TPT Global Tech, Inc. and Subsidiaries

CONSOLIDATED FINANCIAL STATEMENTS

As of

September 30, 2016

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TPT Global Tech, Inc.
CONSOLIDATED BALANCE SHEET

ASSETS

		As of September 30, 2016
CURRENT ASSETS		
Cash	$	144,670
Accounts Receivable		119,682
Other		14,961
Total Current Assets	$	279,313
NON-CURRENT ASSETS		
Fixed Assets, net	$	12,033,767
Deposits and Other Assets		67,445
Total Non-Current Assets	$	12,101,212
TOTAL ASSETS	$	12,380,525

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES		
Accounts Payable and Accrued Expenses		1,605,907
Debt		2,776,980
Capital Leases		535,329
Total Current Liabilities	$	4,918,216
NON-CURRENT LIABILITIES		
Vehicle Loans	$	14,288
Total Non-Current Liabilities	$	14,288
Total Liabilities	$	4,932,504
Commitments and Contingencies		
STOCKHOLDERS' EQUITY		
Preferred Stock, $.001 Par Value 100,000,000 Shares Authorized, 1,000,000 Shares Designated as Series A and 2,588,693 Designated as Series B Issued and Outstanding as of September 30, 2016	$	3,589
Common Stock, $.001 Par Value, 1,000,000,000 Shares Authorized, 136,953,904 Shares Issued and Outstanding as of September 30, 2016		136,954
Additional Paid-In Capital		10,516,648
Accumulated Deficit		(3,209,170)
Total Stockholders' Equity		7,448,021
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$	12,380,525

See notes to consolidated financial statements.

TPT Global Tech, Inc.
CONSOLIDATED STATEMENT OF OPERATIONS

	For the nine months ended September 30, 2016
REVENUES	$ 2,152,844
Cost of Sales	(1,470,547)
Gross Profit	$ 682,297
Selling, General and Administrative	(1,487,690)
Depreciation	(731,183)
Interest Expense	(91,142)
	(2,310,015)
Net Loss Before Income taxes	(1,627,718)
Income Taxes	---
NET LOSS	$ (1,627,718)

See notes to consolidated financial statements.

TPT Global Tech, Inc.
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
For The Nine months ended September 30, 2016

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount			
Balance: January 1, 2016	3,588,693	$3,589	136,953,904	$136,954	$10,516,648	$(1,581,452)	$9,075,739
Net Loss	—	—	—	—	—	$(1,627,718)	$(1,627,718)
Balance – September 30, 2016	3,588,693	$3,589	136,953,904	$136,954	$10,516,648	$(3,209,170)	$7,448,021

See notes to consolidated financial statements.

TPT Global Tech, Inc.
CONSOLIDATED STATEMENT OF CASH FLOWS

	For the nine months ended September 30, 2016
Cash flows from operating activities:	
Net loss	$ (1,627,718)
Adjustments to reconcile net loss to net cash used in operating activities:	
Depreciation	731,183
Increase in Accounts Receivable	(29,776)
Increase in Other Current Assets	(7,322)
Increase in Accounts Payable and Accrued Expenses	701,522
Increase in Capital Leases	21,053
	$ 1,416,660
Net cash used in operating activities	$ (211,058)
Cash flows from investing activities:	
Acquisitions	$ (15,000)
Decrease in Deposits and Other Assets	3,470
Purchase of Fixed Assets	(6,616)
Net cash used in investing activities	$ (18,146)
Cash flows from financing activities:	
Increase in Debt	$ 235,390
Decrease in Debt	(5,600)
Decrease in Vehicle Loans	(8,155)
Net cash provided by financing activities	$ 221,635
Net decrease in Cash	$ (7,569)
Cash - beginning of period	$ 152,239
Cash - end of period	$ 144,670

Supplemental Cash Flow Information:

Cash used for interest expense was approximately $60,000.

See notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company was originally incorporated in 1988 in the state of Florida. In 2014, TPT Global, Inc., a Nevada corporation, merged with Ally Pharma US, Inc., a Florida corporation, ("Ally Pharma", formerly known as Gold Royalty Corporation) in a "reverse merger" wherein Ally Pharma issued 110,000,000 shares of common stock, or 80% ownership, to the owners of TPT Global, Inc. and Ally Pharma agreed to change its name to TPT Global Tech, Inc. (jointly referred to as "the Company" or "TPTG"). In 2014 the Company acquired all the assets of K Telecom and Wireless LLC ("K Telecom") and Global Telecom International LLC ("Global Telecom"). Effective January 31, 2015, TPTG completed its acquisition of 100% of the outstanding stock of Copperhead Digital Holdings, Inc. ("Copperhead Digital") and Subsidiaries, TruCom, LLC ("TruCom"), Nevada Utilities, Inc. ("Nevada Utilities") and CityNet Arizona, LLC ("CityNet"). In October 2015, the Company acquired the assets of Port2Port Inc. ("Port2Port") and Digithrive Inc. ("Digithrive"). Subsequent to September 30, 2016, the company acquired 100% ownership in San Diego Media Inc. ("SDM"). See Note 2.

We generate revenues primarily through operating as a Competitive Local Exchange Carrier (CLEC) in Arizona, as a distributor of cell phones and telecommunications equipment and as provider of ecommerce solutions.

Principles of Consolidation

Our accompanying consolidated financial statements include the accounts of K Telecom and Global Telecom since September 2014, Copperhead Digital since February 2015, and Port2Port and Digithrive since October 2015. All intercompany accounts and transactions have been eliminated in consolidation (see Notes 2 and 3 to these consolidated financial statements).

Revenue Recognition

The Company recognizes revenue when a sales transaction closes and the product is accepted by the customer.

Share-based Compensation

The Company is required to measure and recognize compensation expense for all share-based payment awards (including stock options) made to employees and directors based on estimated fair value. Compensation expense for equity-classified awards is measured at the grant date based on the fair value of the award and is recognized as an expense in earnings over the requisite service period.

The Company records compensation expense related to non-employees that are awarded stock in conjunction with selling goods or services, and recognizes compensation expenses over the vesting period of such awards.

Income Taxes

We recognize deferred tax liabilities and assets based on the differences between the tax basis of assets and liabilities and their reported amounts in the consolidated financial statements that will result in taxable or deductible amounts in future years. Deferred tax assets and liabilities are measured using enacted tax rates expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. All allowances against deferred income tax assets are recorded in whole or in part, when it is more likely than not those deferred income tax assets will not be realized.

Cash and Cash Equivalents

The company considers all investments with a maturity date of three months or less when purchased to be cash

equivalents. There are no cash equivalents as of September 30, 2016.

Accounts Receivable

We establish an allowance for potential uncollectible accounts receivable. All accounts receivable 60 days past due are considered uncollectible unless there are circumstances that support collectability. Those circumstances are documented. As of September 30, 2016 the allowance for uncollectible accounts receivable was zero.

Use of Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results will differ, and could differ materially from those estimates.

Recently Adopted Accounting Pronouncements

The Company continually assesses any new accounting pronouncements to determine their applicability to the Company. Where it is determined that a new accounting pronouncement affects the Company's financial reporting, the Company undertakes a study to determine the consequence of the change to its financial statements and assures that there are proper controls in place to ascertain that the Company's financials properly reflect the change.

Subsequent Events

In accordance with FASB ASC 855, Subsequent Events, the Company evaluated subsequent events through November 18, 2016, the date the financial statements were available for issue.

NOTE 2 – ACQUISITIONS

In 2014, TPT Global, Inc. merged with Ally Pharma in a "reverse merger" wherein Alley Pharma issued 110,000,000 shares of common stock, or 80% ownership, to the owners of TPT Global, Inc. and Alley Pharma agreed to change its name to TPT Global Tech, Inc. (jointly referred to as "the Company" or "TPTG"). In 2014 the Company acquired all the assets of K Telecom and Global Telecom. Effective January 31, 2015, TPTG completed its acquisition of 100% of the outstanding stock of Copperhead Digital and Subsidiaries, TruCom, Nevada Utilities and CityNet.

In 2015, the Company acquired the assets of Port2Port, a wholesale telecommunications company, for 400,000 shares, as amended, of the Company's Series B Preferred Stock, $10,000 in cash and the commitment to spend $50,000 in funds to expand the wholesale network. Also in 2015, the Company acquired the assets of Digithrive, a California company, for 250,000 shares of the Company's Series B Preferred Stock.

In 2016, the Company acquired the assets of Goodwin Global Communications LLC "GGC" for $25,000 in cash, payable in cash increments through January 2017, and up to 200,000 shares of common stock of the Company. The actual number of shares paid will be at least 50,000 and may increase, in defined increments, up to 200,000 depending on the monthly revenue generation from the assets. As part of the acquisition, the Company will pay a 25% commission on the gross profit from the assets.

Subsequent to September 30, 2016, the Company acquired 100% of the outstanding stock of San Diego Media Inc. "SDM" for 750,000 shares of Preferred Stock of the Company, assumption of debt of approximately $200,000, a convertible promissory note of $250,000 and a commitment to fund $250,000 of working capital. SDM had approximately $525,000 of revenues and $300,000 of net income for the nine months ended September 30, 2016.

NOTE 3 – GOING CONCERN

Cash flows generated from operating activities were not enough to support all working capital requirements for the nine months ended September 30, 2016. Financing activities described below, have helped with working capital and other capital requirements. We incurred $1,627,718 in losses, and we used $211,058 in cash for operations for the nine months ended September 30, 2016. Cash flows from financing activities were $221,635.

In June 2016, the Company entered into a Factoring Agreement with a company controlled by one of its shareholders. The Factoring Agreement is such that the Company will pay a discount of 2% per each 30-day period for each advance received against accounts receivable or future billings. The Company was advanced funds under the Factoring Agreement for which $135,390 remained outstanding as of September 30, 2016. See Note 5.

In conjunction with the acquisition of Copperhead Digital, some of the previous controlling shareholders of Copperhead Digital agreed to certain financing arrangements as part of the acquisition which amounted to $796,377 in convertible debt being contributed to the Company. See Note 5. In 2015, these financing arrangements were exchanged for common stock.

In order for us to continue as a going concern, we hope to obtain additional debt or equity financing, and look for companies with operations that we can acquire. There can be no assurance that we will be able to secure additional debt or equity financing, that we will be able to acquire cash flow positive operations, or that, if we are successful in any of those actions, those actions will produce adequate cash flow to enable us to meet all our future obligations. Most of our existing financing arrangements are short-term. If we are unable to obtain additional debt or equity financing, we may be required to significantly reduce or cease operations.

NOTE 4 – FIXED ASSETS

The acquisition of Copperhead Digital, effective January 31, 2015, (See Note 2), added significantly to the fixed assets of the Company. The net value assigned to fixed assets, based on an independent appraisal of the underlying fixed assets of Copperhead Digital, is approximately $13,100,000. This amount was recorded to fixed assets and is being depreciated over the estimated remaining life of the underlying fixed assets acquired in the acquisition of 20 years.

Fixed assets for the Company and related accumulated depreciation as of September 30, 2016 is as follows:

Fixed Assets	$ 16,160,597
Accumulated Depreciation	(4,126,830)
	$ 12,033,767

NOTE 5 – FINANCING ARRANGEMENTS

Summary of Debt as of September 30, 2016 is as follows:

Promissory Notes (1)	$ 43,800
Factoring Agreement (2)	135,390
Line of Credit, secured by assets of Company (3)	2,597,790
TOTAL	$ 2,776,980

(1) The Promissory Notes are loans made to the Company that do not bare interest and are being paid to the lenders as verbally agreed or as cash is available.

(2) The Factoring Agreement was established in June 2016 with a company that is controlled by a shareholders. The Factoring Agreement is such that the Company pays a discount of 2% per each 30-day period for each advance received against accounts receivable or future billings. The Company was advanced funds from the Factoring Agreement for which $135,390 remained unpaid as of September 30, 2016.

(3) The Line of Credit originated with a bank and secured by the personal assets of certain shareholders. During 2016, the Line of Credit was assigned to the shareholders and the secured personal assets were used to pay off the bank. The Line of Credit bares a variable interest rate based on the 1 Month LIBOR plus 2.0% for amounts up to and including $1,250,000 or plus 3.5% for amounts above $1,250,000, is payable monthly, and is secured by the assets of the Company. The Company has an agreement, entered into with the acquisition of Copperhead Digital, with the applicable shareholders whereby the Company will raise funds through debt or equity, and pay off the Line of Credit. 1,000,000 shares of common stock of the Company have been reserved to accomplish raising the funds. Prior to the Line of Credit being assigned to certain shareholders, it was increased by $100,000 and funded to the Company in 2016 to allow for additional operating funds.

In conjunction with the acquisition of Copperhead Digital, the former shareholders of Copperhead Digital agreed to bring accounts payable current for which they would receive promissory notes. As such, they funded a total of $220,000 of Commercial Promissory Notes. The Commercial Promissory Notes did not bare interest, except under default which then would be at the lessor of 12% per annum or the maximum allowable rate under applicable law. Due dates were from December 16, 2016 to January 28, 2017. The Commercial Promissory Notes were convertible at $0.50 per share and were unsecured. In October 2015, all Commercial Promissory Notes were exchanged for 440,000 common shares.

Previously Convertible Promissory Notes of $250,000 were due to a shareholder, were due three years from the date of issuance, between May 16, 2018 and April 28, 2018, bear interest at 8% per annum, except under default which then would be at the lessor of 12% per annum or the maximum allowable rate under applicable law, and were convertible at $0.50 per share. The Convertible Promissory Notes were unsecured. In October 2015, all Convertible Promissory Notes were exchanged for 500,000 common shares.

In July and August 2015, the Company through a private offering issued Unsecured Commercial Promissory Notes to the former shareholders of Copperhead Digital for $326,377. The Unsecured Commercial Promissory Notes were due as the holder designated in writing, did not bare an interest rate, except under default which then would be at the lessor of 12% per annum or the maximum allowable rate under applicable law. The Unsecured Commercial Promissory Notes were convertible at $0.20 to $0.25 per share. In October 2015, all Unsecured Commercial Promissory Notes were exchanged for 1,496,899 common shares.

NOTE 6 - INCOME TAXES

We recognize deferred tax liabilities and assets for the expected future tax consequences of events that have been included in its financial statements or tax returns. Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax basis of assets and liabilities using the enacted tax rates in effect for the year in which the differences are expected to reverse. The measurement of deferred tax assets is reduced, if necessary, by the amount of any tax benefits that are not expected to be realized based on available evidence.

Temporary differences between the financial statement and tax basis of our assets result primarily from differing depreciation, provision for doubtful accounts, net operating loss carry forwards and the recognition of certain expenses for financial statement purposes and not for tax purposes. These differences were not material for the nine months ended September 30, 2016 and primarily resulted from the net operating loss in the current period. Copperhead Digital has approximately $8,000,000 of net operating loss carry forwards, which expire in varying amounts, if unused. Because of the change in ownership of more than 50% of Copperhead Digital in accordance with Section 382 of the IRS Code, these net operating loss carry forwards may be significantly limited to use in future periods.

We adopted the provision of the Financial Accounting Standards Board (FASB) Interpretation No. 48, Accounting of Uncertainty in Income Taxes-An Interpretation of FASB Statement No. 109. Under FIN 48, we must recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. We measure the tax benefits recognized in the consolidated financial statements from such a position based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution. The application of income tax law is inherently complex. Laws and regulation in this area are voluminous and are often ambiguous. As such, we are required to make many subjective assumptions and judgments regarding our income tax exposures. Interpretations of and guidance surrounding income tax law and regulation change over time and

may result in changes to our subjective assumptions and judgments which can materially affect amounts recognized in our consolidated financial statements. The result of the assessment of our tax positions in accordance with FIN 48 did not have a material impact on our consolidated financial statements.

It is our policy to record costs associated with interest and penalties related to tax in the selling, general and administrative line of the consolidated statements of operations. The federal and state tax returns for the Company have not been filed for the years ended December 31, 2014 and 2015 and for Copperhead Digital for the years ended December 2013 through 2015.

NOTE 7 - STOCKHOLDERS' EQUITY

Preferred Stock

As of September 30, 2016, we had authorized 100,000,000 shares of Preferred Stock, of which certain shares had been designated as Series A Preferred Stock and Series B Preferred Stock.

Series A Preferred Stock

As of September 30, 2016, there were 1,000,000 shares of Preferred Stock designated as Series A Preferred Stock. In January 2015, the Board of Directors authorized the issuance of 1,000,000 shares of Series A Preferred Stock to Stephen Thomas, Chairman, CEO and President of the Company.

The Series A Preferred Stock has a par value of $.001, is senior to any other class or series of outstanding Preferred Stock or Common Stock and does not bear dividends. The Series A Preferred Stock has a liquidation preference immediately after any Senior Securities, as defined, and of an amount equal to $100 per share. Holders of the Series A Preferred Stock shall, collectively have the right to convert all of their Series A Preferred Stock when conversion is elected into that number of shares of Common Stock of the Company, determined by the following formula: 60% of the issued and outstanding common shares as computed immediately after the transaction for conversion. The Series A Preferred Stock, collectively, shall have the right to vote as if converted prior to the vote to an amount of shares equal to 60% of the outstanding Common Stock of the Company.

Series B Preferred Stock

As of September 30, 2016, there were 3,000,000 shares of Preferred Stock designated as Series B Preferred Stock.

In 2015, 1,538,693 of Series B Preferred Stock were issued in conjunction with the acquisition of Copperhead Digital. In conjunction with this acquisition, the Company issued 1,538,693 shares of Series B Convertible Preferred Stock, 679,310 shares of Common Stock and assumed approximately $4,000,000 of debt, capital leases and accounts payable, some of which is convertible into stock of the Company. See Note 5.

In 2014 the Company acquired all the assets of K Telecom and Global Telecom for 400,000 shares of Series B Preferred Stock. In October 2015, the Company acquired the assets of Port2Port, a wholesale telecommunications company, for 400,000 shares, as amended, of the Company's Series B Preferred Stock, $10,000 in cash and the commitment to spend $50,000 in funds to expand the wholesale network. Also in October 2015, the Company acquired the assets of Digithrive Inc., a California company, for 250,000 shares of the Company's Series B Preferred Stock. See Note 2.

The Series B Preferred Stock has a par value of $.001, is senior to any other class or series of outstanding Preferred Stock, except the Series A Preferred Stock, or Common Stock and does not bear dividends. The Series B Preferred Stock has a liquidation preference immediately after any Senior Securities, as defined and currently the Series A Preferred Stock, and of an amount equal to $2.00 per share. Holders of the Series B Preferred Stock have a right to convert all or any part of the Series B Preferred Shares at the conversion price of $2.00 per share. The Series B Preferred Stock holders have a right to vote on any matter with holders of common stock and shall have a number of votes equal to that number of common shares on a one to one basis.

In October 2015, previously outstanding Commercial Promissory Notes, Convertible Promissory Notes and Unsecured Commercial Promissory Notes totaling $$796,378 of outstanding debt was exchanged, at the option of the holder and according to existing terms, for 2,436,899 Common Shares of the Company. See Note 5.

Other Preferred Stock

Subsequent to September 30, 2016, the Company acquired 100% of the outstanding stock of SDM for 750,000 shares of Preferred Stock of the Company, assumption of debt of approximately $200,000, a convertible promissory note of $250,000 and a commitment to fund $250,000 of working capital. The Company is in the process of designating the appropriate type of Preferred Stock in order to effectuate the acquisition of SDM. The characteristics of the new Preferred Stock, as agreed to under the acquisition agreement, with be similar to that of the Series B Preferred Stock, however the conversion price will be $1.00 per share.

Common Stock

As of September 30, 2016, we had authorized 1,000,000,000 shares of Common Stock. In 2015 the company acquired 100% of the outstanding stock of Copperhead Digital and TruCom, a subsidiary. In conjunction with this acquisition, the Company issued 1,538,693 shares of Series B Convertible Preferred Stock, 679,310 shares of Common Stock and assumed approximately $4,000,000 of debt, capital leases and accounts payable, some of which is convertible into stock of the Company. See Note 5.

Subsequent to September 30, 2016, the Landlord for Copperhead Digital's facilities lease agreed to terminate the seven remaining years on their lease and forgive approximately $50,000 of deferred lease payments in exchange for the Company issuing to them 150,000 shares of common stock. The transaction is expected to be completed in December 2016.

Subsequent to September 30, 2016, several telecommunications agents working with Copperhead Digital agreed to exchange commissions payable to them of approximately $200,000 for approximately 400,000 shares of common stock of the Company. The exchange is expected to occur in December 2016.

Stock Options

We do not have a formal stock option plan. However, we have reserved 2,000,000 shares of common stock of the Company to grant to certain consultants as consideration for services rendered and that will be rendered to the Company.

Warrants

We do not have any warrants outstanding as of September 30, 2016.

NOTE 8 - COMMITMENTS AND CONTINGENCIES

Operating Leases

Future minimum lease payments are as follows:

	Delinquent	2016	2017	2018	Thereafter	Total
Leased Facilities (1)		$70,750	$71,040	$74,340	$159,280	$375,410
Equipment Finance Lease (2)	$433,651	74,038	25,737	1,903		, 528,311
New Equipment Lease (3)		4,000	48,000	48,000	44,000	144,000
Vehicles-Operating Lease		3,039				3,039
Vehicles-Capital Lease		16,027				16,027
Total	$433,651	$167,854	$144,777	$124,243	$203,280	$1,073,805

(1) Subsequent to September 30, 2016, the Landlord for Copperhead Digital's facilities lease agreed to terminate the seven remaining years on their lease and forgive approximately $50,000 of deferred lease payments in exchange for the Company

issuing to them 150,000 shares of common stock. The transaction is anticipated to be completed in December 2016.

(2) The Equipment Finance Lease is with an entity owned and controlled by shareholders of the Company. The Company is in the process of negotiating revised lease terms.

(3) The New Equipment Lease entered into during 2016 requires payments of approximately $4,000 per month for 36 months.

Other Commitments and Contingencies

In conjunction with the acquisition of Copperhead Digital, the Company has been negotiating with third party vendors and landlords to settle disputes regarding amounts owed. Ongoing negotiations continue but as of September 30, 2016, the Company has accrued approximately $200,000 in the consolidated financial statements for estimated amounts owing on this disputes, outside of amounts already included in accounts payable of Copperhead Digital. This is the best estimate available and made by management given all the facts and circumstances available at the time.

There are other debt, capital leases, accounts payable or accrued liabilities that the Company assumed in conjunction with the acquisition of Copperhead Digital. All of these have been accounted for on the books and records of the Company as of September 30, 2016. See Note 2.

NOTE 9 – RELATED PARTY ACTIVITY

During the nine months ended September 30, 2016, the Company paid Stephen Thomas, Chairman, CEO and President of the Company, approximately $40,000 in rent and utility payments related to a subsidiary's office space.

There are debt and capital lease balance outstanding due to shareholders of the Company. See Notes 5 and 8.

NOTE 9 – SUBSEQUENT EVENTS

Subsequent to September 30, 2016, the Landlord for Copperhead Digital's facilities lease agreed to terminate the seven remaining years on their lease and forgive approximately $50,000 of deferred lease payments in exchange for the Company issuing to them 150,000 shares of common stock. The transaction is expected to be completed in December 2016.

Subsequent to September 30, 2016, several telecommunications agents working with Copperhead Digital agreed to exchange commissions payable to them of approximately $200,000 for approximately 400,000 shares of common stock of the Company. The exchange is expected to occur in December 2016.