

Umbra Applied Technologies Group, Inc.

DISCLOSURE & FINANCIAL STATEMENTS

FOR THE PERIOD ENDED JUNE 30, 2018

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*If applicable. Sections that do not contain an Item Number are herein incorporated by reference by their Description.

Umbra Applied Technologies Group, Inc.

Prepared as of August 14, 2018

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Information included or incorporated by reference in this Report contains forward-looking statements. Forward-looking statements, which involve assumptions and describe our future plans, strategies and expectations, are generally identifiable by use of the words “may,” “will,” “should,” “expect,” “anticipate,” “estimate,” “believe,” “intend” or “project” or the negative of these words or other variations on these words or comparable terminology. Among the material risks which may impact Forward Looking Statements are the following: the risk that we are unsuccessful in obtaining additional capital through the private sale of common shares, debt and/or convertible debt on commercially reasonable terms and which we require in order to fund the Company’s business; the risk that we are unsuccessful in growing and developing our business, and the risk that our business does not perform to expectations, or does not operate profitably. The safe harbor provisions of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended, apply to forward-looking statements made by the Company. The reader is cautioned that no statements contained in this Report should be construed as a guarantee or assurance of future performance or results. Actual events or results may differ materially from those discussed in forward-looking statements as a result of various factors, including, without limitation, the risks described in this report and matters described in this report generally. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements contained in this filing will in fact occur. These forward-looking statements are based on current expectations, and the Company assumes no obligation to update this information. Readers are urged to carefully review and consider the various disclosures made by the Company in this Report and in the Company's other reports filed with OTC Markets or regulatory bodies that attempt to advise interested parties of certain of the risks and factors that may affect the Company's business.

Umbra Applied Technologies Group, Inc.

About Umbra Applied Technologies, Inc.

Umbra Applied Technologies Inc. is a member of the Umbra Applied Technologies Group (OTC: UATG) family of companies. Umbra Applied Technologies, Inc is U.S. based Defense and Security Company, is engaged in the research, design, development, manufacture, integration, and sustainment of advanced technology systems, products, and services for defense, civil, and commercial applications in United States and internationally. It also provides management, engineering, technical, scientific, logistic, and information services.

UATG operates in five segments: Aeronautics, Information Systems & Global Solutions, Biotech, Alternative & Renewable Energy, and Intelligence Systems. The Aeronautics segment offers military aircrafts, such as unmanned combat and air mobility aircrafts, and related technologies. The Information Systems & Global Solutions segment provides advanced technology systems and security expertise, integrated information technology solutions, and management services for civil, defense, intelligence, and other government customers. The Biotech segment addresses critical gaps that are absent in defense medical research programs. The Alternative & Renewable Energy segment provides alternative solutions to energy through research in bioelectricity, wind, thermodynamic and solar energy. The Intelligence segment provides computational study of signals, open source and network intelligence through advanced metrics and algorithms to locate and extract sentiment from gathered intelligence.

Current Reporting of Material Corporate Events

Chairman's Letter

UAT Group Has Faced Many Challenges

The past six months have been significant for UAT Group. Over the past two and a half years, UAT Group has faced many challenges, three specifically that needed to be overcome urgently in order to create value for shareholders.

Tradable Security: As a tradable security UAT Group needed to have a market liquidity that was sustained and consistent. For the past thirty months UAT Group (UATG) has maintained an average daily trading volume above seven million shares with an average dollars traded between \$200,000 and \$400,000 a month. Above average for a company who until just recently was a start-up with little to no revenue

Deliverable Revenues. During the first years, operating in a start-up capacity strictly focused on research and development, UAT was hemorrhaging cash. By the end of 2017 and while recovering from anemic growth, a precarious financial position and a much-needed course correction – UAT was finally generating revenue

Corporate Structure: The issue in the first two and a half years of business was an operational oversight failure that in hindsight never should have happened. Delegating should include a balanced approach to oversight and human capital management. With safeguards and highly detailed protocols in place UAT Group has been able to recover from a caustic time period while building the infrastructure needed to build a company capable of delivering products globally.

The First Half Of This Year Has Been Extremely Successful

At the beginning of the year I outlined our 2018 plans to bolster our foundational core objectives in an effort to prepare for the upcoming exponential growth. This was essentially a continued effort which began more than two years ago when we began to course correct the company's trajectory. The first half of this year has been extremely successful for UAT

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Group and I would like to take this opportunity to highlight just a few of the major achievements in the first half of 2018 followed by the business strategies for the remainder of the year.

Our track record of more than 35% returning customers/customer retention and 99% customer satisfaction has been one of the most rewarding experiences for UAT's Hygieia team and something that I am particularly proud of considering they initially launched with only two products, several months apart while simultaneously preparing for the launch of more than 20 product SKU's over the next 12 months. I would also add that we have only had three product returns since launching the Hygieia line of products 12 months ago. Of those three returns two were from women who mistakenly purchased mens socks for themselves with only one return coming from an actual complaint. This is extraordinary when one considers that we have only had one complaint out of the thousands of socks we have sold.

Hygieia is a product line that is highly scalable with many verticals that will contribute to revenues in a significant way however, its contribution to corporate recognition was something I admittedly underestimated. Last year we had an organic web ranking of 331 and few knew who we were or what Hygieia was. Last week I was notified that we currently have multiple rankings of 13-32! The marketing team has exceeded my expectations at every step of the way and I am very proud of them and their efforts.

Investing In Our Business Execution Strategy

We ended 2017 with 1070 new customers and Hygieia sales revenue of \$80,000.00, the first 4 months of the new product launch. That's an increase of over 61,000% from the previous year and a significant change in revenue flows for the first time in the companys history. We spent 32% of revenue on additional marketing, 49% in variable expenses supporting additional designs and 8.4% on fixed expenses leaving the remaining 10.6% as our adjusted operating income, which is the profit generated from existing sales before investing in new customer acquisitions.

Thus far, this year we have invested \$600,000.00 to expand and build inventory while simultaneously investing in our business execution strategy we began more than two years ago. We have committed an additional \$500, 000.00 to the development of the organization over the next 5 months to support our corporate expansion and up-list.

We completed our first full sales cycle with our new marketing and sales program that is focused on building brand awareness, expanding our demographics and streamlining our fulfillment processes. As our opportunity pipeline continued to expand the challenge then became managing growth in the second quarter while investing in future fulfillment. We met this challenge with securing a temporary fulfillment center with an additional 3000 square feet of warehouse and office space. We will occupy this new space for the next six months while we negotiate the acquisition of our new warehouse and corporate headquarters. The new 12-acre site has already been identified and will provide UAT with over 14,000 square feet of warehouse and office space with room for expansion. Financing for UAT's new corporate headquarters and fulfillment center has already been identified and we are confident that this new location will provide the company with the opportunity to continue expansion while streamlining operations. This new site is intended to house UAT operations for the next 6 years while a site is identified to build UAT's final technology headquarters that will house all facets of operations such as R&D, manufacturing, fulfillment, technology demonstration center and executive offices. We have already initiated the search for an appropriate site and anticipate its acquisition by the end of 2019. We have begun to outline the requirements for the new headquarters and expect to identify and retain an architectural design firm by the end of the year so that we can begin the collaborative effort of designing our flagship offices over the proceeding 18-24 months.

As UAT Group Continues To Advance, We Will Undoubtedly Confront A Full Spectrum Of Challenges

In order to build on our success and compete in a highly competitive market segment we must effectively communicate why and how our product marketing strategy has been developed for the purposes of not only educating the customer but the market. This must be done cogently and with an acuity that mitigates the risk of dubiety on the part of our

Umbra Applied Technologies Group, Inc.

shareholders, team members and customers. Business execution strategies such as branding of our first product line, improved website, first ever media production to introduce products and social media expansion were aggressively developed and deployed to paint a clear picture of what we are and what we do. Internally we streamlined oversight and employee positions and focused on a strategy that kept UAT Group on track to up-list and improve its capital capabilities. Over the next few months we will continue to stay on pace with our objectives while maintaining a firm grasp on our commitment to our shareholders.

As UAT Group continues to advance, we will undoubtedly confront a full spectrum of challenges that present the potential to sedate or even avert corporate expansion. Growing, solidifying and retaining our new and existing consumers will require a commitment to quality, innovation and excellence commensurate with UAT and the standards that UAT customers have grown to expect.

We Have Very Much Built A World Class Team

I am very proud of my team and most of our customers will never know how tirelessly they have been working to deliver the worlds most advanced smart textile products. Most customers do however, appreciate the commitment to quality and attention to detail that is evident the moment their skin is enveloped by the unparalleled combination of functional design and advanced engineering that is the Hygieia experience. People genuinely enjoy and love UAT Hygieia products, which means they not only appreciate our efforts but enjoy the result of said efforts. It is incredibly gratifying to know that we have done something that improves the quality of life for other but also makes people happy. I am very fortunate and incredibly humbled to be privileged to work alongside such dedicated and caring colleagues. We have very much built a world class team and as a result are in the process of developing a world class company.

Objective For The End Of 2018

My objective for the end of 2018 is to ensure that everyone on the UAT team fully understand how to convey their commitment to delivering the best possible products to every UAT customer and UAT Group shareholder. In order for this to be realized I have worked diligently at fostering an environment where innovation and an uncompromising commitment to exceed customer expectations is the starting point for the bare minimum. Additionally, management has been tremendously committed to ensure that every member of the UAT team fully understands their role and responsibilities as it pertains to our execution strategy and commitment to customer satisfaction.

I hope you will come to share our view that, over the past year, UAT Group has further ameliorated its strategic positioning through an unabated focus on our foremost strategic and operational objectives, the evolution of our strategic execution, our continued commitment to improve our capital allocation protocols, and the insights we have gained through candid assessments of our failures and ultimately our successes. Our team members are highly motivated to optimize all of the resources at our disposal in an effort to enhance UAT Group's intrinsic value of per share.

I thank you for the time you have invested in reading this letter, and for your attention and consideration. Our management team, our executive team, our Advisory Board and I, all take very seriously our responsibilities as stewards of this company's and our investors' capital. We believe that this enumeration of our strategic execution, priorities and capital investment is the most effective and efficient way to deliver UAT Group into the future as successful contributor and influencer in the market segments we operate.

Let me close with the hope that 2018 will continue to be a milestone in the company's long history. I would like to thank everyone that has contributed to our current position and I am confident that our journey has just begun!

Umbra Applied Technologies Group, Inc.

1) Further expansion of Hygieia (April 2018)

A) Umbra Applied Technologies Group (OTC: [UATG](#)) announced on October 17, 2017 that it has formed a strategic partnership with Next Cast & Brace Corporation to supply the high-tech cast maker with UAT's Hygieia ASP (Active Silver Protection) antimicrobial technology. Next Cast manufactures what is inarguably the worlds most advanced orthopedic cast and brace systems currently available. The revolutionary new cast is scheduled to be released end 2018 when NextCast launches its next generation casting systems and will feature an antimicrobial silicone surface, powered by UAT's Hygieia ASP technology, where the cast comes in contact with the patient's skin.

B) Beginning in October of 2018, UAT will begin delivering Hygieia ASP technology to NextCast for the manufacturing of 100,000 units in the first year of a three-year contract for a total of up to half a million units through 2021.

Additionally, the Company has begun the manufacturing of the complete Hygieia line of products to include Hygieia Athletic socks in two colors, Hygieia HP Ankle Socks in five colors, Hygieia Medical (diabetic sock), Hygieia HP Crew sock, Hygieia SleepSafe Pillow, Hygieia Organic Cotton Sheets and Hygieia CleanCool Boxers. The full suite of the 2018 Hygieia product line is due to be released by Q3 of 2018 in preparation of the 2018 holiday season.

C) The Company has begun the audits of its subsidiary UAT and continues to expand its operations while bolstering its manufacturing support infrastructure.

2) UATG has made a dramatic breakthrough and is now poised into a \$8 billion market. (October 2017)

UAT BioTech is among the first to design and develop silver-based advanced textile technologies designed for mission critical applications, and is an innovator in the field of smart textile applications across multiple market segments.

UAT under its Hygieia brand has partnered with a U.S. based company that has more than 130 years of experience in the textile industry. Partnering with a domestic company that has been on the cutting edge of soft surface innovations for decades enables Hygieia to be at the forefront of consumer needs while maintaining a focus on advanced research to discover what is next. This partnership incorporates a strong global technical team designed to support the entire supply chain from manufacturing to customer delivery. We focus on the relentless pursuit of satisfying our brand promises at the point of consumer use. Proven by United States Special Forces, NASA, and Olympic athletes Hygieia's new partnership reflects a rich heritage of delivering superior performance that has been validated by studies at prestigious institutions throughout the world for more than a decade.

Section II: Executive Summary

Hygieia's powerful technology inhibits the growth of bacteria on fabrics, eliminating human-based odor for the life of the garment. Hygieia textiles are made by permanently bonding 99.9% metallic silver to the surface of a fiber. It is not a nanotechnology or a complex chemical formula, just pure silver. The permanent performance of Hygieia keeps our products smelling fresher for longer, even after multiple wear cycles between

Umbra Applied Technologies Group, Inc.

laundrying. Hygieia textiles are precisely engineered to feature a 100% coverage area of silver on the fiber to maximize performance, but remain soft, flexible and comfortable. Through this strategic partnership, Hygieias underlying technology is registered as an antimicrobial with the US EPA, is OEKO-TEX® Standard 100 certified and is used in dozens of FDA approved products. Never before has so much research and advanced textile engineering technology been applied to textiles to include something so simple as a bed sheet, underwear or socks.

Hygieia has many applications across many market segments:

Medical industry (sheets, privacy curtains, window drapes, nurse scrubs, lab coats etc.)

Bedding

Children's bedding, clothing and toys

Cloth Diapers

Athletic wear

Men's underwear

Military textiles (uniforms, specialty products etc.)

In addition, when Hygieia textiles are configured differently they can be designed to conduct electricity and even transfer data. We refer to this product as SmartX and we are currently conducting research on its many military and technology applications with our Applied Sciences Division.

We do this because life is not simple and getting healthy sleep is critical to how we execute our daily lives. Remaining healthy can be a challenge when one considers the assault our immune system is under daily but that does not mean the solution has to be complicated. Hygieia is the simplest and easiest way to protect our health when we are at our most vulnerable.

UAT has acquired the services of a GOOGLE PREMIER PARTNER AGENCY - this means that UAT sales channels are managed by one of top 1% of Google Partner Agencies (most partners have the blue badge, which anyone can get by passing tests, the red badge signifies verified skills, knowledge and amount of advertising managed over at least a 2-year period.) – Our Agency has a red badge and manages north of \$30 million per year in google ad spend for ecommerce clients including their own company which in its 7 months generated over 800k in sales. This team includes:

- A silicon-valley level developer (who has worked on many well-funded startups)
- 2 Badged Google Ad-words Managers
- 1 Search Engine Optimization expert
- 1 Conversion optimization expert (the % at which your traffic turns into sales)
- 1 Upselling expert whose focus is raising the average sale amount with deals and promotions
- 3 data analytics experts

This project is not an idea that we will “try to sell online” - this is a well calculated, data driven product launch based on facts, statistics and real-time search data.

Umbra Applied Technologies Group, Inc.

2) Further expansion of Hygieia (May 2018)

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OTC Pink Basic Disclosure Guidelines

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

Umbra Applied Technologies Group, Inc.	December 2013 effective January 13, 2014
Green Processing Technologies, Inc.	May 12, 2010
TMTM Merger Corp	April 13, 2009

Item 2 Address of the issuer's principal executive offices

Company Headquarters (as well as Operations, Storage and Future Manufacturing)

Umbra Applied Technologies Group, Inc.
4377 Commercial Way
Suite 130
Spring Hill FL 34606
Tel: [\(888\) 926-4682](tel:(888)926-4682)
Tel: (813) 607-6219
Fax: [\(813\) 614-9056](tel:(813)614-9056)

Email: Info@Uatgroup.com

Umbra Applied Technologies Group, Inc.

Website(s): www.UATGroup.com www.umatintel.com
www.umbraexploration.com www.umatgreentech.com
www.umbraattlerifle.com www.umbraappliedtechnologies.com
www.hygieneatech.com www.hygieneasport.com

Investors Relations Firm:

Firm Name: Everest Corporate Advisors, Inc.
Individual Name: Steffan Dalsgaard
Address 1: 5030 Paradise Rd
Address 2: Suite A106
Phone: 702-902-2361
Email: None
Website: <https://everest-corporate-advisors-nv.hub.biz/>

Item 3 Security Information

Trading Symbol: UATG
Exact title and class of securities outstanding: Common Stock
CUSIP: 90419P100
Par or Stated Value: \$.001
Total shares authorized as of August 13, 2018: 1,000,000,000
Total shares outstanding as of August 13, 2018: 823,322,039

Additional class of securities

Trading Symbol: None
Exact title and class of securities outstanding: Series A Preferred
CUSIP: None
Par or Stated Value: \$.001
Total Series A Preferred shares authorized as of August 13, 2018: 15,000,000
Total Series A Preferred shares outstanding: as of August 13, 2018: 15,000,000
Series A Preferred has 50 votes per share

Additional class of securities

Trading Symbol: None
Exact title and class of securities outstanding: Series B Preferred
CUSIP: None
Par or Stated Value: \$.001
Total Series B Preferred shares authorized as of August 13, 2018: 15,000,000
Total Series B Preferred shares outstanding as of August 13, 2018: 690
Series B Preferred can convert into common at 20 to 1 into common subject to 1% of the outstanding common shares

Umbra Applied Technologies Group, Inc.

Additional class of securities

Trading Symbol:	None
Exact title and class of securities outstanding:	Series C Preferred
CUSIP:	None
Par or Stated Value:	\$.001
Total Series C Preferred shares authorized as of August 13, 2018:	25,000,000
Total Series C Preferred shares outstanding as of August 13, 2018:	-0-
Series C Preferred can convert into Common at 10 to 1	

Additional class of securities

Trading Symbol:	None
Exact title and class of securities outstanding:	Series D Preferred
CUSIP:	None
Par or Stated Value:	\$.001
Total Series D Preferred shares authorized as of August 13, 2018:	10,000,000
Total Series D Preferred shares outstanding as of August 13, 2018:	-0-
Series D Preferred can be converted into Common at terms set by the Board of Directors when Series D Preferred have been issued	

Additional class of securities

Trading Symbol:	None
Exact title and class of securities outstanding:	Series E Preferred
CUSIP:	None
Par or Stated Value:	\$.001
Total Series E Preferred shares authorized as of August 13, 2018:	10,000,000
Total Series E Preferred shares outstanding as of August 13, 2018:	-0-
Series E Preferred can be converted into Common at terms set by the Board of Directors when Series E Preferred have been issued	

Additional class of securities

Trading Symbol:	None
Exact title and class of securities outstanding:	Series F Preferred
CUSIP:	None
Par or Stated Value:	\$.001
Total Series F Preferred shares authorized as of August 13, 2018:	10,000,000
Total Series F Preferred shares outstanding as of August 13, 2018:	-0-
Series F Preferred can be converted into Common at terms set by the Board of Directors when Series F Preferred have been issued	

Umbra Applied Technologies Group, Inc.

Transfer Agent

Name: Corporate Stock Transfer
Address 1: 3200 Cherry Creek Rd
Address 2: Suite 430
Address 3: Denver, Co. 80209
Phone: 303-282-4800

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: N/A

Describe any trading suspension orders issued by the SEC in the past 12 months: N/A

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

None

Item 4 Issuance History

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

2018

Common Stock (All Issuances subject to a Hold- 1-year Restrictive Legend under SEC Rule 144 unless otherwise stated)

Common Shares issued during three months ended June 30, 2018

None

Correction-these shares were not issued and were previously reported as issued-Correction

61,000,000 Cede & Co. exchange of debt for shares-Section 3(a)(10)

Common Shares issued during three months ended March 31, 2018

449,538,700 Cede & Co. exchange of debt for shares-Section 3(a)(10)

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2017

Common Stock (All Issuances subject to a Hold- 1-year Restrictive Legend under SEC Rule 144 unless otherwise stated)

Common Shares issued during three months ended December 31, 2017

21,201,824	Cede & Co.	exchange of debt for shares-Section 3(a)(10)
37,136,483	Cede & Co.	exchange of debt for shares-Section 3(a)(10)

Common Shares issued during three months ended September 30, 2017

5,000,000	Cede & Co.	Services- Section 3 (a) (10)
119,255,053	Cede & Co.	exchange of debt for shares-Section 3(a)(10)

Preferred Series A (All Issuances subject to a Hold- 1-year Restrictive Legend under SEC Rule 144 unless otherwise stated)

Preferred Series A issued during three months ended September 31, 2017

10,000,000	Alex Umbra	Services-private offering of restricted shares
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Common Shares issued during three months ended June 30, 2017

1,000,000	Fred L Thomas Trust	private offering of restricted shares
2,740,000	Trend Trade Group LLC	private offering of restricted shares
2,737,000	Cede & Co	exchange of debt for shares

Common Shares issued during three months ended March 31, 2017

250,000	Timothy & Patricia Wilson Jt Ten	private offering of restricted shares
2,000,000	John Theims	private offering of restricted shares
5,000,000	Syndicate Consulting Inc	services
1,540,000	Terrance & Healthier Braun Jt Ten	private offering of restricted shares
770,000	Yoseph Shaley	private offering of restricted shares
770,000	Diane McDaniels	private offering of restricted shares
312,500	Alan Levinson	private offering of restricted shares
770,000	Yoseph Shaley	private offering of restricted shares
4,100,000	Chantry & Timothy Walsh Jt Ten	private offering of restricted shares
3,500,000	Kurk & Betty Moss Jt Ten	private offering of restricted shares
23,571,429	Ferndale Family Trust	private offering of restricted shares
1,000,000	Charles Martin	private offering of restricted shares
3,000,000	Harendra Ramdatt	private offering of restricted shares
312,500	John Nwaodo	private offering of restricted shares
250,000	Bernard & Margaret Comeau Jt Tn	private offering of restricted shares
1,540,000	Victoria Bednarski	private offering of restricted shares
7,000,000	Donald Jacobs	private offering of restricted shares
660,000	John Posey	private offering of restricted shares
5,000,000	Cede & Co	exchange of debt for shares

Umbra Applied Technologies Group, Inc.

7,000,000 Chris Terry services

2016

Common Stock *(All Issuance Hold a 1-year Restrictive Legend under SEC Rule 144)*

10,123,320	On June 21, 2016 conversion of Mark Estrada Preferred B shares into common into common shares issued to Mark Estrada who transferred ownership of 7,000,000 common shares the same day to an undisclosed party. As of June 21, 2016, Mark Estrada had ownership of the remaining 3,123.320 common shares.		
6,012,240	On April 25, 2016 conversion of Chris Terry Preferred B shares into common shares issued to Chris Terry who transferred ownership the same day of 6,000,000 shares to an undisclosed party. As of April 25, 2016, Chris Terry had ownership of the remaining 12, 240 common shares.		
7,000,000	On April 25, 2016 conversion of Mark Estrada Preferred B shares into common shares issued to Mark Estrada who transferred ownership the same day to an undisclosed party and these shares are no longer owned by Mark Estrada.		
4,650,000	On March 7, 2016 conversion of Preferred B shares (originally issued to Justin Herman) into common shares issued to Intrepid Capital Holdings Corp.		
4,650,000	On March 7, 2016 conversion of Preferred B shares (originally issued to Justin Herman) into common shares issued to EY II LLC.		
1,223,415	On March 7, 2016 conversion of Preferred B shares (originally issued to Justin Herman) into common shares issued to FYA Field Services LLC		
3,000,000	On March 7, 2016 conversion of Preferred B shares (originally issued to Justin Herman) into common shares issued to Thomas Collins.		
2,000,000	On March 7, 2017 conversion of Preferred B shares (originally issued to Justin Herman) into common shares issued to JAX Capital Growth		
15,000,000	Alex Umbra	Services	private offering of restricted shares
500,000	Thomas L. Crom	Services	private offering of restricted shares
500,000	Stacy A. Crom	Services of	private offering of restricted shares
		Thomas L. Crom	
5,000,000	Steffan Dalsgaard	Services	private offering of restricted shares
10,000,000	Executive Financial	Services	private offering of restricted shares
2,500,000	SQRL Management	Services	private offering of restricted shares
2,000,000	Blake Cooley	Services	private offering of restricted shares
150,000	Chris Terry	Services	private offering of restricted shares
500,000	Steffan Dalsgaard	Services	private offering of restricted shares
3,019,243	Various	Cash	private offering of restricted shares

Preferred Series B *(All Issuance Hold a 1-year Restrictive Legend under SEC Rule 144)*

3,186,563	Alex Umbra	Services	private offering of restricted shares
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2015

Common Stock (All Issuance Hold a 1-year Restrictive Legend under SEC Rule 144)

185,185	Bull Dog Industries, LLC.	Cash	private offering of restricted shares
5,000,000	Alexander Umbra	Salary	private offering of restricted shares

2014

Preferred Series A (All Issuance Hold a 1-year Restrictive Legend under SEC Rule 144)

(5,000,000)	Chuck Winters	Returned to Treasury	private offering of restricted shares
5,000,000	Alex Umbra	Equity Acquisition	private offering of restricted shares

Preferred Series B (All Issuance Hold a 1-year Restrictive Legend under SEC Rule 144)

1,600,000	Justin Herman	Equity Acquisition	private offering of restricted shares
1,400,000	Chuck Winters	Equity Acquisition	private offering of restricted shares
2,428,677	Various	Debt Service	private offering of restricted shares

Common Stock (All Issuance with a Hold 1-year Restrictive Legend under SEC Rule 144)

3,000,000	Joseph Myzak	Asset Acquisition	private offering of restricted shares
3,000,000	Lee Scogin	Asset Acquisition	private offering of restricted shares
200,000	Michael McClenning	Consulting Services	private offering of restricted shares
500,000	Robert Pierce	Asset Acquisition	private offering of restricted shares
60,000	D & A Consulting	Consulting Services	private offering of restricted shares
7,254,034	Various-Schedule A	Services	private offering of restricted shares
4,500,000	Various-Schedule B	Asset Acquisitions	private offering of restricted shares
11,021,013	Various-Schedule C	Debt Service	private offering of restricted shares
31	Cede & Co	rounding from reverse split	

Schedule A-Services (All Issuance with a Hold 1-year Restrictive Legend under SEC Rule 144)

5,000,000	Alex Umbra
1,000,000	Paul Terry, Jr
128,596	Blake H. Cooley
15,438	Lester Steotoe, Jr
1,000,000	Charles Addressi

Schedule B-Asset (All Issuance with a Hold 1-year Restrictive Legend under SEC Rule 144)

4,500,000	Chuck Winters
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Schedule C-Various Debt Settlement

(All Issuance with a Hold 1-year Restrictive Legend under SEC Rule 144)

5,500,000	Justin Herman
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9,479	John Harper III
115,227	Danny & Sarah Hollembaek Jt Ten
115,227	Brett & Carrie Herhoff Jt Ten
10,844	Bill Kirksey
36,414	Norbert Kitashima
19,298	Paul Mello
385,965	Spencer Napoleon
192,983	James Pulliam
131,894	Charles Rockwood
66,000	Peter Rockwood
154,386	Joshua Shaw
13,086	Dawn Vance
38,597	Beverly Vivar
64,517	Rodney & Penelope Aller Jt Ten
192,982	Thomas J. Baldassar
11,579	Zina Butler
1,517	Eleandor Dan
27,169	Lafayette Davis
17,240	William & Judy Edwards Jt Ten
1,100	Steve Fedor
7,642	Jill Focheasto
39,564	Melanie Fox
7,914	Jeffery Goldblatt
181,819	Col Daniel & Leuhaunani Griffith, Jt Ten
91,667	Linda Burkett
88,000	Josephine Diazz
7,333	Paul Eblen
82,133	Bradley Epstein
91,669	Donnie Eposito
18,333	Kristen Evenso
2,200	Camille Howe
183,333	Norman Ipson
2,509,000	Edwin Payne
61,600	Michelle Speir
128,333	Carol Terry
82,133	George & Barbara Visconi Jt Ten
1,100	Cindy Welter
7,333	Jeff Welter

Umbra Applied Technologies Group, Inc.

2013

Preferred Series A (All Issuance Hold a 1-year Restrictive Legend under SEC Rule 144)

5,000,000	Chuck Winters	Equity acquisition	private offering of restricted shares
	(Deemed issued by Mr. Winters)		
Any jurisdictions where the offering was registered or qualified:			None
The number of shares offered:			as shown above
The number of shares sold:			as shown above
The price at which the shares were offered, and the amount paid to the issuer:			

Deemed price of \$.05 for common shares issued in 2015-deemed value of services

Deemed price of \$.001 for Preferred Series B shares issued in 2014-paid in \$5,000 cash

Deemed price of \$.001 for Preferred Series A shares issued in 2013-paid in \$5,000 cash

- B. The trading status of the shares: restricted
- C. 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.

All shares issued bear a restrictive legend under SEC Rule 144.

Item 5 Financial Statements

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management we have conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as of the end of the period covered by this report. Based on this evaluation, our management concluded as of the evaluation date that our disclosure controls and procedures were not effective such that the material information required is accumulated and communicated to our management recorded, processed, summarized and reported within the time periods specified by regulatory bodies, such as the OTC markets and forms relating to our company, particularly during the period when this report was being prepared.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for our company.

Internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2)

Umbra Applied Technologies Group, Inc.

provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of its management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements. Management recognizes that there are inherent limitations in the effectiveness of any system of internal control, and accordingly, even effective internal control can provide only reasonable assurance with respect to financial statement preparation and may not prevent or detect material misstatements. In addition, effective internal control at a point in time may become ineffective in future periods because of changes in conditions or due to deterioration in the degree of compliance with our established policies and procedures.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in there being a more than remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

Under the supervision and with the participation of our management conducted an evaluation of the effectiveness of our internal control over financial reporting, as of December 31, 2017, based on the framework set forth in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our evaluation under this framework, management concluded that our internal control over financial reporting was not effective as of the evaluation date due to the factors stated below.

Management assessed the effectiveness of our company's internal control over financial reporting as of evaluation date and identified the following material weaknesses:

Insufficient Resources: We have an inadequate number of personnel with requisite expertise in the key functional areas of finance and accounting.

Inadequate Segregation of Duties: We have an inadequate number of personnel to properly implement control procedures.

Lack of Audit Committee and Outside Directors on our Company's Board of Directors: We do not have a functioning audit committee or outside directors on our Board of Directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures.

Management is committed to improving its internal controls and will (1) continue to use third party specialists to address shortfalls in staffing and to assist our company with accounting and finance responsibilities, (2) increase the frequency of independent reconciliations of significant accounts which will mitigate the lack of segregation of duties until there are sufficient personnel and (3) may consider appointing outside directors and audit committee members in the future.

Management, including our chief executive officer (our principal executive officer) and our chief financial officer (our principal financial officer and principal accounting officer), has discussed the material weakness noted above with our advisors. Due to the nature of this material weakness, there is a more than remote likelihood that

Umbra Applied Technologies Group, Inc.

misstatements which could be material to the annual or interim financial statements could occur that would not be prevented or detected.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only management's report in this annual report.

Changes in Internal Controls Over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the last fiscal quarter from our fiscal year ended December 31, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Umbra Applied Technologies Group, Inc.

UMBRA APPLIED TECHNOLOGIES GROUP, INC.

FINANCIAL STATEMENTS

(A Development Stage Company)

June 30, 2018
Financial Statements
(Unaudited)

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Umbra Applied Technologies Group, Inc.

Umbra Applied Technologies Group, Inc.

(A Development Stage Company)

Balance Sheets (Unaudited)

	Period Ended <u>June 30, 2018</u>	Year Ended December 31, <u>2017</u>
ASSETS		
Current Assets		
Cash	\$ 19,509	\$ 4,089
Inventory	3,540	2,788
Securities	<u>200,000</u>	<u>200,000</u>
Total Current Assets	223,409	206,877
Property, Plant and Equipment		
Equipment	2,831,800	2,831,800
Less: Accumulated depreciation	<u>(304,452)</u>	<u>(268,340)</u>
Total Property, Plant and Equipment	2,527,348	2,653,460
Other Assets		
Intellectual Property (see Note 6-Restated)	5,286,800	5,286,800
Oil Lease, net of depletion	<u>743,523</u>	<u>743,523</u>
Total other assets	6,030,323	6,030,323
Total Assets	\$ <u>8,780,720</u>	\$ <u>8,800,660</u>
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current		
Accounts Payable	\$ 276,560	432,013
Short Term debt	-0-	22,130
Debt associated with purchase of Intellectual Property (see Note 6)	669,650	819,650
Shares to be issued	<u>138,274</u>	<u>138,274</u>
Total Current Liabilities	1,084,484	1,412,067
Total Liabilities	\$ 1,084,484	1,412,067
STOCKHOLDERS' EQUITY		
Authorized: 1,000,000,000 common Issued and outstanding, \$0.001 par value		
June 30, 2018 and December 31, 2017-823,322,039 and 373,783,339		
common shares, respectively	823,322	373,783
Preferred shares, Series A \$0.001 par value 15,000,000 Authorized		
15,000,000 issued as of June 30, 2018 and December 31, 2017	15,000	15,000
Preferred shares, Series B, \$0.001 par value 15,000,000 Authorized		
June 30,2018 and December 31, 2017 outstanding 690 and 690 respectively	6,843	6,843
Additional paid-in capital -	20,211,733	20,211,773
Deficit Accumulated During the Developmental Stage	<u>(13,360,662)</u>	<u>(13,218,766)</u>
Total Stockholders' Equity	7,696,236	7,388,593
Total Liabilities and Stockholders' Equity	\$ <u>8,780,720</u>	\$ <u>9,101,319</u>

The accompanying notes are an integral part of these Financial Statements

Umbra Applied Technologies Group, Inc.

Umbra Applied Technologies Group, Inc.

(A Development Stage Company)

Statements of Operations

(Unaudited)

	Six Month Period Ended June 30, <u>2018</u>	Year Ended December 31, <u>2017</u>
Revenue		
Income	\$ <u>147,008</u>	\$ <u>80,284</u>
Expenses		
Professional Fees	69,500	80,800
Public company expenses	15,570	27,150
Consulting (paid in shares)	-0-	36,000
Wages	102,501	205,000
Office and Rent	41,600	105,262
General and admin	23,622	42,300
Depreciation	<u>36,112</u>	<u>72,224</u>
Total Expenses	288,896	569,736
Net Loss from Operations	(141,896)	(489,452)
Other Income and Expenses		
Depletion allowance	(-0-)	(-0-)
Loss on write from leasehold improvements	(-0-)	(275,000)
Loss on sale of assets	-0-	(-0-)
Loss on securities	-0-	(-0-)
Interest expense	<u>-0-</u>	<u>(-0-)</u>
Total other income and expenses	(-0-)	(275,000)
Loss for the Period	\$ <u>(141,396)</u>	\$ <u>(716,952)</u>

The accompanying notes are an integral part of these Financial Statements

Umbra Applied Technologies Group, Inc.

Umbra Applied Technologies Group, Inc.

(A Development Stage Company)

Statements of Cash Flows

(Unaudited)

	Six Month Period Ended June 30, <u>2018</u>	Year Ended December 31, <u>2017</u>
Cash Flows from Operating Activities		
Net Income (Loss)	\$ (141,896)	(716,952)
Adjustments to Reconcile Net Loss to Net Cash		
Provided by Operations		
Depreciation	36,112	72,168
Unrecognized loss on securities	-0-	-0-
Loss on sale of Assets	-0-	-0-
Depletion	-0-	-0-
Stock issued for services	-0-	46,000
(Increase) in accounts receivable	-0-	-0-
(Increase) in inventory	(3,540)	(2,788)
Increase (decrease) in Accrued Liabilities and Payables	<u>(324,795)</u>	<u>(103,651)</u>
Net Cash Provided (Used) by Operating Activities	<u>(434,119)</u>	<u>(705,167)</u>
Cash Flows from Investing Activities		
Leasehold improvements	-0-	227,500
Sale of securities	-0-	-0-
Purchase equipment	<u>-0-</u>	<u>(-0-)</u>
Net Cash Provided (Used) by Investing Activities	<u>-0-</u>	<u>227,500</u>
Cash Flows from Financing Activities		
Increase (decrease) in shares to be issued	-0-	67,726
Cash/Debt Reduction from issuance of stock	<u>449,539</u>	<u>406,218</u>
Net Cash Provided (Used) by Financing Activities	<u>449,539</u>	<u>473,941</u>
Increase (Decrease) in Cash from Continuing Operations	15,420	(3,723)
Cash and Cash Equivalents at Beginning of Period	\$ 4,089	7,812
Cash and Cash Equivalents at End of Period	\$ 19,509	4,089
Supplemental Information		
Cash Paid For:		
Interest	-0-	-0-
Income Taxes	-0-	-0-

The accompanying notes are an integral part of these Financial Statements

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Umbra Applied Technologies Group, Inc.

Umbra Applied Technologies Group, Inc.

(A Development Stage Company)

Notes to Financial Statements

(Unaudited)

NOTE 1 - BASIS OF PRESENTATION AND DESCRIPTION OF BUSINESS

a) Basis of Presentation

The information presented in the accompanying financial statements for the periods ended June 30, 2018 and December 31, 2017, are unaudited and includes all adjustments, which are, in the opinion of the management of Umbra Applied Technologies Group, Inc. (the "Company"), necessary to present fairly the financial position, results of operations and cash flows in the periods presented.

b) Reclassifications and Restatement

Certain reclassifications have been made to the prior years' financial statements to conform to the current year presentation.

c) Development Stage Activities

The Company is in the development stage and has not yet realized any revenues from its planned operations. Based upon the Company's business plan, it is a development stage enterprise.

d) Organization

Umbra Applied Technologies Group, Inc. (the "Company") was incorporated in the State of Delaware under the name Green Technologies, Inc.

The Company purchased a private company in March 2013 and has accounted for the transaction as a reverse acquisition. The Company has issued the shares required to complete its side of the transaction but has not received all the consideration from Intrepid Innovations Corporations shareholders as required in the purchase agreement.

Umbra Applied Technologies Group, Inc.

Umbra Applied Technologies Group, Inc.

(A Development Stage Company)

Notes to Financial Statements

(Unaudited)

NOTE 1 - BASIS OF PRESENTATION AND DESCRIPTION OF BUSINESS –continued

In December 2013 the Company changed its name to “Umbra Applied Technologies Group, Inc. (hereinafter “UATG”). The Company entered into a purchase transaction to acquire Umbra Applied Technologies, Inc. in December 2013 that was approved by the Company’s Board of Directors in January 2014. This transaction has been accounted for as a reverse acquisition.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies is presented to assist in understanding the Company’s financial statements. The financial statements and notes are representations of the Company’s management who is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles in the United States of America and have been consistently applied in the preparation of the financial statements. The financial statements are stated in United States of America dollars.

Organizational and Start-up Costs

Costs of start-up activities, including organizational costs, are expensed as incurred in accordance with ASC 720-15.

Income Taxes

The Company uses the asset and liability method of accounting of income taxes. Under the asset and liability method deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Umbra Applied Technologies Group, Inc.

Umbra Applied Technologies Group, Inc.

(A Development Stage Company)

Notes to Financial Statements

(Unaudited)

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES –continued

Basic and Fully-Diluted Loss Per Share

The basic loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Fully-Diluted loss per common share is computed similar to basic loss per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. At June 30, 2018 and December 31, 2017, the Company had no stock equivalents that were anti-dilutive and excluded in the earnings per share computation.

Estimated Fair Value of Financial Instruments

The carrying value of the Company's financial instruments, consisting of accounts payable and accrued liabilities approximate their fair value due to the short-term maturity of such instruments. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial statements.

Revenue Recognition

The Company has had limited revenues to date. It is the Company's policy that product revenues (or service revenues) will be recognized when persuasive evidence of an arrangement exists, delivery has occurred (or service has been performed), the sales price is fixed and determinable and collectability is reasonably assured.

Concentrations

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents. At June 30, 2018 and December 31, 2017, the Company had \$19,509 and \$4,089 respectively, in funds in deposits in a business bank account, which are not insured by agencies of the U.S. Government.

Currency

The functional currency of the Company is the United States Dollar.

Umbra Applied Technologies Group, Inc.

Umbra Applied Technologies Group, Inc.

(A Development Stage Company)

Notes to Financial Statements

(Unaudited)

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES-continued

Use of Estimates

The preparation of financial statements in accordance with generally accepted accounting principles in the United States of America require the use of estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities known to exist as of the date the financial statements are published, and the reported amounts of revenues and expenses during the reporting period. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of the Company's financial statements; accordingly, it is possible that the actual results could differ from these estimates and assumptions and could have a material effect on the reported amounts of the Company's financial position and results of operations.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments with an original maturity of three months or less to be cash equivalents.

Recent Accounting Pronouncements

The Company management has reviewed recent accounting pronouncements issued through the date of the issuance of financial statements. In management's opinion, except for those pronouncements detailed below, no other pronouncements apply or will have a material effect on the Company's financial statements.

In May 2009, the FASB issued ASC 855 Subsequent Events, which establishes principles and requirements for subsequent events. In accordance with the provisions of ASC 855, the Company currently evaluates subsequent events through the date the financial statements are available to be issued.

Umbra Applied Technologies Group, Inc.

Umbra Applied Technologies Group, Inc.

(A Development Stage Company)

Notes to Financial Statements

(Unaudited)

NOTE 3 - BASIS OF PRESENTATION – GOING CONCERN

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles (“GAAP”) in the United States of America, which contemplates the Company’s continuation as a going concern. However, the Company has losses to date of approximately \$13,360,662. These matters raise substantial doubt about its ability to continue as a going concern. In view of these matters, realization of certain of the assets in the accompanying balance sheet is dependent upon its ability to meet its financing requirements, raise additional capital, and the success of its future operations. The Company acquired operating capital through equity offerings to the public and through the sale of notes to related parties, to fund its business plan. There is no assurance that the funds received will be sufficient to assure the Company’s eventual profitability. Management believes that actions planned and presently being taken to revise its operating and financial requirements provide the opportunity for it to continue as a going concern. The financial statements do not include any adjustments that might result from these uncertainties.

NOTE 4 - INCOME TAXES

The Company is subject to U.S. federal income taxes. It has had losses to date, and therefore, has paid no income tax. Deferred income taxes arise from temporary timing differences in the recognition of income and expenses for financial reporting and tax purposes. The Company’s deferred tax assets consist entirely of the benefit from net operating loss (“NOL”) carry-forwards. Its deferred tax assets are offset by a valuation allowance due to the uncertainty of the realization of the NOL carry-forwards. NOL carry-forwards may be further limited by a change in Company ownership and other provisions of the tax laws.

NOTE 5 – RELATED PARTY TRANSACTIONS

The officers and directors of the Company are involved in other business activities and they may, in the future, become involved in additional business ventures, which may also require their time and attention. If a specific business opportunity becomes available, such persons may face a conflict in selecting between the Company and their other business interests. The Company has not formulated a policy for the resolution of such conflicts.

Umbra Applied Technologies Group, Inc.

Umbra Applied Technologies Group, Inc.

(A Development Stage Company)

Notes to Financial Statements

(Unaudited)

NOTE 5 – RELATED PARTY TRANSACTIONS-continued

During 2017, the Company issued Alex Umbra, its president 5,000,000 Preferred A Series shares for compensation which was valued at \$10,000 on its financial statements.

Also see Note 7-Commitments and Contingencies

NOTE 6 – INTELLECTUAL PROPERTY (Restated)

During 2012 Umbra Applied Technologies, Inc. (“UAT”) executed five (5) technology purchase agreements with unrelated parties. The buyer (UAT) and seller mutually agreed on the purchase prices which were paid in UAT shares. UAT was acquired by UATG in November 2013. The total purchase price for those assets was \$35,390,000 which was recorded on the UATG financial statements originally as goodwill then amended to Intellectual Property and effective with the September 30, 2017 quarterly report restated to include debt associated with the Intellectual property of \$819,650 (Next Cast-\$274,540; Rigid-\$295,000; Palm Beach-\$250,000).

<u>Technology description</u>	<u>Purchase Price</u>
Water Purification and desalination	\$15,000,000
Pegasus Hybrid Project (aerospace technology)	\$10,000,000
BuzzSwat (security technology)	\$2,000,000
Rigid (medical technology)	\$7,000,000
Security, battery and alternative technologies	\$1,390,000
sub-total	\$35,390,000
Associated debt	\$819,650
valuation adjustment	(\$30,922,850)
Net Intellectual Property	\$5,286,800

Umbra Applied Technologies Group, Inc.

NOTE 7- COMMITMENTS AND CONTINGENCIES

The Company purchased a private company in 2013 and had originally accounted for the transaction as a reverse acquisition. Although the Company issued the shares required to complete its side of the transaction it did not receive all of the consideration from shareholders of the private company as required in the purchase agreement therefore it treated the undelivered consideration from the share issuance as an expense.

As part of the Company's 2013 purchase of a private company it had agreed to a sub-space lease agreement from a Company formed by the former President which required the Company to make certain payments however since, as noted above, the Company never received all of the consideration from those shareholders of the private company, including the former President, that sub-lease agreement is considered null and void. During the quarter ended September 30, 2017 the Company expensed \$227,500 of previously capitalized leasehold improvements.

NOTE 8- CHANGE OF CONTROL

In October 2013 through the purchase of Intrepid Innovations Corporation, Chuck Winters was deemed to receive 5,000,000 shares of Series A Preferred Stock. These shares include voting rights on an as converted basis of 20:1 which provided Mr. Winters with voting control of the Company at that time.

In January 2014 with the issuance of shares for the purchase of Umbra Applied Technologies, Inc the 5,000,000 shares deemed received by Mr. Winters in the October 2013 transaction were deemed returned and the Company issued 5,000,000 Series A Preferred Shares to Alex Umbra with the same provisions effecting a change of control to Mr. Umbra. The voting rights were subsequently modified to vote as if converted at 50:1.

NOTE 9- LITIGATION

The Company may be party to various legal actions normally associated with its business activities, the aggregate effect on which, in management opinion, would not be material to the future financial condition of the Company.

On January 12, 2018 the Company received a Florida State court approval of a settlement and stipulation (Case No. 17 CA 4136) for the satisfaction Company debt in the amount of \$324,500.00 through the issuance of shares which will be exempt from SEC registration in reliance upon Section 3 (a)(10) of the Securities Act based upon the Courts finding. The agreement provides the shares will be issued at a 50% to the market price as defined in the agreement, and the owner may not own more than 9.9% at the time of issuance. As part of that agreement the Company has reserved 245,000,000 of its shares with its stock transfer agent. In order to comply with the court, order the Company increased its common shares to 1,000,000,000.

Umbra Applied Technologies Group, Inc.

NOTE 10- STOCKHOLDERS' EQUITY

The Company has the following share structure:

	<u>Common</u>	<u>Preferred A</u> 50:1 voting	<u>Preferred B</u> 20:1 conversion
Shares outstanding, December 31, 2015	38,447,832	5,000,000	5,589,607
Shares issued for cash	3,019,243	-0-	-0-
Shares issued on conversion from			
B to Common	38,658,975	-0-	(1,932,948)
Shares issued for services	36,150,150	-0-	3,156,563
Reduction of B shares	-0-	-0-	(6,842,532)
Shares outstanding, December 31, 2016	<u>116,276,050</u>	<u>5,000,000</u>	<u>690</u>
Shares issued on conversion from			
B to Common	-0-	-0-	-0-
Shares issued for cash	240,507,289	-0-	-0-
Shares issued for services	<u>17,000,000</u>	<u>10,000,000</u>	<u>-0-</u>
Shares outstanding, December 31, 2017	<u>373,783,339</u>	<u>15,000,000</u>	<u>690</u>
Shares issued for cash	449,538,700	-0-	-0-
Shares issued for services	-0-	-0-	-0-
Shares outstanding, June 30, 2018	<u>823,322,039</u>	<u>15,000,000</u>	<u>690</u>

Subsequent to June 30, 2018

*As of August 13, 2018, the Company has reserved 37,500,000 shares for future issuance to fulfill various commitments which are not included in the shares outstanding.

NOTE 11- SUBSEQUENT EVENTS

The Company has reviewed subsequent events up to and including the issuance date of these statements, and determined that except for those events disclosed herein, no additional subsequent events have occurred.

Umbra Applied Technologies Group, Inc.

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

Umbra Applied Technologies Group (OTC: UATG) has a family of companies. Umbra Applied Technologies, U.S. based Defense and Security Company, is engaged in the research, design, development, manufacture, integration, and sustainment of advanced technology systems, products, and services for defense, civil, and commercial applications in United States and internationally. It also provides management, engineering, technical, scientific, logistic, and information services.

The company operates in five segments: Aeronautics, Information Systems & Global Solutions, Biotech, Alternative & Renewable Energy, and Intelligence Systems. The Aeronautics segment offers military aircrafts, such as unmanned combat and air mobility aircrafts, and related technologies. The Information Systems & Global Solutions segment provides advanced technology systems and security expertise, integrated information technology solutions, and management services for civil, defense, intelligence, and other government customers. The Biotech segment addresses critical gaps that are absent in applied medical programs. The Alternative & Renewable Energy segment provides alternative solutions to energy through using existing applied research in bioelectricity, wind, thermodynamic and solar energy. The Intelligence segment provides computational study of signals, open source and network intelligence through advanced metrics and algorithms to locate and extract sentiment from gathered intelligence

- | | |
|--------------------------|-------------------------|
| A. Incorporated: | April 13, 2009 Delaware |
| B. Secondary SIC Codes: | 6719 |
| C. Fiscal year end date: | December 31st |

In 2017 UATG launched it's Hygiea Product line (part of Biotech segment)

Hygiea's powerful technology inhibits the growth of bacteria on fabrics, eliminating human-based odor for the life of the garment. Hygiea textiles are made by permanently bonding 99.9% metallic silver to the surface of a fiber. It is not a nanotechnology or a complex chemical formula, just pure silver. The permanent performance of Hygiea keeps our products smelling fresher for longer, even after multiple wear cycles between laundering. Hygiea textiles are precisely engineered to feature a 100% coverage area of silver on the fiber to maximize performance, but remain soft, flexible and comfortable. Through this strategic partnership, Hygiea's underlying technology is registered as an antimicrobial with the US EPA, is OEKO-TEX® Standard 100 certified and is used in dozens of FDA approved products. Never before has so much research and advanced textile engineering technology been applied to textiles to include something so simple as a bed sheet, underwear or socks.

Hygiea has many applications across many market segments:

Medical industry (sheets, privacy curtains, window drapes, nurse scrubs, lab coats etc.)

Bedding

Umbra Applied Technologies Group, Inc.

Children's bedding, clothing and toys
Cloth Diapers
Athletic wear
Men's underwear
Military textiles (uniforms, specialty products etc.)

In addition, when Hygieia textiles are configured differently they can be designed to conduct electricity and even transfer data. We refer to this product as SmartX and we are currently conducting research on its many military and technology applications with our Applied Sciences Division

Item 7 Describe the Issuer's Facilities

Corporate office and the Umbra Arms Facility (Operations, Storage and Future Manufacturing) are located at:

Umbra Applied Technologies Group, Inc.
4377 Commercial Way
Suite 130
Spring Hill FL 34606

Item 8 Officers, Directors, and Control Persons

Alex Umbra	CEO / Chairman Of The Board-Sole Director
Thomas L. Crom	CFO

Legal/Disciplinary History.

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

Umbra Applied Technologies Group, Inc.

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.

Common Shares—823,322,039 Common Shares outstanding as of August 13, 2018.

<u>Name</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>% of Common Shares</u>
Alex Umbra C/O Umbra Applied Technologies, Inc. 4377 Commercial Way Suite 130 Spring Hill FL 34606	25,000,001 Common (1)	3.03%
Cede & Co 570 Washington Blvd Jersey City, NJ 07310	691,183,143 Common (2)	83.91%
Thomas L. Crom C/O Umbra Applied Technologies, Inc. 4377 Commercial Way Suite 130 Spring Hill FL 34606	500,000 Common (3)	0.06%
Ferndale Family Trust C/O Umbra Applied Technologies, Inc. 4377 Commercial Way Suite 130 Spring Hill FL 34606	23,571,429 Common (4)	2.86 %

(1) Mr. Umbra is the President, Chief Executive Officer ("CEO") and sole director of the

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Company. All of the shares owned by Mr. Umbra are owned directly.

(2) Cede & Company operates as a clearing house for stock transactions. The company was founded in 1996 and is based in New York, New York. Cede & Company operates as a subsidiary of the Depository Trust Company. Cede holds these shares on behalf of undisclosed beneficiaries.

(3) Mr. Crom is the Chief Financial Officer ("CFO") of the Company. All of the shares owned by Mr. Crom are owned directly. Mr. Crom disclaims any ownership of the shares owned by his spouse transferred pursuant to a divorce.

(4) To maintain shareholder privacy the Company used its address.

Preferred Series A--(based on 15,000,000 Preferred Series A outstanding as of August 13, 2018.

Each share of Preferred Series A is entitled to 50 votes per share.

<u>Name</u>	<u># of Preferred Series A</u>	<u>% of Preferred Series A</u>
Alex Umbra C/O Umbra Applied Technologies, Inc. 4377 Commercial Way Suite 130 Spring Hill FL 34606	15,000,000 Series A	100%

Preferred Series B--(based on 690 Preferred Series B outstanding as of August 13, 2018

Preferred Series B can be converted into Common shares at the rate of 20:1 subject to 1% of the outstanding common shares outstanding per quarter.

<u>Name</u>	<u># of Preferred Series B</u>	<u>% of Preferred Series B</u>
Alex Umbra C/O Umbra Applied Technologies, Inc. 4377 Commercial Way Suite 130 Spring Hill FL 34606	319 --Series B	46.23%
Chuck Winters 5604 18 th Avenue East Bradenton, FL 34208	140 --Series B	20.29%
Justin Herman 5604 18 th Avenue East Bradenton, FL 34208	78 --Series B	11.30%
Edwin Payne 1201 S. Texas Blvd Weslaco, TX 78596	73 --Series B	10.58%

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Item 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

Firm Name:	Culhane Meadows PLLC
Individual Name:	Ernest M. Stern
Address 1:	1100 Pennsylvania, N.W., Suite 300
Address 2:	Washington DC 2004

Accountant:

None

Investor Relations Consultant:

Firm Name:	Everest Corporate Advisors, Inc.
Individual Name:	Steffan Dalsgaard
Address 1:	5030 Paradise Rd
Address 2:	Suite A106
Phone:	702-902-2361
Email:	None
Website:	https://everest-corporate-advisors-nv.hub.biz

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

None

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Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management we have conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as of the end of the period covered by this report. Based on this evaluation, our management concluded as of the evaluation date that our disclosure controls and procedures were not effective such that the material information required is accumulated and communicated to our management recorded, processed, summarized and reported within the time periods specified by regulatory bodies, such as the OTC markets and forms relating to our company, particularly during the period when this report was being prepared.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for our company.

Internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of its management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements. Management recognizes that there are inherent limitations in the effectiveness of any system of internal control, and accordingly, even effective internal control can provide only reasonable assurance with respect to financial statement preparation and may not prevent or detect material misstatements. In addition, effective internal control at a point in time may become ineffective in future periods because of changes in conditions or due to deterioration in the degree of compliance with our established policies and procedures.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in there being a more than remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

Under the supervision and with the participation of our management conducted an evaluation of the effectiveness of our internal control over financial reporting, as of December 31, 2017, based on the framework set forth in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our evaluation under this framework, management concluded that our internal control over financial reporting was not effective as of the evaluation date due to the factors stated below.

Management assessed the effectiveness of our company's internal control over financial reporting as of evaluation date and identified the following material weaknesses:

Umbra Applied Technologies Group, Inc.

Insufficient Resources: We have an inadequate number of personnel with requisite expertise in the key functional areas of finance and accounting.

Inadequate Segregation of Duties: We have an inadequate number of personnel to properly implement control procedures.

Lack of Audit Committee and Outside Directors on our Company's Board of Directors: We do not have a functioning audit committee or outside directors on our board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures.

Management is committed to improving its internal controls and will (1) continue to use third party specialists to address shortfalls in staffing and to assist our company with accounting and finance responsibilities, (2) increase the frequency of independent reconciliations of significant accounts which will mitigate the lack of segregation of duties until there are sufficient personnel and (3) may consider appointing outside directors and audit committee members in the future.

Management, including our chief executive officer (our principal executive officer) and our chief financial officer (our principal financial officer and principal accounting officer), has discussed the material weakness noted above with our advisors. Due to the nature of this material weakness, there is a more than remote likelihood that misstatements which could be material to the annual or interim financial statements could occur that would not be prevented or detected.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only management's report in this annual report.

Changes in Internal Controls over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the last fiscal quarter from our fiscal year ended December 31, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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10) Issuer Certification

I, Alexander L. Umbra certify that:

1. I have reviewed this June 30, 2018 Report on Disclosure of Umbra Applied Technologies Group, Inc.;
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.

“/s/ Alexander L. Umbra”

Chief Executive Officer and Chairman of the Board of Directors

Dated: August 15, 2018