

EF Hutton America, Inc.

UNAUDITED FINANCIAL STATEMENTS

For the year ended December 31, 2016

EF HUTTON AMERICA, INC.
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EF HUTTON AMERICA, INC.

CONDENSED BALANCE SHEETS

	Dec. 31, 2016 (Unaudited)	Dec. 31, 2015 (Audited) (Restated)
<u>Assets</u>		
Current assets		
Cash	\$ 448	\$ 23,240
Prepaid expenses & other	-	27,509
Loan Origination Fees	-	-
Due from shareholder	14,616	12,500
Total current assets	15,064	63,249
Fixed assets		
Building & Property	8,879,540	-
Total Fixed Assets	8,879,540	-
Other assets:		
Loans receivable	65,565	45,250
Accrued interest receivable	10,461	4,126
Deposit	11,999	-
License	-	30,000
Brand assets	10,025,000	10,025,000
Total other assets	10,113,025	10,104,376
Total Assets	<u>\$ 19,007,629</u>	<u>\$ 10,167,625</u>
<u>Liabilities and Stockholders' Equity</u>		
Current liabilities:		
Advances from related parties	\$ 50,000	\$ 75,852
Advance from shareholder to be settled in stock	(1,134)	50,000
Due to related party	249,250	62,000
Real Estate Taxes Payable	43,665	-
Loans payable	645,070	-
Senior Note	7,500,000	-
Deposit on private placement		150,000
Accounts payable	236,688	26,298
Accrued expense to be settled in stock	-	345,571
Accrued expenses	-	27,070
Total current liabilities	\$ 8,723,539	\$ 736,791
Stockholders' equity:		
Common stock, \$0.001 par value; 90,000,000 shares authorized; 54,137,530 and 53,724,673 shares issued & outstanding	53,837	53,725
Class B common stock, \$0.001 par value; 10,000,000 shares authorized, 5,797,000 issued and outstanding	5,797	5,797
Preferred Shares, \$0.001 par value; 10,000,000 shares authorized; 400,000 issued and outstanding	400	-
Additional paid-in capital	12,750,554	10,593,038
APIC – Deferred Compensation	(3,625,438)	-
APIC – Stock Options Outstanding	3,828,270	-
Accumulated deficit	(2,729,330)	(1,221,726)
Total stockholders' equity	10,284,090	9,430,834
	<u>\$ 19,007,629</u>	<u>\$ 10,167,625</u>

See accompanying notes to condensed financial statements

EF HUTTON AMERICA, INC.
CONDENSED STATEMENTS OF OPERATION

(Unaudited)

	Year Ended December 31,	
	<u>2016</u>	<u>2015</u>
Revenue	\$ 91,454	\$ -
Operating expenses		
Professional Fees	\$ 453,604	\$ 111,537
Rent Expenses	30,400	4,455
Stock-based compensation	242,832	539,075
General and administrative	<u>467,099</u>	<u>146,308</u>
Total operating expenses	\$ 1,193,935	\$ 801,375
Other Income/Expense		
Interest Income	\$ 6,335	\$ (4,126)
Loss on Investment	-	330,831
Other income	<u>-</u>	<u>-</u>
Net Other Income/Expense	\$ 6,335	\$ 326,705
Loss from operations (net of tax)	<u>\$ (1,096,146)</u>	<u>\$ (1,128,080)</u>
Basic and diluted loss per common share		
Loss from operations	<u>\$ (0)</u>	<u>\$ (0)</u>
Net loss per share – basic and diluted	<u>\$ (0)</u>	<u>\$ (0)</u>
Weighted average number of common shares outstanding - basic and diluted	<u>54,137,530</u>	<u>53,405,309</u>

See accompanying notes to condensed financial statements

EF HUTTON AMERICA, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)
Year Ended December 31, 2016

OPERATING ACTIVITIES:

Net loss	\$ (1,096,146)
Adjustments to reconcile Net Loss to net cash provided by operations:	
Employee Advances	(774)
Due from Lessees - Electric	(1,341)
Accounts Payable	148,390
Payroll Tax Liabilities	(1,134)
Real Estate Taxes Payable	43,665
Loans Payable – Related Parties	191,399
Loan Payable – Cedar Hill	600,000
Senior Note	7,500,000
Accrued Expense for Stock	<u>(345,572)</u>
Net cash provided by Operating Activities	\$ 7,038,487

INVESTING ACTIVITIES:

Building	\$ (8,400,000)
Personal Property	(439,540)
Software	(10,000)
Interest Receivable	(6,335)
Prepaid Expenses	27,509
Loan Origination Expense	(20,315)
Deposits	<u>(12,000)</u>
Net Cash provided by investing activities	\$ (8,860,681)

FINANCING ACTIVITIES:

Stock Subscribed	\$ (150,000)
Ordinary Common Stock	113
Convertible Preferred Stock	400
Additional Paid in Capital	12,750,554
Deferred Compensation	(3,625,439)
APIC – stock option	3,828,270
Accumulated Deficit	<u>(11,004,496)</u>
Net Cash provided by financing activities	\$ 1,799,402

Net increase (decrease) in cash	\$ (22,792)
Cash at Beginning of Period	<u>23,240</u>
Cash at End of Period	<u>\$ 448</u>

See accompanying notes to condensed financial statements.

EF Hutton America, Inc.
Notes to Condensed Financial Statements
(Unaudited)

Note 1 – Nature of Operations

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

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

The following is a list of active subsidiaries and affiliates.

- EF Hutton Investments LLC is an SEC-registered investment advisor offering investment services to individuals.
- EF Hutton Digital Services, Inc., a wholly owned subsidiary of the Company that is developing digital products and services.
- EF Hutton Media Group Inc., a wholly owned subsidiary of the Company that is developing media related products and services.
- EF Hutton Mobile Inc., a wholly-owned subsidiary of the company that is developing mobile services.

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

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

Note 2 – Summary of Significant Accounting Policies

Use of Estimates

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

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

Cash and cash equivalents

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

Property and equipment

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

Revenue recognition

The Company recognizes revenue when upon receipt of the fees received for services rendered or upon subscription for services.

Income tax

The Company accounts for income taxes pursuant to ASC 740. Under ASC 740, deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. Net income (loss) per share. The net income (loss) per share is computed by dividing the net income (loss) by the weighted average number of shares of common outstanding.

Long-Lived Assets

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

New Accounting Standards

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

Note 3 – Going Concern

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

Note 4 - Income Taxes

Deferred income taxes arise from the temporary differences between financial statement and income tax recognition of net operating losses and other items. Loss carryovers are limited under the Internal Revenue Code should a significant change in ownership occur. The Company accounts for income taxes pursuant to ASC 740. Income taxes at federal and state statutory rates have not yet been filed for 2016. The Company has not had income for 2016 and therefore believes that income tax will not be material. The Company has filed for an extension for federal and state taxes.

Note 5 – Fair Value of Financial Instruments

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

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

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

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

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

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

Stock options are treated in accordance with ASC 718 “Compensation – Stock Compensation” which sets forth treatment for all equity related compensation including stock, options and rights. In general, the fair value of options and rights is calculated using one of three proscribed methods and then adjusted based on several criteria such as transferability restrictions, liquidity and dilutive effect of exercise. The applicable portion of value during the grantee’s expected service period is then expensed for the period using the straight-line method.

ASC 718 principally requires the use of the “fair-value-based method” for measuring the value of stock-based compensation. Employee stock options are not traded in the financial markets and also have features and restrictions that differ from those of publicly traded options. Those features and restrictions affect the fair value of employee stock options (e.g., nontransferability and nonhedgeability). Therefore, ASC 718 requires that, in applying the “fair-value-based method,” companies use an option-pricing model adjusted to accommodate the unique characteristics of employee stock options.

For the sake of convenience, however, ASC 718 generally refers to the required measure of stock-based compensation as fair value; that term also distinguishes the measure from other measures, such as intrinsic value and calculated value. In ASC 718 references to fair value mean the “fair-value-based measure” that is determined in accordance with the requirements of ASC 718, rather than the term “fair value” as used in ASC 820, *Fair Value Measurements and Disclosures*.

The value of stock options and rights for purposes of ASC 718, is determined by the Company using a binomial lattice model known as the Cox & Rubinstein model. The model is adjusted for various factors. The value is then amortized over the service life.

Note 6 – Intangible Assets

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

Note 7 – Liabilities

Company short term obligations are those due within one year and include payables to vendors and payroll to employees and the current portion of long-term liabilities.

Long term liabilities include bonds and notes. The following table lists the long term liabilities.

Table: Outstanding Bonds and Notes

Obligor	Relationship	Maturity*	Original Principal Amount (\$)	Principal Outstanding (\$)	Annualized Interest Rate (%)	Security	Description
SpringForward	Lender	9/1/2023	7,500,000	7,500,000	0% until Sept 2017 then 4.5%	Unsecured	Guaranteed by two Directors
Preferred Mortgage	Lender	2/1/2018	3,000,000	3,000,000	12.00%	Secured	First lien on Office Property at One Main Street, Springfield Ohio
Cedar Hill	Lender	7/1/2018	600,000	600,000	11.50%	Unsecured	Guaranteed by two Directors. Matures on 7/1/2017 with right to extend for up to one year.

* Maturity includes rights to extend.

Note 8 – Stockholders’ Equity

Common stock

No stock was issued during the three months ended December 31, 2016.

Series A Preferred Stock

On August 31, 2016, the Board of Directors approved the designation of 400,000 Series A preferred shares, par value \$0.001. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A preferred shares are as follows:

A. Redemption Rights. After a period of two years, the Company may redeem the Series A Preferred Stock at \$3.98 per Series A preferred share, an amount equal to 106% of the liquidation preference of \$1,335,000, which declines by 0.50% semi-annually, though it cannot decline less than the par value of the Series A Preferred Stock. After a period of two years, a holder may redeem the Series A Preferred Stock, with sixty days written notice, at \$3.56 per Series A preferred share, an amount equal to 95% of the liquidation preference of \$1,335,000 (“Redemption Price”). The redemption demand shall be declined if the closing price of the common stock is more than 200% of the Redemption Price for any 20 of 30 consecutive trading days prior to the redemption demand.

B. Relative Seniority. In respect to the right to receive dividends, the Series A Preferred Stock shall rank senior to the common stock of the Company and shall be subordinated to any debt obligations.

C. Dividend Provisions. The Series A Preferred Stock dividend is cumulative and accruing as follows: zero dividend for first year, 1.00% per annum thereafter commencing on the first anniversary of the issuance of the Series A Preferred Stock. Thereafter, dividends are payable quarterly in arrears on the first day of every August, November, February and May. No dividend may be paid on common shares so long as the Series A Preferred Stock dividend is outstanding.

D. Conversion. The Series A preferred shares are convertible into common shares at 150% of the average closing price for the ten days immediately prior to conversion.

E. Preemptive Rights. The holders of Series A Preferred Stock will not be entitled to any preemptive rights to purchase of stock in future stock offerings of the Company.

F. Piggyback Registration Rights. The holders of the Series A Preferred Shares shall have the right to register his or her unregistered common stock received from the conversion of Series A Preferred Stock when either the Company or another investor initiates a registration of the Company's securities.

G. Voting Rights. The holders of the Series A Preferred Shares shall not be entitled to any voting rights.

H. Right of Co-Sale (Tag Along). The Series A Preferred Shareholders shall have the right of co-sale. If a majority shareholder sells his or her stake, the Series A Preferred Shareholders shall have the right to join the transaction and sell his or her minority stake in the Company.

I. Forced Co-Sale (Drag Along). The Series A Preferred Shareholders will not be required to sell all of their Series A Preferred Shares on the same terms or conditions of a co-sale by a majority shareholder.

J. Right of First Refusal. If any of the Series A Preferred Shareholders wish to sell, transfer or otherwise dispose of any or all of his/her Series A Preferred Shares, the other Series A Preferred Shareholders shall not have a prior right to buy such Series A Preferred Shares.

K. Anti-Takeover Provisions. There are no anti-takeover provisions that may have the effect of delaying or preventing a change in control.

On September 1, 2016, the Company two purchased commercial properties in Springfield Ohio for a purchase price of \$8,845,000. The properties consist of a 150,000 sf class A office building and a 21,950 sf theater. The total consideration paid for both properties was in the form of a senior note with principal amount of \$7,500,000 and 400,000 Series A preferred stock valued at \$1,345,000.

Additional Paid In Capital (APIC) is adjusted by \$3,828,270 to reflect the value of stock options and rights grants. These options and grants are amortized over the service life on a straight-line basis in accordance with ASC 718 and for the third-quarter 2016, the company expensed \$202,831.50.

Table: Equity Options and Rights

Name	Reason for Grant	Ordinary Stock Underlying Options/ Rights	Strike (\$)	Expiration	Vesting/ Contingencies
C. Daniels CEO & Interim CFO	(1) 2017 EA Amendment	Variable	0.50	Mar 1, 2023	Mar 1, 2020, Contingent Option. Contingent upon at least 300,000 customer accounts. See Notes.
	(2) 2016 EA	15,000,000	0.50	Mar 31, 2019	8,333,000 Vested - rest vests in equal parts annually in arrears each Jan 15 for two years.
	(3) 2016 EA Adjustment	9,500,000	0.50	Mar 31, 2019	Same as above.
	(4) 600k Guaranty	1,200,000	0.50	Jan 15, 2021	400,000 Vested. Rest vests semi-annually in arrears.
	(5) 7,500k Guaranty	1,800,000	0.26	June 30, 2021	Vested.
* As an officer, Daniels receives no Director compensation for service on the board.		30,000,000	0.15	Sept 1, 2021	Vested.
		57,500,000	Note: Expense 115,132 per quarter, based on sum of value for each grant. (1) \$12,000 nominal value of the 2017 EA Amendment (1,000/qtr); (2 and 3) \$404,250 (31,096/qtr); (4) \$142,740 (7,137/qtr); (5) \$1,518,000 (75,900/qtr).		
S.H.Rumbough Director	(1) 2017 Director Comp	200,000	0.60	March 1, 2020	50,000 vests quarterly arrears.
	(2) 2016 Director Comp	200,000	0.50	March 1, 2019	Vested.
	(3) 2015 Director Comp	100,000	0.40	March 1, 2018	Vested.
	2015 Director Comp	100,000	stock		
	(4) 600k Guaranty	1,800,000	0.26	June 30, 2021	Vested.
(5) 7,500k Guaranty		30,000,000	0.15	Sept 1, 2021	Vested.
shares & options		32,300,000	Note: Expense 84,007 per quarter, based on sum of value for each grant. (1) \$2,860 (715/qtr); (2) \$1,320 (165/qtr) and (3) shares issued; (4) \$142,740 (7,137/qtr); (5) \$1,518,000 (75,900/qtr).		
options only		32,200,000			
J. Daniels Employee & Former Director	(1) 2017 EA Comp	600,000	0.50	June 30, 2022	Vest 1/6 th / mth, starting 1/30/17.
	(2) 2016 EA Comp	2,000,000	0.50	Dec 31, 2021	Vested.
	(3) 2015 Director Comp	200,000	0.40	March 1, 2018	Vested.
options		2,800,000	Note: Expense 5,973 per quarter, based on sum of value for each grant. (1) \$21,840 (993/qtr); (2) \$97,800 (4,890/qtr) and (3) \$360 (90/qtr) provided in lieu of issuance of 200,000 shares of stock.		
C. Marshak Director	(1) 2017 Director Comp	200,000	0.60	March 1, 2020	50,000 vests quarterly arrears.
	(2) 2016 Director Comp	200,000	0.50	March 1, 2019	Vested.
	(3) 2015 Director Comp	200,000	shares	March 1, 2018	Vested.
Shares & Options		600,000	Note: Expense 970 per quarter, based on sum of value for each grant. (1) \$2,860 (715/qtr); (2) \$1,320 (165/qtr) and (3) shares issued (declined right to tender for option on 300,000 ord. shs.		
Options only		400,000			
D. White Former Director	(1) 2016 Director Comp	100,000	0.50	March 1, 2019	Vested.
	(2) 2015 Director Comp	200,000	shares	March 1, 2018	Shares
	options	300,000	Note: Expense 172.50 per quarter, based on sum of value for each grant. (1) \$660 (82.5/qtr) and (2) \$360 (90/qtr) provided in return for tender;		
W. Harless Executive	(1) 2017 EA Comp	100,000	0.50	Mar 1, 2020	Starting March 1, 2017, vests 25,000 shares every 6mo. arrears over 2yrs.
	options	100,000	Note: Expense 357.50 per quarter, based on sum of value for each grant. (1) \$1,430 (357.50/qtr).		
Options (excludes contingent options)		93,200,000	\$202,831.50 to be expensed for 2016-Q3		
shares		500,000	\$202,831.50 to be expensed for 2016-Q4		
			\$206,612.00 to be expensed for 2017-Q1		
total		93,700,000			

This table contains all stock related grants.

Parameters.

- (1) Option pricing model used is the Cox, Ross & Rubinstein Binomial Tree Lattice Model for American Call Options.
- (2) Fair value calculated using binominal lattice model based on – liquidity adjusted price of .25 (.15 used for large awards of more than 20,000,000 shares) and 3 year expiration; 35% volatility; prevailing risk-free rate using UST rates(for example, 3y RFR is 1.52% based on 3y UST rate on 3/22/17)

Notes

See the following page for notes to the Table.

Notes for Table of Equity Options and Rights

Transaction Related Compensation

\$7,500,000 Guaranty.

On September 1 2016, two directors personally guaranteed debt of the company. The directors, Stanley H. Rumbough (Chairman) and Christopher Daniels (Vice Chairman and CEO), made a joint and several guaranty of principal and interest on a \$7,500,000 senior unsecured note with interest rate of 4.5%, starting on the first annual anniversary, and paying principal at maturity. As compensation for the guaranty, the company provided each director an option to purchase 30 million shares of ordinary common stock at an exercise price of \$0.15 per share. The options expire on September 1, 2021. The company engaged a third-party expert, a FINRA registered broker-dealer, to provide an opinion that the compensation provided in return for the guaranty is fair.

\$600,000 Guaranty

On June 30, 2016, two directors personally guaranteed debt of the company. The directors, Stanley H. Rumbough (Chairman) and Christopher Daniels (Vice Chairman and CEO), made a joint and several guaranty of principal and interest on a \$600,000 senior unsecured note with interest rate of 12%, starting on the first annual anniversary, and paying principal at maturity. As compensation for the guaranty, the company provided each director an option to purchase 1.8 million shares of ordinary common stock at an exercise price of \$0.26 per share. The options expire on June 30, 2021.

Directors Service Compensation

2015 Directors Compensation

2015 Directors compensation was unanimously approved by the board of directors in February 2015. On April 16, 2016; the board unanimously adopted a revision to the 2015 Directors compensation plan. All directors were allowed to rescind shares that were issued to them or to cancel shares that were to be issued. As of March 30, 2017, no director actually submitted shares for cancellation. An option for 200,000 shares of ordinary common stock at struck at \$0.40 was granted to J. Daniels and an option for 100,000 shares struck at \$0. 40 and was granted S.H. Rumbough for collectively forgoing 300,000 shares of ordinary common stock.

The revision was made because options that require cash exercise was deemed more appropriate than stock grants. In 2015, the board had authorized payment of 2015 Directors compensation in the form of 200,000 ordinary shares of common stock to each director who is not an officer. Prior to the rescind offer, Dennis White and Craig Marshak each received the 200,000 shares. S.H. Rumbough received 100,000 shares. Shares had not yet been issued to J. Daniels and 100,000 shares were still to be issued to S.H. Rumbough.

2016 Directors Compensation

On April 15, 2016, the Board approved the 2016 Directors compensation plan. Each director who is not an officer, is granted an option to purchase 200,000 shares of ordinary common stock at \$0.50 per share, expiring on June 30, 2021. Each option grant vests 50,000 shares at the end of the quarter in arrears.

2017 Directors Compensation

On April 17, 2017, the Board approved the 2017 Director's compensation plan. Each director who is not an officer, is granted an option to purchase 200,000 shares of ordinary common stock at \$0.60 per share, expiring on June 30, 2020. Each option grant vests 50,000 shares at the end of the quarter in arrears.

Employee Compensation

Christopher Daniels, Chief Executive Officer (2014 to Present); CFO (September 2016 to Present)

On March 22, 2016, the board authorized, and the company entered into, an employment agreement (the “C. Daniels EA”) effective as of January 15, 2016 for a term of three years with Christopher Daniels which pays Mr. Daniels a base salary of \$1 per year and provides for incentive compensation, which may include a cash bonus and stock options. The agreement provided for an option to buy 1,200,000 shares of company ordinary common stock that expires March 31, 2019 and a right to buy up to \$30,000,000 of the company ordinary common stock at \$0.50 per share or the average of the prior twenty days closing stock price, exercisable during the term of the contract. The company will accept a note for a term of up to three years, secured by company stock, for the exercise of his purchase right in an amount up to \$2 million. On August 16, 2017, the board approved a resolution that increased the amount of the note that may be used to exercise his purchase right to up to \$10 million.

On January 29, 2017, and in recognition of his additional role as Acting CFO, the Company amended the Employment Agreement. Mr. Daniels is to be paid an additional bonus contingent upon extraordinary performance, determined based on number of accounts opened by March 1, 2020. To qualify for such a bonus, the company must have at least 300,000 customer accounts within 3 years and all presently outstanding bridge loans must be repaid. To put into perspective, only the very largest of firms have more than 300,000 customer accounts. If there are at least 300,000 accounts, then a \$500,000 bonus is payable in cash along with an option to buy 500,000 shares of at \$0.50 per class A common share and expiring 3/1/2023. For every 100,000 accounts over 300,000, an additional \$25,000 is payable in cash along with additional option to buy 100,000 class A common shares at \$0.50 per share. In addition, milestone bonus payable at 5 million accounts and for each additional 5 million accounts, \$1,000,000 is payable in cash plus an option to buy 1,000,000 class A common shares at \$0.50 per share, expiring in 3/1/2023. All options issuable under this amendment would expire on March 1, 2023. Customer accounts are eligible to be counted if they are open for at least three months.

John Daniels, Acting Chief Technology Officer (January 1, 2016 to June 30, 2017)

Effective July 1, 2017, The company terminated a prior contract with John Daniels and entered into a new contract as an independent contractor. Under the contract terms, Mr. Daniels is to manage and oversee development of technology. He receives no employee benefits. He is compensated at a rate of \$20,000 per month and the company has a right to defer payment to December 31, 2016 and a right to pay all but \$100,000 in the form of an option to purchase 2,000,000 shares of ordinary common stock at a strike price of \$0.50 per share which option expires on December 31, 2021.

Effective January 1, 2017, the Company extended John Daniels’ contract for 6 months, to June 30, 2017 at rate of \$15,000 per month in cash and an option to purchase up to 600,000 ordinary shares for \$0.50 per share, 1/6th of which vest each month. All the vested options expire on June 30, 2022.

William Harless, Senior Vice President (February 2017 to Present)

Effective February 8, 2017, the company entered into an employment agreement (the “Harless EA”) for a term of two years which pays Mr. Harless \$90,000 per year. As part of the agreement, Mr. Harless was granted a stock option to purchase upto 100,000 shares of ordinary common stock at \$0.50 per shares which expires on March 30, 2020. The option vests in increments of 16,667 shares every September 30 and March 30.

Note 9 – Related Party Transactions

In return for personal guarantees relating to a promissory note dated June 30, 2016 in the principal amount of \$600,000 by both Stanley Hutton Rumbough, our chairman, and Christopher. Daniels, our chief executive officer, Messrs. Rumbough and Daniels each received options to purchase 1,800,000 shares of ordinary common stock at an exercise price of \$0.26 per share. The options expire on June 30, 2021.

In return for personal guarantees relating to a promissory note dated September 1, 2016 in the principal amount of \$7,500,000 by both Stanley Hutton Rumbough, our chairman, and Christopher. Daniels, our chief executive officer, Messrs. Rumbough and Daniels each received options to purchase 30,000,000 shares of ordinary common stock at an exercise price of \$0.15 per share. The options expire on September 1, 2021.

For the nine months ended September 30, 2016, the following stock options were awarded to Christopher Daniels:

First, as part of a three year employment agreement commencing January 15, 2016; Mr. Daniels received an option with the right to purchase up to 15,000,000 shares for an exercise price of \$.50 per share and vesting schedule in accordance with the 2015 Stock Awards Plan. The option terms provide for an adjustment in the event of additional equity issuance. As of September 30, the adjustment increases the number of share eligible for purchase by 9,500,000,

Second, on January 29, 2017, the Company amended Mr. Daniel's Employment Agreement. Mr. Daniels is to be paid an additional bonus based on number of accounts opened by March 1, 2020. If less than 300,000 customer accounts or if any of the present bridge loans are outstanding. \$500,000 – then bonus is \$0. If at least 300,000 customer accounts = \$500,000 bonus and option to buy 500,000 shares of at \$0.50 per class A common share and expiring 3/1/2023. For every 100,000 accounts over 300,000, an additional \$25,000 and option to buy 100,000 class A common shares at \$0.50 per share, expiring in 3/1/2023. Milestone bonus payable at 5 million accounts and for each additional 5 million accounts, \$1,000,000 plus an option to buy 1,000,000 class A common shares at \$0.50 per share, expiring in 3/1/2023. Given the extraordinary conditions attached to these stock options, a traditional model to calculate fair value is not appropriate. The Company assigned an estimated Fair Value of 12,000.

On or about April 15, 2016, the following stock options were awarded to directors Messrs. Craig Marshak, Stanley Rumbough and Dennis White, officers and directors and John Daniels, a former officer and director. They each received 2015 Directors compensation in the form of stock options to purchase up to 300,000 shares for an aggregate total of 1,200,000 ordinary shares at an exercise price of \$0.50 per share. These options were to replace shares that were previously provided as compensation tendered and cancelled (J. Daniels shares had not yet been issued and therefore their pending issuance was simply cancelled). White elected to tender 200,000 ordinary shares, Rumbough and Marshak did not tender any shares. J. Daniels decided to forego issuance of 200,000 ordinary shares owed to him and to accept the option on 300,000 shares.

For the nine months ended September 30, 2016, the following stock options were awarded to directors Messrs. Craig Marshak, Stanley Rumbough and Dennis White. They each received 2016 Directors compensation in the form of stock options to purchase up to 200,000 shares for an aggregate total of 600,000 shares at an exercise price of \$.40 per share and vesting schedule in accordance with the 2015 Stock Awards Plan.

For the nine months ended September 30, 2016, as part of an employment agreement effective July 1, 2016 and terminating on December 31, 2016; Mr. John Daniels, brother of our chief executive officer, received \$20,000 per month with a right for the Company to defer half of the compensation for one year and to replace the other half by providing Mr. John Daniels an option with the right to purchase up to 2,000,000 shares for an exercise price of \$.50 per share and vesting schedule in accordance with the 2015 Stock Awards Plan. The Company elected to issue the option and thereby waive payment of half of the amount due and defer payment of the remaining amount.

In return for a personal guaranty of a June 30, 2016 Note by Mr. S.H. Rumbough, our chairman, and Mr. Daniels, our chief executive officer, the Company provided an option to each to purchase 1,800,000 shares of ordinary common stock at a price of \$0.26 per share, which option expires on June 30, 2021.

On September 1, 2016, EF Hutton Financial Corp, a subsidiary of the Company, leased the full 150,000 sf office property on a NNN basis at \$9.15 psf for a term of 5 years with two options to extend. EF Hutton Financial Corp. is subletting approximately 25,000 sf of office space to third parties on a month to month basis and, as of March 1, 2017, Lessee is using itself, or subletting to affiliates, approximately 15,000 sf.

On September 1, 2016, EF Hutton Media Group Inc. a subsidiary of the Company, leased the full approximately 21,950 sf South Fountain Street property on a NNN basis at \$2.71 /sf for a term of five years with two options to extend and two percent annual rent escalation. The building is to be used as a multimedia center.

On September 28, 2016, Dennis White was removed as director on grounds of breaching his fiduciary duty. The removal voided all unvested stock options. The removal was effected by unanimous vote by the board of directors to adopt a resolution of removal and a vote of shareholders by unanimous consent.

Note 10 – Subsequent Events

On January 1, 2017, effective on this date, the Company extended John Daniels' contract for 6 months, to June 30, 2017 at rate of \$15,000 per month in cash and an option to purchase up to 600,000 ordinary shares for \$0.50 per share, 1/6th of which vest each month. All the vested options expire on June 30, 2022.

On January 29, 2017, the Company licensed international rights to the "EF Hutton" brand name from Christopher Daniels. The international rights include registered trademark in Europe Union for the Company and transfer of any and all other international rights, permits or applications for a term of 90 years. The Company shall pay Mr. Daniels 2.5% of revenue from non-US sources, which amount will increase by 1% per year to a maximum of 17.5%.

On January 29, 2017, the Company amended Christopher Daniel's Employment Agreement. Mr. Daniels is to be paid an additional enhanced bonus for extraordinary performance, based on number of accounts opened by March 1, 2020. To qualify for such a bonus, the company must have at least 300,000 customer accounts within 3 years and bridge loans must be repaid. To put into perspective, only the largest of firms have more than 300,000 customer accounts. If at least 300,000 accounts, then a \$500,000 bonus is payable in cash along with an option to buy 500,000 shares of at \$0.50 per class A common share and expiring 3/1/2023. For every 100,000 accounts over 300,000, an additional \$25,000 is payable in cash along with additional option to buy 100,000 class A common shares at \$0.50 per share. In addition, milestone bonus payable at 5 million accounts and for each additional 5 million accounts, \$1,000,000 is payable in cash plus an option to buy 1,000,000 class A common shares at \$0.50 per share, expiring in 3/1/2023. All options issuable under this amendment would expire on March 1, 2023. Customer accounts are eligible to be counted if they are open for at least three months.

On February 1, 2017, the Company borrowed \$3,000,000 from a private lender, Preferred Mortgage Financing Partners. The loan is for a one year term at a rate of 12%, payable in monthly installments of \$30,000.

On February 10, 2017, the Company announced it is launching a mobile platform in April 2017. In connection with the announcement, the Company entered in to a strategic agreement for operating support services enabling the Company to provide a range of mobile services to customers with a target start date of April 2017. The agreement with this partner is a multi-year agreement that provides for a limited exclusive with an initial payment of \$100,000. The cost of ongoing support services varies based on the number of subscribers. Due to the strategic and confidential nature of this agreement, the Company is not disclosing the identity of the counterparty nor certain pricing terms of the agreement.

On February 8, 2017, the Company entered into an employment agreement with William Harless to serve as senior vice president. Mr. Harless' role is to advance the company's marketing efforts. The agreement is for a two- year term. Under terms of the agreement, Mr. Harless was granted an option to purchase up to 100,000 shares of company common stock at \$0.50 per share, expiring on March 1, 2020.

On February 21, 2017, the Company engaged Clark, Shaeffer & Hakett as new auditor to conduct an audit of the books records and business operations for 2016.