SYLIOS CORP
(Formerly US Natural Gas Corp)
CONSOLIDATED BALANCE SHEETS

	June 30, 2016	December 31, 2015
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 119,444	$ 20,073
Accounts receivable:		
Joint interest billing	-	-
Other	-	-
Marketable equity securities	31,024	31,024
Prepaid expenses	-	-
Notes receivable, current	360,000	360,000
Notes receivable, stockholder	185,696	209,080
Total current assets	696,164	620,177
PROPERTY AND EQUIPMENT		
Oil and gas properties and equipment, net	269,718	274,350
OTHER ASSETS		
Notes receivable, net of current portion	300,000	300,000
Licensing Agreement	500,000	500,000
Miscellaneous	74,375	35,000
TOTAL ASSETS	$ 1,840,257	$ 1,729,527
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 630,183	$ 519,299
Accounts payable, revenue distribution	-	-
Notes payable, current	1,570,082	1,522,854
Loans payable, other	-	-
Convertible debentures payable	442,364	469,540
Total current liabilities	2,642,629	2,511,693
LONG-TERM LIABILITIES		
Notes payable, net of current portion	-	-
STOCKHOLDERS' EQUITY		
Preferred stock:		
Series A	1000	1,000
Series B	-	-
Series C	-	-
Common stock	8,593,094	7,408,757
Additional paid in capital	163,252	1,388,336
Retained Deficit	(9,558,086)	(9,578,627)
Treasury stock, at cost	(1,632)	(1,632)
Total stockholders' equity (deficit)	(802,372)	(782,166)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 1,840,257	$ 1,729,527

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

SYLIOS CORP
(Formerly US Natural Gas Corp)
CONSOLIDATED STATEMENTS OF OPERATIONS
Six Months Ended June 30, 2016 and 2015

	2016	2015
Revenue earned		
Oil and gas production sales	$ -	$ -
Royalty Income	22,074	--
Cannabis related sales	-	-
Other	-	-
Total revenue earned	22,074	-
Cost of operations	-	-
Gross profit	-	-
Operating Expenses		
Selling, general and administrative	123,975	163,732
Stock issued for legal services	-	-
Stock issued for consulting and other services	2,000	-
Depreciation, depletion and amortization	4,632	4,656
Total operating expenses	130,607	168,388
Loss from operations	(108,533)	(168,388)
Other Income (expenses)		
Forgiveness of debt	-	-
Net gain from sale of marketable equity securities and investments	-	-
Net gain on sale of oil and gas properties and equipment	59,150	(26,650)
Interest income	-	-
	-	-
Interest expense	(7,324)	(11,375)
Loss before provision for income taxes	(56,707)	(206,413)
Provision for income taxes	-	-
Net loss	$ (56,707)	$ (206,413)
Basic loss per common share	$ (0.00)	$ (0.00)
Diluted loss per common share	$ (0.00)	$ (0.00)
Weighted average common shares outstanding - basic	7,826,257,083	5,126,541,667
Weighted average common shares outstanding - diluted (see Note A)	-	-

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

SYLIOS CORP
(Formerly US Natural Gas Corp)
CONSOLIDATED STATEMENTS OF CASH FLOWS
Six Months Ended June 30, 2016 and 2015

		2016		2015
OPERATING ACTIVITIES:				
Net loss	$	(56,707)	$	(206,413)
Adjustments to reconcile net loss to net cash provided by operating activities:				
Depreciation, depletion and amortization		4,632		4,656
Issuance of stock for consulting and other services		2,000		-
Issuance of stock for debt and note conversions		-		-
Issuance of stock for accounts payable and accrued expenses		110,884		-
Loss from sale of oil and gas properties and equipment, net		-		-
Changes in operating assets and liabilities:				
Accounts receivable, joint interest billing		-		-
Accounts receivable, other		-		73,199
Marketable Equity Securities		-		-
Prepaid expenses		-		-
Other assets		-		55,000
Accounts payable and accrued expenses		32,412		43,949
Accounts payable, revenue distribution		-		-
Net cash flows from operating activities		93,221		(102,808)
INVESTING ACTIVITIES:				
Purchase of Royalty Interests		(39,375)		-
Collections on notes receivable		-		6,716
Collections on notes receivable, stockholders		2,058		-
Lending on notes receivable, stockholder		-		52,302
Purchase of oil and gas properties and equipment		-		-
Proceeds from sale of oil and gas properties and equipment		-		15,000
Net cash flows from investing activities		(37,317)		74,018
FINANCING ACTIVITIES:				
Borrowings from Notes Payable		45,500		50,680
Payments on Notes Payable		(2,033)		-
Borrowings from loans payable - other, net		-		-
Payments on convertible debentures		-		-
Borrowings from convertible debentures		-		14,544
Net cash flows from financing activities		43,467		65,224
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		99,371		1,259
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD		20,073		3,950
CASH AND CASH EQUIVALENTS, END OF PERIOD	$	119,444	$	5,209

SYLIOS CORP
(Formerly US Natural Gas Corp)
CONSOLIDATED STATEMENTS OF CASH FLOWS
Six Months Ended June 30, 2016 and 2015

		2016		2015
Supplemental Disclosures of Cash Flow Information:				
Taxes paid	$	-	$	-
Interest paid	$	7,324	$	11,375
Issuance of common stock for reduction of convertible debenture	$	27,176	$	25,710
Issuance of common stock in A/R other	$	-	$	-
Issuance of common stock for reduction of accounts payable and accrued expenses	$	-	$	19,000
Issuance of common stock for reduction of notes payable	$	-	$	-
Issuance of common stock for interest on convertible debentures				4,375
Write-off of receivables		-		-

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

NOTE A – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Sylios Corp (f/k/a US Natural Gas Corp) ("Sylios", the "Company", "we", "us", or "our") was organized as a Florida Corporation on March 28, 2008 under the name of Adventure Energy, Inc.

Sylios Corp is a holding corporation, which through its subsidiaries, has operations engaged in the exploration and development oil and natural gas properties, investments in equities and corporate debt and the development of products utilized for the medical and recreational marijuana industry.

Our operations are currently divided amongst five wholly owned subsidiaries, US Natural Gas Corp KY ("KY"), US Natural Gas Corp WV ("WV") (formerly Wilon Resources, Inc.), E 2 Investments, LLC ("E2"), The Greater Cannabis Company, LLC ("GCC") and Bud Bank, LLC ("BB").

On July 20, 2009, the Company formed E 2 Investments, LLC ("E 2") to actively make equity investments in private and publically owned companies and to acquire energy related holdings.

On August 25, 2009, the Company formed Wilon Resources, Inc. in the state of Tennessee. On February 9, 2010, Wilon Resources, Inc. ("Wilon") merged with and into Wilon Resources of Tennessee, Inc. ("WRT"), a publically owned Tennessee Corporation. All of the stock of Wilon owned by the Company was acquired by WRT for consideration equal to 1,000 shares of WRT for every one share of Wilon held by the Company. Subsequent to the merger, Wilon approved the use of the name Wilon Resources, Inc. by WRT.

On September 4, 2009, the Company entered into a lender acquisition agreement with SLMI Holdings, LLC, a Nevada Limited Liability Company. Through this agreement, the Company acquired SLMI Options, LLC. The sole purpose of this acquisition of SLMI Options, LLC is to hold three commercial notes issued by Wilon Resources, Inc., (formerly "Wilon Resources of Tennessee, Inc.') in the years 2005 through 2007.

On February 1, 2010, the Company formed US Natural Gas Corp in the state of Florida. Subsequently, on March 22, 2010 the Company changed the name to US Natural Gas Corp KY. With this name change, all assets held in the state of Kentucky were transferred from US Natural Gas Corp to US Natural Gas Corp KY.

On February 2, 2010, the Company formed E 3 Petroleum Corp ("E 3") in the state of Florida. E 3 acts as the operator and bonding entity for the Company's wells in the states of Kentucky and West Virginia.

On March 19, 2010, the shareholders of Adventure Energy, Inc. (now Sylios Corp) approved an amendment to its Articles of Incorporation changing the name of the Company to US Natural Gas Corp, and an amendment deleting Article 8 thereof to eliminate reference to a non-existent Shareholders' Restrictive Agreement. Wilon simultaneously completed a name change to US Natural Gas Corp WV. On April 13, 2010, the Company received approval from FINRA recognizing the name change and approving a corresponding change of the Company's trading symbol from "ADVE" to "UNGS".

On March 19, 2010, the Company's shareholders approved with 16,611,138 votes "for" and zero votes "against" to an exchange of shares between the Company and Wilon Resources, Inc. ("Wilon"), whereby the Company acquired all of the outstanding shares of Wilon. For each share of common stock of Wilon exchanged, the Company issued one share of the Company's common stock plus one warrant to purchase one additional share of common stock of the Company at an exercise price of $.25 (25 cents) per share to be exercisable for a period of 5 years from the date of issue. Wilon's shareholders approved the share exchange with 27,843,109 votes "for" and zero votes "against".

NOTE A – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

On June 3, 2010, the Financial Industry Regulatory Authority (FINRA) made the final approval of the share exchange. The Company accounted for the acquisition of Wilon using the purchase method on June 3, 2010.

On January 11, 2011, the Board of Directors of B.T.U. Pipeline, Inc. ("BTU"), a wholly owned subsidiary of the Company, elected to dissolve the corporation. BTU was organized under the state of Tennessee and was acquired in the Wilon Resources, Inc. acquisition in 2010. BTU's sole purpose of existence was to serve as the bonding company and operator of the Company's West Virginia natural gas wells. Any remaining assets of BTU were assigned to US Natural Gas Corp WV on January 11, 2011 and appropriate documentation filed with the County Clerk of Wayne County, West Virginia. The Articles of Dissolution and Articles of Termination were filed with the State of Tennessee Department of State on March 4, 2011 after the Company's Certificate of Tax Clearance was received from the Tennessee Department of Revenue. The corporation was effectively terminated and dissolved on March 15, 2011 with the Tennessee Secretary of State.

On April 16, 2012, the Company filed a Form 15 with the Securities and Exchange Commission to immediately end the Company's requirements as a fully reporting entity. The Company's common stock will continue to be quoted on the OTC Markets ("Pinksheets"). Upon filing the Company's financial information, the Company's status on the OTC Markets will be deemed as "Current Information Tier". In the event the Company fails to file its financial reports with the OTC Markets, it may be deemed as "Limited Information" or a "STOP" will be placed against our Company quotation informing investors of our failure to file the required financial reports.

On July 19, 2013, the Company filed an Amendment to its articles of Incorporation reducing the Authorized number of common shares from 9,000,000,000 to 2,000,000,000 and to effectively reduce the number of common shares outstanding through a 1:300 reverse stock split.

On August 12, 2013, the Company effectively completed a 1:300 reverse stock split of its common stock.

On March 13, 2014, the Company formed The Greater Cannabis Company, LLC ("GCC") in the state of Florida. GCC will act as the Company's operating subsidiary for its new operation in the medical and recreational marijuana market. On July 19, 2013, the Company filed an Amendment to its Articles of Incorporation reducing the Authorized number of common shares from 9,000,000,000 to 2,000,000,000 and to effectively reduce the number of common shares outstanding through a 1:300 reverse stock split.

On April 14, 2014, the Company filed an Amendment to its Articles of Incorporation with the State of Florida Division of Corporations for a name change from US Natural Gas Corp to Sylios Corp. On April 25, 2014, the Company filed the appropriate documentation with the Financial Industry Regulatory Authority ("FINRA") to effectively change the name of the publicly traded entity from US Natural Gas Corp to Sylios Corp. The name change was effective on June 20, 2014. The Company's new Cusip number associated with the name change is 871324 109.

On July 2, 2014, the Company formed Bud Bank, LLC ("BB") in the state of Florida. BB will act as the Company's operating subsidiary dedicated solely to the Company's cannabis dispensing product.

On July 9, 2014, the Company entered into two separate Consulting Agreements with Greenscape Laboratories, Inc., whereby the companies would provide one another with services related to strategic board level advisory, financial advisory, business development and acquisition and joint ventures advisory. The term of each agreement is 12 months.

On July 9, 2014, the Company entered into definitive agreements with Bayport International Holdings, Inc. for the disposition of certain assets currently operated by the Company's operating subsidiaries within the states of West Virginia. Included within the assets are certain leases covering mineral rights, oil and natural gas wells and ancillary facilities constructed by the Company for the delivery of natural gas in West Virginia. On July 31, 2014, the transaction closed.

NOTE A – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

On July 11, 2014, the Company filed a trademark for the name "Bud Bank" with the United States Office Patent and Trademark Office.

On July 31, 2014, the Company and Bayport International Holdings, Inc. ("Bayport") closed on the Asset Purchase Agreement entered into between the companies on July 9, 2014. Included within the assets sold by the Company were certain leases covering mineral rights, oil and natural gas wells, certain right of ways and ancillary facilities constructed by the Company for the delivery of natural gas in West Virginia. The Company will file the required Bill of Sales, Assignments and Deeds with the designated County Clerks for the transaction. At Closing, Bayport remitted the required funds as per the Asset Purchase Agreement and issued to the Company three Notes with varying maturity dates.

On July 31, 2014, the Company entered into a Licensing Agreement with Artemis Dispensing Technologies ("Artemis") for the development and resell of its automated dispensing product. Under the collaboration and license agreement, Artemis will be responsible for the development of a high end automated dispensing product. Upon launch and sales of the product, Artemis will be responsible for the installation, training and customer support for the hardware and software. The Company will be responsible for direct sales, addition of key distributors and sub-licensing of specific territories within the U.S. Under the terms of the agreement, the Company will pay to Artemis a one-time licensing fee in the amount of $500,000.00 broken into tranches and based on development parameters. Artemis will also receive a percentage of transaction fees generated on a monthly basis per unit. The Company will receive revenue generated directly from sales either though its website or sales staff, a royalty from sales generated through third party vendors/distributors or a percentage of any sub-licenses sold. In addition, the Company shall have the first right of refusal to purchase a license for the use of the same technology in other countries.

On August 21, 2014, the Company filed an Amendment to its Articles of Incorporation increasing the Authorized number of common shares from 2,000,000,000 to 5,000,000,000. No changes were made to the Company's Preferred share structure.

On November 24, 2014, the Company filed an Amendment to its Articles of Incorporation increasing the Authorized number of common shares from 5,000,000,000 to 9,000,000,000. No changes were made to the Company's Preferred share structure.

On August 1, 2015, the Company and Artemis Dispensing Technologies ("Artemis") agreed to amend the terms of the licensing agreement entered into by both parties on July 31, 2014. Under the amended terms, the Company's compensation to Artemis has been reduced, the term of the agreement extended through 2018 and the per unit cost to the Company decreased. Further details of the amended terms will be provided upon execution of the definitive documents.

On September 30, 2015, the Company's Board of Directors voted to implement a reverse stock split of the Company's common stock and to reduce the number of Authorized shares of common stock.

On October 29, 2015, the Company's Board of Directors voted to rescind the proposed reverse stock split of the Company's common stock and reduction in the number of Authorized shares of common stock.

On October 30, 2015, the Company filed an Amendment to its Articles of Incorporation, to become effective on October 30, 2015, to effectively rescind the previously filed Amendment dated October 1, 2015 whereby the Company's common stock was reversed on a 1:500 ratio and the number of shares of Authorized common stock was reduced from 9 Billion to 4 Billion. Upon the effectiveness of the October 30, 2015 Amendment, shareholders will hold the same number of shares as prior to the filing of the October 1, 2015 Amendment, effectively no reverse split. The number of shares of Authorized common stock shall remain at 9 Billion.

NOTE A – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

On October 30, 2015, the Company notified the Financial Industry Regulatory Authority ("FINRA") of its decision to rescind the proposed reverse stock split of the Company's common stock and reduction in the number of Authorized shares of common stock.

On February 22, 2016, the Company engaged Pacific Stock Transfer to act in the capacity as its Transfer Agent.

In March 2016, the Company opened a new division focusing on the purchase of new and used oilfield equipment. The Company's new division will look to purchase new and used oilfield equipment from those Operators and Supply shops either going out of business or looking to move supply at distressed prices. The Company will focus on the states of Kentucky, Tennessee and West Virginia for the near term. Through an agreement with a financing entity, the Company will be allotted capital to purchase and store or purchase and flip the acquired equipment.

Principles of Consolidation

The consolidated financial statements include the accounts of Sylios Corp, and all of its wholly owned subsidiaries, US Natural Gas Corp WV, US Natural Gas Corp KY, SLMI Options, LLC, E2 Investments, LLC, Bud Bank, LLC and The Greater Cannabis Company, LLC. All intercompany accounts and transactions have been eliminated in consolidation.

Basis of Presentation

The accompanying interim unaudited financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”) for interim financial statements and in the opinion of management contain all adjustments (consisting of only normal recurring adjustments) necessary to present fairly, in all material respects, the Company's consolidated financial position as of June 30, 2016, and the results of its operations for the six months ended June 30, 2016 and 2015 and cash flows for the six months ended June 30, 2016 and 2015. These results have been determined on the basis of accounting principles generally accepted in the United States of America and have been applied consistently as those used in the preparation of the Company's 2015 Unaudited Annual Report filed with OTC Markets.

Cash and Cash Equivalents

The Company considers all liquid debt securities with an original maturity of 90 days or less that are readily convertible into cash to be cash equivalents.

Marketable Equity Securities

Marketable equity securities are stated at lower of cost or market value with unrealized gains and losses included in operations. The Company has classified its marketable equity securities as trading securities.

Recently Enacted Accounting Standards

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, “Revenue from Contracts with Customers,” which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. ASU 2014-09 will replace most existing revenue recognition guidance in U.S. Generally Accepted Accounting Principles when it becomes effective. The new standard is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period and is to be applied retrospectively, with early application not permitted. The new standard permits the use of either the retrospective or cumulative effect transition method. We are currently evaluating the effect that ASU 2014-09 will have on our consolidated financial statements and related

NOTE A – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

disclosures. We have not yet selected a transition method nor have we determined the effect of the standard on our ongoing financial reporting.

In April 2014, the FASB issued ASU 2014-08 Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. This guidance changes the criteria for reporting discontinued operations while enhancing disclosures in this area. Under the new guidance, only disposals representing a strategic shift in operations should be presented as discontinued operations. Those strategic shifts should have a major effect on the organization's operations and financial results. In addition, the new guidance requires expanded disclosures about discontinued operations that will provide financial statement user with more information about the assets, liabilities, income, and expenses of discontinued operations. This guidance is effective in the first quarter of 2015 for public companies with calendar year ends. The Company does not expect this to impact its operating results, financial position, or cash flows.

Key revisions include: (a) changes to the pricing used to estimate reserves utilizing a 12-month average price rather than a single day spot price which eliminates the ability to utilize subsequent prices to the end of a reporting period when the full cost ceiling was exceeded and subsequent pricing exceeds pricing at the end of a reporting period; (b) the ability to include nontraditional resources in reserves; (c) the use of new technology for determining reserves; and (d) permitting disclosure of probable and possible reserves. The SEC requires companies to comply with the amended disclosure requirements for registration statements filed after January 1, 2010, and for annual reports on Form 10-K for fiscal years ending on or after December 15, 2009. ASU 2010-03 is effective for annual periods ending on or after December 31, 2009. Adoption of Topic 932 did not have a material impact on the Company's results of operations or financial position. In April 2010, the FASB issued ASU 2010-14, Accounting for Extractive Activities-Oil & Gas: Amendments to Paragraph 932-10-S99-1. This ASU amends terminology as defined in Topic 932-10-S99-1.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. (See Note B - Acquisition of Wilon Resources, Inc.)

Concentration of Credit Risk

Financial instruments which potentially subject the Company to a concentration of credit risk consists primarily of trade accounts receivable from a variety of local, national, and international oil and natural gas companies. Such credit risk is considered by management to be limited due to the financial resources of those oil and natural gas companies.

Risk Factors

The Company operates in an environment with many financial risks including, but not limited to, the ability to acquire additional economically recoverable gas reserves, the continued ability to market drilling programs, the inherent risks of the search for, development of and production of gas, the ability to sell natural gas at prices which will provide attractive rates of return, the volatility and seasonality of gas production and prices, and the highly competitive nature of the industry as well as worldwide economic conditions.

NOTE A – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair Value of Financial Instruments

The Company defines the fair value of a financial instrument as the amount at which the instrument could be exchanged in a current transaction between willing parties. Financial instruments included in the Company's financial statements include cash and cash equivalents, short-term investments, accounts receivable, other receivables, other assets, accounts payable, notes payable and due to affiliates. Unless otherwise disclosed in the notes to the financial statements, the carrying value of financial instruments is considered to approximate fair value due to the short maturity and characteristics of those instruments. The carrying value of debt approximates fair value as terms approximate those currently available for similar debt instruments.

The Company has adopted the successful efforts method of accounting for gas producing activities. Under the successful efforts method, costs to acquire mineral interests in gas properties, to drill and equip exploratory wells that find proved reserves, and to drill and equip developmental wells are capitalized. Costs to drill exploratory wells that do not find proved reserves, costs of developmental wells on properties the Company has no further interest in, geological and geophysical costs, and costs of carrying and retaining unproved properties are expensed. Unproved gas properties that are significant are periodically assessed for impairment of value, if any, and a loss is recognized at the time of impairment by providing an impairment allowance. Other unproven properties are expensed when surrendered or expired.

When a property is determined to contain proved reserves, the capitalized costs of such properties are transferred from unproved properties to proved properties and are amortized by the unit-of-production method based upon estimated proved developed reserves. To the extent that capitalized costs of groups of proved properties having similar characteristics exceed the estimated future net cash flows, the excess, if any, of capitalized costs are written down to the present value of such amounts. Estimated future net cash flows are determined based primarily upon the estimated future proved reserves related to the Company's current proved properties and, to a lesser extent, certain future net cash flows related to operating and related fees due the Company related to its management of various partnerships. The Company follows U.S. GAAP in Accounting for Impairments.

Oil and Gas Properties

On sale or abandonment of an entire interest in an unproved property, gain or loss is recognized, taking into consideration the amount of any recorded impairment. If a partial interest in an unproved property is sold, the amount received is treated as a reduction of the cost of the interest retained. (See Note S- Disposition of Oil and Gas Properties).

Revenue Recognition

Revenue from product sales is recognized when all of the following criteria are met: (1) persuasive evidence of an arrangement exists, (2) the price is fixed or determinable, (3) collectability is reasonably assured, and (4) delivery has occurred.

Stock-Based Compensation

Stock-based compensation is accounted for at fair value in accordance with U.S. GAAP.

NOTE A – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income Taxes

Income taxes are accounted for under the assets and liability method. Current income taxes are provided in accordance with the laws of the respective taxing authorities. Deferred income taxes are provided for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards.

Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is not more likely than not that some portion or all of the deferred tax assets will be realized.

Net Income (Loss) per Common Share

Basic net income (loss) per common share is computed based on the weighted average number of common shares outstanding during the period.

Diluted net income (loss) per common share is computed based on the weighted average number of common shares and dilutive securities (such as stock options, warrants, and convertible securities) outstanding. Dilutive securities having an anti-dilutive effect on diluted net income (loss) per share and are excluded from the calculation.

At June 30, 2016, diluted weighted average common shares outstanding exclude 131,382,045 shares issuable on exercise of the 131,382,045 warrants outstanding at June 30, 2016.

NOTE B - ACQUISITION OF WILON RESOURCES, INC.

On May 28, 2010, the Company received notification from the appropriate state agencies that the acquisition of Wilon Resources by the Company was effective. On June 3, 2010, final approval was given by FINRA for the share exchange between the Company and Wilon Resources. The Company issued one share of common stock for each share of Wilon stock outstanding (49,207,973 shares) plus one warrant to purchase an additional share exercisable for a period of 5 years from the issue date. In July 2010, the Company canceled 1,000,000 shares of common stock relating to the Wilon acquisition. These shares were owned by the Company. The Company's common stock at June 3, 2010 had a value of $.035 per share making the acquisition price $1,687,279.

The Company accounted for the business combination using the purchase method. The estimated fair market value of Wilon's net assets (assets less liabilities) was recorded at the value of the acquisition price of $1,687,279. Management reduced its original estimate of the fair market value. This reduction in the estimate had no effect on the recorded amount of the transaction as the excess fair market value over the acquisition price reduced the recorded value of oil and gas properties and equipment. The oil and gas properties consist of 115 natural gas wells, 12,000 acres of mineral rights leases and the gathering system interconnecting the wells. The Company intends to retain a third party to complete a Reserve Report covering the 12,000 acres located in Wayne County, West Virginia substantiating proven and unproven wells. The estimates used by the Company in recording the acquisition could change significantly pending the valuation results of the third party.

NOTE C - GOING CONCERN

The Company is a development stage enterprise and although it has commenced planned principal business operations, there are insignificant revenues there from. The Company has incurred losses of $9,558,086 for the period March 28, 2008 (inception) through June 30, 2016 and has negative working capital balance aggregating $1,946,465. These factors raise substantial doubt about the Company's ability to continue as a going concern.

There can be no assurance that sufficient funds required during the next year, or thereafter, will be generated from operations or that funds will be available from external sources such as debt or equity financings or other potential sources. The lack of additional capital resulting from the inability to generate cash flow from operations or to raise capital from external sources would force the Company to substantially curtail or cease operations and therefore would have a material adverse effect on its business. Furthermore, there can be no assurance that any such required funds, if available, will be available on attractive terms or that they will not have a significant dilutive effect on the Company's existing stockholders.

The Company intends to overcome the circumstances that affect its ability to remain a going concern through a combination of the commencement of revenues, with interim cash flow deficiencies being addressed through additional equity and debt financing. The Company anticipates raising additional funds through public or private financing, strategic relationships or other arrangements in the near future to support its business operations; however the Company may not have commitments from third parties for a sufficient amount of additional capital. The Company cannot be certain that any such financing will be available on acceptable terms, or at all, and its failure to raise capital when needed could limit its ability to continue its operations. The Company's ability to obtain additional funding will determine its ability to continue as a going concern. Failure to secure additional financing in a timely manner and on favorable terms would have a material adverse effect on the Company's financial performance, results of operations and stock price and require it to curtail or cease operations, sell off its assets, seek protection from its creditors through bankruptcy proceedings, or otherwise. Furthermore, additional equity financing may be dilutive to the holders of the Company's common stock, and debt financing, if available, may involve restrictive covenants, and strategic relationships, if necessary to raise additional funds, and may require that the Company relinquish valuable rights.

The accompanying financial statements do not include any adjustments related to the recoverability or classification of asset-carrying amounts or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern.

NOTE D - MARKETABLE EQUITY SECURITIES

At June 30, 2016 and December 31, 2015, marketable equity securities consisted of equity securities held with a cost and fair market value of $31,024 and $31,024, respectively.

NOTE E – PROPERTY AND EQUIPMENT

Property and equipment consists of the following at:

	06/30/2016	12/31/2015
Land and mineral rights	$ -	$ -
Computer Software	20,000	20,000
Field Equipment	10,852	10,880
Transportation Equipment	8,200	8,200
Oil and Gas Properties	312,360	312,360
Accumulated depreciation and depletion	(81,694)	(77,090)
Net property and equipment	$ 269,718	$ 274,350

NOTE E – PROPERTY AND EQUIPMENT (continued)

The Company uses the straight-line method of depreciation for computer software and field and transportation equipment with an estimated useful life ranging from three to twenty years. The Company uses the straight-line method of depletion for oil and gas properties with an estimated useful life ranging from seven to twenty-five years. Included in the June 30, 2016 balances are the estimated fair market values of property and equipment acquired from Wilon Resources during 2010. These estimates could change significantly pending a valuation by third parties. (See Note B - Acquisition of Wilon Resources, Inc.) (See Note S- Disposition of Oil and Gas Properties).

NOTE F - NOTES RECEIVABLE

Notes receivable consist of the following at:

	03630/2016	12/31/2015
Note receivable, interest at 4%, total due by 7/31/15, monthly installments	60,000	60,000
Note receivable, interest at 4%, due 7/31/15, convertible note	50,000	50,000
Note receivable, interest at 4%, due 7/31/15, convertible note	250,000	250,000
Note receivable due to E 2 Investments, LLC	300,000	300,000
Note receivable from Consulting Services	-	-
Less current portion	(360,000)	(360,000)
Notes receivable long-term	$ 300,000	$ 300,000

NOTE G - MISCELLANEOUS

Miscellaneous assets consist of the following at:

	06/30/2016	12/31/2015
Operating bonds	25,000	25,000
Royalty Interest	49,375	10,000
Total Other Assets	$ 74,375	35,000

Loan commitment fee is amortized over the life of the agreement using a straight-line method.

NOTE H- LOANS PAYABLE-OTHER –

Loans payable with no interest to potential investors aggregated $- and $- at June 30, 2016 and December 31, 2015, respectively.

NOTE I - CONVERTIBLE DEBENTURE PAYABLE

Convertible debentures payable total $442,364 and $469,540 at June 30, 2016 and December 31, 2015, respectively.

NOTE I - CONVERTIBLE DEBENTURE PAYABLE (continued)

Convertible debentures payable consist of the following:

On September 28, 2015, the Company entered into a Promissory Note ("Promissory Note") with Beaufort Capital, LLC, ("Beaufort") in the amount of Fifteen Thousand Dollars ($15,000). The Promissory Note was fully funded on September 28, 2015. The Convertible Note is convertible, in whole or in part, at any time and from time to time before maturity at the option of the holder at the Variable Conversion Price, which shall mean 58% of the Market Price. The Market Price is defined as the lowest Trading Price for the common stock during the 20 (twenty) Trading Day period ending one Trading Day prior to the date the Conversion Notice is sent. The Convertible Note has a term of one (1) year. The balance owed at June 30, 2016 is $15,000.

On August 21, 2014, the Company entered into a Promissory Note ("Promissory Note") with Tangiers Investment Group, LLC, ("Tangiers") in the amount of One Hundred Twelve Thousand Five Hundred Dollars ($112,500). The Promissory Note was fully funded on July 7, 2014. The Convertible Note is convertible, in whole or in part, at any time and from time to time before maturity at the option of the holder at the Variable Conversion Price, which shall mean 60% of the Market Price. The Market Price is defined as the lowest Trading Price for the common stock during the 20 (twenty) Trading Day period ending one Trading Day prior to the date the Conversion Notice is sent. The Convertible Note has a term of one (1) year and accrues interest at a rate equal to ten percent (10%) per year. The balance owed at June 30, 2016 is $112,500.

On July 25, 2014, the Company entered into a Promissory Note ("Promissory Note") with WHC Capital, LLC, ("WHC") in the amount of ThirtyThree Thousand Dollars ($33,000). The Promissory Note was fully funded on July 28, 2014. The Convertible Note is convertible, in whole or in part, at any time and from time to time before maturity at the option of the holder at the Variable Conversion Price, which shall mean 60% of the Market Price. The Market Price is defined as the lowest Trading Price for the common stock during the 15 (fifteen) Trading Day period ending one Trading Day prior to the date the Conversion Notice is sent. The Convertible Note has a term of one (1) year and accrues interest at a rate equal to eight percent (12%) per year. The balance owed at June 30, 2016 is $33,000.

On July 3, 2014, the Company entered into a Promissory Note ("Promissory Note") with Tangiers Investment Group, LLC, ("Tangiers") in the amount of Fifty Thousand Dollars ($50,000). The Promissory Note was fully funded on July 7, 2014. The Convertible Note is convertible, in whole or in part, at any time and from time to time before maturity at the option of the holder at the Variable Conversion Price, which shall mean 60% of the Market Price. The Market Price is defined as the lowest Trading Price for the common stock during the 20 (twenty) Trading Day period ending one Trading Day prior to the date the Conversion Notice is sent. The Convertible Note has a term of one (1) year and accrues interest at a rate equal to ten percent (10%) per year. The balance owed at June 30, 2016 is $50,000.

On July 3, 2014, the Company entered into a Promissory Note ("Promissory Note") with Beaufort Capital, LLC, ("Beaufort") in the amount of Twenty Five Thousand Dollars ($25,000). The Promissory Note was fully funded on July 4, 2014. The Convertible Note is convertible, in whole or in part, at any time and from time to time before maturity at the option of the holder at the Variable Conversion Price, which shall mean 58% of the Market Price. The Market Price is defined as the lowest Trading Price for the common stock during the 20 (twenty) Trading Day period ending one Trading Day prior to the date the Conversion Notice is sent. The Convertible Note has a term of one (1) year. The balance owed at June 30, 2016 is $25,000.

On June 3, 2014, the Company entered into a Promissory Note ("Promissory Note") with Tangiers Investment Group, LLC, ("Tangiers") in the amount of Twenty Eight Thousand Five Hundred Dollars ($28,500). The Promissory Note was fully funded on June 3, 2014. The Convertible Note is convertible, in whole or in part, at any time and from time to time before maturity at the option of the holder at the Variable Conversion Price, which shall mean 60% of the Market Price. The Market Price is defined as the lowest Trading Price for the common stock during the 20 (twenty) Trading Day period ending one Trading Day prior to the date the Conversion Notice is sent. The Convertible Note has a term of one (1) year and accrues interest at a rate equal to ten percent (10%) per year. The balance owed at June 30, 2016 is $28,500.

NOTE I - CONVERTIBLE DEBENTURE PAYABLE (continued)

On May 8, 2014, the Company entered into a Promissory Note ("Promissory Note") with Beaufort Capital, LLC, ("Beaufort") in the amount of Twenty Thousand Dollars ($20,000). The Promissory Note was fully funded on May 8, 2014. The Convertible Note is convertible, in whole or in part, at any time and from time to time before maturity at the option of the holder at the Variable Conversion Price, which shall mean 58% of the Market Price. The Market Price is defined as the lowest Trading Price for the common stock during the 20 (twenty) Trading Day period ending one Trading Day prior to the date the Conversion Notice is sent. The Convertible Note has a term of one (1) year and accrues interest at a rate equal to eight percent (8%) per year. The balance owed at June 30, 2016 is $20,000.

On April 25, 2014, the Company entered into a Promissory Note ("Promissory Note") with Tangiers Investment Group, LLC, ("Tangiers") in the amount of Twenty Eight Thousand Five Hundred Dollars ($28,500). The Promissory Note was fully funded on April 25, 2014. The Convertible Note is convertible, in whole or in part, at any time and from time to time before maturity at the option of the holder at the Variable Conversion Price, which shall mean 60% of the Market Price. The Market Price is defined as the lowest Trading Price for the common stock during the 20 (twenty) Trading Day period ending one Trading Day prior to the date the Conversion Notice is sent. The Convertible Note has a term of one (1) year and accrues interest at a rate equal to ten percent (10%) per year. The balance owed at June 30, 2016 is $1,325.

On April 11, 2014, the Company entered into a Promissory Note ("Promissory Note") with Beaufort Capital, LLC, ("Beaufort") in the amount of Fifteen Thousand Dollars ($15,000). The Promissory Note was fully funded on April 11, 2014. The Convertible Note is convertible, in whole or in part, at any time and from time to time before maturity at the option of the holder at the Variable Conversion Price, which shall mean 58% of the Market Price. The Market Price is defined as the lowest Trading Price for the common stock during the 20 (twenty) Trading Day period ending one Trading Day prior to the date the Conversion Notice is sent. The Convertible Note has a term of one (1) year and accrues interest at a rate equal to eight percent (8%) per year. The balance owed at June 30, 2016 is $15,000.

On April 2, 2014, the Company entered into a Promissory Note ("Promissory Note") with Beaufort Capital, LLC, ("Beaufort") in the amount of Fifteen Thousand Dollars ($15,000). The Promissory Note was fully funded on April 2, 2014. The Convertible Note is convertible, in whole or in part, at any time and from time to time before maturity at the option of the holder at the Variable Conversion Price, which shall mean 58% of the Market Price. The Market Price is defined as the lowest Trading Price for the common stock during the 20 (twenty) Trading Day period ending one Trading Day prior to the date the Conversion Notice is sent. The Convertible Note has a term of one (1) year and accrues interest at a rate equal to eight percent (8%) per year. The balance owed at June 30, 2016 is $4,350.

On September 16, 2013, the Company entered into a Convertible Promissory Note ("Promissory Note") with Tangiers Investment Group, LLC, ("Tangiers") in the amount of Twenty Thousand Dollars ($20,000). The Convertible Note was fully funded on September 18, 2013. The Convertible Note is convertible, in whole or in part, at any time and from time to time before maturity at the option of the holder at the Variable Conversion Price, which shall mean 50% of the Market Price. The Market Price is defined as the lowest Trading Price for the common stock during the 10 (ten) Trading Day period ending one Trading Day prior to the date the Conversion Notice is sent. The Convertible Note has a term of one (1) year and accrues interest at a rate equal to ten percent (10%) per year. During the third quarter of 2014, the principal on the convertible debenture was reduced through the issuance of common stock of the Company. The balance owed at June 30, 2016 is $2,134.

NOTE J - NOTES PAYABLE

Notes payable consist of the following at:

	06/30/2016	12/31/2015
Note payable, interest at 1% per annum, due in 2011	$ 100,000	$ 100,000
Note payable, interest at 3% per annum, due in annual installments of $250,000		
through March 2013	780,000	780,000
Notes payable, non-interest bearing, due in January 2011	-	-
Notes payable, interest at 100% through maturity date, interest at maximum rate		
allowable by law thereafter, due July 2010	122,525	122,525
Note payable, interest at 3%, due on demand	90,557	65,329
Notes payable for consulting services, varying interest rates, due on demand	77,000	55,000
Note payable for Licensing Agreement	400,000	400,000
		-
Less current portion	(1,570,082)	(1,522,854)
Notes payable long term	$ -	$ -

NOTE K - INCOME TAXES

The Company accounts for income taxes using the asset and liability method described in SFAS No. 109, "Accounting for Income Taxes", the objective of which is to establish deferred tax assets and liabilities for the temporary differences between the financial reporting and the tax basis of the Company's assets and liabilities at the enacted tax rates expected to be in effect when such amounts are realized or settled. A valuation allowance related to deferred tax assets is recorded when it is more likely than not that some portion or all of the deferred tax assets will not be realized. In recognition of the uncertainty regarding the ultimate amount of income tax benefits to be derived, the Company has recorded a full valuation allowance at June 30, 2016 and December 31, 2015.

The provision (benefit) for income taxes includes income taxes currently payable and those deferred because of temporary differences between the financial statement and tax bases of assets and liabilities.

The provision (benefit) for income taxes consists of the following at:

	06/30/2016	12/31/2015
Federal income taxes:		
Current	$ (18,600)	$ (77,404)
Deferred	18,600	77,404
State income taxes:		
Current	$ (3,282)	$ (13,660)
Deferred	3,282	13,660
	-	-
Total	$ -	$ -

NOTE K - INCOME TAXES (Continued)

Significant components of the Company's deferred tax assets and liabilities calculated at an estimated effective tax rate of 21% are as follows:

	06/30/2016	12/31/2015
Noncurrent deferred tax assets (liabilities):		
Accrued wages deducted for financial purposes not deducted for tax purposes	$ 232,632	$ 75,401
Other non-cash wages not deducted for tax purposes	-	-
Capital losses deducted for financial purposes carried over to future years for tax purposes (expiring in years through 2014)	-	-
Well costs deducted for financial purposes capitalized for tax purposes	-	-
Excess depletion on oil and gas properties taken for tax purposes over financial purposes	-	-
Excess depreciation on oil and gas properties taken for tax purposes over financial purposes	-	-
Excess loss on sale of investments taken for tax purposes over financial purposes over financial purposes	-	-
NOL from the acquisition of Wilon Resources (subject to potential I.R.C. Section 382 limitations)	601,000	601,000
NOL remaining not attributable to timing differences (expiring in years through 2020)	1,817,940	1,819,596
Deferred noncurrent tax asset, net	2,651,572	2,495,997
Valuation allowance	(2,651,572)	(2,495,997)
	$ -	$ -

NOTE L - COMMON STOCK ISSUANCES/WARRANTS

For the three months ended June 30, 2016, the Company had the following unregistered sale/issuance of its securities:

None.

For all common stock issuances and warrants issued from inception through June 30, 2016, please review the Company's 2015 and 2014 Unaudited Annual Reports filed with OTC Markets (www.otcmarkets.com).

Warrants outstanding at June 30, 2016 and December 31, 2015 are 131,382,045 and 131,382,045, respectively. Each warrant enables the holder to acquire one share of the Company's common stock at a specified exercise price for a term of three to five years. Warrants outstanding at June 30, 2016 have vesting dates of April 2016 with expiration dates through May 2019.

There were no warrants issued during the three months ending June 30, 2016. There were no warrants exercised or canceled for the three months ending June 30, 2016.

NOTE L - COMMON STOCK ISSUANCES/WARRANTS (continued)

On May 21, 2015, the Board of Directors of the Company voted, at the request of Management, and approved an increase and extension to the January 1, 2011 Stock Repurchase Plan. The Company was previously authorized to repurchase up to Two Hundred Fifty Thousand No/100 Dollars ($250,000) of its common stock in the open market or in privately negotiated transactions. The Company is now authorized to repurchase up to Five Hundred Thousand and NO/100 Dollars ($500,000) for a period of two years from the date of the May 21, 2015 resolution. The repurchase program will be funded by the Company's available cash and may be commenced or suspended at any time or from time to time. The plan will continue as long as periodic management reviews determine it to be fiscally feasible and may be discontinued at any time.

During the quarter ended June 30, 2016, the Company reacquired 0 shares of its issued and outstanding common stock.

Please see NOTE O -COMMITMENTS AND CONTINGENCIES.

NOTE M – STOCKHOLDERS' EQUITY

On April 14, 2011, the Board of Directors unanimously approved the designation of a series of preferred stock to be known as "Series C Preferred Stock". The designations, powers, preferences and rights, and the qualifications, limitations or restrictions hereof, in respect of the Series C Preferred Stock shall be as hereinafter described. The holders of Series C Preferred Stock shall not be entitled to receive dividends nor shall dividends be paid on common stock or any other Series Preferred Stock while Series C Preferred shares are outstanding. The holders of Series C Preferred Stock shall be entitled to vote on all matters submitted to a vote of the Shareholders of the Company and shall have such number of votes equal to the number of shares of Series C Preferred Stock held on a forty votes per one share basis. Upon the availability of a sufficient number of authorized but unissued and unreserved shares of common stock, the holders of Series C Preferred Stock may at their election convert such shares in to fully paid and non-assessable shares of common stock at the rate of forty shares of common stock for each share of series C Preferred Stock. The Board of directors of the Company, pursuant to authority granted in the Articles of Incorporation, created a series of preferred stock designated as Series C Preferred Stock (the "Series C Preferred Stock") with a stated value of $0.001 per share. The number of authorized shares constituting the Series C Preferred Stock was One Million (1,000,000) shares. At June 30, 2016 and December 31, 2015, there are 0 and 0 shares issued and outstanding, respectively.

On September 2, 2009, the Board of Directors unanimously approved the designation of a series of preferred stock to be known as “Series A Preferred Stock”. The designations, powers, preferences and rights, and the qualifications, limitations or restrictions hereof, in respect of the Series A Preferred Stock shall be as hereinafter described. The holders of Series A Preferred Stock shall not be entitled to receive dividends nor shall dividends be paid on common stock or any other Series Preferred Stock while Series A Preferred shares are outstanding.

The holders of Series A Preferred Stock shall be entitled to vote on all matters submitted to a vote of the Shareholders of the Company and shall have such number of votes equal to the number of shares of Series A Preferred Stock held on a one per one share basis. Upon the availability of a sufficient number of authorized but unissued and unreserved shares of common stock, the holders of any Series A Preferred Stock shall be entitled to convert such shares in to fully paid and non-assessable shares of common stock at the rate of 7.8 shares of common stock for each share of Series A Preferred Stock only if the Company has failed to satisfy all financial obligations by the designated time inclusive of the cure period. The Board of Directors of the Company, pursuant to authority granted in the Articles of Incorporation, created a series of preferred stock designated as Series A Preferred Stock (the “Series A Preferred Stock”) with a stated value of $0.001 per share. The number of authorized shares constituting the Series A Preferred Stock was Three Million (3,000,000) shares. At June 30, 2016 and December 31, 2015, there are 1,000,000 shares issued and outstanding.

NOTE M – STOCKHOLDERS' EQUITY (continued)

On September 2, 2009, the Board of Directors unanimously approved the designation of a series of preferred stock to be known as "Series B Preferred Stock". The designations, powers, preferences and rights, and the qualifications, limitations or restrictions hereof, in respect of the Series B Preferred Stock shall be as hereinafter described. The holders of Series B Preferred Stock shall not be entitled to receive dividends. The holders of Series B Preferred stock shall not be entitled to vote on any matters submitted to a vote of the Shareholders of the Company. Upon the availability of a sufficient number of authorized but unissued and unreserved shares of common stock, the holders of Series B Preferred Stock may at their election convert such shares in to fully paid and non-assessable shares of common stock at the rate of ten shares of common stock for each share of series B Preferred Stock. The Board of Directors of the Company, pursuant to authority granted in the Articles of Incorporation, created a series of preferred stock designated as Series B Preferred Stock (the "Series B Preferred Stock") with a stated value of $0.001 per share. The number of authorized shares constituting the Series B Preferred Stock was Two Million (2,000,000) shares. At June 30, 2016 and December 31, 2015, there are 0 and 0 shares issued and outstanding.

The number of common shares authorized with a stated value of $0.001 per share at June 30, 2016 and December 31, 2015 is 9,000,000,000 and 9,000,000,000, respectively. At June 30, 2016 and December 31, 2015, there are 8,118,757,083 and 7,408,757,083 shares of common stock issued and outstanding, respectively.

NOTE N – RELATED PARTY TRANSACTIONS

Notes receivable, stockholders, totals $185,696 and $209,080 at June 30, 2016 and December 31, 2015, respectively. Interest receivable on the notes total $- and $- at June 30, 2016 and December 31, 2015, respectively.

Included within accounts payable and accrued expenses are wages due officers and shareholders of $596,493 and $485,609 as of June 30, 2016 and December 31, 2015, respectively.

NOTE O -COMMITMENTS AND CONTINGENCIES

On February 1, 2015, the Company entered into a second operating lease for its current office space. The lease term is for two years with monthly rent totaling $642/month for a total of $7,704 in year one and $7,704 in year two. Future minimum rental obligations at June 30, 2016 are $3,852 in 2016 and $642 in 2017.

On April 1, 2015, the Company executed an employment agreement with Wayne Anderson to serve in the role as President, Treasurer, and Secretary of the Company upon the terms and provisions and, subject to the conditions set forth in the Agreement, for a term of three (3) years, commencing on April 1, 2015, and terminating on March 31, 2018, unless earlier terminated as provided in the Agreement. The Agreement included options to Mr. Anderson to purchase 100,000,000 shares of common stock at an average price of $.0002 per share. Mr. Anderson will receive an annual compensation of $221,767 for each of the three years of the Agreement.

NOTE P- LENDER ACQUISITION AGREEMENT

A lender acquisition agreement was entered into on September 4, 2009 by Sylios Corp and SLMI Holdings, LLC. Through the agreement, Sylios Corp acquired SLMI Options, LLC, a Nevada Limited Liability Company. SLMI Options, LLC is the secured lender of the three commercial notes defined below.

This Agreement is made with respect to loans made by SLMI Holdings, LLC to Harry Thompson ("Thompson"), Harlis Trust ("Trust"), Wilon Resources Inc. ("Wilon") and/or Wilon Gathering System Inc. Sylios Corp agrees to pay the following consideration herewith in return for conveyance of the Lender Units.

$500,000 in financing given May 6, 2005 for construction of a natural gas gathering system in Kentucky (the "Gathering System Loan"), $300,000 mortgage on the Wilon business offices given October 13, 2005 (the "Office Loan"), $175,000 in financing given on October 24, 2006 to finance 176 acres of land in West Virginia and to finance the placement of a natural gas treatment station (the "WV Loan"); these loans include that certain

NOTE P- LENDER ACQUISITION AGREEMENT (Continued)

Amendment to Loan Agreements dated August 2, 2006, that certain Receipt for Shares Pledged as Collateral dated December 8, 2007 and that certain Second Amendment to Loan Agreements dated January 27, 2009 (with 7.8 million Wilon shares attached and pledged as additional collateral). Further, the Borrowers and SLMI have agreed to special terms for assignment of loan rights by SLMI and subsequent holders of the loans pursuant to that Acknowledgment by Borrowers delivered Jan. 5, 2009. At December 31,2010 the notes receivable balance was eliminated through consolidation.

$1,000,000 in financing was made payable by secured promissory note. By December 31, 2010, Sylios Corp shall have paid at least $250,000 in cash toward the Secured Note. By December 31, 2011, Sylios Corp shall have paid at least $250,000 more. By December 31, 2012, Sylios Corp shall have paid at least $250,000 more. All unpaid principal and interest shall be due no later than December 31, 2013. To the extent, Sylios Corp tenders proceeds from dispositions of real estate collateral on the SLMI Loans (which dispositions shall require the written consent of Owner), said payments shall be applied toward the Secured Note, but they shall not reduce the minimum installments required for years 2010 through 2012. From January 2010 to December 2013, a minimum monthly cash installment of $4,000 shall be paid by Sylios Corp on the Secured Note until it is paid in full. Additional Security and Collateral for the Secured Note and the covenants hereunder: At June 30, 2016 and December 31, 2015 the notes payable balances were $780,000 and $780,000, respectively. (See Note J).

NOTE Q – SUBSEQUENT EVENTS

None

NOTE R- ACCRUED COMPENSATION
Accrued compensation consists of the following at June 30, 2016:

	06/30/2016	**12/31/2015**
Accrued officers compensation	$ 596,493	$ 485,609
Other accrued compensation	0	0
Accrued payroll taxes	0	0
Total	$ 596,493	485,609

NOTE S- DISPOSITION OF OIL AND GAS PROPERTIES

On July 31, 2014, the Company and Bayport International Holdings, Inc. ("Bayport") closed on the Asset Purchase Agreement entered into between the companies on July 9, 2014. Included within the assets sold by the Company were certain leases covering mineral rights, oil and natural gas wells, certain right of ways and ancillary facilities constructed by the Company for the delivery of natural gas in West Virginia. The Company will file the required Bill of Sales, Assignments and Deeds with the designated County Clerks for the transaction.

At Closing, Bayport remitted the required funds as per the Asset Purchase Agreement and issued to the Company three separate secured Notes with varying maturity dates. (See Note F- NOTES RECEIVABLE)