

DEEP GREEN WASTE & RECYCLING, INC.
Unaudited Condensed Consolidated Financial Statements

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Deep Green Waste and Recycling, Inc.
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited)

	September 30, 2017	December 31, 2016
CURRENT ASSETS		
Cash	\$ 74,559	\$ 55,774
Accounts receivable , net of allowance for doubtful account of \$113,014 at September 30, 2017 and \$79,000 at December 31, 2016	567,173	338,004
Unbilled revenues	174,126	184,279
Prepaid expenses and other current assets	3,890	18,890
TOTAL CURRENT ASSETS	819,748	596,947
Fixed Assets, net	264,318	281,103
OTHER ASSETS		
Deposits	8,300	16,143
TOTAL OTHER ASSETS	8,300	16,143
TOTAL ASSETS	\$ 1,092,365	\$ 894,193
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable	\$ 1,863,284	\$ 1,367,734
Accrued expenses	40,217	-
Deferred compensation	69,707	46,015
Accrued interest	224,903	148,525
Deferred revenue	303,074	174,608
Shareholder loans	510,000	510,000
Short-term financing, net	416,338	390,923
Short-term capital lease	16,434	19,920
Customer deposits payable	72,059	36,857
TOTAL CURRENT LIABILITIES	3,516,016	2,694,582
LONG TERM LIABILITIES		
Long-term capital lease	1,362	19,029
TOTAL LONG TERM LIABILITIES	1,362	19,029
TOTAL LIABILITIES	3,517,378	2,713,611
Commitments and contingencies		
STOCKHOLDERS' DEFICIT:		
Common stock, \$.0001 par value; 250,000,000 shares authorized; 99,997,160 shares issued and 86,255,660 outstanding as of September 30, 2017 and December 31, 2016, respectively.	10,000	8,626
Preferred Stock, \$.0001 par value, 2,000,000 shares authorized; Zero and 2,000 shares issued and outstanding as of September 30, 2017 and December 31, 2016, respectively.	-	-
Additional paid-in capital	155,671	155,371
Accumulated deficit	(2,590,684)	(1,983,415)
TOTAL STOCKHOLDERS' DEFICIT	(2,425,013)	(1,819,418)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 1,092,365	\$ 894,193

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements

Deep Green Waste and Recycling, Inc.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(unaudited)

	<u>Three months ended September 30,</u>		<u>Nine months ended September 30,</u>	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
REVENUE, NET	\$ 2,396,373	\$ 2,063,843	\$ 6,609,069	\$ 5,577,250
COST OF REVENUE	<u>1,896,423</u>	<u>1,677,538</u>	<u>5,360,251</u>	<u>4,477,577</u>
GROSS PROFIT	<u>499,950</u>	<u>386,305</u>	<u>1,248,818</u>	<u>1,099,673</u>
OPERATING EXPENSES				
Selling, general and administrative	514,320	515,581	1,477,973	1,354,266
Professional and consulting	35,882	2,111	104,933	28,168
Bad debt	16,014	9,000	34,014	27,800
Depreciation and amortization	<u>11,855</u>	<u>10,545</u>	<u>59,927</u>	<u>52,493</u>
Total operating expenses	<u>578,071</u>	<u>537,237</u>	<u>1,676,847</u>	<u>1,462,727</u>
LOSS BEFORE OTHER INCOME (EXPENSE)	<u>(78,121)</u>	<u>(150,932)</u>	<u>(428,029)</u>	<u>(363,054)</u>
OTHER INCOME (EXPENSE)				
Gain/(loss) on disposal of fixed assets	-	4,099	-	4,099
Interest expense	(60,270)	(95,988)	(172,310)	(242,097)
Interest Income	35	12	35	28
Other Expense	<u>(4,776)</u>	<u>(85)</u>	<u>(6,965)</u>	<u>(85)</u>
Total other income/(expense)	<u>(65,011)</u>	<u>(91,962)</u>	<u>(179,240)</u>	<u>(238,055)</u>
NET LOSS	<u>\$ (143,132)</u>	<u>\$ (242,894)</u>	<u>\$ (607,269)</u>	<u>\$ (601,109)</u>
Net loss per common share:				
Loss per share, basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.01)
Weighted average common shares outstanding, basic and fully diluted	89,207,242	86,255,660	87,243,138	86,255,660

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Deep Green Waste and Recycling, Inc.
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT
(unaudited)

	Common Stock		Preferred Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid-in	Deficit	Shareholders'
					Capital		Deficit
Balance as of December 31, 2016	86,255,660	\$ 8,626	2,000	\$ -	\$ 155,371	\$ (1,983,415)	\$ (1,819,418)
Cancellation of Shares	(3,000,000)	(300)	-	-	300	-	-
Conversion of preferred stock to common stock warrants	-	-	(2,000)	-	-	-	-
Issuance of common shares for cash	3,441,500	344	-	-	-	-	344
Conversion of Notes Payable	13,300,000	1,330	-	-	278,000	-	279,330
Net liability assumed in reverse merger	-	-	-	-	(278,000)	-	(278,000)
Net Loss	-	-	-	-	-	(607,269)	(607,269)
Balance as of September 30, 2017	99,997,160	\$ 10,000	-	\$ -	\$ 155,671	\$ (2,590,684)	\$ (2,425,013)

The accompanying notes are an integral part of these condensed consolidated financial statements

Deep Green Waste and Recycling, Inc.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Nine months ended September 30, <u>2017</u>	Nine months ended September 30, <u>2016</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (607,269)	\$ (601,109)
Adjustments to reconcile net loss to net cash provided by/(used in) operating activities:		
Depreciation and amortization	59,927	52,493
Bad debt expense	34,014	9,000
Amortization of debt discount	25,533	41,518
Loss on disposal of fixed assets	5,951	4,099
Changes in assets and liabilities:		
Accounts receivable and unbilled revenue	(253,030)	(221,073)
Prepaid expenses	15,000	(44,615)
Deposits	7,843	(2,468)
Accounts payable	497,223	751,349
Accrued expenses	40,217	-
Deferred compensation	23,692	49,183
Accrued interest	76,378	68,141
Deferred revenue	128,467	(192,916)
Customer deposits payable	35,201	(14,722)
Net cash provided by/(used in) operating activities	<u>89,147</u>	<u>(101,118)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(49,093)	(212,839)
Net cash used in investing activities	<u>(49,093)</u>	<u>(212,839)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term financing	171,683	267,297
Payments on short-term financing	(171,800)	(264,994)
Payments of capital lease obligations	(21,153)	-
Advances from shareholder loans	-	275,000
Net cash provided by/(used in) financing activities	<u>(21,270)</u>	<u>277,303</u>
INCREASE (DECREASE) IN CASH	18,785	(36,654)
CASH - BEGINNING OF PERIOD	<u>55,774</u>	<u>132,488</u>
CASH - END OF PERIOD	<u>\$ 74,559</u>	<u>\$ 95,834</u>
Supplemental disclosure of cash flow information		
Cash paid during the year for:		
Interest	\$ 95,932	\$ 173,956
Income Taxes	\$ -	\$ -
Non-Cash investing and financing activities:		
Conversion of deferred compensation	\$ -	\$ 14,259
Fixed assets acquired through capital leases	\$ -	\$ 55,670

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements

Deep Green Waste and Recycling, Inc.
Notes to the Condensed Consolidated Financial Statements
September 30, 2017
(unaudited)

Note 1 – Organization and Significant Accounting Policies

Overview

Deep Green Waste and Recycling, Inc. (“We” or the “Company” or “Deep Green”) is a full-service waste & recycling company that manages services to and logistics for large commercial properties throughout the continental U.S. The Company serves retail malls and shopping centers, multi-family apartment and townhome communities, hospitals, hotels, correctional institutions, office parks and more. Our unique value proposition is in the design and execution of our end-to-end waste management program for our clients. Our programs not only save money on direct waste disposal and lower administrative costs, but they also provide income from direct recycling rebates. We have a presence in 35 states across the Midwestern, Southern and Eastern regions of the United States, and serve approximately 300 commercial customers.

On August 24, 2017, Critic Clothing, Inc., a Wyoming corporation (the “Company”), entered into a Merger Agreement (the “Merger Agreement”) with Deep Green Acquisition LLC, a Georgia limited liability company and wholly owned subsidiary of the Company (“Merger Sub”) and Deep Green Waste and Recycling, LLC, a privately held Georgia limited liability company (“Deep Green”). In connection with the closing of this merger transaction, Merger Sub merged with and into Deep Green (the “Merger”) on August 24, 2017, with the filing of Articles of Merger with the Georgia Secretary of State.

The Merger is being accounted for as a “reverse merger,” and Deep Green Waste and Recycling, Inc. is deemed to be the acquirer in the reverse merger. Consequently, the assets and liabilities and the historical operations that will be reflected in the unaudited condensed consolidated financial statements prior to the Merger will be those of Deep Green Waste and Recycling, Inc. and will be recorded at the historical cost basis of Deep Green Waste and Recycling, Inc., and the unaudited condensed consolidated financial statements after completion of the Merger will include the assets and liabilities of Deep Green Waste and Recycling, Inc., historical operations of Deep Green Waste and Recycling, Inc. and operations of the Company and its subsidiaries from the closing date of the Merger. As a result of the issuance of the shares of the Company’s common stock pursuant to the Merger, a change in control of the Company occurred as of the date of consummation of the Merger.

In addition, pursuant to the terms and conditions of the Merger Agreement:

- Each percentage of Deep Green’s outstanding membership interest was converted into the right to receive 850,000,000 shares (850,000 post reverse share split) of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), with partial percentage interests to receive appropriate percentages of such number, all of which shares of Common Stock were issued in exchange for the total outstanding membership interests in Deep Green for eighty five percent (85%) of the Company outstanding Common Stock on a fully diluted basis as of the Closing Date, or a total of 85,000,000,000 shares (85,000,000 post reverse share split) of Common Stock.
- Legacy shareholders of Critic Clothing, Inc received 4,697,102 shares (post reverse share split) of Deep Green common stock.
- Deep Green provided customary representations and warranties and closing conditions, including approval of the Merger by a majority of its voting percentage interests.

Also on August 24, 2017, the Company entered into an Agreement of Conveyance, Transfer and Assignment of Assets and Assumption of Obligations (the “Conveyance Agreement”) with a company controlled by our prior officer and director, John Figliolini. Pursuant to the Conveyance Agreement, the Company transferred all assets and business operations associated with its extreme sports apparel activities to Mr. Figliolini’s company. In exchange, Mr. Figliolini agreed to cancel 3,000,000,000 shares (post reverse share split) in the Company and to assume and cancel all liabilities relating to the Company’s former business, except for two convertible promissory notes held by Antevorta Capital Partners, Ltd. (“Antevorta”) in the aggregate principal amount of \$200,000, which remain with the Company.

As a result of the Purchase Agreement and Conveyance Agreement, Critic Clothing, Inc. is no longer pursuing its former business plan. Under the direction of the Company's newly appointed officers and directors, as set forth below, the Company is now a full-service waste & recycling company that manages services to and logistics for large commercial properties throughout the continental U.S.

Our majority shareholder and our board of directors approved an amendment to our Articles of Incorporation for the purpose of approving a reverse split of one to one thousand in which each shareholder will be issued one common share in exchange for every one thousand common shares of their currently issued common stock. Prior to approval of the reverse split we had a total of 99,997,102,862 issued and outstanding shares of common stock, par value \$0.001. On September 27, 2017, the effective date of the reverse split, we have a total of 99,997,102 issued and outstanding shares of common stock, par value \$0.0001. New stock certificates will be issued upon surrender of the shareholders' old certificates. All common share amounts presented have been retroactively adjusted for the reverse stock split.

In addition, our board of directors and majority shareholders approved a name change to Deep Green Waste and Recycling, Inc. In connection with the reverse split and name change we have submitted the required information to FINRA and received a market effective date of September 27, 2017. Our common stock was quoted under the symbol "CRTCD" for a period of 20 trading days. Our common stock will be traded under the symbol "DGWR" that more resembles our new name. On September 12, 2017, The Deep Green Waste and Recycling, Inc. Board of Directors approved and adopted a resolution to reduce the number of authorized common shares from 110,000,000,000 to 250,000,000.

Prior to the merger on June 26, 2017, Critic Clothing, Inc. entered into a conversion agreement with Saint James Capital Management LLC and agreed to convert 2,000,000 shares (2,000 shares post reverse share split) of the Company's preferred stock held by Saint James into a warrant to purchase 5,000,000 shares of the Company's common stock at \$0.30 per share. Subsequent to the merger, the Deep Green Board of Directors approved a reduction of the warrant exercise price from \$0.30 to \$0.20. These are three year warrants that will expire on June 25, 2020.

Liquidity, Going Concern and Uncertainties

The unaudited condensed consolidated financial statements have been prepared in conformity with generally accepted accounting principles, which contemplate continuation of the Company as a going concern. To date, the Company's operations have not generated sufficient revenues to enable profitability. As of September 30, 2017, the Company had a stockholders' deficit of \$2,425,013 and has incurred net losses of \$607,269 and \$601,109 for the nine months ended September 30, 2017 and 2016, respectively. Based on the current projections, management believes that the existing cash at September 30, 2017 will not be sufficient to fund operations for at least the next twelve months following the issuance of these financial statements. These factors raise substantial doubt regarding the Company's ability to continue as a going concern.

The Company's continued operations will depend on its ability to raise additional capital through various potential sources, such as equity and/or debt financings and/or other strategic relationships. Management is actively pursuing financing, but can provide no assurances that such financing will be available on acceptable terms, or at all. Without this funding, the Company could be required cut operating costs and other initiatives required to reach profitability, which would likely have a material adverse effect on the Company.

The unaudited condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America ("US GAAP"), for interim financial information and all the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, these unaudited condensed financial statements do not include all information or notes required by generally accepted accounting principles for annual financial statements and should be read in conjunction with the Company's 2016 annual audited financial statements.

Use of Estimates

The preparation of the unaudited condensed consolidated financial statements 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 dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates. Certain of our estimates, including evaluating the collectability of accounts receivable, could be affected by external conditions, including those unique to our industry, and general economic conditions. It is possible that these external factors could have an effect on our estimates that could cause actual results to differ from our estimates. In the opinion of management, the unaudited condensed financial statements included herein contain all adjustments necessary to present fairly the Company's financial position and the results of its operations and cash flows for the interim periods presented. Such adjustments are of a normal recurring nature. The results of operations for the nine months ended September 30, 2017 may not be indicative of results for the full year.

Cash

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. At times, the Company's cash balances may exceed the current insured amounts under the Federal Deposit Insurance Corporation. There were no accounts that exceeded federally insured limits at September 30, 2017 and December 31, 2016.

Accounts Receivable

Accounts receivable are carried at their estimated collectible amounts. Trade accounts receivable are periodically evaluated for collectability based on past credit history with customers and their current financial condition. The Company had an allowance for doubtful accounts of \$113,014 and \$79,000 as of September 30, 2017 and December 31, 2016, respectively.

Impairment of Long-Lived Assets

The Company's long-lived assets (consisting primarily of the fixed assets) are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the undiscounted future net cash flows expected to be generated by that asset. If the carrying amount of an asset exceeds its estimated future undiscounted cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Through September 30, 2017, the Company had not experienced impairment losses on its long-lived assets.

Advertising Costs

The Company expenses the cost of advertising and promotions as incurred. Advertising and promotions expense was \$928 and \$19,208 for the nine ended September 30, 2017 and 2016, respectively.

Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and amortization. Routine maintenance and repairs and minor replacement costs are charged to expense as incurred, while expenditures that extend the life of these assets are capitalized. Depreciation and amortization are provided for in amounts sufficient to write off the cost of depreciable assets to operations

over their estimated service lives. The Company uses the straight-line method of depreciation method for both financial reporting and tax purposes. Upon the sale or retirement of property and equipment, the cost and related accumulated depreciation and amortization will be removed from the accounts and the resulting profit or loss will be reflected in the statement of income. The estimated lives used to determine depreciation and amortization are:

Software	2-3 years
Furniture and fixtures	7 years
Compactor	5 years
Leasehold improvements	6 years

Construction in Progress (CIP) is not depreciated until it is place in service.

Leases

We lease fixed assets in the ordinary course of our business. Our most significant lease obligations are for fixed assets specific to our industry. Our leases have varying terms. Some may include renewal or purchase options, escalation clauses, restrictions, penalties or other obligations that we consider in determining minimum lease payments. The leases are classified as either operating leases or capital leases, as appropriate.

Deferred Financing Policy

The Company presents deferred financing costs in the balance sheet as a direct deduction from the related debt liability rather than as an asset. Amortization of the costs is reported as interest expense.

Capital Leases

Assets under capital leases are capitalized using interest rates determined at the inception of each lease and are depreciated over either the useful life of the asset or the lease term, as appropriate, on a straight-line basis. The present value of the related lease payments is recorded as a debt obligation.

Revenue Recognition

The Company recognizes revenue in accordance with ASC 605, Revenue Recognition. ASC 605 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery of product has met the criteria established in the arrangement or services rendered; (3) the fee is fixed and determinable; and (4) collectability is reasonably assured. This occurs when the services are completed in accordance with the contracts we have with clients. In connection with our products and services arrangements, when we are paid in advance, these amounts are classified as deferred revenue and recognized as revenue in the period the services were performed. For managed service fees, we require that payment be received on the first day of the service month. For repairs, maintenance and construction open-top services, we bill in arrears and include those billings in unbilled revenue on the accompanying balance sheets. Certain revenue-producing transactions are subject to taxes, such as sales tax, assessed by governmental authorities. Sales tax is recorded as a liability until it is paid to the state agency for which the services were collected.

Deferred Revenue

Prepayments from customers before the period in which service is delivered are recorded as deferred revenue.

Fair Value Measurements

The Company adopted the provisions of ASC Topic 820, “Fair Value Measurements and Disclosures”, which defines fair value as used in numerous accounting pronouncements, establishes a framework for measuring fair value and expands disclosure of fair value measurements.

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes three levels of inputs that may be used to measure fair value:

Level 1 — quoted prices in active markets for identical assets or liabilities

Level 2 — quoted prices for similar assets and liabilities in active markets or inputs that are observable

Level 3 — inputs that are unobservable (for example cash flow modeling inputs based on assumptions)

The fair value of the Company’s current assets and current liabilities approximate their carrying values due to their short-term nature.

Income Taxes

We record a provision for income taxes for the anticipated tax consequences of the reported results of operations using the asset and liability method. Under this method, we recognize deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial reporting and tax basis of assets and liabilities, as well as for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using the tax rates that are expected to apply to taxable income for the years in which those tax assets and liabilities are expected to be realized or settled. We record a valuation allowance to reduce our deferred tax assets to the net amount that we believe is more likely than not to be realized.

We recognize tax benefits from uncertain tax positions only if we believe that it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. Although we believe that we have adequately reserved for our uncertain tax positions, we can provide no assurance that the final tax outcome of these matters will not be materially different. We make adjustments to these reserves when facts and circumstances change, such as the closing of a tax audit or the refinement of an estimate. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will affect the provision for income taxes in the period in which such determination is made and could have a material impact on our financial condition and operating results.

Recent Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2016-02, *Leases* (Topic 842). ASU 2016-02 impacts any entity that enters into a lease with some specified scope exceptions. The new standard establishes a right-of-use (ROU) model that requires the lessee to record a ROU asset and lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either a finance or operating, with classification affecting the pattern of expense recognition in the statement of operations. The guidance updates and supersedes Topic 840, *Leases*. For public entities, ASU 2016-02 is effective for fiscal years, and interim periods with those years, beginning after December 15, 2018 and early adoption is permitted. A modified retrospective transition approach is required for leases existing at, or entered into after the beginning of the earliest comparative period presented in the financial

statements, with certain practical expedients available. The Company has not yet implemented this guidance. However, based on the Company's current operating lease arrangements, the Company does not expect adoption of this standard to have a material impact on its financial statements based on current obligations.

In August 2016, the FASB issued ASU No. 2016-15, *Statement of Cash Flows (Topic 230)*. This standard addresses the classification of eight specific cash flow issues with the objective of reducing the existing diversity in practice. ASU 2016-15 will be effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years, with early adoption permitted. We are currently evaluating the impact of this new guidance on our consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, *Intangibles – Goodwill and Other (Topic 350)*. This standard simplifies how an entity is required to test for goodwill impairment. ASU 2017-04 will be effective for annual or interim goodwill impairment tests in fiscal years beginning after December 15, 2019, with early adoption permitted after January 1, 2017. We are currently evaluating the impact of this new guidance on our consolidated financial statements.

Note 3 – FIXED ASSETS

Fixed assets consist of the following:

	<u>September 30, 2017</u>	<u>December 31, 2016</u>
Software	\$ 91,130	\$ 87,708
Office equipment	58,650	56,947
Furniture and fixtures	4,574	4,574
Compactors	99,638	55,670
Remote monitors for compactors, CIP	143,403	149,354
Leasehold improvements	<u>2,100</u>	<u>2,100</u>
	399,495	356,353
Less accumulated depreciation and amortization	(135,177)	(75,250)
Fixed assets, net	<u>\$ 264,318</u>	<u>\$ 281,103</u>

NOTE 4 – LEASE COMMITMENT

Our principal executive offices are located at 3225 Shallowford Road, Suite 1020, Marietta, Georgia 30062. Our leased premises are 4,500 square feet and are utilized for corporate business offices. Our premises are subject to a lease agreement expiring September 30, 2018.

NOTE 5 - SHORT-TERM FINANCING

	September 30, 2017	December 31, 2016
Advanced Energy Capital - factored receivables	\$ 77,707	\$ 111,051
Advanced Energy Capital - Merchant cash advance	210,078	166,500
Tirante Finance, LTD - note payable	52,958	199,965
Torey Gault - note payable	16,655	-
Mantag note payable	20,000	-
Haubert note payable	30,000	-
Maner note payable	25,000	-
Beckham note payable	20,000	-
Williams note payable	25,000	-
	<u>477,398</u>	<u>477,516</u>
Less original issue discount	<u>(61,060)</u>	<u>(86,593)</u>
Short-term financing, net	<u>\$ 416,338</u>	<u>\$ 390,923</u>

2017

On January 13, 2017, the company issued a secured note with Torey Gault in the aggregate principal amount of \$49,800 at an original issue discount amount of \$47,428. The company issued to the purchaser a two-year option to purchase zero point one nine percent (0.19%) of the company's membership units for \$190. This option was exercised immediately. This note is secured by the assets of the company and personally guaranteed by the President, Bill Edmonds. The term of the note shall be one year and the face amount of the note is \$ 49,800. Payments will be made in 12 equal monthly payments of \$4,726 with an interest rate of 16%.

On July 27, 2017, the Company issued notes to the following parties with the respective face values: Chris and Lindsay Montag, \$20,000, Virginia Haubert, \$30,000, Josh Beckham, \$20,000, Jonja Maner, \$25,000 and Mary Williams, \$25,000. These are 12 month notes with an annual interest rate of 12%. The notes are secured by accounts receivable or cash balances of Deep Green.

On September 7, 2017, Deep Green and AEC amended their factoring agreement so that the Maximum Outstanding balance from Deep Green to AEC moved from \$500,000 to \$775,000. Accordingly, the calculation for the Minimum Monthly Commission was also amended to reflect the new aggregate advance maximum of \$775,000.

On September 15, 2017, the Company and AEC amended their factoring agreement to allow Deep Green to extend the period for repayment of existing chargeback invoices. The total invoices covered by this amendment is \$210,078, which included \$21,649 in liquidated damages. Repayment terms require weekly payments of \$5,600 for a period of 28 weeks. The first payment was made on October 5, 2017.

2016

On May 5, 2016, the Company into an agreement with Life Capital that advanced cash of \$225,000 based on \$303,500 of future receivables. The first daily payment of \$1,400 was paid on May 10, 2016. The imputed interest rate was 41% and the term was 10 months. This note was personally guaranteed by the President, Bill Edmonds. This facility was replaced by the Advanced Energy Capital financing agreement entered into on December 16, 2016.

On May 19, 2016, the Company entered a financing agreement with KCG Capital that advanced cash of \$175,000 based on \$241,500 of future receivables. The first daily payment of \$2,012 was paid on May 23, 2016. The imputed interest rate was 114%. This note was personally guaranteed by the CEO, Bill Edmonds. This facility was replaced by the Advanced Energy Capital financing agreement entered into on December 16, 2016.

On September 20, 2016, the Company entered a financing agreement with Global Merchant Cash that advanced cash of \$200,000 based on \$274,000 of future receivables. The first daily payment of \$1,957 was paid on September 20, 2016. The imputed interest rate was 111%. This note was personally guaranteed by the CEO, Bill Edmonds. This facility was replaced by the Advanced Energy Capital financing agreement entered into on December 16, 2016.

On December 16, 2016, the Company entered a 1st position financing agreement with Advanced Energy Capital (AEC) that factored, with recourse, their current accounts receivables which funded initially at \$303,455, with an original debt discount (“OID”) of \$33,850. As of September 30, 2017, the facility settled at 77,707. AEC charges a factoring commission (the “Factoring Commission”) which is deducted from the face value of each account upon collection. The Factoring Commission, which is based on the number of days an Account is outstanding from the date of such invoice issuance, is as follows: 1.89% of the face value of each invoice purchased under the facility (each, a “Purchased Account”) and, after the 30th day, an additional 0.66% for every 10-day period (or any part thereof) an invoice remains outstanding and, after the 80th day, an additional 0.95% of the face value of each invoice purchased for every 10-day period (or any part thereof) an invoice remains outstanding. In all instances, the Factoring Commission is subject to adjustment in order to take the Minimum Monthly Fees into account. Minimum Monthly Fee is any amount by which the aggregate dollar amount of the factoring discount earned in any month (prorated for partial months) is less than the Minimum Monthly Commission, which Minimum Monthly Fee accrues and is paid by Deep Green on the first Business Day of the following month. “Minimum Monthly Commission” is the aggregate dollar amount of the factoring discount which the AEC would have earned if AEC had Purchased Accounts with an aggregate Face Amount of \$500,000 during any one (1) calendar month period such that a Factoring Commission of 3.87% is applied to the difference between the actual factored amount of Purchased Accounts in the given month and the minimum volume of \$500,000 per month hereunder.

Upon AEC’s receipt and acceptance of each Assignment, AEC pays to Deep Green up to eighty-five percent (85.0%) of the face value of the Accounts therein described on an ongoing basis, with the initial purchase hereunder consisting of 90% of the face value of eligible Accounts on current invoices up to 30 days from invoice date, 85% on eligible Accounts between 31 and 60 days from invoice date, 80% on those 61 to 90 days and up to 75% for eligible Accounts aged between 91 and up to 120 days from invoice date. Notwithstanding anything to the contrary contained in this Agreement, the maximum outstanding balance of Deep Green to AEC is Five Hundred Thousand (\$425,000) Dollars (the “Maximum Advance”).

AEC holds in reserve the difference between the Purchase Price and the Advance (the “Reserve”) and, provided there are no outstanding chargebacks or disputes, will pay to Deep Green, the Reserve, less any sums due AEC hereunder, five (5) Business Days from the date on which the Accounts have been collected in full in good funds, or have been charged back and/or deemed collected by AEC due to an Account Debtor’s Insolvency (as defined in Section 6). For purposes of this Agreement, the term, “Business Day”, shall mean any day which is not a Saturday, Sunday or other day on which national banks are authorized or required to be closed. For all purposes under this Agreement, Clearance Days (defined as 3 banking days) is added to the date on which AEC receives any payment.

On December 16, 2016, AEC purchased additional future receivables of Deep Green and advanced cash of \$125,000 based on \$169,000 of future receivables less OID of \$44,000. The first weekly payment of \$2,500 was paid in the last week of 2016. After 6 weekly payments of \$2,500, the weekly payment will increase to \$5,300 and continued through August 22, 2017. The imputed interest rate is annualized at 46.9%.

On December 19, 2016, we issued a note payable to Tirante Finance, LTD in the amount of \$200,000 at an annual interest rate of 16%. This agreement has an incentive option where the lender can purchase 0.62% membership interest in Deep Green for \$620. At September 30, 2017, the balance due on the loan was 104,046 less OID of \$5,000. This note will be paid in the 12 equal monthly installments of \$18,125, with the final payment on December 20, 2017. This note is personally guaranteed by the CEO, Bill Edmonds.

NOTE 6 – SHAREHOLDERS’ LOANS

	September 30, 2017	December 31, 2016
Note Payable, Interest rate 12%, due on demand	\$ 22,500	\$ 22,500
Note Payable, Interest rate 12%, due on demand	22,500	22,500
Note Payable, Interest rate 20%, due on demand	25,000	25,000
Note Payable, Interest rate 20%, due on demand	25,000	25,000
Note Payable, Interest rate 20%, due on demand	30,000	30,000
Note Payable, Interest rate 20%, due on demand	110,000	110,000
Note Payable, Interest rate 20%, due on demand	25,000	25,000
Note Payable, Interest rate 20%, due on demand	50,000	50,000
Note Payable, Interest rate 20%, due on demand	200,000	200,000
	<u>\$ 510,000</u>	<u>\$ 510,000</u>

On July 25, 2012, the Company issued a note payable to a member in the amount of \$22,500 at an annual rate of 12%. At December 31, 2016 and September 30, 2017, the balance due on the loan was \$22,500. This note is due on demand.

On July 25, 2012, the Company issued a note payable to a member in the amount of \$22,500 at an annual rate of 12%. At December 31, 2016 and September 30, 2017, the balance due on the loan was \$22,500. This note is due upon demand.

On April 27, 2013, the Company issued a note payable to a member in the amount of \$25,000 at an annual interest rate of 20%. At December 31, 2016 and September 30, 2017, the balance due on the loan was \$25,000. This note is due on demand.

On September 27, 2013, the Company issued a note payable to a member in the amount of \$25,000 at an annual interest rate of 20%. At December 31, 2016 and September 30, 2017, the balance due on the loan was \$25,000. This note is due on demand.

On January 22, 2014, the Company issued a note payable to a member in the amount of \$30,000 at an annual interest rate of 20%. At December 31, 2016 and September 30, 2017, the balance due on the loan was \$30,000. This note is due on demand.

On December 20, 2015, the Company issued a note payable to a member in the amount of \$110,000 at an annual interest rate of 20%. At December 31, 2016 and September 30, 2017, the balance due on the loan was \$110,000. This note is due on demand.

On January 17, 2016, the Company issued a note payable to a member in the amount of \$25,000 at an annual interest rate of 20%. At December 31, 2016 and September 30, 2017, the balance due on the loan was \$25,000. This note is due on demand.

On January 25, 2016, the Company issued a note payable to a member in the amount of \$200,000 at an annual interest rate of 20%. At December 31, 2016 and September 30, 2017, the balance due on the loan was \$200,000. This note is due on demand.

On March 9, 2016, the Company issued a note payable to a member in the amount of \$50,000 at an annual interest rate of 20%. At December 31, 2016 and September 30, 2017, the balance due on the loan was \$50,000. This note is due on demand.

NOTE 7 – LEASE OBLIGATIONS PAYABLE

The Company leases equipment under leases classified as capital leases. The leased equipment is amortized on a straight-line basis over 5 years. The total cost of the equipment is \$99,600. Total payments made to date are 81,804. Implied interest rate is 28.19%. Total accumulated depreciation related to the leased equipment is \$46,326 at September 30, 2017. The following is a schedule showing the current and long term portion.

Nine months ended September 30, 2017

Current portion	\$	16,434
Long-term portion		<u>1,362</u>
Total	\$	<u><u>17,796</u></u>

NOTE 8- CONCENTRATION OF REVENUE

For the nine months September 30, 2017, the Company had three customers that accounted for 22%, 17% and 13% of revenue. For the nine months ended September 30, 2016, the Company had three customers that accounted for 25%, 19%, and 10% of revenue, respectively. As of September 30, 2017, two customers accounted for 37%, and 10% of accounts receivable and as of December 31, 2016, two customers accounted for 59% and 14% of accounts receivable, respectively.

NOTE 9-NET LOSS PER SHARE

The Company accounts for and discloses net loss per share in accordance with FASB ASC Topic 260, *Earnings Per Share*. Basic net loss per common share is computed by dividing the net loss attributable to common stockholders by the weighted average number of common shares outstanding. Diluted net loss per share is computed by dividing the net loss attributable to common stockholders by the weighted average number of shares that would have been outstanding during the period assuming the issuance of common shares for all potential dilutive common shares outstanding. Potential common shares consist of shares issuable upon the exercise of warrants. For the nine months ended September 30, 2017, 5,000,000 common stock warrants are outstanding but are considered anti-dilutive due to the net loss.

NOTE 10- RELATED PARTY

Cobalt Steel is a compactor rental company wholly owned by the CEO, Bill Edmonds. Cobalt Steel owns and rents 7 compactors to Deep Green. Total Monthly rental payments paid to Cobalt equal \$3,150.

NOTE 11 - EMPLOYMENT AGREEMENTS AND DEFERRED COMPENSATION

On January 1, 2016, the Company entered into an agreement with David A. Bradford as Chief Operating Officer. In connection with his appointment, the Company and Mr. Bradford entered into a written employment agreement (the "Employment Agreement") for an initial five-year term, which provides for the following compensation terms for Mr. Bradford. Pursuant to the Employment Agreement, Mr. Bradford will receive a base salary of \$108,000 per year, subject to increase of not less than 10% per year. The Company (i) shall remit payment of Eighty Four Thousand Dollars (\$84,000) of the Base Salary; and (ii) shall defer payment of Twenty Four Thousand Dollars (\$24,000) of the Base Salary, in a proportionate basis and allocated over each payment of the Base Salary so remitted (the "Deferred Base Salary"). The Deferred Base Salary shall earn seven percent (7%) simple interest per annum until paid in full. The Executive, in his sole and absolute discretion, shall determine when and how the Deferred Base Salary shall be paid, without limitation; and may also elect to acquire additional ownership interest in the Company in exchange for all or any portion of the Deferred Base

Salary then outstanding, at the lesser of (i) the then-current value of the ownership interest in the Company; or (ii) the price at which ownership interest in the Company was most recently purchased by any party, including the Company. Mr. Bradford is eligible for a cash bonus equal to 1.5% of Adjusted EBITDA over \$2,000,000 at the end of each respective annual period. As an inducement to the Executive to enter into this Agreement, the Company hereby grants the Executive an initial three and one-half percent (3.5%) ownership interest in the Company. In addition, the executive has the right to purchase equity at the most recently traded rate. In 2016, the executive converted \$19,947 of deferred compensation to 4.76% members' equity.

In addition, the Employment Agreement also provides for certain payments and benefits in the event of a termination of his employment under specific circumstances. If, during the term of the Employment Agreement, his employment is terminated by the Company other than for "cause," death or disability or by Mr. Bradford for "good reason" (each as defined in the Employment Agreement), he would be entitled to (1) continuation of his base salary at the rate in effect immediately prior to the termination date for the remainder of the term, and (2) any Incentive Bonus as defined by the Employment Agreement.

On January 1, 2016, the Company entered into an agreement with Bill Edmonds as Managing Member, President and Chief Financial Officer. Mr. Edmonds became Chief Executive Officer of the Company in 2011. In connection with his appointment, the Company and Mr. Edmonds entered into a written employment agreement (the "Employment Agreement") for an initial five-year term, which provides for the following compensation terms for Mr. Edmonds. Pursuant to the Employment Agreement, Mr. Edmonds will receive a base salary of \$200,000 per year, subject to increase of not less than 10% per year. The Company (i) shall remit payment of One Hundred Ninety Thousand Dollars (\$160,000) of the Base Salary; and (ii) shall defer payment of Forty Thousand Dollars (\$40,000) of the Base Salary, in a proportionate basis and allocated over each payment of the Base Salary so remitted (the "Deferred Base Salary"). The Deferred Base Salary shall earn seven percent (7%) simple interest per annum until paid in full. The Executive, in his sole and absolute discretion, shall determine when and how Deferred Base Salary shall be paid, without limitation; and may also elect to acquire additional ownership interest in the Company in exchange for all or any portion of the Deferred Base Salary then outstanding, at the lesser of (i) the then-current value of the ownership interest in the Company; or (ii) the price at which ownership interest in the Company was most recently purchased by any party, including the Company. Mr. Edmonds is eligible for a cash bonus equal to 2.5% of Adjusted EBITDA over \$2,000,000 at the end of each respective annual period.

In addition, the Employment Agreement also provides for certain payments and benefits in the event of a termination of his employment under specific circumstances. If, during the term of the Employment Agreement, his employment is terminated by the Company other than for "cause," death or disability or by Mr. Edmonds for "good reason" (each as defined in the Employment Agreement), he would be entitled to (1) continuation of his base salary at the rate in effect immediately prior to the termination date for the remainder of the term, and (2) any Incentive Bonus as defined by the Employment Agreement.

For the nine months ended September 30, 2017 and 2016, no bonuses were earned by either executive.

NOTE 11- SUBSEQUENT EVENTS

Financing

On October 19, 2017, the Company issued a convertible note payable to John Figliolini for \$50,000 at an annual interest rate of 12%. The note will be interest only for the first six months after issuance with principle payments beginning in month 7 for 24 equal monthly payments. At any time prior to repayment of the note, Mr. Figliolini may convert the principal and accrued interest into Deep Green securities at a cost of \$0.20 per share. At the same time, 25,000 common stock purchase warrants were issued to Mr. Figliolini. These warrants carry a three-year term with an exercise price of \$0.175 per share.

On October 17, 2017, the Company issued a convertible note payable to Torey Jean Gault for \$50,000 at an annual interest rate of 12%. The note will be interest only for the first six months after issuance with principle payments beginning in month 7 for 24 equal monthly payments. At any time prior to repayment of the note, Mr. Gault may convert the principal and accrued interest into Deep Green securities at a cost of \$0.20 per share. At the same time, 25,000 common stock purchase warrants were issued to Mr. Gault. These warrants carry a three-year term with an exercise price of \$0.175 per share.

On October 19, 2017, the Company issued a convertible note payable to Anna and Michele Castoro for \$50,000 at an annual interest rate of 12%. The note will be interest only for the first six months after issuance with principle payments beginning in month 7 for 24 equal monthly payments. At any time prior to repayment of the note, Ms' Castoro may convert the principal and accrued interest into Deep Green securities at a cost of \$0.20 per share. At the same time, 25,000 common stock purchase warrants were issued to Ms' Castoro. These warrants carry a three-year term with an exercise price of \$0.175 per share.

On October 20, 2017, the Company issued a convertible note payable to White Crest Assets LLC for \$400,000 at an annual interest rate of 12%. The note will be interest only for the first six months after issuance with principle payments beginning in month 7 for 24 equal monthly payments. At any time prior to repayment of the note, White Crest Assets may convert the principal and accrued interest into Deep Green securities at a cost of \$0.20 per share. At the same time, 400,000 common stock purchase warrants were issued to White Crest Assets. These warrants carry a three-year term with an exercise price of \$0.175 per share.

On October 18, 2017, the Company issued a convertible note payable to Tirante Finance Ltd. for \$850,000 at an annual interest rate of 12%. The note will be interest only for the first six months after issuance with principle payments beginning in month 7 for 24 equal monthly payments. At any time prior to repayment of the note, White Crest Assets may convert the principal and accrued interest into Deep Green securities at a cost of \$0.20 per share. At the same time, 425,000 common stock purchase warrants were issued to White Crest Assets. These warrants carry a three-year term with an exercise price of \$0.175 per share.

Acquisition

On October 26, 2017, the Company acquired Compaction and Recycling Equipment Inc. ("CARE"), a private company, for \$616,890 in cash. Capital obtained through the convertible notes mentioned above were used to finance this acquisition. CARE has been in business since 1977 and designs, engineers, fabricates, installs, finances or rents and services waste equipment.

On October 30, 2017, the Company acquired Columbia Financial Services Inc. ("CFSI"), a private company, for \$418,110 in cash. Capital obtained through the convertible notes mentioned above were used to finance this acquisition. CARE and CFSI were under common ownership prior to acquisition by Deep Green.

The remaining proceeds from the note issuances were used to fund working capital.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Deep Green Waste and Recycling, Inc. is a full-service waste & recycling company that manages services to and logistics for large commercial properties throughout the continental U.S. The Company serves retail malls and shopping centers, multi-family apartment and townhome communities, hospitals, hotels, correctional institutions, office parks and more. Our unique value proposition is in the design and execution of our end-to-end waste management program for our clients. Our programs not only save money on direct waste disposal and lower administrative costs, but they also provide income from direct recycling rebates. We have a presence in 35 states across the Midwestern, Southern and Eastern regions of the United States, and serve approximately 300 commercial customers.

Highlights

During the last nine months, the Company focused on the following areas:

- Expanding its geographical coverage within the United States
- Going public through a reverse merger with the goal of developing additional sources of financing and improving Company visibility to the investor community
- Improving its cost structure and operating margins

Results of Operations for the Three and Nine Months Ended September 30, 2017 compared to the Three and Nine Months Ended September 30, 2016.

Results of Operations – For the three months ended September 30, 2017 the Company had a net loss from continuing operations before income taxes of (\$143,132) compared to a loss of (\$242,894) for the three months ended September 30, 2016. For the nine months ended September 30, 2017 the Company had a net loss of (\$607,269) compared to a loss of (\$601,109) for the nine months ended September 30, 2016. These changes are due primarily to increased revenues offset by higher operating expenses and lower interest costs.

Total Revenues - For the three months ended September 30, 2017 and 2016, the Company had total sales of \$2,396,373 and \$2,063,843, respectively. For three months ended September 30, 2017, revenues increased by 16% or \$332,530 due to an increase in total number of properties served aided by increase in sales and marketing expenses. For the nine months ended September 30, 2017 and 2016, the Company had total sales of \$6,609,069 and \$5,572,250, respectively. For nine months ended September 30, 2017, revenues increased by 19% or \$1,028,819 due to an increase in total number of properties served aided by increase in sales and marketing expenses.

Gross Margins- For the three months ended September 30, 2017 and 2016, the Company had total gross margins of \$499,950 and 21% and \$386,305 and 19%, respectively. For three months ended September 30, 2017 margins increased primarily due to an increased focus on profitable properties. For the nine months ended September 30, 2017 and 2016, the Company had total sales of \$1,248,818 or 19% and \$1,009,673 or 20%, respectively.

Operating Expenses- For the three months ended September 30, 2017 operating expenses increased approximately \$40,834 and 8% compared to the three months ended September 30, 2016. For the nine months ended September 30, 2017, operating expenses increased 15% and \$214,120 over the nine months ended September 30, 2016. This increase primarily reflects increased personnel costs up \$245,912 and professional and consulting expenses, up \$76,765 offset by lower travel costs, down \$68,483. Higher personnel costs are due primarily to adding staff to prepare for growth. The higher professional and consulting costs are the result of costs incurred to prepare for Deep Green to go public.

Interest Income/Expense- For the three months ended September 30, 2017 and 2016, the Company had total interest expenses of \$60,270 and \$95,988, respectively. For three months ended September 30, 2017 lower interest expenses of \$35,718 and 37% resulted primarily for obtaining more favorable financing arrangements and partners. For the nine months ended September 30, 2017 and 2016, the Company had interest expenses of \$172,310 and \$242,097, respectively. For nine months ended September 30, 2017, interest expenses decreased by 29% or \$69,787 due to obtaining more favorable financing arrangements and partners.

Liquidity and Capital Resources

Net cash provided by operating activities was \$89,147 for the nine months ended September 30, 2017 compared to \$101,118 used in operating activities for the same period in 2016. For the nine months ended September 30, 2017, net cash provided by operating activities consisted primarily of an increase in deferred revenue resulting from early payments by customers.

Net cash used in investing activities was \$49,093 for the nine months ended September 30, 2017 compared to \$212,839 used for the same period in 2016. For the nine months ended September 30, 2017, net cash used for investing activities consist primarily of purchase of compactors and software enhancements. For the nine months ended September 30, 2016, net cash used for investing activities consist primarily of investments in our compactor pressure monitoring devices or Phd's. of \$115,475, capitalized compactor leases of \$55,670, and software of \$29,935.

For the nine months ended September 30, 2017, cash provided by financing activities of \$21,270 resulted from payments on short-term financing and on capital leases, offset by proceeds from short-term financing. Net cash provided by financing activities for the nine months ended September 30, 2016 amounted to \$430,699 primarily from proceeds on short-term financing and loans from members.

We have a history of operating losses as we have focused on building and growing our portfolio. The Company's condensed consolidated financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has never been profitable and has incurred operating losses and negative operating cash flows since inception. For the nine months ended September 30, 2016 the Company recorded a net loss of \$601,109 and used

approximately \$268,773 of cash in operating activities. For the nine months ended September 30, 2017, the Company recorded a net loss of \$607,269 and \$87,474 of cash was provided by operating activities.

As of September 30, 2017, the Company had \$74,559 in cash to fund its operations. The Company does not believe its current cash balance will be sufficient to allow the Company to fund its planned operating activities for the next 12 months. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations or substantially curtail some of its planned activities. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and classification of liabilities should the Company be unable to continue as a going concern.

As the Company continues to incur losses, achieving profitability is dependent on achieving a level of revenues adequate to support the Company's cost structure. The Company may never achieve profitability, and unless and until it does, the Company will continue to need to raise additional capital. Management intends to fund future operations through additional private or public equity offering and may seek additional capital through arrangements with strategic partners or from other sources. There can be no assurances, however, that additional funding will be available on terms acceptable to the Company, or at all. Any equity financing may be dilutive to existing shareholders.

Cautionary Note Regarding Forward-Looking Statements

This report includes forward-looking statements including statements regarding future equity offerings, cash flow deficits and liquidity. The words "believe", "may", "estimate", "continue", "anticipate", "intend", "should", "plan", "could", "target", "potential", "is likely", "expect" and similar expressions, as they relate to us, are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs.

The results anticipated by any or all of these forward-looking statements might not occur. Important factors that could cause actual results to differ from those forward-looking statements include the strength of the waste management market, unanticipated events which adversely impact our growth strategies. We undertake no obligation to publicly update or revise any forward-looking statements, whether as the result of new information, future events, or otherwise.

Critical Accounting Policies and Estimates

The preparation of condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Notes to the condensed consolidated financial statements describes the significant accounting policies and methods used in the preparation of the condensed consolidated financial statements. Estimates are used for, but not limited to, contingencies and taxes. Actual results could differ materially from those estimates. The following critical accounting policies are impacted significantly by judgments, assumptions, and estimates used in the preparation of the condensed consolidated financial statements.