

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders

Code Green Apparel Corporation:

I have audited the accompanying balance sheets of Code Green Apparel Corporation, (the "Company") as of December 31, 2014 and 2013 and the related statements of operations, stockholders' deficit and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. I was not engaged to perform an audit of its internal control over financial reporting. My audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, I express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Code Green Apparel Corporation as of December 31, 2014 and 2013 and the results of its operations and cash flows the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the company will continue as a going concern. As discussed in Note 6 to the consolidated financial statements, the Company has suffered losses from operations and negative cash flows from operations. These factors raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 6. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ K. Brice Toussaint

K. Brice Toussaint

Dallas TX

July 17, 2015

CODE GREEN APPAREL CORP
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS
DECEMBER 31, 2014 AND 2013

	2014	2013
ASSETS		
Cash	$ 10,009	$ 15
Fixed assets, net	2,024	-
TOTAL ASSETS	$ 12,033	$ 15
LIABILITIES		
Accounts payable	$ 138,473	$ 103,141
Accrued interest	33,777	-
Convertible debts payable	673,500	-
Derivative liability	200,337	-
Notes payable, related party	-	516,479
TOTAL LIABILITIES	1,046,087	619,620
STOCKHOLDERS' DEFICIT		
Common stock, par value $0.001 per share, Authorized – 500,000,000 shares, Issued and outstanding – 252,952,540 and 151,297,524 shares, respectively	252,953	151,298
Additional paid-in capital	8,564,025	6,709,091
Accumulated deficit	(9,851,032)	(7,479,994)
TOTAL STOCKHOLDERS' DEFICIT	(1,034,054)	(619,605)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 12,033	$ 15

CODE GREEN APPAREL CORP
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS

	For the Years Ended December 31,	
	2014	**2013**
REVENUE, net	$ -	$ -
OPERATING EXPENSES		
Selling, general and administrative	2,371,038	57,949
TOTAL OPERATING EXPENSES	2,371,038	57,949
LOSS FROM OPERATIONS	(2,371,038)	(57,949)
LOSS BEFORE INCOME TAXES	(2,371,038)	(57,949)
Income tax expense	-	-
NET LOSS	$ (2,371,038)	$ (57,949)
NET LOSS PER COMMON SHARE		
Basic and diluted	$ (0.01)	$ (0.00)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		
Basic and diluted	221,704,960	151,297,524

CODE GREEN APPAREL CORP
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' DEFICIT
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

	Common Stock		Additional Paid-in	Accumulated	Total Stockholders' Equity
	Shares	Amount	Capital	Deficit	(Deficit)
Balance, December 31, 2012	151,297,524	$ 151,298	$ 6,644,486	$ (7,422,045)	$ (626,261)
Forgiveness of debts	-	-	64,605	-	64,605
Net loss	-	-	-	(57,949)	(57,949)
Balance, December 31,2003	151,297,524	151,298	6,709,091	(7,479,994)	(619,605)
Issuance of shares for services	100,865,016	100,865	1,311,245	-	1,412,110
Issuance of shares for cash	790,000	790	19,210	-	20,000
Forgiveness of debts	-	-	524,479	-	524,479
Net loss	-	-	-	(2,371,038)	(2,371,038)
Balance, December 31, 2014	252,952,540	$ 252,953	$ 8,564,025	$ (9,851,032))	$ (1,034,054)

CODE GREEN APPAREL CORP
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (2,371,038)	$ (57,949)
Adjustments to reconcile net loss to net cash (used) provided by operating activities:		
Stock issued for services	1,412,110	-
Convertible debt issued for services	500,000	-
Non-cash interest	500,842	-
Gain on derivative revaluation	(300,505)	-
Depreciation	225	-
Changes in operating assets and liabilities:		
Accounts payable	35,332	(6,754)
Accrued interest	33,777	-
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES	(189,257)	(64,703)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from the sale of common stock	20,000	-
Proceeds from loan payable – related party	8,000	64,718
Proceeds from convertible debts	173,500	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	201,500	64,718
NET INCREASE (DECREASE) IN CASH	9,994	15
CASH AT THE BEGINNING OF THE PERIOD	15	-
CASH AT THE END OF THE PERIOD	$ 10,009	$ 15
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Interest paid	$ -	$ -
Taxes paid	$ -	$ -

CODE GREEN APPAREL CORP
(A DEVELOPMENT STAGE COMPANY)
NOTES TO FINANCIAL STATEMENTS

NOTE 1 ORGANIZATION AND BASIS OF PRESENTATION

Organization and Nature of Business

Code Green Apparel Corp, formerly known as Gold Standard Mining Corp. (the "Company") was incorporated in Nevada on December 11, 2007 as Fluid Solutions, Inc. On May 6, 2009, Fluid Solutions, Inc. acquired all of the outstanding capital stock of Gold Standard Mining Corp., a Wyoming corporation ("GS Wyoming"), in exchange for 100,669,998 shares of its common stock pursuant to an Exchange Agreement dated May 6, 2009 with that corporation and its shareholders. Concurrently with the acquisition, Pantelis Zachos, its Chief Executive Officer and a director, tendered 59,400,000 shares of common stock back to Fluid Solutions, Inc. for retirement.

On May 18, 2009, Fluid Solutions, Inc. changed its name to "Gold Standard Mining Corp." and effected a 3.3 to 1 forward stock split. This split has been retroactively reflected in these financial statements. On July 17, 2012, Gold Standard Mining Corp. changed its name to J.D. Hutt Corporation. On May 15, 2015, J.D. Hutt Corporation changed its name to Code Green Apparel Corp.

As of the date that the Company acquired GS Wyoming, GS Wyoming's principal asset was an Exchange Agreement, dated February 9, 2009, pursuant to which GS Wyoming had agreed to acquire Rosszoloto Co. Ltd., a limited liability company organized under the laws of Russia ("Rosszoloto"), in a stock exchange. Rosszoloto is engaged in the business of gold mining in the Amur region of Russia near the border between Russia and China. The Company completed the acquisition of Rosszoloto in June 2010. The Company issued a total of 100,669,998 shares to the shareholders of GS Wyoming.

In the spring of 2011, during the course of preparation of financial statements of the Company, the Board of Directors concluded that the Company could not get the financial information regarding Rosszoloto necessary for the financial statements of the Company, including Rosszoloto, to be audited. Based on this, in May 2011, the Company rescinded the acquisition of Rosszoloto and has treated the transaction as never having occurred. In connection with such rescission, the Company received back 51,499,998 shares of its common stock that they issued to acquire GS Wyoming.

The Company is a publicly held Nevada corporation, whose common stock trades on the OTC Market Group, Inc.'s Pink Sheets under the trading symbol, "JABA."

Basis of Presentation and Going Concern

The Company is in the development stage and has had no revenues since inception. Since inception, it has incurred significant losses to date, and as of December 31, 2014, has an accumulated deficit of approximately $9,900,000. The Company's ability to continue its operations is uncertain and is dependent upon its ability to implement a business plan sufficient to generate a positive cash flow and/or raise capital to fund its operations.

These 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 operations in the normal course of business.

Unclassified Balance Sheet

The Company has elected to present an unclassified condensed balance sheet.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make certain estimates and assumptions that affect the reported amounts and timing of revenues and expenses, the reported amounts and classification of assets and liabilities, and the disclosure of contingent assets and liabilities. These estimates and assumptions are based on the Company's historical results as well as management's future expectations. The Company's actual results could vary materially from management's estimates and

assumptions. Additionally, interim results may not be indicative of the Company's results for future interim periods, or the Company's annual results.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and cash in time deposits, certificates of deposit and all highly liquid debt instruments with original maturities of three months or less.

Stock Based Compensation

The Company from time to time issues shares of common stock for services. These issuances have been valued at the estimated fair market value of the services since its stock is thinly traded and the Company has raised minimal cash from sales of stock.

Disclosure About Fair Value of Financial Instruments

The Company estimates that the fair value of all financial instruments at December 31, 2014 and 2013 do not differ materially from the aggregate carrying values of its financial instruments recorded in the accompanying condensed balance sheets. The estimated fair value amounts have been determined by the Company using available market information and appropriate valuation methodologies. Considerable judgment is required in interpreting market data to develop the estimates of fair value, and accordingly, the estimates are not necessarily indicative of the amounts that the Company could realize in a current market exchange.

Derivative Financial Instruments

The Company evaluates its financial instruments 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 in the statements of operations. For stock-based derivative financial instruments, the Company uses the Black-Scholes-Merton pricing model to value the derivative instruments. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

The Company has determined that certain convertible debt instruments outstanding as of the date of these financial statements include an exercise price "reset" adjustment that qualifies as derivative financial instruments under the provisions of ASC 815-40, Derivatives and Hedging - Contracts in an Entity's Own Stock ("ASC 815-40"). Certain of the convertible debentures have a variable exercise price, thus are convertible into an indeterminate number of shares for which we cannot determine if we have sufficient authorized shares to settle the transaction with. Accordingly, the embedded conversion option is a derivative liability and is marked to market through earnings at the end of each reporting period. Any change in fair value during the period recorded in earnings as "Other income (expense) - gain (loss) on change in derivative liabilities."

	Carrying Value	Fair Value Measurements Using Fair Value Hierarchy		
		Level 1	Level 2	Level
Derivative liability – December 31, 2014	$ 200,337	$ --	$ --	$ 200,33

The following table represents the Company's derivative liability activity for the year ended:

Balance at December 31, 2013	$ -
Initial measurement at issuance date of the notes	500,842
Change in derivative liability during the year ended December 31, 2014	(300,505)
Balance December 31, 2014	$ 200,337

Net Income (Loss) Per Share

Basic earnings (loss) per share is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. Any anti-dilutive effects on net income (loss) per share are excluded. The Company has no potentially dilutive securities outstanding as of the years ended December 31, 2014 and 2013.

Income Taxes

Provisions for income taxes are based on taxes payable or refundable for the current year and deferred taxes on temporary differences between the amount of taxable income and pretax financial income and between the tax bases of assets and liabilities and their reported amounts in the financial statements. Deferred tax assets and liabilities are included in the financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

In assessing the recoverability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon generation of future taxable income during the periods in which temporary differences such as loss carry-forwards and tax credits become deductible. Management considers projected future taxable income and tax planning strategies in making this assessment and ensuring that the deferred tax asset valuation allowance is adjusted as appropriate.

Recent Pronouncements

In August 2014, the Financial Accounting Standards Board issued Accounting Standards Update ASU No. 2014-15, "Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern" ("ASU 2014-15"), which requires management to evaluate, at each annual and interim reporting period, whether there are conditions or events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date the financial statements are issued and provide related disclosures. ASU 2014-15 is effective for annual periods ending after December 15, 2016 and interim periods thereafter. Early application is permitted. The adoption of ASU 2014-15 is not expected to have a material effect on our condensed financial statements or disclosures.

NOTE 2 CONVERTIBLE NOTES

On May 1, 2014, the Company entered into an agreement with a business advisor. The agreement calls for monthly payments of $2,500 in service fees along with the issuance of a $500,000 fully earned convertible debt that accrues interest at 8%. At December 31, 2014 and 2013, $20,000 and $-0- was owed in services fees, accrued interest was $26,849 and $-0- and the outstanding convertible debt was $500,000 and $-0-, respectively.

During the year ended December 31, 2014, the Company issued $173,500 of convertible debts. The convertible debts carry interest at 10% per annum and are due in 24 months from the date of issuance, June 2016 through September 2016. The note holder has the option to convert into shares of the Company's common stock after 180 days at 50% of the market price. Total outstanding convertible debt was $173,500 and $-0- at December 31, 2014 and 2013, respectively. The accrued interest on the convertible debt was $6,928 and $-0- at December 31, 2014 and 2013, respectively.

Derivative Liability

On May 1, 2014, the Company secured $500,000 in the form of a convertible promissory note. The note bear interest at the rate of 8% until they mature, or until there is an event of default. The note matured on May 1, 2015. The holder has the option to convert any balance of principal and interest into common stock of the Company. The rate of conversion for these

notes is calculated as the lowest of the 20 trading closing prices immediately preceding such conversion, discounted by 50%.

Due to the variable conversion price associated with these convertible promissory notes, the Company has determined that the conversion feature is considered a derivative liability. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the Convertible Promissory Note and to adjust the fair value as of each subsequent balance sheet date.

The initial fair value of the embedded debt derivative of $500,842 was charged to current period operations as interest expenses. The fair value of the described embedded derivative was determined using the Black-Scholes Model with the following assumptions:

(1) risk free interest rate of	0.10%;
(2) dividend yield of	0%;
(3) volatility factor of	435%;
(4) an expected life of the conversion feature of	365 days, and
(5) estimated fair value of the company's common stock of	$0.008 per share.

During the year ended December 31, 2014, the Company recorded the loss (gain) in fair value of derivative ($300,505).

The following table represents the Company's derivative liability activity for the year ended:

Balance at December 31, 2013	$ -
Initial measurement at issuance date of the notes	500,842
Change in derivative liability during the year ended December 31, 2014	(300,505)
Balance December 31, 2014	$ 200,337

NOTE 3 RELATED PARTY TRANSACTION

Forgiveness of Debts

On April 8, 2013 a shareholder forgave $14,630 of unpaid debt and interest. Due to the related nature of the transaction this amount has been recorded as Additional Paid-in Capital.

On December 31, 2013 a shareholder forgave $49,975 of unpaid debt and interest. Due to the related nature of the transaction this amount has been recorded as Additional Paid-in Capital.

On October 13, 2014 a shareholder forgave $524,479 of unpaid debt and interest. Due to the related nature of the transaction this amount has been recorded as Additional Paid-in Capital.

NOTE 4 STOCKHOLDERS' EQUITY

On April 21, 2014 the Company issued 100,865,016 shares of its common stock to Mr. George Powell, the Company's President and CEO in fulfillment of the terms of an employment agreement. The shares had a fair market value of $1,412,110 on the date of issuance.

On September 22, 2014, the Company issued 390,000 shares of its common stock in connection with a stock subscription agreement and received $10,000.

On September 22, 2014, the Company issued 400,000 shares of its common stock in connection with a stock subscription agreement and received $10,000.

NOTE 5 INCOME TAXES

Deferred Tax Components

Significant components of the Company's deferred tax assets are as follows at December 31, 2014:

Net operating loss carry-forward	$	1,565,039
Less valuation allowance		(1,565,039)
Net deferred tax assets, December 31, 2014	$	-

Summary of valuation allowance:

Balance January 1, 2012	$	1,484,409
Additions for the year ended December 31, 2013		16,226
Balance, December 31, 2013	$	1,500,635
Additions for the year ended December 31, 2014		46,133
Balance, December 31, 2014	$	1,546,768

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment.

Examination

The Company's tax returns are open to examination for the prior three years for Federal purposes, and four years for State purposes. The Company recognizes and measures uncertain tax positions using a more-likely-than-not approach. The Company had no material uncertain tax positions at December 31, 2014.

NOTE 6 GOING CONCERN

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. The Company is in the development stage and has had no revenues since inception. Since inception, it has incurred significant losses to date, and as of December 31, 2014, has an accumulated deficit of approximately $9,900,000. The Company's ability to continue its operations is uncertain and is dependent upon its ability to implement a business plan sufficient to generate a positive cash flow and/or raise capital to fund its operations. These 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 operations in the normal course of business.

NOTE 7 SUBSEQUENT EVENTS

On March 9, 2015, the Company issued 2,610,000 shares of its common stock in connection with a stock subscription agreement and received $25,000.

On April 2, 2015, the Company entered into a subscription agreement with a 3rd party investor to purchase 100,000,000 shares of the company's common stock for an aggregate purchase price of $1,000,000 in cash and in accordance with the following investment schedule: $250,000 on or about April 1, 2015, $250,000 on or about July 1, 2015, $250,000 on or about October 1, 2015, and $250,000 on or about January 1, 2016. The agreement further allows for the investor to purchase an additional 100,000,000 shares for an additional $1,000,000 in cash at the investor's sole discretion and in accordance with the following investment schedule: $500,000 on or about July 1, 2016 and $500,000 on or about October 1, 2016. In the event the investor misses any of the aforementioned investment payments in accordance with the funding schedules, the investor will not be allowed to purchase any additional shares at the price of $.01 per share. However, the investor may elect to accelerate the purchase the investment shares ahead of the proposed schedule at his sole discretion.

To date, the investor has been issued 25,000,000 shares in consideration for his first $250,000 investment on April 2, 2015 and 25,000,000 shares in consideration for his second $250,000 investment on June 19, 2015.

On April 28, 2015, the Company issued 400,000 shares of its common stock in connection with a stock subscription agreement and received $10,000.

On May 15, 2015, the Circuit Court of the Twelfth Judicial Circuit in and for Sarasota County, Florida (the "Court") entered an Order Granting Approval of Settlement Agreement and Stipulation (the "Order") in the matter titled JPM Capital Advisors, LLC ("JPM") v. J.D Hutt Corporation. The Order and the Stipulation for Settlement of Claims, dated May 13, 2013, between the Company and JPM (the "Stipulation"), provides for the full and final settlement of JPM's $530,000 claim against the Company in connection with past due amounts in connection with consulting fees and a Convertible Promissory Note owed to JPM (the "Claim").

Pursuant to the terms of the Order and Stipulation, the Company is required to initially issue and deliver to JPM, in one or more tranches as necessary, shares of Common Stock sufficient to satisfy the Claim at a fifty percent (50%) discount to market and based on the market price during the preceding twenty (20) days and free of restrictive legend pursuant to Section 3(a)(10) of the Securities Act (the "Settlement shares"). Further, the Company issued to JPM on May 18, 2015 Five Million (5,000,000) shares of Common Stock free of restrictive legend pursuant to Section 3(a)(10) of the Securities Act as a settlement fee.

On June 9, 2015, the Company issued 1,000,000 shares of its common stock in connection with a stock subscription agreement and received $10,000.

On June 29, 2015, the Company issued 25,000,000 shares of its common stock in connection with a stock subscription agreement and received $250,000.

During the six months ended June 30, 2015, the Company issued 6,150,000 shares of common stock in payment of services received valued at $79,000.

During the six months ended June 30, 2015, the Company issued 14,660,440 shares of common stock in payment of $173,500 of principal related to the convertible debt.

Preferred A Stock

On May 22, 2015, the Company designated a series of Preferred A Stock. The holders of the preferred A stock shall not be entitled to receive dividends paid on the Company's common stock. The holders of the preferred A stock shall not be entitled to any liquidation preferences. The shares of the preferred A stock have no conversion rights. Following the third anniversary of the original issuance of the preferred A stock, the Company shall have the option to redeem any and all outstanding shares of the preferred A stock by paying the holders a redemption price of $100 per share.

On May 22, 2015, the Company issued 1,000 shares of its preferred A stock to its President in payment of services received valued at $180,000.