PROFILE SOLUTIONS, INC. AND SUBSIDIARY

Consolidated Financial Statements

December 31, 2015

(Unaudited)

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INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
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NOTE 1 - NATURE OF OPERATIONS

Profile Solutions, Inc., formerly YaFarm Technologies, Inc., was formed as a corporation under the laws of the State of Delaware on June 16, 2006. On July 31, 2006, YaFarm Technologies, Inc. acquired YaFarm Group, LLC, a limited liability company formed under the laws of the State of New Jersey on November 13, 2003. On May 29, 2014 after changing the corporate name to Integrative Stem Cell Holdings, Inc. with the State of Delaware, the Company entered into a Share Exchange Agreement (the “Share Exchange Agreement”) with Profile Solutions, Inc., a Florida corporation (“Profile Florida”) incorporated on February 14, 2014, issuing an aggregate total of 42,500,000 shares in exchange of 100% ownership and assets of Profile Florida (the “Share Exchange:”). As part of the transaction, the Company filed a certificate of amendment with the State of Delaware changing its name to Profile Solutions, Inc. (the “Company”). Such exchange caused Profile Florida to become a wholly-owned subsidiary of the Company.

The Share Exchange was accounted for as a reverse-merger and recapitalization since the stockholders of Profile Florida obtained voting and management control of the Profile Solutions, Inc. Profile Florida was the acquirer for financial reporting purposes and Profile Solutions, Inc. was the acquired company. Consequently, the assets and liabilities and the operations reflected in the historical financial statements prior to the Exchange are those of Profile Florida and was recorded at the historical cost basis of Profile Florida, and the consolidated financial statements after completion of the Share Exchange included the assets and liabilities of both Profile Florida and the Company’s consolidated operations from the closing date of the Share Exchange. All share and per share information in the accompanying consolidated financial statements and footnotes have been retroactively restated to reflect the recapitalizations.

The Company designs, develops, manufactures and plans on selling security-based identification products and systems that incorporate state-of-the-art security technology to verify a person's identity, or grant physical access. The Company developed turnkey integrated applications that incorporate its proprietary Access-It hardware platform: The Company also integrates its applications with its patented biometric technology for additional security when required. The Company will target the Law enforcement, Cannabis Industry and Corporate America as its customer base. The Company has limited customers, products and revenues to date.

NOTE 2 - BASIS OF PRESENTATION AND GOING CONCERN

The accompanying unaudited consolidated financial statements for Profile Solutions, Inc. have been prepared in accordance with accounting principles generally accepted in the United States of America (the “U.S.”). In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the nine months ended September 30, 2015 are not necessarily indicative of the results that may be expected for the year ending December 31, 2015. The Company’s consolidated financial statements include the financial statements of its wholly-owned subsidiary, Profile Florida. All significant intercompany accounts and transactions have been eliminated in consolidation.

These consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates, among other things, the realization of assets and the satisfaction of liabilities in the normal course of business. As reflected in the accompanying consolidated financial statements, the Company has a net loss and net cash used in operations of $126,226 and $64,510, respectively, for the year ended December 31, 2015 and stockholders’ equity and an accumulated deficit of $21,723 and $(206,111), respectively, at December 31, 2015. From inception through December 31, 2015, the Company has not generated any revenues.

The Company's business plan, and its ability to continue as a going concern, is dependent upon its ability to obtain sufficient capital to fund its operations which include compensation to employees and consultants, product development, production, marketing and distribution. The Company will require approximately $200,000 to meet its operating expenses and carry out its plan of operations over the next twelve months. The obtainment of additional financing, the successful development of the Company's contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations and carry out its plan of operations.

NOTE 2 - BASIS OF PRESENTATION AND GOING CONCERN (continued)

The ability to successfully resolve these factors raises substantial doubt about the Company's ability to continue as a going concern. The Company currently has no revenues to meet its operating expenses. In response to its need for additional capital, the Company plans to seek to raise funds through the sale of its equity or debt securities to finance its operations and continue as a going concern. The Company has not located any source of capital and its ability to raise additional capital through the sale of debt or equity securities is unknown. As such, capital may not be available to the Company to fund its operations, proposed expenditures, working capital and other cash requirements through its next fiscal year ending December 31, 2016. The consolidated financial statements do not include any adjustments that may result from the outcome of these aforementioned uncertainties.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates in the consolidated financial statements include the valuation of deferred tax assets and valuation of stock-based compensation and fees.

Cash and cash equivalents

Cash and cash equivalents consist of cash and short-term highly liquid investments purchased with original maturities of three months or less. There were no cash equivalents at December 31, 2015 and 2014.

Fair value measurements and fair value of financial instruments

The Company adopted ASC Topic 820, Fair Value Measurements. ASC Topic 820 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.

The carrying amounts reported in the balance sheet for cash, accounts payable, and amounts due to related party approximate their fair market value based on the short-term maturity of these instruments. The Company did not identify any assets or liabilities that are required to be presented on the balance sheet at fair value in accordance with ASC Topic 820.

Accounts receivable and allowance for doubtful accounts

Accounts receivables may result from our product sales or services. Management must make estimates of the uncollectability of accounts receivables. Management specifically analyzed customer concentrations, customer credit-worthiness, current economic trends and changes in customer payment terms when evaluating the adequacy of the allowance for doubtful accounts.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets

The Company capitalizes costs incurred in acquiring intellectual property including customer lists, proprietary technology, and licenses permitting the use of patented technologies. Such costs are amortized on a straight-line basis over the estimated useful life of the related asset, which varies per the license agreement. Costs incurred prior to meeting these criteria, together with costs incurred for training and maintenance, are expensed as incurred. Costs incurred for enhancements that are expected to result in additional material functionality are capitalized and expensed over the estimated useful life of the upgrades.

Impairment of long-lived assets

In accordance with ASC Topic 360, the Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. The Company recognizes an impairment loss when the sum of expected undiscounted future cash flows is less than the carrying amount of the asset. The amount of impairment is measured as the difference between the asset's estimated fair value and its book value. The Company estimates fair value based on discontinued cash flows. The Company did not record any impairment charges for the periods ended December 31, 2015 and 2014.

Revenue recognition

The Company will recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the purchase price is fixed or determinable and collectability is reasonably assured.

Stock-based compensation

The Company accounts for stock-based instruments issued to employees in accordance with ASC Topic 718. ASC Topic 718 requires companies to recognize in the statement of operations the grant-date fair value of stock options and other equity based compensation issued to employees. The Company accounts for non-employee share-based awards in accordance with ASC Topic 505-50.

Income taxes

Deferred income tax assets and liabilities arise from temporary differences associated with differences between the financial statements and tax basis of assets and liabilities, as measured by the enacted tax rates, which are expected to be in effect when these differences reverse. Deferred tax assets and liabilities are classified as current or non-current, depending upon the classification of the asset or liabilities to which they relate. Deferred tax assets and liabilities not related to an asset or liability are classified as current or non-current depending on the periods in which the temporary differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company follows the provisions of FASB ASC 740-10 "*Uncertainty in Income Taxes*" (ASC 740-10). Certain recognition thresholds must be met before a tax position is recognized in the financial statements. An entity may only recognize or continue to recognize tax positions that meet a "more-likely-than-not" threshold. As of September 30, 2015, the Company does not believe it has any uncertain tax positions that would require either recognition or disclosure in the accompanying consolidated financial statements.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Advertising costs

Advertising costs are to be expensed as incurred. For the year ended December 31, 2015 and for the period from February 14, 2014 (inception) to December 31, 2014, advertising expenses totaled $0 and $0, respectively.

Research and development

Expenditures for research and product development costs are expensed as incurred.

Loss per share

Basic and diluted earnings (loss) per share are computed based on the weighted-average common shares and common share equivalents outstanding during the period. At December 31, 2015 and 2014, there were no outstanding common share equivalents.

Concentration of credit risk

The Company maintains its cash in bank and financial institution deposits that at times may exceed federally insured limits. The Company has not experienced any losses in such accounts through December 31, 2015. There were no balances in excess of FDIC insured levels as of December 31, 2015.

Recent Accounting Pronouncements **-** The Company has evaluated all the recently issued accounting pronouncements through the filing date of these consolidated financial statements and does not believe that any of these pronouncements will have a material impact on the Company's financial position and results of operations.

NOTE 4 – INTANGIBLE ASSETS

In accordance with a one-year license agreement dated August 20, 2014, for the license of security technologies, the Company issued 1,500,000 shares its common stock as part of the recapitalization. The shares were value at $.001 per share of $1,500 and shall be amortized over the one-year license period. For the year ended December 31, 2015 and for the period from February 14, 2014 (inception) to December 31, 2014, amortization of license rights amounted to $958 and $542, respectively.

At December 31, 2015 and 2014, intangible assets consisted of the following:

	December 31, 2015	December 31, 2014
License rights	$ 1,500	$ 1,500
Less: accumulated amortization	(1,500)	(542)
Intangible assets, net	$ -	$ 958

NOTE 5 – ACQUISITION PAYABLE

In connection with the Share Exchange Agreement, the Company agreed to $46,000 to the former major shareholder of the Company. During the year ended December 31, 2015 and during the period from May 29, 2014 to December 31, 2014, the Company paid $9,000 and $22,000 to the former shareholder, respectively. At December 31, 2015 and 2014, the Company has reflected an acquisition payable of $15,000 and $24,000, respectively.

NOTE 6 – STOCKHOLDERS' EQUITY

Preferred Stock

The Company has 10,000,000 preferred shares authorized with a par value of $0.001 per share with -0- issued and outstanding at December 31, 2015 and 2014. There are no specific privileges and voting rights have been assigned to these shares as of December 31, 2015.

Common Stock

The Company has 500,000,000 common shares authorized with a par value of $0.001 per share with 77,085,747 and 71,485,747 shares issued and outstanding at December 31, 2015 and 2014, respectively. In July 2014, the Company affected a 1 for 10 reverse stock split for shareholders of record. In accordance with ASC 505-20 "Stock Dividends and Stock Splits", all share and price per share information has to retroactively restated.

On May 29, 2014 after changing the corporate name to Integrative Stem Cell Holdings, Inc. with the State of Delaware , the Company entered into a share exchange agreement with Profile Solutions, Inc. a Florida corporation issuing an aggregate total of 42,500,000 common shares in exchange of 100% ownership and assets of Profile Solutions, Inc. (See Note 1).

During the period from May 29, 2014 to December 31, 2014, the Company issued 8,150,000 common shares for services rendered and services to be rendered. These shares were valued on the respective measurement date at $85,000 using per share prices ranging from $0.01 to $0.03 based on recent sales of shares of common stock. For the year ended December 31, 2015 and for the period from May 29, 2014 to December 2014, in connection with the issuance of these shares, the Company recorded stock-based consulting fees of $40,000 and $13,853, respectively. At December 31, 2015 and 2014, prepaid expenses of $31,147 and $71,147 were reflected on the accompanying balance sheets and are being amortized over the respective service period.

On June 3, 2014, the Company entered into an asset purchase agreement with Pearl Group Advisors, Inc., a company wholly-owned by the Company's chief executive officer, to acquire patents, technology, customer lists, and other intellectual property in exchange for $10,000 cash and 10,000,000 shares of common stock which were valued at par value of $.001 or $10,000 (See Note 7).

During the period from May 29, 2014 to December 31, 2014, the Company issued 5,850,000 shares of common for net proceeds of $104,000 in cash at prices ranging from $0.01 per share to $0.05 per share.

In January 2015, the Company issued 3,000,000 shares of common stock for net proceeds of $50,000 in cash at $0.01667 per share.

On January 20, 2015, pursuant to a two year consulting agreement, the Company issued 2,000,000 shares of common for services rendered and services to be rendered. These shares were valued on the measurement date at $33,334 or $.01667 per share based on recent sales of common stock. For the year ended December 31, 2015, the Company recorded consulting fees of $14,354 and at December 31, 2015, the Company recorded prepaid expenses of $18,980 which will be amortized over the remaining service period.

In June 2015, the Company issued 300,000 shares of common stock for net proceeds of $5,000 in cash at $0.01667 per share.

On July 15, 2015, the Company issued 300,000 shares of common for consulting services rendered. These shares were valued on the measurement date at $.01667 per share based on recent sales of common stock. The Company recorded consulting fees of $5,000.

NOTE 7 – RELATED PARTY TRANSACTIONS

On June 3, 2014, the Company entered into an asset purchase agreement with the Company's chief executive officer to acquire patents, technology, customer lists, and other intellectual property in exchange for $10,000 cash and 10,000,000 shares of common stock which were valued at par value of $.001 or $10,000. The historical cost of these assets to the chief executive officer were zero. Since the amount paid for the intangible assets of $20,000 ($10,000 in cash and $10,000 in stock) was in excess of the historical cost of the intangible assets, the excess of was reflected as a capital distribution pursuant to ASC 805-50.

During the year ended December 31, 2015, Dore Perler, President, CEO, director and shareholder of the Company, advanced $35,601 to the Company for working capital purposes and the Company repaid Mr. Perler $18,465. At December 31, 2015, net working capital advances of $9,616 are payable on demand and are reflected as due to related party on the accompanying balance sheets.

NOTE 8 – SUBSEQUENT EVENTS

On February 1, 2016, the Company issued 20,000,000 and 5,000,000 shares of common stock to its chief executive and chief financial officer, respectively, for services rendered. These common shares were valued on the measurement date at $125,000 or $.005 per share based on estimated fair value of services rendered and recorded compensation expense of $125,000.