OTC Pink Basic Disclosure Guidelines

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Safer Shot, Inc.

Company Headquarters

2) Address of the issue	er's principal executive offices
-------------------------	----------------------------------

Address 1: 3 Church Circle Address 2: Annapolis, MD 21401 Address 3: Phone: 410-295-3388 Email: mblackz@yahoo.com Website(s): www.safershot.com
IR Contact Address 1: N/A Address 2: Address 3: Phone: Email: Website(s):
3) Security Information
Trading Symbol: <u>SAFS</u> Exact title and class of securities outstanding: <u>Common stock</u> CUSIP: <u>78646A202</u> Par or Stated Value: <u>.00001</u> Total shares authorized: <u>2,000,000,000</u> as of: <u>6/30/15</u> Total shares outstanding (post-split): <u>1,110,488,251*</u> as of: <u>6/30/15</u> This security information is reflective of a 1000 to 1
reverse stock-split in regard to 110,444 shares that was effective on January 6, 2015.
Additional class of securities (if necessary): Trading Symbol: Exact title and class of securities outstanding: CUSIP: Par or Stated Value: Total shares authorized: as of: Total shares outstanding: as of:
Transfer Agent Name: Pacific Stock Transfer Company Address 1: 4045 South Spencer Street Address 2: Las Vegas, NV 89119 Address 3: Phone: 702-361-3033 Is the Transfer Agent registered under the Exchange Act?* Yes: X
OTC Markets Group Inc. OTC Pink Basic Disclosure Guidelines (v1.1 April 25, 2013)

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

Effective January 6, 2015 the Company completed a 1,000 to 1 reverse split of its common stock.

On February 20, 2015 the Company changed its domicile from the State of Nevada to Florida. Concurrently, with the change of domicile, the authorized shares were increase to two trillion shares of common stock.

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

There have not been any offerings of the Company's common stock.

During the quarter ended March 31, 2015, and after giving effect to the January 6, 2015 1,000 to 1 reverse stock split, the Company issued 1,010,000,000 shares of its common stock to its President as an adjustment to future compensation due to the reverse split. The Company also issued 100,000,000 shares of its common stock under the conversion terms of a note payable, without restriction to Acquest Capital Group, Inc.

During the quarter ended December 31, 2014, the company did not issue any shares of its common stock.

During the year ended September 30, 2014, the Company issued the following shares (after giving effect to the 1,000 to 1 reverse stock split): 100,000 restricted shares of its common stock: 100,000 shares to its President in exchange for expenses and future compensation. The Company also issued the following shares under terms of note conversions: 15,000 to John Lund, former President, James Yeung 15,000 shares Acquest Capital Group, Inc., 42,000 shares. The Company also issued 40,000 shares of its common stock (giving effect to the 1,000 to 1 reverse stock split on January 6, 2015) under the conversion terms of a note payable, without restriction to Acquest Capital Group, Inc.

B. Any jurisdictions where the offering was registered or qualified;

Not applicable

C. The number of shares offered;

Not applicable

D. The number of shares sold;

Not applicable

E. The price at which the shares were offered, and the amount actually paid to the issuer;

Not applicable

F. The trading status of the shares; and

Not applicable

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Not applicable

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otciq.com in the field below.

The financial statements for the three months ended June 30, 2015 and June 30, 2014 (Unaudited), which include balance sheet, income statement, statement of cash flows, and footnotes to the financial statements are attached and are also incorporated by reference throughout this document. These financial statements have been prepared in accordance with Generally Accepted Accounting Principles by the Company's President and Chief Financial Officer who has sufficient financial skills to prepare the Company's financial statements.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

The Company is development stage company engaged in the development, manufacturing, marketing and sales of non-lethal hand held weapons.

B. Date and State (or Jurisdiction) of Incorporation:

The Company was originally incorporated in the State of Wyoming on September 16, 1997. In January of 2008 the Company was re-incorporated in the State of Nevada under our current name Safer Shot, Inc. Subsequent to the date of this report the Company changed its state of domicile from Nevada to Florida on February 20, 2015.

C. the issuer's primary and secondary SIC Codes;

The Company's primary SIC code is 3999, Manufacturer – the secondary code is 8734, Testing Laboratories.

D. the issuer's fiscal year end date;

September 30.

E. principal products or services, and their markets;

The Company has developed and patented a line of non-lethal weapons that utilize a proprietary kinetic projectile cartridge. The weapon system incapacitates an assailant without the risk of inflicting serious injury or death. The silicon coated projectile ruptures on impact producing a putty-like substance that disables a target without breaking skin or entering the body. Our products include:

The Safer Shot Bouncer™ Cartridge System

Uses kinetic energy to incapacitate a target at handgun range, up to 22 feet. The proprietary Safer Shot cartridge is a silicon coated spherical projectile; on impact the projectile breaks into a putty-like substance, preventing it from breaking the skin, entering the body or creating any long-term injury to the assailant. At the same time, the effect of the cartridge a is powerful, it causes extreme pain and immediate incapacitation, temporarily disabling an assailant, allowing them to be brought safely under control.

Safer Shot Bouncer M-22™

Is lightweight and ambidextrous; the dual shot BouncerM-22™ gives the shooter the opportunity to fire, switch barrels and fire again almost instantaneously. Reloading between shots is not necessary. The BouncerM-22™ is designed to rest comfortably in the palm of your hand, where it can be directed intuitively like a flashlight. Cocking is done by pulling back the handle of the device and requires minimal hand pressure.

Safer Shot Mini™

The single shot mini was designed for self-defense.

It is lightweight, ambidextrous and easy to use.

The Mini fits easily in your purse or pocket and requires no firearms training.

Safer Shot Bouncer M-11™

Is a dual shot add-on firing device designed for use with a handgun. The Bouncer M-11™ is mounted on a service weapon and allows police, security or military personnel to carry a single weapon capable of successfully responding to a non-lethal, escalating or lethal environment.

Our products are competitive against much larger and better financed companies in the Non-Lethal Weapons Industry, most significant of these include the Stun Gun and the Dissuader Laser Illuminator each of which is vastly more expensive.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company does not currently maintain a separate facility.

The Company's primary asset is the acquired patent applications filed with the Israeli Patent Office, no: 161777-8 and no.: 162809-8 for a non-lethal hand held weapon currently known and the "Bouncer" which is in its development state. The Company's business plan calls for establishing a manufacturing and marketing plan for the non-lethal weapon product technology.

Officers, Directors, and Control Persons 8)

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each Α. of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Michael Black has been the Company's President and sole director since March 4, 2013 and its Secretary, Treasurer and Chief Financial Officer, and a director since February 2010. Mr. Black also holds executive positions and board of director seats in two other publicly traded companies. He is the President, Chief Financial Officer and a director of Healthnostics, Inc., positions held since August, 2001, and the Chairman of the Board, Chief Financial Officer, Treasurer and Secretary of InternetArray, Inc., positions he has held since September 10, 2008. Mr. Black controlled 160,375 shares of common stock, post reverse split, effective January 6, 2015.

The table below sets forth information as to each person owning of record or who was known by the Company to own beneficially more than 5% of the 403,346 shares (post reverse stock split effective Janaury 6, 2015) of issued and outstanding Common Stock of the Company as of the date of this information statement and information as to the ownership of the Company's Stock by each of its directors and executive officers and by the directors and executive officers as a group. Except as otherwise indicated, all shares are owned directly, and the persons named in the table have sole voting and investment power.

Names Of Beneficial Owners

And Directors Nature of

Ownership

Shares Owned

1,010,160,375 91% Michael Black Common Stock

1220 Crummell Avenue, Annapolis, MD 21403

Officers and Directors

1,010,160,375 Common Stock As a Group (one)

91%

- B. <u>Legal/Disciplinary History</u>. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:
 - 1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

 A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

C. <u>Beneficial Shareholders</u>. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Michael Black Common Stock 1,010,160,375 91 1220 Crummell Avenue, Annapolis, MD 21403

9) Third Party Providers

Name: William B. Haseltine, Esq.

Legal Counsel

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Firm:
Address 1: 1629 K Street, NW, #300
Address 2: Washington, DC 20006
Phone: 703-627-2652
Email: william@wbhlaw.net
Accountant or Auditor
Name: None retained
Firm:
Address 1:
Address 2:
Phone:
OTC Markate Group Inc

Email:
Investor Relations Consultant Name: None retained Firm: Address 1: Address 2: Phone: Email:
Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement. Name: None retained Firm: Address 1: Address 2: Phone: Email:
10) Issuer Certification
The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).
The certifications shall follow the format below:
I, Michael Black certify that:
1. I have reviewed this disclosure statement for the quarter ended June 30, 2015 of Safer Shot, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact of omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.
August 19, 2015
/s/ Michael Black
President

SAFER SHOT, INC. (A Development Stage Company)

FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED June 30, 2015 AND 2014 (UNAUDITED)

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(A Development Stage Company) BALANCE SHEETS

(UNAUDITED)		6/30/15	1	2/31/14
ASSETS				
CURRENT ASSETS				
Cash	\$	443	\$	420
Total Current Assets	_\$	443	\$	420
Intangible Assets	\$	58,333	\$	58,333
Other Assets	_	51,883		51,883
	\$	110,216	\$	110,216
TOTAL ASSETS	\$	110,659	\$	110,636
LIABILITIES AND SHAREHOLDERS' EQUITY/(DEFICIT)				
CURRENT LIABILITIES				
Accounts payable	\$	28,721	\$	24,557
Accrued expenses		136,267		104,176
Advances from Officer		15,250		9,500
Notes Payable		290,550		326,309
TOTAL CURRENT LIABILITIES	\$	470,788	\$	464,542
TOTAL LIABILITIES	\$	470,788	\$	464,542
SHAREHOLDERS' EQUITY/(DEFICIT)				
		_		_
Common Stock - 2,000,000,000,000 common stock par value \$.00001				
authorized, 1,110,488,251 shares issued and outstanding at June 30,		004165		10000
2015 and 40,335 at June 30, 2014 giving effect to the 1,000 to 1 split Additional paid in capital		204,165 2,367,523		193,065
Accumulated Deficit		(2,931,817)		2,367,523 2,914,494)
		(=,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		-, -, -, -, -,
TOTAL SHAREHOLDERS' EQUITY/(DEFICIT)		(360,129)		(353,906)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$	110,659	\$	110,636

SAFER SHOT, INC. (A Development Stage Company) STATEMENT OF OPERATIONS (UNAUDITED)

	For the Three Months Ended				
		06/30/15	03/31/14		
REVENUE Revenues, including extraordinary gain	\$	20,000	\$	55,056	
GROSS PROFIT		20,000		55,056	
COSTS AND EXPENSES General and Administrative Officer Compensation Professional Fees Research and Development Consulting Incentive Based compensation Depreciation		1,358 15,000 - 6,250 - -		2,159 15,000 500 - -	
TOTAL COSTS AND EXPENSES	\$	22,608	\$	17,659	
Net Ordinary Income or (Loss)	\$	(2,608)	\$	37,397	
OTHER COMPHREHENSIVE INCOME/(EXPENSES) Interest Expense Decrease in Fair Value of Derivatives Loss on closing Israeli Office		(6,526)		(6,063)	
TOTAL OTHER INCOME/(EXPENSES)	\$	(9,134)	\$	31,334	
NET INCOME/(LOSS)	\$	(9,134)	\$	31,334	

(A Development Stage Company) STATEMENTS OF CASH FLOWS

(UNAUDITED) For T			The Three Months en June 30,	
		2015		2014
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net Income/(Loss)	\$	(9,134)	\$	(30,697)
Adjustment to reconcile net loss to net cash				
used in operating activities	-			
Depreciation		_		_
(Increase) Decrease in:				
Prepaid Financing				
Current Liabilities		2,086		(9,116)
Notes Payable		34,759		29,680
Accrued Interest		(13, 109)		(6,203)
Officer Advances		(5,750)		9,500
Stock and Options issued for services		_		6,009
Donated services		_		-
NET CASH PROVIDED/(USED) IN OPERATING ACTIVITIES		8,852		(827)
CASH FLOWS FROM INVESTING ACTIVITIES:				
NET CASH (USED) IN FINANCING ACTIVITIES		-		_
CASH FLOWS FROM FINANCING ACTIVITIES:				
Issued 1,000,100,000 shares of common stock	-			_
Issued 100,000,000 shares of common stock	-			_
NET CASH PROVIDED/(USED) IN FINANCING ACTIVITIES		_		
NET INCREASE/(DECREASE) IN CASH		(282)		(827)
CASH, BEGINNING OF PERIOD		725		1,247
CASH, END OF PERIOD	\$	443	\$	420

(A Development Stage Company)

NOTES TO UNAUDITED FINANCIAL STATEMENTS FOR THE THREE MONTHS PERIOD ENDED JUNE 30, 2015 AND JUNE 30, 2014

NOTE 1 - NATURE OF OPERATIONS AND GOING CONCERN

The Company has not generated significant revenues or profits to date. This factor among others raises considerable doubt the Company will be able to continue as a going concern. The Company's continuation as a going concern depends upon its ability to generate sufficient cash flow to conduct its operations and its ability to obtain additional sources of capital and financing. The accompanying consolidated financial statements do not include any adjustments that may result from the outcome of this uncertainty. Management plans to relieve these problems by continuing to raise working capital either through stock sales or loans.

Several conditions and events cast doubt about the Company's ability to continue as a "going concern." The Company has incurred accumulated net losses of approximately \$2,931,817 from inception to June 30, 2015, has a liquidity problem, and requires additional financing in order to finance its business activities on an ongoing basis. The Company is actively pursuing alternative financing and has had discussions with various third parties, although no firm commitments have been obtained.

These financial statements do not reflect adjustments that would be necessary if the Company were unable to continue as a "going concern". While management believes that the actions already taken or planned, will mitigate the adverse conditions and events which raise doubt about the validity of the "going concern" assumption used in preparing these financial statements, there can be no assurance that these actions will be successful. If the Company were unable to continue as a "going concern," then substantial adjustments would be necessary to the carrying values of assets, the reported amounts of its liabilities, the reported revenues and expenses, and the balance sheet classifications used.

Organization and Basis of Presentation and Nature of Business

The Company was incorporated under the laws of the State of Wyoming on September 16, 1997. The Company ceased all operating activities during the period from September 16, 1997 to October 20, 1999. The Company began its operations in 2005 and completed acquiring rights to technology design for a non-lethal hand held weapon know as the Bouncer in April 2010. The Company remains in its development stage pending manufacturing, marketing and sales of its products, and has not generated significant revenues from its planned principal operations yet.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES

This summary of accounting policies for Safer Shot, Inc. (a development stage company) is presented to assist in understanding the Company's financial statements. The accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

(A Development Stage Company)

NOTES TO UNAUDITED FINANCIAL STATEMENTS FOR THE THREE MONTHS PERIOD ENDED JUNE 30, 2015 AND JUNE 30, 2014

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES (continued)

Pervasiveness of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles required 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 from those estimates.

Concentration of Credit Risk

The Company has no significant off-balance-sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements.

NOTE 3 - INCOME TAXES

Income taxes are calculated on an annual basis at fiscal year end. As of June 30, 2015, the Company had a net operating loss carryforward for income tax reporting purposes of approximately \$2,931,817 that may be offset against future taxable income through 2030. Current tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited. No tax benefit has been reported in the financial statements, because the Company believes there is a 50% or greater chance the carryforwards will expire unused. Accordingly, the potential tax benefits of the loss carryforwards are offset by a valuation allowance of the same amount.

Net deferred tax assets liabilities) consist of the following components:

	,
Operating loss carryforwards Valuation allowance	\$ 2,931,817 (2,931,817)
Net deferred tax assets (liabilities)	\$

June 30, 2015

NOTE 4 - DEVELOPMENT STAGE COMPANY

The Company has not generated significant revenues from its principal operations and as is common with a development stage company, the Company has had recurring losses during its development stage. The Company's financial statements are prepared using generally accepted accounting principles applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company does not have significant cash or other material assets, nor does it have an established source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern. In the interim, shareholders of the Company have committed to meeting its minimal operating expenses.

(A Development Stage Company)

NOTES TO UNAUDITED FINANCIAL STATEMENTS FOR THE THREE MONTHS PERIOD ENDED JUNE 30, 2015 AND JUNE 30, 2014

NOTE 5 - PLANT AND EQUIPMENT

The Company wrote off the certain fixed assets in prior years. The company currently does not own any depreciable property or equipment. Manufacturing assets are listed on the balance sheet consist of Manufacturing Equipment (Production in progress) and patent rights valued at \$110,216, based upon acquisition and transaction costs in conjunction with the acquisition from the original patent holder. On January 16, 2006, the Company entered into a letter of undertaking and an escrow services agreement with Mr. Yehuda Meller and his company, T.A.G Engineering Ltd. Pursuant to the terms of the letter of undertaking, the Company has agreed to purchase patent applications filed with the Israeli Patent Office: patent application no. 161777-8, which was filed on December 4, 2005 and patent application no. 162809-8, which was filed on December 13, 2005. The patent applications relate to a less than lethal weapon currently known as the "Bouncer", which is in its development stage. The Company entered into the

escrow agreement so that the patent applications will be held in trust and not assigned to any other party until the earlier of the closing of the patent application purchase or April 30, 2006. The Company signed an amended agreement in July 2007. In April 2010, the Company came to an agreement with Mr. Meller concerning the patent and technology. Mr. Meller received 1,388,339 shares of the Company's common stock in settlement of the issues.

NOTE 6 - COMMON STOCK

At June 30, 2015, the Company's authorized stock consisted of 2,000,000,000,000 share of common stock, par value \$.00001 per share, giving effect to a reverse common stock split on December 23, 2014, an increase in authorized shares and a change in par value, and a change in domicile of the Company from Nevada to Florida, based upon shareholder approval. Each share has voting rights of one vote per share.

On February 20, 2015, the Company changed its state of domicile from the State of Nevada to Florida. Concurrent with the change of domicile, the authorized common shares were increased to two trillion (2,000,000,000,000) from five hundred million (500,000,000).

On January 9, 2015, the Company issued 10,000,000 shares of its \$.00001 par value common stock as payment for short term advances made by its Chief Executive Officer.

On March 2, 2015, the Company issued 1,000,000,000 shares of its \$.00001 par value common stock to its Chief Executive Officer as compensation.

On March 11, 2015, the Company issued 100,000,000 shares of its \$.00001 par value common stock to under the conversion terms of a note payable, without restriction to Acquest Capital Group, Inc., the note holder.

On April 23, 2013, by a vote of a majority of the issued and outstanding common stock, the Company completed a 100 to 1 reverse stock split of its common stock by which 134,506,004 shares were reduced to 1,345,065 shares. There were no changes to the authorized shares or par value. On April 23, 2013, as a result of a vote of the holders of a majority of the issued and outstanding shares of the Company's common stock on April 5, 2013, FINRA approved a 100 to 1 reverse stock split.

During the three ended December 31, 2014, the Company issued a total of 40,000 shares as follows: 40,000 shares were issued under terms of a convertible note, having given effect to the 1,000 to 1 reverse

(A Development Stage Company)

NOTES TO UNAUDITED FINANCIAL STATEMENTS FOR THE THREE MONTHS PERIOD ENDED JUNE 30, 2015 AND JUNE 30, 2014

NOTE 6 - COMMON STOCK (continued)

stock split of.

During the quarter ended March 31, 2014, the Company issued 172,000 shares as follows: 72,000 were issued under terms of convertible notes and 100,000 shares were issued to the Company's President for expenses and services, each adjusted after giving effect to the 1,000 to 1 reverse stock split on January 6, 2015.

During the quarters ended June 30, 2015 and June 30, 2014 no shares were issued.

During the fourth quarter ended September 30, 2014, the Company issued 35,000 shares that were issued under terms of convertible notes adjusted after giving effect to the 1,000 to 1 reverse stock split on January 6, 2015.

. There were 1,110,488,581 shares of common stock issued and outstanding at June 30, 2015.

NOTE 7 - NOTES PAYABLE

On July 25, 2013, the Company entered into an agreement with a note holder, under which several of his notes that were made either to, or on behalf of the Company and in default were consolidated into an amended convertible note with specific new terms, as listed in the table above, including new advances. The amended and consolidated note called for interest to continue accruing at eight per cent (8%) annually and specified a conversion price, at the note holder's discretion of \$.0001 per share due to the delinquency of the notes and illiquidity of the Company's common stock.

Various notes listed below totaling \$290,550 are in default and continue to accrue interest. The Company has not been able to make payments due to lack of funding. These include:

Name	Date	Interest	Balance	
		Rate	At 9/30/14	
Carlthon Corp.	7/6/06	8%	48,200	
John Lund	11/14/06	8%	25,250	
James Yeung	12/20/09	8%	66,683	
	2/15/13	8%	10,000	
	5/10/13	8%	-0-	
Acquest Capital Group, Inc.	12/1/10	8%	417	
Joseph Corso	1/18/12	8%	25,000	
	6/26/13	8%	15,000	
	4/15/14	6%	100,000	

(A Development Stage Company)

NOTES TO UNAUDITED FINANCIAL STATEMENTS FOR THE THREE MONTHS PERIOD ENDED JUNE 30, 2015 AND JUNE 30, 2014

NOTE 8 - RELATED PARTY TRANSACTIONS

The Company former CEO, John Lund resigned on March 4, 2013. Mr. Lund and the Company agreed that Mr. Lund was entitled to receive, among other consideration, 10,000 shares of the Company's restricted common stock, adjusted after giving effect to the 1,000 to 1 reverse stock split on January 6, 2015 per a settlement agreement with Mr. Lund.

The Company issued 60,000 shares (after giving effect to the 1,000 to 1 reverse stock split on January 6, 2015) to the Company's President, Michael Black during the year ended September 30, 2013. These shares, valued at \$.001 per share, were issued as compensation. See (Note 6-Common Stock).

The Company issued 100,000,000 shares (after giving effect to the 1,000 to 1 reverse stock split on January 6, 2015) to the Company's president, Michael Black during the period ended March 31, 2014 that were valued at \$.00001 and issued for future compensation.

The Company issued 1,000,010,000,000 shares to the Company's president, Michael Black during the period ended March 31, 2015 that were valued at \$.00001 and issued for future compensation.