VIADERMA INC. AND SUBSIDIARY
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014
(UNAUDITED)

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VIADERMA, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
AS OF DECEMBER 31, 2015 AND 2014
(UNAUDITED)

	December 31, 2015	December 31, 2014
ASSETS		
CURRENT ASSETS:		
Cash	$ 18	$ 756
Accounts receivable - related party	169,980	-
Inventory	500	5,400
TOTAL CURRENT ASSETS	170,498	6,156
Furniture & equipment (net of accumulated depreciation of $1,928 and $1,446, respectively)	2,410	3,374
NET FURNITURE & EQUIPMENT	2,410	3,374
Patents	2,950	2,950
TOTAL ASSETS	$ 175,858	$ 12,480
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable	$ 3,800	$ 3,800
Accrued interest payable	273,521	325,241
Accrued expenses	22,559	1,500
Notes payable	10,451	-
Convertible notes payable (net of discount of $0 and $22,027)	277,800	406,673
Derivative liabilities	140,605	195,984
Common stock to be issued	1,025	1,025
TOTAL CURRENT LIABILITIES	$ 729,761	$ 934,223
STOCKHOLDERS' (DEFICIT)		
Preferred stock ($.001 par value, 50,000,000 shares authorized; 1,000,000 and 1,666,667 shares issued and outstanding as of December 31, 2015 and December 31, 2014, respectively)	1,000	1,667
Common stock ($.001 par value, 150,000,000 shares authorized; 111,042,787 and 77,612,116 shares issued and outstanding as of December 31, 2015 and December 31, 2014, respectively)	111,043	77,612
Deferred compensation	-	(38,121)
Additional paid in capital	6,498,517	6,228,683
Retained deficit	(7,164,463)	(7,191,584)
TOTAL STOCKHOLDERS' (DEFICIT)	(553,903)	(921,743)
TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT)	$ 175,858	$ 12,480

The accompanying notes are an integral part of these financial statements

VIADERMA, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014
(UNAUDITED)

	For the Years Ended December 31, 2015	December 31, 2014
REVENUES:		
Sales	$ 21,797	$ 130,859
Sales - related party	99,980	-
Licensing fee - related party	70,000	-
Total revenues	191,777	130,859
Cost of sales	(9,986)	(48,247)
Gross profit (loss)	181,791	213,471
EXPENSES:		
Depreciation	964	964
Common Stock issued for services rendered	38,121	6,102,179
Consulting Expense	16,500	2,525
Advertising	5,751	34,233
Licensing fee	6,000	1,607
Supplies	-	1,579
Meals and entertainment	1,313	2,120
Rent	7,497	10,938
Other selling, general and administrative expenses	11,898	131,961
Total expenses	88,044	6,288,106
Income from operations	$ 93,747	$ (6,074,635)
OTHER (EXPENSE):		
Loss incurred in connection with reverse takeover	-	(11,430)
Change in derivative liabilities expense	52,650	(95,484)
Amortization of discount to note payable	(22,027)	(78,473)
Interest expense	(97,249)	(82,851)
Total other (expense)	(66,626)	(268,238)
NET (LOSS)	$ 27,121	$ (6,342,873)
Basic and fully diluted net (loss) per common share	**	$ (0.11)
Weighted average common shares outstanding	103,679,195	57,385,723

** Less than $.01

The accompanying notes are an integral part of these financial statements

VIADERMA, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF STOCKHOLDERS' (DEFICIT)
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2015
(UNAUDITED)

	Preferred Stock		Common Stock		Deferred	Paid-in	Retained	
	Shares	Amount	Shares	Amount	Compensation	Capital	(Deficit)	Total
Balances, December 31, 2013	-	$ -	44,000,000	$ 44,000	$ -	$ (44,000)	$ -	$ -
Reorganization due to recapitalization	1,666,667	1,667	662,116	662		(1,667)	(717,852)	(717,190)
Common stocks issued for partial settlement of convertible note			11,900,000	11,900		130,900		142,800
Common stock issued for services rendered			20,250,000	20,250	(38,121)	6,120,050		6,102,179
Common stock issued for cash			800,000	800		23,400		24,200
Net (loss) for the year ended December 31, 2014							(6,473,732)	(6,473,732)
Balances, December 31, 2014	1,666,667	$ 1,667	77,612,116	$ 77,612	$ (38,121)	$ 6,228,683	$ (7,191,584)	$ (921,743)
Conversion of preferred stock	(666,667)	(667)	6,666,670	6,667		(6,000)		-
Common stocks issued for partial settlement of convertible note			24,764,001	24,764		272,405		297,169
Common stock issued for services rendered					38,121			38,121
Common stocks issued for partial settlement of convertible note			2,000,000	2,000		700		2,700
Reclassification of derivative liability associated with debt conversion						2,729		2,729
Net income for the year ended December 31, 2015							27,121	27,121
Balances, December 31, 2015	1,000,000	$ 1,000	111,042,787	$ 111,043	$ -	$ 6,498,517	$ (7,164,463)	$ (553,903)

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

VIADERMA, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2015 and 2014
(UNAUDITED)

	For the Years Ended December 31, 2015	December 31, 2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ 27,121	$ (6,473,732)
Adjustments to reconcile net (loss) to net cash (used in) operations:		
Depreciation	964	964
Common Stock issued for services rendered	38,121	6,102,179
Adjustment relating to reverse merger	-	(7,288)
Derivative Liabilities Expense	(52,650)	95,484
Amortization of discount to note payable	22,027	78,473
Changes in operating assets and liabilities:		
Accounts receivable - related party	(169,980)	-
Inventory	4,900	(5,400)
Accrued interest payable	97,249	82,851
Accrued expenses	21,059	1,500
Common stock to be issued	-	1,025
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	(11,189)	(123,944)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of three notes payable	-	100,500
Proceeds from sales of stock	-	24,200
Proceeds from notes payable	10,451	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	10,451	124,700
NET INCREASE IN CASH AND CASH EQUIVALENTS	(738)	756
CASH AND CASH EQUIVALENTS,		
BEGINNING OF THE PERIOD	756	-
END OF THE PERIOD	$ 18	$ 756
Supplemental disclosures of non-cash investing and financing activities:		
Stock issued to settle partial accrued interest	$ 148,969	$ 66,000
Stock issued to settle related parties notes	$ -	$ 76,800
Stock issued to settle partial convertible notes	$ 150,900	$ -
Debt discount issued with convertible notes	$ -	$ 100,500
Notes payable issued for accrued expenses	$ 10,451	$ -

The accompanying notes are an integral part of these financial statements

NOTE 1 – BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared by management in accordance with accounting principles generally accepted in the United States ("GAAP").

NOTE 2 – ORGANIZATION AND BUSINESS BACKGROUND

ViaDerma, Inc. ("VDRM" or the "Company") was incorporated under the laws of the State of Florida on January 11, 2007 as Murals by Maurice, Inc. On July 1, 2009, the Company changed its name to Décor Products International, Inc. and redomiciled to the State of Nevada on April 6, 2010. The Company again changed its name to ViaDerma, Inc. on May 6, 2014 to reflect the Plan of Exchange disclosed below. The Company's common shares are quoted on the "Pink Sheets - Other" quotation market under the symbol "VDRM".

On March 21, 2014, a Plan of Exchange (the "Exchange") was executed between and among the Company, ViaDerma II Inc., a Nevada corporation, the majority stockholder of the Company and the majority stockholder of ViaDerma, II Inc. ("ViaDerma Stockholders"), pursuant to which the Company acquired 100% of the Capital Shares of ViaDerma in exchange for an issuance by the Company of 44,000,000 shares of Common Stock to ViaDerma Stockholders, and/or their assigns. The above issuance gave ViaDerma Stockholders and/or their assigns a 'controlling interest' in the Company representing approximately 98.52% of the then issued and outstanding shares of the Company's Common Stock. The transaction resulted in a change in control of the Company. The Company and ViaDerma were hereby reorganized, such that the Company acquired 100% of the Capital Shares of ViaDerma, and ViaDerma, II Inc. became a wholly-owned subsidiary of the Company.

The reorganization between the Company and ViaDerma has been accounted for as a reverse acquisition and recapitalization of the Company whereby ViaDerma, II Inc. is deemed to be the accounting acquirer (legal acquiree) and the Company to be the accounting acquiree (legal acquirer). The accompanying consolidated financial statements are in substance those of ViaDerma, II Inc., with the assets, liabilities, revenues and expenses, of the Company being included effective from the date of stock exchange transaction. The Company is deemed to be a continuation of the business of ViaDerma. Accordingly, the accompanying consolidated financial statements include the following:

(1) The balance sheet consists of the net assets of the accounting acquirer at historical cost and the net assets of the accounting acquiree at historical cost;

(2) The financial position, results of operations, and cash flows of the accounting acquirer for all periods presented as if the recapitalization had occurred at the beginning of the earliest period presented and the operations of the accounting acquiree from the date of stock exchange transaction.

The Company and its subsidiary, ViaDerma, II Inc., are hereinafter referred to as (the "Company").

The Company, through its subsidiary, is mainly engaged in the manufacture and sales of pharmaceutical related products in the United States of America.

NOTE 3 – GOING CONCERN UNCERTAINTIES

The accompanying condensed consolidated financial statements have been prepared using the going concern basis of accounting, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

As of December 31, 2015, the Company was in default on the repayment of certain convertible notes and promissory notes with an aggregate principal amount of $277,800, which are immediately due and payable. The continuation of the Company as a going concern through December 31, 2016 is dependent upon the continuing financial support from its stockholders or negotiation of repayment term. Management believes the existing shareholders will provide the additional cash to meet the Company's obligations as they become due.

These factors raise substantial doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets and liabilities that may result in the Company not being able to continue as a going concern.

NOTE 4 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying condensed consolidated financial statements reflect the application of certain significant accounting policies as described in this note and elsewhere in the accompanying condensed consolidated financial statements and notes.

- Use of estimates

In preparing these condensed consolidated financial statements, management makes estimates and assumptions that affect the reported amount of assets and liabilities in the balance sheets and revenues and expenses during the periods reported. Actual results may differ from these estimates.

- Basis of consolidation

The condensed consolidated financial statements include the accounts of VDRM and its subsidiary. All significant inter-company balances and transactions within the Company have been eliminated upon consolidation.

- Cash and cash equivalents

Cash and cash equivalents are carried at cost and represent cash on hand, demand deposits placed with banks or other financial institutions and all highly liquid investments with an original maturity of three months or less as of the purchase date of such investments.

NOTE 4 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- Accounts receivable

Accounts receivable are recorded at the invoiced amount and do not bear interest. The Company extends unsecured credit to its customers in the ordinary course of business but mitigates the associated risks by performing credit checks and actively pursuing past due accounts. An allowance for doubtful accounts is established and determined based on managements' assessment of known requirements, aging of receivables, payment history, the customer's current credit worthiness and the economic environment. As of December 31, 2015, the Company had accounts receivable of $169,980, all of which was from related party, and the allowance for uncollectible accounts was $0.

- Patents

The Company developed several patents for its products. Costs incurred for submitting the applications to the United States Patent and Trademark Office for these patents have been capitalized. Patent costs are being amortized using the straight-line method over the related 15 year lives. The Company begins amortizing patent costs once a filing receipt is received stating the patent serial number and filing date from the Patent Office.

- Plant and equipment

Plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Depreciation is calculated on the straight-line basis over the following expected useful lives from the date on which they become fully operational and after taking into account their estimated residual values:

	Expected useful lives
Furniture	7 years
Office equipment	5 years

Expenditure for repairs and maintenance is expensed as incurred. When assets have retired or sold, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in the other income / (expenses) section of the Statement of Operations.

During the year ended December 31, 2015, the Company had depreciation expenses of $964.

- Valuation of long-lived assets

In accordance with the provisions of Accounting Standards Codification ("ASC") Topic 360-10-5, "*Impairment or Disposal of Long-Lived Assets*", all long-lived assets such as plant and equipment and construction in progress held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is evaluated by a comparison of the carrying amount of assets to estimated discounted net cash flows expected to be generated by the assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amounts of the assets exceed the fair value of the assets. There has been no impairment charge for the year presented.

NOTE 4 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- Revenue recognition

In accordance with ASC Topic 605, "*Revenue Recognition*", the Company recognizes revenue when persuasive evidence of an arrangement exists, transfer of title has occurred or services have been rendered, the selling price is fixed or determinable and collectibility is reasonably assured. Cost of goods sold consists primarily of material costs which are directly attributable to the manufacture of products.

- Income taxes

Income taxes are determined in accordance with ASC Topic 740, "Income *Taxes*" ("ASC 740"). Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted income tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Any effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

ASC 740 prescribes a comprehensive model for how companies should recognize, measure, present, and disclose in their financial statements uncertain tax positions taken or expected to be taken on a tax return. Under ASC 740, tax positions must initially be recognized in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions must initially and subsequently be measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the tax authority assuming full knowledge of the position and relevant facts.

For the year ended December 31, 2015, the Company did not have any interest and penalties associated with tax positions. As of December 31, 2015, the Company did not have any significant unrecognized uncertain tax positions.

- Net income (loss) per share

The Company calculates net income (loss) per share in accordance with ASC Topic 260, "Earnings *per Share*". Basic income per share is computed by dividing the net income by the weighted-average number of common shares outstanding during the period. Diluted income per share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents, consisting of shares that might be issued upon exercise of common stock options and conversion of convertible notes. In periods where losses are reported, the weighted-average number of common shares outstanding excludes common stock equivalents, because their inclusion will be anti-dilutive.

NOTE 4 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- Fair value of financial instruments

The Company measures its financial and non-financial assets and liabilities, as well as makes related disclosures, in accordance with FASB Accounting Standards Codification No. 820, *Fair Value Measurement* ("ASC 820"), which provides guidance with respect to valuation techniques to be utilized in the determination of fair value of assets and liabilities. Approaches include, (i) the market approach (comparable market prices), (ii) the income approach (present value of future income or cash flow), and (iii) the cost approach (cost to replace the service capacity of an asset or replacement cost). ASC 820 utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3: Unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one more significant inputs or significant value drivers are unobservable.

Our financial instruments include cash, inventories, accounts payable, accrued liabilities, convertible note payable, and derivative liabilities.

The carrying values of the Company's cash, inventories, accounts payable and accrued liabilities approximate their fair value due to their short-term nature.

The Company's convertible note payable are measured at amortized cost.

The derivative liabilities are stated at their fair value as a level 3 measurement. The Company used a Black-Scholes model to determine the fair values of these derivative liabilities. See Note 5 for the Company's assumptions used in determining the fair value of these financial instruments.

- Convertible note payable

The Company accounts for convertible note payable in accordance with the FASB Accounting Standards Codification No. 815, Derivatives and Hedging, since the conversion feature is not indexed to the Company's stock and can't be classified in equity. The Company allocates the proceeds received from convertible note payable between the liability component and conversion feature component. The conversion feature that is considered embedded derivative liabilities has been recorded at their fair value as its fair value can be separated from the convertible note and its conversion is independent of the underlying note value. The Company has also recorded the resulting discount on debt related to the conversion feature and is amortizing the discount using the effective interest rate method over the life of the debt instruments.

NOTE 4 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- Derivative liabilities

The Company accounts for derivative liabilities in accordance with the FASB Accounting Standards Codification No. 815, Derivatives and Hedging ("ASC 815"). ASC 815 requires companies to recognize all derivative liabilities in the balance sheet at fair value, and marks it to market at each reporting date with the resulting gains or losses shown in the Statement of Operations.

- Related parties

The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the related parties include a. affiliates of the Company; b. entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825–10–15, to be accounted for by the equity method by the investing entity; c. trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d. principal owners of the Company; e. management of the Company; f. other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g. other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The consolidated financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a. the nature of the relationship(s) involved; b. a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c. the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d. amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

As of December 31, 2015, the Company had accounts receivable balances from related parties in amount of $169,980. Material related party debt transactions have been identified in Note 6 to the financial statements.

- Uncertain tax positions

Company did not take any uncertain tax positions and had no adjustments to unrecognized income tax liabilities or benefits pursuant to the provisions of Section 740-10-25 for the year ended December 31, 2015.

NOTE 4 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- Subsequent events

The Company adopted FASB Accounting Standards Codification 855 *"Subsequent Events"* ("ASC 855") to establish general standards of accounting for and disclosure of events that occur after the balance sheet date, but before the financial statements are issued or available to be issued.

- Recent accounting pronouncements

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements up to ASU 2015-15, and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on its consolidated financial condition or the consolidated results of its operations.

NOTE 5 – CONVERTIBLE NOTES PAYABLE

(A) Convertible Notes Payable

At December 31, 2015, the carrying value of the convertible notes payable was $180,000 and the debt discount was fully amortized. No collateral exists on any of the note instruments. All of the note instruments were originally dated December 4, 2009 and carried stated interest rates of 8%. However, see below for discussion of these notes being past due and the revised interest rates thereto.

In accordance with the terms and conditions in Promissory Notes, if the Company defaults in the payment of principal or interest due on the Promissory Notes, the holders of Promissory Notes (the "Holders") shall be entitled to receive and the Company agreed to pay all reasonable costs of collection incurred by Holders, including, without limitation, reasonable attorney's fees for consultation and suit. If any payment due is not made and remains unpaid for ten (10) days, it is in default hereof. Any such payment in default shall bear interest at 18% per annum. Should any payment not be made when due, there shall also be a late charge equal to 5% of the amount of the installment of principal or interest which is paid after the due date. In the event of default hereunder, the entire unpaid balance hereof shall, at the option of the Holders, become due and payable upon demand. All costs and fees (including reasonable fees and disbursements of legal counsel) incurred by the Holders as the result of any default by anyone liable hereunder or as the result of any collection effort by the Holders shall also be due and owing to the Holders. Failure to exercise any right shall not be deemed a waiver of the right to exercise the same at any subsequent date, or event.

On June 5, 2014, a portion of principal in amount of $76,800 and accrued interest payable in amount of $48,000 were converted into 10,400,000 shares of common stock of the Company at the conversion price of $0.012 per share.

On October 21, 2014 and November 10, 2014, a portion of accrued interest payable in amount of $12,000 and $6,000 were converted into 1,000,000 shares and 500,000 shares, respectively, of common stock of the Company at the conversion price of $0.012 per share.

During the year ended December 31, 2015, a portion of principal in amount of $148,200 and accrued interest payable in amount of $148,969 were converted into 24,764,001 shares of common stock of the Company at the conversion price of $0.012 per share.

NOTE 5 – CONVERTIBLE NOTES PAYABLE (CONTINUED)

The remaining balance of promissory notes was due as of December 31, 2015 and the Company has been in negotiations with the Holders of the promissory notes, but has not yet reached an agreement as to repayment schedule. The Company recorded the default interest of the notes in amount of $42,371 during the year ended December 31, 2015, and the accrued interest payable of $210,546 as of December 31, 2015.

(B) Convertible Notes Payable – Derivative Liabilities

On March 21, 2014, the Company entered into 10% convertible promissory note with three unrelated entity in the total amount of $100,500. The notes are due March 20, 2015 and are convertible at the lesser of $0.10 or 50% discount to market.

On October 15, 2015, a portion of principal of the convertible promissory note in amount of $2,700 was converted into 2,000,000 shares of common stock of the Company at the conversion price of $0.00135 per share.

Notes that are convertible at a discount to market are considered embedded derivatives.

Under Financial Accounting Standard Board ("FASB"), U.S. GAAP, Accounting Standards Codification, "Derivatives and Hedging", ASC Topic 815 ("ASC 815") requires that all derivative financial instruments be recorded on the balance sheet at fair value. Fair values for exchange traded securities and derivatives are based on quoted market prices. Where market prices are not readily available, fair values are determined using market based pricing models incorporating readily observable market data and requiring judgment and estimates.

The Company's convertible notes have been evaluated with respect to the terms and conditions of the conversion features contained in the notes to determine whether they represent embedded or freestanding derivative instruments under the provisions of ASC 815. The Company determined that the conversion features contained in this note of $100,500 carrying value represents a freestanding derivative instrument that meets the requirements for liability classification under ASC 815. As a result, the fair value of the derivative financial instrument in the note is reflected in the Company's balance sheet as a liability. The fair value of the derivative financial instrument of the convertible note was measured using the Black-Scholes valuation model at the inception date of the note and will do so again on each subsequent balance sheet date. Any changes in the fair value of the derivative financial instruments are recorded as non-operating, non-cash income or expense at each balance sheet date. The derivative liabilities will be reclassified into additional paid in capital upon conversion.

The table below sets forth the assumptions for Black-Scholes valuation model on December 31, 2014, October 15, 2015 and December 31, 2015, respectively. For the year ended December 31, 2015, the Company decreased the derivative liability of $195,984 by $94,418, furthermore, $2,729 was reclassified into additional paid in capital due to the conversion of $2,700, resulting in a derivative liability of $98,837 at December 31, 2015.

NOTE 5 – CONVERTIBLE NOTES PAYABLE (CONTINUED)

Reporting Date	Fair Value	Term (Years)	Assumed Conversion Price	Market Price on Issuance Date	Volatility Percentage	Risk-free Rate
12/31/2014	$195,984	0.22	$0.007	$0.014	903%	0.0003
10/15/2015	$ 2,729	0.003	$0.002	$0.004	782%	0.0001
12/31/2015	$ 98,837	0.003	$0.001	$0.003	782%	0.0016

At December 31, 2015, the carrying value of the convertible notes payable was $97,800 and the debt discount was fully amortized. The Company recorded interest expense of $23,999 related to the Notes and amortization of debt discounts in amount of $22,027 during the year ended December 31, 2015. The Notes were in default as of December 31, 2015 and the accrued interest payable related to these notes were $31,846 as of December 31, 2015.

The Notes	
Proceeds	100,500
Less derivative liabilities on initial recognition	(100,500)
Value of the Notes on initial recognition	0
Add accumulated accretion expense	100,500
Less note conversion	(2,700)
Balance as of December 31, 2015	97,800

(C) Convertible Notes Payable – Derivative Liabilities

On January 26, 2015, the Company entered into a 10% promissory note (the "Note") with an unrelated third party (the "Note Holder"), pursuant to which the Note Holder agreed to invest total amount up to $50,000 into the Company for the purchase of inventories. In the case that the Note Holder was not paid back in full within six months from the date of investment, the Note Holder had an option to convert any and all unpaid principal and accrued interest into common shares of the Company at a 50% discount to the average closing bid price for the last twenty days immediately prior to the Conversion Notice delivery date. As of December 31, 2015, the outstanding balance of the Note was $10,451. The Company recorded interest expense of $879 related to the Note during the year ended December 31, 2015. The Note was currently in default and the default penalty of $30,000 was included in the interest expenses for the year ended December 31, 2015.

Notes that are convertible at a discount to market are considered embedded derivatives.

Under Financial Accounting Standard Board ("FASB"), U.S. GAAP, Accounting Standards Codification, "Derivatives and Hedging", ASC Topic 815 ("ASC 815") requires that all derivative financial instruments be recorded on the balance sheet at fair value. Fair values for exchange traded securities and derivatives are based on quoted market prices. Where market prices are not readily available, fair values are determined using market based pricing models incorporating readily observable market data and requiring judgment and estimates.

NOTE 5 – CONVERTIBLE NOTES PAYABLE (CONTINUED)

The Company's convertible notes have been evaluated with respect to the terms and conditions of the conversion features contained in the notes to determine whether they represent embedded or freestanding derivative instruments under the provisions of ASC 815. The Company determined that the conversion features contained in this note of $41,330, including accrued interests and penalty, represents a freestanding derivative instrument that meets the requirements for liability classification under ASC 815. As a result, the fair value of the derivative financial instrument in the note is reflected in the Company's balance sheet as a liability. The fair value of the derivative financial instrument of the convertible note was measured using the Black-Scholes valuation model at the inception date of the note and will do so again on each subsequent balance sheet date. Any changes in the fair value of the derivative financial instruments are recorded as non-operating, non-cash income or expense at each balance sheet date. The derivative liabilities will be reclassified into additional paid in capital upon conversion.

The table below sets forth the assumptions for Black-Scholes valuation model on December 31, 2015.

Reporting Date	Fair Value	Term (Years)	Assumed Conversion Price	Market Price on Issuance Date	Volatility Percentage	Risk-free Rate
12/31/2015	$ 41,768	0.003	$0.001	$0.003	782%	0.0016

NOTE 6 – RELATED PARTY TRANSACTIONS

During the year ended December 31, 2015, the increase in accounts receivable from a related party was $169,980 in connection with the product sale of $99,980 and licensing fee of $70,000 from a related company partially owned by Dr. Chris Otiko, the President of the Company.

NOTE 7 – STOCKHOLDERS' EQUITY

As of December 31, 2015, the Company had 150,000,000 shares of common stock, $0.001 par value, authorized, of which 111,042,787 shares issued and outstanding, and had 50,000,000 shares of preferred stock, $0.001 par value, authorized, of which 1,000,000 shares issued and outstanding. Each share of preferred stock has conversion ratio and voting right of 10:1.

On September 10, 2014, the Company entered into a consulting agreement with Mirador Consulting LLC for services rendered in exchange for 500,000 shares of Common Stock of the Company. The agreement was effective from September 10, 2014 ending March 10, 2015. The fair value of this stock issuance was determined by the fair value of the Company's Common Stock on the grant date, at a price of approximately $0.20 per share. Accordingly, the Company calculated the stock based compensation of $100,000 at its fair value and booked pro rata within the relative service periods. For the year ended December 31, 2015, the Company recognized stock based compensation of $38,121 to the consolidated statements of operations. There were no unrecognized compensation as of December 31, 2015.

NOTE 7 – STOCKHOLDERS' EQUITY (CONTINUED)

During the year ended December 31, 2015, a portion of principal in amount of $148,200 and accrued interest payable in amount of $148,969 were converted into 24,764,001 shares of common stock of the Company at the conversion price of $0.012 per share.

During the year ended December 31, 2015, 666,667 shares of preferred stock of the Company were converted into 6,666,670 shares of common stock at the ratio of 10:1 upon the request from the preferred shareholder.

On October 15, 2015, a portion of principal of the convertible promissory note in amount of $2,700 was converted into 2,000,000 shares of common stock of the Company at the conversion price of $0.00135 per share.

NOTE 8 – WARRANTS

As of December 31, 2015, the Company has 1,048,333 shares of outstanding warrants at the weighted-average exercise price of $3.15. There was no movement during the year ended December 31, 2015. The Company measured the fair value of warrants on the grant date using the Black-Scholes option pricing model, with the following assumptions:

Expected life (in years)	5
Volatility	159%
Risk free interest rate	0.31%-0.37%
Dividend yield	0%

NOTE 9 – INCOME TAXES

At December 31, 2015, the Company had federal and state net operating loss carry forwards of approximately $7,165,000 that expire in various years through the year 2035.

Due to operating losses, there is no provision for current federal or state income taxes for the year ended December 31, 2015.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amount used for federal and state income tax purposes.

The Company's deferred tax asset at December 31, 2015 consists of net operating loss carry forwards calculated using federal and state effective tax rates equating to approximately $2,794,000 less a valuation allowance in the amount of approximately $2,794,000. Because of the Company's lack of earnings history, the deferred tax asset has been fully offset by a valuation allowance.

NOTE 9 – INCOME TAXES (CONTINUED)

The Company's total deferred tax asset as of December 31, 2015 is as follows:

Net operating loss carry forwards	$ 2,794,000
Valuation allowance	(2,794,000)
Net deferred tax asset	$ 0

The reconciliation of income taxes computed at the federal and state statutory income tax rate to total income taxes is as follows:

Income tax computed at the federal statutory rate	34%
Income tax computed at the state statutory rate	5%
Valuation allowance	(39%)
Total deferred tax asset	0%

No provision for deferred tax assets or liabilities has been made, since the Company has no material temporary difference between the tax bases of assets and liabilities and their carrying amounts.

NOTE 10 – SUBSEQUENT EVENTS

In accordance with ASC Topic 855-10, the Company has analyzed its operations subsequent to December 31, 2015 to the date these consolidated financial statements were issued. The Company does not have any material subsequent events to disclose in these financial statements other than the followings:

On November 25, 2015, one of the Note holders submitted a conversion notice to convert a portion of principal in amount of $152 and accrued interest of $9,848 into 10,000,000 shares of common stock of the Company at the conversion price of $0.001 per share. The 10,000,000 shares were issued during the first quarter of 2016.

I, Chris Ayo Otiko certify that:

1. I have reviewed the Consolidated Financial Statements for the years ended December 31, 2015 of ViaDerma, Inc.

2. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference hereto, 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 hereto.

Date: March 17, 2016

/s/: Chris Ayo Otiko
Chris Ayo Otiko
President