

GoSun, Inc.
A Delaware Corporation

Consolidated Financial Statements (Unaudited)
December 31, 2017 and 2016

GoSun, Inc.

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GOSUN, INC.
CONSOLIDATED BALANCE SHEETS (UNAUDITED)
As of December 31, 2017 and 2016

No assurance is provided
See accompanying notes, which are an integral part of these consolidated financial statements.

GOSUN, INC.
CONSOLIDATED BALANCE SHEETS (UNAUDITED)
As of December 31, 2017 and 2016

	<u>2017</u>	<u>2016</u>
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 1,077,335	\$ 201,582
Deposits	1,600	-
Accounts receivable	38,348	27,785
Inventory	234,574	315,448
Total Current Assets	<u>1,351,857</u>	<u>544,815</u>
Non-Current Assets:		
Property and equipment, net	93,214	59,018
Intangible assets, net	22,509	16,771
Total Non-Current Assets	<u>115,723</u>	<u>75,789</u>
TOTAL ASSETS	<u><u>\$ 1,467,580</u></u>	<u><u>\$ 620,604</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Liabilities:		
Current Liabilities:		
Accounts payable	\$ 49,824	\$ 96,925
Deferred revenues	538,651	538,218
Total Current Liabilities	<u>588,475</u>	<u>635,143</u>
Long-Term Liabilities:		
Crowd note agreements liability, net of unamortized discount of \$84,395	545,028	-
Accrued interest on crowd note agreement liability	12,502	-
Total Long-Term Liabilities	<u>557,530</u>	<u>-</u>
Total Liabilities	<u>1,146,005</u>	<u>635,143</u>
Stockholders' Equity (Deficit):		
Common Stock, \$0.0001 par, 50,000,000 shares authorized, 10,792,167 and 10,000,000 shares issued and outstanding, as of December 31, 2017 and 2016, respectively.	1,079	1,000
Additional paid-in capital	583,563	90,733
Subscriptions receivable	-	(170)
Accumulated deficit	(263,067)	(106,102)
Total Stockholders' Equity (Deficit)	<u>321,575</u>	<u>(14,539)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	<u><u>\$ 1,467,580</u></u>	<u><u>\$ 620,604</u></u>

No assurance is provided
See accompanying notes, which are an integral part of these consolidated financial statements.

GOSUN, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
For the years ended December 31, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Net revenues	\$ 1,359,436	\$ 1,119,257
Costs of net revenues	<u>(725,232)</u>	<u>(470,145)</u>
Gross profit	634,204	649,112
Operating Expenses:		
General & administrative	507,325	405,411
Sales & marketing	254,336	179,247
Research & development	<u>8,655</u>	<u>16,567</u>
Total Operating Expenses	770,316	601,225
Income/(loss) from operations	<u>(136,112)</u>	<u>47,887</u>
Other Income/(Expense):		
Interest expense	(22,454)	-
Interest income	<u>1,601</u>	<u>278</u>
Total Other Income/(Expense)	(20,853)	278
Provision for income taxes	-	-
Net Income/(Loss)	<u>\$ (156,965)</u>	<u>\$ 48,165</u>

No assurance is provided
See accompanying notes, which are an integral part of these consolidated financial statements.

GOSUN, INC.**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT) (UNAUDITED)**

For the years ended December 31, 2017 and 2016

	Common Stock		Additional Paid- In Capital	Subscriptions Receivable	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount				
Balance at January 1, 2016	-	\$ -	\$ 72,718	\$ -	\$ (62,505)	\$ 10,213
Contributions (Subsidiary LLC)	-	-	18,845	-	-	18,845
Distributions (Subsidiary LLC)	-	-	-	-	(91,762)	(91,762)
Issuance of common stock	10,000,000	1,000	(830)	(170)	-	-
Net income	-	-	-	-	48,165	48,165
Balance at December 31, 2016	10,000,000	1,000	90,733	(170)	(106,102)	(14,539)
Issuance of common stock	792,167	79	474,921	-	-	475,000
Offering costs	-	-	(3,126)	-	-	(3,126)
Stock-based compensation	-	-	21,035	-	-	21,035
Receipt of subscription receivable	-	-	-	170	-	170
Net loss	-	-	-	-	(156,965)	(156,965)
Balance at December 31, 2017	10,792,167	\$ 1,079	\$ 583,563	\$ -	\$ (263,067)	\$ 321,575

No assurance is provided

See accompanying notes, which are an integral part of these consolidated financial statements.

GOSUN, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
For the years ended December 31, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Cash Flows From Operating Activities		
Net Income (Loss)	\$ (156,965)	\$ 48,165
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation and amortization	14,011	12,280
Loss on disposal of assets	146	-
Amortization of crowd note issuance costs	6,029	-
Stock compensation expense	21,035	-
Changes in operating assets and liabilities:		
(Increase)/Decrease in accounts receivable	(10,564)	(27,785)
(Increase)/Decrease in deposits	(1,600)	-
(Increase)/Decrease in inventory	80,874	(224,294)
Increase/(Decrease) in accounts payable	(47,099)	44,445
Increase/(Decrease) in deferred revenues	433	(105,164)
Increase/(Decrease) in accrued interest payable	12,502	-
Net Cash Used In Operating Activities	<u>(81,198)</u>	<u>(252,353)</u>
Cash Flows From Investing Activities		
Purchase of property and equipment	(45,933)	(43,481)
Cash paid for trademarks, copyrights, and patents	<u>(8,159)</u>	<u>(17,846)</u>
Net Cash Used In Investing Activities	<u>(54,092)</u>	<u>(61,327)</u>
Cash Flows From Financing Activities		
Contributions (Subsidiary LLC)	-	18,845
Distributions (Subsidiary LLC)	-	(91,762)
Proceeds received from issuance of crowd notes	599,460	-
Debt issuance costs	(60,461)	-
Proceeds received from issuance of common stock	475,000	-
Offering costs on common stock issuances	(3,126)	-
Repayments of subscription receivables	170	-
Repayment of advance to related party	-	21,496
Net Cash Provided By / (Used In) Financing Activities	<u>1,011,043</u>	<u>(51,421)</u>
Net Change In Cash	875,753	(365,101)
Cash at Beginning of Period	201,582	566,683
Cash at End of Period	<u>\$ 1,077,335</u>	<u>\$ 201,582</u>
Supplemental Disclosure of Cash Flow Information		
Cash paid for interest expense	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
Supplemental Disclosure of Non-Cash Financing Activities		
Crowd notes issued as broker compensation	\$ 29,963	\$ -

No assurance is provided

See accompanying notes, which are an integral part of these consolidated financial statements.

GOSUN, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

As of December 31, 2017 and 2016 and for the years ended

NOTE 1: NATURE OF OPERATIONS

GoSun, Inc. (the “Company”), is a corporation organized December 21, 2016 under the laws of Delaware. The Company manufactures fuel-free cooking devices that are sold to customers through e-commerce and retail stores.

Applied Sunshine, LLC (the “Subsidiary Company”), is a limited liability company organized January 25, 2011 under the laws of Ohio under common ownership and control as the Company. In December 2016, the Subsidiary Company merged with the Company in an acquisition transaction effective January 1, 2017, whereby the 100% owner of the Subsidiary Company agreed to exchange 100% interest in the Subsidiary Company for 8,300,000 shares of the Company’s common stock, transferring ownership of the Subsidiary Company to the Company as a wholly owned subsidiary.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Basis for Consolidation

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America (GAAP). In accordance with ASC 805-50-45-5, for transactions between entities under common control, consolidated financial statements and financial information presented for prior periods should be retroactively adjusted to furnish comparative information. The consolidated financial statements as of December 31, 2017 and 2016 and for the years then ended are accordingly adjusted as though the merger occurred at the beginning of prior periods. Therefore, these consolidated financial statements include all accounts of GoSun, Inc. and its subsidiary, Applied Sunshine, LLC. All significant intercompany transactions have been eliminated in consolidation. The Company adopted the calendar year as its basis of reporting.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash Equivalents and Concentration of Cash Balance

The Company considers all highly liquid securities with an original maturity of less than three months to be cash equivalents. The Company’s cash and cash equivalents in bank deposit accounts, at times, may exceed federally insured limits. As of December 31, 2017 the Company’s cash balances included \$723,577 in excess of FDIC insured limits.

Inventory

Inventory is stated at the lower of cost or market and accounted for using the weighted average cost method. The inventory balances as of December 31, 2017 and 2016 consist of finished goods held for resale and products in production at the contract manufacturer. Manufacturing is performed overseas and products are shipped to customers direct or the Company’s warehouse for distribution.

No assurance is provided

GOSUN, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

As of December 31, 2017 and 2016 and for the years ended

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are carried at their estimated collectible amounts. Accounts receivable are periodically evaluated for collectability based on past credit history with clients and other factors. Provisions for losses on accounts receivable are determined on the basis of loss experience, known and inherent risk in the account balance, and current economic conditions. As of December 31, 2017 and 2016, the Company carried receivables of \$38,348 and \$27,785, and no allowances against such.

Property and Equipment

Property and equipment are recorded at cost when purchased. Depreciation is recorded for property and equipment using the straight-line method over the estimated useful lives of assets. Depreciation expense for the years ended December 31, 2017 and 2016 were \$11,590 and \$11,205, respectively. The Company reviews the recoverability of all long-lived assets, including the related useful lives, whenever events or changes in circumstances indicate that the carrying amount of a long-lived asset might not be recoverable. The balances at December 31, 2017 and 2016 have estimated useful lives of 3-7 years. The Company's property and equipment consisted of the following as of December 31, 2017 and 2016:

	<u>2017</u>	<u>2016</u>
Furniture and fixtures	\$ 17,571	\$ 12,712
Equipment	42,844	44,713
Molding	30,786	-
Vehicles	<u>31,074</u>	<u>17,782</u>
Property and equipment, at cost	122,275	75,207
Accumulated Depreciation	<u>(29,061)</u>	<u>(16,189)</u>
Property and equipment, net	<u>\$ 93,214</u>	<u>\$ 59,018</u>

Intangible Assets

The Company capitalizes costs related to obtaining and filing patents, copyrights, and trademark applications and commences amortization over a patent's estimated useful life, typically 17 years, when a patent is successfully filed. During 2017, the Company capitalized \$8,159 in patent, copyright, and trademark related costs, resulting in intangible assets of \$22,509 (net of accumulated amortization) as of December 31, 2017. Amortization expense for the year ended December 31, 2017 was \$2,421. The Company evaluates the capitalized costs for impairment and concluded no impairments exist as of December 31, 2017. During 2016, the Company capitalized \$17,846 in patent, copyright, and trademark related costs, resulting in intangible assets of \$16,771 (net of accumulated amortization) as of December 31, 2016. Amortization expense for the year ended December 31, 2016 was \$1,075. The Company evaluates the capitalized costs for impairment and concluded no impairments exist as of December 31, 2017 and 2016.

No assurance provided

GOSUN, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

As of December 31, 2017 and 2016 and for the years ended

Subscription Receivable

The Company records stock issuances at the effective date. If the subscription is not funded upon issuance, the Company records a subscription receivable as an asset on a balance sheet. When subscription receivables are not received prior to the issuance of consolidated financial statements at a reporting date in satisfaction of the requirements under FASB ASC 505-10-45-2, the contributed capital is reclassified as a contra account to stockholders' equity (deficiency) on the balance sheet.

Fair Value of Financial Instruments

Financial Accounting Standards Board ("FASB") guidance specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect market assumptions. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy are as follows:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 1 primarily consists of financial instruments whose value is based on quoted market prices such as exchange-traded instruments and listed equities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly (e.g., quoted prices of similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active).

Level 3 - Unobservable inputs for the asset or liability. Financial instruments are considered Level 3 when their fair values are determined using pricing models, discounted cash flows or similar techniques and at least one significant model assumption or input is unobservable.

The carrying amounts reported in the balance sheets approximate their fair value.

Revenue Recognition

The Company recognizes revenue when: (1) persuasive evidence exists of an arrangement with the customer reflecting the terms and conditions under which products or services will be provided; (2) delivery has occurred or services have been provided; (3) the fee is fixed or determinable; and (4) collection is reasonably assured. The Company collects payment upon placement of orders and recognizes revenue upon shipment. The Company includes credit card merchant account fees as cost of goods sold in the statement of operations.

The Company conducted pre-sale campaigns of its GoSun Grill product during 2016 and 2017. The Company also conducted a pre-sale campaign on its GoSun Go product during 2017. Revenues from pre-sales are recognized when products ship. The Company's deferred revenues balances were \$538,651 and \$538,218 as of December 31, 2017 and 2016, respectively.

No assurance provided

GOSUN, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

As of December 31, 2017 and 2016 and for the years ended

Income Taxes

The Company uses the liability method of accounting for income taxes as set forth in ASC 740, *Income Taxes*. Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the basis differences reverse. A valuation allowance is recorded when it is unlikely that the deferred tax assets will be realized.

The Company assesses its income tax positions and records tax benefits for all years subject to examination based upon its evaluation of the facts, circumstances and information available at the reporting date. In accordance with ASC 740-10, for those tax positions where there is a greater than 50% likelihood that a tax benefit will be sustained, our policy is to record the largest amount of tax benefit that is more likely than not to be realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where there is less than 50% likelihood that a tax benefit will be sustained, no tax benefit will be recognized in the consolidated financial statements. The Company has determined that there are no material uncertain tax positions.

The Company accounts for income taxes with the recognition of estimated income taxes payable or refundable on income tax returns for the current period and for the estimated future tax effect attributable to temporary differences and carryforwards. Measurement of deferred income items is based on enacted tax laws including tax rates, with the measurement of deferred income tax assets being reduced by available tax benefits not expected to be realized in the immediate future. The Company estimates it will have net operating loss carryforwards of \$133,915 as of December 31, 2017. The Company pays federal taxes at a rate of 21% and has used this effective rate to derive net tax assets of \$28,122 as of December 31, 2017 resulting from its net operating loss carryforwards and book-to-tax differences, and stock option expense. Due to uncertainty as to the Company's ability to generate sufficient taxable income in the future to utilize the net operating loss carryforwards before they begin to expire in 2037, the Company has recorded a full valuation allowance to reduce the net deferred tax asset to zero.

For 2016, the Subsidiary Company is a limited liability company treated as single member LLC for federal and state income tax purposes with all income tax liabilities and/or benefits of the Company being passed through to the member. As such, no recognition of federal or state income taxes for the Company had been provided for in the accompanying consolidated financial statements as of December 31, 2016. Substantially all tax-deductible activity occurred in the Subsidiary Company prior to the merger (see Note 1) during the year ended December 31, 2016, and therefore only trivial expenses qualified for deduction to the Company, which is taxed as a C-Corporation. Accordingly, the Company had de minimis deferred tax assets resulting from net operating loss carryforwards for consideration of recording to these financial statements as of December 31, 2016, and the Company had not adjusted the consolidated financial statements for such. All activity subsequent to the merger has passed through to the Company and be subject to federal and state corporate taxation.

The Company files U.S. federal and state income tax returns. All tax periods since inception remain open to examination by the taxing jurisdictions to which the Company is subject.

No assurance provided

GOSUN, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

As of December 31, 2017 and 2016 and for the years ended

NOTE 3: LINE OF CREDIT

In September 2016, the Company entered into a line of credit agreement with a bank, in the amount of \$250,000 bearing interest at a rate of prime plus 2.5%. The Company did not draw on this line of credit during 2016, and the balance on the line of credit was \$0 as of both December 31, 2017 and 2016. The line of credit matured in October 2017 and was extended for one year in the amount of \$250,000, bearing interest at a rate of prime plus 2.25%. Payments on interest only are due monthly, while the principal balance is due and payable at the maturity date. The line of credit is collateralized by the Company's inventory. The line of credit is personally guaranteed by the Company's CEO.

NOTE 4: STOCKHOLDERS' EQUITY (DEFICIT)

Capital Structure

At inception, the Company authorized 10,000,000 shares of common stock with \$0.0001 par value. In 2017, the Company authorized amended and restated articles of incorporation to authorize 50,000,000 shares of \$0.0001 par value common stock. As of December 31, 2017 and 2016, 10,792,167 and 10,000,000 shares of common stock were issued and outstanding, respectively.

The Subsidiary Company was established as a limited liability company, which was 100% owned by the Company's founder prior to the acquisition discussed in Notes 1 and 2. All equity activity of the Subsidiary Company prior to the formation of the Company on December 21, 2016 are presented in additional paid-in capital in the statement of changes in stockholders' equity (deficit).

Stock Issuances

The Company issued 10,000,000 shares of its common stock to four founders on December 25, 2016 at a price per share of \$0.0001.

During 2017, the Company issued 792,167 shares of common stock at \$0.60 per share, providing gross proceeds of \$475,000. Cash offering costs of \$3,126 were also recorded to additional paid-in capital as offering costs.

NOTE 5: CONVERTIBLE NOTE AGREEMENTS

During the year ended December 31, 2017, the Company entered into Crowd Note agreements with investors through a Regulation Crowdfunding campaign in exchange for cash investments totaling \$599,459. The Crowd Note agreements have bear interest at 5% and have no maturity date.

The Crowd Note agreements entered into become convertible into shares of the Company's common stock. The number of shares the Crowd Note agreements are convertible into is determined by whichever calculation provides for the greater number of shares between: A) a 20% discount to the pricing in the triggering equity financing; B) the price implied by a \$10,000,000 valuation cap divided by the capitalization of the Company (as defined in the agreements) at the triggering equity financing.

GOSUN, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

As of December 31, 2017 and 2016 and for the years ended

Loan fees of \$60,461 were incurred in connection with this offering and were recorded as discounts to the notes. Additionally, the Company issued its broker \$29,963 of Crowd Notes as part of the placement fee. Total loan fees of \$90,424 were discounted to the note balance, and the Company is amortizing such fees to interest expense over a 60-month period, which is the Company's estimate of when these notes will convert. As of December 31, 2017, \$629,423 of Crowd Notes were outstanding, which are presented net of unamortized loan expenses of \$84,395, for a carrying balance of \$545,028 as of December 31, 2017. Amortization of \$6,029 was recognized during the year ended December 31, 2017 on this discount.

The Company has accrued interest of \$12,502 against these notes during the year ended December 31, 2017, of which none was paid so the full amount remains outstanding as accrued interest payable on the balance sheet.

As of December 31, 2017, the Crowd Note agreements have not yet converted as a qualifying financing had not yet occurred. The Crowd Note agreements are recorded as a liability until conversion occurs.

NOTE 6: SHARE-BASED PAYMENTS

Stock Plan

The Company has adopted the 2017 Equity Incentive Plan (the "Plan"), which provides for the grant of shares of stock options to employees and service providers. Under the Plan, the number of shares reserved for grant was 2,500,000 shares as of December 31, 2017. The option exercise price generally may not be less than the underlying stock's fair market value at the date of the grant and generally have a term of ten years. Stock options comprise all of the awards granted since the Plan's inception. Shares available for grant under the Plan amounted to 1,445,000 as of December 31, 2017.

The Company measures employee stock-based awards at grant-date fair value and recognizes employee compensation expense on a straight-line basis over the vesting period of the award. Determining the appropriate fair value of stock-based awards requires the input of subjective assumptions, including the fair value of the Company's common stock, and for stock options, the expected life of the option, and expected stock price volatility. The Company used the Black-Scholes option pricing model to value its stock option awards. The assumptions used in calculating the fair value of stock-based awards represent management's best estimates and involve inherent uncertainties and the application of management's judgment. As a result, if factors change and management uses different assumptions, stock-based compensation expense could be materially different for future awards.

The expected life of stock options was estimated using the "simplified method," which is the midpoint between the vesting start date and the end of the contractual term, as the Company has limited historical information to develop reasonable expectations about future exercise patterns and employment duration for its stock options grants. The simplified method is based on the average of the vesting tranches and the contractual life of each grant. For stock price volatility, the Company uses comparable public companies as a basis for its expected volatility to calculate the fair value of options grants. The risk-free interest rate is based on U.S. Treasury notes with a term approximating

GOSUN, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)****As of December 31, 2017 and 2016 and for the years ended**

the expected life of the option. The estimation of the number of stock awards that will ultimately vest requires judgment, and to the extent actual results or updated estimates differ from the Company's current estimates, such amounts are recognized as an adjustment in the period in which estimates are revised. The assumptions utilized for option grants during the year ended December 31, 2017 is as follows:

Risk Free Interest Rate	1.70%-2.15%
Dividend Yield	0.00%
Estimated Volatility	50.00%
Expected Life (years)	5.00
Fair Value per Stock Option	\$0.07 - \$0.27

For options issued to date, a vesting schedule of three years has been used. A summary of information related to stock options for the year ended December 31, 2017 is as follows:

	December 31, 2017	
	Options	Weighted Average Exercise Price
Outstanding - beginning of year	-	\$ -
Granted	1,055,000	\$ 0.177
Exercised	-	\$ -
Forfeited	-	\$ -
Outstanding - end of year	<u>1,055,000</u>	<u>\$ 0.177</u>
Exercisable at end of year	<u>288,889</u>	<u>\$ 0.161</u>
Weighted average grant date fair value of options granted during year	<u>\$ 0.080</u>	
Weighted average duration to expiration of outstanding options at year-end	<u>9.1</u>	

Stock-based compensation expense of \$21,035 was recognized under FASB ASC 718 for the year ended December 31, 2017. Total unrecognized compensation cost related to stock option awards amounted to \$63,630 for the year December 31, 2017 and will be recognized over a weighted average period of 27 months.

No assurance provided

GOSUN, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

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NOTE 7: CONTINGENCIES

The Company may be subject to pending legal proceedings and regulatory actions in the ordinary course of business. The results of such proceedings cannot be predicted with certainty, but the Company does not anticipate that the final outcome, if any, arising out of any such matter will have a material adverse effect on its business, financial condition or results of operations.

NOTE 8: RECENT ACCOUNTING PRONOUNCEMENTS

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers" (Topic 606). This ASU supersedes the previous revenue recognition requirements in ASC Topic 605—Revenue Recognition and most industry-specific guidance throughout the ASC. The core principle within this ASU is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration expected to be received for those goods or services.

In February 2016, the FASB issued ASU 2016-02, "Leases" (Topic 842). This ASU requires a lessee to recognize a right-of-use asset and a lease liability under most operating leases in its balance sheet. The ASU is effective for annual and interim periods beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. We are continuing to evaluate the impact of this new standard on our financial reporting and disclosures.

In July 2014, the FASB issued the ASU No. 2015-11 on "Inventory (Topic 330): Simplifying the Measurement of Inventory", which proposed that inventory should be measured at the lower of cost and the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. These amendments are based on existing guidance that requires measuring inventory at the lower of cost or market to consider the replacement cost of inventory less an approximately normal profit margin along with net value in determining the market value. It is effective for reporting periods beginning after December 15, 2016. We have adopted the new standard effective January 1, 2017.

In August 2016, the FASB issued ASU 2016-15, "Statement of Cash Flows" (Topic 230). This ASU is intended to reduce diversity in practice in how certain transactions are classified in the statement of cash flows. This ASU is effective for financial statements issued for fiscal years beginning after December 15, 2017. We do not believe the adoption of ASU 2016-15 will have a material impact on our financial position, results of operations or cash flows.

In November 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No.2015-17, "Balance Sheet Classification of Deferred Taxes". The new guidance eliminates the requirement to separate deferred income tax liabilities and assets into current and noncurrent amounts. The amendments will require that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The updated guidance is effective for fiscal years beginning after December 15, 2016, including interim periods within those annual periods. We do not believe the adoption of ASU 2015-17 will have a material impact on our financial position, results of operations or cash flows.

GOSUN, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

As of December 31, 2017 and 2016 and for the years ended

Management does not believe that any recently issued, but not yet effective, accounting standards could have a material effect on the accompanying consolidated financial statements. As new accounting pronouncements are issued, the Company will adopt those that are applicable under the circumstances.

NOTE 9: SUBSEQUENT EVENTS

Management's Evaluation

Management has evaluated subsequent events through April 26, 2018, the date the consolidated financial statements were available to be issued. Based on this evaluation, no additional material events were identified which require adjustment or disclosure in these consolidated financial statements.