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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-K**

(Mark One)

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

For the fiscal year ended December 31, 2019

or

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

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

Commission file number: 333-202959

**BALANCE LABS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**350 Lincoln Road  
Miami Beach, FL**

(Address of principal executive offices)

**47-1146785**

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

**33139**

(Zip Code)

**(305) 907-7600**

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Exchange Act: None

Securities registered pursuant to Section 12(g) of the Exchange Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer

Non-accelerated filer

Emerging growth company

Accelerated filer

Smaller Reporting Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates (2,406,300 shares) computed by reference to the price at which the common equity was last sold, (\$1.05) as of the last business day of the registrant's most recently completed second fiscal quarter, June 30, 2019 \$2,478,489.

As of May 19, 2020, the number of shares of common stock of the registrant outstanding is 21,674,000, par value \$0.0001 per share.

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## TABLE OF CONTENTS

	<u>Page</u>
<u>PART I</u>	
Item 1. <a href="#">Business</a>	3
Item 1A. <a href="#">Risk Factors</a>	6
Item 1B. <a href="#">Unresolved Staff Comments</a>	11
Item 2. <a href="#">Properties</a>	11
Item 3. <a href="#">Legal Proceedings</a>	11
Item 4. <a href="#">Mine Safety Disclosures</a>	11
<u>PART II</u>	
Item 5. <a href="#">Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	11
Item 6. <a href="#">Selected Financial Data</a>	12
Item 7. <a href="#">Management’s Discussion and Analysis of Financial Condition and Results of Operations</a>	12
Item 8. <a href="#">Financial Statements and Supplementary Data</a>	15
Item 9. <a href="#">Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</a>	16
Item 9A. <a href="#">Controls and Procedures</a>	16
Item 9B. <a href="#">Other Information</a>	16
<u>PART III</u>	
Item 10. <a href="#">Directors, Executive Officers and Corporate Governance</a>	17
Item 11. <a href="#">Executive Compensation</a>	18
Item 12. <a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	19
Item 13. <a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	20
Item 14. <a href="#">Principal Accountant Fees and Services</a>	20
<u>PART IV</u>	
Item 15. <a href="#">Exhibits, Financial Statement Schedules</a>	21
<a href="#">SIGNATURES</a>	22

## CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This Annual Report on Form 10-K contains “forward-looking statements”. Forward-looking statements discuss matters that are not historical facts. Because they discuss future events or conditions, forward-looking statements may include words such as “anticipate,” “believe,” “estimate,” “intend,” “could,” “should,” “would,” “may,” “seek,” “plan,” “might,” “will,” “expect,” “anticipate,” “predict,” “project,” “forecast,” “potential,” “continue” negatives thereof or similar expressions. Forward-looking statements speak only as of the date they are made, are based on various underlying assumptions and current expectations about the future and are not guarantees. Such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, level of activity, performance or achievement to be materially different from the results of operations or plans expressed or implied by such forward-looking statements.

We cannot predict all of the risks and uncertainties. Accordingly, such information should not be regarded as representations that the results or conditions described in such statements or that our objectives and plans will be achieved and we do not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. These forward-looking statements are found at various places throughout this Annual Report on Form 10-K and include information concerning possible or assumed future results of our operations, including statements about potential acquisition or merger targets; business strategies; future cash flows; financing plans; plans and objectives of management; any other statements regarding future acquisitions, future cash needs, future operations, business plans and future financial results, and any other statements that are not historical facts.

These forward-looking statements represent our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors. Many of those factors are outside of our control and could cause actual results to differ materially from the results expressed or implied by those forward-looking statements. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of the Annual Report on Form 10-K. All subsequent written and oral forward-looking statements concerning other matters addressed in this Annual Report on Form 10-K and attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this Annual Report on Form 10-K.

Except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, a change in events, conditions, circumstances or assumptions underlying such statements, or otherwise.

### Explanatory Note

The Company previously filed a Current Report on Form 8-K with the Securities and Exchange Commission on March 26, 2020 (the “Current Report”) to avail itself of the relief provided by the Securities and Exchange Commission (SEC) Order under Section 36 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), granting exemptions from specified provisions of the Exchange Act, as set forth in SEC Release No. 34-88318 (the “Order”). By filing the Current Report on Form 8-K, the Company relied on the Order to receive until May 14, 2020 (an additional 45 days from the original filing deadline of May 14, 2020) to file its Annual Report on Form 10-K for the fiscal year ended December 31, 2019 (the “Annual Report”) due to the circumstances related to COVID-19. In particular, COVID-19 has caused severe disruptions in transportation and limited access to the Company’s facilities resulting in limited support from its staff and professional advisors. This in turn, delayed the Company’s ability to complete its audit and prepare the Annual Report.

## PART I

### Item 1. Business.

#### Overview

Balance Labs, Inc. was incorporated on June 5, 2014 under the laws of the State of Delaware. We are a consulting firm that provides business development and consulting services to startup and development-stage businesses. With each client, our company provides businesses in various industries with customized consulting services to meet their business needs and help them improve their business models, sales and marketing plans and internal operations, as well as introduce the businesses to experienced professional contacts that would be vital to the success of these businesses.

The Company is led by our President, CEO, CFO and Chairman of the Board, Michael D. Farkas, who is a seasoned entrepreneur and has worked in corporate finance and in assisting and developing businesses in multiple industries for the past twenty-five (25) years. Along with Mr. Farkas, our management team consists of experienced business people in high-tech fields such as telecommunications, EV Charging infrastructure, laser technology, E-Cig and Vapor as well as the agricultural industry, specifically in the cultivation of olives and production of olive oil. Throughout the years while working with various companies, our management team recognized the need for an independent third party company that could help developmental stage and startup businesses create and implement a viable business model, assist them in developing marketing, promotional and merchandising plans.

Our business focuses on providing advice to entrepreneurs and assisting business owners so that their ideas can be fully developed and implemented. Due to limited resources, lack of experienced management and competing priorities, startup and developmental stage companies are not operating as efficiently as they can be, and therefore would benefit from an outside party that could assist in developing and executing certain strategies. We utilize our knowledge in developing businesses, share practical experiences with our clients and introduce the business owners to different experienced professionals who could help these inexperienced entrepreneurs further implement their ideas. Startups and development stage businesses across all industries commonly experience certain “growing pains”. Our plan is to prepare our clients for many inevitable challenges and develop a customized plan for them to overcome these obstacles so that they can focus on marketing their product(s) and/or service(s) to their potential customers.

#### Our Services

The Company will assist in the development and execution of the following services for our client companies:

- Business model development, including marketing research, naming and branding
- Business plan writing
- Financial modeling
- Website & mobile app development
- Employee and board member recruitment
- Patent/trademark filing assistance
- Professional introductions
- Product or service development
- Product production
- Develop marketing material
- Product or service placement
- Celebrity endorsements
- Introductions to professional services such as legal & accounting
- In the future we plan to offer executive office sharing and additional ancillary services

#### Target Market

The target market will consist of startup and developmental stage businesses located in the United States and abroad. We cater our services to startups and developmental stage companies that do not have the resources to execute or implement their business plan or ideas with the personnel in-house. Our client companies can derive value from our support and expertise with dealing with the typical growing pains and common mistakes experienced by startups.

#### Marketing and Sales

We are starting to become more active in the market by developing relationships initially with startups and development stage companies. In addition to personal relationships of the principals, we plan to use our website [www.balancelabs.co](http://www.balancelabs.co) to promote our services and provide a contact function that allows potential clients to reach us for additional information. The references to our website in this Annual Report on Form 10-K are inactive textual references only. The information on our website is not incorporated by reference into this Annual Report on Form 10-K. We may also utilize social media such as Facebook, Twitter and an online blog to increase our presence online and communicate the value we can add.

We do not have any specific marketing channels in place at this point to market our services to potential customers. In the next year ended we plan to market our services through word of mouth or personal referrals. We also plan to advertise in startup and development stage specific journals and online media. Referrals from companies that are satisfied with our provided services are likely to be our most significant and efficient form of marketing.

## Competition

Our primary source of competition will come from various service providers such as business plan writers, auditors, lawyers, marketing firms as well as many other types of service providers. In addition, those startups and development stage companies that have the resources and inclination to handle these tasks in-house will not need our services.

There are also numerous established firms that offer some combination of marketing, promotional and general consulting services to startup and development stage companies in the industry. In addition, there are a number of large and well-established general marketing agencies that provide strategy and implementation services to the industry as well as a number of other industries. We are in a very competitive market and may struggle to differentiate ourselves as a specialist that provides more value for startup and development stage companies.

## Services Pricing

The cost for consulting projects will depend on the scope of the project and time required to execute it. We may charge a flat fee based on the services that our clients request from us, an hourly rate, revenue share or a combination of the above in order to provide our clients with as many cost effective options as possible. Additionally, all expenses incurred, including engaging third parties, travel as well as other approved expenses, will be passed through to the client for reimbursements.

## Employees

We presently have no other employees other than our President, CEO and CFO, Michael Farkas, Secretary, Carmen Villegas, Controller, Robert Wolf and General Counsel, Yechiel Baron. Over time, we may hire employees and/or engage additional independent contractors in order to execute our projects. These decisions will be made by our officers if and when appropriate.

## Government Regulation

Our business activities currently are subject to no particular regulation by government agencies other than that routinely imposed on corporate businesses. We do not anticipate any regulations specific to our business activities in the future.

## Seasonality

We do not have a seasonal business cycle.

## Environmental Matters

Our business currently does not implicate any environmental regulation.

## Intellectual Property

We do not hold any patents, trademarks or other registered intellectual property on services or processes relating to our business. With the exception of domain name and mobile app in the future, we do not consider the grant of patents, trademarks or other registered intellectual property essential to the success of our business.

## Where You Can Find Us

The Company's principal executive office and mailing address is 350 Lincoln Road, Miami Beach, FL 33139. Our telephone number is (305) 907-7600.

We have registered the domain name of <http://www.balancelabs.co>.

## Item 1A. Risk Factors.

### RISK FACTORS

You should carefully consider the risks described below together with all of the other information included in this prospectus before making an investment decision with regard to our securities. The statements contained in or incorporated herein that are not historic facts are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those set forth in or implied by forward-looking statements. If any of the following risks actually occurs, our business, financial condition or results of operations could be harmed. In that case, you may lose all or part of your investment.

#### Risks Related to Our Business

##### AN OCCURRENCE OF AN UNCONTROLLED EVENT SUCH AS THE COVID-19 PANDEMIC IS LIKELY TO NEGATIVELY AFFECT OUR OPERATIONS

The coronavirus pandemic may adversely impact our operations and demand for our products and services and our ability to find new clients. This is due in part to restrictions such as: social distancing requirements; stay at home orders and the shutdown of non-essential businesses and the impact these restrictions have on small businesses and their ability to generate revenues which effects their ability to afford our services.

##### IF WE DO NOT OBTAIN ADDITIONAL FINANCING OR SUFFICIENT REVENUES, OUR BUSINESS WILL FAIL.

We have had limited operations for over the past three years. Prior to that time, the Company had no operations upon which an evaluation of the Company and its prospects could be based. There can be no assurance that management of the Company will be successful in completing the Company's business development plan, devise a marketing plan to successfully reach the companies in this field or that the Company will generate sufficient revenues to meet its expenses or to achieve or maintain profitability.

Our current operating funds are less than necessary to complete the full development of our business plan, and we most likely will need to obtain additional financing in order to complete our business plan. We currently have minimal operations and we are not currently generating revenue or net income.

The Company currently does not have sufficient funds to support its obligations. As a result, the Company will require additional financing to execute its business plan through raising additional capital and/or beginning to generate revenue.

We do not currently have any firm arrangements for financing, and we can provide no assurance to investors that we will be able to find such additional financing if required. Obtaining additional financing is subject to a number of factors, including investor acceptance of our technology and current financial condition as well as general market conditions. These factors affect the timing, amount, terms or conditions of additional financing unavailable to us. And if additional financing is not arranged, the company faces the risk of going out of business. The Company's management is currently engaged in actively pursuing multiple financing options in order to obtain the capital necessary to execute the Company's business plan, however, there cannot be any assurance that additional funds will be available when needed from any source, or if available, will be available on terms that are acceptable to us.

##### OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM HAS RAISED SUBSTANTIAL DOUBT ABOUT OUR ABILITY TO CONTINUE AS A GOING CONCERN.

Our independent registered public accounting firm has expressed substantial doubt as to our ability to continue as a going concern. As discussed in the notes to the consolidated financial statements, these conditions raise substantial doubt from our independent auditor about our ability to continue as a going concern. Our plans in regard to these matters are also described in the notes to our consolidated financial statements. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should our company be unable to continue as a going concern.

We will require additional capital to implement our business plan and support our operations. Currently, we have no established bank-financing arrangements. Therefore, depending on the revenue growth rate, we may need to seek additional financing through a future private offering of our equity or debt securities, or through strategic partnerships and other arrangements with corporate partners. We believe we will be successful in these efforts; however, there can be no assurance we will meet our internal revenue forecasts or, if necessary, be successful in raising additional debt or equity financing to fund our operations on terms agreeable to the company. These matters raise substantial doubt from our independent auditor about our ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might be necessary if we were unable to continue as a going concern. We presently do not have enough cash on hand to sustain our operations. We anticipate the receipt of funding within such period, but there can be no assurance that it will occur. If we are unable to meet our internal revenue forecasts or obtain additional financing on a timely basis, we may have to delay vendor payments and/or initiate cost reductions, which would have a material adverse effect on the our business, financial condition and results of operations, and ultimately we could be forced to discontinue our operations, liquidate, and/or seek reorganization under the U.S. bankruptcy code.

##### ADDITIONAL FINANCING MAY ADVERSLY EFFECT TO YOUR INTEREST

If we raise additional capital through the issuance of equity or convertible debt securities, the percentage ownership of our company held by existing shareholders will be reduced and those shareholders may experience significant dilution. In addition, we may also have to issue securities that may have rights, preferences and privileges senior to our Common Stock. In the event we seek to raise additional capital through the issuance of debt or its equivalents, this will result in increased interest expense.

##### LIMITED EXPERIENCE IN MANAGING AND OPERATING A PUBLIC COMPANY

Our current management has limited experience managing and operating a public company and relies in many instances on the professional experience and advice of third parties including its attorneys and accountants. Failure to adequately comply with laws, rules, or regulations applicable to our business may result in fines or regulatory action, which may materially adversely affect our business, results of operations, or financial condition and could result in delays in the development of an active and liquid trading market for our stock.

## SIGNIFICANT COSTS TO BE A PUBLIC COMPANY

We may incur significant costs associated with our public company reporting requirements, costs associated with newly applicable corporate governance requirements, including requirements under the Sarbanes-Oxley Act of 2002 and other rules implemented by the Securities and Exchange Commission. We expect all of these applicable rules and regulations to significantly increase our legal and financial compliance costs and to make some activities more time consuming and costly. We also expect that these applicable rules and regulations may make it more difficult and more expensive for us to obtain director and officer liability insurance and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified individuals to serve on our board of directors or as executive officers. We are currently evaluating and monitoring developments with respect to these newly applicable rules, and we cannot predict or estimate the amount of additional costs we may incur or the timing of such costs. In addition, we may not be able to absorb these costs of being a public company which will negatively affect our business operations. Based on our management's reasonable estimates, we anticipate that our cost of being a public company, including legal, audit costs, printing, filing fees and other costs will be between \$50,000 and \$75,000 per year.

## SIGNIFICANT ADVERSE IMPACT TO OUR CAPITAL RESERVE OF ANY LIABLE UNINSURABLE CLAIM

Although we are in the process of obtaining the necessary Director and Officer liability insurance, we do not have any insurance to cover potential risks and general liabilities, including, but not limited to, injuries or economic losses arising out of or relating to our omission or errors in providing our services. Even if we decide to obtain insurance coverage in the future, it is possible that: (1) we may not be able to get enough insurance to meet our needs; (2) we may have to pay very high premiums for the additional coverage; (3) we may not be able to acquire any insurance for certain types of business risk; or (4) we may have gaps in coverage for certain risks. We may be exposed to potential uninsured claims for which we could have to expend significant amounts of capital. Consequently, if we were found liable for a significant uninsured claim in the future, we may be forced to expend a significant amount of our capital to resolve the uninsured claim.

## COMPLETE CONTROL OVER THE COMPANY

Our majority shareholder, Balance Holdings, LLC, which our Chairman of the Board, Michael D. Farkas has investing and dispositive power of, beneficially own approximately 55.50% of our common stock. Mr. Farkas also has investing and dispositive power of Shilo Holding Group LLC, which own approximately 32.67% of our common stock. Therefore, Mr. Farkas is able to exercise control over all matters requiring shareholder approval, including the election of directors, amendment of our certificate of incorporation and approval of significant corporate transactions, and he also has significant control over our management and policies. The directors elected thereof will be able to significantly influence decisions affecting our capital structure. This control may have the effect of delaying or preventing changes in control or changes in management, or limiting the ability of our other shareholders to approve transactions that they may deem to be in their best interest.

## WE ARE AN "EMERGING GROWTH COMPANY," AND ANY DECISION ON OUR PART TO COMPLY ONLY WITH CERTAIN REDUCED DISCLOSURE REQUIREMENTS APPLICABLE TO "EMERGING GROWTH COMPANIES" COULD MAKE OUR COMMON STOCK LESS ATTRACTIVE TO INVESTORS.

We are an "emerging growth company," as defined in the JOBS Act, and, for as long as we continue to be an "emerging growth company," we expect and fully intend to take advantage of exemptions from various reporting requirements applicable to other public companies but not to "emerging growth companies," including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We could be an "emerging growth company" for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our annual gross revenues exceed \$1 billion, (ii) the date that we become a "large accelerated filer" as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock that is held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter, or (iii) the date on which we have issued more than \$1 billion in non-convertible debt during the preceding three year period. We have elected to rely on these exemptions and reduced disclosure requirements applicable to "emerging growth companies" and expect to continue to do so.

In addition, Section 107 of the JOBS Act also provides that an “emerging growth company” can take advantage of the extended transition period provided in Section 7(a) (2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an “emerging growth company” can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have not elected to opt in to the extended transition period for complying with the revised accounting standards.

#### DEPENDENCE ON KEY PERSONNEL

We will be dependent on services from our management team, including Chairman of the Board, CEO and CFO, Michael D. Farkas, Secretary Carmen Villegas and Controller, Robert M. Wolf. The loss of our officers could have a material adverse effect on the operations and prospects of the Company. Our management is expected to handle all marketing and sales efforts and manage the operations. Their responsibilities include formalizing business arrangements with third party service providers, directing the development of the Company website and other online communication tools, and formulating marketing materials to be used during presentations and meetings. At this time, we do not have an employment agreement with Ms. Villegas and Mr. Wolf, though the Company may enter into such an agreement with them on terms and conditions usual and customary for its industry. The Company does not currently have “key man” life insurance on Ms. Villegas or Mr. Wolf.

#### HIGHLY COMPETITIVE MARKET

There are numerous established companies that offer some combination of marketing, promotional and general consulting services to startup and development stage companies in the industry. In addition, there are a number of large and well-established full-service consulting firms that provide strategy and implementation services to a broad spectrum of industries. We are a new entry into this competitive market and may struggle to differentiate ourselves as a specialist that provides more value for startup and development stage companies.

#### INDEMNIFICATION AND LIMITATION OF LIABILITY

Our Certificate of Incorporation and By-Laws include provisions that eliminate the personal liability of the directors of the Company for monetary damages to the fullest extent possible under the laws of the State of Delaware or other applicable law. These provisions eliminate the liability of directors to the Company and its stockholders for monetary damages arising out of any violation of a director of his fiduciary duty of due care. Under Delaware law, however, such provisions do not eliminate the personal liability of a director for (i) breach of the director’s duty of loyalty, (ii) acts or omissions not in good faith or involving intentional misconduct or knowing violation of law, (iii) payment of dividends or repurchases of stock other than from lawfully available funds, or (iv) any transaction from which the director derived an improper benefit. These provisions do not affect a director’s liabilities under the federal securities laws or the recovery of damages by third parties.

#### POTENTIAL CLIENTS MAY NOT HAVE THE FUNDS OR THE NEED TO OUT SOURCE THIS WORK

Some companies have the resources to handle the strategy and implementation of these services in-house. Other companies may have limited available resources which will prohibit them from engaging us to help them develop and implement their strategy. Therefore, we risk having a limited niche potential client base.

#### COMPANY MAY RELY UPON INDEPENDENT CONTRACTORS TO IMPLEMENT SOLUTIONS

In order to implement our services at a scale commensurate with the business plan, we will most likely engage independent contractors who will need to be mentored and actively managed to ensure that their work product meets the standards of our Company. Recruiting, engaging, contracting and maintaining independent contractors who can perform this work could cause delays, unplanned expenses and other adverse results for the Company.



REPORTING REQUIREMENTS UNDER THE EXCHANGE ACT AND COMPLIANCE WITH THE SARBANES-OXLEY ACT OF 2002, INCLUDING ESTABLISHING AND MAINTAINING ACCEPTABLE INTERNAL CONTROLS OVER FINANCIAL REPORTING, ARE COSTLY AND MAY INCREASE SUBSTANTIALLY.

The rules and regulations of the SEC require a public company to prepare and file periodic reports under the Exchange Act, which will require that the Company engage legal, accounting, auditing and other professional services. The engagement of such services is costly. Additionally, the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act") requires, among other things, that we design, implement and maintain adequate internal controls and procedures over financial reporting. The costs of complying with the Sarbanes-Oxley Act and the limited technically qualified personnel we have may make it difficult for us to design, implement and maintain adequate internal controls over financial reporting. In the event that we fail to maintain an effective system of internal controls or discover material weaknesses in our internal controls, we may not be able to produce reliable financial reports or report fraud, which may harm our overall financial condition and result in loss of investor confidence and a decline in our share price.

As a public company, we will be subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, the Dodd-Frank Act of 2010 and other applicable securities rules and regulations. Despite recent reforms made possible by the JOBS Act, compliance with these rules and regulations will nonetheless increase our legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on our systems and resources, particularly after we are no longer an "emerging growth company." The Exchange Act requires, among other things, that we file annual, quarterly, and current reports with respect to our business and operating results.

We are working with our legal, independent accounting and financial advisors to identify those areas in which changes should be made to our financial and management control systems to manage our growth and our obligations as a public company. These areas include corporate governance, corporate control, disclosure controls and procedures and financial reporting and accounting systems. We have made, and will continue to make, changes in these and other areas. However, we anticipate that the expenses that will be required in order to adequately prepare for being a public company could be material. We estimate that the aggregate cost of increased legal services; accounting and audit functions; personnel, such as a chief financial officer familiar with the obligations of public company reporting; consultants to design and implement internal controls; and financial printing alone will be a few hundred thousand dollars per year and could be several hundred thousand dollars per year. In addition, if and when we retain independent directors and/or additional members of senior management, we may incur additional expenses related to director compensation and/or premiums for directors' and officers' liability insurance, the costs of which we cannot estimate at this time. We may also incur additional expenses associated with investor relations and similar functions, the cost of which we also cannot estimate at this time. However, these additional expenses individually, or in the aggregate, may also be material.

In addition, being a public company could make it more difficult or more costly for us to obtain certain types of insurance, including directors' and officers' liability insurance, and we may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. The impact of these events could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, our board committees or as executive officers.

The increased costs associated with operating as a public company may decrease our net income or increase our net loss, and may cause us to reduce costs in other areas of our business or increase the prices of our products or services to offset the effect of such increased costs. Additionally, if these requirements divert our management's attention from other business concerns, they could have a material adverse effect on our business, financial condition and results of operations.

IF WE ARE NOT ABLE TO IMPLEMENT THE REQUIREMENTS OF SECTION 404 OF THE SARBANES-OXLEY ACT IN A TIMELY MANNER OR WITH ADEQUATE COMPLIANCE, WE MAY BE SUBJECT TO SANCTIONS BY REGULATORY AUTHORITIES.

Section 404 of the Sarbanes-Oxley Act requires that we evaluate and determine the effectiveness of our internal controls over financial reporting and, beginning with our annual report for fiscal year 2016, provide a management report on the internal control over financial reporting. We are in the preliminary stages of seeking consultants to assist us with a review of our existing internal controls and the design and implementation of additional internal controls that we may determine are appropriate. If we have a material weakness in our internal control over financial reporting, we may not detect errors on a timely basis and our financial statements may be materially misstated. We will be evaluating our internal controls systems to allow management to report on our internal controls. We will be performing the system and process evaluation and testing (and any necessary remediation) required to comply with the management certification requirements of Section 404 of the Sarbanes-Oxley Act of 2002.

We cannot be certain as to the timing of completion of our evaluation, testing and remediation actions or the impact of the same on our operations. If we are not able to implement the requirements of Section 404 in a timely manner or with adequate compliance, we may be subject to sanctions or investigation by regulatory authorities, such as the SEC or a stock exchange on which our securities may be listed in the future. Any such action could adversely affect our financial results or investors' confidence in us and could cause our stock price to fall. Moreover, if we are not able to comply with the requirements of Section 404 in a timely manner, or if we or our independent registered public accounting firm identifies deficiencies in our internal controls that are deemed to be material weaknesses, we could be subject to sanctions or investigations by the SEC, any stock exchange on which our securities may be listed in the future, or other regulatory authorities, which would entail expenditure of additional financial and management resources and could materially adversely affect our stock price. Inferior internal controls could also cause us to fail to meet our reporting obligations or cause investors to lose confidence in our reported financial information, which could have a negative effect on our stock price.

We have evaluated the effectiveness of our internal controls over financial reporting, and the effectiveness of our disclosure controls and procedures, and find them deficient due to personnel that lack SEC reporting experience and lack of segregation of duties. We are diligently working to improve our training procedures. Any such deficiencies, weaknesses or lack of compliance could have a materially adverse effect on our ability to comply with the reporting requirements of the Securities Exchange Act of 1934 which is necessary to maintain our public company status. If we were to fail to fulfill those obligations, our ability to continue as a U.S. public company would be in jeopardy in which event an investor could lose his entire investment in our company.

#### Risks Related to Our Common Stock

##### NO PUBLIC TRADING MARKET

There is no established public trading market for our common stock and there can be no assurance that one will ever develop. Market liquidity will depend on the perception of our operating business and any steps that our management might take to bring us to the awareness of investors. There can be no assurance given that there will be any awareness generated. Consequently, investors may not be able to liquidate their investment or liquidate it at a price that reflects the value of the business. As a result holders of our securities may not find purchasers for our securities should they to sell securities held by them. Consequently, our securities should be purchased only by investors having no need for liquidity in their investment and who can hold our securities for an indefinite period of time.

##### NOT LIKELY TO PAY DIVIDENDS

We currently intend to retain any future earnings for use in the operation and expansion of our business. Accordingly, we do not expect to pay any dividends in the foreseeable future, but will review this policy as circumstances dictate.

##### WE ARE SUBJECT TO THE SEC'S "PENNY STOCK" RULES

We are subject to the SEC's "penny stock" rules if our shares of Common Stock sell below \$5.00 per share. Penny stocks generally are equity securities with a price of less than \$5.00. The penny stock rules require broker-dealers to deliver a standardized risk disclosure document prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer must also provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson, and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information must be given to the customer orally or in writing prior to completing the transaction and must be given to the customer in writing before or with the customer's confirmation.

In addition, the penny stock rules require that prior to a transaction, the broker dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. The penny stock rules are burdensome and may reduce purchases of any offerings and reduce the trading activity for shares of our Common Stock. As long as our shares of Common Stock are subject to the penny stock rules, the holders of such shares of Common Stock may find it more difficult to sell their securities.

**Item 1B. Unresolved Staff Comments.**

Not applicable.

**Item 2. Properties.**

The Company's principal executive office and mailing address is 350 Lincoln Road, Miami Beach, FL 33139. Our telephone number is (305) 907-7600. The Company is currently paying rent of \$2,750 on a month to month basis.

**Item 3. Legal Proceedings.**

To the best of our knowledge, there are no material pending legal proceedings to which we are a party or of which any of our property is the subject. From time to time, we may become involved in various lawsuits and legal proceedings, which arise, in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business.

**Item 4. Mine Safety Disclosures.**

Not Applicable.

**PART II**

**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

Market Information

The Company's common stock is currently quoted on the OTC bulletin Board under symbol BLNC. Our stock is thinly traded and there is no active trading market developed for our shares of common stock.

Holders

As of May 1, 2020, we had approximately 49 holders of our common stock.

Dividends

To date, we have not declared or paid any dividends on our common stock. We currently do not anticipate paying any cash dividends in the foreseeable future on our common stock. Although we intend to retain our earnings, if any, to finance the exploration and growth of our business, our Board of Directors has the discretion to declare and pay dividends in the future.

Payment of dividends in the future will depend upon our earnings, capital requirements, and any other factors that our Board of Directors deems relevant.

Recent Sales of Unregistered Securities:

None.

**Item 6. Selected Financial Data.**

Smaller reporting companies are not required to provide the information for this item.

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation**

Plan of Operations

Our plan of operations over the next 12 months is to continue to prepare our clients for the many inevitable challenges they will encounter and to develop a customized plan for them to help overcome these obstacles, so that they can focus on marketing their product(s) and/or service(s) to their potential customers.

Although we've only worked with two clients since inception, our goal is to add and service a minimum of two to three new clients between now and the end of 2020. We're marketing our services through both personal contact and online by (a) mining our existing network of professional contacts via personal outreach programs, which will also target international prospects that may wish to enter the US market; (b) expanding our network by attending targeted conferences and professional gatherings; and (c) utilizing our website at [www.balancelabs.co](http://www.balancelabs.co), plus engaging potential clients on social media, including LinkedIn, Facebook and Twitter. However, because we have a limited budget allocated for an on-line marketing campaign, we anticipate that professionals within our professional network and personal referrals from companies that are satisfied with our professional services are likely to be our most significant and efficient near-term form of marketing.

The Company incorporated or formed six subsidiaries since 2016, BalanceLabs, LLC., Balance AgroTech Co., Advanced AutoTech Co., Balance Cannabis Co., Balance Medical Marijuana Co., and KryptoBank Co.

BalanceLabs LLC, is strictly a management company that provides necessary administrative services to small companies. The Company's four subsidiaries, Balance Agrotech Co., Advanced AutoTech Co., Balance Cannabis Co., and Balance Medical Marijuana Co. are dormant as of December 31, 2019. Except for KryptoBank Co., all of the subsidiaries are wholly owned by the Company.

In November 2018, the Company acquired a non-controlling minority interest in a new startup company, iGrow Systems, Inc. As of December 31, 2019, this investment has no value based on the equity method of accounting. iGrow Systems, Inc., is developing a plant growing device for home use.

iGrow Systems, Inc., as part of its initial funding received \$68,791 from BalanceLabs LLC as an investment and \$15,000 from KryptoBank Co. On July 15, 2019, KryptoBank Co., converted the \$15,000 note into 150,000 shares of common stock at a price of \$0.10 per share.

KryptoBank Co., as part of its initial funding, borrowed an additional \$95,000 from its shareholders during the year ended December 31, 2018. The notes have a stated interest rate of 12% compounded annually and are due on demand. The balance outstanding as of December 31, 2019 is \$112,167.

We believe that we can support our clients with our existing full-time staff, supplemented with part-time sub-contracted professionals and service providers, as necessary. Between now and the end of 2019, we intend to formalize our relationships with these sub-contractors so that we can offer our clients turn-key business development products and services.

Our primary requirement for funding is for working capital in order to accommodate temporary negative cash flows from operations (see “Liquidity and Capital Resources”).

## Results of Operations

### For the years ended December 31, 2019 and December 31, 2018.

#### Overview

We reported a net loss of \$884,217 and \$547,678 for the years ended December 31, 2019 and 2018, respectively, an increase of \$336,539, or 61%, primarily due to an increase of \$37,179 in interest expense, a decrease in the fair value of available-for-sale securities of \$43,000, a loss of \$121,859 of equity method investment, along with an increase of \$26,130 in professional fees.

#### Revenues

For the year ended December 31, 2019, we generated \$3,333 of revenue. For the year ended December 31, 2018 we generated \$6,667 in revenue from a related party.

#### General and administrative expenses

General and administrative expenses were \$60,990 and \$82,883 for the years ended December 31, 2019 and 2018, respectively, a decrease of \$21,983 or 27%. The decrease in cost was primarily due to a reduction in office and accounting expenses.

Related party general and administrative expenses were \$120,000 and \$139,500 respectively, a decrease of \$19,500 or 14%. The decrease in cost was due to a reduction in directors’ fees.

#### Interest expense

Interest expense for the years ended December 31, 2019 and 2018 was \$167,087 and \$129,908, respectively, the increase is due to the issuance of new debt instruments and amortization of warrants.

#### Professional Fees

Professional fees for the years ended December 31, 2019 and 2018 were \$122,005 and \$95,875 respectively, an increase of \$26,130 or 27%. The increase was due to an increase in legal fees from operations due to a new subsidiary and equity method investee.

## Liquidity and Capital Resources

We measure our liquidity in a number of ways, including the following

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Cash	\$ 9,184	\$ 27,223
Working capital (deficiency)	\$ (2,690,791)	\$ (2,369,758)

#### Availability of Additional Funds

Except for the monthly consulting fee to our CEO and Chairman of the Board and the month-to-month lease of our office space, as described elsewhere in this annual report, we currently do not have any material commitments for capital expenditures. We are actively pursuing new client relationships. Even if we were to add a new client(s), due to our current lack of a diversified client base, there could be temporary imbalances between cash receipts and cash operating expenditures, which means that we may need additional capital. The engagement revenues associated with most client engagements will self-fund the in-house and sub-contractor services we need in order to supply products and services to our clients.

As of December 31, 2019, the Company had a working capital deficiency of \$2,690,791. The Company used cash in operations of \$365,608. The Company has raised \$421,200 in debt financing from related parties during the year ended December 31, 2019. In addition, the Company is working to manage its current liabilities while it continues to make changes in operations to further improve its cash flow and liquidity position. Based upon subsequent debt financing and the Company's current cash flow projections, management believes the Company will have sufficient capital resources to meet projected cash flow requirements for the next year ended.

From January 1, 2019 to December 31, 2019, entities controlled by the CEO made short term advances to the Company of \$378,600.

#### ***Net Cash Used in Operating Activities***

We experienced negative cash flows from operating activities for the years ended December 31, 2019 and December 31, 2018 in the amount of \$365,608 and \$420,269 respectively. This was primarily due to an unrealized loss of \$43,000 on available for sale securities, \$121,859 of accumulated losses from an equity method investment, and a net loss of \$889,888 partially offset by an increase in accounts payable and accrued expenses by \$351,902. The negative cash flow in 2018 was primarily due to a net loss of \$592,963, offset by an unrealized gain of \$140,000 and an increase in accounts payable and accrued expenses of \$306,325.

#### ***Net Cash Used in Investing Activities***

Net cash used in investing activities during the years ended December 31, 2019 and December 31, 2018 was \$70,000 and \$35,463, respectively. In 2018 cash used in investing activities of \$35,463 was for the development of a website, equipment, trademarks and advances to related parties. In 2019, cash used in investing activities was primarily as capital contributions to the Equity Method Investee.

#### ***Net Cash Provided by Financing Activities***

Net cash provided by financing activities during the years ended December 31, 2019 and December 31, 2018 was \$417,569 and \$475,600, respectively. In 2019, cash received through financing activities as of December 31, 2019 was \$418,600 from related parties and notes payable of \$2,600 from our consolidated subsidiary. For the year ended December 31, 2018 financing activities were \$380,850 of short term advances from related parties, \$4,500 from the sales of non controlling interest in our consolidated subsidiary and notes payable from a related party of \$9,500.

#### **Our auditors have issued a going concern opinion**

The Company's independent registered public accounting firm has expressed substantial doubt as to the Company's ability to continue as a going concern as of December 31, 2019. The consolidated financial statements in this annual report on Form 10-K have been prepared assuming that the Company will continue as a going concern. As discussed in the notes to the consolidated financial statements, these conditions raise substantial doubt from our independent auditor about the Company's ability to continue as a going concern. The Company's plans in regard to these matters are also described in the notes to the Company's consolidated financial statements. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

The Company anticipates the receipt of funding within such period, but there can be no assurance that it will occur. If the Company is unable to meet its internal revenue forecasts or obtain additional financing on a timely basis, it may have to delay vendor payments and/or initiate cost reductions, which would have a material adverse effect on the Company's business, financial condition and results of operations, and ultimately it could be forced to discontinue the Company's operations, liquidate, and/or seek reorganization under the U.S. bankruptcy code.

## **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements.

## **Critical Accounting Policies and Estimates**

### *Use of Estimates*

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires us 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 periods. Estimates may include those pertaining to accruals, stock-based compensation and income taxes. Actual results could materially differ from those estimates.

### *Revenue Recognition*

On January 1, 2018, the Company adopted FASB ASC 606, which is a comprehensive new revenue recognition model that requires revenue to be recognized in a manner to depict the transfer of goods or services to a customer at an amount that reflects the consideration expected to be received in exchange for those goods or services. The Company considers revenue realized or realizable and earned when all the five following criteria are met: (1) Identify the Contract with a Customer, (2) Identify the Performance Obligations in the Contract, (3) Determine the Transaction Price, (4) Allocate the Transaction Price to the Performance Obligations in the Contract, and (5) Recognize Revenue When (or As) the Entity Satisfies a Performance Obligation. Results for reporting periods beginning after January 1, 2018 are presented under ASC 606, while prior period amounts are not adjusted and continue to be reported under the previous accounting standards. There was no impact to revenues as a result of applying ASC 606 for the years ended December 31, 2019 and 2018, and there have not been any significant changes to our business processes, systems, or internal controls as a result of implementing the standard.

### *Recently Issued Accounting Pronouncements*

We have implemented all new accounting standards that are in effect and may impact our consolidated financial statements and do not believe that there are any other new accounting standards that have been issued that might have a material impact on our financial position or results of operations.

In February 2016, the FASB issued ASU 2016-02, Leases, which will amend current lease accounting to require lessees to recognize (i) a lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis, and (ii) a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. ASU 2016-02 does not significantly change lease accounting requirements applicable to lessors; however, certain changes were made to align, where necessary, lessor accounting with the lessee accounting model. The Company adopted this ASU on January 1, 2019 and the adoption became effective the same day. After reviewing of this ASU we have determined it has no impact on our results of operations, cash flows or financial condition. The Company is on a month-to-month basis on its office lease.

In March 2016, the FASB issued ASU 2016-09, Compensation - Stock Compensation: Improvements to Employee Share Based Payment Accounting, which relates to the accounting for employee share-based payments. This standard addresses several aspects of the accounting for share-based payment award transactions, including: (a) income tax consequences; (b) classification of awards as either equity or liabilities; and (c) classification on the statement of cash flows. This standard will be effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. The company has reviewed the standard and the change has no effect on our consolidated financial statements.

The Company adopted ASU 2016-01, “Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities.” ASU 2016-01 requires equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income, requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes, requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset, and eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost. The Company has evaluated the potential impact this standard may have on the consolidated financial statements and determined that it had a significant impact on the consolidated financial statements. Since the Company accounts for its investment in Bang Holdings, Corp. as available-for-sale securities, the fair value from of the securities from the prior year has been reclassified to Retained Earnings from Other Accumulated Comprehensive Income. The unrealized gain on the available-for-sale securities during the year ended December 31, 2019 has been recorded in Other Income on the Income Statement.

## **Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

Not required for smaller reporting companies.

## **Item 8. Financial Statements.**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and Board of Directors of:  
Balance Labs, Inc.

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Balance Labs, Inc. and Subsidiaries (the “Company”) as of December 31, 2019 and 2018, and the related consolidated statements of operations, changes in stockholders’ deficit and cash flows for each of the two years in the period ended December 31, 2019, 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 financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for the years ended December 31, 2019 and 2018, 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 statement, the Company has experienced net losses since inception and negative cash flows from operations and has relied on loans from related parties to fund its operations. These factors raise substantial doubt about the Company’s ability to continue as a going concern. Management’s plans in regard to these matters are 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.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the 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 controls 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 consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

*/s/ Liggett & Webb, P.A.*  
LIGGETT & WEBB, P.A.  
*Certified Public Accountants*

We have served as the Company’s auditor since 2015.

Boynton Beach, Florida  
May 28, 2020



Balance Labs, Inc. and Subsidiaries  
Consolidated Balance Sheets

	December 31, 2019	December 31, 2018
<b>Assets</b>		
<b>Current Assets:</b>		
Cash	\$ 9,184	\$ 27,223
Accounts Receivable	-	1,667
Prepaid Expenses	29,325	29,325
<b>Total Current Assets</b>	<b>38,509</b>	<b>58,215</b>
Property and Equipment, Net	1,576	2,522
<b>Other Assets</b>		
Due from Related Party	17,500	31,291
Investment at Fair Value - Related Party	177,000	220,000
Trademarks	2,836	2,836
<b>Total Assets</b>	<b>\$ 237,421</b>	<b>\$ 314,864</b>
<b>Liabilities and Stockholder's Deficit</b>		
Accounts Payable and Accrued Expenses	\$ 653,160	\$ 433,425
Accounts Payable - Related Party	611,659	491,659
Short-Term Advances - Related Party	1,068,608	693,639
Convertible Note Payable	25,000	525,000
Convertible Notes Payable - Related Party	120,000	120,000
Notes Payable - Related Party, net of debt discount of \$6,212	100,638	64,250
Accumulated losses of unconsolidated investees in excess of investment	38,068	-
Notes Payable	112,167	100,000
<b>Total Current Liabilities</b>	<b>2,729,300</b>	<b>2,427,973</b>
Convertible Note Payable - Related Party, net of debt discount of \$53,865	\$ 446,135	-
<b>Total Long-Term Liabilities - Related Party</b>	<b>446,135</b>	<b>-</b>
<b>Total Liabilities</b>	<b>3,175,435</b>	<b>2,427,973</b>
<b>Commitments and Contingencies (see Note 6)</b>		
<b>Stockholder's Deficit</b>		
Preferred Stock, \$.0001 par value: Authorized 50,000,000 shares none issued and outstanding as of December 31, 2019 and December 31, 2018	-	-
Common Stock, \$.0001 par value: Authorized 500,000,000 shares, 21,674,000 and 21,620,000 Issued and outstanding as of December 31, 2019 and December 31, 2018	2,167	2,162
Additional Paid in Capital	806,249	741,271
Accumulated Deficit	(3,699,587)	(2,815,370)
<b>Stockholder's Deficit</b>	<b>(2,891,171)</b>	<b>(2,071,937)</b>
Non-controlling interest	(46,843)	(41,172)
<b>Total Stockholder's Deficit</b>	<b>(2,938,014)</b>	<b>(2,113,109)</b>
<b>Total Liabilities and Stockholder's Deficit</b>	<b>\$ 237,421</b>	<b>\$ 314,864</b>

The accompanying notes are an integral part of the consolidated financial statements

Balance Labs, Inc. and Subsidiaries  
Consolidated Statement of Operations

	For the Year Ended December 31, 2019	For the Year Ended December 31, 2018
Revenue related party	<u>\$ 3,333</u>	<u>\$ 6,667</u>
General and Administrative expenses	60,990	82,883
Professional Fees	122,005	95,875
Salaries and Wages	258,280	293,464
General and Administrative expenses - related party	120,000	137,500
Total Operating Expenses	<u>561,275</u>	<u>609,722</u>
Loss from Operations	(557,942)	(603,055)
Other Income and Expenses		
Unrealized gain (Loss) on available for sale purchases	(43,000)	140,000
Net Loss allocated from Equity Method Investee	(121,859)	-
Interest expense (includes amortization of warrants on note)	(167,087)	(129,908)
Total Other Expenses	<u>(331,946)</u>	<u>10,092</u>
Net Loss	(889,888)	(592,963)
Net Loss attributable to Non Controlling Interest	<u>(5,671)</u>	<u>(45,285)</u>
Net Loss attributable to the Company	<u>\$ (884,217)</u>	<u>\$ (547,678)</u>
Net Loss per share Basic and Diluted	<u>\$ (0.04)</u>	<u>\$ (0.03)</u>
Weighted average Number of Common Shares Outstanding-Basic and Diluted	<u>21,632,165</u>	<u>21,620,000</u>

The accompanying notes are an integral part of the consolidated financial statements

Balance Labs, Inc and Subsidiaries  
Consolidated Statement of Changes in Stockholders' Deficit  
For the Years ended December 31, 2019 and 2018

	Common Stock		Additional Paid-in Capital	Non- Controlling Interest	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
	Shares	Par					
Balance December 31,2017	21,620,000	\$ 2,162	\$ 741,271	\$ (387)	\$ 79,500	\$ (2,347,192)	\$ (1,524,646)
Reclass of Comprehensive Loss to Retained Earnings for adoption of ASU 2016-01	-	-	-	-	(79,500)	79,500	-
Non-Controlling Interest - Krypto	-	-	-	4,500	-	-	4,500
Net Loss	-	-	-	(45,285)	-	(547,678)	(592,963)
Balance, December 31, 2018	21,620,000	\$ 2,162	\$ 741,271	\$ (41,172)	-	\$ (2,815,370)	\$ (2,113,109)
Shares issued for note extension	54,000	5	56,695	-	-	-	56,700
Value of warrants issued with loan	-	-	8,283	-	-	-	8,283
Net Loss	-	-	-	(5,671)	-	(884,217)	(889,888)
Balance, December 31, 2019	<u>21,674,000</u>	<u>\$ 2,167</u>	<u>\$ 806,249</u>	<u>\$ (46,843)</u>	<u>\$ -</u>	<u>\$ (3,699,587)</u>	<u>\$ (2,938,014)</u>

The accompanying notes are an integral part of the consolidated financial statements

Balance Labs, Inc. and Subsidiaries  
Consolidated Statement of Cash Flows

	For the Year Ended December 31, 2019	For the Year Ended December 31, 2018
<b>Cash Flows from operating activities</b>		
Net Loss	\$ (889,888)	\$ (592,963)
Adjustments to reconcile net loss to net cash used in operations:		
Amortization of Debt Discount	4,906	4,500
Depreciation expense	946	3,536
Net loss from equity method investment	83,791	-
Unrealized (gain) loss on Investment	43,000	(140,000)
Change in Operating Assets and Liabilities:		
Increase in Accounts Receivables	1,667	(1,667)
Accounts Payable and Accrued Expenses	231,902	186,325
Accumulated losses of unconsolidated investees in excess of investment	38,068	-
Accounts Payable and Accrued Expenses, related party	120,000	120,000
Net Cash used in Operating activities	<u>(365,608)</u>	<u>(420,269)</u>
<b>Cash Flows from Investing Activities</b>		
Due from Related Party	-	(31,291)
Capital Contributions to Equity Method Investee	(52,500)	-
Advances to a Related Party	(17,500)	-
Purchase of intangible assets	-	(4,172)
Net Cash used in Investing Activities	<u>(70,000)</u>	<u>(35,463)</u>
<b>Cash Flow from Financing Activities</b>		
Proceeds from Notes Payable, related-party	42,600	90,500
Proceeds from short term advances, related parties	378,600	380,850
Repayment of Notes Payable - Related Party	(3,631)	(250)
Proceeds from non-controlling interest	-	4,500
Net Cash provided by financing activities	<u>417,569</u>	<u>475,600</u>
Net cash increase (decrease) for the year	(18,039)	19,868
Cash beginning of the Year	27,223	7,355
Cash end of the Year	<u>\$ 9,184</u>	<u>\$ 27,223</u>
<b>Supplemental disclosure for Cash Flow Information</b>		
Cash paid for income taxes	\$ -	\$ -
Cash paid for interest expense	\$ 5,125	\$ 3,700
<b>Supplemental disclosure for Non Cash investing and financing activities:</b>		
Reclassification of due to Related Party to capital contribution to equity method investment	\$ 31,291	\$ -
Reclassification of accrued interest into principal	\$ 12,167	\$ -
Reclassification of Convertible Note to Convertible Note - Related Party	\$ 500,000	\$ -
Debt Discount	\$ 64,983	\$ -

The accompanying notes are an integral part of the consolidated financial statements

**Note 1 – Business Organization and Nature of Operations**

Balance Labs, Inc. (“Balance Labs” or the “Company”) was incorporated on June 5, 2014 under the laws of the State of Delaware. Balance Labs is a consulting firm that provides business development and consulting services to start up and development stage businesses. The Company offers services to help businesses in various industries improve and fine tune their business models, sales and marketing plans and internal operations as well as make introductions to professional services such as business plan writing, accounting firms and legal service providers.

The Company leverages its knowledge in developing businesses with entrepreneurs and start up companies’ management whereby it creates a customized plan for them to overcome obstacles so that they can focus on marketing their product(s) and/or service(s) to their potential customers.

**Note 2 – Going Concern**

The consolidated financial statements have been prepared assuming the Company will continue as a going concern. The Company used \$365,608 of cash in operating activities and currently has \$9,184 in cash. There is substantial doubt about the Company to continue as a going concern. This will not sustain the Company without additional funds. Management plans to raise additional capital within the next year ended that will sustain its operations for the next year. In addition, the Company will begin an active marketing campaign to market its services. There can be no assurance that such a plan will be successful. The accompanying consolidated financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

**Note 3 – Summary of Significant Accounting Policies**

Cash and Cash Equivalents

The Company considers all highly liquid temporary cash investments with an original maturity of three months or less to be cash equivalents. At December 31, 2019 and December 31, 2018, the Company has \$2,000 and \$2,000 in cash equivalents, respectively.

Use of Estimates

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Estimates may include those pertaining to stock-based compensation, depreciable lives of fixed assets and deferred tax assets. Actual results could materially differ from those estimates.

Accounts Receivable

Accounts receivable are recorded at fair value on the date revenue is recognized. The Company provides allowances for doubtful accounts by specific customer identification. If market conditions decline, actual collections may not meet expectations and may result in decreased cash flow and increased bad debt expense. Once collection efforts by the Company and its collection agency are exhausted, the determination for charging off uncollectible receivables is made.

Joint Venture

Balance Labs, Inc. and subsidiaries use the equity method to account for their financial interest in the following company:

	December 31, 2019	December 31, 2018
iGrow Systems Inc. (a)	\$ -	\$ -
Total	\$ -	\$ -

a) Balance Labs Inc., and its subsidiaries are 43.47% and 44.44% owner of iGrow Systems Inc., as of December 31, 2019 and December 31, 2018, respectively.

The Company has a non controlling interest in iGrow Systems, Inc., a Limited Partnership Corporation formed to develop a rapid plant growing device. Some of the members participate in the project which is under the general management of the members. Summary information on the joint venture follows:

	December 31, 2019	December 31, 2018
Total Assets	\$ 4,522	\$ 5,711
Total Liabilities	104,868	15,000
Shareholders’ (Deficit)	(100,346)	(9,289)
Income	-	-
Expenses	(280,557)	28,080
Net (Loss)	\$ (280,557)	\$ (28,080)

The Company’s portion of the net loss for the year ended December 31, 2019 was \$121,859, which exceeded its investment in the joint venture by \$38,068, which is recorded as a Current Liability in the Consolidated Financial Statements due to the requirement that the parent company provides working capital under operating agreement. The Company also contributed capital to the joint venture of \$35,000 during the year ended December 31, 2019.

Concentrations and Credit Risk

One customer provided 100% of revenues during the year ended December 31, 2019 and 2018.

We also had a concentration in Accounts Receivable of 100% due from this one customer as of December 31, 2018.

### Revenue Recognition

On January 1, 2018, the Company adopted FASB ASC 606, which is a comprehensive new revenue recognition model that requires revenue to be recognized in a manner to depict the transfer of goods or services to a customer at an amount that reflects the consideration expected to be received in exchange for those goods or services. The Company considers revenue realized or realizable and earned when all the five following criteria are met: (1) Identify the Contract with a Customer, (2) Identify the Performance Obligations in the Contract, (3) Determine the Transaction Price, (4) Allocate the Transaction Price to the Performance Obligations in the Contract, and (5) Recognize Revenue When (or As) the Entity Satisfies a Performance Obligation. There was no impact to revenues as a result of applying ASC 606.

### Income Taxes

The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of items that have been included or excluded in the financial statements or tax returns. Deferred tax assets and liabilities are determined on the basis of the difference between the tax basis of assets and liabilities and their respective financial reporting amounts ("temporary differences") at enacted tax rates in effect for the years in which the temporary differences are expected to reverse.

The Company adopted the provisions of Accounting Standards Codification ("ASC") Topic 740-10, which prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return.

Management has evaluated and concluded that there are no material tax positions requiring recognition in the Company's consolidated financial statements as of December 31, 2019. The Company does not expect any significant changes in its unrecognized tax benefits within year ended of the reporting date. The Company's 2016, 2017, 2018 and 2019 tax returns remain open for audit for Federal and State taxing authorities.

The Company's policy is to classify assessments, if any, for tax related interest as interest expense and penalties as general and administrative expenses in the statement of operations.

### Investments

When the fair value of an investment is indeterminable, the Company accounts for its investments that are under 20% of the total equity outstanding using the cost method. For investments in which the Company holds between 20-50% equity and is non-controlling are accounted for using the equity method. For any investments in which the Company holds over 50% of the outstanding stock, the Company consolidates those entities into their consolidated financial statements herein. The Company holds two investments on its Balance Sheet as of December 31, 2019. Our investment in Bang Holdings Corp., is recorded at fair value on December 31, 2019 and December 31, 2018, with the gains and losses being recorded through other income on the income statement for the periods then ended. On November 9, 2018, the Company acquired a non-controlling interest in iGrow Systems Inc. This investment is recorded on our balance sheet using the equity method as of December 31, 2019 and December 31, 2018.

### Marketable Securities

The Company adopted ASU 2016-01, "Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities." ASU 2016-01 requires equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income, requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes, requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset, and eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost. The Company has evaluated the potential impact this standard may have on the consolidated financial statements and determined that it had a significant impact on the consolidated financial statements. Since the Company accounts for its investment in Bang Holdings, Corp. as available-for-sale securities, the fair value of the securities from the prior year has been reclassified to Retained Earnings from Other Accumulated Comprehensive Income. The unrealized gain on the available-for-sale securities during the year ended December 31, 2019 and 2018 has been recorded in Other Income on the Income Statement.

### Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk primarily consist of cash, cash equivalents and marketable securities. As of December 31, 2019, the carrying value of marketable securities was \$177,000, which consist of common shares held in one (1) investment which currently is trading on the Over-the-Counter Bulletin Board (OTCBB). The Company has classified this investment as a Level 3 asset on the fair value hierarchy because the investment is valued using unobservable inputs, due to the fact that observable inputs are not available, or situations in which there is little, if any, market activity for the asset or liability at the measurement date.

### Principles of Consolidation

The consolidated financial statements include the Company and its wholly owned corporate subsidiaries, Balance Labs LLC., from October 12, 2015, Balance AgroTech Co., from July 11, 2016, Advanced Auto Tech Co., from May 10, 2016, Balance Cannabis Co., from May 13, 2016, and Balance Medical Marijuana Co from December 22, 2015, and our 51% majority owned subsidiary KryptoBank Co from December 29, 2017. All intercompany transactions are eliminated. The Company's four subsidiaries, Balance AgroTech Co., Advanced AutoTech Co., Balance Cannabis Co., and Balance Medical Marijuana Co. are dormant. The Company has a non-controlling interest of 43.47% and 44.44% in iGrow Systems Inc., which is not included in this consolidation for the years ended December 31, 2019 and 2018.

### Net Income (Loss) Per Common Share

Basic and diluted income (loss) per common share is computed by dividing net income (loss) by the weighted average number of common shares and warrants from convertible debentures outstanding during the periods. The effect of 740,000 and 2,700,000 warrants and 3,003,137 and 2,856,759 shares from convertible notes payable for the year ended December 31, 2019 and 2018, respectively, were anti-dilutive.

### Stock-Based Compensation

The Company measures the cost of services received in exchange for an award of equity instruments based on the fair value of the award. For employees, the fair value of the award is measured on the grant date and for non-employees, the fair value of the award is generally re-measured on vesting dates and financial reporting dates until the service period is complete. The fair value amount is then recognized over the period during which services are required to be provided in exchange for the award, usually the vesting period. Awards granted to directors are treated on the same basis as awards granted to employees.

The Company has computed the fair value of warrants granted using the Black-Scholes option pricing model. The expected term used for warrants is the contractual life. Since the Company's stock has not been publicly traded for a sufficiently long period, the Company is utilizing an expected volatility figure based on a review of the historical volatilities, over a period of time, equivalent to the expected life of the instrument being valued, of similarly positioned public companies within its industry. The risk-free interest rate was determined from the implied yields from U.S. Treasury zero-coupon bonds with a remaining term consistent with the expected term of the instrument being valued.

### Fair Value of Financial Instruments

The Company measures its financial assets and liabilities in accordance with GAAP. For certain of our financial instruments, including cash, accounts payable, and the short-term portion of long-term debt, the carrying amounts approximate fair value due to their short maturities.

We adopted accounting guidance for financial and non-financial assets and liabilities (ASC 820). This standard defines fair value, provides guidance for measuring fair value and requires certain disclosures. This standard does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements. This guidance does not apply to measurements related to share-based payments. This guidance discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). The guidance utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

- Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices that are observable, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
- Level 3: Unobservable inputs in which little or no market data exists, therefore developed using estimates and assumptions developed by us, which reflect those that a market participant would use.

The following table presents certain assets of the Company's measured and recorded at fair value on the Company's balance sheet on a recurring basis and their level within the fair value hierarchy as of December 31, 2019.

	Total	(Level 1)	(Level 2)	(Level 3)
Fair-value – equity securities	\$ 177,000	\$ -	\$ -	\$ 177,000
Total Assets measured at fair value	\$ 177,000	\$ -	\$ -	\$ 177,000

The following table presents certain assets of the Company's measured and recorded at fair value on the Company's balance sheet on a recurring basis and their level within the fair value hierarchy as of December 31, 2018.

	Total	(Level 1)	(Level 2)	(Level 3)
Fair-value – equity securities	\$ 220,000	\$ -	\$ -	\$ 220,000
Total Assets measured at fair value	\$ 220,000	\$ -	\$ -	\$ 220,000

The following is a reconciliation of the level 3 Assets:

Beginning Balance as of January 1, 2019	\$ 220,000
Unrealized loss on (level 3) securities	(43,000)
Ending Balance as of December 31, 2019	\$ 177,000

#### Business Segments

The Company operates in one segment and therefore segment information is not presented.

#### Advertising, Marketing and Promotional Costs

Advertising, marketing and promotional expenses are expensed as incurred and are included in selling, general and administrative expenses on the accompanying consolidated statement of operations. For the year ended December 31, 2019 and December 31, 2018, advertising, marketing and promotion expense was \$1,993 and \$716, respectively.

#### Property and equipment

Property and equipment consists of furniture and office equipment and is stated at cost less accumulated depreciation. Depreciation is determined by using the straight-line method for furniture and office equipment, over the estimated useful lives of the related assets, generally three to five years.

Expenditures for repairs and maintenance of equipment are charged to expense as incurred. Major replacements and betterments are capitalized and depreciated over the remaining useful lives of the related assets.

Property and equipment as of December 31, 2019 and December 31, 2018 consisted of the following:

	2019	2018
Website	\$ 1,336	\$ 1,336
Computer equipment & Software	5,358	5,358
Furniture	4,622	4,622
Total	11,316	11,316
Less Accumulated Depreciation	9,740	8,794
Property and Equipment, net	\$ 1,576	\$ 2,522

Depreciation expense for the year ended December 31, 2019 and 2018 totaled \$946 and \$3,536 respectively. There were no additions during the year ended December 31, 2019 and 2018 respectively.

#### Intangible Assets

Intangible Assets as of December 31, 2019 and December 31, 2018 consisted of the following:

	2019	2018
Trademarks	\$ 2,836	\$ 2,836
Total	\$ 2,836	\$ 2,836

There were no additions to Intangible Assets during the year ended December 31, 2019 and 2018, respectively.



### Reclassifications

Certain 2018 amounts have been reclassified for comparative purposes to conform to the fiscal 2019 presentation. These reclassifications have no impact on the previously reported net loss.

### Recently Issued Accounting Pronouncements

The Company has evaluated all new accounting standards that are in effect and may impact its consolidated financial statements and does not believe that there are any other new accounting standards that have been issued that might have a material impact on its financial position or results of operations.

In February 2016, the FASB issued ASU 2016-02, Leases, which will amend current lease accounting to require lessees to recognize (i) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis, and (ii) a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. ASU 2016-02 does not significantly change lease accounting requirements applicable to lessors; however, certain changes were made to align, where necessary, lessor accounting with the lessee accounting model. The Company adopted this ASU on January 1, 2019 and the adoption became effective the same day. After reviewing of this ASU we have determined it has no impact on our results of operations, cash flows or financial condition. The Company is on a month-to-month basis on its office lease.

In April 2016, the FASB issued ASU 2016-10 Revenue from Contract with Customers (Topic 606): identifying Performance Obligations and Licensing". The amendments in this Update do not change the core principle of the guidance in Topic 606. Rather, the amendments in this Update clarify the following two aspects of Topic 606: identifying performance obligations and the licensing implementation guidance, while retaining the related principles for those areas. Topic 606 includes implementation guidance on (a) contracts with customers to transfer goods and services in exchange for consideration and (b) determining whether an entity's promise to grant a license provides a customer with either a right to use the entity's intellectual property (which is satisfied at a point in time) or a right to access the entity's intellectual property (which is satisfied over time). The amendments in this Update are intended to render more detailed implementation guidance with the expectation to reduce the degree of judgement necessary to comply with Topic 606. We adopted this ASU as of January 1, 2018. The adoption of the ASU had no significant impact on our revenue recognition policies.

On January 5, 2016 effective January 1, 2018, the FASB issued ASU 2016-01, which amends the guidance in U.S. GAAP on the classification and measurement of financial instruments. Although the ASU retains many current requirements, it significantly revises an entity's accounting related to (1) the classification and measurement of investments in equity Securities and (2) the presentation of certain fair value changes for financial liabilities measured at fair value, the ASU also amends certain disclosure requirements associated with the fair value of financial instruments. The ASU requires the entity to carry all investments in equity securities at fair value through net income. We adopted this ASU as of January 1, 2018. The adoption of the ASU had no significant impact on our revenue recognition policies.

#### Note 4 – Stockholders' Equity

##### Authorized Capital

The Company is authorized to issue 500,000,000 shares of common stock, \$0.0001 par value, and 50,000,000 shares of preferred stock, \$0.0001 par value.

##### Non-Controlling Interest

On December 28, 2017, the Company sold a non-controlling interest in its subsidiary, KryptoBank Co. for \$500 equal to 9% of the outstanding equity. On January 17, 2018, the Company sold an additional 40% in its subsidiary KryptoBank Co. for \$4,500. As of December 31, 2019, the non-controlling interest is 49% of the shares outstanding.

##### Warrants

During 2015, the Company issued 100,000 warrants as part of a convertible note offering. The fair value of the warrants was \$19,965. The warrants expire December 23, 2020.

In conjunction with the Newell Investment Agreement (see Note 7), the Company issued warrants to purchase 2,000,000 shares of the Company's common stock at an exercise price of \$3.50 per share which expired on March 23, 2019.

On September 30, 2016, The Company's CEO loaned the Company \$120,000. In addition to paying interest at 10%, the Company issued 600,000 warrants at an exercise price of \$1.00 per share expiring on September 30, 2021.

On October 3, 2019, the Company received \$40,000 from The Sammy Farkas Foundation in exchange for a promissory note which bears 12% interest per annum and matures on October 10, 2020 or upon the Company raising \$500,000 from outside investors, whichever occurs first.

In conjunction with The Sammy Farkas Foundation (see Note 7), the Company issued warrants to purchase 40,000 shares of the Company's common stock at an exercise price of \$1.00 per share expiring on October 10, 2022.

The following table summarizes the parameters of the valuation:

<b>Warrants</b>	
Term	3
Volatility	30%
Annual rate of Quarterly Dividends	0%
Discount Rate - Bond Equivalent Yield	1.940%

The following table summarize warrants outstanding as of December 31, 2019 and the related changes during the periods are presented below.

<b>Number of Warrants</b>	<b>Weighted Average Exercise Price</b>	
<b>Balance at December 31, 2017</b>	2,920,000	\$ 2.62
Granted	-	-
Exercised	-	-
Expired	(220,000)	2.00
<b>Balance at December 31, 2018</b>	2,700,000	\$ 2.83
Granted	40,000	1.00
Exercised	-	-
Expired	(2,000,000)	3.50
<b>Balance at December 31, 2019</b>	740,000	\$ 0.93

## Note 5 – Related Party Transactions

The Company's CEO earned \$10,000 per month. The following compensation was recorded within general and administrative expenses – related parties on the statements of operations: \$120,000 and \$120,000 for the year ended December 31, 2019 and 2018, respectively. As of December 31, 2019, \$606,659 of compensation was unpaid and was included in accounts payable – related parties on the balance sheet.

On September 30, 2016, the CEO loaned \$120,000 as a convertible note payable to the Company at an interest rate of 10%, due on October 1, 2017. In addition, the Company issued 600,000 warrants at an execution price of \$1.00 which expire on September 30, 2021. See Note 7. The note is currently in default and has an accrued interest balance of \$37,825.

As of December 31, 2019, the CEO and companies controlled by the CEO have loaned the Company a total of \$1,068,608 in addition to the convertible note discussed above. The loans carry an interest rate of 8% and mature one year and one day from the date of the loan. The Company accrued interest of \$154,587 on the loans. \$648,399 of these loans are in default as of December 31, 2019.

On May 4, 2016, the Company began compensating Aviv Hillo, a member of the board of directors, \$2,500 per month. The expense for the year ended December 31, 2019 was \$0 compared to \$17,500 for the year ended December 31, 2018. On August 1, 2018, Mr. Hillo became General Counsel to a company partially owned by a related party. He will continue to serve as a director but will no longer be compensated as of August 1, 2018.

The Company on July 27, 2016 signed a sublease with entity partially owned by a related party to sub-lease approximately 2200 square feet 1691 Michigan Ave, Miami Beach, FL 33139, beginning August 1, 2016 and ending December 31, 2019 at a monthly base rental of \$7,741 per month until July 31, 2017, \$7,973 per month from August 1, 2017 to July 31, 2018, and \$8,212 from August 1, 2018 to the sublease termination date. In addition to base rent, the Company will have to pay 50% of the CAM charges as additional rent. On or about January 15, 2017, The Company was made aware that the master lease for the office space was in default. Consequently, the Company ceased payments. On or about March 31, 2017, The Company was served with an eviction notice as the Master Lease was still in default. The Company has used its security deposit to partially pay its delinquent rent. The balance was paid in cash and the matter was partially settled. The Company still has \$16,725 accrued on its books representing the amount that may be subject to pay. On May 12, 2017 the Company moved its headquarters to 350 Lincoln Road, Miami Beach, FL 33139. The Company pays \$2,750 per month rent. Beginning November 1, 2017, the Company began occupying the space on a month to month basis. In addition, the Company had to pay a security deposit of \$4,325. The security deposit is included in prepaid expenses on the balance sheet.

iGrow Systems, Inc., as part of its initial funding borrowed \$15,000 from KryptoBank Co. These amounts will be repaid when the Company receives its major funding. On July 15, 2019, KryptoBank Co. converted the \$15,000 note into 150,000 shares of common stock at a price of \$0.10 per share.

On April 1, 2016, the Company received \$500,000 from Newell Trading Group in exchange for a convertible debenture due April 2, 2017 bearing interest at 10% and convertible into common stock at \$.25 per share unless the note is paid by the Company prior to the election of the holder to convert. The Company recognized a beneficial conversion feature expense of \$500,000 that has been fully amortized. As of December 31, 2019, accrued interest on the note is \$187,354.

On October 3, 2019, Newell Trading Group assigned its rights and interests in its \$500,000 convertible debenture to the Sammy Farkas Foundation Inc., (the "Foundation"), a related party. The Foundation then entered into an agreement with the Company to extend the maturity date of the convertible debenture to October 10, 2024 in exchange for 54,000 shares of the Company's stock. The shares have a fair value of \$56,700, which was recorded as a debt discount and amortized over the life of the extension. As of December 31, 2019, the remaining debt discount was \$53,865.

The Company received \$40,000 from The Foundation in exchange for a promissory note which bears 12% interest per annum and matures on October 10, 2020 or upon the Company raising \$500,000 from outside investors, whichever occurs first. The promissory note comes with a warrant to purchase 40,000 shares of the Company's stock with an exercise price of \$1.00 per share and expires on October 10, 2022. The warrants have a relative fair value of \$8,283, which was recorded as a debt discount and amortized over the life of the note. As of December 31, 2019, the remaining debt discount was \$6,212.

During the year ended December 31, 2019, The Farkas Group, a related party, loaned the Company a total of \$377,700, unsecured, for one year and one day at an interest rate of 8%.

During the year ended December 31, 2019, the CEO, loaned the Company a total of \$1,000, unsecured, for one year and one day at an interest rate of 8%.

During the year ended December 31, 2019, Balance Group LLC, loaned the Company a total of \$2,600, unsecured, for one year and one day at an interest rate of 8%.

## **Note 6 – Commitments and Contingencies**

### Litigation, Claims and Assessments

In the normal course of business, the Company may be involved in legal proceedings, claims and assessments arising in the ordinary course of business. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's consolidated financial position or results of operations.

Previously, the Company entered into a litigation with Bang Holdings in order to have the restrictions on its shares removed. A settlement was reached in which Bang Holdings agreed to remove the restriction on the Company's shares. The Company's shares can now be traded on the open market.

### Consulting Fees

The Company will continue to pay its CEO \$10,000 per month as compensation on a month to month basis. It will be recorded in general and administrative expenses-related parties on the consolidated statement of operations.

## **Note 7 – Notes Payable**

As of December 31, 2019, the CEO and Company's controlled by the CEO have loaned the Company a total of \$1,068,608 in addition to the convertible note discussed below. The loans carry an interest rate of 8% and mature one year and one day from the date of the loan. \$648,399 of these loans are in default as of December 31, 2019. The Company accrued interest of \$154,587 on the loans as of December 31, 2019.

During the year ended December 31, 2019, The Farkas Group, a related party, loaned the Company a total of \$377,700, unsecured, for one year and one day at an interest rate of 8%.

During the year ended December 31, 2019, the CEO, loaned the Company a total of \$1,000, unsecured, for one year and one day at an interest rate of 8%.

KryptoBank Co., as part of its initial funding, borrowed an additional \$100,000 from its shareholders during the year ended December 31, 2018. The notes have a stated interest rate of 12% compounded annually and are due on demand. The balance outstanding as of December 31, 2019 is \$112,167. The Company has accrued interest of \$13,155 as of December 31, 2019.

On October 3, 2019, The Sammy Farkas Foundation, a related party, loaned the Company \$40,000, the note bears 12% interest per annum and matures on October 10, 2020 or upon the Company raising \$500,000 from outside investors, whichever occurs first (see Note 5). The promissory note comes with a warrant to purchase 40,000 shares of the Company's stock with an exercise price of \$1.00 per share and expires on October 10, 2022. The promissory note has accrued interest of \$1,080 as of December 31, 2019. The warrants have a relative fair value of \$8,283, which was recorded as a debt discount and amortized over the life of the note. As of December 31, 2019, the remaining debt discount was \$6,212.

During the year ended December 31, 2019, Balance Group LLC, loaned the Company a total of \$2,600, unsecured, for one year and one day at an interest rate of 8%.

### Convertible Notes Payable

On December 23, 2015, the Company issued a secured convertible promissory note in the amount of \$25,000. The note carries a rate of 8% and was due on March 23, 2016. It is secured by all the assets of the Company. The note further contains a provision that the lender may convert any part of the note, including accrued interest, that is unpaid into the Company's common stock at an exercise price of \$0.50 per share. The note also contains a five-year warrant to purchase 100,000 shares of common stock at an exercise price of \$0.50 per share until December 23, 2020. As of March 23, 2016, the note is in default and the interest rate has been increased to 18%. As of December 31, 2019, the accrued interest on the note is \$24,263.

On April 1, 2016, the Company received \$500,000 from Newell Trading Group in exchange for a convertible debenture due April 2, 2017 bearing interest at 10% and convertible into common stock at \$.25 per share unless the note is paid by the Company prior to the election of the holder to convert. The Company recognized a beneficial conversion feature expense of \$500,000 that has been fully amortized. As of December 31, 2019, accrued interest on the note is \$187,534. On October 3, 2019, Newell Trading Group assigned its rights and interests in its \$500,000 convertible debenture to the Sammy Farkas Foundation Inc., (the "Foundation"), a related party. The Foundation then entered into an agreement with the Company to extend the maturity date of the convertible debenture to October 10, 2024 in exchange for 54,000 shares of the Company's stock. The shares have a fair value of \$56,700 which was recorded as a debt discount and amortized over the life of the extension. As of December 31, 2019, the remaining debt discount was \$53,865.

On September 30, 2016 the Company's CEO loaned the Company \$120,000 with an interest rate of 10% and is convertible into common stock at \$1.00. In addition, the Company issued the CEO 600,000 warrants and recorded a debt discount of \$111,428, which has been fully amortized. The Company valued the warrants using the Black-Scholes option pricing model with the following assumptions: Expected volatility of 514%, expected life of five years, risk free rate of return of 1.14% and an expected dividend yield of 0%. The warrants had a fair value of \$85,714. The note is currently in default and has an accrued interest balance of \$38,425 as of December 31, 2019.

## Note 8 – Income Taxes

On December 22, 2017, President Trump signed into law the Tax Cuts and Jobs Act (the “TCJA”) that significantly reforms the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”). The TCJA, among other things, contains significant changes to corporate taxation, including reduction of the corporate tax rate from a top marginal rate of 35% to a flat rate of 21%, effective as of January 1, 2018; limitation of the tax deduction for interest expense; limitation of the deduction for net operating losses to 80% of current year taxable income and elimination of net operating loss carrybacks, in each case, for losses arising in taxable years beginning after December 31, 2017 (though any such tax losses may be carried forward indefinitely); modifying or repealing many business deductions and credits, including reducing the business tax credit for certain clinical testing expenses incurred in the testing of certain drugs for rare diseases or conditions generally referred to as “orphan drugs”; and repeal of the federal Alternative Minimum Tax (“AMT”).

The Company has the following net deferred tax asset:

	As of December 31, 2018	As of December 31, 2019
Temporary Differences	\$ 141,085	\$ 171,499
Unrealized gains	55,632	44,734
Net operating loss carryforward	375,022	534,136
Valuation allowance	(571,739)	(750,369)
Net deferred tax assets	<u>\$ -</u>	<u>\$ -</u>

A reconciliation of the statutory federal income tax rate to the Company’s effective tax rate is as follows:

	For the Year ended December 31, 2018	For the Year ended December 31, 2019
Expected federal statutory rate	(21)%	(21)%
State Effect on tax rate, net of federal benefit	(4.35)%	(4.35)%
Effect of Tax rate change	14%	-
Non Deductible Expense	6%	-
Change in valuation allowance	25.35%	25.35%
Income tax provision (benefit)	<u>0.0</u>	<u>0.0</u>

As of December 31, 2019, the Company had approximately \$2,107,463 of federal and state net operating loss carryovers (“NOLs”). From this amount, \$1,712,650 expire after 20 years, and can be carried back 2 years, according to the old tax law, while \$394,813 can be carried forward indefinitely and cannot be carried back, in accordance with the new tax rules. The valuation allowance increased by approximately \$178,630 and \$137,278 for the years ended December 31, 2019 and 2018, respectively.

The Company, after considering all available evidence, fully reserved its deferred tax assets since it is more likely than not that such benefits may be realized in future periods. The Company has not yet established that it can generate taxable income. The Company will continue to evaluate its deferred tax assets to determine whether any changes in circumstances could affect the realization of their future benefit. If it is determined in future periods that portions of the Company’s deferred tax assets satisfy the realization standards, the valuation allowance will be reduced accordingly.

## Note 9 - Subsequent Events

During January 2020, The Farkas Group, a related party, loaned the Company \$36,200, unsecured, for one year and one day at an interest rate of 8%.

During February 2020, The Farkas Group, a related party, loaned the Company \$23,500, unsecured for one year and one day at an interest rate of 8%.

During March 2020, The Farkas Group, a related party, loaned the Company \$4,050, unsecured for one year and one day at an interest rate of 8%.

During April 2020, The Farkas Group, a related party, loaned the Company \$18,500, unsecured for one year and one day at an interest rate of 8%.

During May 2020, The Farkas Group, a related party, loaned the Company \$2,500, unsecured for one year and one day at an interest rate of 8%.

On May 7, 2020, the Company received \$34,500 from the Small Business Administration as part of the Paycheck Protection Program. The interest rate is 1% and it is due on May 3, 2022.

Previously, the Company entered into a litigation with Bang Holdings in order to have the restrictions on its shares removed. A settlement was reached in which Bang Holdings agreed to remove the restriction on the Company’s shares. The Company’s shares can now be traded on the open market.

The coronavirus pandemic may adversely impact our operations and demand for our products and services and our ability to find new clients. This is due in part to restrictions such as: social distancing requirements; stay at home orders and the shutdown of non-essential businesses and the impact these restrictions have on small businesses and their ability to generate revenues which effects their ability to afford our services.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.**

None.

**Item 9A. Controls and Procedures.**

*(a) Evaluation of Disclosure and Control Procedures*

Based on their evaluation as of the end of the period covered by this annual Report on Form 10-K, our Principal Executive Officer and Principal Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(c) and 15d-15(e) under the Exchange Act) are not effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the U.S. Securities and Exchange Commission's rules and forms and to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

*(b) Management's Report on Internal Control over Financial Reporting*

This Company's management is responsible for establishing and maintaining internal controls over financial reporting and disclosure controls. Internal Control Over Financial Reporting is a process designed by, or under the supervision of, the Company's Principal Executive Officer and Principal Financial Officer, or persons performing similar functions, and effected by the board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- (1) Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the issuer;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the issuer are being made only in accordance with authorizations of management and directors of the registrant; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the issuer's assets that could have a material effect on the financial statements.

Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended, is appropriately recorded, processed, summarized and reported within the specified time periods.

Management has conducted an evaluation of the effectiveness of our internal control over financial reporting as of the end of the period covered by this annual Report on Form 10-K, based on the framework established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO 2013").

Based on this assessment, management concluded that as of the year covered by this annual Report on Form 10-K, it had material weaknesses in its internal control procedures.

As of the year covered by this annual Report on Form 10-K, we have concluded that our internal control over financial reporting was ineffective. The Company's assessment identified certain material weaknesses which are set forth below:

**Functional Controls, Lack of Audit Committee and Segregation of Duties**

Because of the Company's limited resources, there are limited controls over information processing.

The Company does not have an audit committee and therefore there is no independent review and independent oversight over the Company's financial reporting.

There is an inadequate segregation of duties consistent with control objectives. Our Company's management is composed of a small number of individuals resulting in a situation where limitations on segregation of duties exist. In order to remedy this situation, we would need to hire additional staff to provide greater segregation of duties. Currently, it is not feasible to hire additional staff to obtain optimal segregation of duties. Management will reassess this matter at end of the fiscal year to determine whether improvement in segregation of duty is feasible.

Accordingly, as the result of identifying the above material weakness we have concluded that these control deficiencies resulted in a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis by the Company's internal controls.

Management believes that the material weaknesses set forth above were the result of the scale of our operations and are intrinsic to our small size. Management believes these weaknesses did not have a material effect on our financial results and intends to take remedial actions upon receiving funding for the Company's business operations.

This annual Report on Form 10-K does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the SEC that permit the Company to provide only management's report herein.

*(c) Changes in Internal Control over Financial Reporting*

There were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during our most recently completed fiscal year that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information.**

None.

## PART III

### Item 10. Directors, Executive Officers and Corporate Governance.

#### Directors and Executive Officers

The following sets forth information about our directors and executive officers as of the date of this report:

Name	Age	Positions
Michael D. Farkas	47	President, Chief Executive Officer, Chief Financial Officer and Chairman of the Board
Carmen Villegas	32	Secretary and Director
Aviv Hillo	54	Director

Michael D. Farkas, President, Chief Executive Officer, Chief Financial Officer and Chairman of the Board

Mr. Farkas is serving as the President, Chief Executive Officer, Chief Financial Officer and Chairman of the Board of the Company. Mr. Farkas has served as the Chief Executive Officer and Member of the Board of Directors of Car Charging Group, Inc. since 2010. Mr. Farkas is the founder and manager of The Farkas Group, a privately held investment firm. Mr. Farkas also currently holds the position of Chairman and Chief Executive Officer of the Atlas Group, where its subsidiary, Atlas Capital Services, a broker-dealer, has successfully raised capital for a number of public and private clients until it withdrew its FINRA registration in 2007. Over the last 20 years, Mr. Farkas has established a track record as a principal investor across a variety of industries, including telecommunications, technology, aerospace and defense, agriculture, and automotive retail.

Carmen Villegas, Secretary and Director

Ms. Villegas began serving as Secretary and Director of Balance Labs, Inc. since January 15, 2015. Ms. Villegas is currently the Executive Assistant at Blink Charging, Inc., a publicly traded company and the Farkas Group, Inc. At both companies, Ms. Villegas assists the President and CEO in matters such as meeting schedules, appointments, conferences and travel arrangements. Ms. Villegas also assists the accounting department with file/database maintenance and record-keeping. Ms. Villegas also helps the executives receive and distribute correspondence to the appropriate department and personnel, as well as other administrative tasks in support of the companies' daily operations.

Ms. Villegas holds an Associate in Arts Degree in Business Administration & Accounting and is currently pursuing a Bachelor's Degree in Business Administration with a minor in Psychology at Florida International University.

Aviv Hillo, Director

Mr. Hillo is co-founder of Ariel Photonics Assembly Ltd., a leading laser-based products and applications company in Israel, and has been its Deputy CEO, Legal Advisor and Business Advisor since August 2007. Mr. Hillo has been a partner at Schechter Hillo Law Offices (previously Yerushalmi & Hillo Law Offices) since 2004, and is the CEO and founder of Edison Capital Ltd. since 2013. He is a skilled international business lawyer with a 20-year established track record both in Israel and New York, handling cross-border transactions and litigations. Mr. Hillo is also an experienced executive and investor across a variety of industries including defense technology, real estate, biotechnology, mobile apps, and internet marketplace platforms. During the years of 1998 to 2003, he practiced law at Yerushalmi & Associate as an associate and partner in New York City. He served as the CEO and director of Ensave 2000, LLC, and as legal advisor and director in Mobile Homes International, LLC. Mr. Hillo was a shareholder and legal advisor for LSL Biotechnologies, Inc. He served on the board of "Misdar Dorshei Tov", an Israeli non-for profit organization between 1994 and 1996. Mr. Hillo graduated from the Tel Aviv School of Law in 1993, and received his Master's Degree (cum laude) in Banking, Corporate and Finance Law at Fordham School of Law in 2001. He was admitted to the Israeli Bar in 1994 and to the New York State Bar in 1999. Mr. Hillo served in an elite Israeli military unit as a commander and officer (Major), and was honorably released in 2006.

#### Term of Office

Our directors are appointed for a one-year term to hold office until the next annual general meeting of our shareholders or until removed from office in accordance with our bylaws. Our officers are appointed by our board of directors and hold office until removed by the board.

We currently do not have employment agreements with our executive officers and directors.

#### Family Relationships

There is no family relationship among any of our directors or executive officers.

#### Director Independence

For purposes of determining director independence, we have applied the definitions set out in NASDAQ Rule 4200(a)(15). Under NASDAQ Rule 4200(a)(15), a director is not considered to be independent if he or she is also an executive officer or employee of the corporation or has been, at any time during the past three years, employed by the company. Accordingly, we do not have any independent director as of the date of this 10-K.

## Involvement in Certain Legal Proceedings

During the past ten years, none of our directors or executive officers has been:

- the subject of any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- convicted in a criminal proceeding or is subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
- subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction or any Federal or State authority, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities;
- found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law;
- the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of (a) any Federal or State securities or commodities law or regulation; (b) any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or (c) any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or
- the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

## Code of Ethics

The Company has not adopted a Code of Ethics applicable to its Principal Executive Officer and Principal Financial Officer.

## Committees of the Board of Directors

The Company has not established any committees of the board.

## Board of Directors Meetings and Attendance

The Board of Directors held 2 meetings in 2019, as well as acted by unanimous written consent. All Board members were present at all of the meetings. We have no formal policy regarding director attendance at the annual meeting of stockholders.

## Compliance with Section 16(A) of the Exchange Act

Because we do not have a class of equity securities registered pursuant to Section 12 of the Exchange Act, we are not subject to Section.

## Item 11. Executive Compensation.

The following summary compensation table sets forth all compensation awarded to, earned by, or paid to the named executive officers paid by us during the years ended December 31, 2019 and December 31, 2018.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation	Non- Qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Totals (\$)
						(\$)	(\$)	(\$)	
Michael D. Farkas	2019	\$ 120,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 120,000
President, CEO and CFO (1)	2018	\$ 120,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 120,000

- (1) Mr. Farkas resigned as Chief Executive Officer on January 15, 2015 and reappointed as President, Chief Executive Officer and Chief Financial Officer on September 11, 2015. Pursuant to certain consulting agreement between Mr. Farkas and the Company, Mr. Farkas is entitled to a monthly consulting service fee of \$10,000 per month. As of the date hereof, Mr. Farkas has not received any payment for his services provided and such amounts have been accrued.

## Option Grants Table

There were no individual grants of stock options to purchase our common stock made to the executive officers named in the Summary Compensation Table for the years ended December 31, 2019 and December 31, 2018.

## Long-Term Incentive Plan Awards Table

None.



## Employment Agreements and Consulting Agreements

Pursuant to certain consulting agreement between Mr. Farkas and the Company, Mr. Farkas is entitled to a monthly consulting service fee of \$10,000 per month. As of the date hereof, Mr. Farkas has not received any payment for his services provided and such amounts have been accrued.

Other than the above, we currently we do not have an employment agreement in place with our officers and directors.

No retirement, pension, profit sharing, insurance programs, long-term incentive plans or other similar programs have been adopted by us for the benefit of our employees. We may however implement such long-term equity incentive plans in the future.

## Compensation of Directors

On May 4, 2016, the Company began compensating Aviv Hillo, a member of the board of directors, \$2,500 per month. Mr. Hillo was compensated \$0 for the fiscal year ended December 31, 2019 and \$17,500 for the fiscal year ended December 31, 2018. No other members of the board of directors get compensated. The board of directors has the authority to fix the compensation of directors.

## Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth certain information as of the date hereof with respect to the beneficial ownership of our ordinary shares, the sole outstanding class of our voting securities, by (i) each stockholder known to be the beneficial owner of 5% or more of the outstanding ordinary shares of the Company, (ii) each executive officer and director, and (iii) all executive officers and directors as a group. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Ordinary shares subject to options, warrants or convertible securities exercisable or convertible within 60 days as of the date hereof are deemed outstanding for computing the percentage of the person or entity holding such options, warrants or convertible securities but are not deemed outstanding for computing the percentage of any other person.

Name	Number of Shares Beneficially Owned (3)(4)	Percent of Class (1)
Michael D. Farkas (2)	19,117,700	88.21%
Carmen Villegas	150,000	*
Aviv Hillo	-	0%
All Executive Officers and Directors as a group (3 individuals)	19,213,700	88.65%
5% or Greater Shareholders		
Balance Holdings LLC (2)	12,000,000	55.37%
Shilo Holding Group LLC (2)	7,062,300	32.58%
The Sammy Farkas Foundation (2)	54,000	*

- (1) Based on 21,674,000 shares of common stock outstanding as of May 19, 2020.
- (2) Michael D. Farkas holds 54,000, 12,000,000, 1,400 and 7,062,300 shares of common stock through The Sammy Farkas Foundation, Balance Holdings, LLC, Shilo Security Solutions, Inc, and Shilo Holding Group LLC, respectively.
- (3) Beneficial ownership is determined in accordance with Rule 13D-3(a) of the Exchange Act and generally includes voting or investment power with respect to securities.
- (4) The percentages in the table have been calculated on the basis of treating as outstanding for a particular person, all shares of our common stock outstanding on that date and all shares of our common stock issuable to that holder in the event of exercise of outstanding options, warrants, rights or conversion privileges owned by that person at that date which are exercisable within 60 days of that date. Except as otherwise indicated, the persons listed below have sole voting and investment power with respect to all shares of our common stock owned by them, except to the extent that power may be shared with a spouse.

\*Less than 1%

### Item 13. Certain Relationships and Related Transactions, and Director Independence.

Except as set forth in our discussion below none of our directors, director nominees or executive officers has been involved in any transactions with us or any of our directors, executive officers, affiliates or associates which are required to be disclosed pursuant to the rules and regulations of the SEC.

The Company's CEO earned \$10,000 per month. The following compensation was recorded within general and administrative expenses – related parties on the statements of operations: \$120,000 and \$120,000 for the years ended December 31, 2019 and 2018, respectively. As of December 31, 2019, \$606,656 of compensation was unpaid and was included in accounts payable – related parties on the balance sheet.

For the years ended December 31, 2019 and 2018, the Company expensed \$0 and \$0, respectively, for rent and office services which are included in general and administrative expenses related party to Balance Holdings LLC, an entity controlled by the Company's CEO. As of December 31, 2019 and 2018, \$5,000 was owed.

On December 31, 2016, the CEO loaned \$120,000 as a convertible note payable to the Company at an interest rate of 10%, due on October 1, 2017. In addition, the Company issued 600,000 warrants at an execution price of \$1.00 which expire on October 1, 2019. See Note 8.

On May 4, 2016, the Company began compensating its board member Aviv Hillo, \$2,500 per month. The expense for the year ended December 31, 2019 was \$0 compared to \$17,500 for 2018. He is now an unpaid director.

On July 27, 2016, the Company signed a sublease (the "Master Lease") with an entity partially owned by a related party to sub-lease approximately 2200 square feet located at 1691 Michigan Ave, Miami Beach, Florida 33139, beginning August 1, 2016 and ending December 31, 2019 at a monthly base rental of \$7,741 per month until July 31, 2017, \$7,973 per month from August 1, 2017 to July 31, 2018, and \$8,212 from August 1, 2018 to the sublease termination date. In addition to base rent, the Company will have to pay 50% of the CAM charges as additional rent. On or about January 15, 2017, the Company was made aware that the Master Lease for the office space was in default. Consequently, the Company ceased payments. On or about March 31, 2017, the Company was served with an eviction notice as the Master Lease was still in default. The Company has partially settled the claim under the sublease and has \$16,725 accrued on its books to cover any further claims.

From January 1, 2019 to December 31, 2019, entities controlled by the CEO made short term advances to the Company of \$378,600.

### Item 14. Principal Accountant Fees and Services.

The following table presents for each of the last two fiscal years the aggregate fees billed in connection with the audits of our consolidated financial statements and other professional services rendered by our independent registered public accounting firm Liggett & Webb, PA.

	2019	2018
Audit Fees (1)	\$ 30,426	\$ 29,597
Audit-Related Fees (2)	—	—
Tax Fees (3)	—	—
All Other Fees (4)	—	—
<b>Total Accounting fees and Services</b>	<b>\$ 30,426</b>	<b>\$ 29,597</b>

(1) Audit Fees. These are fees for professional services for the audit of our annual consolidated financial statements, and for the review of the consolidated financial statements included in our filings on Form 10-K and Form 10-Q, and for services that are normally provided in connection with statutory and regulatory filings or engagements.

(2) Audit-Related Fees. These are fees for assurance and related services by the principal accountant that are reasonably related to the performance of the audit or review of the registrant's consolidated financial statements.

(3) Tax Fees. These are fees for professional services rendered by the principal accountant with respect to tax compliance, tax advice, and tax planning.

(4) All Other Fees. These are fees for products and services provided by the principal accountant, other than the services reported above.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

Exhibit No.	Title
3.1	<a href="#">Certificate of Incorporation (1)</a>
3.2	<a href="#">By-laws (1)</a>
4.1	<a href="#">Form of Warrant dated September 17, 2015 to Purchase Common Stock (2)</a>
4.2	<a href="#">10% Convertible Debenture by and between the Company and Newel dated April 1, 2016 (3)</a>
4.3	<a href="#">Warrant to Purchase Common Stock by and between the Company and Newel dated April 1, 2016 (3)</a>
10.1	<a href="#">Consulting Agreement between Michael Farkas and the Company dated February 6, 2015 (1)</a>
10.2	<a href="#">Service Agreement between Bang Holdings Corp. and the Company dated August 22, 2014 (1)</a>
10.3	<a href="#">Form of Securities Purchase Agreement dated September 17, 2015, by and between Balance Labs, Inc. and certain investors (2)</a>
10.4	<a href="#">Investment Agreement by and between the Company and Newel dated April 1, 2016 (3)</a>
10.5	<a href="#">Registration Rights Agreement by and between the Company and Newel dated April 1, 2016 (3)</a>
21.1	<a href="#">Subsidiaries*</a>
31.1	<a href="#">Certification by the Principal Executive Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a)).*</a>
31.2	<a href="#">Certification by the Principal Financial Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a)).*</a>
32.1	<a href="#">Certification by the Principal Executive Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*</a>
32.2	<a href="#">Certification by the Principal Financial Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*</a>
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*

\* Filed herewith

- (1) Incorporated by reference to the Registration Statement on Form S-1 filed with the SEC on March 24, 2015.
- (2) Incorporated by reference to the Quarterly Report on Form 10-Q filed with the SEC on November 16, 2015.
- (3) Incorporated by reference to the Current Report on Form 8-K filed with the SEC on April 8, 2016.

**SIGNATURES**

Pursuant to the requirement of Section 13 or 15(d) of the Securities Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.


**BALANCE LABS, INC.**

By: /s/ 

Michael D. Farkas  
President, Chief Executive Officer, Chief Financial Officer and Chairman of the Board  
(Principal Executive Officer and Principal Financial Officer)

Date: May 28, 2020

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ </u> Michael D. Farkas	President, Chief Executive Officer, and Chief Financial Officer and Chairman of the Board (Principal Executive Officer and Principal Financial Officer)	May 28, 2020
<u>/s/ Carmen Villegas</u> Carmen Villegas	Secretary and Director	May 28, 2020
<u>/s/ Aviv Hillo</u> Aviv Hillo	Director	May 28, 2020

## Subsidiaries of the Registrant

Name	Jurisdiction of Organization
Balance Agrotech Co.	Delaware
Advanced AutoTech Co.	Delaware
Balance Cannabis Co.	Delaware
Balance Medical Marijuana Co.	Florida
Except for KryptoBank Co.*	Delaware

\*The Company only owns 51% of this subsidiary.


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**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Michael D. Farkas, certify that:

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

Date: May 28, 2020

By:   
\_\_\_\_\_  
Michael D. Farkas  
Principal Executive Officer  
Balance Labs, Inc.

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Michael D. Farkas, certify that:

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

Date: May 28, 2020

By: 

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Michael D. Farkas  
Principal Financial Officer  
Balance Labs, Inc.

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

In connection with this Annual Report of Balance Labs, Inc. (the "Company"), on Form 10-K for the period ended December 31, 2019, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Michael D. Farkas, Principal Executive Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) Such Annual Report on Form 10-K for the period ended December 31, 2019, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in such Annual Report on Form 10-K for the period ended December 31, 2019, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 28, 2020

By:



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Michael D. Farkas  
Principal Executive Officer  
Balance Labs, Inc.

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

In connection with this Annual Report of Balance Labs, Inc. (the "Company"), on Form 10-K for the period ended December 31, 2019, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Michael D. Farkas, Principal Financial Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) Such Annual Report on Form 10-K for the period ended December 31, 2019, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in such Annual Report on Form 10-K for the period ended December 31, 2019, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 28, 2020

By:



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Michael D. Farkas  
Principal Financial Officer  
Balance Labs, Inc.

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