly Global are reported as direct expenses to the programmatic area and those expenses that benefit more than one function are allocated on a basis of actual time and effort or other reasonable basis.

Reclassification -

Certain amounts in the prior year's financial statements have been reclassified to conform to the current year's presentation. These reclassifications had no effect on the previously reported changes in net assets.

New accounting pronouncement not yet adopted -

Accounting Standard Update (ASU) 2016-13, Financial Instruments – Credit Losses (Topic 326), replaces the incurred loss impairment methodology in current U.S. GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates.
1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GENERAL INFORMATION (Continued)

New accounting pronouncement not yet adopted (continued) -

The ASU is effective for Upwardly Global for the year ending December 31, 2023. The ASU can be applied at the beginning of the earliest period presented using a modified retrospective approach.

Upwardly Global plans to adopt the new ASU at the required implementation date and management is currently in the process of evaluating the adoption method and the impact of the new standard on its accompanying financial statements.

2. RECEIVABLES

As of December 31, 2022 and 2021, Upwardly Global has receivables totaling $2,841,228 and $3,868,126, respectively, which are due and outstanding.

Following is a schedule of amounts due, by year, as of December 31, 2022 and 2021:

<table>
<thead>
<tr>
<th></th>
<th>2022</th>
<th>2021</th>
</tr>
</thead>
<tbody>
<tr>
<td>Less than one year</td>
<td>$2,841,228</td>
<td>$3,210,679</td>
</tr>
<tr>
<td>One to five years</td>
<td>-</td>
<td>657,447</td>
</tr>
<tr>
<td>Total</td>
<td>2,841,228</td>
<td>3,868,126</td>
</tr>
<tr>
<td>Less: Allowance for doubtful receivables</td>
<td>(3,100)</td>
<td>-</td>
</tr>
<tr>
<td><strong>NET RECEIVABLES</strong></td>
<td>$2,838,128</td>
<td>$3,868,126</td>
</tr>
</tbody>
</table>

3. LOAN PAYABLE

In May 2020, Upwardly Global received loan proceeds in the amount of $840,845 under the Paycheck Protection Program (PPP) through the Coronavirus Aid, Relief, and Economic Security Act (CARES Act). The promissory note called for monthly principal and interest payments amortized over the two-year term of the promissory note with a deferral of payments for the first six months. During the year ended December 31, 2021, Upwardly Global used the proceeds for purposes consistent with the PPP over the 24-week loan covered period following the disbursement of funds and applied for forgiveness.

On February 24, 2021, Upwardly Global received full forgiveness of their PPP loan by the Small Business Administration, including accrued interest. The PPP loan forgiveness is included in the accompanying Statements of Activities and Changes in Net Assets as an "Other Item".

On April 19, 2021, Upwardly Global received loan proceeds in the amount of $866,359 under the Paycheck Protection Program (PPP) through the Coronavirus Aid, Relief, and Economic Security Act (CARES Act). The promissory note calls for monthly principal and interest payments amortized over the five-year term of the promissory note with a deferral of payments for the first ten months, or until forgiveness is determined. During the year ended December 31, 2022, Upwardly Global used the proceeds for purposes consistent with the PPP over the 24-week loan covered period following the disbursement of funds and applied for forgiveness.
3. **LOAN PAYABLE (Continued)**

On January 14, 2022, Upwardly Global received full forgiveness of their PPP loan by the Small Business Administration, including accrued interest. The PPP loan forgiveness is included in the accompanying Statements of Activities and Changes in Net Assets as an "Other Item".

4. **NET ASSETS WITH DONOR RESTRICTIONS**

Net assets with donor restrictions consist of the following at December 31, 2022 and 2021:

<table>
<thead>
<tr>
<th>Purpose restrictions:</th>
<th>2022</th>
<th>2021</th>
</tr>
</thead>
<tbody>
<tr>
<td>National Program</td>
<td>$10,544,953</td>
<td>$4,727,831</td>
</tr>
<tr>
<td>New York Program</td>
<td>624,855</td>
<td>571,613</td>
</tr>
<tr>
<td>Eastern Program</td>
<td>35,000</td>
<td>37,317</td>
</tr>
<tr>
<td>Central Program</td>
<td>484,569</td>
<td>141,923</td>
</tr>
<tr>
<td>Western Program</td>
<td>235,191</td>
<td>197,736</td>
</tr>
<tr>
<td><strong>TOTAL NET ASSETS WITH DONOR RESTRICTIONS</strong></td>
<td><strong>$11,924,568</strong></td>
<td><strong>$5,676,420</strong></td>
</tr>
</tbody>
</table>

The following net assets with donor restrictions were released from donor restrictions at December 31, 2022 and 2021, by incurring expenses which satisfied the restricted purposes specified by the donors:

<table>
<thead>
<tr>
<th>Purpose restrictions accomplished:</th>
<th>2022</th>
<th>2021</th>
</tr>
</thead>
<tbody>
<tr>
<td>National Program</td>
<td>$4,457,367</td>
<td>$2,709,819</td>
</tr>
<tr>
<td>New York Program</td>
<td>1,320,195</td>
<td>919,314</td>
</tr>
<tr>
<td>Eastern Program</td>
<td>47,316</td>
<td>58,660</td>
</tr>
<tr>
<td>Central Program</td>
<td>637,854</td>
<td>440,593</td>
</tr>
<tr>
<td>Western Program</td>
<td>630,045</td>
<td>449,477</td>
</tr>
<tr>
<td><strong>TOTAL NET ASSETS RELEASED FROM RESTRICTIONS</strong></td>
<td><strong>$7,092,777</strong></td>
<td><strong>$4,577,863</strong></td>
</tr>
</tbody>
</table>

5. **LIQUIDITY AND AVAILABILITY**

Financial assets available for use for general expenditures within one year of the Statements of Financial Position date comprise the following at December 31, 2022 and 2021:

<table>
<thead>
<tr>
<th></th>
<th>2022</th>
<th>2021</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash and cash equivalents</td>
<td>$19,032,642</td>
<td>$8,559,581</td>
</tr>
<tr>
<td>Receivables</td>
<td>2,838,128</td>
<td>3,868,126</td>
</tr>
<tr>
<td><strong>Subtotal financial assets</strong></td>
<td><strong>21,870,770</strong></td>
<td><strong>12,427,707</strong></td>
</tr>
<tr>
<td>Less: Donor funds restricted for specific purposes</td>
<td>(11,924,568)</td>
<td>(5,676,420)</td>
</tr>
<tr>
<td><strong>FINANCIAL ASSETS AVAILABLE TO MEET CASH NEEDS FOR GENERAL EXPENDITURES WITHIN ONE YEAR</strong></td>
<td><strong>$9,946,202</strong></td>
<td><strong>$6,751,287</strong></td>
</tr>
</tbody>
</table>

Upwardly Global has a policy to structure its financial assets to be available and liquid as its obligations become due.
6. **IN-KIND CONTRIBUTIONS**

During the years ended December 31, 2022 and 2021, Upwardly Global was the beneficiary of donated goods and services which allowed Upwardly Global to provide greater resources toward various programs. There were no donor-imposed restrictions associated with the in-kind contributions during the years ended December 31, 2022 and 2021.

Donated licenses and subscriptions are valued based on the the market price of the license or subscription multiplied by the number of licenses or subscriptions donated. Donated consulting fees are valued based on the consultants’ market rates multiplied by the number of hours donated. Donated advertising is valued based on the market cost of the advertisement multiplied by the number of advertisements donated. Donated rent is valued based on the market rate per square footage multiplied by the number of square feet of space donated. Donated materials are valued based on the market price of the materials donated.

To properly reflect total program expenses, the following donations have been included in revenue and expense for the years ended December 31, 2022 and 2021.

<table>
<thead>
<tr>
<th></th>
<th>2022</th>
<th>2021</th>
</tr>
</thead>
<tbody>
<tr>
<td>Licenses and subscriptions</td>
<td>$1,552,331</td>
<td>$941,690</td>
</tr>
<tr>
<td>Consulting</td>
<td>730,919</td>
<td>753,816</td>
</tr>
<tr>
<td>Advertising</td>
<td>100,000</td>
<td>-</td>
</tr>
<tr>
<td>Rent</td>
<td>10,518</td>
<td>58,800</td>
</tr>
<tr>
<td>Materials and other</td>
<td>38,612</td>
<td>104,415</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>$2,432,380</strong></td>
<td><strong>$1,858,721</strong></td>
</tr>
</tbody>
</table>

The following programs have benefited from these donated services:

<table>
<thead>
<tr>
<th></th>
<th>2022</th>
<th>2021</th>
</tr>
</thead>
<tbody>
<tr>
<td>National Program</td>
<td>$1,816,781</td>
<td>$1,603,430</td>
</tr>
<tr>
<td>Eastern Program</td>
<td>-</td>
<td>35,376</td>
</tr>
<tr>
<td>Central Program</td>
<td>40,000</td>
<td>-</td>
</tr>
<tr>
<td>Western Program</td>
<td>10,518</td>
<td>14,580</td>
</tr>
<tr>
<td>Jobversity Program</td>
<td>385,209</td>
<td>34,544</td>
</tr>
<tr>
<td>Management and General</td>
<td>35,872</td>
<td>155,791</td>
</tr>
<tr>
<td>Fundraising</td>
<td>-</td>
<td>15,000</td>
</tr>
<tr>
<td>ER Partnerships</td>
<td>144,000</td>
<td>-</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>$2,432,380</strong></td>
<td><strong>$1,858,721</strong></td>
</tr>
</tbody>
</table>

7. **SPECIAL EVENTS, NET OF DIRECT BENEFITS TO DONORS**

Upwardly Global holds a number of special fundraising events during the year. Income from Upwardly Global's special events, net of costs of direct donor benefits, consisted of the following for the years ended December 31, 2022 and 2021:

<table>
<thead>
<tr>
<th></th>
<th>2022</th>
<th>2021</th>
</tr>
</thead>
<tbody>
<tr>
<td>Corporate sponsorships</td>
<td>$541,143</td>
<td>$479,000</td>
</tr>
<tr>
<td>Ticket sales and individual contributions</td>
<td>261,988</td>
<td>253,611</td>
</tr>
<tr>
<td>Less: Cost of direct donor benefits</td>
<td>(141,369)</td>
<td>(40,152)</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>$661,762</strong></td>
<td><strong>$692,459</strong></td>
</tr>
</tbody>
</table>
8. LEASE COMMITMENTS

Upwardly Global leases office space in New York, Chicago and San Francisco. The leases expire at various dates through September 2029.

In March 2021, Upwardly Global signed a new lease for office space in San Francisco, effective May 1, 2021 and expiring May 31, 2025. Base rent under this agreement is $8,275 per month, escalating 3% annually thereafter over the lease term.

During 2022, Upwardly Global signed an amendment to their New York office lease agreement that commenced on July 1, 2022 and terminates on September 30, 2029. Base rent under this agreement is $11,944 per month, increasing by a factor of 2.5% per year. Under the lease agreement, Upwardly Global will receive rent abatement for the first six months of the lease.

ASU 2019-01, *Leases* (Topic 842), changes the accounting treatment for operating leases by requiring recognition of a lease asset and lease liability at the present value of the lease payments in the Statements of Financial Position and disclosure of key information about leasing arrangements. Upwardly Global elected the practical expedient that allows lessees to choose to not separate lease and non-lease components by class of underlying asset and are applying this expedient to all relevant asset classes. Upwardly Global adopted the package of practical expedients to not perform any lease reclassification, did not reevaluate embedded leases and did not reassess initial direct costs. As a result, at the beginning of the fiscal year, Upwardly Global recorded right-of-use assets in the amount of $1,509,512 and operating lease liabilities in the amount of $1,522,492. As of December 31, 2022, the weighted-average remaining lease term and rate for the leases is 5.26 years and 4.29%.

The following is a schedule of the future minimum lease payments:

<table>
<thead>
<tr>
<th>Year Ending December 31</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$</td>
</tr>
<tr>
<td>2023</td>
<td>283,974</td>
</tr>
<tr>
<td>2024</td>
<td>255,918</td>
</tr>
<tr>
<td>2025</td>
<td>197,668</td>
</tr>
<tr>
<td>2026</td>
<td>156,275</td>
</tr>
<tr>
<td>2027</td>
<td>160,182</td>
</tr>
<tr>
<td>Thereafter</td>
<td>289,886</td>
</tr>
<tr>
<td></td>
<td>1,343,903</td>
</tr>
<tr>
<td>Less: Imputed interest</td>
<td>(57,668)</td>
</tr>
<tr>
<td></td>
<td>1,286,235</td>
</tr>
<tr>
<td>Less: Current portion</td>
<td>(266,712)</td>
</tr>
<tr>
<td><strong>LONG-TERM PORTION</strong></td>
<td><strong>$ 1,019,523</strong></td>
</tr>
</tbody>
</table>

Rent expense, net of in-kind contributions, for the years ended December 31, 2022 and 2021 totaled $323,850 and $312,719, respectively. This is included in occupancy on the statement of functional expenses.

9. RETIREMENT PLAN

Upwardly Global provides retirement benefits to its employees through a defined contribution 403(b) plan covering all full-time employees over 21 years of age and with one year of eligible experience.
9. **RETIREMENT PLAN (Continued)**

Upwardly Global provides discretionary contributions to the Plan. There were employer contributions in the amount of $118,125 and $87,374 made to the Plan for the years ended December 31, 2022 and 2021, respectively.

10. **CONTINGENCY**

Upwardly Global receives grants from various agencies of the United States Government. Beginning for fiscal year ended December 31, 2015, such grants are subject to audit under the provisions of *Title 2 U.S. Code of Federal Regulations (CFR) Part 200 Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (Uniform Guidance)*. The ultimate determination of amounts received under the United States Government grants is based upon the allowance of costs reported to and accepted by the United States Government as a result of the audits. Audits in accordance with the applicable provisions have been completed for all required fiscal years through 2022. Until such audits have been accepted by the United States Government, there exists a contingency to refund any amount received in excess of allowable costs. Management is of the opinion that no material liability will result from such audits.

11. **RELATED PARTY TRANSACTIONS**

During 2022 and 2021, Upwardly Global received financial support from entities affiliated with members of Upwardly Global's Board of Directors totaling approximately $712,000 and $167,000, respectively. In addition, Upwardly Global received in-kind consulting, advertising and subscription services from entities affiliated with members of Upwardly Global's Board of Directors for the years ended December 31, 2022 and 2021 totaling approximately $576,000 and $150,000, respectively.

12. **SUBSEQUENT EVENTS**

In preparing these financial statements, Upwardly Global has evaluated events and transactions for potential recognition or disclosure through July 10, 2023, the date the financial statements were issued.
SUPPLEMENTAL INFORMATION
<table>
<thead>
<tr>
<th>Federal Grantor</th>
<th>Assistance Listing Number</th>
<th>Pass-Through Entity Identifying Number</th>
<th>Pass-Through to Subrecipients</th>
<th>Total Federal Expenditures</th>
</tr>
</thead>
<tbody>
<tr>
<td>Department of Health and Human Services</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Pass-through from the State of Illinois: Social Services Block Grants</td>
<td>93.667</td>
<td>FCSAK00439</td>
<td>$ -</td>
<td>$103,844</td>
</tr>
<tr>
<td>Refugee and Entrant Assistance Discretionary Grants</td>
<td>93.576</td>
<td>N/A</td>
<td>2,045</td>
<td>906,758</td>
</tr>
<tr>
<td>Pass-through from the International Rescue Committee: Switchboard</td>
<td>93.576</td>
<td>T3AKBWA7X4H6</td>
<td>-</td>
<td>90,470</td>
</tr>
<tr>
<td>Subtotal ALN 93.576</td>
<td></td>
<td></td>
<td>2,045</td>
<td>997,228</td>
</tr>
<tr>
<td>Pass-through from the New York State Department of State: Community Services Block Grants</td>
<td>93.569</td>
<td>C1001862</td>
<td></td>
<td>511,851</td>
</tr>
<tr>
<td>Pass-through from California Department of Social Services: Afghan Arrival Job Readiness</td>
<td>93.566</td>
<td>AAJR22</td>
<td></td>
<td>78,397</td>
</tr>
<tr>
<td>Subtotal Department of Health and Human Services</td>
<td></td>
<td></td>
<td>2,045</td>
<td>1,691,320</td>
</tr>
<tr>
<td>Department of Labor</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Pass-through from the New York State Department of Labor: WIA/WIOA Dislocated Worker Formula Grants</td>
<td>17.278</td>
<td>C19433GG</td>
<td></td>
<td>8,400</td>
</tr>
<tr>
<td>Total Department of Labor</td>
<td></td>
<td></td>
<td></td>
<td>8,400</td>
</tr>
<tr>
<td><strong>TOTAL EXPENDITURES OF FEDERAL AWARDS</strong></td>
<td></td>
<td></td>
<td>$2,045</td>
<td>$1,699,720</td>
</tr>
</tbody>
</table>

**Note 1. Basis of Presentation**

The accompanying Schedule of Expenditures of Federal Awards (the Schedule) includes the Federal award activity of Upwardly Global under programs of the Federal Government for the year ended December 31, 2022. Information in the Schedule is presented in accordance with the requirements of Title 2 U.S. Code of Federal Regulations (CFR) Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (Uniform Guidance). The Schedule presents only a selected portion of the operations of Upwardly Global; accordingly, it is not intended to and does not present the financial position, changes in net assets or cash flows of Upwardly Global.

**Note 2. Summary of Significant Accounting Policies**

Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited as to reimbursement. Negative amounts shown on the Schedule represent adjustments or credits made in the normal course of business to amounts reported as expenditures in prior years. Upwardly Global has elected to use the 10-percent de minimis indirect cost rate as allowed under Uniform Guidance.
Section I - Summary of Auditor’s Results

Financial Statements

1). Type of auditor's report issued on whether the financial statements audited were prepared in accordance with GAAP on the accrual basis of accounting: Unmodified

2). Internal control over financial reporting:
   • Material weakness(es) identified? Yes  ☒ No
   • Significant deficiency(ies) identified? Yes  ☒ None Reported

3). Noncompliance material to financial statements noted? Yes  ☒ No

Federal Awards

4). Internal control over major federal programs:
   • Material weakness(es) identified? Yes  ☒ No
   • Significant deficiency(ies) identified? Yes  ☒ None Reported

5). Type of auditor's report issued on compliance for major federal programs: Unmodified

6). Any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a)? Yes  ☒ No

7). Identification of major federal programs:

<table>
<thead>
<tr>
<th>Assistance Listing Number</th>
<th>Name of Federal Program or Cluster</th>
</tr>
</thead>
<tbody>
<tr>
<td>93.576</td>
<td>Refugee and Entrant Assistance Discretionary Grants</td>
</tr>
</tbody>
</table>

8). Dollar threshold used to distinguish between Type A and Type B programs: $750,000

9). Auditee qualified as a low-risk auditee? Yes  ☒ No
Section II - Financial Statement Findings

There were no reportable findings.

Section III - Federal Award Findings and Questioned Costs (2 CFR 200.516(a))

There were no reportable findings.

Section IV - Prior Year Findings and Questioned Costs With Current Year Status

There were no prior year reportable findings.
INDEPENDENT AUDITOR’S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING
AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL
STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS

To the Board of Directors
Upwardly Global
New York, New York

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards issued by the Comptroller General of the United States, the financial statements of Upwardly Global as of and for the year ended December 31, 2022, and the related notes to the financial statements, which collectively comprise Upwardly Global's basic financial statements, and have issued our report thereon dated July 10, 2023.

Report on Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered Upwardly Global's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances, for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Upwardly Global's internal control. Accordingly, we do not express an opinion on the effectiveness of Upwardly Global's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of Upwardly Global's financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit, we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.
Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether Upwardly Global's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under Government Auditing Standards.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity’s internal control or on compliance. This report is an integral part of an audit performed in accordance with Government Auditing Standards in considering the entity’s internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

July 10, 2023
INDEPENDENT AUDITOR’S REPORT ON COMPLIANCE FOR EACH MAJOR PROGRAM AND ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY THE UNIFORM GUIDANCE

To the Board of Directors
Upwardly Global
New York, New York

Report on Compliance for Each Major Federal Program

Opinion on Each Major Federal Program

We have audited Upwardly Global's compliance with the types of compliance requirements identified as subject to audit in the OMB Compliance Supplement that could have a direct and material effect on each of Upwardly Global's major federal programs for the year ended December 31, 2022. Upwardly Global's major federal programs are identified in the summary of auditor's results section of the accompanying Schedule of Findings.

In our opinion, Upwardly Global complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended December 31, 2022.

Basis for Opinion on Each Major Federal Program

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (Uniform Guidance). Our responsibilities under those standards and the Uniform Guidance are further described in the Auditor's Responsibilities for the Audit of Compliance section of our report.

We are required to be independent of Upwardly Global's and to meet our other ethical responsibilities, in accordance with relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on compliance for each major federal program. Our audit does not provide a legal determination of Upwardly Global's compliance with the compliance requirements referred to above.

Responsibilities of Management for Compliance

Management is responsible for compliance with the requirements referred to above and for the design, implementation, and maintenance of effective internal control over compliance with the requirements of laws, statutes, regulations, rules, and provisions of contracts or grant agreements applicable to Upwardly Global's federal programs.
Auditor’s Responsibilities for the Audit of Compliance

Our objectives are to obtain reasonable assurance about whether material noncompliance with the compliance requirements referred to above occurred, whether due to fraud or error, and express an opinion on Upwardly Global's compliance based on our audit. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards, Government Auditing Standards, and the Uniform Guidance will always detect material noncompliance when it exists. The risk of not detecting material noncompliance resulting from fraud is higher than for that resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Noncompliance with the compliance requirements referred to above is considered material if there is a substantial likelihood that, individually or in the aggregate, it would influence the judgment made by a reasonable user of the report on compliance about Upwardly Global's compliance with the requirements of each major federal program as a whole.

In performing an audit in accordance with generally accepted auditing standards, Government Auditing Standards, and the Uniform Guidance, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material noncompliance, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding Upwardly Global's compliance with the compliance requirements referred to above and performing such other procedures as we considered necessary in the circumstances.
- Obtain an understanding of Upwardly Global's internal control over compliance relevant to the audit in order to design audit procedures that are appropriate in the circumstances and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of Upwardly Global's internal control over compliance. Accordingly, no such opinion is expressed.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and any significant deficiencies and material weaknesses in internal control over compliance that we identified during the audit.

Report on Internal Control over Compliance

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A material weakness in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. A significant deficiency in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the Auditor’s Responsibilities for the Audit of Compliance section above and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies in internal control over compliance. Given these limitations, during our audit we did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above. However, material weaknesses or significant deficiencies in internal control over compliance may exist that were not identified.
Our audit was not designed for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, no such opinion is expressed.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

July 10, 2023