

Digerati Technologies, Inc.
Form 10-Q
February 27, 2017

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 January 31, 2017

or

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

For the transition period from _____ to _____

Commission File Number 001-15687

DIGERATI TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Nevada **74-2849995**
(State or Other Jurisdiction of (I.R.S. Employer
Incorporation or Organization) Identification No.)

3463 Magic Drive, Suite 355

San Antonio, Texas **78229**
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: **(210) 775-0888**

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting Company

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

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date.

| Number of Shares | Class: | As of: |
|------------------|--------------------------------|-------------------|
| 6,779,311 | Common Stock \$0.001 par value | February 27, 2017 |

DIGERATI TECHNOLOGIES, INC.

QUARTERLY REPORT ON FORM 10-Q

FOR THE QUARTER ENDED JANUARY 31, 2017

INDEX

PART I-- FINANCIAL INFORMATION

| | |
|---|----|
| Item 1. Financial Statements (Unaudited) | 1 |
| Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations | 8 |
| Item 3. Quantitative and Qualitative Disclosures About Market Risk | 11 |
| Item 4. Control and Procedures | 11 |

PART II-- OTHER INFORMATION

| | |
|---|----|
| Item 1. Legal Proceedings | 12 |
| Item 1A. Risk Factors | 12 |
| Item 2. Unregistered Sales of Equity Securities and Use of Proceeds | 12 |
| Item 3. Defaults Upon Senior Securities | 12 |
| Item 5. Other Information | 12 |
| Item 6. Exhibits | 12 |

SIGNATURES

DIGERATI TECHNOLOGIES, INC.

CONTENTS

| | |
|--------------|---|
| PAGE 1 | CONSOLIDATED BALANCE SHEETS AS OF JANUARY 31, 2017 AND AS OF JULY 31, 2016 (UNAUDITED) |
| PAGE 2 | CONSOLIDATED STATEMENTS OF OPERATIONS FOR THE THREE AND SIX MONTHS ENDED JANUARY 31, 2017 AND 2016 (UNAUDITED) |
| PAGE 3 | CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE SIX MONTHS ENDED JANUARY 31, 2017 AND 2016 (UNAUDITED) |
| PAGES 4-7 | NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) |

PART 1. FINANCIAL INFORMATION**ITEM 1. FINANCIAL STATEMENTS**

DIGERATI TECHNOLOGIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, unaudited)

| | January 31, 2017 | July 31, 2016 |
|--|------------------------|------------------|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$578 | \$1,169 |
| Accounts receivable, net | 8 | 2 |
| Prepaid and other current assets | 20 | 8 |
| Total current assets | 606 | 1,179 |
| LONG-TERM ASSETS: | | |
| Intangible assets, net | 21 | 29 |
| Property and equipment, net | 2 | 3 |
| Oil and gas property - unproven | 248 | 210 |
| Total assets | \$877 | \$1,421 |
| LIABILITIES AND STOCKHOLDERS' DEFICIT | | |
| CURRENT LIABILITIES: | | |
| Accounts payable | \$797 | \$770 |
| Accounts payable - related parties | 25 | 19 |
| Accrued liabilities | 2,951 | 2,906 |
| Total current liabilities | 3,773 | 3,695 |
| LONG-TERM LIABILITIES: | | |
| Customer deposits | 139 | 140 |
| Total long-term liabilities | 139 | 140 |
| Total liabilities | 3,912 | 3,835 |
| Commitments and contingencies | | |
| STOCKHOLDERS' DEFICIT: | | |
| Preferred stock, 50,000,000 shares authorized, none issued and outstanding | - | - |
| Common stock, \$0.001, 150,000,000 shares authorized, 6,779,311 and 5,234,161 issued and outstanding, respectively | 7 | 5 |
| Additional paid in capital | 76,028 | 75,656 |

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| | | |
|---|----------|----------|
| Accumulated deficit | (79,071) | (78,076) |
| Other comprehensive income | 1 | 1 |
| Total stockholders' deficit | (3,035) | (2,414) |
| Total liabilities and stockholders' deficit | \$877 | \$1,421 |

See accompanying notes to consolidated financial statements

DIGERATI TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share amounts, unaudited)

| | Three months ended January 31, | | Six months ended January 31, | |
|---|-----------------------------------|-----------|---------------------------------|-----------|
| | 2017 | 2016 | 2017 | 2016 |
| OPERATING REVENUES: | | | | |
| Global VoIP services | \$- | \$9 | \$- | \$16 |
| Cloud-based hosted services | 42 | 48 | 87 | 101 |
| Total operating revenues | 42 | 57 | 87 | 117 |
| OPERATING EXPENSES: | | | | |
| Cost of services (exclusive of depreciation and amortization) | 34 | 40 | 69 | 80 |
| Selling, general and administrative expense | 617 | 337 | 878 | 538 |
| Legal and professional fees | 99 | 54 | 126 | 131 |
| Depreciation and amortization expense | 4 | 5 | 9 | 9 |
| Total operating expenses | 754 | 436 | 1,082 | 758 |
| OPERATING LOSS | (712) | (379) | (995) | (641) |
| OTHER INCOME (EXPENSE): | | | | |
| Gain on derivative instruments and disposal of fixed assets | - | - | - | 2 |
| Interest income (expense) | - | - | - | 3 |
| Total other income (expense) | - | - | - | 5 |
| NET LOSS | \$(712) | \$(379) | \$(995) | \$(636) |
| LOSS PER SHARE - BASIC AND DILUTED | \$(0.11) | \$(0.07) | \$(0.17) | \$(0.12) |
| WEIGHTED AVERAGE COMMON SHARES OUTSTANDING - BASIC AND DILUTED | 6,216,232 | 5,154,684 | 5,722,513 | 5,133,743 |

See accompanying notes to consolidated financial statements

DIGERATI TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands, unaudited)

| | Six months ended January 31, | |
|--|------------------------------------|--------------|
| | 2017 | 2016 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net loss | \$(995) | \$(636) |
| Adjustments to reconcile net loss to cash used in by operating activities: | | |
| (Gain) loss on derivative instruments and disposal of fixed assets | - | (2) |
| Depreciation and amortization | 9 | 9 |
| Stock compensation | 374 | 23 |
| Changes in operating assets and liabilities: | | |
| Restricted cash | - | (1,974) |
| Accounts receivable | (6) | (1) |
| Note receivable | - | - |
| Prepaid expenses and other current assets | (12) | (8) |
| Accounts payable | 27 | (71) |
| Accounts payable, related parties | 6 | - |
| Accrued liabilities and customer deposits | 44 | 2,667 |
| Net cash (used in) provided by operating activities | (553) | 7 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Acquisition of oil and gas property | (38) | - |
| Purchases of property & equipment | - | (3) |
| Net cash used in investing activities | (38) | (3) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Subscription receivable proceeds | - | 29 |
| Payments on debt, related party | - | (68) |
| Proceeds from notes payable, related party | - | 25 |
| Net cash used in financing activities | - | (14) |
| INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | (591) | (10) |
| CASH AND CASH EQUIVALENTS, beginning of period | 1,169 | 19 |
| CASH AND CASH EQUIVALENTS, end of period | \$578 | \$9 |
| SUPPLEMENTAL DISCLOSURES: | | |
| Cash paid for interest | \$- | \$4 |

See accompanying notes to consolidated financial statements

3

DIGERATI TECHNOLOGIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

October 31, 2016

(Unaudited)

NOTE 1 – BASIS OF PRESENTATION

The accompanying unaudited interim consolidated financial statements of Digerati Technologies, Inc. (“Digerati” or the “Company”) have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the United States Securities and Exchange Commission. In the opinion of management, these interim financial statements contain all adjustments, consisting of normal recurring adjustments necessary for a fair presentation of financial position and the results of operations for the interim periods presented. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the consolidated financial statements, which would substantially duplicate the disclosure contained in the audited consolidated financial statements for the year ended July 31, 2016 contained in the Company’s Form 10-K filed on October 27, 2016 have been omitted.

Income Taxes

The effective tax rate was 0% for the six months ended January 31, 2017 and 2016, respectively. The Company recognizes deferred tax assets and liabilities based on differences between the financial reporting and tax bases of assets and liabilities using the enacted tax rates and laws that are expected to be in effect when the differences are expected to be recovered. The Company provides a valuation allowance for deferred tax assets for which it does not consider realization of such assets to be more likely than not.

Since January 1, 2007, the Company accounts for uncertain tax positions in accordance with the authoritative guidance issued by the Financial Accounting Standards Board on income taxes which addresses how an entity should recognize, measure and present in the financial statements uncertain tax positions that have been taken or are expected to be taken in a tax return. Pursuant to this guidance, the Company recognizes a tax benefit only if it is “more likely than not” that a particular tax position will be sustained upon examination or audit. To the extent the “more likely than not” standard has been satisfied, the benefit associated with a tax position is measured as the largest amount that is greater than 50% likely of being realized upon settlement. We had \$2,622,867 in accrued liabilities as of January 31, 2017 and July 31, 2016, respectively, for the purpose of settling a potential tax obligation.

Cash and cash equivalents

The Company considers all bank deposits and highly liquid investments with original maturities of three months or less to be cash and cash equivalents.

Oil and gas property

The Company follows the successful efforts method of accounting for its oil and gas properties and, accordingly, exploration costs, other than the costs of drilling exploratory wells, are charged to expense as incurred. The costs of drilling exploratory wells are capitalized pending determination of whether the wells have discovered proved commercial reserves. If proved commercial reserves are not discovered, such drilling costs are expensed. Other exploration costs, including geological and geophysical costs and delay rentals on unproved leaseholds are charged to exploration expense as incurred. The costs of all development wells and related equipment used in the production of oil and gas are capitalized. Costs to operate and maintain field equipment are expensed as incurred. Direct costs of acquiring developed or undeveloped leasehold acreage, including lease bonuses, brokerage and other fees, are capitalized. A gain or loss is recognized when a property is sold or an entire field ceases to produce and is abandoned.

The Company annually reviews its oil and gas properties for impairment whenever events or changes in circumstances indicate that the carrying value of such properties may not be recoverable. When it is determined that an oil and gas property's estimated future net cash flows will not be sufficient to recover its carrying amount, an impairment charge is recorded to reduce its carrying value to its estimated fair value. No impairment loss was recognized on the Company's oil and gas properties during the period ended.

Unproved properties are assessed periodically on a property-by-property basis and any impairment in value recognized. If the unproved properties are determined to be productive, the appropriate related costs are transferred to proved oil and gas properties. Unproved properties are not subject to depletion, depreciation and amortization. The Company had no proved properties as of January 31, 2017.

NOTE 2 – GOING CONCERN

Financial Condition

Digerati's consolidated financial statements for the period ending January 31, 2017 have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities in the normal course of business. Digerati has incurred net losses and accumulated a deficit of approximately \$79,071,000 and a working capital deficit of approximately \$3,167,000 which raises substantial doubt about Digerati's ability to continue as a going concern.

Management Plans to Continue as a Going Concern

Management believes that current available resources will not be sufficient to fund the Company's operations over the next 12 months. The Company's ability to continue to meet its obligations and to achieve its business objectives is dependent upon, among other things, raising additional capital, stock-based compensation for certain member of the executive management team or generating sufficient revenue in excess of costs. At such time as the Company requires additional funding, the Company will seek to secure such additional funding from various possible sources, including the public equity market, private financings, sales of assets, collaborative arrangements and debt. If the Company raises additional capital through the issuance of equity securities or securities convertible into equity, stockholders will experience dilution, and such securities may have rights, preferences or privileges senior to those of the holders of common stock or convertible senior notes. If the Company raises additional funds by issuing debt, the Company may be subject to limitations on its operations, through debt covenants or other restrictions. If the Company obtains additional funds through arrangements with collaborators or strategic partners, the Company may be required to relinquish its rights to certain technologies. There can be no assurance that the Company will be able to raise additional funds, or raise them on acceptable terms. If the Company is unable to obtain financing on acceptable terms, it may be unable to execute its business plan, the Company could be required to delay or reduce the scope of its operations, and the Company may not be able to pay off its obligations, if and when they come due.

The Company will continue to work with various funding sources to secure additional debt and equity financings. However, Digerati cannot offer any assurance that it will be successful in executing the aforementioned plans to

continue as a going concern.

Digerati's consolidated financial statements as of January 31, 2017 do not include any adjustments that might result from the inability to implement or execute Digerati's plans to improve our ability to continue as a going concern.

NOTE 3 – PURCHASE AND SALE AGREEMENT AND JOINT OPERATING AGREEMENT

On February 29, 2016 Flagship Energy Company ("Flagship"), a wholly-owned subsidiary of Digerati, entered into a Purchase and Sale Agreement ("PSA") with a Texas-based contract-for-hire oil and gas operator ("Operator"). Under the PSA, Flagship has utilized Operator for the drilling, completion and initial operations of a shallow oil and gas well in conjunction with the purchase of 100% of Operator's working interest and 80% of its Net Revenue Interest. Under the PSA, the Operator has agreed to transfer all field-level operations and assign 100% of a certain oil, gas and mineral lease to Flagship upon demand, which includes a tract of land located in South Texas. Additionally, Flagship entered into a Joint Operating Agreement ("JOA") with Operator, whereby the parties agree to develop the oil and gas well or wells for the production and retrieval of oil and gas commodities as provided for in the oil, gas and mineral lease.

As of January 31, 2017 and July 31, 2016 the Company has capitalized approximately \$248,000 and \$210,000, respectively in oil and gas property.

NOTE 4 - REVOLVING LINE OF CREDIT

On June 10, 2016, the Company extended a Revolving Line of Credit to one of its Strategic Partners. The Revolving Line of Credit is for \$50,000 with an effective interest rate of 10% and maturity date of June 9, 2017. The Company has a secondary lien on accounts receivables, fixed assets and all other assets of the Strategic Partner. In addition, the Company also secured a personal guarantee from the largest shareholder and CEO. As of January 31, 2017 the outstanding balance on the Revolving Line of Credit was \$0.

NOTE 5 – STOCK-BASED COMPENSATION

In November 2015, Digerati adopted the Digerati Technologies, Inc. 2015 Equity Compensation Plan (the “Plan”). The Plan, authorizes the grant of up to 7.5 million stock options, restricted common shares, non-restricted common shares and other awards to employees, directors, and certain other persons. The Plan is intended to permit Digerati to retain and attract qualified individuals who will contribute to the overall success of Digerati. Digerati’s Board of Directors determines the terms of any grants under the Plan. Exercise prices of all stock options and other awards vary based on the market price of the shares of common stock as of the date of grant. The stock options, restricted common stock, non-restricted common stock and other awards vest based on the terms of the individual grant.

During the six months ended January 31, 2017, we issued:

1,003,966 common shares to various employees as part of the Company’s profit sharing plan contribution. The Company recognized stock-based compensation expense of approximately \$240,952 equivalent to the value of the shares calculated based on the share’s closing price at the grant dates.

541,182 common shares to various employees for services. The Company recognized stock-based compensation expense of approximately \$98,495 equivalent to the value of the shares calculated based on the share’s closing price at the grant dates.

1,000,000 options to purchase common shares to various employees with an exercise price of \$0.24 per share and a term of 5 years. The options vest equally over a period of one year. The options have a fair market value of \$188,000.

150,000 options to purchase common shares to various employees with an exercise price of \$0.24 per share and a term of 5 years. The options vest equally over a period of two years. The options have a fair market value of \$33,000.

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20,000 options to purchase common shares to an employee with an exercise price of \$0.24 per share and a term of 5 years. The options vest equally over a period of three years. The options have a fair market value of \$4,600.

The fair market value of all options issued was determined using the Black-Scholes option pricing model which used the following assumptions:

| | | |
|---------------------------------|-----------|-------|
| Expected dividend yield | 0.00 | % |
| Expected stock price volatility | 245.47 | % |
| Risk-free interest rate | 1.73 | % |
| Expected term | 1.0 - 3.0 | years |

Digerati recognized approximately \$374,000 and \$23,000 in stock based compensation expense to employees during the six months ended January 31, 2017 and 2016, respectively. Unamortized compensation cost totaled \$191,000 and \$0 at January 31, 2017 and January 31, 2016, respectively.

NOTE 6 – NON-STANDARDIZED PROFIT SHARING PLAN

We currently provide a Non-Standardized Profit Sharing Plan, adopted September 15, 2006. Under the plan our employees qualify to participate in the plan after one year of employment. Contributions under the plan are based on 25% of the annual base salary of each eligible employee up to \$54,000 per year. Contributions under the plan are fully vested upon funding. During the period ended January 31, 2017 and January 31, 2016, the Company issued 1,003,966 and 121,135, respectively, common shares to various employees as part of the Company's profit sharing plan contribution. The Company recognized stock-based compensation expense for January 31, 2017 and January 31, 2016 of \$240,952 and \$23,000 respectively, equivalent to the value of the shares calculated based on the share's closing price at the grant dates.

NOTE 7 – SIGNIFICANT CUSTOMERS

During the six months ended January 31, 2017, the Company derived a significant amount of revenue from four customers, comprising 31%, 24%, 11% and 5% of the total revenue for the period, respectively, compared to four customers, comprising 31%, 24%, 15%, and 11% of the total revenue for the six months ended January 31, 2016.

During the six months ended January 31, 2017, the Company derived a significant amount of accounts receivable from three customers, comprising 52%, 13% and 12% of the total accounts receivable for the period, compared to three customers, comprising 83%, 7% and 4% of the total accounts receivable for the six months ended January 31, 2016.

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

This Quarterly Report on Form 10-Q contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended.

“Forward-looking statements” are those statements that describe management’s beliefs and expectations about the future. We have identified forward-looking statements by using words such as “anticipate,” “believe,” “could,” “estimate,” “may,” “expect,” “plan,” and “intend.” Although we believe these expectations are reasonable, our operations involve a number of risks and uncertainties. Some of these risks include the availability and capacity of competitive data transmission networks and our ability to raise sufficient capital to continue operations. Additional risks are included in our Annual Report on Form 10-K for the fiscal year ended July 31, 2016 filed with the Securities and Exchange Commission on October 27, 2016.

The following is a discussion of the unaudited interim consolidated financial condition and results of operations of Digerati for the six months ended January 31, 2017 and 2016. It should be read in conjunction with our audited Consolidated Financial Statements, the Notes thereto, and the other financial information included in the Company’s Annual Report on Form 10-K for the fiscal year ended July 31, 2016 filed with the Securities and Exchange Commission on October 27, 2016. For purposes of the following discussion, fiscal 2017 or 2017 refers to the year ended July 31, 2017 and fiscal 2016 or 2016 refers to the year ended July 31, 2016.

History

Digerati Technologies, Inc., a Nevada corporation (including our subsidiaries, “we,” “us,” or “Digerati”), was formed in 2004 as the successor to a business originally commenced by Latcomm International, Inc., a Canadian company formed in 1994. We began providing communication services in 1995 along the U.S.-Mexico corridor to capitalize on the opportunities created by the deregulation of the telecommunication industries within Latin America. Through FY 2012 our principal business was providing transportation of voice traffic for other telecommunication service providers, wireless carriers and regional Internet telephony providers using Voice over Internet Protocol (“VoIP”) technologies. Our wholly-owned subsidiary, Shift8 Technologies, Inc. (“Shift8”), offers a portfolio of Internet-based telephony products and services through our cloud application platform and session-based communication network, which is interconnected to numerous U.S. and foreign service providers.

During FY 2016 Flagship Energy Company (“Flagship”), a wholly-owned subsidiary of Digerati, entered into a Purchase and Sale Agreement (“PSA”) with a Texas-based contract-for-hire oil and gas operator (“Operator”). Under the PSA, Flagship has utilized Operator for the drilling, completion and initial operations of a shallow oil and gas well in conjunction with the purchase of 100% of Operator’s Working Interest and 80% of its Net Revenue Interest. Under the PSA, the Operator has agreed to transfer all field-level operations and assign 100% of a certain oil, gas and mineral lease to Flagship upon demand, which includes a tract of land located in South Texas. Additionally, Flagship entered

into a Joint Operating Agreement ("JOA") with Operator, whereby the parties agree to develop the oil and gas well or wells for the production and retrieval of oil and gas commodities as provided for in the oil, gas and mineral lease.

Until July 2014, Digerati owned a waste disposal business focused on disposing of solid and liquid wastes from drilling sites and an oilfield services business providing skid houses, telecommunication services, booster booths, portable restrooms, generators, potable water, and mess halls to drilling contractors and oil companies in the Bakken region of Montana and North Dakota.

Sources of Revenue and Direct Cost

Sources of revenue:

Global VoIP Services: We currently provide VoIP communication services on a limited basis to U.S. and foreign telecommunications companies that lack transmission facilities, require additional capacity or do not have the regulatory licenses to terminate traffic in Mexico, Asia, the Middle East and Latin America. Typically, these telecommunications companies offer their services to the public for domestic and international long distance services.

Cloud-based hosted Services: We provide enhanced VoIP services to resellers and enterprise customers. The service includes fully hosted IP/PBX services, IP trunking, call center applications, interactive voice response auto attendant, call recording, simultaneous calling, voicemail to email conversion, and multiple customized IP/PBX features in a hosted environment for specialized applications.

Direct Costs:

Global VoIP Services: We incur transmission and termination charges from our suppliers and the providers of the infrastructure and network. The cost is based on rate per minute, volume of minutes transported and terminated through the network. Additionally, we incur fixed Internet bandwidth charges and per minute billing charges. In some cases we incur installation charges from certain carriers. These installation costs are passed on to our customers for the connection to our VoIP network.

Cloud-based hosted Services: We incur bandwidth and co-location charges in connection with enhanced VoIP Services. The bandwidth charges are incurred as part of the connection between our customers to allow them access to our services.

Results of Operations

Three Months ended January 31, 2017 Compared to Three Months ended January 31, 2016

Global VoIP Services. Global VoIP services revenue decreased by \$9,000, or 100%, from the quarter ended January 31, 2016 to the quarter ended January 31, 2017. The decrease in revenue is attributed primarily to deemphasizing this product, as a result no Global VoIP revenue was generated during the quarter ended January 31, 2017.

Cloud-based hosted Services. Cloud-based hosted services revenue decreased by \$6,000, or 13%, from the quarter ended January 31, 2016 to the quarter ended January 31, 2017. The decrease in revenue between periods is primarily attributed to the decrease in customers that generated monthly recurring services revenue unrelated to the Company's core sales strategy and product line. Hosted services include fully hosted IP/PBX services, IP trunking, call center applications, interactive voice response auto attendant, call recording, simultaneous calling, voicemail to email conversion, SIP trunking and multiple other IP/PBX features in a hosted environment.

Cost of Services (exclusive of depreciation and amortization). The consolidated cost of services decreased by \$6,000, or 15%, from the quarter ended January 31, 2016 to the quarter ended January 31, 2017. The decrease in cost of services is as a result of decrease in revenue during the quarter ended January 31, 2017.

Selling, General and Administrative (SG&A) Expenses (exclusive of legal and professional fees). SG&A expenses increased by \$280,000, or 83%, from the quarter ended January 31, 2016 to the quarter ended January 31, 2017. The increase is attributed to \$374,000 in stock compensation expense recognized during the quarter ended January 31, 2017.

Legal and professional fees. Legal and professional fees increased by \$45,000, or 83%, from the quarter ended January 31, 2016 to the quarter ended January 31, 2017. The increase is attributed to \$99,000 in legal fees recognized during the quarter ended January 31, 2017 related to professionals conducting due diligence on a potential acquisition.

Depreciation and amortization. Depreciation and amortization remained comparable between periods.

Operating loss. The Company reported an operating loss of \$712,000 for the three months ended January 31, 2017 compared to an operating loss of \$379,000 for the three months ended January 31, 2016. The increase in operating loss between periods is primarily attributed to the increase in legal and professional fees related to professionals conducting due diligence on a potential acquisition.

Net loss. Net loss increased by \$333,000 or 88%, from the quarter ended January 31, 2016 to the quarter ended January 31, 2017. The increase in net loss is primarily attributed to the increase in legal and professional fees related to professionals conducting due diligence on a potential acquisition.

Six Months ended January 31, 2017 Compared to Six Months ended January 31, 2016

Global VoIP Services. Global VoIP services revenue decreased by \$16,000, or 100%, from the six months ended January 31, 2016 to the six months ended January 31, 2017. The decrease in revenue is attributed primarily to deemphasizing this product, as a result no Global VoIP revenue was generated during the six months ended January 31, 2017.

Cloud-based hosted Services. Cloud-based hosted services revenue decreased by \$14,000, or 14%, from the six months ended January 31, 2016 to the six months ended January 31, 2017. The decrease in revenue between periods is primarily attributed to the decrease in customers that generated monthly recurring services revenue unrelated to the Company's core sales strategy and product line. Hosted services include fully hosted IP/PBX services, IP trunking, call center applications, interactive voice response auto attendant, call recording, simultaneous calling, voicemail to email conversion, SIP trunking and multiple other IP/PBX features in a hosted environment.

Cost of Services (exclusive of depreciation and amortization). The consolidated cost of services decreased by \$11,000, or 14%, from the six months ended January 31, 2016 to the six months ended January 31, 2017. The decrease in cost of services is as a result of decrease in revenue during the six months ended January 31, 2017.

Selling, General and Administrative (SG&A) Expenses (exclusive of legal and professional fees). SG&A expenses increased by \$340,000, or 63%, from the six months ended January 31, 2016 to the six months ended January 31, 2017. The increase is attributed to \$374,000 in stock compensation expense recognized during the period ended January 31, 2017.

Legal and professional fees. Legal and professional fees decreased by \$5,000, or 4%, from the six months ended January 31, 2016 to the six months ended January 31, 2017.

Depreciation and amortization. Depreciation and amortization remained comparable between periods.

Operating loss. The Company reported an operating loss of \$995,000 for the six months ended January 31, 2017 compared to an operating loss of \$641,000 for the six months ended January 31, 2016. The increase in operating loss between periods is primarily attributed to \$374,000 in stock compensation expense recognized during the period ended January 31, 2017.

Other income (expense). Other income (expense) decreased by \$5,000 from the six months ended January 31, 2016 to the six months ended January 31, 2017. The primary reason for the decrease in other income (expense) is attributed to the decrease between periods in interest expense of approximately \$3,000.

Net loss. Net loss increased by \$359,000 or 56%, from the six months ended January 31, 2016 to the six months ended January 31, 2017. The increase in net loss is primarily attributed to \$374,000 in stock compensation expense recognized during the period ended January 31, 2017.

Liquidity and Capital Resources

Cash Position: We had a consolidated cash balance of \$578,000 as of January 31, 2017. Net cash consumed by operating activities during the period ended January 31, 2017 was approximately \$553,000, primarily as a result of operating expenses. Cash used in investing activities was \$38,000 for the purchases of oil and gas property. Overall, our net operating, investing and financing activities during the period ended January 31, 2017 consumed approximately \$591,000 of cash.

We are currently taking initiatives to reduce our overall cash deficiencies on a monthly basis. During fiscal 2017 we anticipate reducing fixed costs, professional fees and general expenses, in addition, certain members of our Management Team will take a significant portion of their compensation in common stock to reduce the depletion of our available cash. To strengthen our business, we intend to invest in a new marketing and sales strategy to grow our monthly recurring revenue; we anticipate utilizing our value added resellers to tap into new sources of revenue streams, we have also secured various agent agreements to accelerate revenue growth. In addition, we will continue to focus on selling a greater number of comprehensive services to our existing customer base. Further, in an effort to increase our revenues, we will continue to evaluate the acquisition of various assets with emphasis in VoIP Services and Cloud Communication Services, as a result during the due diligence process we anticipate incurring significant legal and professional fees.

Our current cash expenses are expected to be approximately \$85,000 per month, including wages, rent, utilities and corporate professional fees. As described elsewhere herein, we are not generating sufficient cash from operations to pay for our ongoing operating expenses, or to pay our current liabilities. As of January 31, 2017 our total liabilities were approximately \$3,912,000. We will continue to use our available cash on hand to cover our deficiencies in operating expenses.

We estimate that we need approximately \$500,000 of additional working capital to fund our ongoing operations. Additionally, we have an accumulated deficit of approximately \$79,071,000, which raises substantial doubt about our ability to continue as a going concern.

We will continue to work with various funding sources to secure additional debt and equity financings. However, there can be no assurance that we will be successful in executing the aforementioned plans and be able to continue as a going

Item 3. Quantitative and Qualitative Disclosures About Market Risks.

Not Applicable.

Item 4. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures

In connection with the preparation of this Quarterly report on Form 10-Q for the quarter ended January 31, 2017, our Principal Executive Officer ("PEO") and Principal Financial Officer ("PFO") evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our PEO and PFO concluded that our disclosure controls and procedures as of the end of the period covered by this report were effective such that the information required to be disclosed by us in reports filed under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our Chief Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding disclosure. A controls system cannot provide absolute assurance, however, that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

(b) Changes in Internal Controls Over Financial Reporting

There were no changes in our internal control over financial reporting, as defined in Rule 13a-15(f) or 15d-15(f) under the Securities Exchange Act of 1934, during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

None

Item 1A. Risk Factors.

Not Applicable

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

None

Item 3. Defaults Upon Senior Securities.

None

Item 5. Other Information.

None

Item 6. Exhibits

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Exhibit

| Exhibit Number | Exhibit Title |
|---------------------------|---|
| 3.1 | Second Amended and Restated Bylaws, effective as of January 13, 2015 (filed as Exhibit 3.1 to Form 8-K filed on January 21, 2015). |
| 10.1 | Promissory note payable with Arthur L. Smith dated November 15, 2013 in the principal amount of \$46,755 (filed as Exhibit 10.1 to the Form 10-Q filed on January 20, 2015). |
| 10.2 | Promissory Note dated October 31, 2014 in the original principal amount of \$10,000.00 plus interest at the rate of 7.0% per annum due January 5, 2015 (filed as Exhibit 10.1 to the Form 8-K filed on January 21, 2015). |
| 10.3 | Promissory Note dated November 7, 2014 in the original principal amount of \$10,000.00 plus interest at the rate of 7.0% per annum due January 5, 2015 (filed as Exhibit 10.2 to the Form 8-K filed on January 21, 2015). |
| 10.4 | Promissory Note dated November 14, 2014 in the original principal amount of \$10,000.00 plus interest at the rate of 7.0% per annum due January 5, 2015 (filed as Exhibit 10.3 to the Form 8-K filed on January 21, 2015). |
| 10.5 | Promissory Note dated November 24, 2014 in the original principal amount of \$10,000.00 plus interest at the rate of 7.0% per annum due January 5, 2015 (filed as Exhibit 10.4 to the Form 8-K filed on January 21, 2015). |
| 10.6 | Promissory Note dated January 19, 2015 in the original principal amount of \$310,000.00 plus interest at the rate of 7.0% per annum, payable in installments (filed as Exhibit 10.5 to the Form 8-K filed on January 21, 2015). |

Exhibit

| | Exhibit Title |
|---------------|--|
| Number | |
| 10.7 | Stock Purchase Agreement dated January 13, 2015, by and among Digerati Technologies, Inc. and Flagship Oil and Gas Corp. (filed as Exhibit 10.6 to the Form 8-K filed on January 21, 2015). |
| 10.8 | Form of stock award agreement under the Company's 2005 Stock Compensation Plan for grants to qualifying employees' 401K Retirement Accounts (filed as Exhibit 10.7 to the Form 8-K filed on January 21, 2015). |
| 10.9 | Renewal and Extension Promissory Note payable with Arthur L. Smith dated January 31, 2015 in the principal amount of \$46,755 plus interest at the rate of 3.0% per annum due October 31, 2015. (filed as Exhibit 10.9 to the Form 10-Q filed on February 20, 2015). |
| 10.10 | Promissory Note payable with Craig K. Clement dated August 21, 2015 in the original principal amount of \$25,000 plus interest at the rate of 0% per annum due October 31, 2015. (filed as Exhibit 10.10 to the Form 10-Q filed on November 25, 2015). |
| 10.11 | 2015 Equity Compensation Plan (filed as Exhibit 4.1 to the Form S-8 filed on November 18, 2015). |
| 31.1 | Certification of Principal Executive Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of Principal Financial Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of Principal Executive Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | Certification of Principal Financial Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

In accordance with SEC Release 33-8238, Exhibit 32.1 and 32.2 are being furnished and not filed.

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.

DIGERATI TECHNOLOGIES, INC.

(Registrant)

Date: February 27, 2017 By: /s/ Arthur L. Smith
Name: Arthur L. Smith
Title: President and Chief Executive Officer
(Duly Authorized Officer and Principal Executive Officer)

Date: February 27, 2017 By: /s/ Antonio Estrada Jr.
Name: Antonio Estrada Jr.
Title: Chief Financial Officer
(Duly Authorized Officer and Principal Financial Officer)