

FERNHILL CORPORATION
(Formerly “Global Gold Corp.”)

Condensed Consolidated Financial Statements and Footnotes
(Unaudited)

Fernhill Corporation
Balance Sheets
(unaudited)

	<u>June 30, 2017</u>	<u>(Restated - Note 13) December 31, 2016</u>
Assets		
Current assets		
Cash	\$ 11,538	\$ (137)
Total current assets	<u>\$ 11,538</u>	<u>\$ (137)</u>
Other assets		
Loan to shareholder	-	1,492
Prepaid	2,500	-
Goodwill <i>[note 5]</i>	165,835	-
Investment in mining property <i>[note 6]</i>	-	250,000
Total other assets	<u>\$ 168,335</u>	<u>\$ 251,492</u>
Total assets	<u><u>\$ 179,873</u></u>	<u><u>\$ 251,355</u></u>
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities including interest <i>[note 7]</i>	\$ 48,954	\$ 37,860
Loan/advance	-	3,170
Total current liabilities	<u>\$ 48,954</u>	<u>\$ 41,030</u>
Other liabilities		
Obligation due to related party <i>[note 8]</i>	\$ 48,000	\$ 48,000
Notes payable <i>[note 9]</i>	-	7,490
Agreement payable <i>[note 10]</i>	40,000	40,000
Demand note payable <i>[note 11]</i>	86,003	50,386
Debt assumed on acquisition <i>[note 5]</i>	165,835	-
Total other liabilities	<u>\$ 339,838</u>	<u>\$ 145,876</u>
Total liabilities	<u>\$ 388,792</u>	<u>\$ 186,907</u>
Stockholders' equity <i>[note 13]</i>		
Common stock	\$ 38,244	\$ 34,256
Preferred shares	100	-
Additional paid-in capital	9,348,893	9,336,981
Accumulated deficit	(9,816,826)	(9,527,459)
Accumulated other comprehensive income	220,670	220,670
Total stockholders' equity	<u>\$ (208,919)</u>	<u>\$ 64,448</u>
Total liabilities and stockholders' equity	<u><u>\$ 179,873</u></u>	<u><u>\$ 251,355</u></u>

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

Fernhill Corporation
Statements of Operations
(unaudited)

	For the three months ended June 30,		For the six months ended June 30,	
	2017	2016	2017	2016
Revenue	\$ -	\$ -	\$ -	\$ -
Operating Expenses				
Professional fees	\$ 27,688	\$ 620	\$ 27,875	\$ 2,429
General and administrative	2,761	-	2,959	-
Write off investment in mining property <i>[note 6]</i>	250,000		250,000	
Total operating expenses	<u>\$ 280,449</u>	<u>\$ 620</u>	<u>\$ 280,834</u>	<u>\$ 2,429</u>
Net loss from operations	\$ (280,449)	\$ (620)	\$ (280,834)	\$ (2,429)
Other income (expense)				
Interest expense	\$ (6,952)	\$ (3,039)	\$ (10,211)	\$ (6,026)
Other income (expense)	1,678	-	1,678	1,053
Total other income (expense)	<u>\$ (5,274)</u>	<u>\$ (3,039)</u>	<u>\$ (8,533)</u>	<u>\$ (4,973)</u>
Net loss before income taxes	\$ (285,723)	\$ (3,659)	\$ (289,367)	\$ (7,402)
Provision for income tax	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Net income (loss) for the period	<u><u>\$ (285,723)</u></u>	<u><u>\$ (3,659)</u></u>	<u><u>\$ (289,367)</u></u>	<u><u>\$ (7,402)</u></u>
Basic and diluted (loss) per common share	\$ -	\$ -	\$ -	\$ -
Weighted average number of common shares	336,593,039	342,559,216	334,255,779	342,559,216

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

Fernhill Corporation
Statements of Cash Flows
(unaudited)

	For the three months ended June 30,		For the six months ended June 30,	
	2017	2016	2017	2016
Operating activities				
Net income (loss)	\$ (285,723)	\$ (3,659)	\$ (289,367)	\$ (13,086)
Adjustments to reconcile net loss to net cash used in operating activities:				
Goodwill on acquisition <i>[note 5]</i>	(165,835)	-	(165,835)	-
Write off of investment in mining property <i>[note 6]</i>	250,000	-	250,000	-
Changes in non-cash operating working capital:				
Loan to shareholder	1,492	-	1,492	-
Loan/advance	(3,170)	620	(3,170)	-
Decrease in prepaid expenses	(2,500)	-	(2,500)	-
Increase in accounts payable and accrued liabilities including interest	7,835	3,138	11,094	6,211
Net cash used in operating activities	\$ (197,901)	\$ 99	\$ (198,286)	\$ (1,624)
Investing activities				
Fixed asset (additions) dispositions	\$ -	\$ -	\$ -	\$ -
Net cash used in investing activities	\$ -	\$ -	\$ -	\$ -
Financing activities				
Adjustment to correct par value <i>[note 13]</i>	\$ (311,303)		\$ (311,303)	
Proceeds from issuance (repurchase) of common shares <i>[note 13]</i>	36,988	-	6,988	-
Proceeds from issuance of preferred shares <i>[note 13]</i>	100	-	100	-
Proceeds from notes payable <i>[note 9]</i>	(7,490)	-	(7,490)	670
Proceeds (repayment/conversion) of demand notes payable <i>[note 11]</i>	26,616	-	35,616	1,053
Debt assumed on acquisition <i>[note 5]</i>	165,835	-	165,835	-
Additional paid-in capital	299,215	-	320,215	-
Net cash provided by financing activities	\$ 209,961	\$ -	\$ 209,961	\$ 1,723
Net increase (decrease) in cash and cash equivalents	\$ 12,060	\$ 99	\$ 11,675	\$ 99
Cash and cash equivalents - beginning of period	\$ (522)	\$ (46)	\$ (137)	\$ (46)
Foreign currency translation effect on cash	\$ -	\$ -	\$ -	\$ -
Cash and cash equivalents - end of period	\$ 11,538	\$ 53	\$ 11,538	\$ 53
Supplemental disclosure of cash flow information:				
Cash paid for:				
Taxes	\$ -	\$ -	\$ -	\$ -
Interest	\$ -	\$ -	\$ -	\$ -
Non-cash investing and financing activities:				
Shares issued for debt conversion	64,883,116	-	64,883,116	-
Shares returned to treasury	-	-	30,000,000	-

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

FERNHILL CORPORATION
(Formerly “Global Gold Corp.”)
Notes to Condensed Consolidated Unaudited Financial Statements
For the Three and Six Months Ended June 30, 2017 and 2016

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

The interim financial statements of Fernhill Corporation (formerly “Global Gold Corporation”) (the “Company”) have been prepared by management and are unaudited. In the opinion of management, these financial statements reflect all adjustments of a normal recurring nature necessary for a fair presentation of the results for the interim periods presented.

Basis of Presentation

The Company has not generated significant revenues from operations. There is no bankruptcy, receivership or similar proceeding against the Company.

These unaudited financial statements are presented in United States dollars and have been prepared in accordance with United States generally accepted accounting principles (“GAAP”).

Certain information or footnotes disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) for interim financial reporting. Accordingly, they do not include all the information and footnotes necessary for a comprehensive presentation of financial position, results of operations or cash flows. It is management’s opinion, however, that all material adjustments (consisting of normal recurring adjustments) have been made which are necessary for a fair financial statement presentation.

NOTE 2 – GOING CONCERN

The accompanying financial statements have been prepared on the basis of accounting principles applicable to a “going concern”, which assume that the Company will continue in operation for at least one year and will be able to realize its assets and discharge its liabilities in the normal course of operations.

Several conditions and events cast doubt about the Company’s ability to continue as a “going concern”. The Company has incurred net losses of approximately \$9,816,826 for the period from inception, April 7, 1997, through June 30, 2017, has a liquidity problem and requires additional financing and/or sales in order to finance its business activities on an ongoing basis. The Company is actively pursuing alternative financing and has had discussions with various third parties, although no firm commitments have been obtained.

The Company’s ability to survive will depend on numerous factors including, but not limited to, the Company’s receiving continued financial support, completing public equity financing or generating profitable operations in the future.

These financial statements do not reflect adjustments that would be necessary if the Company were unable to continue as a “going concern”. While management believes that the actions already taken or planned will mitigate the adverse conditions and events which raise doubt about the validity of the “going concern” assumption used in preparing these financial statements, there can be no assurance that these actions will be successful.

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NOTE 2 – GOING CONCERN (CONTINUED)

If the Company were unable to continue as a “going concern”, then substantial adjustments would be necessary to carrying values of assets, the reported amounts of its liabilities, the reported revenue and expenses, and the balance sheet classifications used.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents

The Company considers highly liquid financial instruments purchased with a maturity of three months or less to be cash equivalents.

Per Share Data

Net loss per common share is computed by dividing net loss by the weighted average common shares outstanding during the period as defined by Financial Accounting Standards, ASC Topic 260, “Earnings per Share”. Basic earnings per common share (“EPS”) calculations are determined by dividing net income by the weighted average number of common shares outstanding during the year. Diluted earnings per common share calculations are determined by dividing net income by the weighted average number of common shares and dilutive common share equivalents outstanding. During periods when common stock equivalents, if any, are anti-dilutive they are not considered in the computation.

Use of Estimates

The preparation of financial statement in accordance with GAAP requires management to make estimates and assumption that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could materially differ from those estimates. Management believes that the estimates used are reasonable.

In management’s opinion all adjustments necessary for a fair statement of the results for the interim periods have been made.

Revenue Recognition

The Company recognizes revenue on an accrual basis. Revenue is generally realized or realizable and earned when all of the following criteria are met: 1) persuasive evidence of an arrangement exists between the Company and its customers; 2) services have been rendered; 3) the price to the customer is fixed or determinable; and 4) collectability is reasonably assured.

Fair Value of Financial Instruments

The carrying value of cash equivalents and accrued expenses approximates fair value due to the short period of time to maturity.

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NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Stock-based Compensation

The Company recognizes stock-based compensation in accordance with ASC Topic 718 “Stock Compensation” which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors including employee stock options and employee stock purchases related to an Employee Stock Purchase Plan based on the estimated fair values.

Recent Accounting Pronouncements

Management has evaluated all recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the American Institute of Certified Public Accountants and the SEC through the issuance date of these financials and they are not believed by management to have a material impact on the Company’s present or future financial position, results of operations or cash flows.

NOTE 4 – COMMITMENTS

As of June 30, 2017, the Company has a virtual office in the United States contracted on a month-to-month basis. Currently, there are no outstanding debts owed by the Company for the use of these facilities and there are no commitments for future use of the facilities.

NOTE 5 – PURCHASE AGREEMENT

On June 30, 2017 the Company entered into a purchase agreement pursuant to which the Company will purchase 100% of Worldwide Sun LLC (“Worldwide”). Worldwide is a private entity and is a developer of solar power technology and various uses of the solar power technology. Worldwide is owned by a related party. The terms of the agreement are as follows:

- The Company assumes a series of promissory notes which Worldwide owes to the related party in the amount of \$165,835, which accrue interest at 8% per annum. The Company shall assume liability for such promissory notes and will grant, to the related party, a personal property security instrument as to the assets of the Company;
- The Company will issue the related party 37,193,942 common shares. As of the date of filing these financial statements the shares have not been issued.
- The Company shall make a best effort to raise \$2,000,000 in funds for the operation of Worldwide within 12 months of the agreement. Failing such effort, the related party can unilaterally terminate the agreement by returning any shares received by reason of the agreement and releasing the security for the promissory notes and by the Company returning all trade secrets and related technology of any sort or kind it acquires and transferring back to the related party its membership interest in Worldwide.

NOTE 6 – ASSET PURCHASE AGREEMENT

On February 11, 2010 the Company entered into an asset purchase agreement to acquire 13 mining claims comprising 414.14 hectares in the Montauban and Chavigny Townships near Grondines-West in the Portneuf County, Quebec, for the purpose of exploration for gold and silver mineralization deposits.

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NOTE 6 – ASSET PURCHASE AGREEMENT (CONTINUED)

The Company acquired the mining claims for a total of approximately \$250,000 consisting of an initial deposit of CAD\$50,000 on the signing of the agreement, US\$100,000 of the Company's common shares at its fair market value on February 11, 2010, CAD\$50,000 on or before February 10, 2011 and CAD\$50,000 on or before February 11, 2012. An agreement was reached to extend this due date to December 31, 2013. See also Note 12.

The Company issued 90,000,000 common shares with a deemed value of US\$100,000 on April 16, 2010, in partial consideration of this acquisition.

On June 5, 2017 the Company received written confirmation that the Golden Mountain property claims located in the Mountauban region of Quebec have expired. During the three months ended June 30, 2017, the Company wrote off the asset in the value of \$250,000 and has no further obligations associated with these property claims.

NOTE 7 – ACCOUNTS PAYABLE AND ACCRUED LIABILITIES INCLUDING INTEREST

The Company is reviewing the balance of accounts payable and accrued interest and endeavoring to locate related documents and evidence to support this balance. If the Company is unable to find such support for this balance, the Company may reduce this balance or write off.

NOTE 8 – OBLIGATION DUE TO RELATED PARTY

On June 30, 2017 the following obligation due to related party is outstanding with an 8% per annum interest rate, and is convertible into common shares at par value:

Principal Balance	Accrued Interest	Total
\$48,000	\$5,887	\$53,887

NOTE 9 – NOTES PAYABLE

On June 30, 2017 no notes payable are outstanding. The note bearing an 8% per annum interest rate (total \$9,400) was converted into 4,883,116 common shares at .001925. (See note 13).

NOTE 10 – AGREEMENT PAYABLE

On June 30, 2017 the following agreement payable is outstanding which bears an 8% per annum interest rate and is convertible into common shares:

Principal Balance	Accrued Interest	Total
\$40,000	\$6,793	\$46,793

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NOTE 11 – DEMAND NOTES PAYABLE

On June 30, 2017 the following notes payable, to two parties, in the total principal amount of \$86,003 are due on demand.

- 1) The note below bears an 8% per annum interest rate and is convertible into common shares at par value. During the three months ended June 30, 2017, \$10,000 of the outstanding note was assigned to the holder to the second demand note:

Principal Balance	Accrued Interest	Total
\$40,387	\$6,396	\$46,783

- 2) The notes below (\$45,616 total principal) respectively bear an 8% and 10% per annum interest rate and are convertible into common shares at par value.

The note below, with principal balance of \$4,116, was assumed from the holder of the above demand note in the original amount of \$10,000. During the three months ended June 30, 2017 \$6,000 of the note was converted to 60,000,000 shares at par value. (See note 13).

Principal Balance	Accrued Interest	Total
\$4,116	\$16	\$4,133

Principal Balance	Accrued Interest	Total
\$41,500	\$3,897	\$45,397

NOTE 12 – RELATED PARTY TRANSACTIONS

On November 24, 2015, the Company issued to a related party 130,000,000 shares for services rendered. As the market price at the time of the issuance of the shares was \$0.0014 per share, the compensation expense recorded was \$182,000. (See also Note 8)

NOTE 13 – STOCKHOLDERS' EQUITY

Common stock:

The Company is authorized to issue 2,010,000,000 shares of stock, with a par value of \$0.0001, of which 10,000,000 are designated as preferred stock. There were 382,442,332 common shares issued and outstanding as of June 30, 2017, of which 30,000,000 million shares are held in treasury.

During the quarter ended June 30, 2017 the Company changed the par value used on prior common stock transactions from \$0.001 to \$0.0001. The common stock and additional paid-in capital were adjusted during the quarter to reflect the current par value of \$0.0001 and the December 31, 2016 common stock and additional paid-in capital were restated accordingly.

On November 19, 2015, the Company converted \$9,000 of the outstanding balance (principal plus accrued interest) of a demand note into common stock by issuing 16,500,000 shares. As the market price at the time of the issuance of the shares was \$0.0024 per share, the Company recorded a loss on note conversion equal to \$31,338.

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NOTE 13 – STOCKHOLDERS’ EQUITY (CONTINUED)

On November 24, 2015, the Company issued to a related party 130,000,000 shares for services rendered. As the market price at the time of the issuance of the shares was \$0.0014 per share, the compensation expense recorded was \$182,000. (See Note 12).

On December 14, 2015, the Company converted \$9,000 of the outstanding balance (principal plus accrued interest) of a demand note into common stock by issuing 30,000,000 shares. As the market price at the time of the issuance of the shares was \$0.0014 per share, the Company recorded a loss on note conversion equal to \$33,324.

On May 16, 2017, the Company converted \$3,000 of the outstanding balance (principal plus accrued interest) of a demand note (see note 11) into common stock by issuing 30,000,000 shares at par value.

On May 26, 2017, the Company issued 5,000,000 restricted common shares pursuant to a service agreement with an investor relations service at par value.

On June 5, 2017 the Company converted \$9,400 of the outstanding balance (principal plus accrued interest) of the note payable (see note 9) into common stock by issuing 4,883,116 shares at .001925 per share.

On June 12, 2017 the Company converted \$3,000 of the outstanding balance (principal plus accrued interest) of a demand note (see note 11) into common stock by issuing 30,000,000 shares at par value.

Preferred stock

The Company is authorized to issue 10,000,000 shares of preferred stock, with a par value of \$0.0001.

On April 18, 2017, the Company issued 1,000,000 restricted Series A preferred shares to a related party.

NOTE 14 – CREATION OF SUBSIDIARIES

On June 26, 2017 the Company announced the integration of two new wholly owned subsidiaries.

The first wholly owned subsidiary, (Fern Energy Inc.) is a Nevada registered corporation that will focus on partnerships and acquisitions in the off-grid energy sector. These potential targets may include, but are not limited to: power management, storage solutions, solar generation, and bio energy.

The subsequent subsidiary (Fern Technology Inc.) is also a Nevada registered corporation that will focus on partnerships and acquisitions in the technology space. Fern Technology Inc. will exploit new innovative products or platforms while being poised for future growth.

NOTE 15 – SUBSEQUENT EVENTS

As of the date of filing there are no subsequent events to report.

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NOTE 16 – RISKS RELATED TO OUR SECURITIES AND THE OVER THE COUNTER MARKET

Trading on the Pink Sheets may be volatile and sporadic, which could depress the market price of our common stock and make it difficult for our stockholders to resell their shares.

Even though we are a fully reporting issuer with the Securities and Exchange Commission, our common stock is quoted on the “Pink Sheets” as provided by OTC Markets under the ticker symbol “FERN” (the “Pink Sheets”). Trading in stock quoted on the Pink Sheets, or any other over the counter venues, is often thin and characterized by wide fluctuations in trading prices, due to many factors that may have little to do with our operations or business prospects. This volatility could depress the market price of our common stock for reasons unrelated to operating performance. Moreover, the Pink Sheets is not a stock exchange, and trading of securities on the Pink Sheets is often more sporadic than the trading of securities listed on a quotation system like NASDAQ or a stock exchange like Amex. Accordingly, shareholders may have difficulty reselling any of their shares.

Our stock is a penny stock. Trading of our stock may be restricted by the SEC’s penny stock regulations and FINRA’s sales practice requirements, which may limit a stockholder’s ability to buy and sell our stock.

Our stock is a penny stock. The Securities and Exchange Commission has adopted Rule 15c-9 which generally defines “penny stock” to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and “accredited investors”. The term “accredited investor” refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer’s account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer’s confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser’s written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in, and limit the marketability of, our common stock.

In addition to the “penny stock” rules promulgated by the Securities and Exchange Commission, the Financial Industry Regulatory Authority has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer’s financial status, tax status, investment objectives and other information. Under interpretations of these rules, the Financial Industry Regulatory Authority believes that there is a high probability that speculative low-priced securities will not be suitable for at least some customers. The Financial Industry

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Regulatory Authority’ requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock.

Rule 144 sales in the future may have a depressive effect on our stock price as an increase in supply of shares for sale, with no corresponding increase in demand will cause prices to fall.

All of the outstanding shares of common stock held by the present officers, directors, and affiliate stockholders are “restricted securities” within the meaning of Rule 144 under the Securities Act of 1933, as amended. As restricted shares, these shares may be resold only pursuant to an effective registration statement or under the requirements of Rule 144 or other applicable exemptions from registration under the Act and as required under applicable state securities laws. Rule 144 provides in essence that a person who is an affiliate or officer or director who has held restricted securities for six months may, under certain conditions, sell every three months, in brokerage transactions, a number of shares that does not exceed the greater of 1.0% of a company’s outstanding common stock. There is no limit on the amount of restricted securities that may be sold by a non-affiliate after the owner has held the restricted securities for a period of six months if the company is a current reporting company under the 1934 Act. A sale under Rule 144 or under any other exemption from the Act, if available, or pursuant to subsequent registration of shares of common stock of present stockholders, may have a depressive effect upon the price of the common stock in any market that may develop.

FINRA sales practice requirements may also limit a stockholder’s ability to buy and sell our stock.

In addition to the “penny stock” rules described above, the Financial Industry Regulatory Authority (FINRA) has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer’s financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares.

Failure to achieve and maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act could have a material adverse effect on our business and operating results.

It may be time consuming, difficult and costly for us to develop and implement the additional internal controls, processes and reporting procedures required by the Sarbanes-Oxley Act. We may need to hire additional financial reporting, internal auditing and other finance staff in order to develop and implement appropriate additional internal controls, processes and reporting procedures.

If we fail to comply in a timely manner with the requirements of Section 404 of the Sarbanes-Oxley Act regarding internal control over financial reporting or to remedy any material weaknesses in our internal controls that we may identify, such failure could result in material misstatements in our financial statements, cause investors to lose confidence in our reported financial information and have a negative effect on the trading price of our common stock.

Pursuant to Section 404 of the Sarbanes-Oxley Act and current SEC regulations, we are required to prepare assessments regarding internal controls over financial reporting and, furnish a report by our management on our internal control over financial reporting. We have begun the process of documenting

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NOTE 16 – RISKS RELATED TO OUR SECURITIES AND THE OVER THE COUNTER MARKET (CONTINUED)

and testing our internal control procedures in order to satisfy these requirements, which is likely to result in increased general and administrative expenses and may shift management time and attention from revenue-generating activities to compliance activities. While our management is expending significant resources in an effort to complete this important project, there can be no assurance that we will be able to achieve our objective on a timely basis. Failure to achieve and maintain an effective internal control environment or complete our Section 404 certifications could have a material adverse effect on our stock price.

In addition, in connection with our on-going assessment of the effectiveness of our internal control over financial reporting, we may discover “material weaknesses” in our internal controls as defined in standards established by the Public Company Accounting Oversight Board, or the PCAOB. A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. The PCAOB defines “significant deficiency” as a deficiency that results in more than a remote likelihood that a misstatement of the financial statements that is more than inconsequential will not be prevented or detected.

In the event that a material weakness is identified, we will employ qualified personnel and adopt and implement policies and procedures to address any material weaknesses that we identify. However, the process of designing and implementing effective internal controls is a continuous effort that requires us to anticipate and react to changes in our business and the economic and regulatory environments and to expend significant resources to maintain a system of internal controls that is adequate to satisfy our reporting obligations as a public company. We cannot assure you that the measures we will take will remediate any material weaknesses that we may identify or that we will implement and maintain adequate controls over our financial process and reporting in the future.

Any failure to complete our assessment of our internal control over financial reporting, to remediate any material weaknesses that we may identify or to implement new or improved controls, or difficulties encountered in their implementation, could harm our operating results, cause us to fail to meet our reporting obligations or result in material misstatements in our financial statements. Any such failure could also adversely affect the results of the periodic management evaluations of our internal controls and, in the case of a failure to remediate any material weaknesses that we may identify, would adversely affect the annual auditor attestation reports regarding the effectiveness of our internal control over financial reporting that are required under Section 404 of the Sarbanes-Oxley Act. Inadequate internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our common stock.

We do not intend to pay dividends.

We do not anticipate paying cash dividends on our common stock in the foreseeable future. We may not have sufficient funds to legally pay dividends. Even if funds are legally available to pay dividends, we may nevertheless decide in our sole discretion not to pay dividends. The declaration, payment and amount of any future dividends will be made at the discretion of the board of directors, and will depend upon, among other things, the results of our operations, cash flows and financial condition, operating and capital requirements, and other factors our board of directors may consider relevant. There is no assurance that we will pay any dividends in the future, and, if dividends are paid, there is no assurance with respect to the amount of any such dividend.

Volatility in our common share price may subject us to securities litigation, thereby diverting our resources that may have a material effect on our profitability and results of operations.

FERNHILL CORPORATION
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NOTE 16 – RISKS RELATED TO OUR SECURITIES AND THE OVER THE COUNTER MARKET (CONTINUED)

As discussed in the preceding risk factors, the market for our common shares is characterized by significant price volatility when compared to seasoned issuers, and we expect that our share price will continue to be more volatile than a seasoned issuer for the indefinite future. In the past, plaintiffs have often initiated securities class action litigation against a company following periods of volatility in the market price of its securities. We may in the future be the target of similar litigation. Securities litigation could result in substantial costs and liabilities and could divert management’s attention and resources.

If we are unable to continue as a going concern, investors may face a complete loss of their investment.

The independent auditor’s report on our financial statements contains explanatory language that substantial doubt exists about our ability to continue as a going concern. The report states that we depend on the continued contributions of our executive officers to work effectively as a team, to execute our business strategy and to manage our business. The loss of key personnel, or their failure to work effectively, could have a material adverse effect on our business, financial condition, and results of operations. If we are unable to obtain sufficient financing in the near term or achieve profitability, then we would, in all likelihood, experience severe liquidity problems and may have to curtail our operations. If we curtail our operations, we may be placed into bankruptcy or undergo liquidation, the result of which will adversely affect the value of our common shares.

Compliance with changing regulation of corporate governance and public disclosure will result in additional expenses and pose challenges for our management team.

Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules and regulations promulgated thereunder, the Sarbanes-Oxley Act and SEC regulations, have created uncertainty for public companies and significantly increased the costs and risks associated with accessing the U.S. public markets. Our management team will need to devote significant time and financial resources to comply with both existing and evolving standards for public companies, which will lead to increased general and administrative expenses and a diversion of management time and attention from revenue generating activities to compliance activities.

NOTE 17 – OTHER RISKS

Trends, Risks and Uncertainties

We have sought to identify what we believe to be the most significant risks to our business, but we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to our common stock.