

**WHEREVERTV BROADCASTING CORPORATION**

**QUARTERLY DISCLOSURE STATEMENT**

**FOR THE QUARTER ENDED SEPTEMBER 30, 2017**

## **OTC Pink Basic Disclosure Guidelines**

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

WhereverTV Broadcasting Corporation

### **2) Address of the issuer's principal executive offices**

Company Headquarters  
11390 Palm Beach Boulevard  
Suite 302  
Ft. Myers, FL 33905  
Phone: (855) 943-7383  
Email: [info@wherever.tv](mailto:info@wherever.tv)  
Website(s): [www.wherever.tv](http://www.wherever.tv)

IR Contact: None

### **3) Security Information**

Trading Symbol: TVTV  
Exact title and class of securities outstanding: Common  
CUSIP: 96328X100  
Par or Stated Value: \$0.0001  
Total shares authorized: 300,000,000 as of: 09/30/17  
Total shares outstanding: 78,066,879 as of: 09/30/17

Additional class of securities (if necessary):  
Trading Symbol: N/A  
Exact title and class of securities outstanding: Series A Preferred Stock  
CUSIP: N/A  
Par or Stated Value: \$0.0001  
Total shares authorized: 10,000,000 as of: 09/30/17  
Total shares outstanding: 500,000 as of: 09/30/17

Transfer Agent  
Name: VStock Transfer  
Address 1: 38 Lafayette Place  
Address 2: Woodmere, NY 11598  
Address 3:  
Phone: (212) 828-8436  
Is the Transfer Agent registered under the Exchange Act Yes: X No:

List any restrictions on the transfer of security: None.

Describe any trading suspension orders issued by the SEC in the past 12 months. None.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: None.

**4) Issuance History** List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

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

In the last quarter, the Issuer did not issue any shares.

B. Any jurisdictions where the offering was registered or qualified;

N/A

C. The number of shares offered;

N/A

D. The number of shares sold;

N/A

E. The price at which the shares were offered, and the amount actually paid to the issuer;

N/A

F. The trading status of the shares; and

N/A

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

N/A

#### **5) Financial Statements**

The Issuer's Unaudited Financial Statements for the quarter ended September 30, 2017 are attached at the end of this Quarterly Disclosure Statement

#### **6) Describe the Issuer's Business, Products and Services**

Pursuant to a Resolution of the Company's Board of Directors and majority shareholder, the Company formed a Florida subsidiary, WhereverTV Broadcasting Corporation and on October 18, 2017 filed Articles of Merger whereby WhereverTV Broadcasting Corporation, the Delaware corporation merged into its wholly owned Florida subsidiary. The sole purpose of the merger was to re-domicile the Company in Florida.

A. Description of the issuer's business operations;

The Company's business plan is to provide the next generation subscription television service providing consumers with pre-paid live-streaming, genre-specific, and in-language viewing choices from around the world, delivered to anywhere in the world, and through any internet enabled device. Programming will be similar to existing broadcast and distribution providers with the major differences being that the broadcast signals will be accessed through the internet via an over the top (OTT) platform, and channel management will be managed by the Company's patented Global Interactive

Program Guide (IPG) technology. The Company believes it will provide an economically beneficial and completely versatile alternative to traditional cable and satellite services, with the added benefits of personalization and portability. Also known as Internet TV, the Company intends to deliver these same channels, shows and events to SmartTVs and digital media receivers. The Company's platform will enable subscribers to access licensed and free-to-air content across devices with the IPG across unlimited geographies, and wherever there is internet connectivity. The customer viewing experiences will be based on customer location (geo-targeting) and content-rights management (subscriptions). Apps are presently available for free in App Stores for iOS (Apple), Android and Amazon Fire TV devices. DVR functionality to record your shows and view later is slated for development the future.

The Company's strategy is to grow subscriptions globally through the acquisition of desirable content deliverable anywhere to any device provided there is an internet connection available. Prepaid accounts will be accessible from the "Cloud" and viewing choices will be selected through the Company's patented Global IPG technology that will also allow subscribers to expand their mix of content by adding outside content. To date, the Company has generated limited revenues

## Business Segments

The Company intends to have two segments: domestic streaming and international streaming. The domestic and international streaming segments will derive revenue from monthly membership fees for services emanating from streaming content from specified geographic, in-language or genre specific markets. The domestic segment will focus on the acquisition and subscription bundling of acquired in-language or genre specific content to prepaid subscribers for distribution to the US market and customers abroad. The international segment will focus on the acquisition and subscription bundling of acquired in-language or genre specific content to prepaid subscribers for distribution to international markets and international customers abroad.

On October 1, 2016, the Company closed on its acquisition of Digital Rodeo, LLC, a Tennessee limited liability company. Digital Rodeo delivers a rich mixture of music and videos from independent country artists, current artists and legacy artists. Its web page is [digitalrodeo.com](http://digitalrodeo.com).

During the first fiscal quarter of 2017, in exchange for 2,500,000 shares of the Company's restricted common stock, the Company acquired Digital RodeoTV, LLC, Digital CrossTV, Inc., Digital RockTV, Inc. and Digital PopTV, Inc. The majority owners of these companies are considered related parties.

## Intellectual Property and Other Acquisitions

The Company considers its trademarks, service marks, copyrights, patents, domain names, trade dress, trade secrets, proprietary technologies and similar intellectual property as important to our success. The Company uses a combination of patent, trademark, copyright and trade secret laws and confidentiality agreements to protect our proprietary intellectual property. Our ability to protect and enforce our intellectual property rights is subject to certain risks and from time to time we may encounter disputes over rights and obligations concerning intellectual property. We cannot provide assurance that we will prevail in any intellectual property disputes.

## Patents

The Company is the assigned holder of the Global Interactive Program Guide (IPG) and Device, US Patent 8,656,431 B2 which was issued February 18, 2014. The Global IPG is a system and device that employs a global interactive program guide to receive, access, manage, and view digital entertainment services such as live television, television on demand, and pre-recorded video and audio programming from one or more content sources, via an internet-enabled device, anywhere in the world. As disclosed, the global interactive program guide provides a user with metadata that describes available content and enables the user to access desired content on an a la carte basis and arrange the presentation of that content in any way or order desired. The system of the instant invention can alternatively be practiced with any mobile communications device that is accessible via the internet, cell phone communications or other communications mode. Changes made to content availability are instantly synchronized through the entire system and content redundancy is obtained when available.

The Company was also granted the following international patents:

Patent #10-1421218 from the Korean Intellectual Property Office entitled "Global Interactive Program Guide Application & Device" on July 24, 2014. Registrant received the physical certificate from the Korean Intellectual Property Office on February 11, 2015.

Patent #I458353 from the Republic of China (Taiwan) Intellectual Property Office on October 14, 2014 entitled "Global Interactive Program Guide Application & Device". Registrant received the physical certificate from the Republic of China (Taiwan) Intellectual Property Office on February 11, 2015.

- B. Date and State (or Jurisdiction) of Incorporation: FL
- C. The issuer's primary and secondary SIC Codes: 4841
- D. The issuer's fiscal year end date: 12/31
- E. principal products or services, and their markets: See A above.

**7) Describe the Issuer's Facilities**

Our corporate offices are located at 11390 Palm Beach Blvd., Suite 302, Fort Myers, Florida 33905 and we consider these facilities to be adequate for its current needs. These offices consist of approximately 2800 square feet of space, including furniture, protected access, a reception area, phone services, a conference room with videoconferencing equipment, independent offices, a kitchen area, and private bathrooms. Rent is \$5,000 per month.

**8) Officers, Directors, and Control Persons**

A. Names of Officers, Directors, and Control Persons.

Borkowski, Edward, Director  
Ciofani, Edward: Director, CEO and Control Person  
Feldman, Jack: Director  
Knauf, Mark: Controller  
Morissette, Rene: Director, CFO, Control Person  
McGuirk, Gary: Director, Control Person  
Seidl, Milo: Director  
Welch, Scott: Director

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities: None

None.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None.

- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders. The following is based upon 78,066,879 shares being issued and outstanding as of June 30, 2017. The addresses for the Company's officers and directors are care of the Company.

Edward Borkowski (2)	773,458 common shares	0.99% Common Shares
Mark Cavicchia 1903 Cliff Street Coraopolis, PA 15108	14,490,656 common shares	18.60% Common Shares
Edward D. Ciofani (1)(2)	12,730,086 common shares 500,000 Series A Preferred (3)	16.34% Common Shares 100% of Series A Preferred Shares
Jack Feldman (2)	2,600,000 common shares	3.34% Common Shares
Mark Knauf (4)	2,400,000 common shares	3.08% Common Shares
Gary McGuirk (2)	9,930,833 common shares	12.75% Common Shares
Rene Morissette (1)(2)	4,336,500 common shares	5.57% Common Shares
Milo Seidl(2)	230,200 common shares	0.30% Common Shares
Scott Welch (2)	930,000 common shares	1.19% Common Shares

(1) Officer of the Company

(2) Director of the Company

(3) Each Series a Preferred Share entitles the holder thereof to 100 votes per share on all shareholder matters.

(4) Controller of the Company

## 9) **Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: Eric P. Littman  
Firm: Eric P. Littman, P.A.  
7695 S.W. 104<sup>th</sup> Street  
Suite 210  
Miami, FL 33156  
Phone: (305) 663-3333  
Email: [littmanlaw@gmail.com](mailto:littmanlaw@gmail.com)

Name: Adam Sanderson  
Firm: Reese Gordon Marketos LLP  
750 N. St. Paul Street  
Suite 610  
Dallas, TX 75201  
Phone: (214) 382-9801  
Email: [joel.reese@rgmfir.com](mailto:joel.reese@rgmfir.com)

Accountant or Auditor

Name: Ted Hacker, C.P.A.  
Firm: Hacker, Johnson, & Smith, P.A.  
500 North Westshore Drive  
Suite 1000  
Tampa, FL 33609  
Phone: (813) 286-2424  
Email: [info@hackerjohnson.com](mailto:info@hackerjohnson.com)

Investor Relations Consultant: None

Other Advisor: None.

**10) Issuer Certification**

I, Edward Ciofani and I Rene Morissette certify that:

1. I have reviewed this 2017 Quarterly Disclosure Statement of WhereverTV Broadcasting Corporation.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

11/14/2017

/s/ Edward Ciofani  
Edward Ciofani, CEO

/s/Rene Morissette  
Rene Morissette, CFO

# **WHEREVERTV BROADCASTING CORPORATION AND SUBSIDIARIES**

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WHEREVERTV BROADCASTING CORPORATION AND SUBSIDIARY  
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	September 30, 2017 (Unaudited)	December 31, 2016
<b>ASSETS</b>		
Current Assets		
Cash	\$ 89,943	\$ 16,961
Total Current Assets	89,943	16,961
Long Term Assets		
Furniture and Equipment(net)	45,009	28,098
Intangible Assets(net)	392,070	212,014
Security Deposits	12,500	12,500
Total Long Term Assets	449,579	252,612
Total Assets	<u>\$ 539,522</u>	<u>\$ 269,573</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Liabilities		
Current Liabilities:		
Accounts Payable	\$ 316,290	\$ 303,353
Accrued Liabilities	531,985	509,419
Notes Payable	349,226	349,226
Accrued Interest	436,197	349,781
Loan From Stockholders	1,511,731	727,404
Total Current Liabilities	<u>3,145,429</u>	<u>2,239,183</u>
Total Liabilities	<u>3,145,429</u>	<u>2,239,183</u>
STOCKHOLDERS' DEFICIT:		
Preferred Stock - \$.0001 par value, \$.001 liquidation value, 10,000,000 authorized shares, 500,000 issued and outstanding	500	500
Common Stock - \$.0001 par value, 300,000,000 authorized shares, 78,066,879 and 68,720,841 issued and outstanding	7,807	6,872
Additional Paid In Capital	2,800,482	2,143,515
Accumulated Deficit	(5,414,696)	(4,120,497)
Total Stockholders' Deficit	<u>(2,605,907)</u>	<u>(1,969,610)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ 539,522</u>	<u>\$ 269,573</u>

See Accompanying Notes to The Condensed Consolidated Financial Statements

WHEREVERTV BROADCASTING CORPORATION AND SUBSIDIARY  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Revenues	\$ 220	\$ 3,654	\$ 498	\$ 6,447
Cost of Goods Sold	87,293	74,942	241,699	104,472
Gross (Loss) Profit	<u>(87,073)</u>	<u>(71,288)</u>	<u>(241,201)</u>	<u>(98,025)</u>
Operating Expenses:				
Salaries and Employee Benefits	\$ 26,118	\$ 33,910	\$ 130,172	\$ 94,034
Professional Fees	14,800	36,306	51,300	106,577
Interest Expense	38,384	22,509	101,206	59,925
Software Development	-	8,274	22,000	24,941
Contracted Services	68,728	77,519	244,080	286,076
Depreciation and Amortization	29,833	3,157	75,611	9,399
Organizational Expenses	65,981	50,930	192,552	117,169
Production Costs	19,107	31,672	23,527	72,610
Rent	25,230	15,194	70,492	45,194
Taxes and Licenses	16,298	7,116	21,354	9,454
Telephone	692	2,249	1,919	7,737
Travel	14,746	14,905	34,286	76,293
Other Operating Expenses	26,831	14,183	84,499	48,421
Total Operating Expenses	<u>346,748</u>	<u>317,924</u>	<u>1,052,998</u>	<u>957,830</u>
Net Operating Loss	(433,821)	(389,212)	(1,294,199)	(1,055,855)
Gain on Disposal	-			
Net Loss	<u>\$ (433,821)</u>	<u>\$ (389,212)</u>	<u>\$ (1,294,199)</u>	<u>\$ (1,055,855)</u>
Loss Per Share -				
Basic and Diluted	<u>\$ (0.0061)</u>	<u>\$ (0.0068)</u>	<u>\$ (0.0167)</u>	<u>\$ (0.0181)</u>
Weighted-Average Common Shares				
Outstanding -				
Basic and Diluted	<u>71,150,851</u>	<u>56,820,841</u>	<u>77,671,324</u>	<u>58,387,508</u>

See Accompanying Notes To The Condensed Consolidated Financial Statements

WHEREVERTV BROADCASTING CORPORATION AND SUBSIDIARY  
CONDENSED STATEMENTS OF STOCKHOLDERS' DEFICIT (UNAUDITED)  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2017 AND 2016

	Preferred Stock		Common Stock		Additional Paid in Capital	Accumulated Deficit	Stockholders' Deficit
	Shares	Amount	Shares	Amount			
Balance at December 31, 2015	-	\$ -	53,687,508	\$ 5,369	\$ 1,348,268	\$ (2,191,490)	\$ (837,853)
Stock issued as compensation (Unaudited)	-	-	4,700,000	470	152,280	-	152,750
Proceeds from sale of common stock (Unaudited)	-	-	8,333,333	833	499,167	-	500,000
Net loss (Unaudited)	-	-	-	-	-	(1,055,855)	(1,055,855)
Balance at September 30, 2016 (Unaudited)	-	\$ -	66,720,841	\$ 6,672	\$ 1,999,715	\$ (3,247,345)	\$ (1,240,958)
Balance at December 31, 2016	5,000,000	\$ 500	68,720,841	\$ 6,872	\$ 2,143,515	\$ (4,120,497)	\$ (1,969,610)
Stock issued for services (Unaudited)	-	-	296,000	30	40,370	-	40,400
Stock issued for acquisition (Unaudited)	-	-	2,500,000	250	249,750	-	250,000
Loan from stockholder converted to common stock (Unaudited)	-	-	6,150,038	615	306,887	-	307,502
Stock issued for services (Unaudited)	-	-	200,000	20	29,980	-	30,000
Stock issued for services (Unaudited)	-	-	200,000	20	29,980	-	30,000
Net loss (Unaudited)	-	-	-	-	-	(1,294,199)	(1,294,199)
Balance at September 30, 2017 (Unaudited)	5,000,000	\$ 500	78,066,879	\$ 7,807	\$ 2,800,482	\$ (5,414,696)	\$ (2,605,907)

See Accompanying Notes To The Condensed Consolidated Financial Statements

WHEREVERTV BROADCASTING CORPORATION AND SUBSIDIARY  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Period Ending September 30,	
	2017	2016
<b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Net Loss	\$ (1,294,199)	\$ (1,055,855)
Adjustments to reconcile net loss to net cash used in operations:		
Depreciation	5,667	3,063
Amortization	69,944	6,336
Stock issued for compensation and services	100,400	152,750
Decrease in Other Assets	-	(7,500)
Increase(Decrease) in:		
Accounts Payable	12,937	(6,286)
Accrued Interest	86,416	59,897
Accrued Liabilities	22,566	27,653
Prepaid Expenses	-	(10,000)
Credit Cards Payable	-	(9,093)
NET CASH USED IN OPERATING ACTIVITIES	\$ (996,269)	\$ (839,035)
<b><u>CASH FLOWS FROM INVESTING ACTIVITIES</u></b>		
Purchase of Furniture and Equipment	\$ (22,578)	\$ (4,749)
NET CASH USED FOR INVESTING ACTIVITIES	\$ (22,578)	\$ (4,749)
<b><u>CASH FLOWS FROM FINANCING ACTIVITIES</u></b>		
Increase(Decrease) in Loans From Stockholder	\$ 784,327	\$ 200,577
Decrease in Notes Payable	-	(9,500)
Stock issued for satisfaction of debt	307,502	500,000
Proceeds From Sale of Preferred Stock	-	500
NET CASH PROVIDED BY FINANCING ACTIVITIES	\$ 1,091,829	\$ 691,577
<b>NET DECREASE IN CASH</b>	<b>\$ 72,982</b>	<b>\$ (152,207)</b>
CASH AT THE BEGINNING OF THE PERIOD	16,961	255,551
<b><u>CASH AT END OF THE PERIOD</u></b>	<b>\$ 89,943</b>	<b>\$ 103,344</b>
Supplemental Disclosure of cash flow information:		
Cash paid during the period for Interest	\$ -	\$ 28

See Accompanying Notes To The Condensed Consolidated Financial Statements

# WHEREVERTV BROADCASTING CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### (UNAUDITED)

#### **Note 1 - Organization and Significant Accounting Policies.**

WhereverTV Broadcasting Corporation (the holding Company which owns 100% of WhereverTV, Inc, WhereverTV Latino, LLC, and Digital Rodeo, LLC collectively “WhereverTV” or the “Company”) is the next generation subscription television service providing consumers with pre-paid live-streaming, genre-specific, and in-language viewing choices from around the world, delivered to anywhere in the world, and through any internet enabled device. Programming is identical to existing broadcast and distribution providers with the only differences being that the broadcast signals are accessed through the internet via an Over the Top (OTT) platform, and channel management is handled by company’s patented Global Interactive Program Guide (IPG) technology. WhereverTV provides an economically beneficial and completely versatile alternative to traditional cable and satellite services, with the added benefits of personalization and portability. Also known as Internet TV, WhereverTV can deliver these same channels, shows and events to SmartTVs and digital media receivers including: GoogleTV, AppleTV, Roku, Amazon Fire TV, iPhone, iPad, iPod Touch, Droid Smartphone, and TabletPCs. The WhereverTV platform enables subscribers to access licensed and free-to-air content across these devices with the IPG across unlimited geographies, and wherever there is internet connectivity. The customer viewing experiences are based on customer location (geo-targeting) and content-rights management (subscriptions). Applications (Apps) are presently available for free in App Stores for iOS (Apple), Android and Amazon Fire TV devices. DVR functionality to record your shows and view later is slated for development the future.

**Going Concern.** The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As of September 30, 2017, the Company had a deficit of \$2,605,907. Also, during the quarter ended September 30, 2017 the Company used net cash of \$325,683 for operating activities and was in technical default on all of the Company’s notes payable of which one note has demanded payment. These factors raise substantial doubt about the Company’s ability to continue as a going concern. While the Company is attempting to enhance operations and generate revenues, the Company’s cash position may not be significant enough to support the Company’s daily operations. Management has obtained two convertible Lines of Credit in the amount of \$900,000 to support the Company’s Operations. As of November 2017, \$570,000 has been drawn on these Lines of Credit. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company’s ability to further implement its business plan and generate revenues. The consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

**Basis of Presentation.** The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

# WHEREVERTV BROADCASTING CORPORATION AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### (UNAUDITED)

#### Note 1 - Organization and Significant Accounting Policies (continued)

**Principles of Consolidation.** The consolidated financial statements include the accounts of its wholly owned subsidiaries, WhereverTV, Inc., Digital Rodeo, LLC and WhereverTV Latino, LLC, Digital Rodeo TV, LLC, Digital Pop TV, Inc., Digital Cross TV, Inc. and Digital Rock TV, Inc. All significant intercompany accounts and transactions have been eliminated in consolidation.

**Use of Estimates.** In preparing consolidated financial statements in conformity with GAAP, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated balance sheet and reported amounts of revenues and expenses during the reporting period. Significant estimates for the periods reported include certain assumptions used in deriving the fair value of share-based compensation and the impairment analysis on the Company's intangible assets. Assumptions and estimates used in these areas are material to our reported financial condition and results of our operations. Actual results will differ from those estimates.

**Subsequent Events.** Management has evaluated events occurring subsequent to the consolidated balance sheet date through November 9, 2017 (the consolidated financial statement issuance date), determining no events require additional disclosure in these consolidated financial statements, except as disclosed herein, see note 12.

**Cash and Equivalents.** The Company considers all cash on hand and in banks to be cash and equivalents.

**Intangible Assets.** Intangible assets include a patent and intangible assets acquired in an acquisition. GAAP requires the intangible assets to be tested for impairment on an annual basis and between annual tests in certain circumstances, and written down when impaired. Management has internally evaluated the Intangible Assets in accordance with GAAP and determined, based on qualitative assessment, that it is not more-likely-than-not that the fair value of the reporting unit is less than its carrying value as of September 30, 2017, and December 31, 2016 and therefore has determined that there was no impairment of the intangible assets during the periods ended September 30, 2017, or December 31, 2016. There can be no assurance that future Intangible Assets impairment tests will not result in a change to operations.

**Furniture and Equipment.** Fixed assets are recorded at cost. Major renewals and improvements are capitalized, while maintenance and repairs are expensed when incurred. Expenditures for major additions and betterments are capitalized in amounts greater or equal to \$500. Depreciation of equipment is computed by the straight line method (after taking into account their respective estimated residual values) over the assets estimated useful life of three (3), five (5), or seven (7) years. Upon sale or retirement of equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in statements of operations.

**Revenue Recognition.** The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

**WHEREVERTV BROADCASTING CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**Note 1 - Organization and Significant Accounting Policies (continued)**

**Stock-Based Compensation.** The Company records share based payments in accordance with GAAP. Under GAAP, companies are required to measure the compensation costs of share-based compensation arrangements based on the grant-date fair value and recognize the costs in the consolidated financial statements over the period during which employees are required to provide services. Share-based compensation arrangements include stock warrants.

**Loss per Share.** Basic losses per share is based on the weighted effect of all common shares issued and outstanding and is calculated by dividing net losses by the weighted average shares outstanding during the period. Diluted losses per share is calculated by dividing net loss by the weighted average number of common shares used in the basic loss per share calculation plus the number of common shares, if any, that would be issued assuming conversion of all potentially dilutive securities outstanding. For the nine months ended September 30, 2017 and 2016 the outstanding convertible accounts payable, convertible related party loans and stock warrants were not considered dilutive securities due to net losses incurred by the Company.

**Commitments and Contingencies.** The Company follows GAAP to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or un-asserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or un-asserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time, that these matters will have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows.

**Related Parties.** The Company follows GAAP for the identification of related parties and disclosure of related party transactions.

Related parties include (a) affiliates of the Company; (b) Entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option, to be accounted for by the equity method by the investing entity; (c) trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; (d) principal owners of the Company; (e) management of the Company; (f) other parties with which the Company may

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**Note 1 - Organization and Significant Accounting Policies (continued).**

**Related Parties (continued).** deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and (g) Other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests. The consolidated financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated financial statements is not required in those statements. The disclosures shall include: (a) the nature of the relationship(s) involved; (b) description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the years for which Consolidated Statement of Operations are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the consolidated financial statements; (c) the dollar amounts of transactions for each of the years for which consolidated statements of operations are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and (d) amounts due from or to related parties as of the date of each consolidated balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

**Recent Accounting Pronouncements.** In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2014-09 (ASU 2014-09), Revenue from Contracts with Customers. ASU 2014-09 will eliminate transaction- and industry-specific revenue recognition guidance under current GAAP and replace it with a principle based approach for determining revenue recognition. ASU 2014-09 will require that the Company recognize revenue based on the value of transferred goods or services as they occur in the contract. ASU 2014-09 also will require additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. ASU 2014-09 is effective for reporting periods beginning after December 15, 2016, and early adoption is not permitted. Entities can transition to the standard either retrospectively or as a cumulative-effect adjustment as of the date of adoption. The Company does not expect the adoption of ASU 2014-09 to have a material effect on the Company's consolidated financial statements.

In February 2016, the FASB issued ASU 2016-2, *Leases (Topic 842)* which will require lessees to recognize on the consolidated balance sheet the assets and liabilities for the rights and obligations created by those leases with term of more than twelve months. Consistent with current GAAP, the recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee primarily will depend on its classification as a finance or operating lease. The new ASU will require both types of leases to be recognized on the consolidated balance sheet. The ASU also will require disclosures to help investors and other financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases. These disclosures include qualitative and quantitative requirements, providing additional information about the amounts recorded in the consolidated financial statements. The ASU is effective for fiscal years beginning after December 15, 2018 including interim periods within those fiscal years. The Company is in the process of determining the effect of the ASU on its consolidated financial statements. Early application is permitted.

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**Note 2 – Intangible Assets**

The Company has accumulated all costs associated with acquiring its US patent number 8,686,431 B2 on its consolidated balance sheets. The patent was issued by the United States Patent office on February, 18 2014. The Company is amortizing the expenses related to that patent over a 20 year life.

The Intangible asset acquired in 2016 is being amortized over three years. On March 6, 2017 the Company acquired Intangible Assets of the four Digital TV Companies and determined the value of those assets to be \$250,000. The Company is amortizing those Intangible Assets over a three year life also.

The change in the balance for the intangibles are as follows:

	<u>Nine Months Ended September 30,</u>	
	<u>2017</u>	<u>2016</u>
Beginning of the period	\$212,014	\$165,462
Additions	250,000	0
Amortization expense	<u>(69,944)</u>	<u>(6,336)</u>
End of period	<u>\$420,014</u>	<u>159,126</u>

The future expected amortization of the patent is as follows:

<u>Year Ending</u> <u>December 31,</u>	<u>Patent</u>	<u>Intangible Assets</u>
2017	\$ 2,112	\$ 25,832
2018	\$ 8,449	\$ 103,333
2019	\$ 8,449	\$ 98,334
2020	\$ 8,449	\$ 13,889
2021	\$ 8,449	\$ -
Thereafter	<u>\$114,769</u>	<u>\$ -</u>
Total	<u>\$150,677</u>	<u>\$ 241,388</u>

**Note 3 – Equipment**

Furniture and Equipment consisted of the following:

	<u>September 30, 2017</u>	<u>December 31, 2016</u>
Equipment	\$ 64,607	\$ 42,029
Less accumulated Depreciation	<u>(19,598)</u>	<u>(13,931)</u>
Furniture and equipment, net	<u>\$ 45,009</u>	<u>\$ 28,098</u>

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**Note 3 – Equipment (continued).** Depreciation expense for the nine months ended September 30, 2017, and 2016 was \$5,667 and \$3,063 respectively.

**Note 4 – Convertible Accounts Payable**

Zigron, Inc. a vendor of the Company has agreed to convert its outstanding invoices up to April 1, 2012 and accrued interest on those invoices to common stock. The amount of accounts payable was \$141,798 and the accrued interest on those payables was \$20,629. The agreement is to convert the accounts payable and all accrued interest to 3,248,541 shares of common stock. As of September 30, 2017 the shares of common stock have not been issued but have been demanded by Zigron. The Company believes that this conversion agreement and all underlying claims of Zigron are invalid and unenforceable.

**Note 5 – Related Party**

The company has received loans from the prior CEO as well as loans from the current CEO. The prior CEO's note bears no interest and was payable on demand and was paid in full in October 2016. The current CEO's note bears 10% simple interest and is convertible into the Company's common stock at \$.05 per share. The balance of the notes for the periods ending September 30, 2017 and December 31, 2016 was \$845,730 and \$727,404, respectively. On March 7, 2017 the current CEO converted a portion of his notes and accrued interest into 6,150,038 shares of common stock. At September 30, 2017 the remaining notes payable and the accrued interest are convertible into 18,659,386 shares of common stock. During January 2017 the Company also secured two separate convertible lines of credit with members of its board. Both convertible lines of credit were entered into on January 9, 2017. The terms of each note call for 8% simple interest and give the promissory note holder the ability to convert their outstanding principle and accrued interest into restricted shares of the Company's common stock at \$.08 per share. The length of the term for both convertible lines of credit run to January 8, 2020. The combined amount of the lines total \$900,000 with \$570,000 being drawn as of September 30, 2017. During 2016 the Company purchased Digital Rodeo, LLC from a member of its Board of Directors with consideration of 600,000 shares of common stock valued at \$60,000. On March 6, 2017 the Company purchased Digital Rodeo TV, LLC, Digital Pop TV, Inc., Digital Cross TV, Inc. and Digital Rock TV, Inc. from the Company's CEO, members of its Board of Directors and other related parties with consideration of 2,500,000 shares of common stock valued at \$250,000.

**Note 6 - Stock Warrants**

The Company granted 1,100,000 warrants to purchase restricted common stock to employees during the year ended December 31, 2015. The warrants were fully vested at the date of grant, expire on December 31, 2017 and have an exercise price that ranges from \$0.50 to \$1.50. No warrants have been exercised as of September 30, 2017 or December 31, 2016. The Company determined that the warrants had no value on the date of issuance.

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**Note 7 – Notes Payable**

Notes payable consist of the following:

	<b>At September 30,</b>	
	<b>2017</b>	<b>2016</b>
Promissory notes with Innovations Works, Inc. at fixed interest rate of 8.00% collateralized by substantially all tangible and intangible assets of the Company. These notes are past due and subject to certain restrictive covenants.	300,000	300,000
Promissory notes with Idea Foundry, Inc. at fixed interest rate of 8.00% collateralized by substantially all tangible and intangible assets of the Company. These notes are past due and subject to certain restrictive covenants.	20,000	20,000
Promissory note with an unrelated party. Note is unsecured and bears interest at rate of 15%. Note is past due and in default	25,000	25,000
Promissory note with an unrelated party. Note is unsecured and bears no interest. Note is past due and in default.	4,226	4,226
Notes payable	\$349,226	358,726

Substantially all of the assets of the Company collateralize outstanding debt obligations. Substantially all notes payable are subject to certain restrictive covenants, the most restrictive of which requires the Company to maintain compliance with certain financial ratios. At September 30, 2017, the Company was not in compliance with restrictive covenants and was in technical default on all of the notes payable.

**Note 8 – Stock Compensation**

In 2016, the Company’s board of directors approved stock compensation for certain officers of the Company. During the year end December 31, 2016 the company accrued and expensed \$396,259 in stock compensation that included applicable payroll tax expense which had not been paid or issued as of September 30, 2017.

**Note 9 – Restricted Stock**

The Company issued and sold restricted common stock and restricted preferred stock to its employees, board members and debt holders. The holders of restricted stock are unable to sell the stock publicly for two years from the date of issuance and until the stockholder takes certain actions to remove the restriction. The shares have been issued for services rendered and carry no vesting period. At September 30, 2017 63,543,568 shares of common stock were restricted.

**Note 10 – Leases**

During the year ended December 31, 2015 the Company entered into a three (3) year lease for its corporate offices. The lease commenced on December 1, 2015 and contains escalation clauses and renewal options.

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**Note 10 – Leases (continued).**

The future minimum annual lease payments at September 30, 2017 are as follows:

<u>Year Ending</u> <u>December 31,</u>	<u>Amount</u>
2017	\$ 15,000
2018	<u>\$ 55,000</u>
Total	<u>\$ 70,000</u>

During the year ended December 31, 2016 the Company entered into a two (2) year lease for its production facility in Nashville. The lease commenced on November 1, 2016 and contains escalation clauses and renewal options.

The future minimum annual lease payments at September 30, 2017 are as follows:

<u>Year Ending</u> <u>December 31,</u>	<u>Amount</u>
2017	\$ 9,750
2018	<u>\$ 32,500</u>
Total	<u>\$ 42,250</u>

**Note 11 – Commitments**

The Company has entered into contracts with content providers to provide content to our OTT platform. The contract expires in 2019 and provides for minimum monthly payments plus an additional amount per subscribers over a minimum amount of subscribers. The monthly minimum payments at September 30, 2017 are as follows:

<b><u>For the Year Ended</u></b> <b><u>December 31,</u></b>	<b><u>Amount</u></b>
2017	\$ 3,300
2018	\$ 13,200
2019	<u>\$ 3,300</u>
Total	<u>\$ 19,800</u>

**Note 12 – Subsequent Events**

The Company filed suit against a former employee for breach of her employment contract. Subsequent to filing that suit, the employee filed a separate action against the Company in a separate venue. The Company believes that its venue is the proper venue for the actions and that it will prevail in the litigation. The amounts of money damages claimed are not considered significant by management.