



Decision Diagnostics Corp.

**QUARTER REPORT FOR OTC PINK
Management's Discussion & Analysis
Report for Quarter Ended
September 30, 2017**

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Overview

Decision Diagnostics Corp. is a worldwide prescription and non-prescription diagnostics and home testing products distributor and the manufacturer of the Genstrip 50 (discontinued in November 2016) and GenUltimate! glucose test strips, both Class II medical devices for at-home use for the measurement of glucose. The company also has recently introduced its GenSure! glucose test strip, a product for off-shore sales, and its GenChoice! glucose test strip, both alternative test strips now ready for sale and distribution (GenSure!) or clinical trials testing (GenChoice!). The GenSure! product completed its clinical trials, and is currently in registration and is seeking a CE mark in the EU. It was launched in September 2017. We have identified International distributors for this product. The GenChoice! product will enter clinical trials in the next 30 days in Pennsylvania and California. The company chose two U.S. based venues rather than following the trail set by other companies who are completing their clinical trials in the developing world. At the conclusion of the clinical trials, the GenChoice! product will be registered in the EU and an application for 510K pre-market will be filed with the FDA. The company has contracted with the expert organization who will write the 510K document and prosecute this document along with the company.

In addition, the company approved the pre-production viability of its GenPrecis! meter and test strip. GenPrecis! will be ready for clinical testing early in 2018. The company has also identified, from a list of 600 existing patents of which we will choose two patents to acquire for our GenChoice! product and one patent for our GenPrecis! product. We plan to acquire these three patents in the next 90 days.

In June 2017 the company was contacted by a "big box" pharmacy chain, and in September 2017 by a large grocery chain, each wanting to exclusively enter into private label arrangements for our products. The company agreed to use its Alltara! brand name with the "big box" arrangement and will introduce this exclusive private label version of our GenUltimate!, GenChoice!, and GenPrecis! products, named Alltara *ultimate*, Alltara *choice* and Alltara *precis* respectively. In September 2017 the company filed for additional trademarks to facilitate the arrangement with the large grocer and others.

While the GenUltimate!, GenSure! and GenChoice! products fall into our current business model, that of making alternative products for legacy glucose meters, the GenPrecis! product is different. GenPrecis! will be a meter(s) and strip system, both of our own manufacture. We designed GenPrecis! for two specific markets, the Type 1 diabetic market, and the Type 2 (adult on-set) diabetic market where the need for precision is paramount. The major feature of GenPrecis! will be its ability to provide diabetics with unapparelled precise glucose answers. GenPrecis! will be built to correct for the largest mitigating factor in glucose monitoring, the correction of either more abundance or lack of abundance of red cells ((hematocrit or HCT) in the diabetics' blood. There will be two versions of the GenPrecis! meter, one designed primarily for children, specifically children attempting to live (close to) normal lives where their lives will be enhanced by an ability to maintain, through the human evolved GenPrecis! meter, 24/7 electronic communication with physicians, care givers and parents. The second version of the GenPrecis! meter will allow Type 2 diabetics to monitor their glucose similarly to current methods, but with the previously mentioned unparalleled precision.

The company estimates, and has verified through a large marketing research firm, that GenPrecis! could eventually achieve a 6% worldwide market share. The higher part of that market share will be in the U.S. and Canada where the anticipated share will be 8.5%. To achieve this success/market share we have determined that heavily resourced partners are needed. The company envisions two partners, one to service the U.S. and a second to service the rest of the world. To that end, the company has chosen a large "big box" to partner with us in the U.S., and in Canada the U.S. "big box" Canadian subsidiary. Within the next 30 days, the exclusive private label versions of GenUltimate!, GenChoice! and GenPrecis! will be posted to the company's web sites. Of course there are many tasks still to be accomplished, particularly with the live patient trials and the regulatory pre-market approvals required through the FDA, but the company is pleased with its choice of marketing "muscle."

In July 2017 the company watched the retail pricing of its GenUltimate product drop precipitously on the amazon.com, walmart.com, eBay and jet.com marketplaces. These marketplaces set the foundation pricing most of the private web sites that either aggregate on-line prices, or belong to entrepreneur sellers of GenUltimate. Then in

August 2017 the company was notified through its Genstrip Direct LLC on-line distributor that Amazon had inquired about a larger percentage of orders placed and paid for through other on-line sellers that had gone unfulfilled. The company then, along with its three largest on-line distributors, studied the situation with Amazon and determined that the GenUltimate on-line sales market had been co-opted by a series of ghost sellers who had not been sellers of GenUltimate except for the last several weeks, and for the most part had no inventory to deliver product or the ability to source this product elsewhere. This practice is known as front-loading, and if the money is kept by the ghost seller without order fulfillment, it is known as free-loading. This attack on amazon.com, jet.com and walmart.com led to lowering of overall revenues (by approximately \$200,000 in the 3Q period owing to lower selling prices and temporary loss of follow-on orders by legitimate sellers). The company has taken steps to repair this troubling problem and GenUltimate prices, which had fallen 33%, have risen 17% since September 15. The company has also implemented MAP (minimum selling price) pricing for its products, and plans a second MAP price increase in late November.

Foundation

The U.S. FDA, in a manner similar to prescription drugs, regulates diagnostic test kits and at-home patient testing products a similar but somewhat streamlined process, to the regulation of prescription medicine. The regulatory standard used for the Genstrip 50 was the 510k pre-market and post-market processes. The same process will be used for the GenChoice! test strip beginning with the pre-market approval sought in January 2018 and our GenPrecis! approval beginning in March 2018. Previous to this change in business model, from 2005 and until 2013, the company contracted with independent pharmacies for use of their prescription drug distribution licenses. At that time the company made market and sold brand name over the counter pharmaceutical items with a concentration in legacy diabetic test strips. The brand name products we distributed, for the most part, did not require a doctor's prescription for anything other than insurance benefit compliance. Our previous business model worked well in the previous regulated environment, although the financial benefits were stressed by major changes made to the Federal Medicare plan that have led to substantially lower rates of reimbursement and ultimately an unprofitable business model.

Our subsidiaries, Pharma Tech Solutions, Inc., PDA Services, Inc. and PharmaTech Sensor Development Corp. operate in several healthcare products channels. In addition our subsidiary Decision IT Corp. engages in the acquisition and holding of Intellectual Property including Patents and Trademarks and specialty manufacturing equipment acquired for our Korean contract manufacturer of our GenUltimate! and our recently launched GenSure! product, and the near ready GenChoice! and GenPrecis! products. Our newest subsidiary Pharmatech Sensor Development Corp. manages our investment in specialty manufacturing machinery and testing laboratories, as well as an inventory credit line to finance inventory purchases of our products. This credit line will be expanded for the management of our GenChoice! product later in 2017 and into 2018. The company has discontinued its GenStrip 50 product and ended the selling of the last of the inventory in November 2016.

In March 2017 the company was approached by its Korean partner, The Bio Co., Ltd to design and fund a new product which the company will call GenPrecis!. This product, when completed in January 2018, will represent a vast improvement in diabetic glucose monitoring. The GenPrecis! system will be the first of its kind +/- 9% system. Current ISO (2015) and FDA (2014) guidelines call for glucose monitoring systems to meet a +/- 15% standard, whereby the meter and strip must be within +/- 15% in repeated samplings 95% of the time. GenUltimate!, Gensure and GenChoice! are +/- 15% test strips, but in each case 97+% of the time in repeated samplings. GenPrecis! is designed to meet the written standards of the ISO and FDA at +/- 9%, 97% of the time – effectively setting a new standard. The company has been funding the development of this system product, and a test strip only derivative version. The system product will be ready for testing in January 2018 and will be registered for International sale as soon as the clinical trials are published. The natural market for this product will be the U.S, and Canada where precision standards are higher for new products.

From time to time, when economic conditions warrant and given market conditions, we distribute other brand name prescription and non-prescription diagnostics products, as well as several lines of ostomy, wound care and post-surgery medical products, although these healthcare channels have also undergone two major market changes and disruptions since July 2013 and we have determined that we will maintain our contacts but will refrain from competing. Our main product was the Genstrip 50 and currently the GenUltimate! both of improved performance and design improvements and a rebranding and redevelopment of the original Shasta Technologies Genstrip. Both of these glucose test strips are of our manufacture. We maintain FDA registered contract manufacturers in Pennsylvania and South Korea. We are transitioning to an exclusive arrangement with our partner in South Korea and intend to make a

\$2.5 million equity investment in our Korean partner. The original GenStrip was cleared for market by the FDA on November 30, 2012. By virtue of our written agreements with Shasta in 2011, we were granted an irrevocable license to prosecute their 510k application with the U.S. FDA, and we succeeded. We introduced the original Genstrip in March 2013. We then acquired Genstrip from Shasta Technologies LLC on March 20, 2014 and in late June 2014 we made the first branding changes. We began work on the GenUltimate! product in July 2015 and introduced this improved test strip based totally on our June 2014 product design (vs. our GenStrip) in April 2016. The original Shasta Genstrip and our Genstrip 50 have been discontinued.

Shasta Technologies LLC, the original specifications provider of GenStrip, had an extremely difficult relationship with the US FDA and was the subject of a detailed and damning FDA Warning Letter on April 8, 2014, and when they refused to respond to this Warning Letter, the FDA then broadcast a worldwide Safety Notice on April 29, 2014, effectively ending Shasta's ability to be a product design specifier and manufacturer, due to a total lack of regulatory adherence in the highly regulated medical device industry. It is confusing to consider what Shasta could have possibly been thinking. The company's acquisition of Genstrip (now GenUltimate!) was fortuitous in its timing given the finality and outcome of Shasta Technologies' troubles with the FDA.

The worldwide market for at-home blood glucose testing is an estimated \$13.0 billion, inclusive of the 2013 and 2016 changes to the Federal Medicare programs which gutted almost one-third of the then \$9.5 billion annual U.S. market. The current GenUltimate! competes directly with one of the largest worldwide platform manufacturers the venerable Johnson & Johnson (Lifescan Inc.). GenUltimate! (and the earlier GenStrip 50) were developed for use with the OneTouch Ultra legacy system for at-home blood glucose testing, a system currently used daily by over 3 million diabetes afflicted Americans and 5.8 million diabetics world-wide. GenUltimate! competes in the overall at-home testing market by offering an economical solution to former users of the legacy platform provider's product. The company's GenUltimate! product, designed to meet new European Union standards is a much improved version. Our business model is unique to this market channel as our major business focus is directed toward diabetics who have attempted a change of their glucose monitoring platforms (systems) or those currently using the J&J legacy products but are dealing with escalating prices and lower insurance reimbursements. At the time of the introduction of GenStrip in March 2013, J&J controlled just under 30% of this market and 100% of its own Lifescan, Inc. OneTouch Ultra market.

Throughout 2012 in anticipation of the introduction of Genstrip, we evaluated our brand-name distribution model, a model that provided streams of revenue but extremely low profit margins, and over the course of the last 36 months we have phased out sales of those brand name products that had been a backbone of our distribution business. In addition the brand name products distribution business created a situation where we were selling products that competed directly with our GenUltimate!, and the upcoming GenChoice! and GenPrecis! products. Phasing out these legacy brand name products lowered our order intake but allowed us to become a manufacturer, at a higher level in the greater market channel.

The company will continue to direct its marketing efforts to ambulatory and semi-ambulatory older Americans afflicted with diabetes and complications caused by diabetes and old age. The company, originally a medical IT company with proprietary IT product lines, acquired its medical products distribution business in late 2004 through a merger with Phoenix, Arizona based CareGeneration, Inc. We have grown the original CareGeneration concept through subsequent acquisitions of private businesses and strategic partnerships with larger private pharmacies.

Some History

On November 1, 2011 we completed the acquisition of Diagnostic Newco LLC from its owner Kimberly Binder. Diagnostic Newco LLC was a design company that specialized in product packaging design, medical products advertising design and graphic art. Ms. Binder then joined the staff of the company's Pharma Tech Solutions, Inc. subsidiary specifically for these purposes, and has worked closely with the contract manufacturers for GenUltimate!, GenSure!, GenChoice! and GenPrecis!, making subtle changes to packaging design and more recently integrating the new FDA UDI product identification data system, completing the designs for our new Alltara! Private label brand, and redesigning the 4 year old GenUltimate! package, among her other responsibilities. She is also responsible for the package design for new diagnostic products the company is currently working on, including the upcoming GenSure!, GenChoice! and GenPrecis! products. Ms. Binder's work can be seen at www.pharmatechdirect.com. Ms.

Binder is also owner of GenstripDirect LLC and Full Circle Diabetes LLC, her own distribution companies, which she operates separately from her (Decision Diagnostics Corp. and Pharma Tech Solutions, Inc.) company related responsibilities.

We also intend to acquire additional private companies, or partner with small engineering companies that have developed technology requiring either regulatory approval, distribution expertise or both. In December 2011 we made another small acquisition, to acquire the services of Mr. Patrick DeParini. We are moving quickly to achieve our goal of becoming a vertically integrated, full service value added provider of products and services to an ever-growing market. The at-home diabetes testing market continues to grow as diabetics continue to be diagnosed and treated. The market for diabetes testing products is already in the tens of billions of dollars continues to grow rapidly. We also intend to make additional capital investment later in 2017 in our Korean contract manufacturer and advanced development partner for the manufacture of GenPrecis, and for the acquisition of additional patents.

The company's current proprietary product offering, cleared by the FDA for commercial distribution on November 30, 2012, is its newer version GenUltimate! blood glucose diagnostic test strip for at-home testing. Genstrip, the original product, is a product originally conceived by Shasta Technologies LLC, who proved incapable of attaining the necessary regulatory approvals after two attempts, 2009 and 2010/2011. In addition the original Shasta concept could not clear the FDA 510K process and had to undergo major design changes and a new 510K application that was eventually sponsored by this company. The original Shasta product was acquired by our Pharma Tech subsidiary on March 20, 2014, and fits into a diagnostic product niche, fitting nicely into the world-wide self-test (home test) market that has been growing at a 15% annual rate. Since GenUltimate! is a rather unique product offering, employing a brand name razor blade only model (diagnostic test strip) into a razor (diagnostic meter) -- razor blade (diagnostic test strip) market, the Genstrip 510(k) application made for unusual challenges for the FDA and an educational challenge and opportunity for the company. In fact, the company only recently (March 15, 2016) concluded its dealings with the FDA pre and post market review staff, an on-going process that was begun on a sour note by Shasta in October 2009. The company believes that future product offerings that will be regulated by the FDA will be a much smoother process, particularly since receipt of this directed landmark ruling by the U.S. FDA, covering our third party developed diagnostics (developed, in development and to be developed). Since the company plans additional similar products in the future for other diagnostic platforms, in fact a product announced still in the current reporting year, the Genstrip/GenUltimate! experience, however slow and unresponsive it was, has provided lessons and experience which is already being put to use.

Until our receipt of the landmark March 2016 ruling from the FDA, two years (and growing) was a standard development to market timeline for in-vitro diagnostic products similar to Genstrip/ GenUltimate! We are confident that new products will enjoy a much speedier FDA review process. As a result of previous delays and failures by Shasta Technologies in completing its FDA approval application [510(k)] and then problems Shasta encountered in prosecuting its two original applications with FDA staff, the company changed its contractual responsibilities and obligations in June 2011 to include program management, regulatory process management, management of the manufacturing forecasting and distribution processes, and new products planning and development. Further (eventually fatal) on-going problems encountered by Shasta, which on their face proved irresolvable, presented the company with an opportunity. On March 20, 2014 our Pharma Tech Solutions, Inc. subsidiary acquired the intellectual property, the marks, and the GenStrip cleared 510(k). Subsequently we accomplished a rebranding of the original Genstrip product (GenUltimate!), built manufacturing protocols, implemented a robust Quality System throughout 2014 and 2015, and then developed the improved GenUltimate! product. GenUltimate! has become the only product of the original Genstrip line that will be packaged to conform with the FDA UDI standards, and was released as UDI compliant as of September 24, 2016. Manufacturing of Genstrip 50 ended and on-going sales will continue under the GenUltimate! brand, and will include the FDA UDI packaging.

In June 2010 the company was approached by the largest retailer in the world for the distribution and sale of the Genstrip product, then about to enter the 510k regulatory review process, at over 5,000 retail stores worldwide. A contract with this retailer was negotiated in September 2010 and subsequently renegotiated and renewed in April 2011, and as soon as the retail contract was agreed to and as a means to conduct market research, the company began seeking pre-conditioned letters of intent (pre-orders) for Genstrip, while continuing the prosecution of the 510(k) application on behalf of Shasta Technologies before the FDA. Discussions with this retailer and other similarly situated retailers had been on a litigation induced hiatus since our litigation with Lifescan, Inc. began in earnest in late March 2013. Lifescan Inc., the diabetes testing division of Johnson & Johnson sued the company in three separate suits, all in

Federal court, beginning in September 2011. These suits proved costly in that their intended purpose was to keep the Genstrip product off of retail market shelves. Until these suits were settled in May 2016, the company's marketing abilities were severely limited. The company believes there have been and will be additional limitations as long as Johnson & Johnson spends large sums to discredit the company and its products.

The settlements we did achieve provided a hard-fought victory for the company, particularly since Shasta had admitted to patent infringements of all three J&J patents that were being adjudicated. During the remainder of 2016, we settled these lawsuits in a novel manner, where Johnson & Johnson paid the company a settlement amount, for lawsuits where the company was a defendant, a rarity in matters where the payor initiated the strike suit in the first place. J&J, as a part of the settlement, also granted the company licenses to three of J&J patents (one patent that J&J subsequently lost through final action by the US Supreme Court), the larger value gained from this 5-year legal battle. In March 2016, prior to its settlement, the company's Pharma Tech Solutions, Inc. and Decision IT Corp. subsidiaries brought suit against Lifescan, Inc. in Nevada Federal court for patent infringement, the company alleging that Lifescan, Inc.'s OneTouch Ultra product was and had been infringing both of the company's patents. In March 2017, after a protracted battle with J&J where they tried to invalidate the company's lawsuit, the court in a major ruling agreed that the company will be allowed to move forward (a major victory so early in the suit) and will also be allowed to allege the Doctrine of Equivalents, a legal doctrine that would preclude J&J from twisting words through its pleadings and expert reports to escape justice. In April 2016 the company amended its original suit to include allegations under the Doctrine of Equivalents. This case has reached a milestone event, a Federal court hearing on November 17, 2017, where J&J/Lifescan will be forced to present its factual case as to why their OneTouch product does not infringe on the company's two patents. This is a major hearing where the Federal court system rules mitigate against J&J/Lifescan. The company is firm in its belief that its case, under the Doctrine of Equivalents, is strong.

“The doctrine of equivalents is a legal rule in many (but not all) of the world's patent systems that allows a court to hold a party liable for patent infringement even though the infringing device or process does not fall within the literal scope of a patent claim, but nevertheless is equivalent to the claimed invention(s).”

In January 2016 the US Supreme Court ruled that the Doctrine of Laches, a defense used by many Defendants in patent infringement suits could no longer be used. This ruling further deprived J&J of its most important defenses against the company's current patent infringement claims.

The Marketplace

Currently the diabetes testing market is dominated by four large pharmaceutical manufacturers who provide very similar and equally focused products, selling at essentially equal prices. Genstrip's original introduction, even with the fits and starts, employed a business model different than those models employed by the major market players. Recent successes in the on-line marketplace has allowed the company to alter the market dynamics, lowering average price (which has occurred) or allowing for increased testing by diabetics for a lesser price, thereby affecting all market segments. The company's major market focus is to pharmacy chains, grocery chains with in-store pharmacies, large all purpose retailers with in-store pharmacies, and group buying and chain pharmacy organizations. Although this has been part of the company's plans in the recent past, the difficult litigation as well as the advent of the July 2013 and July 2016 changes to Medicare (and followed by private insurers) and the October 2016 reimbursement engineering, pharmacy business models are now blurred. Thus the company successfully added on-line sales to its business model.

The company has also implemented a very successful “direct to diabetic” business model and has (independently or along with our distributors) executed on-line agreements with several of the largest retail chains, diabetic supply co-operatives, group purchasing organizations, as well as on-line mass merchandisers such as Amazon.com, Ebay, Walmart, Sears, Jet.com and approximately 750 other on-line cooperatives. The company considers this rapid adoption to be a huge success gained in a very short period of time.

The company in the past has also offered information technology solutions in several medical care market channels by providing physicians with information at the point of care. Our products, unlike those from many other medical information companies, make use of smart cell phones such as the Apple iPhone, the Palm Pre, the Google Droid and a wide selection of Microsoft Windows based smart phones and operate in either in a wireless or “wired” mode, which allow physicians to carry, access and update their patients' histories, also known as electronic medical records or EMR, medication data, and best care guidelines - *all at the point of care*, or from any other location the

physician may be located. In addition, the company's products employ proprietary mathematical game theory features adapted by the company for medical use that allow acceptance of diagnoses and treatment protocols where the medical information may have originated from one or several locations and one time or several times. Since the advent of "Obamacare," promising products like our own struggled to gain market acceptance in a reimbursement challenged market. The company cannot yet venture opinions or forecasts for its IT products now that the new administration. While we have kept up with the evolving regulatory changes, we do not foresee implementation of our products and networks in the near future.

In October 2014 we adopted a value added/private label business model to address the issues brought to our market by the radical reimbursement changes by the federal Medicare program. We also hired a market executive with over 40 years of experience to implement our new strategy. We have doubled down on this strategy and now employ not only the services of the aforementioned expert, but also additional of his partners and colleagues of his including the professional who put together the industry's "big box" pharmacy private label plan for diabetic test strips in 2006.

In March 2016 also retained a product source company called Retail Monster, to represent our products to large drug chains ("big box pharmacy"), large retailers, chain grocers and the like. Unfortunately the arrangement with Retail Monster did not succeed, primarily because a group of company shareholders and persons claiming to be shareholders poisoned our relationship Retail Monster. After these incursions by shareholders and persons claiming to be shareholders, our relationship with Retail Monster remained cordial, but nonetheless the two companies decided to end the engagement on December 31, 2016. The efforts being expended in the "big-box" arena are greatly aided by the company's recent success with the explosively growing on-line Marketplaces, many sponsored by the large retail pharmacies and retail stores. These Marketplaces are fast growing sister organizations to these retailers. The company's recent successes in the on-line Marketplaces has given the company a beachhead in this market as the uncertainty brought on by the J&J lawsuits has (finally) waned. In mid-March 2016 the largest US retailer agreed to raise the company's standing to the highest retail "rung" by offering a new supplier contract.

Non-product Related Information

Since March 2015 when we first acquired special intellectual property and specialty manufacturing equipment which will shall serve our business interests now and into the future. We have increasingly turned to Alpha Capital Anstalt ("Alpha"), Navesink Device Initiatives and Licgo Partners, whereby these organizations either purchased an 18-month 15% OID derivative instruments or Preferred C stock units, to facilitate the acquisition of intellectual property or manufacturing equipment, or to finance our growth. In 1Q, 2Q and 4Q 2016 we completed additional financing transactions with both Alpha and Licgo. Our most recent transactions with Alpha also financed an inventory credit line for the company so that we can meet the requirements of the largest retailers and maintain at least \$350,000 in stock on hand at any time. Alpha also financed our acquisition of new specialty manufacturing equipment to facilitate our contract manufacturer in Korea as they develop our new GenChoice! product.

In the Fall of 2014 the company announced its Discretion cloud wireless glucose monitoring product concepts, which will be manufactured for the company according to spec by its Korean contract manufacturer. In April 2015 the company entered into discussions with [HMD Biomedical, Inc.](#) in Taiwan for the importing of HMD's FDA cleared "Cloudia," product as a placeholder until the company's Discretion Messenger product for children will be ready. We ended our discussions with HMD Biomedical in October 2016, after determining that the "Cloudia" product was not robustly developed enough for North American markets and to further develop this product would require another 510(k) approval from the U.S. FDA which we did not wish to undertake.

The company became concerned that a revised "Cloudia" might not be able to meet the more stringent ISO 15197:2013 and FDA Guidance 2014 requirements. To that end, the company's exclusive agent in Korea was contacted by the Korean government, who apparently are willing to finance the Discretion Messenger initiative through its advanced development, clinical trials and FDA prosecution. Different than, for example, an NIH grant, this grant from the Korean government, if accepted by the company, would include investment in the company's contract manufacturer as well. The company has recently completed a further development of its MD@Hand product, allowing diabetic users of the company's Discretion products to monitor and track their diabetes treatment and testing on their smart cell phones. The company plans to spin-off its other MD@Hand and Residenceware technologies in a larger M&A transaction now in process.

The company entered into two international agreements in the latter part of 2016. The first agreement, executed through the company's exclusive Korean agent, allows for delivery of the GenUltimate! product in quantity to the Korean market. As of this writing, the Korean partners have ordered and paid for over 96,000 pieces (units) of GenUltimate! Another almost 20,000 pieces (units) are on order for late December 2017. The company's second international agreement is through a South American financier who has businesses in Bolivia and Spain. This group has placed a single two-year (term) order for approximately \$17 million in GenUltimate! product, GenUltimate! meters and the company's new (2017) Firefly! Lancets. Almost 11,000 pieces (units) of GenUltimate!, 3,000 GenUltimate! meters and cases of lancets have been delivered to Bolivia, although this distributor had had to amend their business plan because the world has changed. In addition, the South America financier has funded the company's regulatory applications (through a Spanish pharmaceutical company) with the EU, to gain "CE" marking for its GenUltimate! and GenSure! products (and then early in 2018 the company's GenChoice! and GenPrecis! Products) in return for the Spanish distribution rights to these products. And lastly, the South American financier has notified the company that he and those closely associated with him wished to subscribe to a \$4.75 million (\$3.25 already subscribed to) capital investment in the company. As of this writing the company has not concluded this capital investment, at its choice, but will in 4Q 2017. Among the many terms in this investment, the South American financier will not be able to convert and sell any securities that underlie the investment vehicle for 36 months from the time of the investment.

How We Got Here

We have received multiple inquiries from companies interested in perhaps collaborating with the company for the implementation of its cell phone centric technologies MD@Hand and MD@Work. However, the market available for products similar to MD@Hand and MD@Work has changed since its introduction in 2009. The legal challenges to the new health care law and the federal government's inability to enact regulations have altered the landscape, again. We remain in discussions with multiple concerns for the marketing of our MD@ products, and any agreement we may enter will require us to provide contract software programming, providing a new source of revenue for the company. In addition to any proposed partnerships, we continue to discuss alternative propositions with other interested companies ranging from clinical laboratories, service organizations owned or aligned with medical health insurers, a medical content provider and legacy healthcare systems companies. There remains sustained interest in our MD@ technology. We may or may not entertain additional proposed partnerships for our implementation of the cell phone centric technologies, which has been hindered, as has the overall market, by the slow implementation of regulations, protocols and data formats by the Federal government, as well as a change in previously announced Federal government monetary incentives.

In May 2010, we entered into agreement with Shasta Technologies, Inc. and Broadtree, Inc. This agreement granted our Pharma Tech Solutions, Inc. subsidiary the exclusive marketing rights to a new diagnostic product not yet on the market named Shasta Genstrip ("Genstrip"). The Genstrip product was developed to compete against the market leader in the then \$6.5 billion at home testing market. Shasta was in default of this 2010 Agreement within 90 days of its initiation. Penalties under that agreement and monies owed totaled in excess of \$2 million in "delay" penalties, which they were unable to pay. In April 2011, the company renegotiated its agreement changing its many roles and adding responsibility for regulatory approval, manufacturing and forecasting, international sales and additional sales markets in the U.S. Shasta defaulted under this agreement as well. On March 20, 2014 we acquired the GenStrip intellectual property, its marks and the cleared 510(k). Shasta defaulted on this agreement as well. In addition Shasta breached or defaulted on two insurance settlement agreements, owing to the aforementioned J&J litigation. And finally, Shasta confessed to patent infringement of J&J's three patents.

On April 30, 2014 we first implemented our FDA mandated Quality Plan and are now operating as the manufacturer (operator) of the GenUltimate! test strip. We have implemented subsequent Quality Plans with our Korean contract manufacturer for our GenUltimate! product.

In August 2016 the company settled an insurance matter with Gotham Insurance, an IP Defense insurer, and Shasta covering legal fees associated with the 2011 and 2012 lawsuits brought by Lifescan, Inc. This settlement included a stipulation by Shasta to cease contacting and sharing confidential documents with persons who identified themselves as DECN shareholders. Several of these persons who contacted Shasta also contacted the aforementioned Retail Monster management. The stipulation gained in insurance settlement with Shasta does not preclude the company from pursuing Shasta, its principals and these "shareholders" in its omnibus lawsuit brought against Shasta

et al. in 2014. The company plans to amend its 2014 complaint to name additional Defendants including those persons who owned stock in the company who may have traded stock in the market based on information and documents provided by Shasta.

Company Specifics

We currently employ eight professionals at or locally managed through our executive business office located at 2660 Townsgate Road, Suite 300, Westlake Village, California 91361. In addition, we maintain two full-time and seven part-time positions located throughout the United States. We also have maintained a Quality Assurance office in York, PA (ceasing on December 31, 2017), and our exclusive agent in Seoul, Korea maintains another office as a means to fulfill our quality commitments to the FDA. Our telephone number is (805) 446-1973 and our website addresses are www.decisiondiagnostics.com and www.pharmatechsolutionsinc.com and www.genultimate.com. Additional web sites will be added for our GenChoice! product (site in development) and our GenPrecis! Product.

As a part of the company's strategic plans, we have applied (to register) for seven Trademarks with the USPTO. The company's Genstrip product is a registered Trademark of Shasta Technologies LLC. Our applications were filed with the USPTO in 1Q and 2Q 2015 and 3Q 2016. The company intends to use these Marks, as granted, to brand new products, rebranding of existing products, and the establishment of a family of Marks associated with our company and its place in our industry. As December 31, 2016 the company has received registration confirmation from the USPTO for the following Marks:

"Alltara!"
"GenUltimate!"
"GenSure!"
"GenChoice!"
"GenAccord!"
"GenCambre!"
"Firefly!"

In early May 2017 the company filed for a mark on its GenPrecis! Product. In September 2017 we filed for an additional mark for private label sales.

Beginning in the 4th Quarter 2015 and through 2nd Quarter 2016 the company suffered severe inventory shortage of the Genstrip 50 product at various times, owing to the timing of the various settlements with Johnson & Johnson by Shasta and a contract manufacturer, Conductive Technologies, Inc. For some period of time Conductive was unable, due to their settlement with Johnson & Johnson, to ship to the company certain quantities of the Genstrip 50 product. This problem began to clear up in late May 2016, and with the advent of adding the GenUltimate! product from Korea, shortages have been alleviated. The company's capacity for GenUltimate! production is now 650,000 packages per month (50 count and 100 count packages), for the new GenSure! product 250,000 packages per month (25 count and 50 count packages) and the new GenChoice! product 400,000 packages per month (50 count and 100 count packages). Recently, a mega- retailer has requested minimum inventories of finished product of 350,000. We expect other retailers to make similar requests.

On May 5, 2017 the company was contacted by a worldwide private label manufacturer and distributor for the purposes of worldwide distribution of our products under their brand(s). We are in discussions with this entity currently. This company has headquarters in the U.S. (Midwest) and France. In June 2017 the company was contacted by a large "big box" pharmacy chain with thousands of locations and sub-locations. The "big box" wants to exclusively license (or otherwise use exclusively) the company's Alltara! Trademark for the sale of the company's GenUltimate!, GenChoice! and GenPrecis! products. We are in discussions with this entity currently. This company has headquarters in the U.S. east coast. We are in discussions with this entity currently. This company has headquarters in the U.S. (Midwest) and France. In September 2017 the company was contacted by a large grocery store chain with over 1500thousands of locations and sub-locations. The grocer wants to exclusively license (or otherwise use exclusively) the company's private label for the sale of the company's GenUltimate!, GenChoice! and GenPrecis! products. In September the company filed for Trademark of a brand name for the facilitation of the sale of product to this large grocer. We are in discussions with this entity currently. This company has headquarters in the U.S. midwest.

The company's stock currently trades on the OTCMarkets OTC Pink Current tier of the market. The company's shares are DTC eligible. On May 12, 2015 the company made an application for a tier change to the OTCQX (common) tier. When the company's common stock fell in price beneath the \$.10 threshold, and when our sponsoring broker shuttered his operation, our application went into hiatus. Subsequently, we have been in contact with OTCMarkets and we plan to revive our application after we complete an M&A transaction. To that end we have agreed to work with an M&A partner, a current SEC filer with a large shareholder base. We have executed a Preliminary Agreement and are in the final stages of completing a Definitive Agreement. We anticipate closing this transaction late in the second quarter 2017. Subsequently, the company received direct communication from OTCMarkets concerning a new uplist program offered, beginning May 18, 2017, whereby the company might uplist within the OTCMarkets tiers as a Current Alternative reporting company and filer. We have paid the fee to OTCMarkets and have undertaken the audit of our 2016 and 2017 balance sheets. Regardless of which of these uplist paths the company's Board of Directors decides regarding the OTCMarkets programs, we plan to continue working through the M&A plan now in progress.

In September 2016 the company entered into a creative M&A transaction agreement with Appyea, Inc. ("APYP") whereby the company would trade certain of its assets, but not its common stock, in return for 96.5% of APYP shares. The company and its shareholders would have then owned and controlled a fully reporting public company. The company also found a way to complete the transaction without the need to file an expensive, time consuming and slow Form 4 with the U.S. SEC for the distribution of the APYP shares. In March 2017 the company's counsel became aware that APYP had not entered into the agreement with the company in good faith. The M&A transaction was called off. In late October 2017 settlement was agreed to with APYP and the company received 75 million APYP shares as a break-up fee in return for full releases.

Business activities throughout the next twelve months:

The company's business on a day-to-day basis includes the distribution of our GenUltimate! products, (50 count and 100 count versions). Also within 90 days of this writing, the company will introduce its GenSure! product which has recently concluded its clinical analyses. GenSure will be sold in certain International markets. In the next 120 days the company will have concluded the clinical analyses and filed for 510K clearance for its GenChoice! product (50 count and 100 count versions). The GenChoice! product will be sold worldwide.

Beginning in November 2009, we introduced our cell-phone centric medical IT products that offer solutions in medical care and management by providing physicians with information at the point of care. Unlike other medical information systems using standard computer terminals or even palm-sized computers (PDA's), our software applications operate on a series of late generation smart e-cell phones including the Apple iPhone, the Palm Pre, the Google Droid, several makes of RIM's Blackberry and many versions of the Microsoft Windows smart phones. Our products allow physicians to access and update their patients' histories, medication data, and best care guidelines - *all at the point of care*. The company's Electronic Medical Records software is believed to be the first EMR application running on any palm sized mobile device. Recently we ported our software to run on a series of pad computers such as Apple iPad and the 'Droid powered pads. We eagerly await the new version of the national health plan, which might finally create markets for our products.

Our 12-month business objectives include:

1. The practice of specializing in the distribution of GenUltimate! and GenSure! products, and then completion of the GenChoice! product. We also intend to add several brand-name medical diagnostic and medical disposable products (lancets through our Firefly! Product, as well as several lines of insulin syringes and pen needles, all associated with the on-going care of diabetes-inflicted patients, and the world-wide distribution of our proprietary diagnostic product GenUltimate! product.

2. Combining our wholesale and retail diagnostics distribution with the major successes we have had in the on-line retail markets, and adding legacy retail organizations (already some legacy retailers of note).
3. Continue to implement the plans provided by our agent MWK LLC, and secure big-box pharmacy chains, chain grocers and nationwide retailers, who is responsible for our recent “big box” and grocery chain entries.

Recent Business Milestones

In 2016 the company has accomplished the following milestones.

1. We completed the design and manufacture of GenUltimate! glucose test strips for the U.S. and international markets.
2. We began advanced development of two new test strip products, our GenSure! and GenChoice! test strips. GenSure! has subsequently been launched overseas, and our GenChoice!, which requires FDA clearance, is slated to be ready for market in early 2018, if the company decides not to launch the GenChoice! product outside the U.S. initially.
3. We settled our lawsuit with the divisions of Johnson & Johnson. Although settlements of litigation typically have no winners, in this case the company benefitted through the receipt of a cash settlement payment as well as licenses to pursue Johnson & Johnson’s test strip patents.
4. We brought suit against Johnson & Johnson and several divisions for manufacturing products that infringe on our patents. Recently we won a major early battle in this suit where the trial judge granted us the opportunity to argue the Doctrine of Equivalents, an important concession in this case given J&J’s penchant for the twisting of words and drawing lines through random dots. This suit began its prosecution phase on March 15, 2017 with the trial judge’s early ruling. This suit is now well in progress, and a major milestone will be reached on November 17, 2018 when a major hearing takes place in the Las Vegas, Nevada Federal court.
5. The company initiated a marketing program to the on-line Marketplaces sponsored by pharmacy chain, department store and grocery store retailers, as well as mass merchandisers, and including the largest retailers. This program has so been the most successful endeavor since our inception.
6. The company, through its exclusive private label agent MWK, Inc. is proceeding along a path that will put its GenUltimate!, GenChoice! and GenPrecis! products, under two trademarked private labels, into a “biggest box” pharmacy chain and a major nationwide grocer.

Financing Requirements

At September 30, 2017, we had cash of \$791,937 and negative working capital of \$590,519. We anticipate that we will require \$70 million in trade debt financing to finance our expected sales of GenUltimate!, GenSure!, GenChoice and GenPrecis!, as the current litigation ends in the company’s favor. In March 2012 we renewed our agreement with Alpha Credit Resources (“ACR”) for a third time in order to obtain this debt financing. After the expiration of that agreement, in November 2013 we executed a new line of credit with Alpha Credit Resources, replacing our pervious line. This credit line was for \$12.5 million, but with the velocity of our product sales, could yield over \$250 million in annually available credit. We never did draw down any credit financing from ACR, and on December 14, 2015 this credit line expired. Subsequently we learned that ACR and its parent, Platinum Credit became the subject of several Federal criminal investigations. In September 2016, the major funds controlled by Platinum filed for liquidation. The company immediately froze all of its securities held by Platinum, and notified the funds liquidator that we had been working with the former management of Platinum to effect return of a sizable majority of the securities held by Platinum. Platinum had not been granted any requests for any conversion or sale transactions

since December 2014. As a part of this liquidation the company is now seeking return of most of the securities granted to the Platinum funds from 2007 through 2014.

We will from time to time continue to seek a combination of equity and long-term debt financing as well as other traditional cash flow and asset backed financing to meet our financing needs and to reduce our overall cost of capital. Additionally, in order to accelerate our growth rate and to finance general corporate activities, we may supplement our existing sources of funds with financing arrangements at the operating system level or through additional short-term borrowings. As a further capital resource, we may sell or lease certain rights or assets from our portfolio as appropriate opportunities become available. However, there can be no assurance that we will be able to obtain any additional financing, on acceptable terms or at all.

During the latter stages of 2Q 2017 the company accepted a subscription to its Class D Convertible Preferred shares from a Bolivian/Spanish financier. Preferred D shares cannot be converted, without extraordinary Board approval, for a period of three years. Initially the subscription was to be \$3.25 million. In late September 2017 the Bolivian/Spanish financier raised the subscription to \$4.75 million with a request that \$1.5 million of this subscription be used to acquire a near 50% stake in our Korean manufacturing and R&D partner, The Bio Co. The company has agreed to accept all of this capital from Spain in 4Q 2017.

In September 2017 the company was contacted by an investment partnership in Florida, managed by two individuals that the company has used in the past to raise sums of capital. This group offered to raise an additional \$2.5 million. To date, the company has received \$425,000 in subscriptions to its Class D Convertible Preferred shares from this group.

In October 2017 the company again turned to its lead financier Alpha Capital Anstalt (“Alpha”) and executed Notes for \$335,000. Proceeds are to be used to pay for the specific tooling and special manufacturing equipment needed to manufacture our GenPrecis! test strips and meters in Korea. In December 2017, the company plans to turn again to Alpha to execute Notes for the purchase of three patents.

Results of Operations for the three months ended September 30, 2017 and 2016, compared.

The following tables summarize selected items from the statement of operations for the three months ended September 30, 2017 compared to 2016.

	Three Months Ended			
	September 30,		3 Months	% Δ
	2017	2016		
Revenue	\$ 403,273	\$ 309,088	94,185	30.47%
Cost of sales	260,709	223,561	37,148	16.62%
Gross profit	142,564	85,527	57,037	66.69%

During fiscal 2013, we determined to discontinue our wholesale distribution business. The decline in revenue was anticipated and the direct result of our phasing out of sales of brand name diagnostic products as a result of the Medicare Competitive Bidding that went into effect January 1, 2013 and locked into place in all 50 states as of July 1, 2013. The net effect of these Medicare changes lowered reimbursement rates for all of the company’s existing product lines by 68%. In addition, the overall at home testing market was already being hindered by the general poor economic conditions, longer payment cycles from insurers, additionally, our business model did not included the sale of retail brand-name products. These conditions may continue throughout 2017, but will enhance sales of our GenUltimate! as we continue to develop our marketing and distribution channels.

OPERATING EXPENSES:

	Three Months Ended		3 Months	% Δ
	September 30,			
	2017	2016		
Expenses:				
General & administrative expenses	186,505	171,775	14,730	8.58%
Consulting	37,179	273,019	(235,840)	-86.38%
Compensation expense	87,779	8,600	79,179	920.69%
Professional fees	438,815	581,862	(143,047)	-24.58%
Total expenses	750,278	1,035,256	(284,978)	-27.53%

General and administration expenses include office expenses (including rent, cleaning and maintenance, utilities, and telephone), insurance, and bank charges. During the three months ended September 30, 2017, general and administration expenses increased by \$14,730 to \$186,505 (2016 - \$171,775). As we experience growth in revenues, general and administration expenses are expected to decrease on a percentage of revenue basis.

Consulting expenses for the three months ended September 30, 2017 decreased \$235,840 to \$37,179 (2016 - \$273,019). Historically, management shifts its labor requirements between, outside consultants, casual labor and in-house management dependent upon availability and cost effectiveness of resources. During 2016, the majority of our labor was derived from the use of outside consultants. Our compensation structure is comprised of both cash and equity of the Company. We intend to continue to compensate our consultants with equity of the Company into 2017 until such time our revenues provide sufficient cash flows to cover these expenses. The launch of our Genstrip 50 product in March 2013 required substantial adding of resources. The company decided to add temporary consulting talent rather than hiring and educating its own talent. We have more recently begun replacing our consultants with alliances with industry independent contractors.

Compensation expense for the three months ended September 30, 2017 increased \$79,179 to \$87,779 (2016 - \$8,600) due primarily to a general increase in compensation to contract consultants performing daily operating services.

Professional fees include accounting services, legal fees and regulatory reporting compliance. The decrease in professional fees of \$143,047 to \$438,815 (2016 - \$581,862) is due primarily to a decrease in professional advisement and legal fees incurred in connection with our 2016 litigation wherein we engaged additional legal counsel to assist in the review of potential new sales/distributing agreements as well as to review general corporate matters during the quarter ended September 30, 2016. We anticipate our legal fees to continue into 2017.

OTHER INCOME (EXPENSE):

	Three Months Ended		3 Months	% Δ
	September 30,			
	2017	2016		
Other income (expense):				
Financing costs	(7,000)	(247,253)	240,253	100.00%
Interest expense, net	(48,439)	(64,389)	15,950	-24.77%
Loss on write-down of obsolete inventory	-	(31,277)	31,277	100.00%
Loss on terminated contract	(92,665)	-	(92,665)	100.00%
Gain on patent licenses	-	-	-	-
Total other income (expense)	(148,104)	(342,919)	194,815	-56.81%

Our other income and expense decreased an overall \$194,815 from (\$342,919) in 2016 to (\$148,104) in 2017. Other expense includes costs related to our financing activities associated with our debt and equity offerings of \$7,000 (2016 - \$247,253) and interest expense of \$48,439 (2016 - \$64,389). We also incurred a 92,665 loss on termination of contract (that would have otherwise come to term on December 31, 2017) relating to the GenUltimate! product that had been manufactured under our August 2011 management agreement. When the contract manufacturer chose not

to terminate its agreement with Shasta Technologies, instead determining it was in their best interest to allow this contract (that had three times been assigned to us) to come to term, we determined it was in our best interest to end our arrangement and write down certain materials and packaging.

We recorded a net loss for the three months ended September 30, 2017 of \$758,218 compared to a net loss in 2016 of \$1,292,648. Our total operating and non-operating (defined as financing costs and interest expense) expenses in 2017 totaled \$898,382 compared to \$1,378,175 in 2016, representing an overall decrease in total expenses of \$479,793. This change was primarily the result of the combined changes in consulting fees, financing costs, and interest expense.

Results of Operations for the nine months ended September 30, 2017 and 2016 compared.

The following tables summarize selected items from the statement of operations for the nine months ended September 30, 2017 compared to 2016.

	Nine Months Ended			
	September 30,			
	2017	2016	9 Months	% Δ
Revenue	\$ 1,181,074	\$ 725,484	455,590	62.80%
Cost of sales	808,040	449,918	358,122	79.60%
Gross profit	373,034	275,566	97,468	35.37%

During fiscal 2013, we determined to discontinue our wholesale distribution business. The decline in revenue was anticipated and the direct result of our phasing out of sales of brand name diagnostic products as a result of the Medicare Competitive Bidding that went into effect January 1, 2013 and locked into place in all 50 states as of July 1, 2013. The net effect of these Medicare changes lowered reimbursement rates for all of the company's existing product lines by 68%. In addition, the overall at home testing market was already being hindered by the general poor economic conditions, longer payment cycles from insurers, additionally, our business model did not include the sale of retail brand-name products. These conditions may continue throughout 2017, but will enhance sales of our GenUltimate! as we continue to develop our marketing and distribution channels.

OPERATING EXPENSES:

	Nine Months Ended			
	September 30,			
	2017	2016	9 Months	% Δ
Expenses:				
General & administrative expenses	401,996	427,192	(25,196)	-5.90%
Consulting	100,465	498,916	(398,451)	-79.86%
Compensation expense	288,831	26,800	262,031	977.73%
Professional fees	1,000,968	1,948,407	(947,439)	-48.63%
Total expenses	1,792,260	2,901,315	(1,109,055)	-38.23%

General and administration expenses include office expenses (including rent, cleaning and maintenance, utilities, and telephone), insurance, and bank charges. During the nine months ended September 30, 2017, general and administration expenses decreased by \$1,109,055 to \$1,792,260 (2016 - \$2,901,315). As we experience growth in revenues, general and administration expenses are expected to decrease on a percentage of revenue basis.

Consulting expenses for the nine months ended September 30, 2017 decreased \$398,451 to \$100,465 (2016 - \$498,916). Historically, management shifts its labor requirements between, outside consultants, casual labor and in-

house management dependent upon availability and cost effectiveness of resources. During 2017 and 2016, the majority of our labor was derived from the use of outside consultants. Our compensation structure is comprised of both cash and equity of the Company. We intend to continue to compensate our consultants with equity of the Company into 2017 until such time our revenues provide sufficient cash flows to cover these expenses. The launch of our Genstrip 50 product in March 2013 required substantial adding of resources. The company decided to add temporary consulting talent rather than hiring and educating its own talent. We have more recently begun replacing our consultants with alliances with industry independent contractors.

Compensation expense for the nine months ended September 30, 2017 increased \$262,031 to \$288,831 (2016 - \$26,800) due primarily to the issuance of employee stock options valued at \$36,000 and a general increase in compensation to contract consultants performing daily operating services.

Professional fees include accounting services, legal fees and regulatory reporting compliance. The significant decrease in professional fees of \$947,439 to \$1,000,968 (2016 - \$1,948,407) is due primarily to a decrease in professional advisement and legal fees incurred in connection with our current litigation wherein we engaged additional legal counsel to assist in the review of potential new sales/distributing agreements as well as to review general corporate matters during the quarter ended September 30, 2016. We anticipate our legal fees to continue into 2017.

OTHER INCOME (EXPENSE):

	Nine Months Ended		9 Months	% Δ
	September 30,			
	2017	2016		
Other income (expense):				
Financing costs	(34,515)	(920,416)	885,901	100.00%
Interest expense, net	(168,193)	(176,056)	7,863	-4.47%
Loss on write-down of obsolete inventory	-	(242,736)	242,736	100.00%
Loss on terminated contract	(176,137)	-	(176,137)	100.00%
Gain on patent licenses	-	1,000,000	(1,000,000)	100.00%
Total other income (expense)	(378,845)	(339,208)	(39,637)	11.69%

Our other income and expense increased an overall \$39,637 from (\$339,208) in 2016 to (\$378,845) in 2017. Other expense includes costs related to our financing activities associated with our debt and equity offerings of \$34,515 (2016 - \$920,416) and interest expense of \$168,193 (2016 - \$176,056). We recorded a \$1,000,000 gain on patent licenses that we secured in the J&J lawsuit in our favor in 2016 as compared to none in 2017. We also incurred a \$176,137 loss on termination of an arrangement with a contract manufacturer, ending the arrangement prior to term and writing down materials and packaging.

We recorded a net loss for the nine months ended September 30, 2017 of \$1,800,471 compared to a net loss in 2016 of \$2,967,357. Our total operating and non-operating (defined as financing costs and interest expense) expenses in 2017 totaled \$2,171,105 compared to \$3,240,523 in 2016, representing an overall decrease in total expenses of \$1,069,418. This change was primarily the result of the combined changes in consulting fees, financing costs, and interest expense.

Liquidity and Capital Resources

A critical component of our operating plan impacting our continued existence is the ability to obtain additional capital through additional equity and/or debt financing. We do not anticipate generating sufficient positive internal operating cash flow until later in 2017, as a result of several factors, including our on-going litigation with a division of Johnson & Johnson, and the change in our status from exclusive distributor of our GenStrip 50 (now GenUltimate!), to the manufacturer of this product (now in process), complete additional financial service company acquisitions and generate substantial revenues, which may take the next few years to fully realize. We believe we are adequately capitalized in the near term, but as our GenUltimate! product grows along its product life cycle, we may

not obtain the necessary capital to pursue our strategic plan, and in the ultimate negative situation, we may have to cease or significantly curtail our operations. This would materially impact our ability to continue operations.

As of September 30, 2017, we had cash and cash equivalents of \$791,937, inventory of \$399,590, prepaid expenses of \$1,110,120, and accounts receivable of \$588,871. Net cash used by operating activities for the nine months ended September 30, 2017 was approximately \$999,293. Current liabilities of \$3,481,037 consisted of: \$806,232 of accounts payable and accrued liabilities, accrued interest of \$180,358, and notes payable of \$2,254,447. As of September 30, 2017, we have a negative working capital of \$590,519.

The accompanying financial statements have been prepared contemplating a continuation of the Company as a going concern. The Company has reported an accumulated deficit of \$43,166,475 and a net loss of \$1,800,471 for the nine months ended September 30, 2017. Additional investments are being sought, but we cannot guarantee that we will be able to obtain such investments. Financing transactions may include the issuance of equity or debt securities, obtaining credit facilities, or other financing mechanisms. However, the trading price of our common stock and conditions in the U.S. stock and debt markets could make it more difficult to obtain financing through the issuance of equity or debt securities. Even if we are able to raise the funds required, it is possible that we could incur unexpected costs and expenses, fail to collect significant amounts owed to us, or experience unexpected cash requirements that would force us to seek alternative financing. Further, if we issue additional equity or debt securities, stockholders may experience additional dilution or the new equity securities may have rights, preferences or privileges senior to those of existing holders of our common stock. If additional financing is not available or is not available on acceptable terms, we will have to curtail our operations

Cash to Operating Activities

During the nine months ended September 30, 2017, operating activities used cash of \$999,293 compared to using cash of \$2,530,121 in 2016. Our operating loss for 2017 was \$1,800,471 (2016 - \$2,967,357) and included amortization of prepaid legal fees of \$500,000 (2016 - \$0), shares and options issued for services of \$21,400 (2016 - \$582,100), and options issued for employee compensation of \$36,000 (2016 - \$0), shares issued for financing fees of \$27,515 (2016 - \$673,163), and loss on terminated contract of \$83,472 (2016 - \$0). We also had a non-cash loss on terminated contract of \$83,472 (2016 - \$0). Our change in accounts receivables decreased \$170,213 to a use of \$51,740 (2016 - \$221,953 use). Our change in inventory increased \$662,126 to a source of \$7,873 (2016 - \$654,253 use). Our change in accounts payable and accrued liabilities decreased by \$139,842 to a use of \$410 (2016 - \$140,252 use). Contingent legal fees decreased \$240,000 to \$0 (2016 - \$240,000). Accrued interest decreased by \$128,777 to \$168,193 (2016 - \$296,970) related to our convertible debt offering. Our contingent liabilities remained constant in 2017 as compared to 2016 due to the recognition of liability due to our involvement in legal matters.

Cash from Investing Activities

During the nine months ended September 30, 2017, investing activities used cash of \$110,635 (2016 - \$317,750). The decrease is due primarily to the acquisition of specialty equipment and additional intellectual property (patents) in 2016.

Cash from Financing Activities

During the nine months ended September 30, 2017, financing activities produced net cash of \$550,005 (2016 - \$3,627,745). This change is primarily a result of debt and equity offerings in 2016.

Internal and External Sources of Liquidity

Alpha Credit Resources LLC (formerly Centurion Credit)

On November 17, 2007, we entered into an agreement with Alpha Credit Resources LLC to secure a \$1,000,000 revolving credit facility that is geared specifically to our business. As of October 2008, the company renewed its agreement with Alpha Credit Resources LLC until November 17, 2009 and as an inducement to renew

the credit line was increased to \$2,000,000, with additional seasonal increases to \$2,500,000. In September 2010 we began discussions with Alpha Credit for an additional \$6.0 million credit facility to provide available credit to finance sales of our new at-home testing diagnostic product. The company last borrowed funds using the credit line in the Year ended December 31, 2011. The agreement matured on December 31, 2011 without renewal. In March of 2012, we executed a renewal agreement with Alpha Credit. The renewal Year matured on December 31, 2012. We borrowed no money under this renewal. In December 2013 we again renewed our credit line with Alpha Credit, expanding our credit line to \$12.5 million (Fourth Omnibus Renewal). As a part of the most recent renewal agreement all previous accrued debt and interest owed Alpha Credit was reduced to \$0.00. Alpha Credit Resources breached this renewal agreement. The agreement was allowed to come to term. In April 2016 the company brought its disputes with Alpha Credit to the attention of new management and the funds liquidator and while working on a resolution, the parent of Alpha Credit and its sister operations became embroiled in two Federal criminal investigations. The company is standing still until these investigations are brought to a conclusion.

Cash Flow.

Since inception, we have primarily financed our cash flow requirements through the issuance of common stock, the issuance of notes and sales generated income. With anticipated growth in 2017 we may, during our normal course of business, experience net negative cash flows from operations, pending receipt of revenue, which often are delayed because of the nature of the healthcare industry. Further, we may be required to obtain financing to fund operations through additional common stock offerings and bank or other debt borrowings, to the extent available, or to obtain additional financing to the extent necessary to augment our available working capital. See **Financing Requirements** section.

Satisfaction of our cash obligations for the next 12 months.

As of September 30, 2017, our cash balance was \$791,937. Our plan for satisfying our cash requirements for the next twelve months is through additional equity, third party financing, and/or debt financing. We anticipate sales-generated income during that same year of time, but do not anticipate generating sufficient amounts of positive cash flow to meet our working capital requirements. Consequently, we intend to make appropriate plans to insure sources of additional capital in the future to fund growth and expansion through additional equity or debt financing or credit facilities.

As we expanded operational activities, we may continue, from time to time, to experience negative working capital, net negative cash flows from operations, pending receipt of sales or development fees, and will be required to obtain additional financing to fund operations through common stock offerings and debt borrowings to the extent necessary to provide working capital. It was not until the company entered into the agreement with Alpha Credit Resources, LLC that the company could fill orders for patients and customers on a continuous basis. Until the Alpha Credit line was put in place, we managed to keep a small portion of our distribution activities going when our limited resources allowed us which remains true as of this filing.

Predictions of future operating results are difficult to ascertain due to our historic operating activities. The recent addition of a credit line has helped but we have found it increasingly difficult to transact commerce in the very cash intensive prescription drug industry. Thus, our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stages of commercial viability, particularly companies in new and rapidly evolving technology markets. Such risks include, but are not limited to, an evolving and unpredictable business model and the management of growth. To address these risks we must, among other things, implement and successfully execute our business and marketing strategy, continue to develop and upgrade technology and products, respond to competitive developments, and continue to attract, retain and motivate qualified personnel. There can be no assurance that we will be successful in addressing such risks, and the failure to do so can have a material adverse effect on our business prospects, financial condition and results of operations.

Expected purchase or sale of plant and significant equipment.

We do not anticipate the purchase or sale of any plant or significant equipment in the United States or Canada; as such, items are not required by us at this time. We have, however and from time to time, purchased specialty equipment for our Korean initiative. We have disclosed these investments previously in this document.

Going Concern

The financial statements included in this report have been prepared in conformity with generally accepted accounting principles that contemplate the continuance of the Company as a going concern. The Company's cash position is currently inadequate to pay all of the costs associated with testing, production and marketing of products. Management intends to use borrowings and security sales to mitigate the effects of its cash position, however no assurance can be given that debt or equity financing, if and when required will be available. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and classification of liabilities that might be necessary should the Company be unable to continue existence.

Contingencies and Litigation

We transact commerce in several medical products market channels. We also transact commerce by licensing our proprietary medical software that functions by moving confidential medical data through our proprietary medical information technology devices and networks. Our original Genstrip product required initial regulatory approval by the USFDA ("FDA") as well as on-going FDA approvals during the product life cycle. Further, Genstrip required medical patient trials and competes directly with a major platform manufacturer. We insure against any claims made against the company for our Genstrip, GenUltimate, GenSure, GenChoice and GenPrecis products.

Healthcare, especially those segments where the company competes, is a very litigious. Competing companies often use litigation as a marketing tool, bringing litigation as a means to protect market share and limit market exposure. The medical industry is also intertwined. From time to time, we may become involved in claims and litigation that arise out of the normal course of business, such as litigation that emerges from disputes over damaged, missing or contaminated product, litigation that arises over payment disputes or claims of fair value. We may also become involved in disputes that arise over the business or business practices of our suppliers, payers and customers. It is not uncommon in our industry to find that a litigant has filed claims in multiple jurisdictions involving the same transaction or a single transaction. The company maintains substantial insurance coverage against suits that may arise over issues of damaged, recalled or counterfeit product and other product liability issues. The company has also been a victim of the unapproved acts of prior management. These acts have resulted in claims from individuals and entities since the Board relieved former management of duty in 2006. Nonetheless, these claims have resulted in the use of management time and company resources to investigate, litigate, or settle. In addition, the company accrues contingent legal fees and product liability fees. As of December 31, 2016, our accrual was \$240,000 and \$245,069.

From time to time, the company may also be subject to demands from individuals or entities. These demands and disputes may consume management time and company resources. Other than as noted below, if there is such a disclosure, there are no pending matters at the current time that in management's judgment may be considered potentially material to us.

We were in litigation with Lifescan Inc. a subsidiary of Johnson & Johnson. This litigation began in September 2011. Lifescan had maintained throughout our first three litigations that our Genstrip product infringed on three of their patents. One of these patents became the subject of peripheral litigation activities, and two Appeals (one for each side) to the U.S. Appeals Court for the Federal Circuit (the patents appeals court). In January 2016 the Court of Appeals for the Federal Circuit ruled in its Mandate that this one foundational patent and the claims made by the assignee Lifescan, Inc. was struck (killed) due to obviousness (a clever wording meant to obscure a connection between the Lifescan, Inc. invention and earlier generation technologies dating back to the late 1970s). Throughout this Appeal process, and a litigation process waged through the USPTO, the company prevailed. Recently, as a result of certain claims and allegations made by Lifescan after the close of the USPTO final determination (in favor of the company), the office of the Solicitor General has intervened against Lifescan Inc. in the Federal Circuit court and was of great assistance in getting the Lifescan, Inc. patent revoked. Nonetheless the seeming baseless allegations and claims made by Lifescan against the company have taken their toll, limited our ability to sell Genstrip 50 to large entities ("big box stores") and greatly extended the court processes.

In the Spring of 2013, fearing the impact of the Genstrip product in an open market, Lifescan took it upon themselves to violate a court protective order and prepared and sent out thirty page certified (veiled threat) letters to customers of the company and the customers of the company's customers, making it clear to these entities that should they do

business with the company, or buy Genstrip product from others doing business with the company, they could or would be added as defendants to the patent infringement suit. Most independent pharmacies in the U.S. sell less than a case (24 boxes) of a single brand of glucose test strips monthly. It is easy to ascertain that an independent pharmacy would choose not to “poke the bear” and risk a several hundred thousand dollar defense, rather than halting sales of Genstrip. Some large retailers were visited or called by Lifescan management and provided with face to face veiled threats. Lifescan even calculated that by breaching the protective order, the sanctions they would be assessed would amount to far less than the business loss they would otherwise suffer. Slowly however, the litigation environment enjoyed by Lifescan changed.

In December 2014 counsel for Lifescan wrote a letter to the trial judge who is hearing all three patent matters. This letter outlined a series of issues involving Lifescan’s lead damages “expert” during litigation proceedings. Lifescan’s expert claimed educational and qualification credentials that were not true at the time of the “expert” testimony, and are not true even today. This expert also assisted Lifescan’s counsel in at least one other case, and other companies’ counsels in unrelated cases. Testimony from this expert, in each instance, allowed the Plaintiffs in these cases to secure court rulings to the detriment of the Defendants. In the company’s case this expert was used twice and assisted Lifescan to receive preferential treatment from the court for setting of a litigation bond to cover potential damages, wherein the “expert” through testimony limited the scope and calculation of damages in the setting of the damages protection afforded by the litigation bond and the damages resulting from Lifescan’s violation of the court protective order. Lifescan’s letter admonition came over a year after their successful use of this “expert.”

In March 2016 the company filed suit in the Federal District Court of Nevada against Lifescan, Inc., Lifescan Scotland, Ltd. and Johnson & Johnson, citing infringement of two patents owned by the company. After an exchange of demand letters and posturing by the Defendants, including Defendant’s Motion to Dismiss, the company prevailed in an important early determination by the trial judge. At a hearing in March 2017 the Federal judge denied Lifescan’s Motion to Dismiss, granted the company’s request to allege the Doctrine of Equivalents and set dates beginning in early April 2017 and ending in early November 2017 that could set the stage for a ruling. Sometime in June 2017 the company expects to amend its suit a second time and name other “infringers” as well as adding additional counts to the suit. Federal rules for patent infringement suits have changed, and these suits are now adjudicated over an 18-24 month period. The trial judge’s ruling in mid-March seems to foot with this schedule. In addition, if the schedule set by the judge does not end the litigation, there are five scheduled Mediations in front of a Federal Judge Magistrate pushing the process along. The company amended its suit in April 2017, alleging patent infringement on behalf of the J&J entities under the Doctrine of Equivalents. The J&J entities answered the amended complaint later in April, and the (next step) expert testimony has begun. A major hearing is set to take place on November 17, 2017 in the Las Vegas Federal court. The outcome of this hearing, and the pleadings that gave rise to the hearing will go a long way toward resolution of this case. The company continues to believe that its legal position is very strong.

On May 20, 2016 the company settled all of Lifescan’s patent infringement claims as well as the company’s Anti-trust and false advertising counter-claims against Lifescan, Inc. and Johnson & Johnson. Neither side in these litigations was a clear winner. The company’s products were artificially denied a market for almost 3 years, but on the other hand, the company did receive rare settlement monies and other compensation from Lifescan in a suit where Lifescan was the Plaintiff. The amount of the settlement monies received by the company was confidential, as is often the case when Plaintiffs dismiss or lose a complex case, but confidentiality aside, the entire settlement was structured as a license agreement whereby Lifescan, Inc. paid a sum of cash to the company (a rarity for a Plaintiff) and granted licenses to the company for its test strip patents in return for accommodations regarding the anti-trust and false advertising claims made by the company. The licenses to the Lifescan Inc. patents are of great value to the company in the overall settlement, as will be seen later in 2017.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results or operations, liquidity, capital expenditures or capital resources that is material to investors.