UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: **March 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 No. 333-202959

BALANCE LABS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**47-1146785**
(State or other jurisdiction of incorporation)	(IRS Employer Identification No.)

350 Lincoln Road, 2nd Floor
Miami Beach, Florida 33139
(Address of principal executive offices)

(305) 907-7600
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Sec.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 [X] No [ ]

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

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer	[ ]	Smaller reporting company	[X]
Emerging growth company	[X]		

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. [X]

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

As of May 15, 2019, there were 21,620,000 shares outstanding of the registrant's common stock.

BALANCE LABS, INC. AND SUBSIDIARIES
FORM 10-Q

TABLE OF CONTENTS

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

Balance Labs, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
As of March 31, 2019
(Unaudited)

	March 31, 2019 (unaudited)	December 31, 2018
Assets		
Current Assets:		
Cash	$ 9,991	$ 27,223
Accounts Receivable	-	1,667
Prepaid Expenses	29,325	29,325
Total Current Assets	39,316	58,215
Fixed Assets, Net	2,453	2,522
Other Assets:		
Equity in joint venture	21,134	-
Due From Related Parties	15,000	31,291
Investment at Fair Value - Related Party	235,000	220,000
Trademarks	2,836	2,836
Total Assets	$ 315,739	$ 314,864
Liabilities and Stockholder's Deficit		
Current Liabilities:		
Accounts Payable and Accrued Expenses	$ 519,051	$ 433,425
Accounts Payable - Related Party	521,659	491,659
Short-Term Advances - Related Party	813,239	693,639
Convertible Notes Payable	525,000	525,000
Convertible Notes Payable - Related Party	120,000	120,000
Notes Payable - Related Party	66,850	64,250
Notes Payable	112,167	100,000
Total Liabilities	2,677,966	2,427,973
Commitments and Contingencies (see Note 6)	-	-
Stockholder's Deficit		
Preferred Stock,$.0001 par value: Authorized 50,000,000 shares none issued and outstanding as of March 31, 2019 and December 31, 2018	-	-
Common Stock, $.0001 par value: Authorized 500,000,000 shares, 21,620,000 Issued and outstanding as of March 31, 2019 and December 31, 2018	2,162	2,162
Additional Paid in Capital	741,271	741,271
Accumulated Deficit	(3,063,015)	(2,815,370)
Stockholder's Deficit	(2,319,582)	(2,071,937)
Non-controlling interest	(42,645)	(41,172)
Total Stockholder's deficit	(2,362,227)	(2,113,109)
Total Liabilities and Stockholder's Deficit	$ 315,739	$ 314,864

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

Balance Labs, Inc. and Subsidiaries
Condensed Consolidated Statement of Operations
For the three months ended March 31, 2019 and 2018 (Unaudited)

	For the three Months Ended March 31, 2019	For the three Months Ended March 31, 2018
Revenue	$ 3,333	$ -
Total Revenue	3,333	-
EXPENSES		
Operating Expenses:		
General & Administrative	18,746	13,231
General & Administrative - Related Party	30,000	37,500
Professional Fees	85,141	31,830
Wages and Salaries	71,987	70,036
TOTAL EXPENSES	205,874	152,597
LOSS FROM OPERATIONS	(202,541)	(152,597)
OTHER INCOME/EXPENSES		
Equity in earnings from unconsolidated joint venture	(24,657)	-
Unrealized Gain on available for sale securities	15,000	265,000
Interest Expense	(36,920)	(29,669)
TOTAL OTHER INCOME (LOSS)	(46,577)	235,331
Net Income (Loss)	(249,118)	82,734
Net Loss attributable to Non-Controlling Interest	(1,473)	(4,500)
Net Income (Loss) attributable to the company	$ (247,645)	$ 87,234
Net Income (Loss) per share Basic and Diluted	$ (0.01)	$ 0.00
Weighted average Number of Common Shares Outstanding-Basic	21,620,000	21,620,000
Weighted average Number of Common Shares Outstanding-Diluted	21,620,000	24,574,761

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

Balance Labs, Inc and Subsidiaries
Condensed Consolidated Statement of Changes in Stockholder's Deficit
For the three months ended March 31, 2019 and 2018
(Unaudited)

	Common Stock		Additional Paid-in	Non Controlling	Retained	
	Shares	Amount	Capital	Interest	Earnings	Total
Balance, December 31, 2017	2,162,000	$ 2,162	$ 741,271	$ (387)	$ (2,347,192)	$ (1,604,146)
Net Income (Loss)	-	-	-	(4,500)	87,234	82,734
						-
Balance, March 31, 2018 (Unaudited)	2,162,000	2,162	741,271	(4,887)	(2,259,958)	$ (1,521,412)
Balance, December 31, 2018	2,162,000	$ 2,162	$ 741,271	$ (41,172)	$ (2,815,370)	$ (2,113,109)
Net Loss	-	-	-	(1,473)	(247,645)	(249,118)
Balance, March 31, 2019 (unaudited)	2,162,000	2,162	741,271	(42,645)	(3,063,015)	(2,362,227)

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

Balance Labs, Inc. and Subsidiaries
Condensed Consolidated Statement of Cash Flows
For the three months ended March 31, 2019 and 2018
(Unaudited)

	For the three Months Ended March 31, 2019	For the three Months Ended March 31, 2018
Cash Flows from operating activities		
Net Income (Loss)	$ (249,118)	$ 87,234
Adjustments to reconcile net income (loss) to net cash used in operations:		
Amortization of Debt Discount	-	(4,500)
Unrealized Gain on Investment	(15,000)	(265,000)
Depreciation expense	69	884
Net loss from joint venture	24,657	-
Change in Operating Assets and Liabilities:		
Accounts Receivable	1,667	-
Accounts Payable and Accrued Expenses	97,793	35,289
Accounts payable Related Party	30,000	30,000
Net Cash Used in Operating activities	(109,932)	(116,093)
Cash Flow from Investing Activities		
Capital contributions to joint venture	(29,500)	-
Purchase of property and equipment and Trademarks	-	(1,561)
Net Cash Used in Investing Activities	(29,500)	(1,561)
Cash Flow from Financing Activities		
Proceeds from Notes Payable, related Party	122,200	87,750
Proceeds from Notes Payable	-	90,500
Proceeds from non-controlling interest	-	4,500
Net Cash provided by financing activities	122,200	182,750
Net cash increase (decrease) for the period	(17,232)	65,096
Cash beginning of year	27,223	7,355
Cash end of year	$ 9,991	$ 72,451
Supplemental Disclosure for Cash Flow Information:		
Cash Paid for Income Taxes	$ -	$ -
Cash Paid for Interest	$ 425	$ 1,150
Non-cash financing and investing activities:		
Reclassification of advances to a related party to capital contributions to joint venture	$ 16,291	$ -
Compounding of accrued interest into principal	$ 12,167	$ -

The accompanying notes are an integral part of these unaudited condensed 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 has the following consolidated subsidiaries:

BalanceLabs, LLC., formed October 12, 2015, Balance AgroTech Co., formed July 11, 2016, Advanced AutoTech Co., formed May 10, 2016, Balance Medical Marijuana Co., formed December 22, 2015, Balance Cannabis Co. formed May 13, 2016 and majority owned (51%) KryptoBank Co., formed December 27, 2017. All intercompany transactions have been eliminated.

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 condensed consolidated financial statements have been prepared assuming the Company will continue as a going concern. The Company used $109,932 of cash in operating activities and currently has $9,991 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 twelve months 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 successful. The accompanying condensed 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 March 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 condensed 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 in 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:

	March 31, 2019	December 31, 2018
iGrow Systems Inc. (a)	$ 21,134	$ -
Total	$ 21,134	$ -

a) Balance Labs Inc., is a 44.20% and 44.44% owner of iGrow Systems Inc., as of March 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:

	March 31, 2019	December 31, 2018
Total Assets	$ 12,592	$ 5,711
Total Liabilities	23,166	31,291
Shareholders' (Deficit)	(10,574)	(25,580)
Income	-	-
Expenses	55,785	25,580
Net (Loss)	$ (55,785)	$ (25,580)

The Company's portion of the net loss for the three months ended March 31, 2019 was $24,657. The Company also contributed capital to the joint venture of $29,500 during the three months ended March 31, 2019.

Concentrations and Credit Risk

One customer provided 100% of revenues during the three months ended March 31, 2019.

We also have 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. 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.

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 unaudited condensed consolidated financial statements as of March 31, 2019. The Company does not expect any significant changes in its unrecognized tax benefits within twelve months of the reporting date. The Company’s 2015, 2016, 2017 and 2018 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 condensed consolidated financial statements herein. The Company holds two investments on its Balance Sheet as of March 31, 2019. Our investment in Bang Holdings Corp., is recorded at fair value on March 31, 2019 and December 31, 2018. 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.

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 condensed consolidated financial statements and determined that it had a significant impact on the condensed 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 three months ended March 31, 2019 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 March 31, 2019, the carrying value of marketable securities was $235,000, 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 condensed 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. 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 in iGrow Systems Inc., which is not included in this consolidation.

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 2,920,000 warrants and 2,610,925 shares from convertible notes payable for the months ended March 31, 2018 are dilutive and are included in the diluted income per share calculation. The effect of 700,000 and 2,220,000 warrants and 2,845,565 and 0 shares from convertible notes payable for the three months ended March 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 March 31, 2019.

	Total	(Level 1)	(Level 2)	(Level 3)
Fair-value – equity securities	$ 235,000	$ -	$ -	$ 235,000
Total Assets measured at fair value	$ 235,000	$ -	$ -	$ 235,000

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 gain on (level 3) securities	15,000
Ending Balance as of March 31, 2019	$ 235,000

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 unaudited condensed consolidated statement of operations. For the three months ended March 31, 2019 and March 31, 2018, advertising, marketing and promotion expense was $312 and $261, 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 March 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	8,863	8,794
Property and Equipment, net	$ 2,453	$ 2,522

Depreciation expense for the three months ended March 31, 2019 and 2018 totaled $69 and $3,536 respectively. There were no additions during the three months ended March 31, 2019.

Intangible Assets

Intangible Assets as of March 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 three months ended March 31, 2019.

Reclassifications

Certain 2019 amounts have been reclassified for comparative purposes to conform to the fiscal 2018 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 unaudited condensed 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. After reviewing of this ASU we have determined it will have no impact on our results of operations, cash flows or financial condition.

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 condensed consolidated financial statements and determined that it had a significant impact on the condensed 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 three months ended March 31, 2019 has been recorded in Other Income on the Income Statement.

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 March 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.

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

Number of Warrants		**Weighted Average Exercise Price**	
Balance at December 31, 2018	2,700,000	$	2.00
Granted	-		-
Exercised	-		-
Expired	(2,000,000)		3.50
Balance at March 31, 2019 (Unaudited)	700,000	$	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: $30,000 and $30,000 for the three months ended March 31, 2019 and 2018, respectively. As of March 31, 2019, $516,659 of compensation was unpaid and was included in accounts payable – related parties on the balance sheet.

As of March 31, 2019, $5,000 of the rent expense was unpaid and is 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 December 31, 2021. See Note 7. The note is currently in default and has an accrued interest balance of $30,025.

As of March 31, 2019, the CEO and Company's controlled by the CEO have loaned the Company a total of $880,089 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 $82,351 on the loans. $501,689 of these loans are in default as of March 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 three months ended March 31, 2019 was $0 compared to $7,500 for the three months ended March 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 not be compensated since 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 March 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 Friday, May 12, 2017 the Company moved its headquarters to 350 Lincoln Road, Miami Beach, FL 33139. The Company pays $2,718 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.

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 condensed consolidated financial position or results of operations.

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 March 31, 2019, the CEO and Company's controlled by the CEO have loaned the Company a total of $880,089 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. $501,689 of these loans are in default as of March 31, 2019. The Company accrued interest of $82,351 on the loans as of March 31, 2019.

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 March 31, 2019 is $112,167. The Company has accrued interest of $2,873 as of March 31, 2019.

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 March 31, 2019, the accrued interest on the note is $19,738.

On April 1, 2016, the Company received $500,000 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 March 31, 2019, accrued interest on the note is $150,034 and the note is in default.

On April 1, 2016, the Company entered into an investment agreement (the "Investment Agreement") with Newell Trading Group LLC, a Delaware limited liability company ("Newell") whereby Newell is obligated, providing the Company has met certain conditions including the filing of a Registration Statement for the shares to be acquired, to purchase up to Twenty-Five Million Dollars ($25,000,000) of the Company's common stock at the rates set forth in the Investment Agreement. Under the Investment Agreement, the shares are purchased at the discretion of the Company by issuing a Put Notice when funds are needed. In consideration for the execution and delivery of the Investment Agreement, Company issued 1,000,000 non-registrable shares of Company's common stock with a fair value of $125,000 and three year 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. The black scholes option pricing model with the following assumptions were used to value the warrants. Expected volatility of 559%, expected life of 3 years, risk free rate of return of 0.9% and expected dividend yield of 0%. The warrants had a fair value of $250,000. Newell is currently in liquidation.

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 divided 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 $30,025 as of March 31, 2019.

Note 8 - Subsequent Events

From April 1, 2019 to May 15, 2019, entities controlled by the CEO made short term advances to the Company of $58,000.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of the condensed consolidated results of operations and financial condition of Balance Labs, Inc., and subsidiaries ("Balance Labs" or the "Company") for the three months ended March 31, 2019 should be read in conjunction with our condensed consolidated financial statements and the notes thereto that are included elsewhere in this Quarterly Report on Form 10-Q. References in this Management's Discussion and Analysis of Financial Condition and Results of Operations to "us," "we," "our," and similar terms refer to Balance Labs. This Quarterly Report includes forward-looking statements, as that term is defined in the federal securities laws, based upon current expectations that involve risks and uncertainties, such as plans, objectives, expectations and intentions. Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of a number of factors. Words such as "anticipate," "estimate," "plan," "continuing," "ongoing," "expect," "believe," "intend," "may," "will," "should," "could," and similar expressions are used to identify forward-looking statements. We caution you that these statements are not guarantees of future performance or events and are subject to a number of uncertainties, risks and other influences, many of which are beyond our control, which may influence the accuracy of the statements and the projections upon which the statements are based. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of certain risk factors discussed in our Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on April 15, 2019. Any one or more of these uncertainties, risks and other influences could materially affect our results of operations and whether forward-looking statements made by us ultimately prove to be accurate. Our actual results, performance and achievements could differ materially from those expressed or implied in these forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether from new information, future events or otherwise.

Overview

We were 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 companies. We provide 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 these businesses to experienced professional contacts that would be vital to the success of these companies.

The Company is not a registered investment company under the Investment Company Act of 1940, as amended (the "1940 Act") and does not engage primarily, in the business of investing, reinvesting, or trading in securities. The Company is not managed like an active investment vehicle, is not an investment company registered under the 1940 Act, and is not required to register under the 1940 Act.

Additionally, in accordance with the 1940 Act, Section 3(c)(1), the Company is not an Investment Company as defined by the 1940 Act because the Company does not have outstanding securities beneficially owned by more than one hundred persons and, at this time, the Company is not making and does not presently propose to make a public offering of its securities. Additionally, the Company has not and has no plans to purchase or acquire any securities issued by any registered investment company.

Our business focuses on providing advisement services 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 experienced professionals who could help these inexperienced entrepreneurs further implement their ideas. Startups and development stage businesses across all industries commonly experience these certain "growing pains".

Plan of Operations

Our plan is to prepare our clients for the many inevitable challenges they will encounter and to 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.

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 2019. 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, plus engaging potential clients on social media, including LinkedIn, Facebook and Twitter. However, because we have a limited budget allocated for our year one 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. 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 March 31, 2019, this investment has a value of $21,134 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 borrowed $15,000 from KryptoBank Co. Both advances will be repaid when the company receives its initial funding.

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 March 31, 2019 is $100,000.

We believe that we can support our year one 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 imbalances between cash receipts and cash expenditures (see "Liquidity and Capital Resources").

Results of Operations

Three Months Ended March 31, 2019 Compared with Three Months Ended March 31, 2018

Overview

We reported a net loss of $249,118 and income of $ 82,734 for the three months ended March 31, 2019 and 2018, respectively, a decrease of $331,852, or 401%, primarily due to a $250,000 decrease in the value of an investment and an increase in interest expense.

Revenues

For the three months ended March 31, 2019, we generated $3,333 of revenue. For the three months ended March 31, 2018 we generated $0 in revenue.

General and administrative expenses

General and administrative expenses were $48,746 and $50,731 for the three months ended March 31, 2019 and 2018, respectively, a decrease of $1,985, or 4%. The decrease cost was a result of lower rent expense.

Interest expense

Interest expense for the three months ended March 31, 2019 and March 31, 2018 was $36,920 and $29,669, respectively, which was attributable to an increase in borrowing from a related party.

Liquidity and Capital Resources

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

	March 31, 2019 (Unaudited)	December 31, 2018
Cash	$ 9,991	$ 27,223
Working capital (deficiency)	$ (2,623,650)	$ (2,338,467)

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 Quarterly 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 March 31, 2019, the Company had a working capital deficiency of $2,623,650. The Company used cash in operations of $109,932. The Company has raised $122,200 in debt financing from related parties during the three months ended March 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 twelve months.

Net Cash Used in Operating Activities

We experienced negative cash flows from operating activities for the three months ended March 31, 2019 and March 31, 2018 in the amount of $109,932 and $116,093 respectively. This was primarily due to a net loss of $249,118 partially offset by an increase in accounts payable and accrued expenses by $97,793. The cash flow of March 31, 2018 was primarily due to the unrealized gain on available for sale securities of $265,000.

Net Cash Provided by Financing Activities

Net cash provided by financing activities during the three months ended March 31, 2019 and March 31, 2018 was $122,200 and $182,750. In 2019, cash received through financing activities as of March 31, 2019 was $122,200 from related parties.

Net Cash Used in Investing Activities

Net cash used in investing activities during the three months ended March 31, 2019 and March 31, 2018 was $29,500 and $1,561, respectively. In 2019 cash used in investing activities of $29,500 was for capital contributions to the joint venture.

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, 2018. The unaudited condensed consolidated financial statements in this report on Form 10-Q have been prepared assuming that the Company will continue as a going concern. As discussed in the notes to the financial statements, these conditions raise substantial doubt from 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 financial statements. The 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

The Company recognizes revenue related to its professional services to its customers when (i) persuasive evidence of an arrangement exists; (ii) delivery has been completed or services have been rendered; (iii) the sales price is fixed or determinable; and (iv) collectability is reasonably assured.

Recently Issued Accounting Pronouncements

We have adopted ASU 2014 and it did not have a material impact on our financial statements.

Recent Accounting Standards

We have implemented all new accounting standards that are in effect and may impact our 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.

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. Prior to January 1, 2018, unrealized gain were reflected only on the balance sheet at fair value by increasing the amount of the investment while also increasing the shareholders' equity with no effect to that income. In the beginning of January 1, 2018, the Company adopted ASU 2016 and it has had a material effect on our statement 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. This standard will be effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The adoption of this standard on January 1, 2019 had no effect on our financial statements.

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 render more detailed implementation guidance with the expectation to reduce the degree of judgement necessary to comply with Topic 606. We have adopted the provisions of this ASU and determined that it did not have any impact on our results of operations, cash flows or financial condition.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

(a) Evaluation of Disclosure and Control Procedures

Based on their evaluation as of the end of the period covered by this Quarterly Report on Form 10-Q, 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 Quarterly Report on Form 10-Q, 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 period covered by this Quarterly Report on Form 10-Q, it had material weaknesses in its internal control procedures.

As of the period covered by this Quarterly Report on Form 10-Q, 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 Quarterly Report on Form 10-Q 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 quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. 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 1A. Risk Factors.

Not applicable.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

There were no unregistered sales of the Company's equity securities during the quarter ended March 31, 2019.

Item 3. Defaults Upon Senior Securities.

On December 23, 2015, the Company issued a secured convertible promissory note in the amount of $25,000 (the "Note") in favor of Chase Mortgage LLC. The Note became due on March 23, 2016 and is now in default. The Note carries a default interest rate of $18% and 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.

On April 1, 2016, the Company received $500,000 in exchange for the issuance of a convertible debenture due April 2, 2017 (the "Debenture") in favor of Newell Trading Group LLC. This Debenture is now in default. The Debenture contains a provision that the lender may convert any part of the Debenture into the Company's common stock at $0.25 per share, unless the note is paid by the company prior to the holder's election to convert. The accrued interest on the convertible debenture as of March 31, 2019, is $150,034.

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 October 1, 2019. (See Note 5). $30,025 in interest has been accrued as of March 31, 2019. The loan is in default as of March 31, 2019.

As of March 31, 2019, the CEO and Company's controlled by the CEO have loaned the company a total of $880,089, in addition to a convertible debenture of $120,000. With the exception of the convertible debenture whose interest rate is 10%, the loans carry an interest rate of 8% and mature on year and one day from the date of the loan. $501,689 of these loans plus the $120,000 convertible debenture are in default as of March 31, 2019. The company has accrued interest on the loans of $351 as of March 31, 2019.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits

Exhibit No.	Description
31.1	Certification of Principal Executive Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 302 of 2002*
31.2	Certification of Principal Financial Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 302 of 2002*
32.1	Certification of Principal Executive Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
32.2	Certification of Principal Financial Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*

*Filed herewith

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BALANCE LABS, INC.

Date: May 15, 2019

By: */s/ Michael D. Farkas*

Michael D. Farkas
President, Chief Executive Officer
Chief Financial Officer
(Principal Executive Officer and Principal Financial Officer)

Exhibit 31.1

**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-Q 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 13-a-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 15, 2019

By: */s/ Michael D. Farkas*
Michael D. Farkas
Principal Executive Officer
Balance Labs, Inc.

Exhibit 31.2

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-Q 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 13-a-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 15, 2019

By: */s/ Michael D. Farkas*
Michael D. Farkas
Principal Financial Officer
Balance Labs, Inc.

Exhibit 32.1

**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-Q for the period ended March 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-Q for the period ended March 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-Q for the period ended March 31, 2019, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 15, 2019

By: */s/ Michael D. Farkas*
Michael D. Farkas
Principal Executive Officer
Balance Labs, Inc.

Exhibit 32.2

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-Q for the period ended March 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-Q for the period ended March 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-Q for the period ended March 31, 2019, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 15, 2019

By: */s/ Michael D. Farkas*
Michael D. Farkas
Principal Financial Officer
Balance Labs, Inc.