ACTION SPORTS MEDIA, INC.

FINANCIAL STATEMENTS AND NOTES

MARCH 31, 2015 AND DECEMBER 31, 2014

(Unaudited)

ACTION SPORTS MEDIA, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

Assets:	March 31, 2015	December 31, 2014
Current Assets		
Cash in Bank	$17,516	$5,452
Account receivable, net	-	2,750
Inventory Deposit	32,966	-
Total Current Assets	50,482	8,202
Fixed assets, net	48,750	52,000
Total Assets	$99,232	$60,202
Liabilities and Stockholders' Deficit:		
Current Liabilities:		
Accounts Payable and Accrued Expenses	56	686
Accrued Interest	8,125	6,500
Note payable	65,000	65,000
Total Current Liabilities	73,181	72,186
Total Liabilities	73,181	72,186
Stockholders' Equity:		
Preferred Stock, series A par value $0.0001, authorized 10,000,000 shares issued 300 shares respectively	-	-
Common stock, par value $0.0001, authorized 100,000,000 shares, issued 6,065,000and 6,055,000 shares, respectively	607	606
Additional paid in capital	6,494	5,495
Retained Earnings (Deficit)	18,950	(18,085)
Total Stockholders' Deficit	26,051	(11,984)
Total Liabilities and Stockholders' Equity	$99,232	$60,202

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

ACTION SPORTS MEDIA, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended March 31, 2015	For the Three Months Ended March 31, 2014
Revenues	$71,292	$27,817
Costs of Services	-	-
Gross Margin	$71,292	27,817
Operating Expenses:		
General and administrative	12,632	3,988
Officer compensation	20,000	28,347
	-	-
Operating Expenses	32,632	32,335
Operating Income (Loss)	38,660	(4,518)
Net Income (Loss) Before Interest	(1,625)	(4,518)
Interest	(1,625)	-
Net Income (Loss)	$37,035	$(4,518)
Net income (loss) per share-basic and diluted	$ (0.00)	(0.00)
Weighted average common outstanding- basic and diluted	6,000,000	6,060,666

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

ACTION SPORTS MEDIA, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Three Months Ended March 31, 2015	For the Three Months Ended March 31, 2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income (Loss) for the Period	$37,035	$(4,518)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation	3,250	3,250
Changes in Operating Assets and Liabilities:(Increase) in Deposits for Inventory	(32,966)	
Decrease in accounts receivable	2,750	1,500
Increase in accounts payable and accrued interest	995	1,500
Net Cash Provided (Used) in Operating Activities	11,064	232
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from common stock	1,000	-
Payments to shareholder loan	-	-
Net Cash Provided by Financing Activities	1,000	-
Net (Decrease) Increase in Cash	12,064	232
Cash at Beginning of Period	5,452	-
Cash at End of Period	$17,516	$232

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:				
Cash paid during the year for:				
Interest	$	-	$	-
Franchise and Income Taxes	$	-	$	-
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:				
Note payable issued for fixed asset	$	65,000	$	-

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

ACTION SPORTS MEDIA, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2015 AND DECEMBER 31, 2014

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

On December 13, 2013, Action Sports Media, Inc. (the "Company"), was incorporated under the laws of the state of Nevada. On December 13, 2013, the Company executed an asset purchase agreement with Jason Fierro's sole proprietorship dba TYME, ("TYME"), a private marketing business.

The Company's accounts include the financial accounts of Action Sports Media and TYME, an entity under common control.

The Company is a boutique sports marketing agency focusing on athlete and team representation, branding, athlete program management, social media strategy and business consulting.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

The accompanying unaudited quarterly financial statements have been prepared on a basis consistent with generally accepted accounting principles in the United States ("GAAP") for interim financial information and pursuant to the rules of the Securities and Exchange Commission ("SEC"). In the opinion of management, the accompanying unaudited financial statements reflect all adjustments, consisting of only normal and recurring adjustments, necessary for a fair presentation of the results of operations, financial position and cash flows for the periods presented. The results of operations for the periods are not necessarily indicative of the results expected for the full year or any future period. These statements should be read in conjunction with the Company's annual financial statements as posted on the Over the Counter Markets Website. .

Use of estimates

The preparation of financial statements in conformity with U.S. GAAP 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. Accordingly, actual results could differ from those estimates. Such estimates include management's assessments of the carrying value of certain assets, useful lives of assets, and related depreciation and amortization methods applied.

Cash equivalents

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. At March 31, 2015 and December 31, 2014, the Company had no cash equivalents.

Fair value of financial instruments

The Company adopted the provisions of FASB Accounting Standards Codification ("ASC") 820 (the "Fair Value Topic") which defines fair value, establishes a framework for measuring fair value under U.S. GAAP, and expands disclosures about fair value measurements.

The Fair Value Topic defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. It requires that valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. It also establishes a fair value hierarchy, which prioritizes the valuation inputs into three broad levels.

Fair value of financial instruments

The following fair value hierarchy is used to classify assets and liabilities based on the observable inputs and unobservable inputs used in order to value the assets and liabilities:

A) Market approach—Uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. Prices may be indicated by pricing guides, sale transactions, market trades, or other sources;

B) Cost approach—Based on the amount that currently would be required to replace the service capacity of an asset (replacement cost); and

C) Income approach—Uses valuation techniques to convert future amounts to a single present amount based on current market expectations about the future amounts (includes present value techniques, and option-pricing models). Net present value is an income approach where a stream of expected cash flows is discounted at an appropriate market interest rate.

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date. An active market for an asset or liability is a market in which transactions for the asset or liability occur with significant frequency and volume to provide pricing information on an ongoing basis.

Level 2: Observable inputs other than Level 1 inputs. Example of Level 2 inputs include quoted prices in active markets for similar assets or liabilities and quoted prices for identical assets or liabilities in markets that are not active.

Level 3: Unobservable inputs based on the Company's assessment of the assumptions that are market participants would use in pricing the asset or liability.

The carrying amount of the Company's financial assets and liabilities, such as cash, prepaid expenses, accounts payable, accrued expenses, and deferred revenue approximate their fair value because of the short maturity of those instruments. The Company's note payable approximates the fair value of such instruments based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangements at March 31, 2015 and December 31, 2014.

The Company had no assets and/or liabilities measured at fair value on a recurring basis for the periods ended March 31, 2015 or for the year ended December 31, 2013, respectively, using the market and income approaches.

Property and equipment

Property and equipment are recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation is computed by the straight-line method over the assets estimated useful life of three (3) years for equipment, five (5) years for automobile, and seven (7) years for furniture and fixtures. Upon sale or retirement of property and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in statements of operations.

Deposit on Inventory

The Company in February 2015 paid a deposit for the manufacture of racing and sports gloves to be sold in conjunction with the license agreement described in note 8 to these financial statements.

Commitments and contingencies

The Company follows subtopic 450-20 of the FASB ASC to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

Revenue recognition

The Company follows paragraph 605-10-S99-1 of the FASB ASC for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable and (iv) collectability is reasonably assured. In addition, the Company records allowances for accounts receivable that are estimated to not be collected.

Income taxes

The Company follows Section 740-10-30 of the FASB ASC, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB ASC ("Section 740-10-25") with regards to uncertainty in income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the
technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its assets and/or liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

Stock-based compensation

In December 2004, the FASB issued FASB ASC No. 718, *Compensation – Stock Compensation* ("ASC No. 718"). Under ASC No. 718, companies are required to measure the compensation costs of share-based compensation arrangements based on the grant-date fair value and recognize the costs in the financial statements over the period during which employees are required to provide services. Share-based compensation arrangements include stock options, restricted share plans, performance-based awards, share appreciation rights and employee share purchase plans. As such, compensation cost is measured on the date of grant at their fair value. Such compensation amounts, if any, are amortized over the respective vesting periods of the option grant. The Company applies this statement prospectively.

Equity instruments ("instruments") issued to other than employees are recorded on the basis of the fair value of the instruments, as required by ASC No. 718. FASB ASC No. 505, *Equity Based Payments to Non-Employees*, defines the measurement date and recognition period for such instruments. In general, the measurement date is when either (a) a performance commitment, as defined, is reached or (b) the earlier of (i) the non-employee performance is complete or (ii) the instruments are vested. The measured value related to the instruments is recognized over a period based on the facts and circumstances of each particular grant as defined in the FASB ASC.

Net income (loss) per share

The Company computes basic and diluted earnings per share amounts pursuant to section 260-10-45 of the FASB ASC. Basic earnings per share is computed by dividing net income (loss) available to common shareholders, by the weighted average number of shares of common stock outstanding during the period, excluding the effects of any potentially dilutive securities. Diluted earnings per share is computed by dividing net income (loss) available to common shareholders by the diluted weighted average number of shares of common stock during the period. The diluted weighted average number of common shares outstanding is the basic weighted number of shares adjusted as of the first day of the year for any potentially diluted debt or equity.

There were no potentially dilutive shares outstanding as of March 31, 2015 and December 31, 2014, respectively.

Subsequent events

The Company follows the guidance in Section 855-10-50 of the FASB ASC for the disclosure of subsequent events. The Company will evaluate subsequent events through the date when the financial statements were issued.

Recently issued accounting pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 – GOING CONCERN

The Company's financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The financial statements do not include any adjustment relating to recoverability and classification of recorded amounts of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company has a minimum cash balance available for payment of ongoing operating expenses. Its continued existence is dependent upon its ability to continue to execute its operating plan and to obtain additional debt or equity financing. There can be no assurance the necessary debt or equity financing will be available, or will be available on terms acceptable to the Company.

NOTE 4– PROPERTY AND EQUIPMENT

Property and equipment consists of the following at March 31, 2015 and December 31, 2014:

	March 31,	December 31,

	2015	2014
Property and equipment, net	$ 65,000	$ 65,000
Less: accumulated depreciation	(16,250)	(13,000)
Property and equipment, net	$ 48,750	$ 52,000

In the year ended December 31, 2014, the Company acquired an automobile valued at $65,000 in return for the Company issuing a promissory note payable; see Note 5 for more details.

Depreciation expense for the three months ended March 31, 2014 was $3,250

NOTE 5 – NOTE PAYABLE

On January 7, 2014, the Company purchased an automobile by issuing a promissory note for $65,000, due in one year with no interest if paid within one year. If not paid in one year, the promissory note accrues interest at 10% APR. At March 31, 2015, the Company has recorded imputed interest of $8,125.

As of March 31, 2015, the Company has a note payable balance of $65,000.

NOTE 6 – RELATED PARTY TRANSACTIONS

Free office space provided by president

The Company has been provided office space by its President, Jason Fierro, at no cost. Management has determined that such cost is nominal and did not recognize the rent expense in its financial statements.

Employment agreement with President and CEO

On January 1, 2014, the Company entered into an employment agreement with its President/chief executive officer, Jason Fierro, whereby the Company will pay Mr. Fierro an annual salary of $80,000. The employment agreement is for two years from the date of the agreement. For the quarter ended March 31, 201, the Company paid Mr. Fierro $20,000 in compensation.

Stock issued to founding officer

On December 13, 2013, the Company issued 6,000,000 shares of common stock to its founding officer, Jason Fierro for services related to the formation of the Company. The Company valued the shares at a par value of $.0001 which resulted in an expense of $600.

NOTE 7 – STOCKHOLDERS' EQUITY

Common and preferred stock authorized

The Company is authorized to issue 110,000,000 shares of common stock with a par value of $0.0001.

In August of 2014, the Company amended its articles of incorporation to designate 10,000,000 shares as "blank check" preferred shares which our Board of Directors could then designate with rights such as terms of redemption, dividend rights, voting rights, conversion rights and liquidation preferences. In August of 2014, our Board of Directors designated 10,000 shares of "blank check" preferred stock as Series A Preferred Stock with a par value of $0.0001 per share. Holder of Series A Preferred Stock will not have voting rights in any matters of the Company. Holders will accrue a dividend of 8.00% which will be payable in shares of Series A Preferred Stock upon redemption or conversion of the Series A Preferred Stock in accordance with the conversion terms as follows;

- The liquidation rights state that holders of Series A preferred stock will be entitled to be paid out of our assets available for distribution to its stockholders an amount with respect to each share of Series A preferred stock equal to $1,000.00 plus any accrued but unpaid Dividends thereon.

- Holders of Series A Preferred Stock may convert their shares into common shares of the Company based on the liquidation value noted above. The conversion price will be the lower of $0.14 per share of common stock or 70% of the lowest individual daily VWAP in the ten trading days prior to the date of a conversion notice.

Preferred stock issued

On October 9, 2014, the Company issued 300 shares of Series A Preferred Stock to Premier Venture Partners, LLC as commitment to a Stock Purchase Agreement and Registration Rights Agreement dated July 24, 2014. This agreement was cancelled at dates subsequent to the balance sheet date.

Common stock issued

On December 13, 2013, the Company issued 6,000,000 shares of common stock to its founding officer, Jason Fierro for services related to the formation of the Company. The Company valued the shares at a par value of $.0001 which resulted in an expense of $600.

In the year ended December 31, 2014, the Company issued 55,000 shares of restricted common stock for $5,500 cash.

In February 2015 the Company issued 10,000 shares of stock for cash of $1,000.

As of March 31, 2015, the Company has 6,065,000 shares of common stock and 300 shares of Series A preferred stock issued and outstanding.

NOTE 8 – COMMITMENTS & CONTINGENCIES

On July 24, 2014, the Company entered into a Preferred Stock Purchase Agreement (PSP), and Registration Rights Agreement (RRA), with Premier Venture Partners, LLC (“PVP, LLC”), a California limited liability company, whereby PVP, LLC shall invest up to five million dollars ($5,000,000) to purchase the Company’s Series A Preferred Stock par value $0.0001 per share. This agreement was cancelled at dates subsequent ot the Balance Sheet date.

. On February 1, 2015, Actions Sports Media, Inc. ("Licensee") and Deft, LLC ("Licensor") executed a Trademark License Agreement, (the "Agreement"), for a limited, exclusive, non-transferable, non-assignable and revocable right and license to use certain Deft trademarks in connection with the manufacture, promotion, sale and distribution of licensed products such as hats, gloves and t-shirts. The term of this Agreement shall be for thirteen (13) months commencing on February 1, 2015 and expiring on March 31, 2016. The Licensee shall pay an upfront fee of $8,500 for 1,000 units of licensed products on or before July 1, 2015. The licensee shall pay the greater of a minimum quarterly royalty of $6,250 or 10% of sales of licensed products.

NOTE 9– SUBSEQUENT EVENTS

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855 and has determined that one material subsequent event existed as described below:.

1. At dates subsequent to the balance sheet the Company decided to withdraw its S-1 registration statement and cancelled the preferred stock purchase agreements as described in notes 7 and 8. Alternatively, the Company has entered into a merger agreement with a public company. The transaction for accounting purposes is being treated as a reverse merger.

2.