

Shareholder Information Statement

DIGERATI TECHNOLOGIES, INC.

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Suite 104-608

San Antonio, TX 78257

NO VOTE OR OTHER ACTION OF THE COMPANY'S STOCKHOLDERS IS BEING REQUESTED BY THIS INFORMATION STATEMENT. NO PROXIES ARE BEING SOLICITED AND YOU ARE REQUESTED NOT TO SEND A PROXY.

To the Stockholders of Digerati Technologies, Inc.:

This Information Statement is being furnished to the stockholders of Digerati Technologies, Inc., a Nevada corporation (the "Company" or "Digerati"), in connection with certain corporate actions intended or contemplated to be taken by the Company.

Summary of the Transaction:

The Company and/or its majority-owned subsidiary Verve Cloud, Inc., a Delaware corporation ("Verve"), intend and contemplate entering into definitive agreements with Post Road Group LP and/or its affiliates (collectively, "Post Road") to effectuate a multi-part transaction, subject to negotiation and execution of definitive documents and receipt of certain consents and approvals, (the "Restructuring"), which may involve, among other things:

1. **Refinancing** – The amendment and restatement of Verve's existing credit agreement with Post Road to refinance \$15,000,000 of existing indebtedness owing to Post Road.
2. **Debt-for-Equity Exchange** – The conversion of Verve's remaining debt owed to Post Road into shares of Series A Preferred Stock of Verve, which shares shall be deemed to have an original issue price of approximately \$15 million in the aggregate.
3. **Repurchase of Digerati Warrants** – In the sole discretion of Post Road, the sale by Post Road to Digerati of its warrants to purchase common stock of Digerati for a nominal purchase price.
4. **Conversion of Convertible Notes** – The assumption by Verve of certain indebtedness owing under convertible notes issued by Digerati and the conversion of such indebtedness into equity of Verve.
5. **Conversion of Obligations and Notes** – The assumption by Verve of certain obligations of Digerati and the subsidiaries of Verve related to previous acquisitions and conversion thereof, and the conversion of other indebtedness of Verve related to previous acquisitions, into equity of Verve.

6. **Redemption of Equity** – The repurchase of portions of common stock of Verve held by Digerati and/or minority shareholders.
7. **Divestiture of Non-Core Business** – Verve’s transfer to Digerati of Verve’s co-location business, including certain related assets and liabilities.
8. **Provision of Transition Services** – Verve’s temporary provision of transition services to Digerati to support Digerati’s operation of the co-location business.
9. **Adoption of a Management Incentive Plan** – Verve’s potential adoption of an equity incentive plan for key employees.

Implications of the Verve Cloud Restructuring for Digerati Shareholders

1. Reduction in Ownership Stake

Prior to the Restructuring, Digerati will have owned 80.1% of the issued and outstanding common stock of Verve. Following the Restructuring, Digerati’s fully diluted ownership in Verve will be reduced to approximately 0.72% on an as-converted basis. This is a substantial dilution in Digerati’s equity interest in Verve and represents a de facto divestiture of its controlling stake.

2. Loss of Control Over Verve

The Series A Preferred Stock contemplated to be issued to Post Road will include governance rights, notably the right to elect three (3) out of five (5) board members of Verve, effectively shifting board control away from Digerati to Post Road. Digerati, post-transaction, no longer would have board control or significant operational oversight over Verve.

3. Co-Location Business Transfer

In connection with the Restructuring, Verve’s co-location operations will be transferred to Digerati, including certain related assets and liabilities. This transfer may allow Digerati to realign its business strategy and focus on the co-location business. Digerati may agree not to compete with the business retained by or solicit employees or clients of Verve.

4. Deleveraging at Verve

The restructuring will allow Verve to convert its existing indebtedness owing to Post Road in excess of \$15,000,000 into equity. While this will significantly improve Verve’s balance sheet, Digerati shareholders will benefit from this indirectly and to a limited extent given their reduced ownership.

5. No Immediate Cash Consideration

Digerati will not receive cash proceeds as part of this restructuring. Any benefit from the transaction is therefore derived from the strategic value of exiting a leveraged position, obtaining a business line, and limiting future obligations tied to Verve.

6. Potential Financial Reporting Impact

Because Digerati's interest in Verve will fall below 1%, the company will no longer consolidate Verve's financials in its own SEC filings. Instead, Digerati may treat the residual interest in Verve as a passive investment (potentially under the equity method or fair value method, depending on accounting treatment), leading to a possible reduction in reported revenues and assets.

7. Dilution vs. Strategic Realignment

Shareholders may perceive this transaction as dilutive and value-destructive in the short term due to the relinquishment of an 80.1% stake. However, from a strategic and solvency perspective, Digerati is effectively offloading a highly leveraged subsidiary while obtaining a business line and limiting future risk exposure—arguably a long-term de-risking maneuver.

VOTE REQUIRED, MANNER OF APPROVAL

Approval to enter into the Verve Cloud Restructuring under the Nevada Revised Statutes ("NRS") requires the affirmative vote of the holders of a majority of the voting power of the Company.

Section 78.320 of the NRS provides, in substance, that, unless the Company's Articles of Incorporation states otherwise, stockholders may take action without a meeting of stockholders and without prior notice if a consent or consents in writing, setting forth the action so taken, is signed by the holders of outstanding voting stock holding not less than the minimum number of votes that would be necessary to approve such action at a stockholders meeting. Under the applicable provisions of the NRS, this action is effective when written consents from holders of record of a majority of the outstanding voting power are executed and delivered to the Company.

The affirmative vote on the Restructuring of at least a majority of the outstanding voting power will be obtained in accordance with the NRS prior to the consummation of the Restructuring.

OTHER INFORMATION REGARDING THE COMPANY

As of January 31, 2025, there were 189,434,434 shares of our Common Stock issued and outstanding, and 480,942 shares of Preferred Stock issued and outstanding, including the shares of Series F Super Voting Preferred Stock which have voting rights equal to the number of votes that all issued and outstanding shares of Common Stock and all other securities of the Company are entitled to plus 1,000,000 votes. For the approval of the Restructuring, the Company expects to receive written consent from stockholders of the Company holding more than 50.0% of the voting power of the Company.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information concerning the number of shares of the Company's stock owned beneficially as of January 31, 2025 by: (i) each of the Company's directors and each of its named executive officers, and (ii) officers and directors as a group. Unless otherwise indicated, the stockholders listed possess sole voting and investment power with respect to the shares shown.

For purposes of this table, a person is deemed to be the beneficial owner of any shares of Common Stock (i) over which the person has or shares, directly or indirectly, voting or investment power, or (ii) of which the person has a right to acquire beneficial ownership at any time within 60 days after January 31, 2025. "Voting power" is the power to vote or direct the voting of shares and "investment power" includes the power to dispose or direct the disposition of shares.

Name and Address of Beneficial Owner	Common Shares Beneficially Owned	Common Ownership Percentage		Series C Preferred Stock Beneficially Owned (1)	Series C Preferred Stock Percentage		Series F Preferred Stock Beneficially Owned (2)	Series F Preferred Stock Percentage		Total Voting Percentage (3)	
<i>Officers and Directors</i>											
Antonio Estrada, Jr.	10,087,936	5.33 %		19,399	35.02 %		33	33 %		19.2 %	
Craig K. Clement	9,826,444	5.19 %		7,073	12.77 %		33	33 %		19.1 %	
Maxwell Polinsky	81,594	0.04 %		--	--		--	--		0.02 %	
<i>All Officers and Directors as a Group</i>	19,995,974	10.56 %		26,472	47.79 %		66	66 %		38.32 %	

- (1) Shares of the Series C Preferred Stock have no voting rights.
- (2) Shares of the Series F Preferred Stock have voting rights equal to the total number of votes that all issued and outstanding shares of Common Stock and all other securities of the Company are entitled to plus 1,000,000 votes.
- (3) Based on 189,434,434 shares of outstanding Common Stock as of January 31, 2025.

EFFECTIVE DATE

The closing of the Restructuring described herein will not become effective until at least 10 calendar days after the date this Information Statement is posted to the Company's OTC Markets page.

ADDITIONAL INFORMATION

Stockholders may request copies of the agreements, capitalization tables, and other relevant materials related to the Restructuring by contacting the Company at its principal executive office.

SPACE LEFT INTENTIONALLY BLANK. SIGNATURES TO FOLLOW.

BY ORDER OF THE BOARD OF DIRECTORS

DIGERATI TECHNOLOGIES, INC.

DocuSigned by:
By: Craig Clement
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Craig R. Clement
Executive Chairman, Director

DocuSigned by:
By: Max Polinsky
7CC05F2B0C44...
Maxwell Polinsky
Director