QED Connect, Inc.

Consolidated Financial Statements

For the Twelve Months Ended December 31, 2015
(Unaudited)

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QED CONNECT, INC.
CONSOLIDATED BALANCE SHEET
(Unaudited)

	December 31, 2015	December 31, 2014
ASSETS		
Current assets		
Cash	$ 18,978	$ 35,041
Accounts Receivable	$ -	$ -
Note Receivable	$ -	486,841
Investments	$ 40,000	249,500
Deferred Tax Asset	$ -	-
Total current assets	58,978	771,382
Gold Mine, net	$ 1,925,000	1,958,333
Other non-current assets	$ -	2,500,000
Goodwill	$ -	2,500,000
Total assets	$ 1,983,978	$ 7,729,715
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and other accrued liabilities	$ 544,398	$ 1,461,765
Convertible notes payable	$ 1,497,003	1,805,375
Notes payable	$ 843,230	1,151,150
Accrued interest	$ 976,147	1,177,749
Current portion of capital lease obligations	$ 26,015	26,015
Total current liabilities	3,886,792	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,	$ (4,529,831)	$ (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 and 268,656,650 shares issued and outstanding,	$ 2,026,771	1,738,792
respectively	$ -	
Additional paid-in-capital	$ 4,795,923	4,980,331
Accumulated deficit	$ (9,695,677)	(5,474,756)
Non Controlling Interest		-
Total shareholders' equity	$ (7,402,814)	$ (3,392,339)
Total liabilities and shareholders' equity	$ 1,983,978	$ 7,729,715

QED CONNECT, INC.

CONSOLIDATED STATEMENT OF OPERATIONS
(Unaudited)

	2015	2014
Net Revenues	$ 3,510,000	$ 2,062,500
Cost of Sales	$ 3,334,500	$ 1,959,375
Gross Profit	$ 175,500	$ 103,125
Operating Expenses		
General and Administrative	$ 142,982	$166,836
Interest expense	$ 212,905	$193,746
Total Operating Expenses	$ 355,888	$294,231
Depreciation	$ 33,333	$ 33,333
Net Write Offs	$ 4,003,401	
Net loss	$ (4,220,922)	$(290,790)
Basic and diluted loss per share	$(0.00)	$(0.00)

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

	December 31 **2015**	Dec 31 **2014**
Cash Flows From Operating Activities		
Net loss	($4,220,922)	($290,790)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities		
Depreciation	$ 33,333	33,333
Changes in assets and liabilities (net of dispositions and acquisitions)		
Accounts receivable		
Notes receivable	$ 486,841	($241,673)
Loss On Investments	$ 209,500	
Other non-current assets	$ 5,000,000	
Accounts payable and other accrued liabilities	$ (927,769)	$ 52,460
Convertible notes payable	$ (308,372)	$ 44,950
Notes payable	$ (307,920)	$ -
Accrued interest	$ (201,602)	$169,930
Current portion of capital lease obligations		
Net cash used in operating activities	(236,911)	($231,791)
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		
Issuance of Preferred stock for services rendered	64,375	
Issuance of Preferred stock for acquisition	42,500	
Issuance of common stock for debt conversion	$288,307	$59,357
Issuance of common stock for services rendered	$-	$-
Issuance of convertible notes officer		
Sale of Stock		
Additional paid-in-capital	$(188,408)	$216,551
Net cash provided by financing activities	210,774	$275,908
Net increase (decrease) in cash	($26,137)	34,043
Cash at beginning of period	$45,116	$32
Cash at end of period	$ 18,979	$ 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 $4,220,922, and $290,790 for the periods ended December 31, 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 2015.

At December 31, 2015 the Company had a $18,978, cash balance, a deficit working capital of $3,827,815 and an accumulated deficit of $7,402,814.

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 most all adjustments, consisting only of adjustments of a normal recurring nature, necessary for a fair presentation of the Company's financial position as of December 31, 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 only the March accounting numbers and*

then increasing 4 times the revenue and expenses with a net going to the Accounts Payable due to the death of our in country representative. These numbers will be restated once we obtain the appropriate facts. Also the Preferred Stock for the Purchase of the Columbian Mine and Sacha Inca Nuts has yet to be issued, along with other Preferred Stocks.

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, and as such all Goodwill was written off in this accounting period.

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

September 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 December 31, 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 we understand only applies o the Gold Mine, 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.

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 December 31, 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 twelve months ending December 31, 2015.

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

NOTE 4- FURNITURE AND EQUIPMENT

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

The above reflects US operations. Colombian Furniture and Equipment will be stated in future filings.

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 had 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, and as such 100% of the value of those assets was removed from the Balance sheet as of December 31, 2015.

NOTE 6 – Gold Mine

On **June 17, 2015**, the Company acquired all the assets of the La Palmichala Mine, which operates both a Gold Mine. 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 a $1,000,000 due annually thereafter.

When the Company acquired Green M&S, it elected to not book the reserves of the Gold Mine, but to keep track of its value off the Mineral deposits 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. As the Company, at this time, has not updated the report this is considered the best method to look at the valuation, and due to the recent death of our in-

country representative, we have not been able to get an accurate count of the ore mined for the last 9 months.

NOTE 7 – ACCOUNTS PAYABLE AND OTHER ACCRUED LIABILITIES

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

	December 31, 2015	December 31, 2014
Related Party Transaction	$ 662,718	643,428
Trade accounts payable and other accrued liabilities	$ 5,751	$ 818,337
To adjust for forecast of income Statement	$ (124,071)	
	$ 544,398	$ 1,461,765

The Company no longer has details or statement histories and has not received any communication from the Venders from past due invoices for goods and or services from over seven (7) years ago and has written off $795,957 of prior Accounts Payable.

NOTE 8 – CONVERTIBLE NOTES

As of December 31, 2015 the Company had outstanding 1,497,003 of Convertible notes pursuant to certain convertible notes payable.

During 2005 and 2006 the Company received $701,500 (current balance $651,500) of funding from various sources in the form of loans evidenced by notes that bear interest at 7% according to the terms and conditions of each note. The notes carry a conversion to common stock at $.25 at maturity. The Company has classified these Notes Payable as current liabilities at June 30, 2015.

During 2008 the Company received $100,000 (current balance $50,000) of funding from a shareholder in the form of a convertible note bearing interest of 8%.

During 2012 the Company received $100,000 of funding from a shareholder in the form of a convertible note bearing interest of 10% that may be converted at $.01 at maturity.

During 2013 the Company received $54,000 of funding from various shareholders in the form of a convertible note bearing interest of 8-10% that maybe converted at $.01 at maturity.

During 2014 the Company received $34,000 of funding from various shareholders in the form of a convertible note bearing interest of 7-8% that maybe converted at $.01 at maturity.

During 2014 the Company received $220,000 of funding from a shareholder in the form of a convertible note bearing interest of 8% that maybe converted at $.15 at maturity.
During 2014 and 2015 the Company received $53,000 from a shareholder in the form of a convertible note bearing interest of 10%.

The officers hold convertible notes of $321,442 for deferred compensation.

As of December 31, 2015, convertible notes payable and related accrued interest amounted to $1,497,003 and $793,223 and $651,150 and $408,232 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 December 31, 2015. During the year the Notes were reviewed and the resulting outstanding obligations realized a net reduction of the Convertible and Notes Payable of $495,253, and $401,730 in Accrued Interest Expense.

NOTE 9 – NOTES PAYABLE

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

As of December 31, 2015 the Company had outstanding $343,230 of Notes Payable at various Interest rates, all of the notes are in default and the current balance of the accrued Interest is $182,923 as of December 31, 2015. During the year the Notes were reviewed and the resulting outstanding obligations resulted in a net reduction of the Convertible and Notes Payable of $495,253, and $401,730 in Accrued Interest Expense.

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. The Company has decided to reduce its value to reflect the current status of the Corporation, this amounted to a reduction of this Investment by $209,500.

NOTE 11 – SHAREHOLDERS' EQUITY

During the year ending December 31, 2015 the Company issued the following shares:

EQUITY ROLLFORWARD

31-Dec-14

	Preferred Stock		Common Stock		Additional	Accumulated	Shareholders'
	Shares	Amount	Shares	Amount	Paid-In-Capital	Deficit	Equity
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 debt conversion and issuances in connection with a note			290,979,340	287,979	-77,154		180,825
Issuance of Preferred Stock	106,875,000	106,875					
Net Loss for 12 months ended December 301 2015						-4,220,922	-4,220,922
Balances December 31, 2015	**356,875,000**	**181,875**	**658,992,341**	**2,026,771**	**4,903,176**	**-9,730,703**	**-3,922,111**

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 December 31, 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 December 31, 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 years ending December 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 December 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 December 31, 2015.

Other Contractual Obligations

During its normal course of business, the Company has made no 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.

Subsequent Events

In March 2015 the Company signed a Share Purchase Agreement to acquire the shares of Green M&A Solutions, a private US company that has 100% ownership of Green Mine Solutions ("GMS"), a Colombian company with active gold mining operations. GMS has an interest in the La Palmichala property, located in the municipality of Remedios, in the Nordeste sub region of the Antioquía

Department, Colombia. The region of the property is on the El Silencio geological formation, which is one of the richest formations in Colombia. Green Mine Solutions has entered into Letter of Intent (LOI) for two mines and processing plants in San Pablo and Hidalgos, located 15 and 20 minutes respectively from La Palmichala, we are in default of the loan payment on this operation and we are waiting for the outcome of the Probate hearing from the deceased owners estate in order to proceed.

GMS is also very active in the areas surrounding the mine, helping farmers to grow Sacha Inchi. Sacha Inchi is a product that is very rich in Omega 3 and is the primary crop in Colombia presently used for the substitution of illegal crops, such as the coca plant. On June 18, 2015 QED entered into an agreement with two of its shareholders and took 51% ownership interest in Inca Nut snacks Inc., and as such QED has shown 100% of the Company in its Income statement and Balance Sheet for the period ending December 31, 2015.