Solos Endoscopy, Inc.

Financial Statements as of June 30, 2017 and December 31, 2016

and the Three and Six Months Ended June 30, 2017 and 2016

TABLE OF CONTENTS

SOLOS ENDOSCOPY, INC.
NOTES TO FINANCIAL STATEMENTS
June 30, 2017 and December 31, 2016

NOTE 1 – Organization, History and Business Activity

Solos Endoscopy, Inc. ("Solos" or "the Company") is a Nevada corporation. Solos is in the business of developing and marketing technology, applications, medical devices and procedural techniques for the screening, diagnosis, treatment and management of disease and medical conditions.

NOTE 2 – Summary of Significant Accounting Policies

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

Use of Estimates

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

Concentration of Risk

Solos places its cash and temporary cash investments with established financial institutions. Management feels this risk is mitigated due to the longstanding reputation of these banks.

In the normal course of business, the Company extends unsecured credit to the majority of its customers. Management periodically reviews its outstanding accounts receivable and establishes an allowance for doubtful accounts based on historical collection trends and other criteria.

Cash and Cash Equivalents

Solos considers all highly liquid investments with maturities of three months or less to be cash equivalents.

Fair Value of Financial Instruments

Effective January 1, 2008, the Company adopted FASB ASC 820, Fair Value Measurements and Disclosures, Pre Codification SFAS No. 157, "Fair Value Measurements", which provides a framework for measuring fair value under GAAP. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The standard also expands disclosures about instruments measured at fair value and establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 — Quoted prices for identical assets and liabilities in active markets;
Level 2 — Quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets; and
Level 3 — Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The Company designates cash equivalents (consisting of money market funds) and investments in securities of publicly traded companies as Level 1. The total amount of the Company's investment classified as Level 3 is de minimis.

The fair value of the Company's debt as of June 30, 2017 and December 31, 2016 approximated fair value at those times.

Fair value of financial instruments: The carrying amounts of financial instruments, including cash and cash equivalents, short-term investments, accounts payable, accrued expenses and notes payables approximated fair value as of June 30, 2017 and December 31, 2016 because of the relative short term nature of these instruments. At June 30, 2017 and December 31, 2016, the fair value of the Company's debt approximates carrying value.

Shares for Services and Other Assets

The Company accounts for stock-based compensation based on the fair value of all option grants or stock issuances made to employees or directors on or after its implementation date, as well as a portion of the fair value of each option and stock grant made to employees or directors prior to the implementation date that represents the unvested portion of these share-based awards as of such implementation date, to be recognized as an expense, as codified in ASC 718. The Company calculates stock option-based compensation by estimating the fair value of each option as of its date of grant using the Black-Scholes option pricing model. These amounts are expensed over the respective vesting periods of each award using the straight-line attribution method. Compensation expense is recognized only for those awards that are expected to vest, and as such, amounts have been reduced by estimated forfeitures. The Company has historically issued stock options and vested and no vested stock grants to employees and outside directors whose only condition for vesting has been continued employment or service during the related vesting or restriction period.

Trade Accounts Receivable

Trade accounts receivable is recorded net of an allowance for expected losses. The allowance is estimated from historical performance and projections of trends. The reserve account at June 30, 2017 and December 31, 2016 was $20,722 and $72,132, respectively.

Inventory

The Company's inventory is valued at the lower of cost (first in, first out) or market using the retail method.

Long-lived Assets

Long-lived assets are stated at cost. Maintenance and repairs are expensed as incurred. Depreciation is determined using the straight-line method over the estimated useful lives of the assets, which is between five to thirty-nine years.

Where an impairment of a property's value is determined to be other than temporary, an allowance for the estimated potential loss is established to record the property at its net realizable value.

When items of building or equipment are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is included in the results of operations. The Company does not have any long-lived tangible assets, which are considered to be impaired as of June 30, 2017.

Intangibles with Finite Lives

The Company applies the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 360-10, *Property, Plant and Equipment,* where applicable to all long lived assets. FASB ASC 360-10 addresses accounting and reporting for impairment and disposal of long-lived assets. The Company periodically evaluates the carrying value of long-lived assets to be held and used in accordance with FASB ASC 360-10. FASB ASC 360-10 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amounts. In that event, a loss is recognized based on the amount by which the carrying amount exceeds the fair market value of the long-lived assets. Loss on long-lived assets to be disposed of is determined in a similar manner, except that fair market values are reduced for the cost of disposal.

The Company does not amortize any intangible assets with finite lives.

Goodwill and intangible assets are reviewed for potential impairment whenever events or circumstances indicate that their carrying amounts may not be recoverable. Management determined an impairment adjustment related to these intangibles was necessary at June 30, 2017 in the amount of $1,000,000 due to the decrease in the realization of the intangible value of these assets.

Revenue Recognition

The Company recognizes revenue in accordance with the Securities and Exchange Commission Staff Accounting Bulletin (SAB) number 104, which states that revenues are generally recognized when it is realized and earned. Specifically, the Company recognizes revenue when the product is delivered and accepted by the customer. Revenues are earned from sales of the Company's medical devices and other related services.

Income Taxes

The Company accounts for income taxes under an asset and liability approach. This process involves calculating the temporary and permanent differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The temporary differences result in deferred tax assets and liabilities, which would be recorded on the Company's balance sheets in accordance with ASC 740, which established financial accounting and reporting standards for the effect of income taxes. The Company must assess the likelihood that its deferred tax assets will be recovered from future taxable income and, to the extent the Company believes that recovery is not likely, the Company must establish a valuation allowance. Changes in the Company's valuation allowance in a period are recorded through the income tax provision on the consolidated statements of operations.

On January 1, 2007, the Company adopted ASC 740-10 (formerly known as FIN No. 48, Accounting for Uncertainty in Income Taxes). ASC 740-10 clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements and prescribes a recognition threshold and measurement attributes for financial statement disclosure of tax positions taken or expected to be taken on a tax return. Under ASC 740-10, the impact of an uncertain income tax position on the income tax return must be recognized at the largest amount that is more-likely-than-not to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. Additionally, ASC 740-10 provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. As a result of the implementation of ASC 740-10, the Company recognized no material adjustment in the liability for unrecognized income tax benefits.

Segments

The Company operates in one business segment, namely the business of developing and marketing technology, applications, medical devices and procedural techniques for the screening, diagnosis, treatment and management of disease and medical conditions.

Loss Per Share

The Company is required to provide basic and dilutive earnings (loss) per common share information.

The basic net loss per common share is computed by dividing the net loss applicable to common stockholders by the weighted average number of common shares outstanding.

Diluted net loss per common share is computed by dividing the net loss applicable to common stockholders, adjusted on an "as if converted" basis, by the weighted average number of common shares outstanding plus potential dilutive securities.

For the six months ended June 30, 2017 and the year ended December 31, 2016, potential dilutive securities had an anti-dilutive effect and were not included in the calculation of diluted net loss per common share. There were no potentially dilutive securities as of June 30, 2017 and December 31, 2016.

Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by FASB that are adopted by the Company as of the specified effective date. If not discussed, management believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on the Company's financial statements upon adoption.

Reclassifications

Certain amounts have been reclassified and represented to conform to the current financial statement presentation.

NOTE 3 – Financial Condition and Going Concern

Solos's financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Solos has incurred net losses through June 30, 2017 in the amount of $13,946,917. This factor raises doubt as to Solos's ability to obtain debt and/or equity financing and achieve profitable operations.

Solos's management intends to raise additional operating funds through equity and/or debt offerings. However, there can be no assurance management will be successful in its endeavors. Ultimately, Solos will need to achieve profitable operations in order to continue as a going concern.

There are no assurances that Solos will be able to either (1) achieve a level of revenues adequate to generate sufficient cash flow from operations; or (2) obtain additional financing through either private placement, public offerings and/or bank financing necessary to support Solos's working capital requirements. To the extent that funds generated from operations and any private placements, public offerings and/or bank financing are insufficient, Solos will have to raise additional working capital. No assurance can be given that additional financing will be available, or if available, will be on terms acceptable to the Company. If adequate working capital is not available, Solos may be required to curtail its operations.

NOTE 4 – Inventories

Inventories consist of components and finished goods and are stated at the lower of cost or market. Cost is determined using the first-in first-out method.

	June 30, 2017	December 31, 2016
Finish goods	$ 48,827	$ 106,497

During the quarter ended June 30, 2017, the Company wrote off an additional $50,000 of its inventory to better reflect the inventory it currently has in stock and has been selling the last two years.

NOTE 5 – Property and Equipment

At June 30, 2017 and December 31, 2016, property and equipment consisted of the following:

	Useful Lives	June 30, 2017	December 31, 2016
Computer equipment	3	$ 5,000	$ 28,920
Furniture and fixtures	7	5,000	100,000
Less:accumulated depreciation		(10,000)	(128,920)
		$ -	$ -

Depreciation expense was $0 for the six months ended June 30, 2017.

NOTE 6 – Intangibles

At June 30, 2017 and December 31, 2016, intangibles consisted of the following:

	June 30, 2017	December 31, 2016
510K and other Product Registrations	$ 50,000	$ 150,000
Goodwill	-	900,000
	$ 50,000	$ 1,050,000

Amortization expense was $0 for the six months ended June 30, 2017. The Company impaired $900,000 of its goodwill for the quarter ended June 30, 2017. Additionally, it has impaired the value of its 510K and other product registrations by $100,000 to the value of the ones it has sold products against for the last two years.

NOTE 7 – Notes Payable and Debenture

The Company's long-term debt consists of the following:

	June 30, 2017	December 31, 2016
Note payable, non-interest bearing, due upon demand, unsecured .	$ -	$ 25,144
Note payable, 6% interest, due December 15, 2010, unsecured (1)	-	590
Total due	-	25,734
Current portion	-	(25,734)
Long-term portion	$ -	$ -

Principal repayments for the next years are as follows:

June 30,	Amount
2018	$ -
Thereafter	-
	$ -

(1) The above listed notes have been forgiven and the related accrued interest in the amount of $36,884

NOTE 8 – Income Taxes

Effective January 1, 2007, we adopted the provisions of ASC 740-10 (formerly known as FIN No. 48, Accounting for Uncertainty in Income Taxes). ASC 740-10 clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements. ASC 740-10 requires a company to determine whether it is more likely than not that a tax position will be sustained upon examination based upon the technical merits of the position. If the more-likely-than-not threshold is met, a company must measure the tax position to determine the amount to recognize in the financial statements. 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 the income tax exposures. Interpretations and guidance surrounding income tax laws and regulations change over time. As such, changes in the subjective assumptions and judgments can materially affect amounts recognized in the balance sheets and statements of income.

At the adoption date of January 1, 2007, we had no unrecognized tax benefit, which would affect the effective tax rate if recognized. There has been no significant change in the unrecognized tax benefit during the six months ended June 30, 2017.

We classify interest and penalties arising from the underpayment of income taxes in the statement of income under general and administrative expenses. As of June 30, 2017, we had no accrued interest or penalties related to uncertain tax positions. The tax years 2016, 2015 and 2014 federal return remains open to examination.

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The provision (benefit) for income taxes for the six months ended June 30, 2017 and the year ended December 31, 2016 consists of the following:

	2017	2016
Federal:		
Current	$ -	$ -
Deferred	-	-
State:		
Current	-	-
Deferred	-	-
	$ -	$ -

Net deferred tax assets consist of the following components as of June 30, 2017 and December 31, 2016:

	2017	2016
Deferred tax assets:		
Operating Loss	$4,741,952	$4,841,580
Deferred tax liabilities:	-	-
Valuation allowance	(4,741,952)	(4,841,580)
Net deferred tax asset	$ -	$ -

The income tax provision differs from the amount of income tax determined by applying the U.S. federal and state income tax rate of 34% to pretax income from continuing operations for the six months ended June 30, 2017 and the year ended December 31, 2016.

NOTE 9 – Preferred Stock

Preferred Stock

The Company is authorized to issue 10,000,000 shares of preferred stock as described below:

	Total Series Authorized	Stated Value	Voting	Annual Dividends per Share	Conversion Rate
Series A	9,000,000	$.001	Yes	As per common stock	None
Series B	1,000,000	$.001	Yes	As per common stock	Discount to market, plus warrants

150,000 shares of the Company's Series B Preferred stock were issued for $75,000 worth of services rendered by three officers and directors of the Company in 2016.

6,447 shares of the Company's Series B Preferred stock were converted into issued into 18,473,290 shares of Common Stock issued in 2016.

47,500 shares of the Company's Series B Preferred Stock were sold to a third party for $47,500 in cash in 2016.

19,294 shares of the Company's Series B Preferred Stock were converted into 30,131,081 shares of Common Stock issued in the quarter ended March 31, 2017.

NOTE 10 – Common Stock

The Company reverse stock split its common stock on a one share for every one thousand five hundred shares owned in 2015. The effect of this stock split has been retroactively applied.

In the quarter ended March 31st, 2016 the Company issued 4,800,000 shares of Common Stock as payment in full of promissory notes in the principal amount of $480 plus accrued interest due and payable in the first quarter of 2016.

In the quarter ended June 30th, 2016 the Company issued 5,900,000 shares of Common Stock as payment in full of promissory notes in the principal amount of $5,900 plus accrued interest due and payable in the first quarter of 2016.

In the quarter ended December 31st, 2016 the Company issued 18,473,290 shares of Common Stock upon conversion of 6,447 shares of its Series B Preferred Stock.

In the quarter ended March 31st, 2017, the Company issued 30,131,081 shares of Common Stock upon conversion of 19,294 of its Series B Preferred Stock.

NOTE 11 – Related Party Transactions

During the six months ended June 30, 2017 and the year ended December 31, 2016, the Company accrued $22,765 and $44,840 payable to the President of the Company for rent due to him for personally paying the landlord. These amounts were contributed as additional paid-in capital during the six months ended June 30, 2017 and the year ended December 31, 2016.

The Company issued 150,000 shares of its Series B Preferred Stock for services to management valued at $75,000 in the first quarter of 2016.

NOTE 12 – Commitments and Contingencies

Lease Commitments

The Company leases office on a month-to-month basis for a monthly base rent of $425.

The Company also leases office and warehouse facilities from its prior President and Director under a verbal month to month agreement at a rate of $4,075 per month.

Rent expense totaled $27,000 for the six months ended June 30, 2017 and $54,000 for the year ended December 31, 2016.

NOTE 13 – Derivative Liability

The Convertible Preferred Stock outstanding at June 30th, 2017 is convertible into Company's common stock to be issued upon conversion of CPS based the current conversion formula into 959,384,260 shares of common stock.

Due to their being no explicit limit to the number of shares to be delivered upon settlement of the above conversion option embedded in the CPS, the conversion feature is classified as derivative liabilities and recorded at fair value.

Pursuant to ASC 815, "Derivatives and Hedging," the Company initially did not recognize the fair value of the embedded conversion feature of the CPS on date of issuance due to limitations on the conversion feature of the security that have now expired and only the fair value of the securities were charged to operations. On December 31, 2015, the Company recorded a mark-to-market adjustment based on the fair value of the derivative liability on that date which resulted in a charge of $2,364,018 to operations. The fair value of the derivative liability was determined using the Black Scholes option pricing model with a quoted market price of $0.01, a conversion price of $0.01, high expected volatility, no expected dividends, an expected term of one year and a risk-free interest rate of 15%. As of December 31, 2015, the number of common shares that could be potentially issued to settle the conversion of the preferred stock was 602,521,454 common shares. In the year ended December 31, 2016, the Company issued an additional 197,500 shares of CPS, which would convert into an additional 336,903,959 common shares. This resulted in an additional charge of $1,157,012 for the year ended December 31, 2016.

The liability has been reduced for conversions to common stock for the six months ended June 30, 2017 and prior years and adjustments for the change in the derivative value. The amount of the reduction for the six months ended June 30, 2017 has been $899,035

The following table sets forth by level with the fair value hierarchy the Company's financial assets and liabilities measured at fair value on June 30, 2017.

	Level 1	Level 2	Level 3	Total
Assets				
None	$ -	$ -	$ -	$ -
Liabilities				
Derivative Financial instruments	$ -	$ -	$ 2,302,522	$ 2,302,522

The total derivative liability relates to the conversion of the Company's preferred stock outstanding.

NOTE 14 – Extinguishment of Debt

The Company on May 25, 2017 entered into a Mutual Release and Separation Agreement with Robert Segersten, the prior President and Director of the Company.

Pursuant to the Agreement, the President and Director released the Company from all and any outstanding obligations and liabilities of the Company accrued to him and other parties who had done business through him.

Accordingly, the Company in the current quarter ended June 30, 2017 extinguished certain notes payable and the related accrued interest in the amount of $36,844. Additionally, certain accruals for services other estimated liabilities were extinguished in the amount of $497,093. Other certain payables in the amount of $16,174 were forgiven. This amounted to a total extinguishment of debt in the quarter ended June 30, 2017 of $550,111.

NOTE 15 – Subsequent Events

In accordance with ASC 855-10, the Company has analyzed its operations subsequent to June 30, 2017 through the date these financial statements were issued and has determined that it does not have any material subsequent events to disclose in this financial statement other than the events described above.