ENDEXX CORPORATION

CONSOLIDATED FINANCIAL STATEMENTS

For the years ended September 30, 2018 and 2017

38246 North Hazelwood Circle
P.O. Box 4317
Cave Creek, AZ, 85331

480-595-6900

ENDEXX CORPORATION

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Your Vision Our Focus

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Endexx Corporation.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Endexx Corporation, Inc. (the "Company") at September 30, 2018 and 2017 and the related consolidated statements of operations, stockholders' deficit and cash flows for the years then ended, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of September 30, 2018 and 2017, and the results of its consolidated operations and its consolidated cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Explanatory Paragraph – Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company suffered recurring losses from operations and is dependent on its ability to develop additional sources of capital both of which raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

Turner, Stone & Company, L.L.P.
Accountants and Consultants
12700 Park Central Drive, Suite 1400
Dallas, Texas 75251
Telephone: 972-239-1660/Facsimile: 972-239-1665
Toll Free: 877-853-4195
Web site: turnerstone.com

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Turner, Stone & Company, L.L.P.

Dallas, Texas
July 2, 2019

We have served as the Company's auditor since 2016.

Endexx Corporation
Consolidated Balance Sheets

	September 30, 2018	September 30, 2017
Assets		
Current assets		
Cash	$ 185,284	$ 644
Accounts receivable, net	-	5,844
Inventory	68,823	62,309
Prepaid expenses	35,200	20,700
Total current assets	289,307	89,497
Property and equipment, net (Note 3)	49,596	57,739
Intangible asset	6,250	6,250
Total assets	$ 345,153	$ 153,486
Liabilities and Stockholders' Deficit		
Current liabilities		
Accounts payable	$ 159,088	$ 115,687
Accounts payable - related party	-	9,670
Accrued expenses	35,170	17,868
Accrued expenses - related party	153,450	75,934
Payroll and taxes payable (Notes 5)	801,703	581,941
Derivative liability	475,619	124,613
Convertible notes payable, net of discounts of $232,116 and $20,700, respectively	156,773	110,300
Convertible notes payable - related parties, net of discount of $-0- and $517,458, respectively	1,072,185	763,867
Notes payable	54,000	54,000
Notes payable - related party	-	6,069
Total liabilities	2,907,988	1,859,949
Commitments and contingencies (Note 8)		
Stockholders' deficit (Note 7)		
Preferred Stock $0.0001 Par Value, 10,000,000 shares authorized, 7,296,000 shares issued and outstanding, September 30, 2018 and 2017, respectively	730	730
Common Stock, $0.0001 Par Value, 1,000,000,000 shares authorized, 313,342,558 and 270,995,975 shares issued and outstanding, September 30, 2018 and 2017, respectively	31,334	27,100
Additional paid-in capital	12,671,069	11,029,358
Accumulated deficit	(15,265,967)	(12,763,650)
Total stockholders' deficit	(2,562,835)	(1,706,463)
Total liabilities and stockholders' deficit	$ 345,153	$ 153,486

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

Endexx Corporation

Consolidated Statements of Operations

	For the years ended September 30,	
	2018	**2017**
Revenues	$ 744,971	$ 491,141
Cost of revenues	481,539	194,551
Gross profit	263,432	296,590
Operating Expenses		
Professional Fees	525,324	242,749
Depreciation and amortization	10,643	2,643
Research and development	43,638	8,110
General and administrative	711,189	395,798
Impairment expense	500,000	308,000
Total operating expenses	1,790,794	957,300
Loss from operations	(1,527,362)	(660,710)
Other (income) and expense:		
Change in fair value of derivative liabiliity	(189,542)	(42,901)
Interest expense	1,164,497	606,815
Loss on conversion of liabilities	-	367,095
Default Penalty	-	197,200
Total other (income) expense	974,955	1,128,209
Net loss	$ (2,502,317)	$ (1,788,919)
Net loss per share:		
Basic	$ (0.01)	$ (0.01)
Weighted average shares outstanding:		
Basic	289,098,000	259,702,000

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

ENDEXX CORPORATION
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT

	Preferred Stock		Common Stock		Paid-in	Accumulated	
	Shares	Amount	Shares	Amount	Capital	(Deficit)	Total
Balances, October 1, 2016	7,296,000	$ 730	244,292,578	$ 24,432	$ 8,938,902	$ (10,974,731)	$ (2,010,667)
Shares issued for private placements	-	-	750,000	75	14,925	-	15,000
Shares issued for acquisitions	-	-	5,500,000	550	307,450	-	308,000
Shares issued for services/products/ conversions	-	-	17,840,985	1,784	944,291	-	946,075
Shares issued for consulting	-	-	2,612,412	259	133,846	-	134,104
Discount from BCF					689,944		689,944
Net (loss) for the period						(1,788,919)	(1,788,919)
Balances, September 30, 2017	7,296,000	730	270,995,975	27,101	11,029,358	(12,763,651)	(1,706,463)
Shares issued for private placements	-	-	14,890,450	1,488	428,513	-	430,001
Shares issued for acquisitions	-	-	11,000,000	1,100	498,900	-	500,000
Shares issued for services/products/ conversions	-	-	7,799,444	780	363,388	-	364,168
Shares issued for employee compensation	-	-	1,118,069	112	49,082	-	49,193
Shares issued for Debt Conversion/ Settlement	-	-	7,538,620	754	301,829	-	302,583
Net (loss) for the period						(2,502,317)	(2,502,317)
Balances, September 30, 2018	7,296,000	$ 730	313,342,558	$ 31,334	$ 12,671,069	$ (15,265,967)	$ (2,562,835)

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

ENDEXX CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the years ended September 30, 2018	2017
OPERATING ACTIVITIES		
Net (loss)	$ (2,502,317)	$ (1,788,919)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	10,643	2,643
Amortization of debt discount	694,931	282,786
Stock based compensation	413,363	331,305
Impairment expense	500,000	308,000
Change in fair value of derivative liability	(189,542)	(42,901)
Loss on conversion of liabilities	-	367,095
Financing costs	367,366	42,514
Bad debt expense	5,844	-
Changes in operating assets and liabilities:		
Accounts receivable	-	(5,844)
Accounts receivable - related party	(685,661)	(507,224)
Inventory	(6,514)	5,084
Prepaid expenses	(14,500)	15,675
Accounts payable	43,401	(85,139)
Accounts payable - related party	-	193,596
Accrued expenses	32,066	15,090
Accrued expenses - related party	77,516	269,324
Payroll and taxes payable	219,762	204,006
NET CASH PROVIDED BY (USED BY) OPERATING ACTIVITIES	(1,033,643)	(392,909)
CASH FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(2,499)	-
NET CASH PROVIDED BY (USED BY) INVESTING ACTIVITIES	(2,499)	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from convertible notes payable	330,000	105,000
Proceeds from notes payable	-	50,000
Repayment of notes payable	-	(5,000)
Proceeds from notes payable - related party	460,782	226,955
Proceeds from issuance of common stock	430,000	15,000
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	1,220,782	391,955
NET INCREASE (DECREASE) IN CASH	184,640	(954)
CASH, BEGINNING OF PERIOD	644	1,598
CASH, END OF PERIOD	$ 185,284	$ 644
CASH PAID FOR INCOME TAXES	$ -	$ -
CASH PAID FOR INTEREST	$ -	$ -
NON-CASH ITEMS		
Inventory item placed in service as property and equipment	$ -	$ 56,000
Offsetting of related party accounts payable and accounts receivable	$ 9,670	$ 43,801
Offsetting of related party accrued expenses and accounts receivable	$ -	$ 193,390
Offsetting of related party notes payable and accounts receivable	$ 466,851	$ 270,877
Offsetting of related party convertible notes payable and accounts receivable	$ 209,140	$ -
Settlement of related party accounts payable through notes payable	$ -	$ 140,125
Settlement of related party accrued payroll through notes payable	$ -	$ 1,281,325
Issuance of common stock to purchase inventory	$ -	$ 62,000
Prepaid expenses from notes payable	$ -	$ 20,000
Settlement of notes payable through issuance of common stock	$ -	$ 87,055
Settlement of notes payable - related party through issuance of common stock	$ -	$ 140,125
Discount from beneficial conversion feature	$ -	$ 689,944
Discount from derivative liability	$ 330,000	$ 125,000
Settlement of accounts payable through issuance of common stock	$ -	$ 92,600
Convertible notes converted to common stock	$ 302,583	$ -
Common stock issued for acquisition	$ 500,000	$ 308,000

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

1. History of the Company and Summary of Significant Accounting Policies

History of the Company

In 2002, Panamed Corporation merged with the predecessor known as Micron Solutions, a lost stock services company. The company changed its name from Micron Solutions to Panamed in 2002, due to the merger.

From 2002-2005, the company operated as Panamed Corporation, a biotech service and licensing company. Panamed invested 1.2 million dollars into a biotech technology and conducted a therapeutic treatment program in Ivory Coast Africa, In October 2004, Panamed Corporation filed a Form 15-12g to be a non-reporting company at the demand of the SEC. This demand was followed by a request for an expedited trial in Los Angeles Federal Court. The contingency was that the SEC could not recommend to the Judge/Court a fine or punishment. Panamed was fined $5,000.00 USD and the case was settled in court by the Judge in December of 2012.

Panamed Corporation merged with Visual Board Books Inc. (VBB) in February 2005 through an all stock transaction and changed the consolidated company name to Endexx Corporation.

Endexx Corporation (the Company) is a Nevada Corporation, with five wholly owned subsidiaries: Global Solaris Group LLC and Cann Can LLC, CBD Health Solutions LLC, Dispense Labs LLC and Greenleaf Consulting LLC. Endexx also has three separate divisions (M3Hub Technology, CBD Unlimited, and Project Canopy, an App Development Program. In June 2011, Endexx Corporation acquired Global Solaris Group LLC., an Arizona LLC that develops Solar and Renewable energy projects both in the United States and in the International markets. Endexx has invested $60,000 into Global Solaris Group in 2011-2012 and issued 12 million shares for that division valued at $1.2 million.

On October 29, 2018, we changed our name from Endexx Corporation to CBD Unlimited Inc. This change is still pending approval by FINRA and other Governing agencies, we expect to have final approvals in the next fiscal quarter.

Nature of Business

The company operates presently as a Medical Marijuana Management and technology solutions provider, as a solar and renewable energy developer company. Endexx Corporation is a micro-cap, publicly traded company, representing the interest of its shareholders and collaborating with independent software developers, scientists, engineers, and other companies to build businesses that can thrive collectively in the equity markets. Endexx's team recognizes that individually small companies with new technologies have an extremely difficult time sustaining themselves as stand-alone companies. Through our collaborative practices, individual and group skill sets are better utilized to develop technology and grow the business, while centralizing costs and eliminating redundancies.

Endexx is a "Collaboration Corporation" that develops through its subsidiaries cost effective technology solutions for the legal marijuana industry. Endexx's diversified offerings include an easy to use Seed to Sale inventory tracking and process management system for growers, processors, dispensaries, medical patients and users, a high tech commercial grade inventory control dispensing system, a line of superior cannabidiol infused edibles and a pioneering New Jersey consulting firm. Endexx is publicly traded under the symbol EDXC.

Summary of Significant Accounting Policies

Basis of Accounting

The Company prepares its consolidated financial statements in conformity with generally accepted accounting principles in the United States of America. These principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management believes that these estimates are reasonable and have been discussed with the Board of Directors; however, actual results could differ from those estimates.

Use of Estimates

The Company prepares its consolidated financial statements in conformity with generally accepted accounting principles in the United States of America. These principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management believes that these estimates are reasonable and have been discussed with the Board of Directors; however, actual results could differ from those estimates.
These consolidated financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (GAAP).

We follow accounting standards set by the Financial Accounting Standards Board, commonly referred to as the FASB. The FASB sets GAAP that we follow to ensure we consistently report our financial condition, results of operations, and cash flows. References to GAAP issued by the FASB in these footnotes are to the FASB Accounting Standards Codification, sometimes referred to as the Codification or ASC.

These principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management believes that these estimates are reasonable and have been discussed with the Board of Directors; however, actual results could differ from those estimates.

Principles of Consolidation

The consolidated financial statements include the accounts and operations of Endexx Corporation and its wholly owned subsidiaries which include the following:

Subsidiary	% Owned
Global Solaris Group LLC	100%
Greenleaf Consulting LLC	100%
Dispense Labs, LLC	100%
Cann Can LLC	100%
CBD Health Solutions, LLC	100%
Together One Step Closer, LLC	100%
Go Green Global Enterprises, Inc	100%

These are collectively referred to as the "Company." Accordingly, the assets and liabilities, and expenses of the company have been included in the accompanying consolidated financial statements, and intercompany transactions have been eliminated.

Concentration in Sales to Few Customers

In the years ended September 30, 2018 and 2017, Customer A had revenue concentrations of 12% for 2018 and 0.00% for 2017, and no accounts receivable concentrations. Customer B had revenue concentrations of 0.00% for 2018 and 10.00% for 2017, and no accounts receivable concentrations.

Cash and Cash Equivalents

The majority of cash is maintained with a major financial institution in the United States. Generally, deposits may be redeemed on demand and, therefore, bear minimal risk. The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Accounts Receivable

Accounts receivable are stated at face value, less an allowance for doubtful accounts. Abakan provides an allowance for doubtful accounts based on management's periodic review of accounts, including the delinquency of account balances. Accounts are considered delinquent when payments have not been received within the agreed upon terms and are written off when management determines that collection is not probable. As of September 30, 2018, and 2017, management has determined that no allowance for doubtful accounts is required, in addition we wrote off $5,844, as of the year ended September 30, 2018, in receivables that were no longer collectible.

Property and equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Maintenance and repairs are charged to operations as incurred. Depreciation and amortization are based on the straight-line method over the estimated useful lives of the related assets. When assets are retired or otherwise disposed of, the cost and accumulated depreciation and amortization are removed from the accounts, and any resulting gain or loss is reflected in operations in the period realized.

Depreciation

Depreciation is computed on the straight-line method net of salvage value with useful lives as follows:

Computer equipment and software	3 - 5 years
Business Equipment and fixtures	5 - 7 years
Machinery and Equipment	5 - 7 years
Leasehold Improvements	Lease Term

Stock Based Compensation

The Company follows FASB ASC 718-10 and values our employee stock based awards based on the grant-date fair value estimated in accordance with the provisions of FASB ASC 718-10. The Company accounts for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with FASB ASC 718-10 and the conclusions reached in FASB ASC 505-10. Costs are measured at the estimated fair value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earliest of a performance commitment or completion of performance by the provider of goods or services as defined by FASB ASC 505-10.

Research and development costs

Research and development costs are charged to expense as incurred and are included in operating expenses. Total research and development costs were $43,638 and $8,110 for the years ended September 30, 2018 and 2017, respectively.

Advertising Costs

The costs of advertising are expensed as incurred. Advertising expenses are included in the Company's operating expenses. Advertising expense was $96,591 and $46,505 for the years ended September 30, 2018 and 2017, respectively.

Income Taxes

The Company accounts for income taxes under the liability method. Deferred tax assets and liabilities are recorded based on the differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, referred to as temporary differences.

Deferred tax assets and liabilities at the end of each period are determined using the currently enacted tax rates applied to taxable income in the periods in which the deferred tax assets and liabilities are expected to be settled or realized.

Inventory

Inventory is composed of finished goods, in-process, and raw goods inventory, valued on a first in first out basis, and includes production cost, product freight in, and packaging costs. Slow moving and obsolete inventories are written down based on a comparison of on-hand quantities to historical and projected usages. Additionally, reserves for non-cancelable open purchase orders for components the Company is obligated to purchase in excess of projected usage, or for open purchase orders where the market price is lower than the purchase order price, if any, are recorded as other accrued expenses on the balance sheet. As of September 30, 2018 and 2017, we did not have any such accrued expenses.

Revenue Recognition

Revenue is recognized when the four basic criteria of revenue recognition are met: (i) a contractual agreement exists; (ii) transfer of goods has been completed or services have been rendered; (iii) the fee is fixed or determinable, and (iv) collectability is reasonably assured. Thus, we generally recognize sales revenue when shipment of the purchased product has occurred. Cash payments received in advance are recorded as deferred revenue. We have analyzed our quality control procedures and feel that our main exposure is from damages in shipping. Accordingly we do not need to establish a reserve for returns at this time. We will continue to analyze this each period and implement one if the need arises.

Fair Value Measurement

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820, Fair Value Measurement ("ASC 820"), provides a comprehensive framework for measuring fair value and expands disclosures which are required about fair value measurements. Specifically, ASC 820 sets forth a definition of fair value and establishes a hierarchy prioritizing the inputs to valuation techniques, giving the highest priority to quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable value inputs. ASC 820 defines the hierarchy as follows:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reported date. The types of assets and liabilities included in Level 1 are highly liquid and actively traded instruments with quoted prices, such as equities listed on the New York Stock Exchange.

Level 2 - Pricing inputs are other than quoted prices in active markets, but are either directly or indirectly observable as of the reported date. The types of assets and liabilities in Level 2 are typically either comparable to actively traded securities or contracts or priced with models using highly observable inputs.

Level 3 - Significant inputs to pricing that are unobservable as of the reporting date. The types of assets and liabilities included in Level 3 are those with inputs requiring significant management judgment or estimation, such as complex and subjective models and forecasts used to determine the fair value of financial transmission rights.

Our financial instruments consist of accounts receivable, accounts payable, accrued expenses and convertible and term debt. The carrying value of our financial instruments approximates their fair value due to their relative short maturities and the nature of the debt.

Derivative Financial Instruments

We do not use derivative instruments to hedge exposures to cash flow, market or foreign currency risks. We evaluate all of our financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the statements of operations. For stock-based derivative financial instruments, we used a Black Scholes valuation model to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement or conversion of the instrument could be required within 12 months of the balance sheet date.

A reconciliation of the changes in the Company's Level 3 derivative liability at fair value is as follows:

Balance at September 30, 2016	$	-0-
Conversions of debt to equity		(-0-)
Decrease in fair value of the liability		(42,901)
Additions to the liability		167,514
Balance at September 30, 2017	$	124,613

Balance at September 30, 2017	$	124,613
Conversions of debt to equity		(136,552)
Decrease in fair value of the liability		(189,542)
Additions to the liability		677,100
Balance at September 30, 2018	$	475,619

Impairment of Long-Lived Assets

The Company accounts for long-lived assets in accordance with the provisions of Statement of Financial Accounting Standards ASC 360-10, "Accounting for the Impairment or Disposal of Long-Lived Assets." We evaluate whether events and circumstances have occurred which indicate the remaining estimated useful life of long-lived assets, including other intangible assets, may warrant revision or the remaining balance of an asset may not be recoverable. The measurement of possible impairment is based on a comparison of the fair value of the related assets to the carrying value using discount rates that reflect the inherent risk of the underlying business. Impairment losses, if any, would be recorded to the extent the carrying value of the assets exceeds the implied fair value resulting from this calculation. In the years ended September 30, 2018 and 2017, the Company recorded two such impairments for $500,000 and $308,000, respectively. (please see Note 3, Property, plant and equipment, Acquisitions.)

Earnings (Loss) Per Common Share

The Company computes net loss per share in accordance with FASB ASC 260-10, "Earnings per Share". FASB ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the statement of operations. Basic EPS is computed by dividing net loss available to common stockholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted net earnings (loss) per common share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents, consisting of shares that might be issued upon exercise of common stock warrants. In the fiscal year ended September 30, 2018, where losses are reported, the weighted-average number of common shares outstanding excludes common stock equivalents, including 1,250,000 common stock warrants, because their inclusion would be anti-dilutive.

Impact of Recently Issued Accounting Pronouncements

As of September 30, 2018, and through the date of this filing, there were several new accounting pronouncements issued by the Financial Accounting Standards Board. Each of these pronouncements, as applicable, has been or will be adopted by the Company. Management does not believe the adoption of any of these accounting pronouncements has had or will have a material impact on the Company's consolidated financial statements. The Company will monitor these ed merging issues to assess any potential future impact on its financial statements.

ASU Update 2014-09, "Revenue from Contracts with Customers (Topic 606)," converged guidance on recognizing revenue in contracts with customers on an effective date after December 31, 2017. The ASU outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers which supersedes current revenue recognition guidance, including most industry-specific guidance. The guidance provides that an entity recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This guidance also requires 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. The Company adopted Topic 606 as of January 1, 2018, using the modified retrospective transition method. Under the modified retrospective method, the Company would recognize the cumulative effect of initially applying the standard as an adjustment to opening retained earnings at the date of initial application; however, we did not have any material adjustment as of the date of the adoption. The comparative periods have not been restated.

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)." This standard requires all leases that have a term of over 12 months to be recognized on the balance sheet with the liability for lease payments and the corresponding right-of-use asset initially measured at the present value of amounts expected to be paid over the term. Recognition of the costs of these leases on the income statement will be dependent upon their classification as either an operating or a financing lease. Costs of an operating lease will continue to be recognized as a single operating expense on a straight-line basis over the lease term. Costs for a financing lease will be disaggregated and recognized as both an operating expense (for the amortization of the right-of-use asset) and interest expense (for interest on the lease liability). This standard will be effective for our interim and annual periods beginning January 1, 2019, and will be applied on a modified retrospective basis to leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. Early adoption is permitted. The Company has evaluated the timing of adoption and the potential impact of this standard on our financial position, but we do not expect it to have a material impact on our financial position or results of operations.

In July 2017, the Financial Accounting Standards Board ("FASB") issued ASU 2017-11, "Earnings Per Share (Topic 260); Distinguishing Liabilities from Equity (Topic 480); Derivatives and Hedging (Topic 815): (Part 1) Accounting for Certain Financial Instruments with Down Round Features, (Part II) Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Non-public Entities and Certain Mandatorily Redeemable Non-controlling Interests with a Scope Exception" ("ASU 2017-11"). Part I relates to the accounting for certain financial instruments with down round features in Subtopic 815-40, which is considered in determining whether an equity-linked financial instrument qualifies for a scope exception from derivative accounting. Down round features are features of certain equity-linked instruments (or embedded features) that result in the strike price being reduced based on the pricing of future equity offerings. An entity still is required to determine whether instruments would be classified as equity in determining whether they qualify for that scope exception. If they do qualify, freestanding instruments with down round features are no longer classified as liabilities. ASU 2017-11 is effective for annual reporting periods beginning after December 15, 2018, including interim periods within that reporting period. Early adoption is permitted, including in an interim period. We adopted Topic 815 as of January 1, 2018. There was no effect on any of our freestanding instruments as we do not have any instruments that have the round down feature.

Although there are several other new accounting pronouncements issued or proposed by the FASB, which the Company has adopted or will adopt, as applicable, we do not believe any of these accounting pronouncements has had or will have a material impact on our consolidated financial position or results of operations.

Subsequent Events

In accordance with ASC 855-10 “Subsequent Events”, Endexx has evaluated subsequent events and transactions for potential recognition or disclosure in the financial statements through the date the financial statements were issued (Note 10).

2. Going concern

Our consolidated financial statements have been presented on the basis that we are a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. We have sustained operating losses since inception, which raises substantial doubt about the Company’s ability to continue as a going concern.

As of September 30, 2018, we have a working capital deficit of $2,618,680, and an accumulated deficit of $15,265,967. During the years ended September 30, 2018 we had a net loss of $2,502,317 and cash used by operating activities of $1,033,643. The Company’s ability to continue in existence is dependent on its ability to develop additional sources of capital, and/or achieve profitable operations and positive cash flows. Management’s plan is to aggressively pursue its present business plan. Since inception we have funded our operations through the issuance of common stock and related party loans and advances and will seek additional debt or equity financing as required. There can be no assurance, however; that the Company will be successful in achieving its business plan and/ or obtaining financing or terms acceptable to the Company. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Liquidity

The Company also expects to continue to incur substantial expenses relating to its marketing and sales efforts. As a result, the Company expects to incur losses over the next year unless it is able to realize additional revenues under any current or future agreements. The timing and amounts of such revenues, if any, cannot be predicted with certainty. Accordingly, results of operations for any period may be unrelated to the results of operations for any other period. These conditions raise substantial doubt regarding the Company’s ability to continue as a going concern.

The Company will likely need to raise and is pursuing additional funds through strategic collaborations, public or private equity or debt financing, or other funding sources. This funding may not be available on acceptable terms, or at all, and may be dilutive to shareholder interests. If sufficient capital is not available, the Company may be required to delay, reduce the scope of or eliminate one or more of its product offerings, any of which could have a material adverse effect on its business. If the Company is not able to secure additional capital by the end of its fiscal year, it may be forced to terminate operations altogether in fiscal year 2019.

3. Property, plant and equipment

Property, plant and equipment consisted of the following:

		September 30, 2018		September 30, 2017
Computer equipment	$	13,582	$	11,083
Dispense equipment		56,000		56,000
Office furniture, and fixtures		2,130		2,130
		71,712		69,213
Less accumulated depreciation and amortization		(22,116)		(11,474)
	$	49,596	$	57,739

Depreciation and amortization expense was $10,643 and $2,643 for the years ended September 30, 2018 and 2017, respectively.

On September 30, 2017, we reclassified $56,000 of dispense equipment from inventory to Assets as demonstration and use in our regular course of business. We are depreciating these over seven years, commencing on October 1, 2017.

Acquisitions

Stock Issued for PhytoLabs, LLC Acquisition

On March 1, 2017, we issued 5,500,000 of shares of restricted common stock, valued at $308,000 for the acquisition of a subsidiary, PhytoLabs, LLC. In exchange for our shares of stock we received all of PhytoLabs product formulas, and Limited Liability Company and rights to all technologies, and licenses owned by them currently. We analyzed our investment as of September 30, 2017, in accordance ASC 805-10-55-51, and as such impaired our cost of acquisition of $308,000, and is reflected on the accompanying, "*Statement of Operations.*"

Stock Issued for Together One Step Closer Acquisistion

November 8, 2017, we issued 1,000,000 of shares of restricted common stock, valued at $50,000 for the acquisition of a subsidiary, Together One Step Closer, LLC. (DBA: Holistic Earth Remedies). The company specializes in the manufacturing, production and sales of a full line of topical lotions, gels, salves, balms and spray applications for the relief of pain, inflammation, stress, and mild skin irritation. The company has two lines of products for human and pet dog markets. We analyzed our investment as of September 30, 2018, in accordance ASC 805-10-55-51, and as such impaired our cost of acquisition of $50,000, and is reflected on the accompanying, "*Statement of Operations.*"

Stock Issued for Go Green Global Enterprises, Inc. Acquisition

On May 1, 2018, we issued 10,000,000 of shares of restricted common stock, valued at $450,000 for the acquisition of a subsidiary, Go Green Global Enterprises Inc, a Nevada Corporation. In exchange for our shares of stock we received all of Go Green's authorized shares of stock, 20,000,000, and rights to all technologies, and licenses owned by them currently. We also assumed two consulting agreements for the existing principals of the company. We analyzed our investment as of September 30, 2018, in accordance ASC 805-10-55-51, and as such impaired our cost of acquisition of $450,000, and is reflected on the accompanying, "*Statement of Operations.*"

4. Notes Payable

On August 1, 2018, the Company received $230,000, on a convertible promissory note from Apollo Management Group, Inc., bearing a twelve percent (12%) interest rate per annum. The note has a maturity date of August 1, 2019 and has a conversion price equal to fifty percent (50.00%) of the lowest trading price of the preceding ten (10) days from the date of conversion. The note includes certain provisions including that the Company shall maintain in reserve the amount of the shares issuable for the amount of the principal and interest accrued and payable. We also accrued $17,000 in interest for this note and is included in accrued expenses on the accompanying *Consolidated Balance Sheets*. This note also created a debt discount of $277,778 and are amortizing this over the life of the note of 12 months, accordingly we also recorded an amortization of debt discount of $45,662. In connection with this note, the derivative liability totaled $354,691, as of September 30, 2018, and is reflected on the accompanying *Consolidated Balance Sheets*.

On April 23, 2018, the Company received $111,111, on a convertible promissory note from Apollo Management Group, Inc., bearing a twelve percent (12%) interest rate per annum. The note has a maturity date of October 23, 2018 and has a conversion price equal to fifty percent (50.00%) of the lowest trading price of the preceding twenty (20) days from the date of conversion. The note includes certain provisions including that the Company shall maintain in reserve the amount of the shares issuable for the amount of the principal and interest accrued and payable. We also accrued approximately $6,700 in interest for this note and is included in accrued expenses on the accompanying *Consolidated Balance Sheets*. This note also created a debt discount of $111,111, and we are amortizing over the life of the note of 12 months, accordingly we also recorded an amortization of debt discount of $111,111. In connection with this note, the derivative liability of $120,928 as of September 30, 2018, and is reflected on the accompanying *Consolidated Balance Sheets*.

On February 15, 2017, the Company received $30,000, on a convertible promissory note from Tribridge Ventures, LLC, bearing a seven percent (7%) interest rate per annum. The note has a maturity date of February 15, 2018, and has a conversion price equal to sixty-seven and one-half percent (67.50%) of the lowest three days of the preceding ten days from the date of conversion.

The note includes certain provisions including that the Company shall maintain in reserve the amount of the shares issuable for the amount of the principal and interest accrued and payable. This note also created a debt discount of $30,000, and we are amortizing over the life of the note of 12 months, accordingly we also recorded an amortization of debt discount of $30,000. In connection with this note, the derivative liability of $21,645 as of September 30, 2017, and $-0- as of September 30, 2018, and is reflected on the accompanying *Consolidated Balance Sheets*.

On November 21, 2016, the Company received $70,000, on a convertible promissory note from Blackbridge Capital, bearing a seven percent (7%) interest rate per annum. The note has a maturity date of November 21, 2017, and has a conversion price equal to sixty-seven and one-half percent (67.50%) of the lowest three days of the preceding ten days from the date of conversion. The note includes certain provisions including that the Company shall maintain in reserve the amount of the shares issuable for the amount of the principal and interest accrued and payable. This note also created a debt discount of $70,000, and we are amortizing over the life of the note of 12 months, accordingly we also recorded an amortization of debt discount of $70,000. In connection with this note, the derivative liability of $46,740 as of September 30, 2017, and $-0- as of September 30, 2018, and is reflected on the accompanying *Consolidated Balance Sheets*.

On January 31, 2018, an unrelated party, Apollo Capital Corporation, purchased the above two notes for an aggregate amount of $75,784, creating a gain on debt settlement of $65,052, and is reflected in our Statement of Operations. On February 26. 2018, the purchaser, Apollo Capital Corporation, converted $30,000 of the debt into 1,559,207 shares of our common stock priced at $0.019 per share. On March 5, 2018, the purchaser, Apollo Capital Corporation, converted $40,000 of the principal debt into 1,781,700 shares of our common stock priced at $0.0225 per share. On April 26, 2018, the purchaser, Apollo Capital Corporation, converted $30,000 of the principal debt into 1,701,996 shares of our common stock priced at $0.0176 per share. On all three settlements created a derivative liability of an aggregate amount of $80,111, and interest charges of $2,497.

On February 17, 2017, the Company received $31,000, on a convertible promissory note from Apollo Management Group, Inc., bearing a ten percent (10%) interest rate per annum. The note has a maturity date of August 17, 2017 and has a conversion price equal to fifty percent (50.00%) of the lowest trading price of the preceding thirty (30) days from the date of conversion. The note includes certain provisions including that the Company shall maintain in reserve the amount of the shares issuable for the amount of the principal and interest accrued and payable. We also accrued $2,484 in interest for this note and is included in accrued expenses on the accompanying *Consolidated Balance Sheets*. This note also created a debt discount of $25,000 and are amortizing this over the life of the note of 6 months, accordingly we also recorded an amortization of debt discount of $25,000. In connection with this note, the derivative liability totaled $56,228, as of September 30, 2017, and is reflected on the accompanying *Consolidated Balance Sheets*. On April 4, 2018, the note holder, Apollo Capital Corporation, converted $26,000 of the principal debt into 1,238,095 shares of our common stock priced at $0.021 per share. On April 13, 2018, the note holder, Apollo Capital Corporation, converted $26,410 remaining balance due on the note. Representing, $25,266 of the principal debt and $1,144 of the accrued interest into 1,257,622 shares of our common stock priced at $0.021 per share.

During the year ended September 30, 2016, the Company received two short term loans for an aggregate amount of $9,000, from two un-related individuals. Both notes are payable upon demand, and are noninterest bearing and noncollateralized. To a third individual we made a payment of $2,600 against amounts that are due to them. Both Notes are payable upon demand and have no maturity date.

On December 17, 2015, the Company also entered into a third noninterest bearing, noncollateralized note payable for $50,000. The note is convertible into shares of our restricted common stock and has a financing fee payable calculated as fifteen percent of the gross profit of our CBD Unlimited product sales. This note matured on December 16, 2016 and was in default before conversion. On March 10, 2017, the note was converted to stock, at $0.051 per share and was paid in full with 1,087,419 and 965,251 shares of our common stock, and there was no extension agreement. The shares were valued at $119,055, creating a loss on settlement of debt of $69,055, and is reflected in our Statement of Operations.

On April 4, 2018, the ACC shareholder converted $26,000 of default penalty and interest into 1,238,095 of shares of our common stock for payment; and on April 13, 2018, the ACC shareholder converted $82,851 of default penalty into 1,257,622 of shares of our common stock for payment. These shares had the following expense breakdown; $56,441 in gain on derivative liability, $1,144 in interest accrued and $51,266 in debt converted.

Future maturity of our notes payable is presented in the table below:

For the years ending September 30,		
2019	$	442,889
2020		-0 -
2021		-0 -
2022		-0 -
2023 and beyond		-0 -
	$	442,889
Less debt discounts		(232,116)
Net notes payable	$	210,773

5. Payroll and Taxes Payable

As of the periods shown below, payroll and taxes payable included:

	September 30,		**September 30,**	
Description		**2018**		**2017**
Accrued Payroll - Officer	$	612,000	$	462,000

Accrued Taxes - Officer		64,222		33,775
Accrued Taxes - employee		125,481		86,166
Total	**$**	**801,703**	**$**	**581,941**

In 2005, the Company entered into an employment agreement with our President with the provisions for a $150,000 per year salary. Accordingly, the company accrued $150,000 salary for the years ended September 30, 2018 and 2017, respectively. As of the years ended September 30, 2018 and 2017, there are $612,000 and $462,000, respectively, in accrued salary outstanding.

6. Related Party Transactions

Transactions with a former officer

On May 1, 2015, The Company entered into an amendment of a previous consulting agreement with a related party, to perform the duties of Chief Operating Officer and Vice President. The terms of the previous agreement remain in force except for the following: we will provide a monthly salary of $5,000 effective June 1, 2015, until April 30, 2018. We also agreed to issue 6,000,000 shares of our private restricted common stock and are issuable to him on June 1 of each year in 2,000,000 portions. We also agreed to reimburse for reasonable and customary business expenses.

On September 22, 2016, Alain Soutenet, our Chief Operating Officer and Vice President, resigned and left his position with the Company. On November 21, 2016, we agree to convert the amount of $140,125.37 due to him for expenses, capital contributions, salary and accrued interest incurred by Payee up to September 30th, 2015 into two issuances of 2,289,926 shares of Common Stock and 2,310,074 shares of Common Stock respectively.

The Promissory Note to a related party and Debt Conversion Agreement list the following conversions:

1. Conversion of Debt to Unrestricted Common Stock. Effective as of November 11, 2016, $70,369.57 of the Debt shall be converted into unrestricted free trading shares of Common Stock at a price per share of $0.03 for an aggregate number of shares of 2,310,074. Upon execution of this Agreement, the Company shall instruct its transfer agent within 5 days of the effective date to issue a total of 2,310,074 shares of Common Stock to the Investor, and the Investor shall acknowledge the repayment of $70,369.57 of the Debt upon delivery of the Stock Certificates. In addition, we also acknowledged a loss on debt settlement of $45,134.43, based on the fair value of the stock settled of $115,504.

2. Conversion of Debt to Restricted Common Stock. Effective as of November 7, 2016, $69,755.80 of the Debt shall be converted into restricted shares of Common Stock at a price per share of $0.03 for an aggregate number of shares of 2,289,926. Upon execution of this Agreement, the Company shall instruct its transfer agent within 5 days of the effective date to issue a total of

2,289,926 shares of Common Stock to the Investor, and the Investor shall acknowledge the repayment of $69,755.57 of the Debt upon delivery of the Stock Certificates. In addition, we also acknowledged a loss on debt settlement of $44,740.20, based on the fair value of the stock settled of $114,496.

3. Issuance of Unrestricted Common Stock. Company shall instruct its transfer agent within 5 days of the effective date to issue a total of 2,000,000 shares of Unrestricted, Free Trading Common Stock to the Investor, and the Investor shall acknowledge the receipt of the shares upon delivery of the Stock Certificates. The shares were issued on November 7, 2016, valued at $0.05 per share or $100,000 of our common stock.

Transactions with Todd Davis and Rayne Forecast Inc.

On October 1, 2016, Todd Davis, President and Chief Executive Officer converted $1,157,500 of accrued salary and $123,825 in accrued payroll taxes for a total of $1,281,325 in to a long term note payable bearing an interest rate of seven percent (7%) per annum, and with a maturity date of October 1, 2018. The note is convertible in shares of our common stock at a rate of $0.027 per share. This note also created a debt discount of $517,458, and we are amortizing this over the life of the note of 12 months, accordingly we also recorded an amortization of debt discount of $517,458.in the years ended September 30, 2018 and 2017, we credited $209,140 towards the outstanding principal for funds reimbursed to Rayne Forecast and not used for expenses. As of the years ended September 30, 2018 and 2017, respectively, there is outstanding accrued interest on this note of $155,934 and $75,934.

See Note 5 for information for employment agreement with the President, Todd Davis.

On September 18, 2018, our President and Chief Executive officer was issued 3,484,899 shares of our common stock, valued at $151,245, for finders fees for financial services provided to the Company for the Period of October 1, 2016 through September 30, 2018.

During the years ended September 30, 2018 and 2017, Rayne Forecast Inc, a company owned by our President, Todd Davis, collected and processed all of our credit card charges from sales and advanced funds totaling $460,782 and was reimbursed $460,782 in the same time periods for a net balance due of none.

Employment agreements

On May 20, 2018, the Company entered into an employment agreement with Dan Frate, our Graphic Designer, with a commencement date of January 1, 2018 for an unspecified term based upon an “at will” employment state by the employee and the employer. The agreement may be terminated by the employee with a two week notice and by the employer with a thirty day notice. The Company agreed to compensate the employee sixty-thousand dollars ($60,000), annual reviews and increases as the Board of Directors approves. The Company agreed to pay the employee a commission up to 10% of sales and contracts. We also agree to pay the employee a bonus equal to an amount between one and 150 percent of his base salary. We also agreed to reimburse all reasonable business expenses with prior approval.

On September 1, 2018, the Company entered into an employment agreement with Dustin Sullivan, as of Chief Operating Officer, for an unspecified term based upon an "at will" employment state by the employee and the employer. The agreement may be terminated by the employee with a two week notice and by the employer with a thirty day notice. The Company agreed to compensate the employee one hundred fifty-thousand dollars ($150,000), annual reviews and increases as the Board of Directors approves. We also agree to pay the employee a bonus equal to an amount between one and 150 percent of his base salary. We also agreed to grant the employee twenty-five thousand ($25,000) value of our common stock for the initial three years of employment priced at the 10 day VWAP at the end of each fiscal quarter. The employee shall also be entitled to four weeks paid vacation per year. We also agreed to reimburse all reasonable business expenses with prior approval.

Related party notes payable

On June 30, 2015, the Company converted $30,550 of our accounts payable debt to Steinback and Associates, a related party to a Convertible note payable. The conversion price is calculated on a 15% discount of the 10-day moving average of the closing price of our common stock. The note is payable upon demand and bears an interest rate of 1% and is noncollateralized and matured on December 31, 2016, and was in default before conversion. On February 14, 2017, this note was paid in full and converted to 1,251,287 shares of our common stock at $0.065 per share, after it was in default. The shares were valued at $81,334, creating a loss on settlement of debt of $50,784, and is reflected in our Statement of Operations. We also issued on February 10, 2017, 176,292 shares of our common stock for payment of interest owed valued at $13,204. Also outstanding in Accounts Payable as of September 30, 2018 and 2017, is $54,250 and $37,950, respectively.

7. Stockholders' Deficit

Stock Shares – Authorized

The Company has 1,000,000,000 common shares authorized at a par value of $0.0001 per share and 10,000,000 shares of preferred stock, par value $0.0001 per share. All common stock shares have equal voting rights, are non-assessable and have one vote per share. Voting rights are not cumulative and, therefore, the holders of more than 50% of the common stock could, if they choose to do so, elect all the directors of the Company. There is currently only one designated class of preferred shares, "A." The holders of the preferred stock shall have such rights, preferences and privileges as may be determined by the Board of Director's prior to the issuance of such shares. The preferred stock may be issued in such series as are designated by the Board of Director's and the Board of Director's may fix the number of authorized shares of preferred stock for each series and the rights, preferences, and privileges of each series of preferred stock.

As of the years ended September 30, 2018 and September 30, 2017, there were 313,342,558 and 270,995,975 shares of our common stock issued and outstanding, respectively. As of the years ended September 30, 2018 and September 30, 2017, there were 7,296,000 shares of our preferred stock issued and outstanding, respectively.

Common Shares – Issued and Outstanding

During the year ended September 30, 2018, the Company had the following share transactions in addition to the issuances discussed elsewhere.

On December 15, 2017, we issued 1,600,000 shares of our restricted common stock for an aggregate amount $43,242 net of offering costs of none for a private placement.

On December 18, 2017, we issued 389,610 shares of our restricted common stock for an aggregate amount $15,000 net of offering costs of none for a private placement.

On January 17, 2018, we issued 2,100,000 shares of our restricted common stock for an aggregate amount $56,758 net of offering costs of none for a private placement.

On April 18, 2018, we issued 1,114,408 shares of our restricted common stock for an aggregate amount $36,000 net of offering costs of none for a private placement.

On May 1, 2018, we issued 569,395 shares of our restricted common stock for an aggregate amount $16,000 net of offering costs of none for a private placement.

On May 16, 2018, we issued 3,333,336 shares of our restricted common stock for an aggregate amount $100,000 net of offering costs of none for a private placement.

On June 1, 2018, we issued 613,718 shares of our restricted common stock for an aggregate amount $17,000 net of offering costs of none for a private placement.

On June 25, 2018, we issued 500,000 shares of our restricted common stock for an aggregate amount $16,000 net of offering costs of none for a private placement.

On August 7, 2018, we issued 1,336,649 shares of our restricted common stock for an aggregate amount $20,000 net of offering costs of none for a private placement.

On August 27, 2018, we issued 3,333,334 shares of our restricted common stock for an aggregate amount $100,000 net of offering costs of none for a private placement.

In the year ended September 30, 2017, the Company had the following share transactions in addition to the issuances discussed elsewhere.

On November 2, 2016, we issued 750,000 shares of our restricted common stock for an aggregate amount $15,000 net of offering costs of none for a private placement.

Common Stock Warrants

In connection with the above private placement, we valued the common stock warrants granted during the year ended September 30, 2018, using the Black-Scholes model with the following assumptions:

	August 1, 2018
Expected volatility (based on historical volatility)	120.25%
Expected dividends	0.00
Expected term in years	2.00
Risk-free rate	2.67%

A summary of the common stock warrants granted, forfeited or expired during the year ended September 30, 2018 is presented below:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Terms (In Years)
Balance at October 1, 2017	-0-	$ 0.00	0.00 years
Granted	1,250,000	$ 0.063	2.00 years
Exercised	(-0-)	$ 0.00	0.00 years
Forfeited or expired	(-0-)	$ 0.00	0.00 years
Balance at September 30, 2018	1,250,000	$ 0.063	2.00 years
Exercisable at September 30, 2018	-0-	$ 0.063	2.00 years
Weighted average fair value of options granted during the year ended September 30, 2018		NA	

The following table summarizes information about the common stock warrants outstanding at September 30, 2018:

Warrants Exercisable

Range of Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
0.055	750,000	2.00 Years	.055	750,000	.055
0.075	500,000	2.00 Years	.075	500,000	.075
	1,250,000	2.00 Years	.063	1,250,000	.063

Stock Based Compensation

On November 2, 2016, we issued two tranches of 150,000 shares of our common stock to an unrelated company that performed valuation services for us valued at $7,875, each tranche.

On February 1, 2017, the Company issued 176,292 shares of our common stock as payment to an unrelated individual for payment of financing services, valued at $13,204, and is reflected in the accompanying statement of operations in *"Consulting fees."*

On April 1, 2017, the Company issued 4,673,148 shares of our common stock as payment to an unrelated individual for payment of consulting on our Investor and Public Relations, of $99,254, and payment of accouns payable, of $143,282, valued at total of $242,536, and the associated expense is reflected in the accompanying statement of operations in *"Consulting fees."*

On June 1, 2017, the Company issued 1,000,000 shares of our common stock as payment to an unrelated individual for payment of product purchased, valued at $62,000, and is reflected in the accompanying balance sheet in *"Inventory."*

On June 1, 2017, the Company issued 150,000 shares of our common stock as payment to an unrelated individual for payment of development of products, valued at $9,300, and is reflected in the accompanying statement of operations in *"Consulting fees."*

On August 5, 2017, the Company issued 4,000,000 shares of our common stock as payment to an unrelated individual for payment of Default interest earned on an outstanding note payable, valued at $197,200, and is reflected in the accompanying statement of operations in "*"Interest and Other Expense."*

On August 15, 2017, the Company issued 250,000 shares of our common stock as payment to an unrelated individual for payment of consulting on our Investor and Public Relations, valued at $9,800, and is reflected in the accompanying statement of operations in *"Consulting fees."*

On December 15, 2017, the Company issued 900,000 shares of our common stock as payment to two unrelated individual for payment of sales consulting on our sales and marketing, valued at $40,950, and is reflected in the accompanying statement of operations in *"Consulting fees."*

On December 15, 2017, the Company issued 600,000 shares of our common stock as payment to an unrelated individual for payment of sales consulting on our sales and marketing, valued at $27,300, and is reflected in the accompanying statement of operations in *"Consulting fees."*

On December 22, 2017, the Company issued 1,500,000 shares of our common stock as payment to an unrelated individual for payment of sales consulting on our sales and marketing, valued at $72,750, and is reflected in the accompanying statement of operations in *"Consulting fees."*

On June 1, 2018, the Company issued 200,000 shares of our common stock as payment to an unrelated individual for payment of sales consulting on our sales and marketing, valued at $8,960, and is reflected in the accompanying statement of operations in *"Consulting fees."*

On January 9, 2018, the Company issued 454,545 shares of our common stock as payment to an unrelated individual for payment of sales consulting on our sales and marketing, valued at $26,364, and is reflected in the accompanying statement of operations in *"Consulting fees."*

On January 26, 2018, the Company issued 460,000 shares of our common stock as payment to an unrelated individual for payment of sales consulting on our sales and marketing, valued at $27,600, and is reflected in the accompanying statement of operations in *"Consulting fees."*

On May 16, 2018, the Company issued 200,000 shares of our common stock as payment to an unrelated individual for payment of sales consulting on our sales and marketing, valued at $9,000, and is reflected in the accompanying statement of operations in *"Consulting fees."*

On August 27, 2018, we issued 558,784 shares of our restricted common stock to an employee for signing bonus for a value of $25,145.

On September 30, 2018, we issued 559,285 shares of our restricted common stock to an employee for signing bonus for a value of $24,049.

8. Commitments

Consulting Agreement

On May 7, 2018, we assumed two consulting agreements for the two principals of Go Green Global Enterprises, a Nevada Corporation, the we acquired from them. The Consultants will provide general business services as needed by the company, and the term of the contract is for one year and automatically renews from year to year after that, compensation is set at a monthly fee of $5,000, and a 10% perpetual fee of 10% of the gross revenues generated by the project currently under formation. The contract also has provisions for reimbursement of all expenses incurred by them in conjunction of performing their duties.

On February 29, 2016, we entered into an agreement with an unrelated individual to represent our products to wholesale vendors for a payment of $5,500 per month, payable $3,000 in cash, and $2,500 in shares of our restricted common stock. We also agreed to reimburse him for reasonable and approved business expenses.

On August 15, 2017, we entered into an agreement with an unrelated individual to consult our Company as Investment Banking Laison for a payment of $9,800 for a month period of the contract and continuing per month, payable $10,000 in our shares of our restricted common stock. We also agreed to reimburse him for reasonable and approved business expenses

9. Federal Income Tax

The Company accounts for income taxes under ASC 740-10, which provides for an asset and liability approach of accounting for income taxes. Under this approach, deferred tax assets and liabilities are recognized based on anticipated future tax consequences, using currently enacted tax laws, attributed to temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts calculated for income tax purposes.

The components of income tax expense for the years ended September 30, 2018 and 2017 consist of the following:

	2018	**2017**
Federal Tax statutory rate	30.00%	30.00%
Temporary differences	(4.00)%	(2.00)%
Permanent differences	(21.00)%	(22.00)%
Valuation allowance	(5.00)%	(7.00)%
Effective rate	0.00%	0.00%

Significant components of the Company's deferred tax assets as of September 30, 2018 and 2017 are summarized below.

	2018	**2017**
Deferred tax assets:		
Net operating loss carryforwards	$ 2,345,000	$ 1,594,000
Temporary differences	(728,000)	(633,000)
Permanent differences	(1,151,000)	(614,000)
Valuation allowance	(466,000)	(347,000)
	$ -	$ -

As of September 30, 2018, the Company had approximately $1,550,000 of federal net operating loss carry forwards. These carry forwards, if not used, will begin to expire in 2028. Future utilization of the net operating loss carry forwards is subject to certain limitations under Section 382 of the

Internal Revenue Code. The Company believes that there has not been any transaction to warrant any limitation of any previous operating losses.

To the extent that the tax deduction is included in a net operating loss carry forward and is in excess of amounts recognized for book purposes, no benefit will be recognized until the loss carry forward is recognized. Upon utilization and realization of the carry forward, the corresponding change in the deferred asset and valuation allowance will be recorded as additional paid-in capital.

The Company provides for a valuation allowance when it is more likely than not that it will not realize a portion of the deferred tax assets. The Company has established a valuation allowance against the net deferred tax asset due to the uncertainty that enough taxable income will be generated in those taxing jurisdictions to utilize the assets. Therefore, we have not reflected any benefit of such deferred tax assets in the accompanying financial statements. Our net deferred tax asset and valuation allowance increased by $119,000 in the year ended September 30, 2018.

The Company reviewed all income tax positions taken or that we expect to be taken for all open years and determined that our income tax positions are appropriately stated and supported for all open years. The Company is subject to U.S. federal income tax examinations by tax authorities for years after 2012 due to unexpired net operating loss carryforwards originating in and subsequent to that year. The Company may be subject to income tax examinations for the various taxing authorities which vary by jurisdiction.

10. Subsequent Events

Name Change of Endexx Corporation

On October 29, 2018, we changed our name from Endexx Corporation to CBD Unlimited Inc. This change is still pending approval by FINRA and other Governing agencies, we expect to have final approvals in the next fiscal quarter.

Notes Payable

On January 30, 2019, the Company received $437,222, on a convertible promissory note from Apollo Capital Corporation, Inc., bearing a ten percent (10%) interest rate per annum. The note has a maturity date of January 30, 2021 and has a conversion price equal to fifty percent (50.00%) of the lowest trading price of the preceding ten (10) days from the date of conversion. The note includes certain provisions including that the Company shall maintain in reserve the amount of the shares issuable for the amount of the principal and interest accrued and payable. Also, commencing March 10, 2019, we agreed to make a $2,500 on the tenth of each month until the note is repaid.

On December 3, 2018, the Company received $250,000, on a promissory note from David Wolfswinkel bearing a nine percent (9%) interest rate per annum. The note has a maturity date of

December 4, 2020. And is payable in cash or stock, at the mutual decision of the Company and the Note Holder.

On August 1, 2018, the Company received $230,000, on a convertible promissory note from Apollo Management Group, Inc., bearing a twelve percent (12%) interest rate per annum. The note has a maturity date of August 1, 2019, and has a conversion price equal to fifty percent (50.00%) of the lowest trading price of the preceding ten (10) days from the date of conversion. The note includes certain provisions including that the Company shall maintain in reserve the amount of the shares issuable for the amount of the principal and interest accrued and payable. On January 17, 2019, the note holder, converted $241,608.65, comprising of $227,777.78 of debt and $13,830.87 of accrued interest, into 9,456,307 shares of our common stock priced at $0.05110 per share. On February 12, 2019, we received an additional $350,000, on March 19, 2019, we received another $50,000, and on March 21, 2019, we received and additional tranche of $150,000 on this same note with the same terms.

On April 23, 2018, the Company received $111,111.11, on a convertible promissory note from Apollo Management Group, Inc., bearing a twelve percent (12%) interest rate per annum. The note has a maturity date of October 23, 2018, and has a conversion price equal to fifty percent (50.00%) of the lowest trading price of the preceding twenty (20) days from the date of conversion. The note includes certain provisions including that the Company shall maintain in reserve the amount of the shares issuable for the amount of the principal and interest accrued and payable. On January 17, 2019, the note holder, converted $120,828.00, comprising of $111,111.11 of debt and $9,716.89 of accrued interest, into 5,619,907 shares of our common stock priced at $0.043 per share

Stock Based Compensation

On October 1, 2018, the Company issued 559,285 shares of our common stock as payment to an unrelated individual for payment of consulting on our sales and marketing, valued at $25,000.

On December 21, 2018, the Company issued 100,000 shares of our common stock as payment to an unrelated individual for payment of consulting on our sales and marketing, valued at $4,400.

On December 20, 2018, the Company issued 333,333 shares of our common stock as payment to an unrelated individual for payment of consulting on our sales and marketing, valued at $10,000.

On January 1, 2019, the Company issued 506,073 shares of our common stock as payment to an unrelated individual for payment of consulting on our sales and marketing, valued at $25,000.

On January 2, 2019, the Company issued 705,882 shares of our common stock as payment to an unrelated individual for payment of consulting on our sales and marketing, valued at $36,000.

On March 25, 2019, the Company issued 250,000 shares of our common stock as payment to an unrelated individual for payment of consulting on our sales and marketing, valued at $67,250.

On March 31, 2019, the Company issued 32,154 shares of our common stock as payment to an unrelated individual for payment of consulting on our sales and marketing, valued at $10,000.

On March 31, 2019, the Company issued 308,642 shares of our common stock as payment to an unrelated individual for payment of consulting on our sales and marketing, valued at $25,000.

On May 4, 2019, the Company issued 230,000 shares of our common stock as payment to an unrelated individual for payment of consulting on our sales and marketing, valued at $107,962.

Common Shares – Issued and Outstanding

On December 10, 2018, we issued 3,333,332 shares of our restricted common stock for an aggregate amount $100,000 net of offering costs of none for a private placement.

On January 2, 2019, we issued 14,285,716 shares of our restricted common stock for an aggregate amount $500,000 net of offering costs of none for a private placement.

On January 11, 2019, we issued 3,188,750 shares of our restricted common stock for an aggregate amount $127,550 net of offering costs of none for a private placement. We recorded a Common stock receivable for payment, afterwards the shares were applied towards an outstanding note payable of $50,000 for Hampton Growth Resources, and the balance towards consulting fees for investor relations performed of $76,050.

On February 26, 2019, we issued 1,075,269 shares of our restricted common stock for an aggregate amount $100,000 net of offering costs of none for a private placement.

On April 15, 2019, we issued 370,370 shares of our restricted common stock for an aggregate amount $100,000 net of offering costs of none for a private placement.

On April 25, 2019, we issued 395,000 shares of our restricted common stock for an aggregate amount $118,500 net of offering costs of none for a private placement.

Commitments

Agreements

On January 28, 2019, we entered into an agreement with an unrelated individual to represent our products to customers, the term of the agreement is for four (4) years from the date of the contract, January 28, 2024, and has automatic four-year renewal clauses. We agreed to pay a commission of nineteen percent (19%), composed of ten percent (10%) for commission, two percent (2%) for override, and seven percent (7%) for expenses of managing and advertising the account. Within thirty (30) days of the end of the calendar year, we agreed to pay the representative a bonus for certain sales milestones if two percent (2%) of the net receipts, payable in shares of our restricted common stock.

On January 11, 2019, we entered into a joint venture agreement with a biometric company (GFE), in conjunction with our Jamaica financial interest, Go Green Global. GFE will contribute use of its software licenses, payment solutions software, and to assist with capital raises and build all building required for redevelopment. We agreed to use of our M3Hub and Gorilla Tek Technologies globally, and use of our 150 acre grow facility in Jamaica. GFE agreed to fund the purchase of the property and retrofitting of existing buildings and making the operation fully functional.

On February 5, 2019, we entered into an Electronic payments agreement with a major store chain, in conjunction with purchases made for sale in their chain of stores. This agreement is in conjunction with a General Trade agreement that is forthcoming. This agreement is to facilitate the payment of our products in the retail stores. And is valid for a monthly basis unless terminated with a five (5) days written notice. (see note 7).

On March 1, 2019, we entered into an agreement with an unrelated individual to represent our products to certain listed customers, the term of the agreement is for two (2) years from the date of the contract, March 1, 2021, and has automatic one year renewal clauses. We agreed to pay a commission of ten percent (10%) for commission for sales with no distributor and seven percent (7%) for commission for sales with a distributor. Within thirty (30) days of the end of the calendar year, we agreed to pay the representative a bonus for certain sales milestones of two percent (2%) of the net receipts.

On February 17, 2019, we entered into a distributor agreement with an unrelated individual (GCD) to represent our products to customers, the term of the agreement is monthly with a sixty (60) day advance written notice for termination. We agreed to provide a ten percent (10%) discount to our ordinary wholesale price of our products to the distributor and agreed to extend thirty (30) day terms for payment of product. On March 27, 2019, we received the initial order from them for $30,283 and is included in our gross sales for the period of March 31, 2019.

Received Purchase orders commitments

In conjunction with the payment's agreement in Note 6, we received on April 6 the first purchase orders for products for a Major National Chain of stores, for approximately wholesale value of $1,659,120 and an inventory commitment of approximately $365,006, representing approximately 54,000 units of product. Since then we have shipped the initial orders of approximately wholesale price of $568,800 and will fulfill the remaining purchase orders in the following quarter.