WATER TECHNOLOGIES INTERNATIONAL INC. AND SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2016
(UNAUDITED)

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	Page
Unaudited Condensed Consolidated Balance Sheets as of March 31, 2016 and December 31, 2015	F-3
Unaudited Condensed Consolidated Statements of Operations for the Three Months ended March 31, 2016 and 2015	F-4
Unaudited Condensed Consolidated Statements of Cash Flows for the Three Months ended March 31, 2016 and 2015	F-5
Unaudited Condensed Consolidated Statement of Equity (Deficit) for the Years Ended December 31, 2015 and 2014, and for the Three Months Ended March 31, 2016	F-6
Notes to Unaudited Condensed Consolidated Financial Statements	F-7 to F-19

WATER TECHNOLOGIES INTERNATIONAL INC. AND SUBSIDIARIES
Consolidated Balance Sheets
As of March 31, 2016 and December 31, 2015
(Unaudited)

ASSETS	March 31, 2016	December 31, 2015
CURRENT ASSETS		
Cash and cash equivalents	$ 4,891	$ 1,096
Inventory	39,927	39,927
Other receivable	5,000	5,000
TOTAL CURRNET ASSETS	49,818	46,023
INTANGIBLE ASSETS		
Trademark, net of amortization	10,000	10,000
Patent, net of amortization	134,923	140,874
NET INTANGIBLE ASSETS	144,923	150,874
TOTAL ASSETS	$ 194,741	$ 196,897
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 17,934	$ 17,934
Convertible notes payable (net of discount of $75,693)	53,536	41,710
Notes payable	10,200	-
Derivative liabilities	194,136	158,037
Accrued officer compensation	198,076	160,346
Due to third parties	5,000	5,000
Customer deposits	15,692	15,692
Other payables and accrued expenses	41,118	73,346
Preferred stock to be issued	10,000	10,000
TOTAL CURRENT LIABILITIES	545,692	482,065
TOTAL LIABILITIES	$ 545,692	$ 482,065
STOCKHOLDERS' (DEFICIT)		
Preferred stock (par value $.00001, 2,000,000 shares authorized, of which 1,155,000 and 1,440,000 shares issued and outstanding as of March 31, 2016 and December 31 2015, respectively)	12	15
Common stock (par value $.00001, 750,000,000 shares authorized, of which 263,759,976 and 233,818,856 shares issued and outstanding as of March 31, 2016 and December 31, 2015, respectively)	2,637	2,338
Additional paid in capital	3,396,967	8,858,269
Deferred compensation	-	-
Deferred expenses	(125,000)	(5,225,000)
Subscription receivable	-	(500,000)
Retained earnings (deficit)	(3,625,567)	(3,420,790)
TOTAL STOCKHOLDERS' (DEFICIT)	(350,951)	(285,168)
TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT)	$ 194,741	$ 196,897

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

WATER TECHNOLOGIES INTERNATIONAL INC. AND SUBSIDIARIES
Consolidated Statements of Operations
For the Three Months Ended March 31, 2016 and 2015
(Unaudited)

	For the Three Months Ended	
	March 31, 2016	March 31, 2015
Revenues		
Sales	$ 7,297	$ 16,694
Cost of sales	3,949	4,360
Gross profit	3,348	12,334
Operating expenses		
Selling General and Administrative	90,360	56,887
Stock based compensation	85,500	34,061
Research and development expenses	-	-
Total operating expenses	175,860	90,948
Income (Loss) from Operations	(172,512)	(78,614)
Other income (expenses)		
Interest expenses	-	(2,063)
Amortization of debt discount	(24,096)	
Change in derivative liabilities	(8,193)	
Gain (loss) on extinguishment of debt	24	-
Total other income (loss)	(32,265)	(2,063)
Income (loss) before income taxes	(204,777)	(80,677)
Income taxes	-	-
Net Income (Loss)	$ (204,777)	$ (80,677)
Earnings (loss) per share		
Basic	**	**
Weighted average number of shares outstanding		
Basic	255,612,962	179,610,372

** Less than $.01

The accompanying notes are an integral part of the financial statements

WATER TECHNOLOGIES INTERNATIONAL INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
For the Three Months Ended March 31, 2016 and 2015
(Unaudited)

	For The Three Months Ended March 31, 2016	March 31, 2015
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ (204,777)	$ (80,677)
Adjustments to reconcile net income (loss) to net cash (used in) operating activities:		
(Gain) loss on extinguishment of debt	(24)	-
Amortization expenses - patents	1,067	390
Amortization of debt discount	24,096	-
Change in derivative liabilities	8,193	-
Convertible notes issued for services rendered	19,736	-
Stock issued for services	85,500	34,061
Changes in operating assets and liabilities:		
Interest payable	3,718	2,063
Accrued officer compensation	37,730	33,850
Other payables and accrued expenses	(2,328)	19,034
NET CASH (USED IN) OPERATING ACTIVITIES	(27,089)	8,721
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of patent	4,884	(1,830)
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	4,884	(1,830)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from notes payable	-	-
Proceeds from convertible notes payable	26,000	-
Proceeds from issuance of shares		-
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	26,000	-
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	3,795	6,891
CASH AND CASH EQUIVALENTS:		
Beginning of period	1,096	17
End of period	$ 4,891	$ 6,908
Supplemental disclosure of cash flow information:		
Cash paid for income taxes	$ -	$ -
Cash paid for interest	$ -	$ -
Non-cash transactions:		
Cancellation of preferred stock	$ 5,600,000	$ -
Common stock issued for settlement of notes payable	$ 12,270	$ -
Conversion of rents payable to notes payable	$ 10,224	$ -
Stock issued for services	$ 8,550	$ 34,061
Common stock issued for interest	$ 3,130	$ -
Debt discount related to derivative Liabilities	$ 66,000	$ -

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

WATER TECHNOLOGIES INTERNATIONAL INC. AND SUBSIDIARIES
Consolidated Statement of Equity (Deficit)
For the Years Ended December 31, 2015 and 2014, and For the Three Months Ended March 31, 2016
(Unaudited)

	Preferred Stock		Common Stock		Additional Paid-in	Deferred	Deferred	Subscription	Retained Earnings	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Compensation	Expenses	Receivable	(Deficit)	(Deficit)
Balance, December 31, 2013	690,000	$ 7	141,910,372	$ 1,419	$ 2,578,468	$ (80,295)			$ (2,508,290)	$ (8,690)
Preferred stock conversion	(150,000)	(2)	15,000,000	150	(148)					-
Preferred stock issued for services	570,000	6	-	-	268,994	24,112	(125,000)			168,113
Preferred stock issued for cash and services	280,000	3			5,599,997		(5,100,000)	(500,000)		-
Common stock issued for services	-	-	1,200,000	12	11,988					12,000
Common stock issued for cash and services	-	-	4,000,000	40	39,960					40,000
Common stock issued for note conversion	-	-	7,000,000	70	69,930					70,000
Proceeds from sales of common shares	-	-	10,500,000	105	104,895					105,000
Proceeds from sales of preferred shares	50,000	1		-	14,999					15,000
Net (loss)									(457,919)	(457,919)
Balance, December 31, 2014	1,440,000	$ 15	179,610,372	$ 1,796	$ 8,689,084	$ (56,182)	$ (5,225,000)	$ (500,000)	$ (2,966,209)	$ (56,496)
Preferred stock issued for services		-	-	-		56,182				56,182
Proceeds from sales of preferred shares	20,000	0		-	30,000					30,000
Preferred shares conversion	(20,000)	(0)	2,000,000	20	(20)					-
Common stock issued for services	-	-	9,600,000	96	18,944					19,040
Common stock issued for notes conversion	-	-	7,692,308	77	9,923					10,000
Common stock issued for payables settlement	-	-	6,916,176	69	13,763					13,832
Reclassification of derivative liability associated with debt conversion	-	-	-	-	21,355					21,355
Proceeds from sales of common shares	-	-	15,000,000	150	29,850					30,000
Common stock issued for patents assignment			13,000,000	130	45,370					45,500
Net (loss)									(454,581)	(454,581)
Balance, December 31, 2015	1,440,000	$ 15	233,818,856	$ 2,338	$ 8,858,269	$ -	$ (5,225,000)	$ (500,000)	$ (3,420,790)	$ (285,168)
Preferred stock issued for services	45,000	0	-	-	85,500	-				85,500
Cancellation of preferred stock	(280,000)	(3)		-	(5,599,997)		5,100,000	500,000		0
Preferred shares conversion	(50,000)	(1)	5,000,000	50	(49)					0
Common stock issued for notes conversion	-	-	24,941,120	249	15,151					15,400
Reclassification of derivative liability associated with debt conversion	-	-	-	-	38,094					38,094
Net (loss)									(204,777)	(204,777)
Balance, March 31, 2016	1,155,000	$ 12	263,759,976	$ 2,637	$ 3,396,967	$ -	$ (125,000)	$ -	$ (3,625,567)	$ (350,951)

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

NOTE－1 ORGANIZATION AND BUSINESS BACKGROUND

Water Technologies International Inc. (the "Company") was originally incorporated in the State of Delaware, on November 18, 1998, as Cypress International, Inc. On August 10, 2005, the Company was re-domesticated to the State of Florida by merger with "Latitude Industries, Inc.", a Florida corporation incorporated on August 2, 2005, and commenced the operation under the name of Latitude Industries Inc. On May 19, 2011, the Company changed its name to Water Technologies International Inc.

On May 5, 2011, the Company entered into a Plan of Exchange agreement (the "Plan of Exchange") between and among the Company, GR8 Water Inc. ("GR8"), a Florida Corporation, the shareholders of GR8 ("GR8 Shareholders") and Ms. Carolina Hernandez and Mr. Orlando Hernandez, the Majority Shareholders of the Company. Pursuant to the Plan of Exchange, the Company acquired 26,100,000 shares of GR8 Common Stock, representing 100% ownership in GR8, in exchange for a new issuance of 29,157,931 shares of Company's Common Stock to the GR8 shareholders. The parties intend that the transactions qualify and meet the Internal Revenue Code requirements for a tax-free reorganization, in which there is no corporate gain or loss recognized by the parties, with reference to Internal Revenue Code (IRC) sections 354 and 368.

The transaction resulted in a change in control of the Company. The Company and GR8 were hereby reorganized, such that the Company acquired 100% capital stock of GR8, and GR8 Water Inc., as well as its two 100%-owned subsidiaries, Aqua Pure International Inc. and Water Technologies International LLC, became wholly-owned subsidiaries of the Company.

The reorganization between the Company and GR8 has been accounted for as a reverse acquisition and recapitalization of the Company whereby GR8 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 GR8 and its subsidiaries, with the assets and liabilities, and 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 GR8. 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.

Water Technologies International Inc. and GR8, as well as GR8's two 100%-owned subsidiaries, Aqua Pure International Inc. and Water Technologies International LLC are hereinafter referred to as (the "Company").

NOTE－2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") under the accrual basis of accounting. All intercompany accounts and transactions have been eliminated.

NOTE－2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Use of Estimates

In preparing consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the consolidated financial statements, as well as the reported amounts of revenues and expenses during the reporting periods. These accounts and estimates include, but are not limited to, the valuation of trade receivables, inventories, income taxes and the estimation on useful lives of property, plant and equipment. Actual results could differ from these estimates.

Cash and Cash Equivalents

The Company considers all short term investments with a maturity of three months or less when purchased to be cash and equivalents for purposes of the statement of cash flows.

Accounts Receivable

Accounts receivable is reported on the balance sheet at gross amounts due to the Company. Management closely monitors outstanding accounts receivable and charges off to expense any balances that are determined to be uncollectible. The Company had no accounts receivable as of March 31, 2016 and December 31, 2015, respectively.

Inventory

The Company's inventory is comprised of machine components and finished goods. Inventories are valued at the lower of cost of market with cost determined on the first-in, first-out method.

Property and Equipment

Property and equipment is stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Maintenance and repairs are expensed as incurred.

Intangibles Assets

The Company is in the process of applying for domestic patents and trademarks. Legal fees and other costs associated with obtaining these patents and trademarks will be amortized over the life of the patents and trademarks using the straight-line method after the patents and trademarks are approved by the authority.

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:

NOTE－2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Fair value of financial instruments (continued)

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, other receivable, inventories, accounts payable, accrued liabilities, convertible note payable, and derivative liabilities.

The carrying values of the Company's cash, 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 4 and 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.

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.

Revenue Recognition and Cost of Sales

Revenue is recognized when products are completed and shipped. Cost of sales includes all direct production and manufacturing expenses.

NOTE－2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Research and Development

Research and development expenses include third-party development and programming costs associated with product development expense incurred to the research findings or other knowledge into a plan or design for a new product or process or for a significant improvement to an existing product or process whether intended for sale or use. Such costs related to products development are included in research and development expense until the point that technological feasibility is reached.

Loss per Share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. If applicable, diluted earnings per share assume the conversion, exercise or issuance of all common stock instruments such as options, warrants, convertible securities and preferred stock, unless the effect is to reduce a loss or increase earnings per share. Convertible debentures and preferred stock conversions are not considered in the calculations, as the impact of the potential common shares would be to decrease the loss per share. Therefore no diluted loss per share figure is presented.

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 three months ended March 31, 2016, the Company did not have any interest and penalties associated with tax positions. As of March 31, 2016, the Company did not have any significant unrecognized uncertain tax positions.

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 of the FASB Accounting Standards Codification for the three months ended March 31, 2016.

NOTE－2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

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. A material related party transaction has been identified in Note 7 in the financial statements.

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 2016-10, 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－3 INTANGIBLE ASSETS

On May 18, 2010, the Company filed a patent application for the Atmospheric Water Generator ("AWG") and filtration units with United States Patent and Trademark Office ("USPT office"), and filed another patent application with Patent Convention Treaty to obtain global protection on May 10, 2011. The applications for patent in China and South Africa were approved in 2013.

NOTE－3 INTANGIBLE ASSETS (CONT'D)

On September 9, 2015, the Company entered into certain Assignment Agreements with Ser-Manukyan Family Holdings, Inc. (the "Assignor"), pursuant to which the Company was assigned 2 patents related to APPARATUS AND METHOD FOR A SPLIT TYPE WATER EXTRACTOR AND WATER DISPENSER in exchange for the issuance of 13,000,000 shares of common stock of the Company to the Assignor. 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 $0.0035 per share. The transaction was independently negotiated between the Company and the Assignor. The Company evaluated the transaction based on the fact that the Company had nominal trading volume for its stock, and had negative shareholder equity at the time of issuance. The issuance of stock for patents assignment preserved the limited cash available currently in the Company.

Accordingly, the Company recorded patent of $45,500 in this transaction, and amortized the cost, legal fees and other costs associated with obtaining these patents over the useful life of each patent. During the three months ended March 31, 2016 and 2015, there were amortization expenses of total $1,067 and $390, respectively, which were included in selling, general and administrative expenses in the accompanying consolidated statements of operations. Legal fees and other costs associated with the pending patents were approximately $77,479 as of March 31, 2016, which will be amortized over the life of the patents using the straight-line method after the approval.

The related cost and amortization expenses of each patent are set forth in the table below.

		March 31, 2016
Patents - pending	$	77,479
Patent in China		8,458
Patent in South Africa		9,438
Patents assigned		45,500
		140,875
Less: accumulated amortization		(5,952)
Patents, net	$	134,923

In November 2009, the Company filed a trademark application for the Atmospheric Water Generator ("AWG") and filtration units with United States Patent and Trademark Office. The application was pending as of March 31, 2016. Legal fees and other costs associated with obtaining the trademark were capitalized in amount of $10,000 as of March 31, 2016, which will be amortized over the life of the trademark using the straight-line method after the approval.

NOTE－4 NOTES PAYABLE

On January 1, 2016, the Company issued its landlord a 12% promissory note in the principal amount of $10,200 (the "Note") to settle the accrued rents payable as of December 31, 2015 in amount of $10,224, resulting in the gain of $24 from debt forgiveness during the three months ended March 31, 2016. The Note is due on December 31, 2016 and bears the interest at a rate of 12% per annum, payable at the end of each quarter. According to the Note, both principal and accrued interest should be converted into a mutually agreed amount of common shares of the Company when due.

NOTE－5 CONVERTIBLE NOTES PAYABLE

As of March 31, 2016, the Company had convertible notes payable in amount of $53,536, net of debt discount of $75,693. The breakdown of the convertible notes payable was set forth in the table below.

		March 31, 2016
Convertible notes, dated July 30, 2014 [(1)]	$	55,000
Convertible notes – Line of Credit [(2)]		51,000
Convertible notes for services rendered [(3)]		40,000
Less: partial conversion		(16,771)
		129,229
Less: unamortized debt discount		(75,693)
Convertible notes payable, net	$	53,536

(1) On July 30, 2014, the Company issued two noteholders convertible promissory notes in the principal amount of $55,000 (the "Notes"), pursuant to which the noteholders, at their options, convert all or any portion of the accrued interest and unpaid principal balance of the Notes into fully paid and non-assessable shares of common stock of the Company or its successors, at the conversion ratio of One Cent ($0.01) per share, representing the fair value of the common stock of the Company on the grant date. Accordingly, there no beneficial conversion was recorded. The Notes were restructured on October 5, 2015, pursuant to which the conversion rate was changed to 50% of the average of the lowest 3 closing prices on the primary trading market on which the Company's Common Stock is quoted for the ten (10) trading days immediately prior to but not including the Conversion Date and the maturity date will be extended to January 31, 2016.

On October 19, 2015, a portion of principal and accrued interest of the convertible promissory note in amount of $4,501 and $5,499, respectively, were converted into 7,692,308 shares of common stock of the Company at the conversion price of $0.0013 per share.

On January 4, 2016, a portion of principal and accrued interest of the convertible promissory note in amount of $7,260 and $2,740, respectively, were converted into 17,543,860 shares of common stock of the Company at the conversion price of $0.00057 per share.

On February 25, 2016, a portion of principal and accrued interest of the convertible promissory note in amount of $5,010 and $390, respectively, were converted into 7,397,260 shares of common stock of the Company at the conversion price of $0.00073 per share.

The restructure of the Notes triggered derivative liability accounting related to the Notes since the conversion ratio is considered floorless. 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 (CONT'D)

The 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 the Notes for total $55,000 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 table below sets forth the assumptions for Black-Scholes valuation model on December 31, 2015, January 4, 2016, February 25, 2016 and March 31, 2016, respectively. For the three months ended March 31, 2016, the Company decreased the derivative liability in connection with these Notes by $31,390, furthermore, $38,094 was reclassified into additional paid in capital due to the conversion of the partial principle and accrued interest totaled $15,400, resulting in a derivative liability of $34,418 in connection with these Notes at March 31, 2016.

Reporting Date	Fair Value	Term (Years)	Assumed Conversion Price	Market Price on Issuance Date	Volatility Percentage	Risk-free Rate
12/31/2015	$103,902	0.08	$0.00057	$0.0012	739%	0.0014
1/4/2016	$29,498	0.07	$0.00057	$0.0020	695%	0.0017
2/25/2016	$ 8,596	0.003	$0.00073	$0.0019	708%	0.0027
3/31/2016	$34,418	0.003	$0.00058	$0.0010	772%	0.0018

The Notes	
Proceeds	55,000
Less derivative liabilities on initial recognition	(55,000)
Value of the Notes on initial recognition	0
Add accumulated accretion expense	55,000
Less note conversion	(16,671)
Balance as of March 31, 2016	38,229

At March 31, 2016, the carrying value of the Notes was $38,229 and debt discount was $0. The Company recorded interest expense of $1,780 related to the Notes and amortization of debt discounts in amount of $12,625 during the three months ended March 31, 2016. The Notes were in default again as of the date of this report.

(2) On October 23, 2015, the Company issued an unrelated third party (the "Note Holder") a 15% promissory note (the "Note"), pursuant to which the Note Holder agreed to invest total amount up to $250,000 into the Company for working capital. The Note is convertible at the Note Holder's option into the shares of the common stock of the Company at a conversion price equal to 50% of the average of the lowest 3 closing prices for the ten (10) trading days immediately prior to but not including the Conversion Date. As of March 31, 2016, the outstanding balance of the Note was $51,000.

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

NOTE－5 CONVERTIBLE NOTES PAYABLE (CONT'D)

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 note has been evaluated with respect to the terms and conditions of the conversion features contained in the note 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 $51,000, 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 and March 31, 2016, respectively. For the three months ended March 31, 2016, the Company increased the derivative liability in connection with the Note by $36,414, resulting in a derivative liability of $90,549 in connection with the Note at March 31, 2016.

Reporting Date	Fair Value	Term (Years)	Assumed Conversion Price	Market Price on Issuance Date	Volatility Percentage	Risk-free Rate
12/31/2015	$54,135	0.85	$0.00057	$0.0012	739%	0.0065
3/31/2016	$90,549	0.76	$0.00058	$0.0010	772%	0.0039

The Note

Proceeds	51,000
Less derivative liabilities on initial recognition	(51,000)
Value of the Notes on initial recognition	0
Add accumulated accretion expense	12,348
Balance as of March 31, 2016	12,348

At March 31, 2016, the carrying value of the Notes was $12,348 and debt discount was $38,652. The Company recorded interest expense of $1,277 related to the Notes and amortization of debt discounts in amount of $8,512 during the three months ended March 31, 2016.

(3) On March 4, 2016, the Company issued an unrelated Consultant (the "Consultant") a 12% promissory note (the "Services Note") in the principal amount of $40,000 for services rendered, pursuant to which the Consultant, at his options, is entitled to convert all or any portion of the accrued interest and unpaid principal balance of the Services Note into the shares of the common stock of the Company at a conversion price of $.001 per share or 50% of the average of the lowest 3 closing bid prices for the ten (10) trading days immediately prior to but not including the Conversion Date.

The Services Note that is convertible at a discount to market is considered embedded derivatives.

NOTE－5 CONVERTIBLE NOTES PAYABLE (CONT'D)

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 Services Note has been evaluated with respect to the terms and conditions of the conversion features contained in the note 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 Services Note of $40,000, 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 March 4, 2016 (inception) and March 31, 2016, respectively. For the three months ended March 31, 2016, the Company decreased the derivative liability in connection with the Services Note by $53,621, resulting in a derivative liability of $69,169 in connection with the Services Note at March 31, 2016.

Reporting Date	Fair Value	Term (Years)	Assumed Conversion Price	Market Price on Issuance Date	Volatility Percentage	Risk-free Rate
3/4/2016	$122,790	1.00	$0.00065	$0.0021	335%	0.0067
3/31/2016	$69,169	0.93	$0.00058	$0.0010	772%	0.0059

The Note

Proceeds	40,000
Less derivative liabilities on initial recognition	(40,000)
Value of the Notes on initial recognition	0
Add accumulated accretion expense	2,959
Balance as of March 31, 2016	2,959

At March 31, 2016, the carrying value of the Notes was $2,959 and debt discount was $37,041. The Company recorded interest expense of $355 related to the Notes and amortization of debt discounts in amount of $2,959 during the three months ended March 31, 2016.

NOTE－6 DERIVATIVE LIABILITIES

As of March 31, 2016, the Company's derivative liabilities are embedded derivatives associated with the Company's convertible notes payable (see Note 5). Due to the Notes' conversion feature, the actual number of shares of common stock that would be required if a conversion of the note as described in Note 5 was made through the issuance of the Company's common stock cannot be predicted. As a result, the conversion feature requires derivative accounting treatment and will be bifurcated from the note and "marked to market" each reporting period through the statement of operations.

NOTE－6 DERIVATIVE LIABILITIES (CONT'D)

The Company measured the fair value of the derivative liabilities as $194,136 on March 31, 2016, and will subsequently remeasure the fair value at the end of each period, and record the change of fair value in the consolidated statement of operation during the corresponding period.

NOTE－7 ACCRUED OFFICER COMPENSATION

Since inception, the Company agreed to compensate its Chief Executive Officer, William Scott Tudor, for his contribution and work as the Company's Chairman and Chief Executive Officer, pursuant to which, Mr. Tudor was entitled to receive $40,000 per quarter since 2015. Accordingly, the Company recognized a total of $40,000 in expenses during the three months ended March 31, 2016. The expenses recognized as officer compensation have been included in selling, general and administrative expenses in the accompanying consolidated statements of operations.

As of March 31, 2016, the balance of accrued officer compensation was $198,076.

NOTE－8 CAPITAL STRUCTURE

As of March 31, 2016, the Company was authorized to issue 750,000,000 shares of common stock, $.00001 par value, and 2,000,000 shares of preferred stock, $.00001 par value, of which 1) 750,000 shares were designated as Series A Convertible Preferred Stock, which shall be convertible, at the option of the holder thereof, at any time after the date of issuance into one hundred (100) shares of fully paid and non-assessable shares of Common Stock; 2) 500,000 shares were designated as Series B Convertible Preferred Stock, which shall be convertible, at the option of the holder thereof, at any time after the date of issuance into one hundred (100) shares of fully paid and non-assessable shares of Common Stock; 3) 300,000 shares were designated as Series C Convertible Preferred Stock, which shall be convertible, at the option of the holder thereof, at any time after the date of issuance into one thousand (1,000) shares of fully paid and non-assessable shares of Common Stock;

As of March 31, 2016, the Company had 700,000 shares of Series A Convertible Preferred Stock, 390,000 shares of Series B Convertible Preferred Stock and 65,000 share of Series C Convertible Preferred Stock issued and outstanding. As of March 31, 2016, the Company had 263,759,976 shares of common stock issued and outstanding.

During the three months ended March 31, 2016, 50,000 shares of Series "B" Preferred Stock were converted into 5,000,000 shares of Common Stock per the preferred shareholder's instruction.

On January 4, 2016, a portion of principal and accrued interest of the convertible promissory note in amount of $7,260 and $2,740, respectively, were converted into 17,543,860 shares of common stock of the Company at the conversion price of $0.00057 per share.

On February 25, 2016, a portion of principal and accrued interest of the convertible promissory note in amount of $5,010 and $390, respectively, were converted into 7,397,260 shares of common stock of the Company at the conversion price of $0.00073 per share.

On January 27, 2016, the Company returned 280,000 shares of Series C Convertible Preferred Stock to the treasury. The issuance of the 280,000 shares of Series C Convertible Preferred Stock was in connection with a series agreement entered into on April 10, 2014 for Chinese market development. The agreements were unwound and the deferred expenses of $5,100,000 and subscription receivable of $500,000 were reversed accordingly.

NOTE – 9 PREFERRED STOCK TO BE ISSUED

In 2015, one investor submitted a subscription agreement to the Company regarding the purchase of 100,000 shares of the Company's Series "B" Preferred Stock by cash payment of $10,000, which was collected during the fourth quarter of 2015. The transaction was independently negotiated between the Company and the investor. The proceeds from the subscription agreement mitigated the Company's cash pressure in short term.

The 100,000 shares of the Company's Series "B" Preferred Stock was issued during the second quarter of 2016 and the Company recorded preferred stock to be issued in amount of $10,000 as of March 31, 2016.

NOTE – 10 STOCK BASED COMPENSATION

On February 29, 2016, the Company issued total 45,000 shares of Series "C" Preferred Stock to the two directors of the Company for their services during 2016. 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 $0.0019 per share, multiplied by 45,000,000 shares of Common Stock, which are equivalent to 45,000 shares of Series "C" Preferred Stock after the conversion. Accordingly, the Company recognized stock based compensation of $85,500 to the consolidated statements of operations for the three months ended March 31, 2016.

NOTE－11 GOING CONCERN

These consolidated financial statements have been prepared assuming that Company will continue as a going concern, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future.

As of March 31, 2016, the Company had an accumulated deficit of $3,625,567. Management has taken certain action and continues to implement changes designed to improve the Company's financial results and operating cash flows. The actions involve certain cost-saving initiatives and growing strategies, including (a) engage in very limited activities without incurring any liabilities that must be satisfied in cash until a source of funding is secured; and (b) offer noncash consideration and seek for equity lines as a means of financing its operations. If the Company is unable to obtain revenue producing contracts or financing or if the revenue or financing it does obtain is insufficient to cover any operating losses it may incur, it may substantially curtail or terminate its operations or seek other business opportunities through strategic alliances, acquisitions or other arrangements that may dilute the interests of existing stockholders.

NOTE－ 12 SUBSEQUENT EVENTS

In accordance with ASC Topic 855-10, the Company has analyzed its operations subsequent to March 31, 2016 to the date these financial statements were issued, and has determined that it does not have any material subsequent events to disclose in these financial statements other than the followings:

On April 7, 2016, a portion of principal and accrued interest of the convertible promissory note in amount of $3,386 and $6,614, respectively, were converted into 20,000,000 shares of common stock of the Company at the conversion price of $0.0005 per share.

On April 8, 2016, the Company returned 250,000 shares of Series B Convertible Preferred Stock to the treasury. The issuance of the 250,000 shares of Series B Convertible Preferred Stock was in connection with a series agreement entered into on July 10, 2014 for Chinese market development, which were subject to multiple-step called back according to the actual performance.

NOTE－ 12 SUBSEQUENT EVENTS (CONT'D)

On May 9, 2016, a portion of principal and accrued interest of the convertible promissory note in amount of $7,473 and $527, respectively, were converted into 22,857,143 shares of common stock of the Company at the conversion price of $0.00035 per share.

On May 24, 2016, the Company issued 15,000 shares of Series "C" Preferred Stock to the corporate counsel of the Company for his services during 2016.

On May 24, 2016, the Company issued 25,000 shares of Series "C" Preferred Stock to an investor for the cash payment of $5,000 pursuant to an executed subscription agreement.

On May 24, 2016, the Company issued 135,000 shares of Series "C" Preferred Stock to the President of the Company for partial settlement of the accrued officer compensation.

I, William Scott Tudor certify that:

1. I have reviewed the Consolidated Financial Statements for the three months ended March 31, 2016 of Water Technologies International, 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: May 26, 2016

/s/: William Scott Tudor
William Scott Tudor
Chief Executive Officer