

# BASELINE PRODUCTIONS, INC.

## FORM 10-Q (Quarterly Report)

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Address	5423 E PIPING ROCK ROAD SCOTTSDALE, AZ, 85254
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended: **September 30, 2015**

Or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: **000-54497**

**REVE TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

**27-2571663**

(State or other jurisdiction of incorporation organization)

(I.R.S. Employer Identification No.)

**300 S El Camino Real, Suite 206, San Clemente, CA**

**92672**

(Address of principal executive offices)

(Zip Code)

**(714) 907-1241**

(Registrant's telephone number including area code)

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.:

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer (Do not check if a smaller reporting company) ☐

Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Common Stock, \$0.001 par value

**371,887,192 shares**

(Class)

(Outstanding as at November 20, 2015)

**REVE TECHONOLOGIES, INC.**  
**FORM 10-Q**  
**FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2015**

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## PART I – FINANCIAL INFORMATION

### Item 1. Financial Statements

**REVE TECHNOLOGIES, INC.**  
**Balance Sheets**

	<b>September 30, 2015 (Unaudited)</b>	<b>December 31, 2014 (Audited)</b>
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 1,000	\$ 48,928
Prepaid expenses	-	6,300
<b>Total current assets</b>	<b>-</b>	<b>55,228</b>
Other receivable	8,691	-
Equipment, net of accumulated depreciation of \$759 and \$558, respectively	1,261	1,866
<b>TOTAL ASSETS</b>	<b>\$ 10,952</b>	<b>\$ 57,094</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 198,035	\$ 8,739
Line of credit	11,160	10,713
Convertible notes - related party, net of discount of \$0 and \$49,598	258,083	233,484
Interest payable - related party	33,682	21,609
Convertible notes - net of discount of \$15,345 and \$52,829	82,080	4,921
Derivative liability	116,141	91,526
<b>Total current liabilities</b>	<b>699,181</b>	<b>370,992</b>
<b>Long-term Liabilities:</b>		
Convertible notes - net of discount of \$53,382 and \$26,714	26,231	1,064
Derivative liability	147,592	92,643
<b>Total long-term liabilities</b>	<b>173,883</b>	<b>93,707</b>
<b>TOTAL LIABILITIES</b>	<b>873,004</b>	<b>464,699</b>
<b>Commitments and contingencies</b>		
<b>Stockholders' deficit:</b>		
Preferred stock: \$0.001 par value; 10,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock: \$0.001 par value; 1,000,000,000 shares authorized, 57,439,461 shares issued and outstanding at September 30, 2015 and December 31, 2014, respectively	57,440	36,998
Additional paid-in capital	595,297	358,798
Accumulated deficit	(1,514,789)	(803,401)
<b>Total stockholders' deficit</b>	<b>(862,052)</b>	<b>(407,605)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 9,952</b>	<b>\$ 57,094</b>

(The accompanying notes are an integral part of these financial statements.)

**REVE TECHNOLOGIES, INC.**  
**Statements of Operations**  
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
<b>Revenue</b>	\$ -	\$ -	\$ -	\$ -
<b>Operating expense:</b>				
Selling, general and administrative	3,767	7,551	39,170	17,593
Product development	-	11,025	167,766	32,432
Executive compensation	7,823	15,000	70,701	43,639
Professional fees	18,181	11,456	63,906	30,427
<b>Total operating expense</b>	<u>29,771</u>	<u>45,032</u>	<u>341,543</u>	<u>124,091</u>
<b>Loss from operations</b>	(29,771)	(45,032)	(341,543)	(124,091)
<b>Other expense:</b>				
Interest expense	(85,133)	(151)	(169,064)	(416)
Interest expense - related party	(5,642)	(19,564)	(66,471)	(60,543)
Change in derivative liability	60,577	-	(134,310)	(51,515)
<b>Total other expense</b>	<u>(30,198)</u>	<u>(19,715)</u>	<u>(369,845)</u>	<u>(112,474)</u>
<b>Net loss</b>	<u>\$ (59,969)</u>	<u>\$ (64,747)</u>	<u>\$ (711,388)</u>	<u>\$ (236,565)</u>
<b>Loss per Common Share</b>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.02)</u>	<u>\$ (0.01)</u>
<b>Weighted average number of common shares outstanding - basic</b>	<u>49,013,226</u>	<u>36,997,970</u>	<u>41,068,995</u>	<u>36,997,970</u>

(The accompanying notes are an integral part of these financial statements)

**REVE TECHNOLOGIES, INC.**

**Statements of Cash Flows**

(Unaudited)

	Nine Months Ended September 30,	
	2015	2014
<b>Cash flows from operating activities</b>		
Net loss	\$ (711,388)	\$ (236,565)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation	606	297
Accretion of debt discount	211,243	49,569
Legal fees paid in connection with convertible notes	6,750	-
Change in derivative liability	134,310	51,515
Changes in operating assets and liabilities:		
Decrease (increase) in prepaid expenses	6,300	1,225
Increase (decrease) in accounts payable	174,208	(3,019)
Increase (decrease) in interest payable	7,420	422
Increase (decrease) in interest payable - related party	16,873	10,973
Net cash used in operating activities	<u>(153,678)</u>	<u>(125,582)</u>
<b>Cash flows from investing activity</b>		
Proceeds for notes receivable - related party	-	(1,955)
Payments for notes receivable - related party	-	5
Net cash used in investing activity	<u>-</u>	<u>(1,950)</u>
<b>Cash flows from financing activities</b>		
Proceeds from share subscription	26,000	-
Payment on shares purchase backe	(25,000)	-
Proceeds from convertible notes payable	104,750	130,895
Repayment of convertible notes payable	-	(1,870)
Net cash provided by financing activities	<u>114,750</u>	<u>129,025</u>
<b>Increase (decrease) in cash and cash equivalents</b>	<u>(38,928)</u>	<u>1,493</u>
<b>Cash and cash equivalents at beginning of period</b>	<u>48,928</u>	<u>120</u>
<b>Cash and cash equivalents at end of period</b>	<u>\$ 1,000</u>	<u>\$ 1,613</u>
<b>Supplemental disclosure of cash flow information:</b>		
Interest paid in cash	\$ -	\$ -
Income taxes paid in cash	\$ -	\$ -
<b>Supplemental disclosure of non-cash transactions:</b>		
Convertible note issued due to settle note payable and interest payable to related party	\$ 29,800	\$ -
Debt discount recorded for beneficial conversion feature	-	44,880
Debt discount recorded for beneficial conversion feature	-	34,717
(The accompanying notes are an integral part of these financial statements.)		

**REVE TECHNOLOGIES, INC.**  
**Notes to Financial Statements**  
**(Unaudited)**

**NOTE 1 – ORGANIZATION AND GOING CONCERN**

**Organization**

The Company was incorporated on May 11, 2010 (Date of Inception) under the laws of the State of Nevada, as Bassline Productions, Inc. On March 21, 2014 the Company amended its articles of incorporation and changed its name to Reve Technologies, Inc. We invest in, develop and market emerging hardware, mobile and web applications.

**Going Concern**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. The Company has not yet generated revenues from operations. Since inception, the Company has been engaged substantially in financing activities and developing its business plan and incurring startup costs and expenses. As a result, the Company incurred net losses to September 30, 2015 of \$1,514,789. In addition, the Company's development activities since inception have been financially sustained through debt and equity financing.

In view of these conditions, the ability of the Company to continue as a going concern is in substantial doubt and dependent upon achieving a profitable level of operations and on the ability of the Company to obtain necessary financing to fund ongoing operations. Management is planning to raise necessary additional funds for working capital through loans and additional sales of its common stock. However, there is no assurance that the Company will be successful in raising additional capital or that such additional funds will be available on acceptable terms, if at all. Should the Company be unable to raise this amount of capital its operating plans will be limited to the amount of capital that it can access. These financial statements do not give effect to any adjustments which will be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of presentation**

The unaudited financial statements of Reve Technologies, Inc. as of September 30, 2015, and for the nine months ended September 30, 2015 and 2014, have been prepared in accordance with accounting principles generally accepted in the United States for interim financial reporting. Accordingly, they do not include all of the disclosures required by accounting principles generally accepted in the United States for complete financial statements and should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2014, as filed with the Securities and Exchange Commission as part of the Company's Form 10-K. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of the interim financial information have been included. The Company did not record an income tax provision during the periods presented due to net taxable losses. The results of operations for any interim period are not necessarily indicative of the results of operations for the entire year.

**Accounting estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") 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 significantly from those estimates.



**REVE TECHNOLOGIES, INC.**  
**Notes to Financial Statements**  
**(Unaudited)**

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)**

***Cash and Cash Equivalents***

Cash and cash equivalents includes highly liquid investments with original maturities of three months or less. The carrying value of these investments approximates fair value.

***Fair Value Measurement***

Pursuant to ASC 820, the Company measures fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the reporting date. ASC 820 also establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes the following three levels of inputs that may be used:

Level 1. Valuations based on quoted prices in active markets for identical assets or liabilities that an entity has the ability to access. The Company has no assets or liabilities valued with Level 1 inputs.

Level 2. Valuations based on quoted prices for similar assets or liabilities, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities. The Company has no assets or liabilities valued with Level 2 inputs.

Level 3. Valuations based on inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

In accordance with ASC 820, the following table represents the Company's fair value hierarchy for its financial assets and (liabilities) measured at fair value on a recurring basis as of September 30, 2015:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Liabilities				
Derivative liabilities	\$ -	\$ -	\$ 263,733	\$ 263,733
Total Liabilities	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 263,733</u>	<u>\$ 263,733</u>

The table below sets forth a summary of changes in the fair value of the Company's Level 3 financial liabilities (derivative liabilities) for the nine months ended September 30, 2015.

	<u>September 30, 2015</u>	<u>December 31, 2014</u>
Balance at beginning of year	\$ 184,169	\$ -
Additions to derivative instruments	139,550	184,169
Reclassify to additional paid in capital due to conversion	(194,296)	-
Change in fair value of derivative instruments	134,310	-
Balance at end of period	<u>\$ 263,733</u>	<u>\$ 184,169</u>

**REVE TECHNOLOGIES, INC.**  
**Notes to Financial Statements**  
**(Unaudited)**

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)**

The following is a description of the valuation methodologies used for these items:

*Derivative liability* — these instruments consist of certain of our notes which are convertible based on a discount to the market value of our common stock. These instruments were valued using pricing models which incorporate the Company's stock price, volatility, U.S. risk free rate, dividend rate and estimated life.

***Fair Value of Financial Instruments***

The carrying value of cash and cash equivalents, accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments and their liquidity. It is not practical to determine the fair value of our notes payable due to the complex terms. Management is of the opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments.

**Net Income (Loss) Per Share**

The computation of basic earnings per share ("EPS") is based on the weighted average number of shares that were outstanding during the period, including shares of common stock that are issuable at the end of the reporting period. The computation of diluted EPS is based on the number of basic weighted-average shares outstanding plus the number of common shares that would be issued assuming the exercise of all potentially dilutive common shares outstanding using the treasury stock method. The computation of diluted net income per share does not assume conversion, exercise or contingent issuance of securities that would have an antidilutive effect on earnings per share. Therefore, when calculating EPS if the Company experienced a loss, there is no inclusion of dilutive securities as their inclusion in the EPS calculation is antidilutive. Furthermore, options and warrants will have a dilutive effect under the treasury stock method only when the average market price of the common stock during the period exceeds the exercise price of the options or warrants (they are in the money).

Following is the computation of basic and diluted net loss per share for the nine months ended September 30, 2015 and 2014:

	Nine Months Ended September 30,	
	2015	2014
<b>Basic and Diluted EPS Computation</b>		
Numerator:		
Loss available to common stockholders'	\$ 711,388	\$ 236,565
Denominator:		
Weighted average number of common shares outstanding	41,068,995	36,997,970
Basic and diluted EPS	<u>\$ 0.02</u>	<u>\$ 0.00</u>
The weighted average shares listed below were not included in the computation of diluted losses per share because to do so would have been antidilutive for the periods presented:		
Convertible promissory notes	<u>162,446,925</u>	<u>220,488</u>

**Recent Accounting Pronouncements**

The Company reviews new accounting standards as issued. Although some of these accounting standards issued or effective after the end of the Company's previous fiscal year may be applicable to the Company, it has not identified any standards that it believes merit further discussion or will have a significant impact on its financial statements.

**REVE TECHNOLOGIES, INC.**  
**Notes to Financial Statements**  
**(Unaudited)**

**NOTE 3 – LINE OF CREDIT**

On June 15, 2012, the Company executed a revolving credit line with a third party for up to \$50,000. The unsecured line of credit bears interest at 6% per annum with principal and interest due on June 16, 2015. On August 30, 2013, the Company agreed to settle a total amount of principal of \$3,681 and accrued interest of \$429 in exchange for 4,110 shares of common stock. The shares were issued in 2013 resulting in a \$6,772 charge to interest expense. As of September 30, 2015, the balance due under this line of credit totaled \$4,089, including \$3,634 of principle and \$455 of accrued interest. During the nine months ended September 30, 2015 and 2014, the Company recorded \$163 and \$163, respectively, of interest expense.

On July 30, 2012, the Company executed a revolving credit line with a third party for up to \$50,000. The unsecured line of credit bears interest at 6% per annum with principal and interest due on August 1, 2015. On August 30, 2013, the Company agreed to settle a total amount of principal of \$7,428 and accrued interest of \$831 in exchange for 8,259 shares of common stock. The shares were issued in 2013 resulting in a \$3,370 charge to interest expense. As of September 30, 2015, the balance due under this line of credit totaled \$7,071, including \$6,322 of principle and \$749 of accrued interest. During the nine months ended September 30, 2015 and 2014, the Company recorded \$284 and \$258, respectively, of interest expense.

**NOTE 4 – CONVERTIBLE NOTES PAYABLE**

As of September 30, 2015, the Company had outstanding the following convertible promissory notes (the "Note(s) "):

<b>Issuance</b>	<b>Date of: Maturity</b>	<b>Conversion Price</b>	<b>Status</b>	<b>Principle</b>	<b>Accrued Interest</b>	<b>Total Outstanding</b>
03/31/13	08/31/13	\$ 1.00	extended to 09/30/2015	\$ 8,540	\$ 1,827	\$ 10,367
04/25/13	08/31/13	\$ 1.00	Assigned on 09/18/2015	-	-	-
05/21/13	08/31/13	\$ 1.00	extended to 09/30/2015	25,000	4,718	29,718
07/31/13	01/31/14	\$ 1.00	extended to 09/30/2015	25,500	4,550	30,050
08/31/13	02/28/14	\$ 1.00	extended to 09/30/2015	14,195	2,457	16,652
09/30/13	03/31/14	\$ 1.00	extended to 09/30/2015	7,545	1,242	8,787
10/31/13	04/30/14	\$ 1.00	extended to 09/30/2015	6,250	971	7,221
11/30/13	05/30/14	\$ 1.00	extended to 09/30/2015	4,309	655	4,964
12/31/13	06/30/14	\$ 1.00	extended to 09/30/2015	8,509	1,232	9,741
01/31/14	07/31/14	\$ 1.00	extended to 09/30/2015	11,810	1,623	13,433
02/28/14	08/31/14	\$ 1.00	extended to 09/30/2015	11,479	1,476	12,956
03/31/14	09/30/14	\$ 1.00	extended to 09/30/2015	11,879	1,464	13,343
06/30/14	31/12/2014	\$ 1.00	extended to 09/30/2015	51,978	5,481	57,459
09/30/14	31/03/2015	\$ 1.00	extended to 09/30/2015	42,979	3,876	46,855
12/31/14	30/06/2015	\$ 0.25	extended to 09/30/2015	28,109	2,110	30,219
Debt discount - unamortized portion				-	-	-
				<u>\$ 258,083</u>	<u>\$ 33,682</u>	<u>\$ 291,765</u>
Number of shares issuable upon exercise of the above debt as of 09/30/15						<u>382,423</u>
Number of shares issuable upon exercise of the above debt as of 09/30/14						<u>271,004</u>

**REVE TECHNOLOGIES, INC.**  
**Notes to Financial Statements**  
**(Unaudited)**

**NOTE 4 – CONVERTIBLE NOTES PAYABLE (continued)**

On September 18, 2015, the note issued to Amalfi on April 25, 2013 was assigned by the Company to Rockwell Capital Partners LLC. The current principal balance due on the loan in the amount of \$25,000 together with interest accrued in the amount of \$4,800 from Amalfi was settled in full.

The Notes in the table above are all issued to Amalfi Coast Capital, Inc. (“**Amalfi**”) a private corporation owning in excess of 5% of the Company’s issued and outstanding shares of common stock. Each Note has identical terms, including a maturity date three to six months from the date of issuance, eight percent (8%) per annum interest rate, no requirement for any payments prior to maturity, and the right to convert the outstanding principle and interest into fully paid and non-assessable shares of the Company's common stock at a fixed conversion price of \$0.25 - \$1.00 per share. The conversion privilege provides for net share settlement only. Pursuant to ASC 470-20-25-5, the Company determined that due to the market price of the Company's common stock being greater than the conversion price contained in each Note on the commitment date, each Note contained a beneficial conversion feature (“**BCF**”) with an intrinsic value in excess of the face amount of each Note. The resulting discount to the Notes is recorded to interest expense and amortized over the original maturity term. The Company communicates regularly with the holder who has not expressed a desire to force collection at this time.

During the year ended December 31, 2014, the Company issued \$158,235 of Notes to Amalfi. As a condition to Amalfi’s entry into the September 30, 2014 Note (the “**September Note**”) of \$42,979, the Company issued Amalfi a stock purchase warrant to purchase up to 200,000 shares of common stock (the “**Series A Warrant**”) at an exercise price of \$0.01 for a period on five (5) years, subject to adjustment as provided therein. The Company first allocated between the September Note and Series A Warrant based upon their relative fair values. The estimated fair value of the Series A Warrant issued with the September Note was calculated using the Black-Scholes option pricing model and the following assumptions: market price of common stock - \$1.12 per share; estimated volatility – 59.5%; risk free interest rate – 1.78%; expected dividend rate - 0% and expected life - 5.0 years. This resulted in allocating \$34,717 to the Series A Warrant and \$8,262 to the September Note. Next, the intrinsic value of the BCF was computed as the difference between the fair value of the common stock issuable upon conversion of the September Note and the total price to convert based on the effective conversion price. The calculated intrinsic value was \$39,874. As this amount resulted in a total debt discount that exceeded the September Note proceeds, the amount recorded for the beneficial conversion feature was limited to \$8,262. The resulting \$42,979 discount to the September Note is being accreted over the six month term of the September Note using the effective interest method.

Interest expenses:

	For the three months ended September 30,		For the nine months ended September 30,	
	2015	2014	2015	2014
Amortization of debt discount	\$ -	\$ 14,861	\$ 49,598	\$ 49,569
Interest at contractual rate	5,642	4,703	16,872	10,974
Totals	<u>\$ 5,642</u>	<u>\$ 19,564</u>	<u>\$ 66,470</u>	<u>\$ 60,543</u>

**REVE TECHNOLOGIES, INC.**  
**Notes to Financial Statements**  
**(Unaudited)**

**NOTE 5 – CONVERTIBLE NOTES PAYABLE AND DERIVATIVE LIABILITIES**

***JMJ Financial***

On December 3, 2014 (the " **Effective Date** "), the Company received \$25,000 and sold to JMJ Financial, a Nevada sole proprietorship (the " **JMJ** "), a \$250,000 Convertible Promissory Note (the " **JMJ Note** "). Under the JMJ Note, JMJ will advance various amounts up to \$225,000 in gross proceeds after taking into consideration an original issue discount (" **OID** ") of \$25,000. Each advance carries the following terms: (i) matures two years from the date of advance (the " **Maturity Date** ") (ii) no interest for the first 90 days; (iii) may be repaid within 90 days after which the Company may not make further payments prior to the Maturity Date; (iv) includes a 10% OID; and (v) if the Company does not repay each advance on or before 90 days, a one-time interest charge of 12% shall be applied to the principle sum. JMJ may convert at their discretion any or all of the outstanding principle and interest at any time from the date of each advance into shares of common stock at a conversion price equal to the lesser of \$0.51 or 60% of the lowest trade price in the 25 trading days previous to the conversion. Unless otherwise agreed in writing by both parties, at no time will JMJ convert any amount of the Note into common stock that would result in JMJ owning more than 4.99% of the common stock outstanding. The JMJ Note is a debt obligation arising other than in the ordinary course of business, which constitutes a direct financial obligation of the Company. The JMJ Note also provides for penalties and rescission rights if the Company does not deliver shares of its common stock upon conversion within the required timeframes.

The Company recorded a \$2,778 discount to the JMJ Note related to the OID which is being accreted over the two year term of the Note.

On April 28, 2015, the Company received a second \$25,000 under the **JMJ Note**. The Company recorded a \$2,778 discount to the JMJ Note related to the OID which is being accreted over the two year term of the Note.

On July 8, 2015, the company received a conversion notice from JMJ Financial to convert \$5,100 in principal into 170,000 shares at \$0.03 per share.

On August 5, 2015, the company received a conversion notice from JMJ Financial to convert \$5,250 in principal into 500,000 shares at \$0.0105 per share.

We have evaluated the terms and conditions of the JMJ Note. Because the economic characteristics and risks of the equity linked conversion options are not clearly and closely related to a debt-type host, the conversion features require classification and measurement as derivative financial instruments. The accounting treatment of derivative financial instruments requires that the Company record the initial fair value of the derivative first by allocating the fair value of the embedded derivative as a reduction to the face value of the debt recorded as a contra liability or debt discount to be accreted over the term of the note; and if the fair value of the embedded derivative exceeds the face value of the note, the excess embedded derivative fair value is expensed as other expense and the related liability increased. On each reporting date, the fair value of the embedded derivative is calculated with changes in value recorded to other expense.

The initial fair value of the derivative liability was \$57,746 and determined using the Black Scholes option pricing model with a quoted market price of \$0.35, a conversion price of \$0.12, expected volatility of 79%, no expected dividends, an expected term of two years and a risk-free interest rate of 0.57% resulting in a fair value per share of \$0.2495 multiplied by the 231,483 shares that would be issued if the JMJ Note was exercised on the Effective Date. As a result, \$25,000 was recorded as a debt discount, \$35,186 as other expense and \$57,746 as a derivative liability.

The following table summarizes the derivative liability included in the balance sheet at September 30, 2015 and December 31, 2014:

**REVE TECHNOLOGIES, INC.**  
**Notes to Financial Statements**  
**(Unaudited)**

**NOTE 5 – CONVERTIBLE NOTES PAYABLE AND DERIVATIVE LIABILITIES (continued)**

***JMJ Financial (cont'd)***

	<b>September 30, 2015</b>	<b>December 31, 2014</b>
<b>Derivative liability rollforward</b>		
Beginning balance	\$ 92,643	\$ -
Debt discount	25,000	25,000
Day one loss on fair value	42,489	32,746
Loss (gain) on change in fair value	(54,493)	34,897
Reclassify to additional paid in capital due to conversion	(25,030)	-
Balance at end of period	<u>\$ 80,609</u>	<u>\$ 92,643</u>

Interest expenses:

	For the three months ended September 30,		For the nine months ended September 30,	
	2015	2014	2015	2014
Amortization of debt discount	\$ 12,428	\$ -	\$ 21,700	\$ -
Interest at contractual rate	3,333	-	6,666	-
Totals	<u>\$ 15,761</u>	<u>\$ -</u>	<u>\$ 28,366</u>	<u>\$ -</u>

***LG Capital***

On December 15, 2014 (the "**Closing Date**"), the Company issued a \$57,750 convertible promissory note (the "**LG Note**") to LG Capital Funding, LLC, a New York limited liability company (the "**Lender**"), pursuant to the terms of a Securities Purchase Agreement of the same date. The LG Note provides up to an aggregate of \$50,000 in gross proceeds after taking into consideration and OID of \$5,250 and \$2,500 in legal fees. The LG Note matures on December 15, 2015, accrues interest of 8% and is convertible into shares of common stock any time 180 days after December 15, 2014, beginning on June 13, 2015 at a conversion price equal to 62% of the lowest trading price as quoted on a national exchange for the twenty prior trading days including the date on which the Notice of Conversion is received by Reve. In no event shall Lender effect a conversion if such conversion results in Lender beneficially owning in excess of 9.9% of the outstanding common stock of the Company. Accrued interest shall be paid in shares of common stock at any time at the discretion of the Lender pursuant to the conversion terms above. The LG Note may be prepaid with the following penalties: (i) if the LG Note is prepaid within 30 days of the issuance date, then 115% of the face amount plus any accrued interest; (ii) if the LG Note is prepaid within 31 - 60 days of the issuance date, then 121% of the face amount plus any accrued interest; (iii) if the LG Note is prepaid within 61 - 90 days of the issuance date, then 127% of the face amount plus any accrued interest; (iv) if the LG Note is prepaid within 91 - 120 days of the issuance date, then 133% of the face amount plus any accrued interest; (v) if the LG Note is prepaid within 121 - 150 days of the issuance date, then 139% of the face amount plus any accrued interest; (vi) if the LG Note is prepaid within 151 - 180 days of the issuance date, then 145% of the face amount plus any accrued interest. The LG Note may not be prepaid after the 180th day.

The Company recorded a \$5,250 discount to the LG Note related to the OID which is being accreted over the one year term of the LG Note.

On June 16, 2015, the company received a conversion notice from LG Capital to convert \$7,750 in principal and \$309 of accrued interest from the note above into 427,586 shares at \$0.018848 per share.

**REVE TECHNOLOGIES, INC.**  
**Notes to Financial Statements**  
**(Unaudited)**

**NOTE 5 – CONVERTIBLE NOTES PAYABLE AND DERIVATIVE LIABILITIES (continued)**

***LG Capital (cont'd)***

On August 17, 2015, the company received a conversion notice from LG Capital to convert \$5,000 in principal and \$267 of accrued interest from the note above into 1,213,686 shares at \$0.00434 per share.

We have evaluated the terms and conditions of the LG Note. Because the economic characteristics and risks of the equity linked conversion options are not clearly and closely related to a debt-type host, the conversion features require classification and measurement as derivative financial instruments.

The following table summarizes the derivative liability included in the balance sheet at September 30, 2015 and December 31, 2014:

<b>Derivative liability rollforward</b>	<b>September 30, 2015</b>	<b>December 31, 2014</b>
Beginning balance	\$ 91,526	\$ -
Debt discount	-	50,000
Day one loss on fair value	-	34,748
Loss (gain) on change in fair value	(5,611)	6,778
Reclassify to additional paid in capital due to conversion	(48,058)	-
Balance at end of period	<u>\$ 37,857</u>	<u>\$ 91,526</u>

Interest expenses:

	For the three months ended September 30,		For the nine months ended September 30,	
	2015	2014	2015	2014
Amortization of debt discount	\$ 13,163	\$ -	\$ 43,972	\$ -
Interest at contractual rate	960	-	3,275	-
Totals	<u>\$ 14,123</u>	<u>\$ -</u>	<u>\$ 47,247</u>	<u>\$ -</u>

***Adar Bays, LLC***

On December 17, 2014, the Company closed a Securities Purchase Agreement with Adar Bays, LLC (“**Adar Bays**”) providing for the purchase of a Convertible Redeemable Note (the “**Adar Note**”) in the aggregate principal amount of \$35,000. The Adar Note was funded on January 21, 2015 with the Company receiving \$29,750 of net proceeds after an original issue discount of 10% and \$1,750 in legal fees. The Adar Note matures on December 17, 2015, accrues interest of 8% and is convertible into shares of common stock any time 180 days after December 17, 2014, beginning on June 15, 2015 at a conversion price equal to 62% of the lowest trading price as quoted on a national exchange for the twenty prior trading days including the date on which the Notice of Conversion is received by the Company. In no event shall Adar Bays effect a conversion if such conversion results in Adar Bays beneficially owning in excess of 9.9% of the outstanding common stock of the Company. Accrued interest shall be paid in shares of common stock at any time at the discretion of Adar Bays pursuant to the conversion terms above. The Adar Note may be prepaid with the following penalties: (i) if the Adar Note is prepaid within 30 days of the issuance date, then 115% of the face amount plus any accrued interest; (ii) if the Adar Note is prepaid within 31 - 60 days of the issuance date, then 121% of the face amount plus any accrued interest; (iii) if the Adar Note is prepaid within 61 - 90 days of the issuance date, then 127% of the face amount plus any accrued interest; (iv) if the Adar Note is prepaid within 91 - 120 days of the issuance date, then 133% of the face amount plus any accrued interest;

**REVE TECHNOLOGIES, INC.**  
**Notes to Financial Statements**  
**(Unaudited)**

**NOTE 5 – CONVERTIBLE NOTES PAYABLE AND DERIVATIVE LIABILITIES (continued)**

***Adar Bays, LLC (cont'd)***

.....(v) if the Adar Note is prepaid within 121 - 150 days of the issuance date, then 139% of the face amount plus any accrued interest; (ii) if the Adar Note is prepaid within 151 - 180 days of the issuance date, then 145% of the face amount plus any accrued interest. The Adar Note may not be prepaid after the 180th day. The Adar Note also contains certain representations, warranties, covenants and events of default, and increases in the amount of the principal and interest rate under the Adar Note in the event of such defaults.

On July 22, 2015 and September 8, 2015, the company received conversion notices from Adar Bays LLC to convert \$5,000 in principal into 160,968 shares at \$0.031062 per share and to convert \$4,500 in principal into 2,460,361 shares at \$0.001829 per share, respectively.

We have evaluated the terms and conditions of the Adar Note. Because the economic characteristics and risks of the equity linked conversion options are not clearly and closely related to a debt-type host, the conversion features require classification and measurement as derivative financial instruments. The accounting treatment of derivative financial instruments requires that the Company record the initial fair value of the derivative first by allocating the fair value of the embedded derivative as a reduction to the face value of the debt recorded as a contra liability or debt discount to be accreted over the term of the note; and if the fair value of the embedded derivative exceeds the face value of the note, the excess embedded derivative fair value is expensed as other expense and the related liability increased. On each reporting date, the fair value of the embedded derivative is calculated with changes in value recorded to other expense.

The initial fair value of the derivative liability was \$75,278 and determined using the Black Scholes option pricing model with a quoted market price of \$0.40, a conversion price of \$0.1307, expected volatility of 100%, no expected dividends, an expected term of one year and a risk-free interest rate of 0.12% resulting in a fair value per share of \$0.2811 multiplied by the 267,797 shares that would be issued if the Adar Note was exercised on the issuance date. As a result, \$29,750 was recorded as a debt discount, \$45,528 as other expense and \$75,278 as a derivative liability.

The following table summarizes the derivative liability included in the balance sheet at September 30, 2015:

	<b>September 30, 2015</b>
<b>Derivative liability rollforward</b>	
Beginning balance	\$ -
Debt discount	29,750
Day one loss on fair value	45,528
Loss (gain) on change in fair value	(36,804)
Reclassify to additional paid in capital due to conversion	(16,890)
Balance at end of period	<u>\$ 21,584</u>

Interest expenses:

	For the three months ended September 30,		For the nine months ended September 30,	
	2015	2014	2015	2014
Amortization of debt discount	\$ 8,997	\$ -	\$ 26,761	\$ -
Interest at contractual rate	583	-	1,811	-
Totals	<u>\$ 9,580</u>	<u>\$ -</u>	<u>\$ 28,572</u>	<u>\$ -</u>



**REVE TECHNOLOGIES, INC.**  
**Notes to Financial Statements**  
**(Unaudited)**

**NOTE 5 – CONVERTIBLE NOTES PAYABLE AND DERIVATIVE LIABILITIES (continued)**

***Typenex Co-Investment, LLC***

On January 16, 2015, the Company entered into a Securities Purchase Agreement with Typenex Co-Investment, LLC (" **Typenex** "), for the sale of a 10% convertible note in the principal amount of \$225,000 (which includes Typenex legal expenses in the amount of \$5,000 and a \$20,000 original issue discount) (the "**Typenex Note** ") for \$200,000, consisting of \$60,000 paid in cash at closing and three secured promissory notes, aggregating \$165,000, bearing interest at the rate of 8% per annum, each note maturing in fifteen months from January 16, 2015 (the "**Investor Notes** "). The Investor Notes may be prepaid, without penalty, all or portion of the outstanding balance along with accrued but unpaid interest at any time prior to maturity. We have no obligation to pay Typenex any amounts on the unfunded portion of the Typenex Note.

The Typenex Note bears interest at the rate of 10% per annum. All interest and principal must be repaid on April 16, 2016. The Typenex Note is convertible into common stock, at Typenex's option, at the lesser of (i) \$0.60, and (ii) 70% (the "Conversion Factor") of the average of the three (3) lowest Closing Bid Prices in the twenty (20) Trading Days immediately preceding the applicable Conversion, provided that if at any time the average of the three (3) lowest Closing Bid Prices in the twenty (20) Trading Days immediately preceding any date of measurement is below \$0.30, then in such event the then-current Conversion Factor shall be reduced to 65% for all future Conversions, subject to other reductions set forth in the Typenex Note. In the event the Company elects to prepay all or any portion of the Typenex Note, the Company is required to pay to Typenex an amount in cash equal to 125% multiplied by the sum of all principal, interest and any other amounts owing. The Typenex Note is secured by all of the assets of the Company and includes customary event of default provisions.

Typenex has agreed to restrict its ability to convert the Typenex Note and receive shares of common stock such that the number of shares of common stock held by them in the aggregate and their affiliates after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of common stock. The Typenex Note is a debt obligation arising other than in the ordinary course of business, which constitutes a direct financial obligation of the Company. The Typenex Note also provides for penalties and rescission rights if we do not deliver shares of our common stock upon conversion within the required timeframes.

Additionally, the Company granted Typenex four warrants, corresponding to the delivery of four tranches of cash funds, to purchase shares of the Company's common stock, \$0.001 par value. The first warrant will entitle the holder to purchase a number of shares equal to \$30,000 (the "Typenex Warrant") divided by the closing price on the date the warrants are issued, as such number may be adjusted from time to time pursuant to the terms of the Note, and the remaining warrants will entitle the holder to purchase a number of shares equal to \$27,500 divided by the closing price on the date the warrants are issued, as adjusted. The warrants are exercisable for five years at \$0.60 per share subject to certain anti-dilution provisions set forth in the warrants, a copy of which is attached as an exhibit hereto. Each warrant is not exercisable until each corresponding tranche is funded.

We have evaluated the terms and conditions of the Typenex Note and Typenex Warrant. Because the economic characteristics and risks of the equitylinked conversion options are not clearly and closely related to a debt-type host, the conversion features require classification and measurement as derivative financial instruments.

The Company first allocated Typenex Note principal between the Typenex Note and Typenex Warrant based upon their relative fair values. The initial fair value of the derivative liability related to the Typenex Warrant was \$50,749 and determined using the Black Scholes option pricing model with a quoted market price of \$0.40, a conversion price of \$0.2357, expected volatility of 267%, no expected dividends, an expected term of 5 years and a risk-free interest rate of 1.29% resulting in a fair value per share of \$0.3987 multiplied by the 127,298 shares that would be issued if the Typenex Warrant was exercised on the issuance date.

**REVE TECHNOLOGIES, INC.**  
**Notes to Financial Statements**  
**(Unaudited)**

**NOTE 5 – CONVERTIBLE NOTES PAYABLE AND DERIVATIVE LIABILITIES (cont'd)**

***Typenex Co-Investment, LLC (cont'd)***

On July 16, 2015, the company received a conversion notice from Typenex Co-Investment, LLC to convert \$25,593 installment amount from the note above (ref Note 5: Typenex Co-Investment, LLC) into 1,066,390 shares at \$0.024 per share.

The initial fair value of the derivative liability related to the Typenex Note was \$58,472 and determined using the Black Scholes option pricing model with a quoted market price of \$0.40, a conversion price of \$0.2357, expected volatility of 100%, no expected dividends, an expected term of 1.25 years and a risk-free interest rate of 0.11% resulting in a fair value per share of \$0.2297 multiplied by the 254,597 shares that would be issued if the Typenex Note was exercised on the issuance date.

Since the value of the Typenex Note and Warrant derivative liabilities resulted in a total debt discount that exceeds the Typenex Note face amount, the amount recorded as a derivative liability was limited to the Typenex Note proceeds and debt discount totaling \$55,000.

The following table summarizes the derivative liability included in the balance sheet at September 30, 2015:

	<b>September 30, 2015</b>
<b>Derivative liability rollforward</b>	
Beginning balance	\$ -
Debt discount	55,000
Loss (gain) on change in fair value - Typenex Note	91,404
Loss (gain) on change in fair value - Warrant	18,138
Reclassify to additional paid in capital due to conversion	(97,559)
Balance at end of period	<u>\$ 66,983</u>

Interest expenses:

	For the three months ended September 30,		For the nine months ended September 30,	
	2015	2014	2015	2014
Amortization of debt discount	\$ 17,699	\$ -	\$ 39,410	\$ -
Interest at contractual rate	1,064	-	3,838	-
Totals	<u>\$ 18,763</u>	<u>\$ -</u>	<u>\$ 43,248</u>	<u>\$ -</u>

Additionally, the Company recognized other asset of \$3,168 and \$8,691 of interest receivable related to the aforementioned notes during the three and nine month ended September 30, 2015, respectively.

**REVE TECHNOLOGIES, INC.**  
**Notes to Financial Statements**  
**(Unaudited)**

**NOTE 5 – CONVERTIBLE NOTES PAYABLE AND DERIVATIVE LIABILITIES (continued)**

***Rockwell Capital Partners LLC***

On September 18, 2014 (the " **Effective Date** "), the Company issued Rockwell Capital Partners LLC ("RCP") a 8% convertible promissory note in the principal amount of \$29,800 due on demand (the "RCP Notes"). The RCP Note is convertible at RCP's option into common stock of the Company at a conversion price equal to 50% of the lowest bid price in 15 days immediately preceding the date of conversion.

We have evaluated the terms and conditions of the RCP Note. Because the economic characteristics and risks of the equity linked conversion options are not clearly and closely related to a debt-type host, the conversion features require classification and measurement as derivative financial instruments. The accounting treatment of derivative financial instruments requires that the Company record the initial fair value of the derivative first by allocating the fair value of the embedded derivative as a reduction to the face value of the debt recorded as a contra liability or debt discount to be accreted over the term of the note; and if the fair value of the embedded derivative exceeds the face value of the note, the excess embedded derivative fair value is expensed as other expense and the related liability increased. On each reporting date, the fair value of the embedded derivative is calculated with changes in value recorded to other expense.

The initial fair value of the derivative liability was \$77,739 and determined with a quoted market price of \$0.003 multiplied by the 25,913,043 shares that would be issued if the RCP Note was exercised on the issuance date, a conversion price of \$0.0012. As a result, \$29,800 was recorded as a debt discount, \$47,939 as other expense and \$77,739 as a derivative liability.

On September 24, 2015, the company received a conversion notice from RCP to convert \$2,875 in principal from the note into 2,500,000 shares at \$0.00115 per share.

The following table summarizes the derivative liability included in the balance sheet at September 30, 2015:

<b>Derivative liability rollforward</b>	<b>September 30, 2015</b>
Beginning balance	\$ -
Debt discount	29,800
Day one loss on fair value	47,939
Loss (gain) on change in fair value	(14,281)
Reclassify to additional paid in capital due to conversion	(6,759)
Balance at end of period	<u>\$ 36,699</u>

Interest expenses:

	For the three month ended September 30,		For the nine month ended September 30,	
	2015	2014	2015	2014
Amortization of debt discount	\$ 29,800	\$ -	\$ 29,800	\$ -
Interest at contractual rate	75	-	75	-
Totals	<u>\$ 29,875</u>	<u>\$ -</u>	<u>\$ 29,875</u>	<u>\$ -</u>

**REVE TECHNOLOGIES, INC.**  
**Notes to Financial Statements**  
**(Unaudited)**

**NOTE 6 – RELATED PARTY TRANSACTIONS**

*Mr. Stehrenberger*

On May 6, 2015 the Company entered into an employment agreement with Mr. Stehrenberger, our CEO, CFO, and Director (the “**Employment Agreement**”). The initial term of the Employment Agreement shall be a period of two years commencing May 6, 2015 and ending May 6, 2017. Mr. Stehrenberger will receive a monthly salary of \$7,000 subject to applicable tax withholding. Compensation is payable monthly on the last day of each calendar month during the term of the Employment Agreement. Before the Employment Agreement, Mr. Stehrenberger received regular compensation payments.

On July 17, 2015, the Company entered into a material definitive agreement with Mr. Stehrenberger wherein Mr. Stehrenberger sold his controlling interest in Reve Technologies, Inc. back to the Company for the total price of \$50,000. Upon closing, Mr. Stehrenberger delivered to Company Counsel, for cancellation, 20,115,000 shares of the Company’s common stock owned by his family partnership. As at September 30, 2015, a total of \$25,000 has been paid to Mr. Stehrenberger in respect of the cancellation of 10,057,500 shares. Pursuant to the Agreement, Mr. Stehrenberger resigned as President, CEO, Treasurer, Secretary and Director

During the period ended September 30, 2015 and 2014, the Company recorded executive compensation of \$70,700 and \$43,500 to Mr. Stehrenberger.

During the nine months ended September 30, 2015, the Company paid Mr. Stehrenberger in full.

*Mr. David Forster*

On July 17, the Company appointed Mr. David Forster as President, CEO, CFO, Treasurer, Secretary and Sole Director.

On July 20, 2015, Mr. Forster purchased twenty two million (22,000,000) shares of the Company, resulting in the beneficial ownership of the majority of the issued and outstanding shares of the Company. These shares were returned to the Company for cancellation subsequent to September 30, 2015 (ref: Note 8 – Subsequent Events).

On July 20, 2015, the Company entered into an Agreement of Assignment with Mr. David Forster, wherein the related party assigned all rights, interest, and title to technology owned by that party in exchange for 1,000,000 Series B Voting Preferred Stock. On July 20, 2015, after review and recommendation from the Board, the Company approved and authorized the acceptance of the Assignment and the issuance of the Series B Voting Preferred Shares. These shares were canceled and returned to the Company subsequent to September 30, 2015. (ref: Note 8 – Subsequent Events).

**NOTE 7 – STOCKHOLDERS’ EQUITY**

On August 7, 2015 the Company filed a certificate of amendment with the State of Nevada to increase the Company’s authorized common stock to one billion (1,000,000,000); par value \$0.001.

The Company is authorized to issue 1,000,000,000 shares of its \$0.001 par value common stock and 10,000,000 shares of its \$0.001 par value preferred stock. The Company has not authorized terms and rights of preferred shares as of September 30, 2015, save a class of Series B Voting Preferred shares as discussed below.

On July 20, 2015, the Board of Directors approved and authorized the creation of 1,000,000 shares of Series B Voting Preferred Stock. Each share of Series B Voting Preferred Stock is equal to and counted as 1,000 times the vote of all of the shares of the Corporation (i) common stock, and (ii) other voting preferred stock issued and outstanding on the date of each and every vote or consent of the shareholders of the Company regarding each and every matter submitted to the shareholders of the Company for approval.

**REVE TECHNOLOGIES, INC.**  
**Notes to Financial Statements**  
**(Unaudited)**

**NOTE 7 – STOCKHOLDERS' EQUITY (continued)**

***Common stock***

On June 16, 2015, the company received a conversion notice from LG Capital to convert \$7,750 in principal and \$309 of accrued interest from the note above into 427,586 shares at \$0.018848 per share.

On July 8, 2015, the company received a conversion notice from JMJ Financial to convert \$5,100 in principal from the notes above into 170,000 shares at \$0.03 per share.

On July 16, 2015, the company received a conversion notice from Typenex Co-Investment, LLC to convert \$25,593 installment amount from the note above into 1,066,390 shares at \$0.024 per share.

On July 20, 2015, Mr. Forster purchased twenty two million (22,000,000) shares of the Company, resulting in the beneficial ownership of the majority of the issued and outstanding shares of the Company.

On July 22, 2015, the company received a conversion notice from Adar Bays LLC to convert \$5,000 in principal from the note above into 160,968 shares at \$0.031062 per share.

On July 23, 2015 the Company paid \$25,000 to Mr. Stehrenberger in respect of the cancelation of 10,057,500 shares.

On August 5, 2015, the company received a conversion notice from JMJ Financial to convert \$5,250 in principal from the note above into 500,000 shares at \$0.0105 per share.

On August 17, 2015, the company received a conversion notice from LG Capital to convert \$5,000 in principal and \$267 of accrued interest from the note above into 1,213,686 shares at \$0.00434 per share.

On September 8, 2015, the company received conversion notices from Adar Bays LLC to convert \$4,500 in principal into 2,460,361 shares at \$0.001829 per share.

On September 24, 2015, the company received a conversion notice from RCP to convert \$2,875 in principal from the above note into 2,500,000 shares at \$0.00115 per share.

**REVE TECHNOLOGIES, INC.**  
**Notes to Financial Statements**  
**(Unaudited)**

**NOTE 8 – SUBSEQUENT EVENTS**

*Assignment and Assumption Agreements*

On October 1, 2015 the May 23, 2013 note (ref Note 4 – convertible notes payable – related party) was assigned by the Company to a third party in exchange for convertible notes in the amount \$29,480, which of \$25,000 was principal \$4,800 was accrued interest.

On October 23, 2015 the October 31, 2013 note and December 31, 2014 notes were assigned by the Company to a third party in exchange for convertible notes with principal and accrued interest totaling \$34,359.

*Conversion of convertible debt into common stock*

During October and November 2015, the Company's lenders converted \$135,748 of principal and accrued interest into 242,490,781 shares of common stock of the Company at various conversion rates per share.

During November 2015 the Company is in various stages/processes initially to raise short term capital with up to six months repayment terms and may in some cases include highly dilutive convertible type debenture financing.

*Changes in management and compensation*

On October 31, 2015, David Forster tendered his resignation with the Company, as the sole officer and the sole member of our Board of Directors, in order to pursue full time opportunities elsewhere. His resignation is effective November 1, 2015.

The Series B Voting Preferred Shares Mr. Forster was issued were returned to the Company and cancelled. Additionally, Mr. Forster returned twenty million shares of the Company's Common Stock, of which he was the beneficial owner, to the Company in exchange for a Convertible Promissory Note in the amount of One Hundred Twenty Thousand Dollars (\$120,000).

Effective November 1, 2015, Mr. Dennis Alexander shall serve as Chairman, Chief Executive Officer and Director, and Ms. Joanne Sylvanus as Chief Financial Officer, Secretary and Director. Mr. Alexander will be issued 500,000 shares of the Series B Voting Preferred Shares and concurrently the Company will issue 500,000 shares of Series B Voting Preferred Shares to Joanne Sylvanus, representing 100% of the issued and outstanding shares of the Company's Series B Voting Preferred Stock. The consideration for the 1,000,000 shares of Series B Voting Preferred Stock was the acceptance to officer and director positions in the Company and for services to be rendered as such.

Each share of Series B Voting Preferred Stock is equal to and counted as 1,000 times the vote of all of the shares of the Corporation (i) common stock, and (ii) other voting preferred stock issued and outstanding on the date of each and every vote or consent of the shareholders of the Company regarding each and every matter submitted to the shareholders of the Company for approval.

In addition, Mr. Alexander will be issued 10,000,000 shares of the Company's Common Stock, and will receive a salary of Five Thousand Dollars (\$5,000) per month and Ms. Sylvanus, Three Thousand Dollars (\$3,000) per month. Mr. Alexander will also be issued a Convertible Promissory Note in the amount of One Hundred Thousand Dollars (\$100,000).

Effective November 1, 2015, Mr. Bobby Cohen will serve as Chief Capital Purchase Architect for a newly created Capital Purchase Division, and Mr. Timothy Honeycutt will serve as Manager of Business Development of the Capital Purchase Division. Mr. Cohen will receive 50% of the profit for each contract sale for the new Capital Purchase Division. Further, Mr. Honeycutt will receive Three Thousand Dollars (\$3,000) per month as well as a Convertible Promissory Note in the amount of Seventy Five Thousand Dollars (\$75,000).

On November 1, 2015, 10,000,000 shares of the Company's Common Stock were issued to Mr. Timothy Honeycutt, in exchange for his acceptance as Manager of Business Development for the newly created Capital Purchase Division.

## Item 2. Management's Discussion and Analysis of Financial Condition and Plan of Operation

*This Report on Form 10-Q contains forward-looking statements which involve assumptions and describe our future plans, strategies, and expectations, and are generally identifiable by use of words such as “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. These statements are expressed in good faith and based upon a reasonable basis when made, but there can be no assurance that these expectations will be achieved or accomplished.*

*Such forward-looking statements may include statements regarding, among other things, (a) the potential markets for our products, our potential profitability, and cash flows, (b) our growth strategies, (c) our future financing plans, and (d) our anticipated needs for working capital. This information may involve known and unknown risks, uncertainties, and other factors that may cause our actual results, performance, or achievements to be materially different from the future results, performance, or achievements expressed or implied by any forward-looking statements. These statements may be found under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” as well as in this Form 10-Q generally. Actual events or results may differ materially from those discussed in forward-looking statements as a result of various factors, including, without limitation, the matters described in this Form 10-Q 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. In addition to the information expressly required to be included in this filing, we will provide such further material information, if any, as may be necessary to make the required statements, in light of the circumstances under which they are made, not misleading.*

*Although forward-looking statements in this report reflect the good faith judgment of our management, forward-looking statements are inherently subject to known and unknown risks, business, economic and other risks and uncertainties that may cause actual results to be materially different from those discussed in these forward-looking statements. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. We assume no obligation to update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this report, other than as may be required by applicable law or regulation. Readers are urged to carefully review and consider the various disclosures made by us in our reports filed with the Securities and Exchange Commission which attempt to advise interested parties of the risks and factors that may affect our business, financial condition, results of operation and cash flows. If one or more of these risks or uncertainties materialize, or if the underlying assumptions prove incorrect our actual results may vary materially from those expected or projected.*

*Except where the context otherwise requires and for purposes of this Form 10-Q only, “we,” “us,” “our,” “Company,” “our Company,” and “Reve” refer to Reve Technologies, Inc., a Nevada corporation.*

## OVERVIEW AND OUTLOOK

### Background

The Company has released and continues to refine SwipeDial, an Android based mobile application that provides a simple, picture based navigation interface. The market for Swipedial is small children, the elderly and those with special needs who benefit from the simplification of a smartphone’s interface. SwipeDial can be purchased on the Google Play store.

The Company is currently developing Kinderkall, a phone watch with a simple user interface designed for children age 5-12. Kinderkall is expected to sell for \$75-100 per unit.

The Company launched Reminisce, an Android mobile app designed to rediscover photos on a mobile phone’s lock screen. Reminisce gathers photos from users many photo sources (Picasa, Facebook, Instagram, etc.) and displays a new photo in full screen when the device is woken up, with the current time and date, and the date the photo was taken. With the market validation of Reminisce, its next stage is in development to integrate an enterprise revenue model incorporating brands and celebrities.

## RESULTS OF OPERATIONS

*Three Months Ended September 30, 2015 Compared With the Three Months Ended September 30, 2014.*

### Operating Expenses

A summary of our operating expense for the three months ended September 30, 2015 and 2014 follows:

	Three months Ended September 30, 2015	2014	Increase / (Decrease)
Selling, general and administrative	\$ 3,767	\$ 7,551	\$ (3,784)
Product development	-	11,025	(11,025)
Executive compensation	7,823	15,000	(7,177)
Professional fees	18,181	11,456	6,725
	<u>\$ 29,771</u>	<u>\$ 45,032</u>	<u>\$ (15,261)</u>

Operating expenses include costs related to personnel, professional fees, travel and entertainment, public company costs, insurance and other office related costs. The three month decrease is due to an overall decrease in business related activities to support the development and introduction of our products.

### Other Income (Expense)

Other income and expense for the three months ended September 30, 2015 and 2014 follows:

	Three Months Ended September 30, 2015	2014	Increase / (Decrease)
<b>Other Income (Expense)</b>			
Interest expense	(85,133)	(151)	(84,982)
Interest expense - related party	(5,642)	(19,564)	13,922
Change in derivative liability	60,577	-	60,577
<b>Total other income (expense)</b>	<u>\$ (30,198)</u>	<u>\$ (19,715)</u>	<u>\$ (10,463)</u>



Nine Months Ended September 30, 2015 Compared With the Nine Months Ended September 30, 2014.

Operating Expenses

A summary of our operating expense for the nine months ended September 30, 2015 and 2014 follows:

	Nine months Ended September 30, 2015	2014	Increase / (Decrease)
Selling, general and administrative	\$ 39,170	\$ 17,593	\$ 21,577
Product development	167,766	32,432	135,334
Executive compensation	70,701	43,639	27,062
Professional fees	63,906	30,427	33,479
	<u>\$ 341,543</u>	<u>\$ 124,091</u>	<u>\$ 217,452</u>

Other Income (Expense)

Other income and expense for the nine months ended September 30, 2015 and 2014 follows:

	Nine Months Ended September 30, 2015	2014	Increase / (Decrease)
<b>Other Income (Expense)</b>			
Interest expense	(169,064)	(416)	(168,648)
Interest expense - related party	(66,471)	(60,543)	(5,928)
Change in derivative liability	(134,310)	(51,515)	(82,795)
<b>Total other income (expense)</b>	<u>\$ (369,845)</u>	<u>\$ (112,474)</u>	<u>\$ (257,371)</u>

## Liquidity and Capital Resources

From inception to September 30, 2015, we have incurred an accumulated deficit of \$1,514,789. This loss has been incurred through a combination of professional fees, personnel costs, product development costs and interest expense from debt financing and loans payable supporting our plans to develop our business and brand our services. At September 30, 2015, the Company had current assets of \$1,000 compared to current liabilities of \$55,228. During the nine months ended September 30, 2015, the Company had no revenue and incurred a loss from operations of \$341,543. The Company has incurred losses since inception and may not be able to generate sufficient net revenue from its business in the future to achieve or sustain profitability. To finance our operations, we are currently pursuing additional funds through equity or debt financing or a combination thereof. The Company currently has no commitments to obtain any such financing, and there can be no assurance that financing will be available in amounts or on terms acceptable to the Company, if at all.

Net cash used by operating activities was \$153,678 during the nine months ended September 30, 2015 as compared to \$125,582 during the nine months ended September 30, 2014.

Net cash used by investing activities was \$0 during the nine months ended September 30, 2015 as compared to \$1,950 during the nine months ended September 30, 2014.

Net cash provided by financing activities was \$114,750 during the nine months ended September 30, 2015 as compared to \$129,025 during the nine months ended September 30, 2014.

## Off-Balance Sheet Arrangements

We have no off-balance sheet transactions.

## Critical Accounting Estimates

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States requires us to make judgments, assumptions and estimates that affect the amounts reported. Note 2 of Notes to Financial Statements as filed with our Form 10-K for the year ended December 31, 2014 describes the significant accounting policies used in the preparation of the financial statements. Certain of these significant accounting policies are considered to be critical accounting policies, as defined below.

A critical accounting policy is defined as one that is both material to the presentation of the Company's financial statements and requires management to make difficult, subjective or complex judgments that could have a material effect on the Company's financial condition and results of operations. Specifically, critical accounting estimates have the following attributes:

- We are required to make assumptions about matters that are highly uncertain at the time of the estimate; and
- Different estimates we could reasonably have used, or changes in the estimate that are reasonably likely to occur, would have a material effect on the Company's financial condition or results of operations.

Estimates and assumptions about future events and their effects cannot be determined with certainty. We base estimates on historical experience and on various other assumptions believed to be applicable and reasonable under the circumstances. These estimates may change as new events occur, as additional information is obtained and as the Company's operating environment changes. These changes have historically been minor and have been included in the financial statements as soon as they became known. Based on an assessment of the Company's accounting policies and the underlying judgments and uncertainties affecting the application of those policies, management believes that our financial statements are fairly stated in accordance with accounting principles generally accepted in the United States, and present a meaningful presentation of the Company's financial condition and results of operations.

In preparing the Company's financial statements to conform to accounting principles generally accepted in the United States, we make estimates and assumptions that affect the amounts reported in the Company's financial statements and accompanying notes. These estimates include useful lives for fixed assets for depreciation calculations and assumptions for valuing our derivative instruments. Actual results could differ from these estimates.

Provisions for income taxes are based on taxes payable or refundable for the current period and deferred taxes on temporary differences between the amount of taxable income and pretax financial income and between the tax bases of assets and liabilities and their reported amounts in the financial statements. Deferred tax assets and liabilities are included in the financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled.

When accounting for Uncertainty in Income Taxes, first, the tax position is evaluated to determine the likelihood that it will be sustained upon external examination. If the tax position is deemed "more-likely-than-not" to be sustained, the tax position is then assessed to determine the amount of benefit to recognize in the financial statements. The amount of the benefit that may be recognized is the largest amount that has a greater than 50 percent likelihood of being realized upon ultimate settlement. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. The Company's utilization of U.S. Federal net operating losses will be limited in accordance to Section 381 rules. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

On September 25, 2015, the FASB issued Accounting Standards Update, Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments. The amendments are effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. The amendments should be applied prospectively to adjustments to provisional amounts that occur after the effective date of this Update with earlier application permitted for financial statements that have not been issued. This amendment will not have a material impact on our financial statements.

There are several new accounting pronouncements issued by the Financial Accounting Standards Board (“FASB”) which are not yet effective. Each of these pronouncements, as applicable, has been or will be adopted by our company. As of September 30, 2015, none of these pronouncements is expected to have a material effect on the financial position, results of operations or cash flows of our company.

### **Item 3. Quantitative And Qualitative Disclosures About Market Risk**

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

### **Item 4. Controls and Procedures.**

#### **Disclosure Controls and Procedures**

At the end of the period covered by this quarterly report, the Chief Executive and Chief Financial Officer of the Company (the “Certifying Officer”) conducted an evaluation of the Company’s disclosure controls and procedures. As defined under Sections 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the term “disclosure controls and procedures” means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer’s management, including the Certifying Officer, to allow timely decisions regarding required disclosure.

Based on this evaluation, the Certifying Officer has concluded that the Company’s disclosure controls and procedures were not effective, for the quarter covered by this report, to ensure that material information is recorded, processed, summarized and reported by management of the Company on a timely basis in order to comply with the Company’s disclosure obligations under the Exchange Act, and the rules and regulations promulgated there under.

#### **Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

#### **Limitations on Effectiveness of Controls and Procedures**

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

## **PART II - OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

We know of no material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which our director, officer or any affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

### **ITEM 1A. RISK FACTORS**

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

#### **Shares issued during three months ended September 30, 2015**

On July 8, 2015, the company received a conversion notice from JMJ Financial to convert \$5,100 in principal from certain convertible notes disclosed above (ref Note 5: JMJ Financial) into 170,000 shares at \$0.03.

On July 16, 2015, the company received a conversion notice from Typenex Co-Investment, LLC to convert a \$25,593 installment amount from certain convertible notes disclosed above (ref Note 5: Typenex Co-Investment, LLC) into 1,066,390 shares at \$0.024.

On July 17, 2015, the Company entered into a material definitive agreement (the "Agreement") with Mr. Stehrenberger wherein Mr. Stehrenberger sold his controlling interest in Reve Technologies, Inc. back to the Company for the total price of \$50,000. Upon closing, Mr. Stehrenberger delivered to Company Counsel, for cancellation, 20,115,000 shares of the Company's common stock owned by his family partnership. As at August 14, 2015 a total of \$25,000 has been paid to Mr. Stehrenberger in respect of the cancelation of 10,057,500 shares.

On July 20, 2015, Mr. Forster purchased twenty two million (22,000,000) shares of the Company, resulting in the beneficial ownership of the majority of the issued and outstanding shares of the Company.

On July 22, 2015, the company received a conversion notice from Adar Bays LLC to convert \$5,000 in principal from certain convertible notes disclosed above (ref Note 5: Adar Bays LLC) into 160,968 shares at \$0.031062.

On August 5, 2015, the company received a conversion notice from JMJ Financial to convert \$5,250 in principal from the note above (ref Note 5: JMJ Financial) into 500,000 shares at \$0.0105.

On August 17, 2015, the company received a conversion notice from LG Capital to convert \$5,000 in principal and \$267 of accrued interest from the note above (ref Note 5: LG Capital Funding, LLC ) into 1,213,686 shares at \$0.00434.

On September 8, 2015, the company received conversion notices from Adar Bays LLC to convert \$4,500 in principal into 2,460,361 shares from certain convertible notes disclosed above (ref Note 5: Adar Bays LLC) at \$0.001829.

On September 24, 2015, the company received a conversion notice from RCP to convert \$2,875 in principal from the above note (ref Note 5: Rockwell Capital Partners LLC) into 2,500,000 shares at \$0.00115.

Shares issued subsequent to September 30, 2015

Date	Shares issued	Issued to	Price per Share	Conversion value
8-Oct-15	3,225,806	ADAR BAYS LLC	0.00124	\$4,000
12-Oct-15	5,995,000	TYPENEX CO-INVESTMENT LLC	0.00105	\$6,295
21-Oct-15	2,497,104	LG CAPITAL FUNDING LLC	0.00124	\$3,096
26-Oct-15	8,500,000	BLACKBRIDGE CAPITAL LLC	0.00001	\$85
28-Oct-15	7,845,340	SOUTHRIDGE PARTNERS II LP	0.002	\$15,691
28-Oct-15	2,500,000	ROCKWELL CAPITAL PARTNERS INC	0.00115	\$2,875
28-Oct-15	7,056,452	ADAR BAYS LLC	0.000992	\$7,000
2-Nov-15	2,500,000	ROCKWELL CAPITAL PARTNERS INC	0.0008	\$2,000
30-Oct-15	10,000,000	BLACKBRIDGE CAPITAL LLC	0.00055	\$5,500
3-Nov-15	2,260,454	LG CAPITAL FUNDING LLC	0.000682	\$1,542
3-Nov-15	11,000,000	BLACKBRIDGE CAPITAL LLC	0.0005	\$5,500
4-Nov-15	4,980,000	RDW CAPITAL LLC	0.00028	\$1,394
4-Nov-15	4,700,000	ROCKWELL CAPITAL PARTNERS INC	0.00055	\$2,585
6-Nov-15	5,240,000	RDW CAPITAL LLC	0.00025	\$1,310
6-Nov-15	13,000,000	BLACKBRIDGE CAPITAL LLC	0.0005	\$6,500
6-Nov-15	4,700,000	ROCKWELL CAPITAL PARTNERS INC	0.0005	\$2,350
3-Nov-15	5,230,227	SOUTHRIDGE PARTNERS II LP	0	\$0
10-Nov-15	7,656,000	RDW CAPITAL LLC	0.00025	\$1,914
10-Nov-15	15,500,000	BLACKBRIDGE CAPITAL LLC	0.0005	\$7,750
10-Nov-15	4,700,000	ROCKWELL CAPITAL PARTNERS INC	0.0005	\$2,350
10-Nov-15	9,000,000	ADAR BAYS LLC	0.00062	\$5,580
11-Nov-15	3,400,000	ROCKWELL CAPITAL PARTNERS INC	0.0005	\$1,700
12-Nov-15	9,926,267	ADAR BAYS LLC	0.000434	\$4,308
13-Nov-15	8,400,000	RDW CAPITAL LLC	0.000175	\$1,470
12-Nov-15	9,900,000	ROCKWELL CAPITAL PARTNERS INC	0.00035	\$3,465
12-Nov-15	19,364,660	SOUTHRIDGE PARTNERS II LP	\$0.00050	\$9,682
16-Nov-15	9,900,000	ROCKWELL CAPITAL PARTNERS INC	0.00035	\$3,465
16-Nov-15	11,123,471	ADAR BAYS LLC	0.0003596	\$4,000
16-Nov-15	9,900,000	ROCKWELL CAPITAL PARTNERS INC	0.0003	\$2,970
17-Nov-15	20,860,000	TYPENEX CO-INVESTMENT, LLC	0.000417	\$8,699
17-Nov-15	13,350,000	RDW CAPITAL LLC	0.00015	\$2,003
17-Nov-15	12,280,000	ROCKWELL CAPITAL PARTNERS INC	0.00025	\$3,070
18-Nov-15	16,000,000	BLACKBRIDGE CAPITAL LLC	0.00035	\$5,600

All of the foregoing issuances of securities were made in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended for transactions by an issuer not involving a public offering, pursuant to Rule 506 of Regulation D, or pursuant to benefit plans and contracts relating to compensation as provided under Rule 701 .

There were no issuances of unregistered securities to report which were sold or issued by the Company without the registration of these securities under the Securities Act of 1933 in reliance on exemptions from such registration requirements, within the period covered by this report, which have not been previously included in and Annual Report on Form 10-K, a Quarterly Report on Form 10-Q or a Current Report on Form 8-K.

### **ITEM 3.        DEFAULTS UPON SENIOR SECURITIES**

None.

### **ITEM 4.        MINE SAFETY DISCLOSURES**

None.

### **ITEM 5.        OTHER INFORMATION**

Pursuant to a certain agreement Mr. Stehrenberger resigned as President, CEO, Treasurer, Secretary and Director and appointed Mr. David Forster as President, CEO, CFO, Treasurer, Secretary and Sole Director.

On July 20, 2015, the Board of Directors approved and authorized the resignation of Mr. Stehrenberger, and the appointment of Mr. Forster.

On July 20, 2015, the Board of Directors approved and authorized the creation of 1,000,000 shares of Series B Voting Preferred Stock. Each share of Series B Voting Preferred Stock is equal to and counted as 1,000 times the vote of all of the shares of the Corporation (i) common stock, and (ii) other voting preferred stock issued and outstanding on the date of each and every vote or consent of the shareholders of the Company regarding each and every matter submitted to the shareholders of the Company for approval.

On July 20, 2015, the Company entered into an Agreement of Assignment with Mr. David Forster, a related party, wherein the related party assigned all rights, interest, and title to technology owned by that party in exchange for 1,000,000 Series B Voting Preferred Stock.

On July 20, 2015, after review and recommendation from the Board, the Company approved and authorized the acceptance of the Assignment and the issuance of the Series B Voting Preferred Shares.

On August 7, 2015 the Company filed a certificate of amendment with the State of Nevada to increase the Company's authorized common stock to one billion (1,000,000,000); par value \$0.001.

On October 1, 2015 the May 23, 2013 note (ref Note 4 – convertible notes payable – related party) was assigned by the Company to a third party in exchange for convertible notes in the amount \$29,480, which of \$25,000 was principal \$4,800 was accrued interest.

On October 23, 2015 the October 31, 2013 note and December 31, 2014 notes were assigned by the Company to a third party in exchange for convertible notes with principal and accrued interest totaling \$34,359.

On October 31, 2015, David Forster tendered his resignation with the Company, as the sole officer and the sole member of our Board of Directors, in order to pursue full time opportunities elsewhere. His resignation is effective November 1, 2015.

The Series B Voting Preferred Shares Mr. Forster was issued were returned to the Company and cancelled. Additionally, Mr. Forster returned twenty million shares of the Company's Common Stock, of which he was the beneficial owner, to the Company in exchange for a Convertible Promissory Note in the amount of One Hundred Twenty Thousand Dollars (\$120,000).

Effective November 1, 2015, Mr. Dennis Alexander shall serve as Chairman, Chief Executive Officer and Director, and Ms. Joanne Sylvanus as Chief Financial Officer, Secretary and Director. Mr. Alexander will be issued 500,000 shares of the Series B Voting Preferred Shares and concurrently the Company will issue 500,000 shares of Series B Voting Preferred Shares to Joanne Sylvanus, representing 100% of the issued and outstanding shares of the Company's Series B Voting Preferred Stock. The consideration for the 1,000,000 shares of Series B Voting Preferred Stock was the acceptance to officer and director positions in the Company and for services to be rendered as such.

Each share of Series B Voting Preferred Stock is equal to and counted as 1,000 times the vote of all of the shares of the Corporation (i) common stock, and (ii) other voting preferred stock issued and outstanding on the date of each and every vote or consent of the shareholders of the Company regarding each and every matter submitted to the shareholders of the Company for approval.

In addition, Mr. Alexander will be issued 10,000,000 shares of the Company's Common Stock, and will receive a salary of Five Thousand Dollars (\$5,000) per month and Ms. Sylvanus, Three Thousand Dollars (\$3,000) per month. Mr. Alexander will also be issued a Convertible Promissory Note in the amount of One Hundred Thousand Dollars (\$100,000).

Effective November 1, 2015, Mr. Bobby Cohen will serve as Chief Capital Purchase Architect for a newly created Capital Purchase Division, and Mr. Timothy Honeycutt will serve as Manager of Business Development of the Capital Purchase Division. Mr. Cohen will receive 50% of the profit for each contract sale for the new Capital Purchase Division. Further, Mr. Honeycutt will receive Three Thousand Dollars (\$3,000) per month as well as a Convertible Promissory Note in the amount of Seventy Five Thousand Dollars (\$75,000).

On November 1, 2015, 10,000,000 shares of the Company's Common Stock were issued to Mr. Timothy Honeycutt, in exchange for his acceptance as Manager of Business Development for the newly created Capital Purchase Division.

During October and November 2015, the Company's lenders converted \$135,748 of principal and accrued interest into 242,490,781 shares of common stock of the Company at various conversion rates per share.



**ITEM 6. EXHIBITS****Exhibits:**

Exhibit Number	Description of Exhibit	Filing
31.1	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to Rule 13a-14	Filed herewith.
32.1	CEO and CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act	Filed herewith.
101.INS	XBRL Instance Document	**
101.SCH	XBRL Taxonomy Extension Schema Document	**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	**
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document	**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	**
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	**

\*\* To filed by amendment

**SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Reve Technologies, Inc.**  
(Registrant)

Dated: November 23, 2015

By: /s/ Dennis Alexander  
Dennis Alexander, Chairman, Chief Executive Officer (Principal Executive Officer) and Director

Dated: November 23, 2015

By: /s/ Joanne Sylvanus  
Joanne Sylvanus, Chief Financial Officer (Principal Financial and Accounting Officer) Secretary and Director



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**OFFICER'S CERTIFICATE  
PURSUANT TO SECTION 302**

I, Dennis Alexander, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Reve Technologies, Inc. for the period ended September 30, 2015;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: November 23, 2015

By: /s/ Dennis Alexander

Name: Dennis Alexander

Title: Chief Executive Officer and Director (Principal Executive Officer)

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**OFFICER'S CERTIFICATE  
PURSUANT TO SECTION 302**

I, Joanne Sylvanus, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Reve Technologies, Inc. for the period ended September 30, 2015;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: November 23, 2015

By: /s/ Joanne Sylvanus

Name: Joanne Sylvanus

Title: Chief Financial Officer, Secretary and Director (Principal Financial Officer and Principal Accounting Officer)

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this Quarterly Report on Form 10-Q of Reve Technologies, Inc. (the "Company") for the period ended September 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, in the capacity and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: November 23, 2015

By: /s/ Dennis Alexander

Name: Dennis Alexander

Title: Chief Executive Officer and Director (Principal  
Executive Officer)

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this Quarterly Report on Form 10-Q of Reve Technologies, Inc. (the "Company") for the period ended September 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, in the capacity and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: November 23, 2015

By: /s/Joanne Sylvanus  
Name: Joanne Sylvanus  
Title: Chief Financial Officer, Secretary, and Director  
(Principal Financial Officer and Principal Accounting Officer)

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