CODE GREEN APPAREL CORP
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEET
FOR THE SIX MONTHS ENDED JUNE 30, 2015
(UNAUDITED)

	JUNE 30, 2015 (UNAUDITED)	DECEMBER 31, 2014
ASSETS		
Cash	$ 116,543	$ 10,009
Inventory	190,358	-
Fixed assets, net	1,799	2,024
TOTAL ASSETS	$ 308,700	$ 12,033
LIABILITIES		
Accounts payable	$ 146,473	$ 138,473
Accrued interest	58,602	33,777
Convertible debts payable	500,000	673,500
Derivative liability	1,114,300	200,337
TOTAL LIABILITIES	1,819,375	1,046,087
STOCKHOLDERS' DEFICIT		
Preferred A stock, par value $0.001 per share, Authorized – 1,000 shares, Issued and outstanding – 1,000 and -0- shares, respectively	1	-
Common stock, par value $0.001 per share, Authorized – 500,000,000 shares, Issued and outstanding – 327,772,980 and 252,952,540 shares, respectively	327,773	252,953
Additional paid-in capital	9,466,704	8,56,025
Accumulated deficit	(11,305,153)	(9,851,032)
TOTAL STOCKHOLDERS' DEFICIT	(1,510,675)	(1,034,054)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 308,700	$ 12,033

CODE GREEN APPAREL CORP
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS
FOR THE SIX MONTHS ENDED JUNE 30, 2015
(UNAUDITED)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2015	2014	2015	2014
REVENUE, net	$ -	$ -	$ -	$ -
OPERATING EXPENSES				
Selling, general and administrative	608,684	2,484,147	1,454,121	2,484,150
TOTAL OPERATING EXPENSES	608,684	2,484,147	1,454,121	2,484,150
LOSS FROM OPERATIONS	(608,684)	(2,484,147)	(1,454,121)	(2,484,150)
LOSS BEFORE INCOME TAXES	(608,684)	(2,484,147)	(1,454,121)	(2,484,150)
Income tax expense	-	-	-	-
NET LOSS	$ (608,684)	$ (2,484,147)	$ (1,454,121)	$ (2,484,150)
NET LOSS PER COMMON SHARE				
Basic and diluted	$ (0.00)	$ (0.01)	$ (0.01)	$ (0.01)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING				
Basic and diluted	292,559,475	228,885,998	273,071,502	190,091,761

CODE GREEN APPAREL CORP
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' DEFICIT
FOR THE SIX MONTHS ENDED JUNE 30, 2015
(UNAUDITED)

	Preferred A Stock		Common Stock		Additional Paid-in	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	Equity (Deficit)
Balance, December 31, 2014	-	$ -	252,952,540	$252,953	$8,564,025	$ (9,851,032)	$ (1,034,054)
Issuance of shares for cash	-	-	54,010,000	54,010	490,990	-	545,000
Issuance of shares for services	1,000	1	6,150,000	6,150	252,849	-	259,000
Issuance of shares for convertible debt	-	-	14,660,440	14,660	158,840	-	173,500
Net loss	-	-	-	-	-	(1,454,121)	(1,454,121)
Balance, June 30, 2015	1,000	$ 1	327,772,980	$327,773	$9,466,704	$ (11,305,153)	$ (1,510,675)

CODE GREEN APPAREL CORP
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED JUNE 30, 2015 AND 2014
(UNAUDITED)

	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (1,454,121)	$ (2,484,150)
Adjustments to reconcile net loss to net cash (used) provided by operating activities:		
Loss on derivative revaluation	913,963	-
Depreciation	225	-
Preferred A stock issued for services	180,000	-
Common stock issued for services	79,000	1,412,110
Non-cash interest expense	-	500,842
Non-cash compensation	-	500,000
Changes in operating assets and liabilities:		
Inventory	(190,358)	-
Accounts payable	8,000	18,329
Accrued interest	24,825	6,685
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES	(438,466)	(46,184)
CASH FLOWS USED BY INVESTING ACTIVITIES:		
Purchase of fixed assets	-	(2,249)
NET CASH USED BY INVESTING ACTIVITIES	-	(2,249)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from the sale of common stock	545,000	-
Proceeds from the issuance of convertible debt	-	60,000
Proceeds from related party notes	-	8,000
NET CASH PROVIDED BY FINANCING ACTIVITIES	545,000	68,000
NET INCREASE (DECREASE) IN CASH	106,534	19,567
CASH AT THE BEGINNING OF THE PERIOD	10,009	15
CASH AT THE END OF THE PERIOD	$ 116,543	$ 19,582
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Interest paid	$ -	$ -
Taxes paid	$ -	$ -

CODE GREEN APPAREL CORP
(A DEVELOPMENT STAGE COMPANY)
NOTES TO FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2015
(UNAUDITED)

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 June 30, 2015, has an accumulated deficit of approximately $11,300,000. 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 June 30, 2015 and December 31, 2014 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
Derivative liability – June 30, 2015	$ 1,114,300	$ -	$ -	$ 1,114,30

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

Balance at December 31, 2014	$ -

Initial measurement at issuance date of the notes		200,337
Change in derivative liability during the six months ended June 30, 2015		913,963
Balance June 30, 2015	$	1,114,300

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 six months ended June 30, 2015.

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 June 30, 2015 and December 31, 2014, $35,000 and $20,000 was owed in services fees, accrued interest was $46,575 and $26,849 and the outstanding convertible debt was $500,000 and $500,000, 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 $-0- and $173,500 at June 30, 2015 and December 31, 2014, respectively. The accrued interest on the convertible debt was $12,027 and $6,928 at June 30, 2015 and December 31, 2014, 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 six months ended June 30, 2015, the Company recorded the loss (gain) in fair value of derivative $913,963.

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

Balance at December 31, 2014	$	200,337
Change in derivative liability during the six months ended June 30, 2015		913,963
Balance June 30, 2015	$	1,114,300

NOTE 3 STOCKHOLDERS' EQUITY

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 3, 2015, the Company issued 25,000,000 shares of its common stock in connection with a stock subscription agreement and received $250,000.

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.

NOTE 4 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 June 30, 2015, has an accumulated deficit of approximately $11,300,000. 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 5 SUBSEQUENT EVENTS

None