EF Hutton America, Inc.

UNAUDITED FINANCIAL STATEMENTS

For the quarter ended March 31, 2016

EF HUTTON AMERICA, INC.

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EF HUTTON AMERICA, INC.
CONDENSED BALANCE SHEETS

	March 31, 2016 (Unaudited)	December 31, 2015 (Audited) (Restated)
Assets		
Current assets		
Cash	$ -	$ 23,240
Prepaid expenses & other	25,000	27,509
Due from shareholder	12,500	12,500
Total current assets	37,500	63,249
Other assets:		
Loans receivable	45,250	45,250
Accrued interest receivable	5,710	4,126
License	30,000	30,000
Brand assets	10,025,000	10,025,000
Total other assets	10,105,960	10,104,376
	$10,143,460	$10,167,625
Liabilities and Stockholders' Equity		
Current liabilities:		
Advances from related parties	$ 79,280	$ 75,852
Advance from shareholder to be settled in stock	50,000	50,000
Due to related party	77,000	62,000
Deposit		150,000
Accounts payable	57,198	26,298
Accrued expense to be settled in stock	345,572	345,571
Accrued expenses	27,070	27,070
Total current liabilities	636,120	736,791
Commitments and contingencies	-	-
Stockholders' equity:		
Common stock, $0.001 par value; 90,000,000 shares authorized; 54,137,530 and 52,982,199 shares issued and outstanding, respectively	54,138	53,725
Class B common stock, $0.001 par value, 10,000,000 shares authorized, 5,797,000 issued and outstanding	5,797	5,797
Additional paid-in capital	10,592,262	10,593,038
Stock Subscribed	-	
Accumulated deficit	(1,295,220)	(1,221,726)
Total stockholders' equity	9,507,340	9,430,834
	$10,143,460	$10,167,625

See accompanying notes to condensed financial statements.

EF HUTTON AMERICA, INC.
CONDENSED STATEMENTS OF OPERATION
(Unaudited)

	Three Months Ended March 31	
	2016	**2015**
Operating expenses		
Professional Fees	$ 38,930	$ 13,779
Rent Expenses	1,350	405
Selling and Marketing	-	5,000
Stock-based compensation	-	178,023
General and administrative	34,796	34,725
Total operating expenses	75,076	231,932
Other Income		
Loss on Investment	-	
Interest income	1,584	-
Net Other Income	-	-
Loss from operations (net of tax)	$ 73,493	$(231,932)
Net loss from operations	$ 73,493	$(231,932)
Basic and diluted loss per common share		
Loss from operations	(0.00)	(0.00)
Net loss per share – basic and diluted	$ (0.00)	$ (0.00)
Weighted average number of common shares outstanding - basic and diluted	53,624,720	53,011,578

See accompanying notes to condensed financial statements.

EF HUTTON AMERICA, INC.
CONDENSED STATEMENTS OF CASH FLOW
(Unaudited)

	Three Months Ended March 31	
	2016	**2015**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (73,493)	$(231,932)
Non-Cash Adjustments:		
Stock-based compensation	-	178,023
Changes in operating assets and liabilities:		
Accounts payable	30,700	14,943
Due to related party	15,000	27,000
Accrued expenses	-	(3,461)
Prepaid Expenses	2,509	-
Accrued interest receivables	(1,584)	-
Net Cash used in (provided by) operating activities	$ 26,668	$ (15,427)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Fixed asset purchases	-	-
Loan receivable	-	-
Acquisition of intangible assets	-	-
Increase in restricted cash reserves	-	-
Net Cash used in investing activities	-	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Shares issued for cash	$ -	$ -
Advances from related parties	3,428	20,427
Advances from shareholder to be settled in stock	-	-
Due from shareholder	-	-
Debt issuance costs	-	(5,000)
Net Cash provided by financing activities	$ 3,428	$ 15,427
Net increase (decrease) in cash	(23,240)	-
Cash - Beginning of Period	$ 23,240	$ -
Cash - End of Period	$ -	$ -
SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES		
Common stock issued in registered investment advisor acquisition none		
Supplemental Disclosure		
Cash paid for interest	$ -	$ -
Cash paid for income taxes	$ -	$ -

See accompanying notes to condensed financial statements.

EF Hutton America, Inc.

Notes to Condensed Financial Statements
(Unaudited)

Note 1 – Nature of Operations

Nature of Operations
EF Hutton America, Inc. (the "Company") was incorporated in the State of Colorado on March 8, 2007 under the name of Twentyfour/seven Ventures, Inc. The name of the Company was changed to EFH Group, Inc. on October 28, 2014. Effective April 24, 2015, the name of the Company was changed to EF Hutton America, Inc.

EF Hutton Financial Corp., a wholly owned subsidiary of the company, is developing a digital financial services business including an internet marketplace that connects consumers with a network of financial providers across a range of financial products and services, including, but not limited to insurance, tax, real estate and financial planning. In addition to digital financial services, our subsidiary intends to offer specialty financial services through its institution division.

On November 25, 2014, the Company purchased certain assets of EFH Group, Inc., a Wyoming corporation ("EFH Wyoming"). The assets consist of various trademarks and license rights, rights to computer programming code and other intellectual property. Prior to the purchase, the Company engaged an independent expert to appraise the assets. Based on the fair value, the assets will be held on the balance sheet at value of $57,970,000. The Company issued a total of 52,173,000 restricted common shares and 5,797,000 restricted Class B common shares as consideration for the EFH Wyoming asset purchase.

On November 23, 2014, the assets and liabilities of the Company were contributed at book value to Liberty Ventures, Inc., a wholly owned subsidiary of the Company. The common shares of EF Hutton Financial Corp., a wholly owned subsidiary of the Company were not included in the spin-off. Effective on November 25, 2014, the Company spun off Liberty Ventures, Inc. to its shareholders as of November 24, 2014.

Note 2 – Summary of Significant Accounting Policies

Use of Estimates
The preparation of financial statements in conformity with GAAP requires the Company to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of expenses during the periods presented.

The Company makes the estimate of the ultimate outcome for these items based on historical trends and other information available when the financial statements are prepared. Changes in estimates are recognized in accordance with the accounting rules for the estimate, which is typically in the period when new information becomes available. The Company believes that significant estimates, assumptions and judgments are reasonable, based upon information available at the time they are made. Actual results could differ from these estimates, making it possible that a change in these estimates could occur in the near term.

Cash and cash equivalents
The Company considers all highly liquid investments with an original maturity of three months or less as cash equivalents.

Property and equipment
Property and equipment are recorded at cost and depreciated under straight line methods over each item's estimated useful life, generally seven years for furniture and fixtures and five years for office equipment.

Revenue recognition
The Company recognizes revenue when upon receipt of the fees received for services rendered through its Gateway system.

Income tax
The Company accounts for income taxes pursuant to ASC 740. Under ASC 740 deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Net income (loss) per share
The net income (loss) per share is computed by dividing the net income (loss) by the weighted average number of shares of common outstanding.

Long-Lived Assets
In accordance with ASC 350, the Company regularly reviews the carrying value of intangible and other long-lived assets for the existence of facts or circumstances, both internally and externally, that suggest impairment. If impairment testing indicates a lack of recoverability, an impairment loss is recognized by the Company if the carrying amount of a long-lived asset exceeds its fair value.

New Accounting Standards

From time to time, the Financial Accounting Standards Board ("FASB") or other standards setting bodies issue new accounting pronouncements. Updates to the FASB Accounting Standards Codification ("ASC") are communicated through issuance of an Accounting Standards Update ("ASU"). Unless otherwise discussed, the Company believes that the impact of recently issued guidance, whether adopted or to be adopted in the future, is not expected to have a material impact on the condensed financial statements upon adoption.

Note 3 – Going Concern

The Company's financial statements have been prepared on a going concern basis that assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company's ability to continue as a going concern depends on its ability to generate profitable operations in the future and, or, obtaining the necessary financing to meet its obligations and repay its liabilities when they come due. There is no assurance that these events will be satisfactorily completed.

Note 4 - Income Taxes

Deferred income taxes arise from the temporary differences between financial statement and income tax recognition of net operating losses and other items. Loss carryovers are limited under the Internal Revenue Code should a significant change in ownership occur. The Company accounts for income taxes pursuant to ASC 740.

Income taxes at federal and state statutory rates are reconciled to the Company's actual income taxes as follows:

	March 31, 2016
Net operating loss carryforward	-
Total Deferred Tax Asset	$ 78,436
Reserve for Deferred Tax Asset	(78,436)
Deferred tax asset, net	-

Note 5 – Fair Value of Financial Instruments

The Company has adopted the guidance of ASC 820, "Fair Value Measurement" which clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

Level 1-Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

Level 2-Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3-Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

ASC 825, "Financial Instruments", allows entities to voluntarily choose to measure certain financial assets and liabilities at fair value (fair value option). The fair value option may be elected on an instrument-by-instrument basis and is irrevocable, unless a new election date occurs. If the fair value option is elected for an instrument, unrealized gains and losses for that instrument should be reported in earnings at each subsequent reporting date. The Company has not elected to apply the fair value option to any outstanding instruments.

The Company's financial instruments primarily consist of cash, due from shareholder, receivables, accounts payable, accrued expenses and advances and amounts due to related parties. Fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The carrying amount of cash, accounts receivable, prepaid rent, customer deposits held, accounts and income taxes payable, accrued liabilities, customer deposits owed and deferred purchase agreement approximate fair value because of the short-term nature of these financial instruments. The carrying amounts of its advances and amounts due to related partis approximates fair value as of the condensed balance sheets dates presented, because interest rates on these instruments approximate market interest rates after consideration of stated interest rates.

Note 6 – Intangible Assets

On November 25, 2014, the Company purchased certain assets of EFH Group, Inc., a Wyoming corporation. The assets consist of various trademarks and license rights, rights to computer programming code and other intellectual property. The Company issued a total of 52,173,000 restricted common shares and 5,797,000 restricted Class B common shares as consideration for the EFH Wyoming asset purchase.

Note 7 – Stockholders' Equity

Common stock
On March 2, 2016, the Company issued 412,857 common shares to Triple Eight Markets related to a set of transactions that closed in October 2015 as described in the 2015 annual report.

On March 22, 2016, the board authorized and the Company entered into an employment agreement effective as of January 15, 2016 with Christopher Daniels which pays Mr. Daniels a base salary of $1 per year and provides for incentive compensation that includes a cash bonus and stock options and the right to buy up to 1,200,000 common shares at $0.50 per common share and a right to buy up to $30,000,000 of the Company's common stock at $0.50 per common share or the average of the prior twenty days closing stock price. The stock options expire on March 31, 2019. Options are exercisable with a note of up to two million dollars with a term of up to five years. The employment agreement includes healthcare and other customary benefits.

On March 22, 2016, the board authorized and the Company entered into an independent contractor agreement effective as of January 11, 2016 with John Daniels for product development and technology services which pays Mr. Daniels a fee of $10,000 per week, which is deferrable by the Company for up to one year, and provides either party a right to forego half the cash compensation in return for a option to purchase up to 1 million common shares at a price of $0.50 per share which expires on March 22, 2019.

Note 8 – Related Party Transactions

Stanley Hutton Rumbough, a director of the Company, advanced the Company $489 during the three months ended March 31, 2016. The advance is repayable upon demand and is without interest.

Christopher Daniels, an officer and director of the Company, advanced the Company $2,939 during the three months ended March 31, 2016. The advance is repayable upon demand and is without interest.

On March 18, 2015, the Company entered into a URL License Agreement with Bedom Partners, majority owned by a family member of Mr. Daniels. Under the agreement, the Company pays a license fee of $3,000 per month which fee is deferred until the company receives financing proceeds of at least $5 million. The term is perpetual.

For the three months ended March 31, 2016, the Company incurred expenses of $15,000 due to Impacct, LLC, an entity controlled by Lance Diamond, an officer of the Company.

On March 22, 2016, the board authorized and the Company entered into an employment agreement effective as of January 15, 2016 with Christopher Daniels which pays Mr. Daniels a base salary of $1 per year and provides for incentive compensation that includes a cash bonus and stock options and the right to buy up to 1,200,000 common shares at $0.50 per common share and a right to buy up to $30,000,000 of the Company's common stock at $0.50 per common share or the average of the prior twenty days closing stock price. The stock options expire on March 31, 2019. Options are exercisable with a note of up to two million dollars with a term of up to five years. The employment agreement includes healthcare and other customary benefits.

Note 9 – Subsequent Events

On April 16, 2016, the board adopted a resolution to rescind 400,000 shares granted issued to management as part of the 2015 Executive Incentive Plan ("2015 EIP") and to cancel 400,000 shares that were granted and as yet unissued under the 2015 EIP. In aggregate, 800,000 shares that were granted was rescinded or cancelled.

On April 16, 2016, the board adopted a resolution to provide a stock option as part of the 2015 EIP. Under the 2015 EIP, an option to buy 200,000 shares is issued to each of Mr. S.H. Rumbough, Mr. C. Daniels, Mr. D. White, Mr. J. Daniels In aggregate, stock options to buy up to 800,000 shares at $0.40 were provided. The 2015 EIP stock options expire on June 1, 2020.

The Company has evaluated subsequent events through the date these condensed financial statements were available to be issued of May 23, 2016, and determined that there are no other reportable subsequent events.