QED Connect, Inc.

Consolidated Financial Statements

For the Six Months Ended June 30, 2015
(Unaudited)

QED Connect, Inc.

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QED CONNECT, INC.
CONSOLIDATED BALANCE SHEET
(unaudited)

	June30 2015	December 31, 2014
ASSETS		
Current assets		
Cash	$ 19,855	$ 35,041
Accounts Receivable	$ -	$ -
Note receivable	$ 486,841	486,841
Investments	$ 249,500	249,500
Deferred Tax Asset	$ -	-
Total current assets	756,196	771,382
Gold Mine, net	$ 1,941,667	1,958,333
Other non-current assets	$ 2,500,000	2,500,000
Goodwill	$ 2,500,000	2,500,000
Total assets	$ 7,697,863	$ 7,729,715
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and other accrued liabilities	$ 798,257	$ 1,461,765
Convertible notes payable	$ 1,694,653	1,805,375
Notes payable	$ 651,150	1,151,150
Accrued interest	$ 1,231,120	1,177,749
Current portion of capital lease obligations	$ 26,015	26,015
Total current liabilities	4,410,195	5,622,054

Non-current Liabilities		
Loans Payable- net of current portion	$ 5,500,000	$ 5,500,000
Total Non-current Liabilities	$ 5,500,000	$ 5,500,000
Shareholders' equity		
Preferred stock, $0.001 and $0.001 par value, respectively,		
500,000,000 and 500,000,000 shares authorized, respectively,		
250,000,000 and 250,000,000 shares issued and outstanding,	$ (4,636,706)	$ (4,636,706)
respectively	$ -	
Common stock, $0.001 and $0.001 par value, respectively,	$ -	
1,000,000 and 1,000,000,000 shares authorized, respectively,	$ -	
279,656,650 and268,656,650 shares issued and outstanding,	$ 1,858,148	1,738,792
respectively	$ -	
Additional paid-in-capital	$ 4,998,697	4,980,331
Accumulated deficit	$ (5,584,063)	(5,474,756)
Non Controlling Interest		-
Total shareholders' equity	$ (3,363,924)	$ (3,392,339)
Total liabilities and shareholders' equity	$ (7,697,863)	$ 7,729,715)

QED CONNECT, INC.

CONSOLIDATED STATEMENT OF OPERATIONS
(unaudited)

	2015	2014
Net Revenues	$ 1,7555,000	$ 2,062,500
Cost of Sales	$ 1,667,250	$ 1,959,375
Gross Profit	$ 87,750	$ 103,125
Operating Expenses		
General and Administrative	$ 72,456	$166,836
Interest expense	$ 107,935	$193,746
Total Operating Expenses	$ 180,390	$294,231
	$ 16,667	$ 33,333
Depreciation Net loss	$ (109,307)	$(290,790)
Basic and diluted loss per share	$(0.00)	$(0.00)

QED CONNECT, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
(unaudited)

	June 30 **2015**	Dec 31 **2014**
Cash Flows From Operating Activities		
Net loss	(56,220)	(290,790)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities		
Depreciation	16,667	33,333
Changes in assets and liabilities (net of dispositions and acquisitions)		
Accounts receivable		
Notes receivable		(241,673)
Prepaid and other current assets		
Other non-current assets		
Accounts payable and other accrued liabilities	(67,480)	42,385
Convertible notes payable	(85,597)	44,950
Notes payable	(8,500)	
Accrued interest	101,310	169,930
Current portion of capital lease obligations		
Net cash used in operating activities	($152,908)	($241,865)
Cash flows from investing activities		
Net cash used in investing activities	-	-
Cash flows from financing activities		
Issuance of preferred stock		
Effect of reverse split on preferred stock		
Effect of common stock 5,500:1 reverse stock split		
Issuance of common stock for acquisition		
Issuance of common stock for debt conversion	$119,356	$59,357
Issuance of common stock for services rendered	$-	$-
Issuance of convertible notes officer		
Sale of Stock		
Additional paid-in-capital	$18,366	$216,551
Net cash provided by financing activities	137,722	275,908
Net increase (decrease) in cash	(15,186)	34,043
Cash at beginning of period	$35,041	$32
Cash at end of period	$19,855	$ 34,075

NOTE 1-OVERVIEW

Liquidity

The accompanying unaudited consolidated financial statements have been prepared assuming that the Company will continue as a going concern. This contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company incurred net losses of $109,307, and $290,790 for the periods ended June 30, 2015 and December 31, 2014, respectively. Additionally, the Company has experienced net losses for the past six years, and a $500,000 Note payment due in September of this year.

At June 30, 2015 the Company had a $19,855, cash balance, a deficit working capital of $4,805,591 and an accumulated deficit of $5,584,063.

Accordingly, the Company has limited liquidity and access to capital. The Company has insufficient liquidity to fund its operations for the next twelve months or less. In addition, any of the following factors could result in insufficient capital to fund the Company's operations for a period significantly shorter than twelve months:

- if the Company's capital requirements or cash flow vary materially from its current projections;
- if the Company is unable to timely raise capital for the requirements of its joint venture agreements and to cover its operating expenses; or
- if other unforeseen circumstances occur.

The Company's inability to fund its operations may require the Company to substantially curtail its business activities.
These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern.
The Company's plans for correcting these deficiencies include ongoing efforts to raise new capital and negotiating suitable repayment terms for outstanding obligations.

The unaudited consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the inability of the Company to continue as a going concern.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited consolidated financial statements of QED Connect, Inc. have been prepared in conformity with accounting principles regarding interim financial reporting. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for annual financial statements and should be read in conjunction with the unaudited consolidated financial statements previously reported by the Company. In the opinion of management, the accompanying unaudited financial statements contain all adjustments, consisting only of adjustments of a normal recurring nature, necessary for a fair presentation of the Company's financial position as of June 30, 2015, and its results of operations for the periods presented. These unaudited

consolidated financial statements are not necessarily indicative of results to be expected for future periods. Further these statements were created using the March accounting numbers by doubling the revenue and expenses with a net going to the Accounts Payable for the June quarter. This is due to an unexpected personal issue with the in country representative and these numbers will be restated as necessary in subsequent filings.

Critical Accounting Policies and Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States 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. Actual results could differ materially from those estimates and assumptions.

Certain amounts from prior periods have been reclassified to conform with current period presentation.

Cash and Cash Equivalents

The Company considers all cash and investments with original maturities of three months or less to be cash equivalents.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Expenditures for minor replacements, maintenance and repairs which do not increase the useful lives of the property and equipment are charged to operations as incurred. Major additions and improvements are capitalized. Depreciation and amortization are computed using the straight-line method over estimated useful lives of 5 years. For the Mine equipment we are using a 30 year life, and assuming a value before an investment in the mine of $2,000,000, less $1,000,000 for the land.

Intangible Assets

In accordance with ASC subtopic 350-10, *Intangibles, Goodwill and Others*, the goodwill impairment analysis compares the fair value of each reporting unit to its carrying value, including goodwill. The Company evaluates the remaining useful life of an intangible asset that is being amortized each reporting period to determine whether events and circumstances warrant a revision to the remaining period of amortization.

Accounting for the Impairment of Long-Lived Assets

ASC subtopic 360-10-40, *Property, Plant, and Equipment, Impairment of Disposal of Long-Lived Assets*, requires that long-lived assets, such as property and equipment and purchased intangibles subject to amortization, be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of the asset is measured by comparison of its carrying amount to undiscounted future net cash flows the asset is expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured as the amount by which the carrying amount of the asset exceeds its fair market value.

Estimates of expected future cash flows represent the Company's best estimate based on currently available information and reasonable and supportable assumptions. Any impairment recognized in accordance with ASC 360-10-40 is permanent and may not be restored. For the six months ended June 30, 2015, the Company did not recognize any impairment of long-lived assets in connection with ASC 360-10-40 based on its reviews.

Advertising

The Company charges advertising costs to expense as incurred. There were no advertising expenses for the twelve month periods ending June 30, 2015.

Concentrations of Risk

Credit losses, if any, have been provided for in the financial statements and are based on management's expectations. The Company does not believe that it is subject to any unusual risks or significant risks in the normal course of its business.

Revenue Recognition

We recognize revenue in accordance with Staff Accounting Bulletin ("SAB") No. 104, *Revenue Recognition, Corrected Copy*. Under SAB No. 104, revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the seller's price to the buyer is fixed or determinable, and collectability is reasonably assured. Revenue is recognized net of sales tax. We apply the specific provisions of SFAS No. 48, *Revenue Recognition when Right of Return Exists.*

Under SFAS No. 48, product revenue is recorded at the transfer of title to the products to a customer, net of estimated allowances and returns and sales incentives. Transfer of title occurs and risk of ownership passes to a customer at the time of acceptance by the customer, depending on the terms of our agreement with a particular customer. For transactions not satisfying the conditions for revenue recognition under SFAS No. 48, product revenue is deferred until the conditions are met, net of an estimate for cost of sales.

Income Taxes

The Company accounts for income taxes under ASC topic 740, *Income Taxes*, ASC topic 740 defines an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company's financial statements or tax returns. ASC topic 740 further requires that a tax position must be more likely than not to be sustained before being recognized in the financial statements, as well as the accrual of interest and penalties as applicable on unrecognized tax positions.

Deferred income taxes are recognized for the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each period end, based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax

assets to the amount expected to be realized. The provision for income taxes represents the tax payable for the period, if any, and the change during the period in deferred tax assets and liabilities.

The Company has a 30-year income tax exemption from the country of Columbia, which as we understand only applies to the Gold Mine and therefore why it does not record income Taxes on its profits.

Litigation and Other Contingencies

The Company discloses material contingencies deemed to be reasonably possible and accrues loss contingencies when, in consultation with legal advisors, the Company concludes that a loss is probable and reasonably estimable. The ability to predict the ultimate outcome of such matters involves judgments, estimates and inherent uncertainties. The actual outcome of such matters could differ materially from management's estimates. See "Note 11 – Commitments and Contingencies."

Computation of Net Income (Loss) Per Common Share

The Company calculates income/loss per share in accordance with FASB ASC topic 260, *Earnings Per Share*. Basic income/loss per share is computed by dividing the net income/loss available to common shareholders by the weighted-average number of common shares outstanding. Diluted income/loss per share is computed similar to basic loss per share, except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive.

NOTE 3 – FAIR VALUE MEASUREMENTS

The Company's financial assets that are measured on a recurring basis at fair value.

Level 1. The Company utilizes the market approach to determine the fair value of its assets and liabilities under Level 1 of the fair value hierarchy. The market approach pertains to transactions in active markets involving identical or comparable assets or liabilities.

Level 2. The fair values determined through Level 2 of the fair value hierarchy are derived principally from or corroborated by observable market data. Inputs include quoted prices for similar assets, liabilities (risk adjusted), and market-corroborated inputs, such as market comparables, interest rates, yield curves, and other items that allow value to be determined.

Level 3. The fair values determined through Level 3 of the fair value hierarchy are derived principally from unobservable inputs to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset (or similar assets) at the measurement date. As of June 30, 2015 no fair value measurements for assets or liabilities under Level 3 were recognized in the Company's consolidated financial statements.

There were no changes in the Company's valuation techniques during the nine months ending June 30, 2015.

The Company is not exposed to changes in interest rates which could result in cash flow risks.

NOTE 4- FURNITURE AND EQUIPMENT

	June 30, 2015	December 31, 2014
Vehicles	$ 0	$ 0
Equipment	0	0
Furniture and fixtures	0	0
	0	0
Accumulated depreciation	0	0
	$ 0	$ 0

NOTE 5 – INTANGIBLE ASSETS

On June 17, 2011, the Company acquired the assets of StockProfile.com, StockProfileTV.com, and SPNewsWire.com, which operate financial news Internet sites. The assets acquired included all intellectual property rights, goodwill and web sites for StockProfile.com, StockProfileTV.com, and SPNewsWire.com. In accordance with the terms and provisions of the agreement, the Company acquired the intellectual property rights, goodwill and web sites of StockProfile.com, StockProfileTV.com, and SPNewsWire.com in exchange for the issuance of 29,410,764 shares of the Company's restricted common stock. The shares of common stock were issued on June 17, 2011, and the transaction was valued at $5,000,000. The fair market value of the Company's common stock on the date of issuance was $0.17 per share. The intellectual property rights and web sites have been identified as intangible assets with indefinite useful lives.

Since the Company has recognized the acquired assets as long-lived assets, the acquired assets will not be amortized but the Company will conduct an annual review for impairment of the asset values in accordance with ASC 360-10-40.

NOTE 6 – Gold Mine

On June 17, 2012, the Company acquired all the assets of the La Palmichala Mine located in the municipality of Remedios, in the Nordeste subregion of the Antioquía Department, Colombia. The assets acquired included all intellectual property rights, goodwill. In accordance with the terms and provisions of the agreement, the Company acquired the assets in exchange for the issuance $6,000,000 in debt which originally had a payment due of $500,000 during December 2014 with an extension to September 2015, and $1,000,000 due annually thereafter.

The mineral deposits were evaluated using the Jennings Capital formula per the ASC 360-10-40 Report as we understood it, which based on the valuation and type of the Gold reserves at per ounce, valued the mine at $16,318,995 when Gold was at $1800 per oz. This valuation was also based on the Company being able to fully mechanize the mine, which has not happened. The current value of the mine based on the above formula and the current Gold values at $1,084 less ore that has been mined as of December 31, 2014 is $10,907,415. The Company will update the report periodically as needed to determine if there are any adjustments required in the valuation.

NOTE 7 – ACCOUNTS PAYABLE AND OTHER ACCRUED LIABILITIES

Accounts payable and accrued expenses as of June 30, 2015 and December 31, 2014, consisted of the following:

	June 30, 2015	December 31, 2014
Related Party Transaction	$ 643,428	643,428
Trade accounts payable and other accrued liabilities	$ 818,597	$ 818,337
To adjust for forecast of income Statement	$ (66.250)	
	$ 1,394,285	$ 1,461,765

NOTE 8 – CONVERTIBLE NOTES PAYABLE

During 2005, 2006, and 2007, the Company received funds totaling $701,500 pursuant to certain convertible notes payable. The notes bear interest at 7% per annum and payable annually, commencing December 13, 2006. As of March 31, 2015 and December 31, 2014, convertible notes payable and related accrued interest amounted to $651,150 and $ $421,538 and $651,150 and $408,232 respectively.

In January 2010, the Company received $50,000 for a 10% two year loan from a stockholder evidenced by a $25,000 convertible note. As of December 31, 2014 and December 31, 2013, this Convertible Notes Payable and related accrued interest amounted to $10,000 and $13,692 and $22,000 and $12,601 respectively.

In January 2008, the Company received $100,000 for an 8½% convertible note payable due on demand. As of September 30, 2014 and December 31, 2013, the convertible note payable and related accrued interest amounted to $50,000 and $43,210, and $50,000 and $40,022 respectively.

Company officers received convertible notes from 2005 and 2006 for $349,192 that bear 7% per annum interest. As of March 31, 2015 and December 31, 2014, the accrued interest for these related party notes amounted to $321,442 and $218,515 and $321,442 and $212,890 respectively.

During 2012, the Company received funds totaling $207,000 of funding from various sources in the form of convertible notes evidenced by notes that bear interest at various rates according to the terms and conditions of each note. As of September 30, 2014 and December 31, 2013, convertible notes payable and related accrued interest amounted to $173,500 and $30,580**,** and 207,000 and $22,002 respectively.

During 2013, the Company received funds totaling $490,000 of funding from various sources in the form of convertible notes evidenced by notes that bear interest at various rates according to the terms and conditions of each note. As of September 30, 2014 and December 31, 2013, convertible notes payable and related accrued interest amounted to $370,500 and $29,327**,** and $535,000 and $22,581 respectively.

During 2014, the Company received funds totaling $262,000 of funding from various sources in the form of convertible notes evidenced by notes that bear interest at various rates according to the terms and conditions of each note. As of September 30, 2014 and December 31, 2013, convertible notes payable and related accrued interest amounted to $262, 000 and $4,538**,** and $0 and $0 respectively.

The convertible notes payable are subordinated obligations of the Company and are unsecured. The Company has classified the convertible notes payable as current liabilities at March 31, 2015.

NOTE 9 – NOTES PAYABLE

During 2007, 2008 and 2009, the Company received $711,377 of funding from various sources in the form of loans evidenced by notes that bear interest at various rates according to the terms and conditions of each note. These notes are due on demand and are unsecured. The Company has classified these Notes Payable as current liabilities at June 30, 2015. As of June 30, 2015 and December 31, 2043, these notes payable and related accrued interest amounted to $642,650, and $651,150, respectively.

As part of the Gold Mine opportunity we have also booked the $500,000 current portion of the Note under Notes Payable which is due in September, 2015

NOTE 10 – INVESTMENT ACCOUNT

The investment account reflects the Energy Today Inc. investment. During 2nd quarter of 2013 the ownership fell below 50.1% and therefore the financials were not consolidated.

NOTE 11 – SHAREHOLDERS' EQUITY

During the six months ending June 30, 2015 the Company issued the following shares:

EQUITY ROLLFORWARD

	Preferred Stock		Common Stock		Additional Paid-In-Capital	Accumulated Deficit	Shareholders' Equity
	Shares	Amount	Shares	Amount			
Balances December 31, 2014	**250,000,000**	**75,000**	**368,013,001**	**1,738,792**	**4,980,330**	**(5,509,781)**	**(18,889)**
Shares of common stock issued Q1 2015 debt conversion			16,447,369	16,447	553		17,000
Shares of common stock issued Q1 2015 issuance of a note			3,000,000	-			-
Shares of common stock issued Q1 2015 debt conversion			12,000,000	12,000	69,000		81,000
Shares of common stock issued Q1 2015 debt conversion			13,888,889	13,889	(4,167)		9,722
Shares of common stock issued Q1 2015 debt conversion			-	-			-
Shares of common stock issued Q2 2015 debt conversion			77,020,201	77,020	(47,020)		30,000
Net Loss for 6 months ended June 30. 2015						$ (109,307)	(109,307)
Balances March 31, 2014	**250,000,000**	**75,000**	**490,369,460**	**1,858,149**	**4,998,696**	**(5,619,089)**	**9,526**

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NOTE 12 – COMMITMENTS AND CONTINGENCIES

Capital Lease Obligations

The Company entered into various lease agreements during 2006 and 2007 to acquire certain equipment. Payments due under these capital lease obligations at June 30, 2015 and December 2014 were $26,015 and $26,015 respectively, which are in default. The Company has classified these Capital Lease Obligations as current liabilities at June 30, 2015 and December 31, 2014.

Service Agreements

Periodically, the Company enters into various agreements for services including, but not limited to, public relations, financial consulting and sales consulting. The agreements generally are ongoing until such time as they are terminated. Compensation for services is paid either on a fixed rate, project cost or based on a percentage, as specified, and may be payable in shares of the Company's common stock or a warrant to purchase shares of the Company's common stock. During the nine months ended March 31, 2015 and December 31, 2014, the Company incurred expenses of $0 and $0 respectively, in connection with such arrangements. These expenses are included in marketing and general and administrative expenses in the accompanying consolidated unaudited statements of operations. There are no outstanding service agreements at June 30, 2015.

Employment Contract

The Company has no employment contracts.

Employee Retirement Plan

The Company does not offer retirement plans.

Financial Agreements

The Company has no outstanding financial agreements at June 30, 2015.

Other Contractual Obligations

During its normal course of business, the Company has made commitments under which it will or may be required to make payments in relation to certain transactions. These include lease and services agreements.

On April 29, 2014, the Company entered into an agreement to acquire Emerald Med Farms, LLC, a California based medical marijuana company for 11,000,000 shares of QED's common stock and providing up to $2,000,000 of funding for the operations. The management has the option to re-purchase up to 80% of the shares of Emerald Med Farms Inc. after 2 years after meeting the agreed to operational plan for revenue and resulting income, and realizing an agreed to return on investment from net operations. The company will be a wholly owned subsidiary of QED Connect, Inc.

In March 2015, the Company has terminated its agreement with Emerald Med Farms, Inc. and is re-evaluating its position in the medical marijuana business.

In June of 2015, QED acquired Oro Verde Inc. (formally known as Green M&A Solutions), a private US company that has 100% ownership of Green Mine Solutions, a Colombian company with active gold mining operations and is working with farmers to grow Sacha Inchi, also known as Inca Nuts. Oro Verde owns and operates the La Palmichala property which is on 96.75 ha of the El Silencio geological formation in the municipality of Remedios, in the Nordeste subregion of the Antioquía Department, Colombia. Oro Verde is actively helping the farmers to convert their fields of illegal crops to the Inca Nut and also for land restitution for the 6 million victims of the 50 year conflict in Colombia. The Inca Nut, has a 3,000 years history with the Inca Indians, grows in the Amazon rainforest of Colombia, and high content of alpha linoleic acid Omega 3 (48 %) and low contents of saturated fatty acids (6%). The acquisition was a stock for stock transaction where QED issue 75 million shares of Preferred B shares and 8.9 million Preferred C shares.