GLOW HOLDINGS, INC.

Management Prepared
Financial Statements
For the six months ended
December 31, 2014
(Unaudited)

NOTICE

The accompanying unaudited financial statements of Glow Holdings, Inc. for the six months ended December 31, 2014 and 2013 have been prepared by management and approved by the Board of Directors of the Company. These financial statements have not been audited by the independent auditors of the Company.

GLOW HOLDINGS, INC.
BALANCE SHEETS
(UNAUDITED)

	December 31, 2014	June 30, 2014
ASSETS		
Current Assets		
Cash and cash equivalents	$ 125	$ 97
Prepaid deposits for services	-	2,660
Total Current Assets	125	2,757
Total Assets	$ 125	$ 2,757
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable	$ 6,260	$ 4,827
Accrued compensation - officer	270,000	270,000
Due to related parties	151,240	136,328
Total Current Liabilities	427,500	411,155
Total Liabilities	427,500	411,155
Commitments and contingencies		
Stockholders' Deficit:		
Preferred stock, $0.001 par value, Authorized 50,000,000 shares, Series A Preferred stock 10,000,000 shares issued and outstanding at December 31, 2014 and June 30, 2014, respectively	10,000	10,000
Common stock, $0.001 par value, Authorized 700,000,000, shares, 100,949,119 issued and outstanding at December 31, 2014 and June 30, 2014, respectively	100,949	100,949
Additional paid in capital	110,000	110,000
Accumulated deficit	(648,324)	(629,347)
Total Stockholders' Deficit	(427,375)	(408,398)
Total Liabilities and Stockholders' Deficit	$ 125	$ 2,757

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

GLOW HOLDINGS, INC.
STATEMENTS OF OPERATIONS
(UNAUDITED)

	For the Three Months Ended December 31,		For the Six Months Ended December 31,	
	2014	**2013**	**2014**	**2013**
Revenues	$ -	$ -	$ -	$ -
Operating Expenses:				
Bank charges	$ 36	$ 31	$ 72	$ 72
Conference expense	-	10,859	-	10,859
Officer compensation	-	30,000	-	60,000
Professional fees - legal and accounting	4,972	15,493	15,031	19,039
Rent	-	40	-	160
Stock transfer agent fees	1,430	1,863	3,824	2,613
Telephone	20	40	50	117
Travel expense	-	2,000	-	4,000
Total Operating Expenses	6,458	60,326	18,977	96,860
Loss from operations	(6,458)	(60,326)	(18,977)	(96,860)
Other income (expenses)				
Interest expense	-	(5)	-	(5)
Total other income (expense)	-	(5)	-	(5)
Loss from operations before income tax	(6,458)	(60,331)	(18,977)	(96,865)
Provision for income tax	-	-	-	-
Net Loss	$ (6,458)	$ (60,331)	$ (18,977)	$ (96,865)
Basic and diluted net loss per common share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Weighted average number of shares outstanding	100,949,119	100,949,119	100,949,119	100,949,119

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

GLOW HOLDINGS, INC.
STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE SIX MONTHS ENDED DECEMBER 31, 2014
(UNAUDITED)

	Preferred Shares		Common Shares		Additional	Accumulated	
	Number	Par value	Number	Par value	Paid in Capital	Deficit	Total
Balance - June 30, 2014	10,000,000	$10,000	100,949,119	$100,949	$ 110,000	$(629,347)	$(408,398)
Net loss	-	-	-	-	-	(18,977)	(18,977)
Balance – December 31, 2014	10,000,000	$10,000	100,949,119	$100,949	$ 110,000	$ (648,324)	$(427,375)

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

GLOW HOLDINGS, INC.
STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Six Months Ended December 31,	
	2014	**2013**
Cash Flows from Operating Activities		
Reconciliation of net loss to net cash provided by (used in) operating activities:		
Net loss	$ (18,977)	$ (96,865)
Changes in operating assets and liabilities:		
(Increase) decrease in prepaid deposits for services	2,660	(2,137)
Increase (decrease) in accounts payable	1,433	(3,538)
Increase in accrued compensation - officer	-	60,000
Increase in due to related parties	14,912	42,392
Net cash provided by (used in) operating activities	28	(148)
Cash Flows from Investing Activities		
Net cash provided by investing activities	-	-
Cash Flows from Financing Activities		
Net cash provided by financing activities	-	-
Net cash increase (decrease) in cash and cash equivalents	28	(148)
Cash and cash equivalents , beginning of the period	97	278
Cash and cash equivalents, end of the period	$ 125	$ 130
Supplemental Disclosures of Cash Flow Information:		
Cash paid for interest	$ -	$ -
Cash paid for income taxes	$ -	$ -

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

GLOW HOLDINGS, INC.
Notes to Financial Statements
December 31, 2014
(Unaudited)

NOTE 1. NATURE OF OPERATIONS AND GOING CONCERN

As used herein and except as otherwise noted, the term "Company", "it(s)", "us" , "we", "our", and "Glow" shall mean Glow Holdings, Inc., a Nevada corporation.

The Company was incorporated on September 5, 1997 under the laws of the State of Nevada as Universal Funding Services, Inc. On June 30, 1998, the Company changed its name to Universal Reducing Melting Technologies, Inc. On March 9, 1999, it changed its name to Internet Solutions For Business, Inc. On March 1, 2005, it changed its name to GlobalOne Real Estate, Inc. On August 31, 2011, it changed its name to its current name Glow Holdings, Inc.

On May 21, 2012, the Company's largest shareholder at the time, Slisons Holdings, Inc. ("Slisons"), an entity controlled by Mr. See Kuy Tan, the Company's President, Chief Financial Officer and one of the Directors, entered into a private transaction with Twin Ace International Holdings, Ltd, a British Virgin Islands Company ("Twin Ace"), under which Twin Ace agreed to purchase pursuant to a Purchase Agreement ("Agreement"), an aggregate of 50,105,000 shares of the Company's common stock and 10,000,000 shares of Series A Convertible Preferred Stock from Slisons in exchange for $70,105. These shares represented approximately 61% of the Company's outstanding voting control. The transaction closed on May 25, 2012 and resulted in change of control.

On April 1, 2013, the Company's largest shareholder at that time, Twin Ace, entered into a Mutual Rescission Agreement and General Release with Slisons (the "Rescission Agreement"), under which Twin Ace and Slisons agreed to rescind the Agreement. This transaction closed on April 22, 2013. Pursuant to the Rescission Agreement, Twin Ace returned an aggregate of 50,105,000 shares of the Company's common stock and 10,000,000 shares of the Company's Series A Convertible Preferred Stock (together, the "Shares") to Slisons as a result of not paying for the Shares as required under the Agreement. These shares represented approximately 61% of the Company's outstanding voting control and as a result of the Rescission Agreement, Slisons now controls the Shares. The Company was a party to the Rescission Agreement for the purpose of acknowledging the rescission of the Agreement and the transfer of the Shares from Twin Ace back to Slisons. This transaction resulted in a change of control as Slisons now owns a majority of our outstanding voting securities.

With this change of control, the Company intends to become a diversified holding company looking for potential acquisitions in various market segments, including, but not limited to, hospitality, technology, franchising, natural resources and mobile marketing and other business opportunities primarily related to bringing American products and services to the international market. The Company's plan is to look

for target acquisitions in these business segments and start operations in these areas by acquiring companies that have high profitable growth potential.

On October 2, 2013, the Company entered into five (5) binding Memoranda of Agreements (the "MOAs") with five separate entities. Under the terms of the MOAs, the Company agreed to acquire these entities with shares of our common stock if the entities meet certain performance thresholds. The number of shares to be issued to acquire these entities is dependent upon the value of the entities on March 31, 2014. Our shares of common stock will be valued at $0.15 per share for these acquisitions (See Note 3). On June 24, 2014, the above-listed companies requested an extension of the termination date of the above MOAs from March 31, 2014 to December 31, 2014, to which the Company agreed.

In furtherance of its business plan, on April 18, 2014, the Company signed a binding Letter of Intent with Cedar River Foods LLC ("Cedar River"), under which Cedar River would merge with and into a newly-formed subsidiary of Glow to allow Glow to acquire Cedar River's operations. The merger was predicated on representations and warranties of Cedar River and its principal members, as well as their agreements to indemnify Glow for liabilities of Cedar River. The merger closed on October 24, 2014, and Cedar River merged with a subsidiary of the Company.

On April 8, 2015, Glow, Cedar River, and its members, rescinded and terminated in its entirety the merger agreement.

These financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company does not expect to generate any significant revenues, has never paid any dividends and is unlikely to pay dividends in the immediate or foreseeable future. The continuation of the Company as a going concern is dependent upon the continued financial support from its sole shareholder, the ability of the Company to obtain necessary financing to continue operations, and the attainment of profitable operations. The Company has consistently incurred losses since inception, and has incurred a net loss of $18,977 for the six months ended December 31, 2014. The Company has a working capital deficit of $427,375 and an accumulated deficit of $648,324 as of December 31, 2014. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following summary of significant accounting policies of the Company is presented to assist in the understanding of the Company's financial statements. The financial statements and notes are the representation of Glow Holdings, Inc. management who is responsible for their integrity and objectivity. The financial statements of the Company conform to accounting principles generally accepted in the

United States of America (USGAAP). The Financial Accounting Standards Board (FASB) is the accepted standard-setting body for establishing accounting and financial reporting principles.

Basis of presentation

The accompanying unaudited financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission for the presentation of interim financial information, but do not include all the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the six months ended December 31, 2014 are not necessarily indicative of the results that may be expected for the year ending June 30, 2015.

Use of Estimates

The preparation of financial statements in conformity with USGAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to the valuation of its assets acquired and liabilities assumed in transactions. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

Cash and Cash Equivalents

The Company considers all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents.

Earnings per Common Share

The Company computes net earnings (loss) per share in accordance with ASC 260, *Earnings per Share*. ASC 260 requires presentation of both basic and diluted net earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing earnings (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti dilutive.

Fair value of Financial Instruments and Fair Value Measurements

ASC 820, *Fair Value Measurements and Disclosures,* requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1
Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2
Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3
Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, accounts payable, amounts due to related parties. Pursuant to ASC 820, *Fair Value Measurements and Disclosures* and ASC 825, *Financial Instruments*, the fair value of our cash equivalents is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The Company believes that the recorded values of all of the other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

Revenue Recognition
The Company expects to recognize revenues when persuasive evidence of an arrangement exists; delivery has occurred; price is fixed or determinable; and collectability of the related receivable is reasonably assured. The Company closely follows the provisions of ASC 605, *Revenue Recognition*, which includes the guidelines of Staff Accounting Bulletin No. 104 as described above. To date the Company has received no revenue.

Development Stage Risk
The Company has earned no revenues from operations. Accordingly, the Company's activities have been accounted for as those of a "Development Stage Enterprise" as set forth in ASC 915, *Development Stage Entities*. Among the disclosures required by ASC 915 are that the Company's financial statements be identified as those of a development stage company, and that the statements of operations, shareholders' equity (deficit) and cash flows disclose activity since the date of the Company's inception.

Income Taxes

The Company accounts for income taxes using the asset and liability method in accordance with ASC 740, *Income Taxes*. The asset and liability method provides that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax basis of assets and liabilities, and for operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates and laws. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

The Company follows the provisions of ASC 740-10, *Accounting for Uncertain Income Tax Positions*. When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. In accordance with the guidance of ASC 740-10, the benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above should be reflected as a liability for unrecognized tax benefits in the accompanying consolidated balance sheets along with any associated interest and penalties that would be payable to the taxing authorities upon examination.

The Company adopted ASC 740-10, *Definition of Settlement in FASB Interpretation No. 48*, ("ASC 740-10"), which was issued on May 2, 2007. ASC 740-10 amends FIN 48 to provide guidance on how an entity should determine whether a tax position is effectively settled for the purpose of recognizing previously unrecognized tax benefits. The term "effectively settled" replaces the term "ultimately settled" when used to describe recognition, and the terms "settlement" or "settled" replace the terms "ultimate settlement" or "ultimately settled" when used to describe measurement of a tax position under ASC 740-10. ASC 740-10 clarifies that a tax position can be effectively settled upon the completion of an examination by a taxing authority without being legally extinguished. For tax positions considered effectively settled, an entity would recognize the full amount of tax benefit, even if the tax position is not considered more likely than not to be sustained based solely on the basis of its technical merits and the statute of limitations remains open. The adoption of ASC 740-10 did not have an impact on the accompanying consolidated financial statements.

Reclassification

Certain accounts in the prior-period financial statements have been reclassified for comparative purposes to conform with the presentation in the current-period financial statements.

Recent Accounting Pronouncements

The Company has evaluated the possible effects on its financial statements of the accounting pronouncements and accounting standards that have been issued or proposed by FASB that do not require adoption until a future date, and that are not expected to have a material impact on the consolidated financial statements upon adoption. Other accounting standards that have been issued or proposed by FASB that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption.

NOTE 3: BINDING MEMORANDA OF AGREEMENTS

On October 2, 2013, the Company entered into five (5) binding Memoranda of Agreements (the "MOAs") with five separate entities. Under the terms of the MOAs, the Company agreed to acquire these entities with shares of its common stock if the entities meet certain performance thresholds. The number of shares Glow agreed to issue to acquire these entities was dependent upon the fair value of the entities on March 31, 2014. The parties agreed that the shares of common stock to be issued will be valued at $0.15 per share for these acquisitions.

The material terms of the MOAs are as follows:

1. MOA with Holmes Hospitality Inc. ("HHI"), a new business entity formed for the purpose of consulting on various projects related to hospitality, including, but not limited to real estate development, hotels, resorts, spas, and entertainment. Under the terms of the MOA, Glow agreed to acquire HHI if it has met the following thresholds by March 31, 2014: (i) must have received at least $1 million in cash investments; (ii) must be engaged as at least a consultant on at least one "master concept development" for real estate development of a spa, hotel, resort, or something similar; (iii) Colgate Holmes must be an executive officer of HHI with no disagreements; and (iv) must have memoranda of agreements with third parties to act in an official capacity in the development of real estate. On June 24, 2014, HHI requested an extension of the termination date of the above MOA from March 31, 2014 to December 31, 2014, to which the Company agreed, and subsequent to the three months ended December 31, 2014, we agreed to another extension to September 30, 2015.

2. MOA with MyBrandApp Inc. ("MyBrandApp"), a new business entity formed for the purpose of coordinating marketing and branding for various games and other entertainment goods. Under the terms of the MOA, Glow agreed to acquire MyBrandApp if it has met the following thresholds by March 31, 2014: (i) Must have received at least $1 million in cash investments; (ii) must have secured the intellectual property and other rights to "MyBrandApp"; and (iii) must have a memorandum of agreement with a reputable company for the purpose of entering into a collaboration for entertainment, games, social media, and pay-per-views. On June 24, 2014, MyBrandApp requested an extension of the termination date of the above MOA from March 31, 2014 to December 31, 2014, to which the Company agreed, and subsequent to the three months ended December 31, 2014, we agreed to another extension to September 30, 2015.

3. MOA with Ambezz Inc. (“Ambezz”), a new business entity formed for the purpose of creating, marketing and selling unique recipes and foods. Under the terms of the MOA, Glow agreed to acquire Ambezz if it has met the following thresholds by March 31, 2014: (i) must have received at least $1 million in cash investments; (ii) must have intellectual property and proprietary recipes for at least two unique food concepts with the idea they could be franchised; and (iii) must have at least a memorandum of agreement with a reputable kiosk marketing team. On June 24, 2014, Ambezz requested an extension of the termination date of the above MOA from March 31, 2014 to December 31, 2014, to which the Company agreed, and subsequent to the three months ended December 31, 2014, we agreed to another extension to September 30, 2015.

4. MOA with Genbizz Inc. (“Genbizz”), a new business entity formed for the purpose of creating, marketing and selling “apps” for mobile devices. Under the terms of the MOA, Glow agreed to acquire Genbizz if it has met the following thresholds by March 31, 2014: (i) must have received at least $1 million in cash investments; (ii) must have created and sold at least 3,000 “apps” useable on mobile devices; and (iii) must have created a global kiosk marketing team. On June 24, 2014, Genbizz requested an extension of the termination date of the above MOAs from March 31, 2014 to December 31, 2014, to which the Company agreed, and subsequent to the three months ended December 31, 2014, we agreed to another extension to September 30, 2015.

5. MOA with Promines Inc. (“Promines”), a new business entity formed for the purpose of acquiring and operating mines and/or mineral rights. Under the terms of the MOA, Glow agreed to acquire Promines if it has met the following thresholds by March 31, 2014: (i) must have received at least $1 million in cash investments; and (ii) must have secured the rights to acquire and/or mine at least one (1) mine. On June 24, 2014, Promines requested an extension of the termination date of the above MOA from March 31, 2014 to December 31, 2014, to which the Company agreed, and subsequent to the three months ended December 31, 2014, we agreed to another extension to September 30, 2015.

None of the transactions contemplated by the MOAs have closed as of December 31, 2014, and as of the date of this Report.

NOTE 4: PRIOR OPERATIONS

Prior management had represented to Mr. See Kuy Tan, the Company’s President, Chief Financial Officer and one of the Directors, that there were no significant operations of the Company for the periods immediately preceding June 30, 2011 (the effective date of the Stock Purchase agreement). Current management has been unable to obtain any verifiable historical accounting information related to prior operations, if any. These financial statements are prepared assuming there were no (or minimal) operations in the two years prior to June 30, 2011, and that there were no assets or liabilities as of June 30, 2011, and that the equity transactions information provided by prior management is accurate. Prior management had represented that total shares issued and outstanding at June 30, 2011 were

30,949,119, additional paid in capital was $100,000 and an accumulated deficit during the development stage since inception to June 30, 2011 was $130,949.

NOTE 5: RELATED PARTY TRANSACTIONS AND BALANCES

The Company's day to day operations have been funded exclusively by Mr. See Kuy Tan ("Executive") and Slisons Holdings, Inc., an entity controlled by the Executive. From time to time, the Executive and Slisons have advanced the Company cash funds to meet its working capital requirements. At December 31, 2014 and June 30, 2014, the Company is indebted to the Executive $137,158 and $132,246, and to Slisons $4,082 for receiving cash advances for its working capital requirements.

The Company has entered into a written agreement with the Executive to pay a monthly salary of $10,000 starting January 1, 2012. The Executive forgave $60,000 of his compensation earned for the six months ended December 31, 2014. The Company has recorded a compensation expense of $0 and $60,000 for the three months ended September 30, 2014 and 2013, and has recorded an accrued compensation of $270,000 at December 31, 2014 and June 30, 2014, respectively. No compensation was accrued or paid prior to January 1, 2012.

NOTE 6: COMMITMENTS AND CONTINGENCIES

Legal Costs and Contingencies

In the normal course of business, the Company incurs costs to hire and retain external legal counsel to advise it on regulatory, litigation and other matters. The Company expenses these costs as the related services are received.

If a loss is considered probable and the amount can be reasonable estimated, the Company recognizes an expense for the estimated loss. If the Company has the potential to recover a portion of the estimated loss from a third party, the Company makes a separate assessment of recoverability and reduces the estimated loss if recovery is also deemed probable.

NOTE 7: STOCKHOLDERS' DEFICIT

The Company's authorized capitalization at December 31, 2014 was 700,000,000 common shares and 50,000,000 preferred shares, both with a par value of $0.001 per share.

No equity transactions occurred during the six months ended December 31, 2014 and 2013. Total stockholders' deficit amounted to $427,375 and $408,398 at December 31, 2014 and June 30, 2014, respectively. Total common shares and preferred shares issued and outstanding at December 31, 2014 were 100,949,119 and 10,000,000, respectively.

NOTE 8: SUBSEQUENT EVENTS

On April 8, 2015, Glow and Cedar Rivers mutually agreed to rescind and terminate in its entirety the merger agreement between the parties because a creditor of Cedar Rivers threatened Glow with litigation relating to the merger agreement and Cedar River's liabilities, threatened litigation constituted a breach of the merger agreement and representations, warranties and the indemnification obligations of the parties under the merger agreement. The Cedar River members that were to receive shares of Glow common stock pursuant to the merger agreement agreed to surrender such stock to Glow, and Glow agreed to transfer ownership of the Cedar River entity to the Cedar River members.