GOLDEN GRAIL TECHNOLOGY CORP.

ANNUAL REPORT

FOR THE YEAR ENDED DECEMBER 31, 2016

<u>**Annual Report for the Period Ended December 31, 2016**</u>

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Golden Grail Technology Corp. on November 6, 2014
Golden Energy Corp. on May 9, 2009

2) Address of the issuer's principal executive offices

Company Headquarters
Address 1:450 Fairway Drive
Address 2:Suite 103
Address 3:Deerfield Beach, FL 33441
Phone:888-578-2567
Email:info@goldengrailtechnology.com

3) Security Information

Trading Symbol: GOGY
Exact title and class of securities outstanding: Common Stock
CUSIP: 38105V105
Par or Stated Value: 0.001
Total shares authorized: 5,000,000,000 as of: December 31, 2016
Total shares outstanding: 54,474,100 as of: December 31, 2016

Additional class of securities (if necessary):
Trading Symbol: GOGY
Exact title and class of securities outstanding: SERIES A CONVERTIBLE PREFERRED SHARES
CUSIP: _____
Par or Stated Value: $0.001
Total shares authorized: 4,000,000 as of: December 31, 2016
Total shares outstanding: 0 as of: December 31, 2016

Additional class of securities (if necessary):
Trading Symbol: GOGY
Exact title and class of securities outstanding: SERIES B CONVERTIBLE PREFERRED SHARES
CUSIP: _____
Par or Stated Value: $0.001
Total shares authorized: 1,000,000 as of: December 31, 2016
Total shares outstanding: 0 as of: December 31, 2016
Additional class of securities (if necessary):
Trading Symbol: GOGY
Exact title and class of securities outstanding: SERIES C CONVERTIBLE PREFERRED SHARES
CUSIP: _____
Par or Stated Value: $0.001
Total shares authorized: 19 as of: December 31, 2016

Total shares outstanding:19 as of: December 31, 2016

Transfer Agent
Name: Standard Registrar and Transfer Company, Inc.
Address 1:12528 South 1840 East
Address 2: Draper, Utah 84020
Phone: 801-571-8844
Is the Transfer Agent registered under the Exchange Act?* Yes: ☒ No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None.

Describe any trading suspension orders issued by the SEC in the past 12 months.

None.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

Merger with Accurate Venture, Inc. Effective February 2, 2016

On February 1, 2016 the Company entered into an Agreement and Plan of Merger (the "Merger Agreement"), with Accurate Venture, Inc., a company incorporated pursuant to the laws of the State of Florida ("ACCURATE"), and Golden Grail Merger Corp., a Nevada corporation and a wholly-owned subsidiary of the Company ("Merger Sub"). On February 2, 2016, the Closing for the Merger Agreement was held and pursuant to which, ACCURATE merged with and into Merger Sub, with Merger Sub continuing as the surviving entity that succeeded to all of the assets, liabilities and operations of ACCURATE and ACCURATE effectively became our wholly-owned operating subsidiary (the "Merger"). The Merger Agreement contained customary terms and conditions for agreements of this type, including completion of due diligence by the parties and approval of the Merger by ACCURATE shareholders, as well as an Escrow Agreement. Under the terms of the Escrow Agreement, ACCURATE is required to complete a PCAOB audit of the prior two (2) fiscal years ending on December 31, 2015 and December 31, 2014, as well as demonstrate certain increases in revenue following receipt of certain financing from the Company. The Merger became effective upon the filing of the Articles of Merger Secretary of State for the State of Nevada, which occurred on February 2, 2016. Accurate is principally engaged in the marketing and sale of consumer goods, in the United States.

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

B. Any jurisdictions where the offering was registered or qualified;

C. The number of shares offered;

D. The number of shares sold;

E. The price at which the shares were offered, and the amount actually paid to the issuer;
F. The trading status of the shares; and

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

On September 29, 2014 the Company issued a stock grant to an employee in the amount of 10,000,000 shares of common stock, valued at $1,500,000. The shares were be issued with a substantial right of forfeiture as follows: (i) The Employee cannot transfer the shares and must return all shares to the Employer if he terminates employment within two years from date of issuance; (ii) upon the happening of the acquisition of the company, a change in control of the company, or a merger by the company that results in a change of control the Board may elect, at its sole discretion, to require the return of 9,500,000 shares (adjusted for an splits or other actions) and Employee agrees that the such shares shall be returned to the Company upon such request. The certificate contains a legend stating that the shares have not been registered under the Securities Act of 1933 as amended.

On September 29, 2014 the Company issued 2,300,000 shares of common stock upon conversion of 575,000 shares of Series B preferred stock. The certificate contains a legend stating that the shares have not been registered under the Securities Act of 1933 as amended.

On February 2, 2016, pursuant to the Closing of the Merger with Accurate Venture, Inc., the Company issued a total of 19 shares of Series C Preferred Stock. Upon the Closing of the Merger, the outstanding shares of ACCURATE automatically converted into the right to receive all 19 shares of the Company's newly created Series C Preferred Stock as consideration for the Merger. Since each share of Series C Preferred Stock converts into 1% of the total outstanding, the new shareholders who received Series C Preferred Shares under the terms of the Merger agreement now effectively control approximately 19% of the Company's voting power. Such Series C Preferred Shares are currently held in escrow.

On March 10, 2016, we issued an aggregate of 500,000 shares of common stock upon the conversion of $6,325.00 of debt principal.

On March 31, 2016, we issued an aggregate of 650,000 shares of common stock upon the conversion of $8,612.50 of debt principal.

On April 14, 2016, we issued an aggregate of 250,000 shares of common stock upon the conversion of $750.00 of debt principal.

On April 26, 2016, we issued an aggregate of 1,250,000 shares of common stock upon the conversion of $12,500.00 of debt principal.

On May 2, 2016, we issued an aggregate of 1,000,000 shares of common stock upon the conversion of $13,500.00 of debt principal.

On May 4, 2016, we issued an aggregate of 1,500,000 shares of common stock upon the conversion of $20,250.00 of debt principal.

On May 12, 2016, we issued an aggregate of 2,700,000 shares of common stock upon the conversion of $8,100.00 of debt principal.

On June 7, 2016, we issued an aggregate of 3,900,000 shares of common stock upon the conversion of $11,700.00 of debt principal.

On June 9, 2016, we issued an aggregate of 2,100,000 shares of common stock upon the conversion of $6,300.00 of debt principal.

On July 12, 2016, we issued an aggregate of 1,100,000 shares of common stock upon the conversion of $3,300.00 of debt principal.

On December 8, 2016, we issued an aggregate of 2,200,000 shares of common stock upon the conversion of $5,610.00 of debt principal.

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

A. Balance sheet;
B. Statement of income;
C. Statement of cash flows;
D. Financial notes; and
E. Audit letter, if audited

The financial statements have been prepared in accordance with US GAAP and are being posted through the OTC Disclosure & News Service as a separate report. The financial statements are hereby incorporated by reference.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

Golden Grail previously operated in the oil and gas industry and ceased those operations in 2009. The Company then focused on developing high end eCommerce sites with an efficient use of technology, people and capital but is planning to cease those operations by the third quarter of 2017. The Company is planning to become a high volume, highly efficient data gathering and marketing company that manages the customer data of its subsidiaries.

On February 2, 2016 the Company completed the acquisition of Accurate Venture, Inc., a company incorporated pursuant to the laws of the State of Florida (“ACCURATE). Accurate develops and markets specific diet, skincare, wellness and supplement products and contracts with manufacturers for supply. The customer base consists of the general public, as well as businesses that contract with the Company on a direct basis. Accurate has a large marketing database of customers and offers monthly subscriptions for most of its product line.

On April 6th 2017 Accurate Venture Inc transitioned into a fully vertical cannabis company, producing branded Pharmaceutical grade Cannabidiol (Hemp CBD) products for health and wellness in the Oncology market. The brand bioRenovate is sold through doctors and hospitals with refills sold through the on-line website. Additionally the consumer GMP products will continue to be sold the general public through its mass-market consumer websites.

Golden Grail will continue to seek to add highly qualified directors and board members and acquire companies in the Cannabis industry in 2017.

Agreement and Plan of Merger

After several weeks of negotiation and due diligence by all parties, and following the January 27, 2016 Written Consent of the Board of Directors of Golden Grail Technology Corp. (the “Company”) the Company entered into an Agreement and Plan of Merger (the “Merger Agreement”), on February 1, 2016 with Accurate Venture, Inc., a company incorporated pursuant to the laws of the State of Florida (“ACCURATE”), and Golden Grail Merger Corp., a Nevada corporation and a wholly-owned subsidiary of the Company (“Merger Sub”).

Formation of Merger Sub

Pursuant to the January 27, 2016 Written Consent, the Company formed Merger Sub by filing Articles of Incorporation in the State of Nevada on January 28, 2016.

Creation of Series C Preferred Stock

The Certificate of Designation for the Company’s new Series C Preferred Stock was approved by the Company’s Board of Directors by Written Consent on January 27, 2016 and filed with the State of Nevada on January 28, 2016.

Per the Certificate of Designation, there are a total of 19 shares of Series C Preferred Stock. Each share of Series C Preferred Stock converts into 1% of the total outstanding shares of common stock at any given time.

Closing of the Merger with Accurate Venture, Inc.

On February 2, 2016, the Closing for the Merger Agreement was held and pursuant to which, ACCURATE merged with and into Merger Sub, with Merger Sub continuing as the surviving entity that succeeded to all of the assets, liabilities and operations of ACCURATE and ACCURATE effectively became our wholly-owned operating subsidiary (the “Merger”).

At the effective time of the Merger, the outstanding shares of ACCURATE automatically converted into the right to receive all 19 shares of the Company’s newly created Series C Preferred Stock as consideration for the Merger. Since each share of Series C Preferred Stock converts into 1% of the total outstanding, the new shareholders who received Series C Preferred Shares under the terms of the Merger agreement now effectively control approximately 19% of the Company’s voting power.

The Merger Agreement contained customary terms and conditions for agreements of this type, including completion of due diligence by the parties and approval of the Merger by ACCURATE shareholders, as well as an Escrow Agreement. Under the terms of the Escrow Agreement, ACCURATE is required to complete a PCAOB audit of the prior two (2) fiscal years ending on December 31, 2015 and December 31, 2014, as well as demonstrate certain increases in revenue following receipt of certain financing from the Company.

The Merger became effective upon the filing of the Articles of Merger Secretary of State for the State of Nevada, which occurred on February 2, 2016.

Appointment of Accurate's William Fisher as Director of the Company and President/CEO of Merger Sub

At the effective time of the Merger, ACCURATE's Chief Executive Officer, William Fisher, was appointed to the Board of Directors of both the Company and Merger Sub. Mr. Fisher also signed an Employment Agreement at Closing, effective February 1, 2016, under which he became President and CEO of Merger Sub.

Following the Merger, the Company's Chief Executive Officer, Michael Brodsky, continues to serve as the CEO and Director of Golden Grail Technology Corp. He likewise remains a Director of Merger Sub.

Date and State (or Jurisdiction) of Incorporation:

Nevada, December 3, 1985

B. the issuer's primary and secondary SIC Codes;

6719

C. the issuer's fiscal year end date;

December 31

D. principal products or services, and their markets;

The Company intends to focus on developing eCommerce websites.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company has an agreement to lease 1,836 square feet of office and warehouse space in Deerfield Beach, Florida through January 31, 2017 at a rate of $2,754 per month. The Company sublets a portion of the office space at a rate of $1,500 per month on a month to month basis. The Company does not plan to renew this lease.

The Company has an agreement to lease office space in Groveland, Florida through March 31st, 2018. On February 8, 2015 the Company entered into a lease for office and warehouse space consisting of 3,500 square feet at a rate of $2,506 per month effective April 1, 2015 which terminates on March 31, 2018. The Company believes the space is adequate for its current needs.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Michael Brodsky - President, Secretary, Treasurer and Director

William Fisher, Director As of March 13, 2017 Mr. Fisher was appointed CEO.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

   None.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

   None.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

   None.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.
   None.

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Michael Brodsky 1500 Weston Road, Suite 200 Weston, FL 33326	10,000,000 shares of common stock	18.4%
Corporate Services Northwest Inc 12819 SE 38th St, #21 Bellevue, WA 98006-1326 Joyce A. Claydon President& Registered Agent	6,130,600 shares of common stock	11.3%
MAW Capital Advisors – Melanie Fisher 11325 Preston Cove Rd Clermont Florida 34711 William Fisher – Registered Agent Frank Anthony LLC – Frank Mercantini 1730 S. Federal Hwy #164 Delray Beach, FL 33483 Frank Mercantini – Registered Agent First Capital Venture – Eli Somix 1201 Orange Street, 600 Wilmington, DE 19801 Hagen & Hagen, PA - Registered Agent	19 shares of Series C Preferred Shares held in escrow for Former Shareholders of Accurate Venture, Inc.	100%

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel
Name: Matheau Stout
Firm: Matheau J.W. Stout, Esq.
Address 1:400 East Pratt Street, 8th Floor
Address 2: Baltimore, Maryland 21202
Phone: 410-429-7076
Email:mstout@otclawyers.com

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, William Fisher certify that:

1. I have reviewed this annual disclosure statement of Golden Grail Technology Corp.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 18, 2017

/s/William Fisher, CEO and Director

GOLDEN GRAIL TECHNOLOGY CORP.

FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2016

GOLDEN GRAIL TECHNOLOGY CORP.

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FINANCIAL STATEMENTS

GOLDEN GRAIL TECHNOLOGY CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED - Prepared by Management)

	December 31, 2016 (Unaudited)	December 31, 2015 (Unaudited)
Assets		
Current assets:		
Cash	$ 66,513	$ 29,108
Accounts receivable	24,660	-
Inventory	24,213	-
Prepaid expense and other current assets	20,186	6,000
Total current assets	135,572	35,108
Goodwill	389,944	-
Other intangible assets	42,630	32,130
Investment in marketable securities	9,509	-
Other assets	1,253	-
Total assets	$ 578,908	$ 67,238
Liabilities and deficiency in stockholders' equity		
Current liabilities:		
Accounts payable and accrued expenses	$ 428,735	$ 175,585
Accrued interest	164,771	72,142
Accrued interest on notes payable - stockholders	17,586	-
Accrued preferred dividends	702,859	690,109
Loans payable	6,200	6,200
Notes payable - stockholders	51,099	-
Convertible notes payable	1,098,053	345,000
Total current liabilities	2,469,303	1,289,036
Convertible notes payable, long term	30,000	400,000
Total liabilities	2,499,303	1,689,036
Deficiency in stockholders' equity:		
Preferred stock, Undesignated, par value $.001 per share; 4,999,981 shares authorized, none issued and outstanding	-	-
Preferred stock, Series A, par value $.001 per share; 4,000,000 shares authorized, none issued and outstanding	-	-
Preferred stock, Series B, par value $.001 per share; 1,000,000 shares authorized, no shares and 425,000 shares issued and outstanding, respectively	-	425
Preferred stock, Series C, par value $.001 per share; 19 shares authorized, 19 and no shares issued and outstanding, respectively	-	-
Common stock, par value $.001 per share; 250,000,000 shares authorized, 54,474,100 and 35,624,100 shares issued and outstanding, respectively	54,474	35,624
Additional paid-in capital	2,832,806	1,681,309
Accumulated other comprehensive income	362	-
Accumulated deficit	(4,808,037)	(3,339,156)
Total deficiency in stockholders' equity	(1,920,395)	(1,621,798)
Total liabilities and deficiency in stockholders' equity	$ 578,908	$ 67,238

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

GOLDEN GRAIL TECHNOLOGY CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED - Prepared by Management)

	Years ended December 31, 2016 (Unaudited)	2015 (Unaudited)
Sales	$ 2,297,087	$ 56,656
Cost of sales	586,703	40,125
Gross profit	1,710,384	16,531
Operating expenses	2,730,003	1,091,239
Loss from operations before interest expense	(1,019,619)	(1,074,708)
Loss on sale of marketable securities	(22)	-
Finance cost	(343,393)	-
Interest expense, net	(105,847)	(50,853)
Loss before income taxes	(1,468,881)	(1,125,561)
Provision for income taxes	-	-
Net loss	(1,468,881)	(1,125,561)
Preferred dividend	(12,750)	(51,000)
Net loss attributable to common shareholders	(1,481,631)	(1,176,561)
Net loss per basic and diluted share	$ (0.03)	$ (0.03)
Weighted average shares outstanding, basic and diluted	45,970,821	35,624,100
Comprehensive loss:		
Net loss	(1,468,881)	(1,125,561)
Other comprehensive income (loss) Change in unrealized gains (losses) on investments	362	-
Comprehensive loss	(1,468,519)	(1,125,561)

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

GOLDEN GRAIL TECHNOLOGY CORP.
CONDENSED CONSOLIDATED STATEMENT OF DEFICIENCY IN STOCKHOLDERS' EQUITY FOR THE TWO YEARS ENDED DECEMBER 31, 2016
(UNAUDITED - Prepared by Management)

	Preferred Stock		Common Stock		Additional Paid-in	Accumulated Other Comprehensive	Accumulated	Stockholders'
	Shares	Amount	Shares	Amount	Capital	Income (loss)	Deficit	Deficiency
Balance, December 31, 2014	425,000	$ 425	35,624,100	$ 35,624	$ 982,309	$ -	$ (2,213,595)	$ (1,195,237)
Stock based compensation					750,000	-		750,000
Preferred dividend					(51,000)	-		(51,000)
Net loss	-	-	-	-	-	-	(1,125,561)	(1,125,561)
Balance, December 31, 2015	425,000	425	35,624,100	35,624	1,681,309	-	(3,339,156)	(1,621,798)
Preferred stock issued for acquisition	19	-	-	-	242,332	-	-	242,332
Conversion of preferred stock	(425,000)	(425)	1,700,000	1,700	(1,275)	-	-	-
Stock based compensation	-	-	-	-	500,000	-	-	500,000
Common stock issued upon conversion of notes payable	-	-	17,150,000	17,150	423,190	-	-	440,340
Unrealized gains on marketable securities	-	-	-	-	-	362	-	362
Preferred dividend	-	-	-	-	(12,750)	-	-	(12,750)
Net loss	-	-	-	-	-	-	(1,468,881)	(1,468,881)
Balance, December 31, 2016	19	$ -	54,474,100	$ 54,474	$ 2,832,806	$ 362	$ (4,808,037)	$ (1,920,395)

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

GOLDEN GRAIL TECHNOLOGY CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED - Prepared by Management)

	Years Ended December 31, 2016	2015
Cash flows from operating activities:		
Net loss	$ (1,468,881)	$ (1,125,561)
Adjustments to reconcile net loss to net cash used by operating activities:		
Realized loss of securities	22	-
Stock based compensation	500,000	750,000
Finance cost	343,393	-
Change in assets and liabilities:		
Accounts receivable	49,649	-
Inventory	(24,213)	-
Prepaid expense	(14,000)	(6,000)
Other current assets	2,337	-
Deposits and other assets	(1,253)	-
Accounts payable and accrued expenses	88,701	58,062
Accrued interest on notes payable - stockholders	11,198	-
Accrued interest other	92,629	-
Cash used by operating activities	(420,418)	(323,499)
Cash flows from investing activities:		
Cash acquired in acquisition	6,430	-
Cash paid for marketable securities	(8,354)	-
Proceeds from sale of marketable securities	72	-
Cash paid for intangible assets	(10,500)	(4,247)
Cash used by investing activities	(12,352)	(4,247)
Cash flows from financing activities:		
Proceeds from notes payable - stockholders	30,975	-
Repayments of notes payable - stockholders	(40,800)	-
Proceeds from convertible notes	480,000	295,000
Cash provided by financing activities	470,175	295,000
Net increase (decrease) in cash	37,405	(32,746)
Cash, beginning of year	29,108	61,854
Cash, end of year	$ 66,513	$ 29,108
Supplemental Schedule of Cash Flow Information:		
Cash paid for interest	$ 2,000	$ -
Cash paid for income taxes	$ -	$ -
Non-cash financial activities:		
Preferred stock issued for acquisition	$ 242,332	$ -
Notes converted to common stock	96,948	-
Notes issued to related parties as consideration for their payment of accounts payable	13,599	-

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

Golden Grail Technology Corp.
Notes to Condensed Consolidated Financial Statements
December 31, 2016 and 2015
(Unaudited)

Note 1 - Nature of Operations and Going Concern

Nature of Operations

Golden Grail Technology Corp. (“Golden Grail” the “Company”, “we”, “us”, “our”) was incorporated in the State of Nevada on December 3, 1985 as Intermountain Capital, Inc. The Company has changed names a number of times since its incorporation and became Golden Grail Technology Corp. on November 6, 2014.

Golden Grail previously operated in the oil and gas industry and ceased those operations in 2009. The Company then focused on developing high end eCommerce sites with an efficient use of technology, people and capital but will be ceasing those operations by the third quarter of 2017.The Company will become a high volume, highly efficient data gathering and marketing company that manages the customer data of its subsidiaries.

On February 2, 2016 the Company completed the acquisition of Accurate Venture, Inc., a company incorporated pursuant to the laws of the State of Florida (“ACCURATE). Accurate develops and markets specific diet, skincare, wellness and supplement products and contracts with manufacturers for supply. The customer base consists of the general public, as well as businesses that contract with the Company on a direct basis. Accurate has a large marketing database of customers and offers monthly subscriptions for most of its product line.

On April 6th 2017 Accurate Venture Inc transitioned into a fully vertical cannabis company, producing branded Pharmaceutical grade Cannabidiol (Hemp CBD) products for health and wellness in the Oncology market. The brand bioRenovate is sold through doctors and hospitals with refills sold through the on-line website. Additionally their consumer GMP products will continue to be sold the general public through its mass-market consumer websites.

Golden Grail will continue to seek to add highly qualified board members and acquire companies in the Cannabis industry in 2017.

Basis of Presentation

The accompanying condensed consolidated financial statements are unaudited. The unaudited interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). Certain information and note disclosures normally included in annual consolidated financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading.

These interim financial statements as of and for the year ended December 31, 2016 and 2015 are unaudited; however, in the opinion of management, such statements include all adjustments (consisting of normal recurring accruals) necessary to present fairly the financial position, results of operations and cash flows of the Company for the periods presented.

Going Concern

The accompanying unaudited consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company currently has limited operating activities. Additionally, the Company has negative cash flows from operations and has a working capital deficit of $2,333,731 at December31, 2016. These factors raise substantial doubt about the Company’s ability to continue as a going concern.

The Company's ability to continue existence is dependent upon commencing its planned operations, management's ability to develop and achieve profitable operations and/or upon obtaining additional financing to carry out its planned business. However, there can be no assurance that these arrangements will be sufficient to fund its ongoing capital expenditures, working capital, and other cash requirements. The outcome of these matters cannot be predicted at this time.

There can be no assurance that any additional financings will be available to the Company on satisfactory terms and conditions, if at all. In the event we are unable to continue as a going concern, we may elect or be required to seek protection from our creditors by filing a voluntary petition in bankruptcy or may be subject to an involuntary petition in bankruptcy. To date, management has not considered this alternative, nor does management view it as a likely occurrence.

The accompanying unaudited consolidated financial statements do not include any adjustments related to the recoverability or classification of asset-carrying amounts or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern.

Note 2 - Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary. All material intercompany transactions and balances have been eliminated in consolidation.

The consolidated financial statements include the accounts of the Company and its subsidiaries from the acquisition date of majority voting control and through the date of disposition, if any.

Use of estimates

The preparation of the Company's financial statements in conformity with accounting principles generally accepted in the United States ("GAAP"), which requires management to make estimates and assumptions that affect amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and reported amounts of revenues and expenses during the periods presented. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the financial statements in the period they are determined to be necessary. Significant estimates made in the accompanying financial statements include, but are not limited to expected sales returns and allowances and income taxes, including deferred tax valuation allowances and reserves for estimated tax liabilities. Actual results could differ from these estimates.

Cash and cash equivalents

For purposes of the statement of cash flows, cash and cash equivalents includes demand deposits, saving accounts and money market accounts. The Company considers all highly liquid debt instruments with maturities of three months or less when purchased to be cash and cash equivalents.

Revenue Recognition

The Company's policy is to recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and collection is probable. The Company records revenue from the sale of its products upon collection by our merchant banks when risk of loss and title to the product have been transferred to the customer. Net sales are comprised of gross revenues less expected product returns. Shipping costs billed to customers are included in sales. The Company accrues for estimated returns and allowances based on historical experience. Sales tax is excluded from reported net revenue.

Basic and diluted loss per share

We utilize ASC 260, "Earnings Per Share" for calculating the basic and diluted loss per share. In accordance with

ASC 260, the basic and diluted loss per share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Diluted net loss per share is computed similar to basic loss per share except that the denominator is adjusted for the potential dilution that could occur if stock options, warrants, and other convertible securities were exercised or converted into common stock. Potentially dilutive securities are not included in the calculation of the diluted loss per share if their effect would be anti-dilutive. The Company has 261,451,634 and 243,197,438common stock equivalents at December 31, 2016 and 2015, respectively. For the yearsended December 31, 2016 and 2015 these potential shares were excluded from the shares used to calculate diluted earnings per share as their inclusion would reduce net loss per share.

Fair value of financial instruments

Our short-term financial instruments, including cash, accounts payable and notes payable, consist primarily of instruments without extended maturities, the fair value of which, based on management's estimates, reasonably approximate their book value.

Accounts Receivable

Accounts receivable consist primarily of reserve balances held by merchant banks which provide for our processing of credit card transactions. The processing banks require us to maintain balances to hedge against any possible fraudulent transactions. The usual reserve period is 180 days and is deposited into the Company's accounts on a FIFO basis (First-In First-Out) commonly called a "Rolling" reserve.

We have recorded a liability for estimated chargebacks of $2,008 and $0 at December 31, 2016 and 2015, respectively, which is included in accounts payable and accrued expenses.

Income taxes

The Company utilizes ASC 740 "Income Taxes" which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each year-end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income.

Advertising Costs

The Company expenses all costs of advertising and related marketing and promotional costs as incurred. The Company incurred approximately $1,206,000 and $0 in advertising and related marketing and promotional costs included in operating expenses during the years ended December 31, 2016 and 2015, respectively.

Intangible assets

The Company's intangible assets consist of website development costs. The website development costs are considered to have an indefinite life. The Company employs the non-amortization approach to account for intangible assets having indefinite lives. Under the non-amortization approach, intangible assets having indefinite lives are not amortized into the results of operations, but instead are reviewed annually or more frequently if events or changes in circumstances indicate that the assets might be impaired, to assess whether their fair value exceeds their carrying value.

Goodwill

Our goodwill consists of the excess purchase price paid in business combinations over the fair value of assets acquired. Goodwill is considered to have an indefinite life.

The Company employs the non-amortization approach to account for goodwill. Under the non-amortization approach, goodwill is not amortized into the results of operations, but instead is reviewed annually or more frequently if events or changes in circumstances indicate that the asset might be impaired, to assess whether the fair value exceeds the carrying value. The Company performs its annual goodwill and impairment assessment on December 31 of each year.

When evaluating the potential impairment of goodwill we first assess a range of qualitative factors, including but not limited to, macroeconomic conditions, industry conditions, the competitive environment, changes in the market for the Company's products and services, regulatory and political developments, entity specific factors such as strategy and changes in key personnel, and the overall financial performance for each of the Company's reporting units. If, after completing this assessment, it is determined that it is more likely than not that the fair value of a reporting unit is less than its carrying value, we then proceed to a two-step impairment testing methodology using the income approach (discounted cash flow method).

In the first step of the two step testing methodology, we compare the carrying value of the reporting unit, including goodwill, with its fair value, as determined by its estimated discounted cash flows. If the carrying value of a reporting unit exceeds its fair value, we then complete the second step of the impairment test to determine the amount of impairment to be recognized. In the second step, we estimate an implied fair value of the reporting unit's goodwill by allocating the fair value of the reporting unit to all of the assets and liabilities other than goodwill (including any unrecognized intangible assets). If the carrying value of a reporting unit's goodwill exceeds its implied fair value, the Company records an impairment loss equal to the difference in that period.

When required, we arrive at our estimates of fair value using a discounted cash flow methodology which includes estimates of future cash flows to be generated by particular assets, as well as selecting a discount rate to measure the present value of those anticipated cash flows. Estimating future cash flows requires significant judgment and includes making assumptions about projected growth rates, industry-specific factors, working capital requirements, weighted average cost of capital, and current and anticipated operating conditions. The use of different assumptions or estimates for future cash flows could produce different results.

Concentrations of Credit Risk

Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and accounts receivable.

The Company places its cash on deposit with financial institutions in the United States. The Federal Deposit Insurance Corporation covers $250,000 for substantially all depository accounts. The Company from time to time may have amounts on deposit in excess of the insured limits. The Company had no uninsured balances at both December 31, 2016 and 2015.

Concentration of credit risk with respect to receivables is principally limited to reserve balances held by our credit card processing merchant banks. Management considers these customer receivables to represent normal business risk.

<u>Major Supplier</u>

The Company purchased approximately 76% of its products from one vendor in 2016. Management believes that the products purchased which include supplement, electronic cigarettes, aroma therapy and other products, could be purchased from other suppliers on comparable terms and would not have a materially adverse effect on the Company’s results of operations.

Marketable Securities

Marketable securities consist of equity securities and are classified as available-for-sale securities. Available-for-sale securities are carried at fair value with unrealized gains and losses reported as a component of accumulated other comprehensive income (loss) in deficiency in stockholders’ equity, while realized gains and losses and other-than-temporary impairments are reported as a component of net income (loss).

Recently Issued Accounting Standards

Recent accounting pronouncements issued by the FASB and the SEC did not, or are not believed by management to have a material impact on the Company's present or future financial statements.

Note 3 – Acquisition

On February 1, 2016 the Company entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Accurate Venture, Inc., a company incorporated pursuant to the laws of the State of Florida (“ACCURATE”), and Golden Grail Merger Corp., a Nevada corporation and a wholly-owned subsidiary of the Company (“Merger Sub”).

On February 2, 2016, the Closing for the Merger Agreement was held and pursuant to which, ACCURATE merged with and into Merger Sub, with Merger Sub continuing as the surviving entity that succeeded to all of the assets, liabilities and operations of ACCURATE and ACCURATE effectively became our wholly-owned operating subsidiary (the “Merger”).

At the effective time of the Merger, all of the outstanding shares of ACCURATE automatically converted into the right to receive all 19 shares of the Company’s newly created Series C Preferred Stock as consideration for the Merger. Since each share of Series C Preferred Stock converts into 1% of the total outstanding, the new shareholders who received Series C Preferred Shares under the terms of the Merger agreement now effectively control approximately 19% of the Company’s voting power. The consideration issued has been valued at $242,332.

The Merger Agreement contained customary terms and conditions for agreements of this type, including completion of due diligence by the parties and approval of the Merger by ACCURATE shareholders, as well as an Escrow Agreement. Under the terms of the Escrow Agreement, ACCURATE is required to complete a PCAOB audit of the prior two (2) fiscal years ending on December 31, 2015 and December 31, 2014, as well as demonstrate certain increases in revenue following receipt of certain financing from the Company. ACCURATE is still in the process of completing the required audits.

The Merger became effective upon the filing of the Articles of Merger Secretary of State for the State of Nevada, which occurred on February 2, 2016.

The Company believes that the Merger provides the opportunity to scale current operations with increased resources, talent and capital.

The final accounting for the acquisition of Accurate has been completed during the fourth quarter of 2016. The allocation of the purchase price to the assets acquired and liabilities assumed based on the estimated fair values is as follows:

Cash	$	6,430
Accounts receivable		60,710
Other assets		887
Goodwill		389,944
Total assets acquired		457,971
Accounts payable and other liabilities		(215,639)
Total	$	242,332

At this time we do not expect that goodwill will be tax deductible.

Pro forma Results of Operations. The historical operating results of Accurate prior to its acquisition date have not been included in the Company's historical consolidated operating results. Pro forma results of operations data (unaudited) for the years ended December 31, 2016 and 2015, as if the acquisition had occurred on January 1, 2015, are as follows:

	December 31, 2016	December 31, 2015
Revenue	$ 2,397,020	$ 2,193,078
Net loss	(1,449,086)	(1,323,725)
Net loss per share	(0.03)	(0.04)

The amounts of revenue and loss of Accurate since the acquisition date included in the consolidated statement of operations for the year ended December 31, 2016are approximately $2,293,000 and ($98,000), respectively.

Note 4 - Stockholders' Equity

Preferred stock:

The Company is authorized to issue 10,000,000 shares of its preferred stock, with par value of $0.001 per share. The Company has designated 4,000,000 shares of preferred stock as Series A, 1,000,000 shares of preferred stock as Series B and 19 shares of preferred stock as Series C. There are 4,999,981 shares of preferred stock that remain undesignated.

Series A Preferred Stock
The Company has designated 4,000,000 shares of preferred stock as Series A preferred stock. There are no shares of Series A preferred stock issued and outstanding. The Series A preferred shares have a liquidation value of $1.00 per share. They have the right to receive a quarterly dividend equal to 40% of the quarterly net income of the Company, but not less than $0.0015 per share. The dividend is to be paid in cash or common shares on the Company, at the option of the holder. The shares are convertible in at least 1,000 shares increments, each increment representing 10,000 shares of common stock. On the fifth anniversary of issuance, all unconverted shares of Series A preferred stock will automatically convert into common shares.

Series B Preferred Stock
The Company has designated 1,000,000 shares of preferred stock as Series B preferred stock. There are 0 and 425,000 shares of Series B preferred stock issued and outstanding at June 30, 2016 and December 31, 2015, respectively. The Series B shares were issued in 2009. The Series B preferred shares have a liquidation value of $4.00 per share. They have the right to receive a quarterly dividend equal to $0.03 per share. The dividend is to be paid in cash or common shares on the Company, at the option of the holder. The shares are convertible in at least 1,000 shares increments, each increment representing 4,000 shares of common stock. On the fifth anniversary of issuance, all unconverted shares of Series B preferred stock were to automatically convert into common shares.

On September 19, 2014 the holders of the Series B preferred stock acknowledged that the preferred shares were not automatically converted into common stock on the fifth anniversary of issue and have waived the requirement for such automatic conversion. The designations of the Series A and Series B preferred stock have been amended to remove the automatic conversion features and to remove the option for the holder to receive payment of dividends in common stock.

On June 6, 2016 the holder of the Series B preferred stock converted all 425,000 outstanding shares into 1,700,000 shares of common stock.

Series C Preferred Stock
The Company has designated 19 shares of preferred stock as Series B preferred stock. There are 19 shares of Series B preferred stock issued and outstanding at June 30, 2016 and none at December 31, 2015. The Series C preferred shares have liquidation rights upon dissolution. Each share is convertible into such number of shares of the Company's common stock that shall equal 1% of the total issued and outstanding shares of common stock on the date of conversion. The holders of the Series C preferred stock shall vote together as a single class with the holders of any other class or series of shares entitled to vote with the common stockholders. The holders of all 19 shares of the Series C preferred stock are together entitled to a total of 19% of the total votes regardless of the actual number

of shares of common stock then outstanding, with the remaining 81% of the total votes allocated among the holders of all other classes of common and preferred stock.

Common stock:

The Company is authorized to issue 250,000,000 shares of its common stock, with par value of $0.001 per share. As of December 31, 2016 and 2015 there were 54,474,100 and 35,624,100 shares of common stock issued and outstanding, respectively.

During 2014 the Company issued a stock grant to an employee in the amount of 10,000,000 shares of common stock, valued at $1,500,000. The grant vested upon the two year anniversary, on September 1, 2016. The expense has been recorded over that two year period. We have recorded expense of $500,000 and $750,000 during the years ended December 31, 2016 and 2015, respectively.

During March 2016 the Company issued 1,150,000 shares of common stock upon the conversion of $14,938 of notes payable.

During April 2016 the Company issued 1,500,000 shares of common stock upon the conversion of $13,250 of notes payable.

During May 2016 the Company issued 5,200,000 shares of common stock upon the conversion of $41,850 of notes payable.

During June 2016 the Company issued 6,000,000 shares of common stock upon the conversion of $18,000 of notes payable.

During July 2016 the Company issued 1,100,000 shares of common stock upon the conversion of $3,300 of notes payable.

During December 2016 the Company issued 2,200,000 shares of common stock upon the conversion of $5,610 of notes payable.

On June 6, 2016 the holder of the Series B preferred stock converted all 425,000 outstanding shares into 1,700,000 shares of common stock.

Note 5–Notes Payable

February 2013 Note

On February 8, 2013, the Company entered into a Securities Purchase Agreement with IBC Funds, LLC (“IBC”) providing for the sale by the Company to IBC of an 8% convertible debenture in the principal amount of $100,000. The debenture originally matured on February 7, 2014 and bears an interest rate of 8% per annum, payable on the Maturity Date. IBC may convert, after six months, the outstanding principal and accrued interest on the debenture into shares of the Company’s common stock, par value $0.001 per share (“Common Stock”) at a conversion price per share equal to the average of the closing price of the Common Stock during the five (5) trading days immediately preceding the date of conversion as quoted by Bloomberg, LP, but not less than $0.10 per share.

With the exception of the shares that the Company is obligated to issue to previous investors, for as long as the debenture is outstanding, the Conversion Price of the debenture shall be subject to adjustment for issuances of Common Stock or securities convertible into common stock or exercisable for shares of Common Stock at a purchase price of less than the then-effective Conversion Price, on any unconverted amounts, such that the then applicable Conversion Price shall be adjusted using full-ratchet anti-dilution on such new issuances, subject to customary carve outs, including restricted shares granted to officers, and directors and consultants.

The debenture was not paid at maturity and the Company was in default on the note. On September 18, 2014 the holder waived the default provisions, including the default interest rate, and the maturity date was extended to December 18, 2014. Additionally, the conversion price was amended to be 50% of the lowest price traded duringthe last 10 trading days immediately preceding a Notice of Conversion.

On December 16, 2014 the note was amended to extend the maturity date to May 18, 2015.On June 3, 2015 the note was amended to extend the maturity date of December 31, 2015.On March 22, 2016 the holder waived the default provisions, including the default interest rate, and the maturity date was extended to December 31, 2016.

On May 12, 2016 the February 8, 2013 Note was amended to eliminate any further accrued interest and the conversion price was amended to be 50% of the lowest price traded duringthe last 120 trading days immediately preceding a Notice of Conversion.

During 2016 the Company issued 18,850,000 shares of common stock upon the conversion of $96,948 of notes payable. We have recorded a finance cost of $343,393 related to the debt conversion, which is recorded as interest expense.

September 2014 Note

On September 16, 2014, the Company entered into a Securities Purchase Agreement with IBC Equity Holdings, Inc. (“IBC Equity”) providing for the sale by the Company to IBC Equity of an 8% convertible debenture in the principal amount of $150,000. The debenture matures on September 16, 2017 and bears an interest rate of 8% per annum, payable annually.IBCEquity may convertthe outstanding principal and accrued interest on the debenture into shares of the Company’s common stock at a conversion price per share equal to 40% of lowest closing bid price of the common stock during the twenty (20) trading days immediately preceding the date of conversion as quoted by Bloomberg, LP.

For as long as the debenture is outstanding, the Conversion Price of the debenture shall be subject to adjustment for issuances of Common Stock or securities convertible into common stock or exercisable for shares of Common Stock at a purchase price of less than the then-effective Conversion Price, on any unconverted amounts, such that the then applicable Conversion Price shall be adjusted using full-ratchet anti-dilution on such new issuances, subject to certain excepted issuances, as defined.

November 2014 Note

On November 4, 2014, the Company entered into a Securities Purchase Agreement with IBC Capital Group, Inc. (“IBC Capital”) providing for the sale by the Company to IBC Capital of an 8% convertible debenture in the principal amount of $200,000. The debenture matures on November 4, 2017 and bears an interest rate of 8% per annum, payable on the Maturity Date. IBC may convert, after six months, the outstanding principal and accrued interest on the debenture into shares of the Company’s common stock, par value $0.001 per share (“Common Stock”) at a conversion price equal to 40% of the lowest closing bid price as of 4 pm (New York Time) for the Company’s stock during the previous 20 trading days.

For as long as the debenture is outstanding, the Conversion Price of the debenture shall be subject to adjustment for issuances of Common Stock or securities convertible into common stock or exercisable for shares of Common Stock at a purchase price of less than the then-effective Conversion Price, on any unconverted amounts, such that the then applicable Conversion Price shall be adjusted using full-ratchet anti-dilution on such new issuances, subject to certain excepted issuances, as defined.

May 14, 2015 Note

On May 14, 2015, the Company entered into a Securities Purchase Agreement with IBC Funds, LLC providing for the sale by the Company to IBC of a 10% convertible debenture in the principal amount of $145,000. The debenture was scheduled to mature on April 7, 2016 and bears an interest rate of 10% per annum, payable annually. IBC may convert, after six months, the outstanding principal and accrued interest on the debenture into shares of the

Company’s common stock, par value $0.001 per share (“Common Stock”) at a conversion price equal to 40% of the lowest closing bid price as of 4 pm (New York Time) for the Company’s stock during the previous 20 trading days.

For as long as the debenture is outstanding, the Conversion Price of the debenture shall be subject to adjustment for issuances of Common Stock or securities convertible into common stock or exercisable for shares of Common Stock at a purchase price of less than the then-effective Conversion Price, on any unconverted amounts, such that the then applicable Conversion Price shall be adjusted using full-ratchet anti-dilution on such new issuances, subject to certain excepted issuances, as defined.

On April 6, 2016 the May 14, 2015Note was amended to extend the maturity date to December 31, 2016.

May21, 2015Note

On May 21, 2015, the Company entered into a Securities Purchase Agreement with IBC Funds, LLC providing for the sale by the Company to IBC of a 10% convertible debenture in the principal amount of up to $100,000. The debenture was scheduled to mature on May 21, 2016 and bears an interest rate of 10% per annum, payable annually. IBC may convert, after six months, the outstanding principal and accrued interest on the debenture into shares of the Company’s common stock, par value $0.001 per share (“Common Stock”) at a conversion price equal to 40% of the lowest closing bid price as of 4 pm (New York Time) for the Company’s stock during the previous 20 trading days. We have received $100,000 pursuant to this note.

For as long as the debenture is outstanding, the Conversion Price of the debenture shall be subject to adjustment for issuances of Common Stock or securities convertible into common stock or exercisable for shares of Common Stock at a purchase price of less than the then-effective Conversion Price, on any unconverted amounts, such that the then applicable Conversion Price shall be adjusted using full-ratchet anti-dilution on such new issuances, subject to certain excepted issuances, as defined.

On August 11, 2016 the May 21, 2015 Note was amended to extend the maturity date to November 11, 2016. On November 11, 2016 the maturity date was extended to May 11, 2017.

November 2015 Note

On November 16, 2015, the Company entered into a Securities Purchase Agreement with Rockwell Capital Partners, Inc. (“Rockwell”) providing for the sale by the Company to Rockwell of a 10% convertible debenture in the principal amount of up to $500,000. The debenture matures on November 16, 2017 and bears an interest rate of 10% per annum, payable annually. Rockwell may convert the outstanding principal and accrued interest on the debenture into shares of the Company’s common stock, par value $0.001 per share (“Common Stock”) at a conversion price equal to 40% of the lowest closing bid price as of 4 pm (New York Time) for the Company’s stock during the previous 20 trading days. We have received $500,000 pursuant to this note at December 31, 2016.

For as long as the debenture is outstanding, the Conversion Price of the debenture shall be subject to adjustment for issuances of Common Stock or securities convertible into common stock or exercisable for shares of Common Stock at a purchase price of less than the then-effective Conversion Price, on any unconverted amounts, such that the then applicable Conversion Price shall be adjusted using full-ratchet anti-dilution on such new issuances, subject to certain excepted issuances, as defined.

October 2016 Note

On October 14, 2016, the Company entered into a Securities Purchase Agreement with Rockwell Capital Partners, Inc. (“Rockwell”) providing for the sale by the Company to Rockwell of a 10% convertible debenture in the principal amount of up to $50,000. The debenture matures on October 14, 2018 and bears an interest rate of 10% per annum, payable annually. Rockwell may convert the outstanding principal and accrued interest on the debenture into shares of the Company’s common stock, par value $0.001 per share (“Common Stock”) at a conversion price equal to 40% of the lowest closing bid price as of 4 pm (New York Time) for the Company’s stock during the previous 20 trading days. We have received $30,000 pursuant to this note at December 31, 2016.

For as long as the debenture is outstanding, the Conversion Price of the debenture shall be subject to adjustment for issuances of Common Stock or securities convertible into common stock or exercisable for shares of Common Stock at a purchase price of less than the then-effective Conversion Price, on any unconverted amounts, such that the then applicable Conversion Price shall be adjusted using full-ratchet anti-dilution on such new issuances, subject to certain excepted issuances, as defined.
The maturities of the long term portion debt are as follows:

Year ended December 31,	
2018	30,000

Note 6 - Income Taxes

The Company utilizes ASC 740 “Income Taxes”, which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse.

Since the Company has incurred annual losses since inception, there has been no income tax expense or liability. The Company has provided a 100% valuation allowance for any deferred tax benefits resulting from net operating loss carryovers due to our limited operating history. In addressing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences are deductible.

The Company has not filed any of its tax returns through December 31, 2016.

The provisions of ASC 740 require companies to recognize in their financial statements the impact of a tax position if that position is more likely than not to be sustained upon audit, based upon the technical merits of the position. ASC 740 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken on a tax return. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods and disclosure.

Management does not believe that the Company has any material uncertain tax positions requiring recognition or measurement in accordance with the provisions of ASC 740. Accordingly, the adoption of these provisions of ASC 740 did not have a material effect on the Company’s financial statements. The Company’s policy is to record interest and penalties on uncertain tax positions, if any, as income tax expense.

All tax years for the Company remain subject to future examinations by the applicable taxing authorities.

Note 7–Loans payable – related parties

The company has promissory notes payable to a stockholder in the aggregate amount of $38,299 at December 31, 2016. A Note was assumed in conjunction with the acquisition of Accurate described in Note 3, with a balance assumed of $23,525.The loans were made for working capital purposes. The company has received and repaid advances on a revolving basis under the notes throughout 2016; net advances received during that period are $1,175. Additionally, the stockholder made payments of Company accounts payable aggregating $13,599 during 2016, which have been added to the note balance.The notes bear interest at 5% compounded monthly. The amount of interest expense for 2016 was $9,846and accrued interest payable at December 31, 2016 is $12,225.

The Company has apromissory note payable to a stockholder. The liability was assumed in conjunction with the acquisition of Accurate described in Note 3, with a balance assumed of $23,800. Thenote is secured by the Company’s inventory, equipment and supplies. The note was due to be paid on August 5, 2015 and is in default at December 31, 2016. Interest is being accrued at 20% per year starting on the maturity date. Payments of $11,000 were made during the year ended December 31, 2016. The balance due under the note was $14,800 at December 31, 2016.The amount of interest expense for 2016 was $3,354 and accrued interest payable at December 31, 2016 is $5,361.

Note 8 - Subsequent Events

On March 7, 2017, the Company entered into a Securities Purchase Agreement with Rockwell Capital Partners, Inc. (“Rockwell”) providing for the sale by the Company to Rockwell of a 10% convertible debenture in the principal amount of up to $250,000. The debenture matures on March 7. 2019 and bears an interest rate of 10% per annum, payable annually. Rockwell may convert the outstanding principal and accrued interest on the debenture into shares of the Company’s common stock, par value $0.001 per share (“Common Stock”) at a conversion price equal to 40% of the lowest closing bid price as of 4 pm (New York Time) for the Company’s stock during the previous 20 trading days. We have received $6,000 pursuant to this note at April 17, 2017.

On March 7, 2017 the Company entered into a $130,000 Promissory Note with Rockwell Capital Partners, Inc. (“Rockwell”). This Note carries an original issue discount of $20,000.00. In addition, Borrower agreed to pay $10,000.00 to Lender to cover Lender’s legal fees, accounting costs, due diligence, monitoring and other transaction costs incurred in connection with the purchase and sale of this Note. The Note matures on June 7, 2017 and bears an interest rate of 6% per annum.

During February 2017 the Company issued 2,300,000 shares of common stock upon the conversion of $5,865 of notes payable.

As of March 13, 2017 Mr. Brodsky stepped down as President but remains a Director. Mr. Fisher was appointed Chief Executive Officer and remains a Director.