MYECHECK, INC.

REVIEWED

CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2015

AND

DECEMBER 31, 2014

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MYECHECK, INC.
CONSOLIDATED BALANCE SHEETS
AS OF MARCH 31, 2015 AND DECEMBER 31, 2014

	March 31, 2015	December 31, 2014
ASSETS		
Current Assets		
Cash	$ 6,547	$ 51,261
Accounts receivable - Net	-	146,740
Employee advances	2,500	2,500
Capitalized loan fees -Net	86,210	150,869
Prepaid expenses	106,096	135,444
Total Current Assets	201,353	486,814
Fixed Assets - Net	92,569	61,730
Intangible Assets - Net Website net	18,249	20,250
Investment in Seergate	50,000	-
Other Assets -Deposits	52,812	70,502
Total Other Assets	213,630	152,482
Total Assets	$ 414,983	$ 639,296
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable and accrued expenses	$ 465,219	$ 395,613
Payroll taxes payable	234,060	251,285
Payroll liabilities	63,634	47,710
Accrued rent	31,754	32,904
Loans payable - related party	27,073	34,036
Loans payable - other	37,500	56,415
Derivative liability	266,352	439,368
Deferred revenue	25,000	25,000
Convertible notes - net	550,000	550,000
Total Current Liabilities	1,700,592	1,832,331
Stockholders' Deficit		
Preferred stock, $0.00001 par value, 100,000,000 authorized, none outstanding	-	-
Common stock, $0.00001 par value, 4,900,000,000 shares authorized, 4,138,270,067 and 4,127,436,732 shares issued and outstanding, respectively	51,382	51,274
Treasury stock	(10,001)	(10,001)
Additional paid in capital	3,653,678	3,452,036
Common stock to be issued	-	191,917
Accumulated deficit	(4,980,668)	(4,878,261)
Total Stockholders' Deficit	(1,285,609)	(1,193,035)
Total Liabilities and Stockholders' Deficit	$ 414,983	$ 639,296

The accompanying condensed notes are an integral part of these consolidated financial statements

MYECHECK, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014

	For the Three Months Ended March 31,	
	2015	**2014**
Revenues	$ 376,308	$ 361,782
Cost of revenues	-	-
Gross Profit	376,308	361,782
General and administrative	568,228	33,487
Research and development	64,827	-
Total Operating Expenses	633,055	33,487
Income or (Loss) from Operations	(256,747)	328,295
Other Income /(Expense)		
Change in fair value of derivative liabilities	173,016	-
Interest expense, net	(17,876)	(2,933)
Loss on conversion of debt	-	(63,000)
Other income cost recovery	-	(390)
Total other income/(expense)	155,140	(66,323)
Net income or (loss) before income taxes	(101,607)	261,972
Provision for income taxes	(800)	-
Net (Loss) or Income	**$ (102,407)**	**$ 261,972**
Basic earnings per share	**$ 0.00**	**$ 0.00**
Diluted earnings per share	**$ 0.00**	**$ 0.00**
Weighted average number of shares outstanding during the period - basic	**4,134,223,769**	**4,436,914,444**
Weighted average number of shares outstanding during the period - fully diluted	**4,134,223,769**	**4,436,914,444**

The accompanying condensed notes are an integral part of these consolidated financial statements

MYECHECK, INC.
STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014

	For the Three Months Ended March 31,	
	2015	**2014**
Cash Flows from Operating Activities:		
Net income (loss)	$ (102,407)	$ 261,972
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization expense	70,204	178
Loss on debt conversion	-	63,000
Change in fair value of derivative liabilities	(173,016)	-
Stock based Compensation	9,833	-
Changes in operating assets and liabilities:		
(Increase) Decrease in:		
Accounts receivable	146,740	(336,545)
Prepaid expenses & other assets	47,039	(500)
Increase in:		
Accounts payable and accrued expenses	67,656	11,001
Deferred revenue	-	500
Payroll taxes payable	(6,389)	-
State income tax payable	800	
Accrued payroll	5,088	-
Net Cash Provided (Used by) by Operating Activities	65,548	(394)
Cash Flows from Investing Activities		
Purchase of P, P & E	(34,384)	-
Advance to investment in subsidary	(50,000)	-
Purchase of treasury stock	-	(10,000)
Net Cash Used by Investing Activities	(84,384)	(10,000)
Cash Flows from Financing Activities:		
(Repayment)/Proceeds for loan payable - related parties	(6,963)	29,752
(Repayment)/Proceeds for loan payable - related parties	(18,915)	-
Net Cash (Used by) Provided by Financing Activities	(25,878)	29,752
Net Decrease in Cash	(44,714)	19,358
Cash at Beginning of Period	51,261	65
Cash at End of Period	$ 6,547	$ 19,423
Supplemental Disclosure of Non Cash Investing and Financing Activities		
Common shares issued services and common stock payable	$ 201,750	$ -
Conversion of convertible note to note payable	$ -	$ 32,000
Stock issued for subscription receivable	$ -	$ 28,000

The accompanying condensed notes are an integral part of these consolidated financial statements

MYECHECK, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014

NOTE 1 – ORGANIZATION, BASIS OF PRESENTATION AND NATURE OF OPERATIONS

Basis of Presentation

The accompanying consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) under the accrual basis of accounting.

The consolidated financial information as of December 31, 2014 is derived from the audited consolidated financial statements presented in the Company's Form 10 dated May X, 2015. The unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's Form 10, which contains the audited consolidated financial statements and notes thereto, together with the Management's Discussion and Analysis, dated May X, 2015.

Certain information or footnote disclosures normally included in consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted, pursuant to the rules and regulations of the Securities and Exchange Commission for interim consdensed financial reporting. Accordingly, they do not include all the information and footnotes necessary for a comprehensive presentation of condensed financial position, results of operations, or cash flows. It is management's opinion, however, that all material adjustments (consisting of normal recurring adjustments) have been made which are necessary for a fair consolidated financial statement presentation. The interim results for the period ended March 31, 2015 are not necessarily indicative of results for the full fiscal year.

Organization

MyECheck, Inc. ("MEC") ("the Company") was incorporated in the state of Delaware on October 29, 2004. The Company's office is located at Folsom, California. On May 25, 2012 the Company was redomiciled in the State of Wyoming. In addition, the Company registered as a foreign corporation in the State of California on October 16, 2014.

GreenPay, LLC ("GreenPay"), a wholly owned subsidiary of the Company, incorporated in the State of Wyoming on March 11, 2014 was acquired by MyEcheck on August 20, 2014. After the acquisition, GreenPay registered as a foreign limited liability company in the State of California on November 10, 2014.

Sekoya Holdings, Ltd. ("Sekoya") was incorporated in Nevada on May 19, 2005, and is an inactive company.

Reverse Acquisition and Recapitalization

On March 14, 2008, Sekoya Holdings, Ltd. ("Sekoya"), then a development stage company, merged with MEC and MEC became the surviving corporation. This transaction was accounted for as a reverse acquisition. Sekoya did not have any operations and majority-voting control was transferred to MEC. The transaction also required a recapitalization of MEC. Since MEC acquired a controlling voting interest, it was deemed the accounting acquirer, while Sekoya was deemed the legal acquirer. The historical consolidated financial statements of the Company are of those of MEC and of the consolidated entities from the date of merger and subsequent.

NOTE 1 – ORGANIZATION, BASIS OF PRESENTATION AND NATURE OF OPERATIONS *(CONT.)*

Acquisition

On August 20, 2014, MyECheck completed the acquisition of its licensee, GreenPay, LLC. GreenPay, LLC is now a wholly owned subsidiary of MyECheck, Inc. GreenPay assets are owned by MyECheck, however Greenpay will be operated as a separate entity and will move forward with an independent board of directors and management in 2015.

Nature of Operations

The Company provides software that enables merchants and banks to receive and process real –time payments from consumers, businesses and government agencies. Payment can be initiated online, via point of sale terminals, or over the telephone. The Company also licenses patented technology in the mobile payments and banking industries.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

All significant intercompany accounts and balances have been eliminated in consolidation.

Risks and Uncertainties

The Company's operations are subject to significant risk and uncertainties including financial, operational, regulatory and other risks including the potential risk of business failure.

The Company has experienced, and in the future expects to continue to experience, variability in its sales and earnings. The factors expected to contribute to this variability include, among others, (i) the uncertainty associated with the commercialization and ultimate success of the product, (ii) intense competition and rapid technological changes for the mobile payment processing industry and (iii) general economic conditions which may cast doubt on future success.

See Note 3 regarding going concern matters.

Fiscal Year

The Company has adopted a December 31 fiscal year end.

Use of Estimates and Assumptions

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the U.S. of America requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Such estimates and assumptions impact, among others, the following: the fair value of warrants granted, the fair value of other derivative liabilities, estimates of the probability and potential magnitude of contingent liabilities and the valuation allowance for deferred tax assets due to continuing operating losses.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

Use of Estimates and Assumptions (Cont.)

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the consolidated financial statements, which management considered in formulating its estimate could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ significantly from our estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less at the time of purchase to be cash equivalents. At March 31, 2015 and 2014, the Company had no cash equivalents.

The Company minimizes its credit risk associated with cash by periodically evaluating the credit quality of its primary financial institution. The balance at times may exceed federally insured limits. At March 31, 2015 and 2014, there were no balances that exceeded the federally insured limit.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are recorded at the invoiced amount and do not bear interest. The Company extends unsecured credit to its customers in the ordinary course of business but mitigates the associated risks by performing credit checks and actively pursuing past due accounts.

The Company recognizes an allowance for losses on accounts receivable in an amount equal to the estimated probable losses net of recoveries. The allowance is based on an analysis of historical bad debt experience, current receivables aging, and expected future write-offs, as well as an assessment of specific identifiable customer accounts considered at risk or uncollectible.

In 2015 and 2014, the Company recorded no bad debt expense.

Capitalized Loan Fees

On October 29, 2014, the Company obtained a loan facility which resulted in the capitalization of loan fees of $193,975 being amortized over the life of the loan. For the three months ended March 31, 2015, the amortized loan fees was ($107,765) for a net amount reported on the Balance Sheet of $86,210. See Notes 5 & 6.

Revenue Recognition

The Company records revenue when all of the following have occurred; (1) persuasive evidence of an arrangement exists, (2) product delivery has occurred, (3) the sales price to the customer is fixed or determinable, and (4) collectability is reasonably assured.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

Revenue Recognition (Cont.)

The Company earns revenue from services, which has included the following: electronic check processing, financial verification, identity verification, check guarantee services and licensing of intellectual property. The services are performed under the terms of a contract with a customer, which states the services to be utilized and the terms and fixed price for all services under contract. The price of these services may be a fixed fee per transaction and/or a percentage of the transaction processed depending on the service.

Revenue from electronic check processing is derived from fees collected from merchants to convert merchant customer check data into an electronic image of a paper draft, which allows the Company to deposit the funds to the merchant's bank through image clearing with the Federal Reserve on behalf of the bank. The Company recognizes the revenue related to electronic check processing fees when the services are performed.

Revenue from financial verification is derived from fees collected from merchants to process requests to validate financial verifications to an outside service provider under contract with the Company. This revenue is recognized when the transaction is processed, since the Company has no further obligations.

Revenue from check guarantee services is derived from fees collected from merchants to process transaction to an outside service provider under contract with the Company. This revenue is recognized when the transaction is processed, since the Company has no further obligations.

The Company derives revenue from monthly maintenance fees and initial customer set-up fees. Monthly maintenance fee revenue billed monthly and is recognized as services are performed. Initial set-up fees are recognized over the respective customer relationship period. Payments received in advance of completing the earnings process are recorded as deferred revenue and recognized over the remaining service period.

Customers & Concentrations

One customer comprised 97% of the total revenue for the three months ended March 31, 2015 and three customers comprised 98% of the total revenue for the year ended December 31, 2014. The Company had no accounts receivable at March 31, 2015 and two customers represented 100% of net accounts receivable at December 31, 2014.

Fair Value of Financial Instruments

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

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

Fair Value of Financial Instruments (Cont.)

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

- Level 1 – Observable inputs that reflect quoted market prices in active markets for identical assets or liabilities.

- Level 2 – Inputs reflect quoted prices for identical assets or liabilities in markets that are not active; quoted prices for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for the assets or liabilities; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

- Level 3 – Unobservable inputs reflecting the Company's assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

The following tables set forth our assets and liabilities measured at recurring or non-recurring, at March 31, 2015 and December 31, 2014, and the fair value calculation input hierarchy level that we have determined applies to each asset and liability category.

	Fair Value Measurements Using Inputs			Carrying Amount at
Financial Instruments	Level 1	Level 2	Level 3	March 31, 2015
Liabilities:				
Derivative Instruments – Convertible	$ -	$ -	$ 266,352	$ 266,352
Total	$ -	$ -	$ 266,352	$ 266,352

	Fair Value Measurements Using Inputs			Carrying Amount at
Financial Instruments	Level 1	Level 2	Level 3	December 31, 2014
Liabilities:				
Derivative Instruments – Convertible	$ -	$ -	$ 439,368	$ 439,368
Total	$ -	$ -	$ 439,368	$ 439,368

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

Fair Value of Financial Instruments

Market price and estimated fair value of common stock used to measure the Derivative Instruments-Warrants at March 31, 2015 and December 31, 2014:

	March 31, 2015	December 31, 2014
Market price and estimated fair value of common stock:	.0199	0.0218
Exercise price	.0159	0.0174
Expected term (years)	.33	.58
Dividend yield	-	-
Expected volatility	136%	217%
Risk-free interest rate	12%	12%

The risk-free rate of return reflects the interest rate for the United States Treasury Note with similar time-to-maturity to that of the convertible debt.

The recorded value of other financial assets and liabilities, which consist primarily of cash and cash equivalents, accounts receivable, other current assets, and accounts payable and accrued expenses approximate the fair value of the respective assets and liabilities at March 31, 2015 and March 31, 2014 based upon the short-term nature of the assets and liabilities.

Embedded Conversion Features

The Company evaluates embedded conversion features within convertible debt under ASC 815 "Derivatives and Hedging" to determine whether the embedded conversion feature(s) should be bifurcated from the host instrument and accounted for as a derivative at fair value with changes in fair value recorded in earnings. If the conversion feature does not require derivative treatment under ASC 815, the instrument is evaluated under ASC 470-20 "Debt with Conversion and Other Options" for consideration of any beneficial conversion feature.

Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments, including stock purchase warrants, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported as charges or credits to income.

For option-based simple derivative financial instruments, the Company uses the Black-Scholes option-pricing model to value the derivative instruments at inception and subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

Beneficial Conversion Feature

For conventional convertible debt where the rate of conversion is below market value, the Company records a "beneficial conversion feature" ("BCF") and related debt discount.

When the Company records a BCF, the relative fair value of the BCF is recorded as a debt discount against the face amount of the respective debt instrument (offset to additional paid in capital) and amortized to interest expense over the life of the debt.

Debt Issue Costs and Debt Discount

The Company may record debt issue costs and/or debt discounts in connection with raising funds through the issuance of debt. These costs may be paid in the form of cash, or equity (such as warrants). These costs are amortized to interest expense over the life of the debt. If a conversion of the underlying debt occurs, a proportionate share of the unamortized amounts is immediately expensed.

Original Issue Discount

For certain convertible debt issued, the Company may provide the debt holder with an original issue discount. The original issue discount would be recorded to debt discount, reducing the face amount of the note and is amortized to interest expense over the life of the debt.

Extinguishments of Liabilities

The Company accounts for extinguishments of liabilities in accordance with ASC 860 - "Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities". When the conditions are met for extinguishment accounting, the liabilities are derecognized and the gain or loss on the sale is recognized.

Income Taxes

We account for income taxes under the liability method, whereby deferred income tax liabilities or assets at the end of each period are determined using the tax rate expected to be in effect when the taxes are actually paid or recovered. A valuation allowance is recognized on deferred tax assets when it is more likely than not that some or all of these deferred tax assets will not be realized. Our policy is to prescribe a recognition threshold and measurement attribute for the recognition and measurement of a tax position taken or expected to be taken in a tax return.

We have analyzed our filing positions in all jurisdictions where we are required to file returns, and found no positions that would require a liability for unrecognized income tax positions to be recognized. We are subject to tax examinations. In the event that we are assessed penalties and or interest, penalties will be charged to other financing expense and interest will be charged to interest expense.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

Earnings (Loss) Per Share

Basic net earnings (loss) per share is computed by dividing net income (loss) for the period by the weighted average number of common stock outstanding during each period. Diluted earnings (loss) per share is computed by dividing net income (loss) for the period by the weighted average number of common stock, common stock equivalents and potentially dilutive securities outstanding during each period.

The Company uses the "treasury stock" method to determine whether there is a dilutive effect of outstanding convertible debt, option and warrant contracts. For the year ended March 31, 2015 the Company reflected net income and a dilutive net income.

The Company had the following potential common stock equivalents at March 31, 2015:

Convertible debt – face amount of $550,000, conversion price of $0.0159	34,591,195
Total common stock equivalents	34,591,195

The Company had the following potential common stock equivalents at December 31, 2014:

Convertible debt – face amount of $550,000, conversion price of $0.0174	31,609,195
Common Stock Payable (See Note 11 – Stockholders' Deficit)	10,833,335
Total common stock equivalents	42,442,530

Advertising

Advertising is expensed as incurred. For March 31, 2015 and 2014, advertising expense was $14,510 and $3,672, respectively.

Stock-Based Compensation

Periodically, we issue common shares or options to purchase our common shares to our officers, directors, employees, or other parties. Compensation expense for these equity awards are recognized over the vesting period, based on the fair value on the grant date. We recognize compensation expense for only the portion of options that are expected to vest, rather than record forfeitures when they occur. If the actual number of forfeitures differs from those estimated by management, additional adjustments to compensation expense may be required in the future periods. We determine the fair value of equity awards using the Black-Scholes valuation model.

Cost of Computer Software Developed or Obtained for Internal Use

The Company capitalizes certain costs incurred for computer software developed or obtained for internal use, which are incurred during the application development stage. These capitalized costs are to be amortized on a straight-line basis over the expected useful life of the software. Costs related to preliminary project activities and post-implementation activities are expensed as incurred. For the three months ended March 31, 2015 and 2014, no costs for the development of internal use software have been capitalized.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

Recent Accounting Pronouncements
New Accounting Standards Issued But Not Yet Adopted

From time to time, new accounting pronouncements are issued by the FASB, which are adopted by the Company as of the specified date. Unless otherwise discussed, management believes the impact of recently issued standards, which are not yet effective, will not have a material impact on its consolidated financial statements upon adoption.

In February 2015, the FASB issued ASU No. 2015-02, *Consolidation (Topic 810): Amendments to the Consolidation Analysis ("ASU 2015-12").* ASU 2015-02 affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. ASU 2015-02 is effective for us on January 1, 2016, with early adoption permitted. We do not believe that this pronouncement will have an impact on our consolidated financial statements

In April 2015, the FASB issued ASU No. 2015-03, *Interest – Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs* ("ASU 2015-03"). The amendments in ASU 2015-03 require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in ASU 2015-03. ASU 2015-03 is effective for us on January 1, 2016, with early adoption permitted. We are currently evaluating the potential changes from this ASU to our future financial reporting and disclosures.

NOTE 3 – GOING CONCERN

The Company's accountants have expressed substantial doubt about the Company's ability to continue as a going concern as a result of its history of net operating losses. The Company's ability to achieve and maintain profitability and positive cash flow is dependent upon our ability to successfully deliver license and service agreements and obtain financing until revenue can generate cash flow to meet operating requirements. The outcome of these matters cannot be predicted at this time. These consolidated financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue its business.

As reflected in the accompanying consolidated financial statements, the Company has a net loss of $102,407 in 2015 and a net income of $261,972, in 2014, and net cash provided by operations of $47,857 and net cash used by operations of $394 for three months ended March 31, 2015 and 2014, respectively; a working capital deficit of $1,499,239 at March 31, 2015 and $1,345,517 at December 31, 2014 and a stockholders' deficit of $1,285,609 at March 31, 2015 and $1,193,035 at December 31, 2014.

NOTE 3 – GOING CONCERN (CONT.)

The ability of the Company to continue as a going concern is dependent on Management's plans, which include the raising of capital through debt and/or equity markets. The Company will require additional funding during the next twelve months to finance the growth of its current and expected operations and achieve strategic objectives. Additionally, the Company will need to continually generate revenues through its current business operations in order to generate enough cash flow to fund operations through 2015.

The Company is also dependent on maintaining their positive approval status with the Federal Reserve. If the Company were to lose this approval, their ability to provide services would be affected negatively. The Company is also dependent on bank sponsorship when processing transactions directly with the Federal Reserve. If the Company were to lose bank sponsorship, their ability to provide services would be affected negatively.

The Company believes its current available cash, along with anticipated revenues, may be insufficient to meet its cash needs for the near future. There can be no assurance that financing will be available in amounts or terms acceptable to the Company, if at all.

NOTE 4 – PROPERTY AND EQUIPMENT

For the three months ended March 31, 2015 and the year ended December 31, 2014 property and equipment is as follows:

	3/31/2015	12/31/2014
Computer equipment	$ 33,138	$ 33,139
Furniture and fixtures	56,402	22,018
Leasehold improvements	10,956	10,956
Accumulated depreciation	(7,927)	(4.838)
Net Fixed Assets	$ 92,569	$ 61,730

For the three months ended March 31, 2015 and the year ended December 31, 2014, the Company recorded a depreciation expense of $7,927 and $4,838, respectively.

NOTE 5 – INTANGIBLE ASSETS

Using the Company's employees and outside consultants, the company invested $24,000 to develop a new website as a critical component of its new marketing plan. The Company's website went live on July 25, 2014. The Company has elected to amortize the capitalized costs over a thirty six month period for both financial reporting and for income tax purposes once the website is placed in service.

NOTE 5 – INTANGIBLE ASSETS (CONT.)

For the three months ended March 31, 2015 and the year ended December 31, 2014 intangible assets are as follows:

	3/31/2015	12/31/2014
Intangible assets website	$ 24,000	$ 24,000
Accumulated amortization	(5,751)	(3,750)
Intangible assets website - net	$ 18,249	$ 20,250

For the three months ended March 31, 2015 and 2014, $5,751 in amortization was included in operating expenses compared to zero in 2014.

For the three months ended March 31, 2015, total depreciation and amortization expense recorded in the operating expenses consisted of the following components: depreciation of $3,544, website amortization of $2,001 and amortization of capitalized loan fees of $64,659 for a total of $70,204.

NOTE 6 - CONVERTIBLE NOTE

June 26, 2009 Convertible Debt in Default – Tangiers Investors, LP

Terms
On June 26, 2009, the Company issued redeemable convertible debt totaling $35,000. The Company paid $2,800 in debt issue costs and received net proceeds of $32,200. The note was due on June 26, 2010, and went into default. The note bears interest at 8% and is unsecured.

Conversion
The debt is convertible based upon 60% of the average of the three lowest closing bid prices within the prior fifteen trading day period. The conversion option may be exercised in the event of default or in whole or part at the option of the holder of the note prior to the debt's maturity. If any portion of the principal and/or interest are not paid within 10 days of when it is due (beginning June 26, 2010), the discount multiplier used to determine the conversion price decreases 1% for each period of 10 business days that any portion of the amount due remains unpaid by the Company for all conversions thereafter.

If the average price per share (as computed above based upon a 60% discount) of the Company's stock is below $0.10, the Company has the right to prepay the portion of the Debenture that the Holder elected to convert, plus any unpaid interest, at 150% of such amount. The Company has the option with written notice to the Holder to prepay the note at 150% of the principal amount and accrued interest to the date of payment.

NOTE 6 - CONVERTIBLE NOTE (CONT.)

June 26, 2009 Convertible Debt in Default – Tangiers Investors, LP (Cont.)

If conversion is held up by a third party or the Company cannot convert the note into common stock, all amounts are accelerated for payment and redeemable in cash at a price of 175% of principal plus all unpaid accrued interest to date.

If the note goes into default, the holder may elect to cancel any outstanding conversion notice and declare all amounts due and payable in cash at a price of 150% of principal plus all unpaid accrued interest to date.

On or before the 4th business day following the receipt of debt proceeds, June 30, 2009, the Company was required to file a Form 8-K announcing this debt transaction. Since the Company did not file an 8-K within this time period, the discount multiplier used to determine the conversion price decreases by 1% for each period of 5 business days that the 8-K is not filed by the Company following the June 30th due date. The Company did not file an 8-K by June 30, 2009 and sought a waiver from the Holder for this penalty. On November 9, 2009, the debt holder waived the condition to file the 8-K. As a result, the Company re-measured the derivative financial instrument using a fixed discount multiplier of 60%.

The Note was not issued with the intent of effectively hedging any future cash flow, fair value of any asset, liability or any net investment in a foreign operation. In addition the notes contain a conversion price adjustment which is based upon 60% of the average of the three lowest closing bid prices within the prior fifteen trading day period.

Therefore, the estimated fair value of the conversion feature of $30,333 (based on observable inputs) was bifurcated from the Note and accounted for as a separate derivative liability. The Note Derivative is carried at the estimated fair value (using the Black Scholes Model) until the Note is converted or otherwise extinguished. Any changes in fair value are recognized in earnings.

At December 31, 2014, the fair value of the Note Derivative was estimated to be $0, resulting in a gain of $0 and $0 for March 31, 2014 and December 31, 2014, respectively.

During the year ended December 31, 2013, the Company paid $22,750 of this debt leaving a balance owing at December 31, 2013 of $22,750. On September 23, 2014, the Company paid the remaining balance of $22,750 plus $440 for a combined total paid of $23,190.

April 26, 2010 Convertible Debt in Default– Asher Enterprises, Inc.

Terms

On April 26, 2010, the Company issued and executed a convertible note for $50,000. The Company paid $3,000 in debt issue costs and received net proceeds of $47,000. The note has a term of one year and bears interest at 8%, default interest rate of 22%, and is unsecured.

Conversion

The debt is convertible based upon 55% of the average of the three lowest closing prices within the prior ten trading day period. The conversion option may be exercised in the event of default or in whole or part at the option of the holder of the note prior to the debt's maturity.

NOTE 6 - CONVERTIBLE NOTE (CONT.)

April 26, 2010 Convertible Debt in Default– Asher Enterprises, Inc. (Cont.)

Additionally, the note contains a ratchet provision. The Company determined under ASC 815, that the embedded conversion feature (if offering of common stock is at no consideration or at a price that is lower than the effective conversion price on the date shares are offered for sale, then a ratchet down of effective exercise price to price per share offered for common stock would be used to determine additional shares to be issued).

The Company has determined that this ratchet provision indicates that these shares, if issued, are not indexed to the Company's own stock and, therefore, is an embedded derivative financial liability, which requires bifurcation and to be separately accounted for. At each reporting period, the Company will mark this derivative financial instrument it's estimated to fair value.

For the years ended December 31, 2013 and 2012, the note was in default. At December 31, 2013 the balance on the note was $32,000. On January 17, 2014, the debt was converted into 25,000,000 shares of common stock, at a price per share of $0.002. The estimated fair market value on the conversion date was $0.0038 per share for an estimated a fair value of $95,000 resulting in a loss to the Company of $63,000 which was recorded in the first quarter of 2014.

The Note was not issued with the intent of effectively hedging any future cash flow, fair value of any asset, liability or any net investment in a foreign operation. In addition the notes contain a conversion price adjustment which is based upon 60% of the average of the three lowest closing bid prices within the prior fifteen trading day period. Therefore, the estimated fair value of the conversion feature of $26,182 (based on observable inputs) was bifurcated from the Note and accounted for as a separate derivative liability. The Note Derivative is carried at the estimated fair value (using the Black Scholes Model) until the Note is converted or otherwise extinguished. Any changes in the estimated fair value are recognized in earnings.

At December 31, 2014 and 2013, the estimated fair value of the Note Derivative was estimated to be $0 and $0, resulting in a gain of $0 and $12,218 for 2014 and 2013, respectively.

October 29, 2014 Convertible Debt – TCA Global Credit Master Fund, LP

Terms

On October 29, 2014, the Company issued and executed a convertible note for $550,000 receiving net proceeds of $489,025. The Company paid $60,975 in fees, 2,941,176 shares of common stock for advisory fees not to exceed $100,000 and $33,000 in broker fees for a total capitalized loan fee amount of $193,975. For value received, the Company promises to pay to the order of the Holder, by no later than July 29, 2015 interest on the outstanding principal amount under the Debenture, at the rate of eleven percent (11%) per annum simple interest from the Effective Date. The stock compensation is further disclosed in Note 11.

Conversion

The debt is convertible based upon 80% of the average daily volume weighted average price of the Company's Common Stock during the five (5) trading days immediately prior to the Conversion Date.

NOTE 6 - CONVERTIBLE NOTE (CONT.)

October 29, 2014 Convertible Debt – TCA Global Credit Master Fund, LP

Additionally, the note contains a ratchet provision. The Company determined under ASC 815, that the embedded conversion feature (if offering of common stock is at no consideration or at a price that is lower than the effective conversion price on the date shares are offered for sale, then a ratchet down of effective exercise price to price per share offered for common stock would be used to determine additional shares to be issued).

The Company has determined that this ratchet provision indicates that these shares, if issued, are not indexed to the Company's own stock and, therefore, is an embedded derivative financial liability, which requires bifurcation and to be separately accounted for. At each reporting period, the Company will mark this derivative financial instrument to its estimated fair value.

The estimated fair value of the conversion feature of $439,368 was bifurcated from the Note and accounted for as a separate derivative liability. The Note Derivative is carried at its estimated fair value (using the Black Scholes Model) until the Note is converted or otherwise extinguished. Any changed in fair value are recognized in earnings.

At March 31, 2015 the derivative liability was revalued and decreased by $173,016 leaving a balance of $266,352 compared to the balance at December 31, 2014 of $439,368.

At March 31, 2015 the balance on the note was $550,000. As reported in the current balance sheet prepaid interest of $19,136 was included in the prepaid expense amount of $106,096 with $14,458 included in interest expense of $17,876.

At December 31, 2014 the balance on the note was $550,000. As reported in the current balance sheet prepaid interest of $33,737 was included in the prepaid expense amount of $135,444 with $9,638 included in interest expense of $23,066.

NOTE 7 - LOANS PAYABLE – RELATED PARTIES

The Company's major shareholder has agreed to advance short term funding until revenue or other funding has been obtained. The advances and repayments will fluctuate depending on cash flow. As of March 31, 2015, the amount owed the shareholder was $7,073.

On December 4, 2014, the Company's Chief Financial Officer agreed to advance the company a short term bridge loan. The repayment of the bridge loan will be the principal amount only with zero interest calculated due March 31, 2015. As of March 31, 2015, the amount owed the shareholder was $20,000.

NOTE 8 – LEASES

On October 1, 2013, the Company entered into a secured lease with QTS Data Center. The terms of this agreement are three (3) years at $500 per month. The following table represents the future lease payments:

	12/31/2015	4,500
	12/31/2016	4,500
Total		$ 9,000

For the three months ended March 31, 2015, the lease expense was $1,500.

NOTE 9 – FACILITIES

On July 1, 2014, MyECheck, leased approximately 3700 square feet of Class A Office Space in the City of Folsom California as its corporate headquarters and primary product development center. This is a 42 month full service lease expiring on December 31, 2017 with an average rent per month of $4,735. The rent increases annually by $0.05 per square foot. Both physical and electronic security features are employed at this location.

On October 28, 2014, MyECheck amended its original lease agreement with Maidu Investment, LLC (Maidu Investment) at the office development known as College Point Business Center, located at 2600 E. Bidwell Street in the City of Folsom, State of California, to include an expansion space defined as Suite 190. The Company took possession of the property on December 5, 2014. The lease term on the expansion space is 42 months expiring on June 30, 2018 with an average combined rent per month of $10,998.

MyECheck paid an additional security deposit in the amount of $20,000, for a combined deposit amount of $52,812. The security deposit is not an advance rental deposit or a measure of damages incurred by Landlord in case of MyECheck's default. Provided MyECheck is not in default under the new lease through the fifteenth (15^{th}) full calendar month after the commencement of the Expansion Space Term, the Landlord will return fifty percent (50%) of the additional security deposit to the Company.

The table below shows the future rents as amended:

	Original	**Amendment Space**	**Combined**
For the years ended December 31,			
2015	50,001	46,146	96,147
2016	68,280	79,380	147,660
2017	64,219	81,497	145,716
2018	-	41,278	41,278
Totals	$ 182,500	$ 248,301	$ 430,801

The rent expense for the three months ended March 31, 2015 was $35,423 which was included in operating expenses.

NOTE 10 - COMMITMENTS AND CONTINGENCIES

Litigations, claims and assessments

From time to time, the Company may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm its business. The Company is currently not aware of any such legal proceedings or claims, other than disclosed below; that they believe will have, individually or in the aggregate, a material adverse effect on its business, financial condition or operating results.

On October 10, 2014, the Company filed a complaint with the United States District Court, Sacramento Division, against Zipmark, Inc. and Jay Bhattacharya, Inc. for damages for breach of contract in the amount of $35,000 plus interest from June 1, 2012, patent infringement damages in an amount no less than $500,000 and that such amounts be tripled, and for a temporary and permanent injunction prohibiting defendants from using the patented MyECheck technology for online check processing. MyECheck has been informed that the defendants Zipmark and Jay Bhattacharya continue to operate Zipmark's business using technology that infringes on MyECheck's patented technology.

In addition, defendant Zipmark breached the Services Agreement by failing to pay the second part of the required license fee. As of the date of the filing, Zipmark and/or Jay Bhattacharya have filed a motion to dismiss and challenge the venue. The Company has filed a response to these motions and continues to vigorously pursue all claims against Zipmark and Jay Bhattacharya.

As of the date of the filing the Company has received the Scheduling Order from the Court that sets out the dates for completing discovery, disclosing expert witnesses, filing dispositive motions and pre-trial dates. These dates commence November 6, 2015 and continue through June 20, 2016.

On December 11, 2014, the Company filed a complaint with the United States District Court, Sacramento Division, against Sweetsun Intertrade, Inc., Seven Mile Securities, Titan International Securities, Inc. and Scottsdale Capital Advisors Corporation for declaratory relief for cancellation of share certificates, damages for fraud, including punitive damages from Sweetsun, and preliminary and permanent injunctions restraining them from transferring any shares of the Company's common stock. In 2010, the Company entered into a settlement agreement with Tangiers Investors, LP on a note due Tangiers in the amount of $32,200 plus attorney fees. Sweetsun was to have purchased the note from Tangiers satisfying the liability. Sweetsun failed to purchase the note and induced the Company to issue shares to Titan International Securities, Inc. as if the note had been paid. The Company first learned of the false claim of defendant Sweetsun's representations, and the additional issuance of fraudulent shares to Seven Mile Securities in October, 2013. Defendant Scottsdale Capital Advisors Corporation currently holds an unknown amount of the shares of stock in the Company that was originally issued to defendant Sweetsun, as they are a brokerage company. At December 20, 2014, there was a stop transfer enforced on the shares on Titan International Securities. To date, these shares have not been transferred and remain in their entirety. MyECheck paid the note thereby eliminating the liability and on October 9, 2014, Tangiers acknowledged that it had been paid in full.

NOTE 10 - COMMITMENTS AND CONTINGENCIES (CONT.)

Litigations, claims and assessments

On March 12, 2015, Seven Mile Securities submitted all the required documentation to the Company's transfer agent which permitted the return of 275,000,000 shares of common stock that was part of the subject matter of this litigation. The litigation will continue against the other defendants in this action.

In late 2014, an individual, Cecil E. Boozer, contacted the Company, contending that he had been promised a twenty percent (20%) equity interest in the Company as well as retaining a fifty percent (50%) membership interest as the "co-founder" of the Company's wholly owned subsidiary, GreenPay, LLC, a Wyoming limited liability company. The Company also received a letter from Mr. Boozer dated March 25, 2015 which contained similar claims. As of the date of this filing, no legal proceeding has been initiated by this individual. However, as a cautionary measure, on February 5, 2015, the Company referred this matter to outside counsel and, following an active investigation, the Company believes that the claims asserted by this individual lack legal merit.

Consulting, Service and License Agreements

In October, 2014, the Software License and Services Agreement between the Company and Sierra Global, LLC, dated November 23, 2013, was amended to include a 2014 Software Module License Fee in the amount of $500,000. The Company recorded $330,500 as revenue in the quarter ending March 31, 2015 and $83,300 in December 31, 2014. The Company recorded the revenue as it was earned and payment was received.

The Company entered into a License Agreement with GreenPay, LLC on February 24, 2014. Subsequent to that Agreement, the Company and Sierra Global, LLC entered into business discussions, the point of which was the purchase of GreenPay by the Company. In anticipation of that transaction, the Company's CEO became an unpaid business consultant to GreenPay and was authorized to establish a bank account for GreenPay. After the acquisition of GreenPay by the Company, the bank account was retained by Sierra Global (the Company executed a license under which Sierra Global was permitted to use the GreenPay trade name for limited purposes). During this time, the Company's CEO did not participate in any ownership of either Sierra Global or GreenPay.

NOTE 11 - STOCKHOLDERS' DEFICIT

Amendment to Articles of Incorporation

On June 11, 2012, the Company filed an Amendment of Articles of Incorporation with the State of Wyoming to increase authorized shares as follows:

- Common Stock – 4,900,000,000 – Par value $0.00001 per share
- Preferred Stock Class, Series A – Par value $0.0001 per share – 10,000,000 shares authorized
- Preferred Stock Class, Serious B – Par value - $0.0001 per share – 90,000,000 shares authorized

Each Share of Series A Preferred Stock (PS) is entitled to vote together with the holders of the Company's common stock on all matters and is entitled to 4 times the sum of: i) the total number of shares of common stock which are issued and outstanding at the time of voting, plus, ii) the total number of shares of Series B and Series C Preferred Stock which are issued and outstanding at the time of voting. Each share of Preferred Stock is convertible into the number of shares of Common Stock which equal four times the sum of: i) total number of shares issued and outstanding at the time of conversion, plus ii) the total number of shares of Series B and Series C Preferred Stocks which are issued and outstanding at the time of conversion.

Issuance of Convertible Preferred Stock – related party

On May 29, 2012, the Company issued one share of restricted Series A Preferred Stock (PS) to the major shareholder as part of the employment agreement.

On October 6, 2014, the Company purchased all rights, titles and interest in the one (1) share of MyECheck, Inc. Preferred Class Stock, Series A, stock outstanding. The purchase price paid by the Company for one (1) share of MyECheck, Inc. Preferred Class Stock, Series A, stock was one dollar ($1.00).

NOTE 11 - STOCKHOLDERS' DEFICIT

Issuance of Common Stock

On October 30, 2014, the Company established a share reserve of common stock to an accredited investor in the amount of 101,102,941 as part of the terms of the Debenture to TCA Global Credit Master Fund, LP, to be five (5) times such number of shares of Common Stock as shall be necessary to effect the full conversion per Article VII, Section 4 of the Debenture. As of March 31, 2015, the share reserve of common stock is 172,955,975. This is based on the stock price at March 31, 2015 with an eighty percent (80%) discount.

On January 27, 2015, the Company issued 7,500,000 shares of its common stock to Hermen Cruz, who is deemed an accredited investor, as consideration for his participation in the early development of the Company in 2007, having a fair value of $135,750 ($0.0181/share), based upon recent quoted trading price. The securities were not registered under the Securities Act, or the securities laws of any state, and were offered or issued in reliance on the exemption from registration afforded by Section 4(2) of the Securities Act of 1933, as amended, as a transaction by the Company not involving any public offering.

NOTE 11 - STOCKHOLDERS' DEFICIT (CONT.)

Issuance of Common Stock

On February 6, 2015, the Company issued 2,500,000 shares of its common stock to Erwin Sillerico, who is deemed an accredited investor, as consideration for his participation in the early development of the Company in 2007, having a fair value of $49,750 ($0.0199/share), based upon recent quoted trading price. The securities were not registered under the Securities Act, or the securities laws of any state, and were offered or issued in reliance on the exemption from registration afforded by Section 4(2) of the Securities Act of 1933, as amended, as a transaction by the Company not involving any public offering.

On March 24, 2015, the Company entered into a severance agreement with its National Account Sales Manager resulting in the authorization of 833,335 shares of the Company's common stock having a fair value of $16,250 ($0.0195/share), based upon quoted trading price at the date of the executed agreement. At December 31, 2014, the company recorded $6,417 as common stock payable. This award was authorized by the Board of Directors on March 24, 2015. The stock was issued on March 24, 2015.

NOTE 12 – SUBSEQUENT EVENTS

The Company has evaluated for subsequent events between the balance sheet dated as of March 31, 2015, the date the consolidated financial statements were available to be issued and concluded that the events or transactions occurring during that time period requiring recognition or disclosure have been made.

On April 2, 2015, the Company issued and executed a convertible note for $15,900. The Company converted a debt of accounts payable for services provided to allow the Company to become of DTC eligible of $14,500 plus interest of $1,400 incurred on January 29, 2014. The note has a term of one year and bears interest at 10% and is unsecured. The debt is convertible based upon 50% of the stock price at January 29, 2014 of a price per share of $0.0016.

On April 14, 2015, the cancellation of 275,000,000 shares of common stock for Seven Mile Securities was complete and returned to treasury stock.

On April 16, 2015, the Company approved the partial assignment of $40,000 of a debt dated October 5, 2010. On April 21, 2015, the Company authorized the conversion of such debt into 40,000,000 shares of common stock at $0.001 per share.

On May 6, 2015, MyECheck, Inc. completed its acquisition of Seergate, Ltd. Seergate is an Israeli corporation that has developed an innovative cloud based platform for billing and payments. MyECheck acquired 100% of the issued and outstanding shares of Seergate in exchange for 157,068,163 shares of MyECheck common stock. The 147,068,163 shares of common stock exchanged in connection with the Seegate acquisition were valued on the market price at the date of closing on May 6, 2015.

NOTE 12 – SUBSEQUENT EVENTS (CONT.)

The estimated purchase price of the Acquisition totaled $3,075,000, comprised of three (3) $25,000 installments in cash for the development of technical related costs to be extinguished at closing. The True Up Payment payable is included in liabilities at May 6, 2015. The agreement allows for ninety (90) days to finalize the closing balance sheet to derive at the working capital adjustment that would be factored into the final purchase amount. On May 7, 2015, we issued 157,068,163 shares of our common stock valued at $0.0191 as settlement of the True Up Payment.

Under the purchase method of accounting, the estimated purchase price of the Acquisition was allocated to Seergate's net tangible and identifiable intangible assets and liabilities assumed based on their estimated fair values as of the date of the completion of the Acquisition, as follows:

Cash	$	53,760
Prepaid rent		891
Computer Equipment		18,095
Intangible assets - website		7,123
Total assets		79,869
Less Liabilities:		
Payroll accrual		(46,066)
Attorney fees (M&A) capped at 45K		(45,000)
Audit fees for 2014 and ITA reporting		(6,000)
Development costs and travel reimbursment owed by Myecheck to SG		(43,181)
Miscellaneous accrual		(1,921)
Total liabilities		(142,168)
Net assets acquired		(62,299)
IP for mobile application		3,155,480
	$	3,093,181

	Shares	**$ per share May 6, 2015**		
Cash advance			$	50,000
Loan paid after closing				25,000
Travel reimbursement paid after closing				18,181
Fair value of common stock issued by MyeCheck, Inc.	157,068,063	$ 0.0191		3,000,000
			$	3,093,181

The estimated fair value of certain assets and liabilities have been determined by management and are subject to change upon the finalization of the purchase accounting. No portion of the intangible assets, including goodwill, is expected to be deducted for tax purposes.

NOTE 12 – SUBSEQUENT EVENTS (CONT.)

The results of operations of Seergate are included in the Company's condensed consolidated statements of operations from the date of the acquisition of May 6, 2015, including approximately $0 of revenue and approximately $150,551 of net loss. The following supplemental pro forma information assumes that the Acquisition had occurred as of January 1, 2014.

	For the three months ended 03/31/2015 Unaudited	For the year ended 12/31/2014 Unaudited
Revenues	$ 376,308	$ 952,156
Cost of revenues	-	(99,976)
Gross Profit	376,308	852,180
General and administrative	(585,379)	(1,457,277)
Research and development	(198,227)	(455,403)
Total Operating Expenses	(783,606)	(1,912,680)
Income or (Loss) from Operations	(407,298)	(1,060,500)
Other Income /(Expense)		
Change in fair value of derivative liabilities	173,016	(439,368)
Interest expense net of interest income	(17,876)	(51,233)
Loss on capital	-	(13,289)
Loss on convertible note	-	(62,980)
Other income cost recovery	-	140,685
Total Other Income/(Expense)	155,140	(426,185)
Net income or (loss) before income taxes	(252,158)	(1,486,685)
Provision for income taxes	(800)	(800)
Net (Loss) or Income	$ (252,958)	$ (1,487,485)

The pro forma financial information is not necessarily indicative of the results that would have occurred if the Acquisition had occurred on the dates indicated or that may result in the future.