COMEPAY, INC.
Condensed Consolidated Financial Statements
For the six months ended June 30, 2018 and 2017
Amendment No. 1
(Unaudited)

Contents

NOTE TO READER

The condensed consolidated financial statements of Comepay, Inc. (f/k/a Great Rock Development Corp.) attached hereto are management prepared and have not been reviewed by an independent public accountant. The Company has recently engaged the services of an independent registered public accounting firm and expects to publish audited reports during the next 90 days including the years ended December 31, 2017, 2016 and 2015, as well as a stub period report to the six months ended June 30, 2018.

On September 15, 2017 the Company's sole officer and a member of the board of directors, Mr. John S. Wilkes, resigned all positions. Concurrently the Company's other director, Ms. Maria Gafter also resigned her position. Effective September 15, 2017, Mr. Ilya Kaplan was appointed to the Company's board of directors as sole officer and director. Upon the appointment of Mr. Kaplan to the board of directors the Company also completed a change in control whereby Mr. Kaplan became the controlling shareholder having acquired 733,980 (post reverse split) shares of common stock from various selling shareholders, including Mr. Wilkes and Ms. Gafter. Effective upon closing of the transactions, Mr. Kaplan held 64.1% of the total issued and outstanding common stock. Upon the completion of the aforementioned change in management and control the Company moved to acquire an operating business in the payment processing sector.

On January 23, 2018, the board of directors of the Company and its controlling shareholder, approved a name change to "Comepay, Inc.", a symbol change to CMPY and a reverse split on the basis of one new share for every 100 issued and outstanding shares. The name change and reverse split became effective March 1, 2018. The impact of the reverse split has been retroactively applied to all share and per share data contained herein. The authorized capital remained 750,000,000 common shares at par value $0.001 per share following the split.

On March 1, 2018, in anticipation of the completion of a Share Exchange Agreement in respect of a targeted acquisition in the payment processing sector, the Company expanded its Board of Directors, and concurrently appointed new officers. Mr. Ilya Kaplan, our sole officer and director resigned from all positions, and the following individuals were appointed to fill the vacancies as noted:

Mr. Dmitry Tsatskhin – Chief Executive Officer and Director
Mr. Felix Naff - President and Director
Mr. Dmitry Solomovich – Secretary and Treasurer
Mr. Rasat Ibadov – Chief Operating Officer and Director

On March 7, 2018, effective March 22, 2018, the Company closed the aforementioned Share Exchange Agreement with Comepay Group Corp., a company incorporated in the Republic of Panama, and Roza Dizhechko, an individual, whereby the Company has acquired a 100% interest in four (4) operating entities (referred to collectively as "Comepay") in a two-stage process, for total consideration of 63,000,000 restricted shares of the Company's common stock, inclusive of 3,000,000 shares issued as a finders fee in connection with the transaction. The closing documents evidencing the share exchange were registered with the appropriate corporate offices on March 22, 2018. (Reference Note 3 to the financial statements included herein)

The Comepay group of companies including Comepay LLC, RP Systems LLC, M-NN LLC and Chek-online, LLC (including operations of related entity Kassir Soft, LLC) have been operating for over 11 years providing internet acquiring services and support, facilitating instant payments and internet based payment transactions via kiosks, mobile interfaces and web-based applications such as electronic wallets. The Company also leases and sells cash registers and Point of Sale (POS) systems, including its recently developed proprietary multifunctional smart POS fiscal cash register system known as the "Cassetka".

Recently, the Company entered into a Letter of Intent ("LOI") to acquire Skytech, LLC ("Skytech"), a limited liability company registered in Russia, Ulyanovsk Region. Skytech is an independent processing company specializing in providing a wide range of processing services, focused on the aviation industry, as well as additional services.

Skytech’s operational software base is composed of the Wirecard Payment Gateway and TranzAxis platform from Complass Plus.

Skytech has a specialized software platform for the development and support of processing, banking, issuing and other subject systems and applications (operational, retail, accounting, analytical). Skytech has the ability to make changes to these applications, integrate and develop systems for current business tasks, as well as create other derivative products and/or develop stand-alone applications and systems.

Skytech’s system has application in the following industries: e-commerce (provision of Internet acquiring services, creation of reports on operations to customers' demand, implementation and adaptation of mobile applications to ensure the receipt of all payment methods), utilities and bills, transport services (buying airline/railway tickets), social sector (multipurpose student card, campus cards, a single information card with available payment function), development and implementation of modern payment methods and tools.

Under the terms of the LOI, Comepay, Inc. will acquire 100% of Skytech from parent corporation Aviatec Holdings S.A. for Four Million (4,000,000) restricted shares of Comepay, Inc. common stock and the assumption of certain debt in the amount of EUR$6,000,000 which debt is expected to be subsequently settled by the issuance of an additional 3,402,865 shares of restricted Comepay common stock.

Currently both parties to the LOI are undertaking a period of due diligence.

COMEPAY, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	June 30, 2018	December 31, 2017
ASSETS		
Current assets		
Cash and cash equivalents	$ 38,122	$ 78,862
Accounts receivable	17,831,696	19,292,901
Loans receivable and prepaid expenses	559,872	92,211
Inventory	502,392	418,385
Total current assets	18,932,082	19,882,359
Property, plant and equipment, net	1,337,997	1,454,436
Other assets	535,499	296,161
TOTAL ASSETS	$20,805,578	$ 21,632,956
LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities		
Accounts payable and accrued liabilities	$14,108,432	$ 12,949,961
Convertible notes payable	1,595,272	-
Loans payable – short term	2,547,508	7,110,326
Liabilities from discontinued operations (Note 3)	22,542	-
Total current liabilities	18,273,754	20,060,287
Loans payable – long term	2,939,558	1,002,000
Total liabilities	21,213,312	21,062,287
Stockholders' equity		
Class A Preferred Stock, $0.001 par value: shares authorized 1,000,000; Nil shares issued and outstanding as March 31, 2018 and December 31, 2017	-	-
Common stock, $0.001 par value: shares authorized 750,000,000; and 66,707,241 and 1,144,741 shares issued and outstanding as June 30, 2018 and December 31, 2017, respectively	66,708	1,145
Additional paid in capital	331,123	492,783
Retained deficit	(825,859)	45,128
Other comprehensive income	20,294	31,613
Total stockholders' equity	407,734	570,669
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	$20,805,578	$ 21,632,956

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

COMEPAY, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
AND OTHER COMPREHENSIVE INCOME
(Unaudited)

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2018	June 30, 2017	June 30, 2018	June 30, 2017
Net revenues (Note 4)	$ 3,270,499	$ 3,693,117	$ 6,239,710	$ 7,172,201
Cost of revenues	(3,603,142)	(3,334,126)	(5,963,109)	(6,642,627)
Gross profit	(332,643)	358,991	276,601	529,574
Operating expenses:				
General and administrative expenses	164,143	75,844	276,929	81,340
Total operating expenses	164,143	75,844	276,929	81,340
Income from operations	(496,786)	283,147	(328)	448,234
Other income (expenses)				
Other income	236	168,683	429,889	321,705
Other expenses	(444,554)	(544,001)	(1,310,084)	(996,208)
Total other income (expenses)	(444,318)	(375,318)	(880,195)	(674,503)
Income tax expenses	44,604	3,620	9,536	(48,652)
Net income (loss)	$ (896,500)	$ (88,551)	$ (870,987)	$ (274,921)
BASIC INCOME PER SHARE	$ (0.014)	$ (0.077)	$ (0.021)	$ (1.987)
Weighted average shares outstanding - Basic and diluted	65,073,999	1,144,741	41,864,533	1,144,741
Comprehensive income (loss)				
Net income (loss)				
Effect of foreign currency translation	$ (896,500)	$ (88,551)	$ (870,987)	$ (274,921)
Comprehensive income (loss)	(15,851)	48,628	(11,319)	(16,740)
	$ (912,351)	$ (39,923)	$ (882,306)	$ (291,661)

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

COMEPAY, INC.
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

	For the six months ended June 30, 2018	2017
Cash Flows from Operating Activities:		
Net income (loss)	$ (870,987)	$ (274,921)
Subtract gain from sale of assets	-	(34,874)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	26,135	16,060
Interest expense from beneficial conversion feature	193,272	-
Interest expenses included in debt settlement	419	-
Changes in operating assets and liabilities:		
Accounts receivable	(123,722)	(2,783,766)
Loans receivable and prepaid expenses	(495,500)	1,250,664
Inventory	(123,316)	(225,967)
Other current assets	(274,843)	(370,345)
Accounts payable, increase	2,234,000	1,342,444
Net Cash Provided by (Used in) Operating Activities	565,458	(1,080,705)
Cash Flows from Investing Activities		
Purchase property, plant and equipment	(28,545)	(167,915)
Sale of property, plant, and equipment	-	102,931
Net cash provided from (used by) investing activities	(28,545)	(64,984)
Cash Flows from Financing Activities		
Loans payable - short term	2,036,953	(322,853)
Loans payable - long term	(2,617,688)	6
Net cash provided from (used by) financing activities	(580,735)	(322,847)
Effects of exchange rates on cash	3,082	21,752
Increase (decrease) in cash and cash equivalents	(40,740)	(1,446,784)
Cash and cash equivalents at beginning of period	78,862	1,525,573
Cash and cash equivalents at end of period	$ 38,122	$ 78,789
Non-cash Investing and Financing Activities:		
Liabilities acquired from recapitalization	$ 309,870	$ -
Loan payable classify to loan payable – long term	6,187,465	

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

COMEPAY, INC.
NOTES TO CONDENSED CONSOLIDATED
UNAUDITED FINANCIAL STATEMENTS
June 30, 2018

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business Activity: Comepay, Inc. (f/k/a Great Rock Development Corporation) (the "Company") was incorporated on June 14, 1995 as Dragon Environmental Corporation in the State of Florida. On August 22, 2006, the Company changed its name to “Symposium Productions Corporation”. On June 25, 2008, the Company changed its name to “Feed Global Corporation”, and subsequently, on September 18, 2009, the corporate name was returned to “Symposium Productions Corporation”. On February 16, 2010, The Company changed its name to “Gradient Wind Technologies, Inc.”. On August 19, 2010, the Company changed its name to “Grid Cloud Solutions, Inc.”. On December 28, 2011, the Company changed its name to “Byers Brook Resources Corp”. On January 17, 2012, the Company name was changed to “Great Rock Development Corporation”. Effective March 1, 2018 the Company changed its name to “Comepay, Inc.”.

Up until September 15, 2017, the Company was a publicly traded research & development company with a focus on the development of technologies that assist mining and resource companies to extract greater value in gold and platinum mining. We are an alternative reporting company trading on the OTC Pink Markets under the symbol "CMPY".

On September 15, 2017 the Company’s sole officer and a member of the board of directors, Mr. John S. Wilkes, resigned all positions. Concurrently the Company’s other director, Ms. Maria Gafter also resigned her position. Effective October 10, 2017 each of Mr. Wilkes and Ms. Gafter agreed to waive all accrued and unpaid compensation up to the date of their respective resignations.

Also, effective September 15, 2017, Mr. Ilya Kaplan was appointed to the Company’s board of directors as sole officer and director. Upon the appointment of Mr. Kaplan to the board of directors the Company also completed a change in control whereby Mr. Kaplan became the controlling shareholder having acquired 733,980 (post reverse split) shares of common stock from various selling shareholders, including Mr. Wilkes and Ms. Gafter. Effective upon closing of the transactions, Mr. Kaplan held 64.1% of the total issued and outstanding common stock. Upon the completion of the aforementioned change in management and control the Company moved to acquire an operating business in the payment processing sector.

On January 23, 2018, the board of directors of the Company and its controlling shareholder, approved a symbol change to CMPY and a reverse split on the basis of one new share for every 100 issued and outstanding shares. The reverse split became effective March 1, 2018. The impact of the reverse split has been retroactively applied to all share and per share data contained herein. The authorized capital remained 750,000,000 common shares at par value $0.001 per share following the split.

On March 1, 2018, in anticipation of the completion of a Share Exchange Agreement in respect of a targeted acquisition in the payment processing sector, the Company expanded its Board of Directors, and concurrently appointed new officers. Mr. Ilya Kaplan, our sole officer and director resigned from all positions.

On March 7, 2018, effective March 22, 2018, the Company closed the aforementioned Share Exchange Agreement with Comepay Group Corp., a company incorporated in the Republic of Panama, and Roza Dizhechko, an individual, whereby the Company has acquired a 100% interest in four (4) operating entities (referred to collectively as “Comepay Group”) in a two-stage process, for total consideration of 63,000,000 restricted shares of the Company’s common stock, inclusive of 3,000,000 shares issued as a finders fee in connection with the transaction.

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Due to the limited operations of the Company prior to the share exchange, the Company has treated the acquisition as a capital transaction in substance, rather than a business combination. The transaction is a reverse recapitalization, equivalent to the issuance of stock by the private companies for the net monetary assets of the parent corporation accompanied by a recapitalization. The accounting is similar to that resulting from a reverse acquisition, except that no goodwill or other intangible assets are recorded. The financial statements subsequent to the date of the exchange transaction are presented as a continuation of the business of the acquired companies, and all operations of Comepay, Inc., up to the exchange transaction are allocated to additional paid in capital and/or retained earnings. The Comepay Group includes Comepay LLC, RP Systems LLC, M-NN LLC and Chek-online, LLC (with operations of related entity Kassir Soft LLC) which entities have been operating for over 11 years providing internet acquiring services and support, facilitating instant payments and internet-based payment transactions via kiosks, mobile interfaces and web-based applications such as electronic wallets. Comepay Group also leases and sells cash registers and Point of Sale (POS) systems, including its recently developed proprietary multifunctional smart POS fiscal cash register system, known as the “Cassetka”.

Principal of Consolidation: These consolidated financial statements include the accounts of Comepay, Inc. and wholly-owned subsidiaries, Comepay LLC, Chek Online, LLC (including related entity Kassir Soft LLC), RP Systems and M-NN. All intercompany balances and transactions have been eliminated in consolidation.

Basis of Presentation: The unaudited interim condensed consolidated financial statements of the Company have been prepared in accordance with United States generally accepted accounting principles ("GAAP") for interim financial information. They do not include all information and footnotes required by GAAP for complete financial statements. The interim unaudited condensed consolidated financial statements are management prepared. In the opinion of management, all adjustments considered necessary for fair presentation, consisting solely of normal recurring adjustments, have been made. Operating results for the six months ended June 30, 2018 are not necessarily indicative of the results that may be expected for the year ending December 31, 2018.

Fiscal year end: The Company has selected December 31 as its fiscal year end.

Use of Estimates: The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported therein. Due to the inherent uncertainty involved in making estimates, actual results reported in future periods may be based upon amounts that differ from these estimates.

Cash Equivalents: The Company considers all highly liquid investments with maturities of 90 days or less from the date of purchase to be cash equivalents.

Property and Equipment: Property and equipment are recorded at cost. Depreciation and amortization on property and equipment are determined using the straight-line method over the three to five year estimated useful lives of the assets.

Revenue Recognition: Effective January 1, 2018, the Company adopted ASC 606 — Revenue from Contracts with Customers. Under ASC 606, the Company recognizes revenue from kiosk payment processing fees, Kiosk placement rental and leasing income, sales of products and services, recurring monthly data subscription costs and software usage fees and the sale of associated hardware by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price;

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Revenue Recognition (cont'd):

(4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied. For the comparative periods, revenue has not been adjusted and continues to be reported under ASC 605 — Revenue Recognition. Under ASC 605, revenue is recognized when the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) the performance of service has been rendered to a customer or delivery has occurred; (3) the amount of fee to be paid by a customer is fixed and determinable; and (4) the collectability of the fee is reasonably assured.

All hardware, installation and other product sales are recorded when an active acceptance is received from the customer. Income derived from commission on kiosk and e-wallet processing fees are recorded when deposited to our account and are reconciled monthly. Income derived from recurring monthly kiosk location leasing fees and other monthly subscription-based services are recorded when invoiced.

Inventory: Inventories are stated at cost. Cost is determined based on the actual cost incurred to acquire parts and equipment with respect to each installation and service project. The Company maintains a limited inventory of parts for use in the maintenance of service contracts. The majority of inventory on hand is computer, networking and control equipment acquired for specific installation projects and is held on hand at the site of the customer or the general contractor of the customer. The Company does not maintain inventory on their premises. Upon signing the act of acceptance by the customer all inventory, on site and installed, becomes the property of the customer.

Property and Equipment: Property and equipment are stated at cost less accumulated depreciation and are depreciated using the straight-line method over the assets' estimated useful lives.

Foreign Currency Translation: The Company's functional currency is the Russian Ruble (RUB) and the reporting currency is the U.S. Dollar (USD). All transactions initiated in RUB are translated into USD in accordance with ASC 830-30, "Translation of Financial Statements," as follows:

i) Assets and liabilities at the rate of exchange in effect at the balance sheet date.
ii) Equity at historical rates.
iii) Revenue and expense items at the average rate of exchange prevailing during the period.

Adjustments arising from such translations are included in accumulated other comprehensive income (loss)("AOCI") and reflected as a separate component of equity.

Comprehensive Income: FASB ASC 220, "Comprehensive Income", establishes standards for reporting and display of comprehensive income, its components and accumulated balances. Comprehensive income, as defined, includes all changes in equity during a period, exclusive of shareholder transactions. Accordingly, comprehensive income (loss) may include certain changes in shareholders' equity (deficit) that are excluded from net income (loss).

Income taxes: The Company has adopted ASC Topic 740, "Income Taxes". ASC Topic 740 requires the use of the asset and liability method of accounting for income taxes. Under the asset and liability method of ASC Topic 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

COMEPAY, INC.
NOTES TO CONDENSED CONSOLIDATED
UNAUDITED FINANCIAL STATEMENTS
June 30, 2018

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Stock-based compensation: For stock-based compensation the Company follows the guidance codified in the Compensation – Stock Compensation Topic of FASB ASC ("ASC 718"). The Company determines the value of stock issued at the date of grant. It also determines at the date of grant, the value of stock at fair market value or the value of services rendered (based on contract or otherwise) whichever is more readily determinable.

Basic and Diluted Loss Per Share: In accordance with ASC Topic 280 – "Earnings Per Share", the basic loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Diluted loss per common share is computed similar to basic loss per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. As at June 30, 2018 there were a total of 2,817,750 and 2,798,722 shares available for issuance upon conversion of certain convertible notes payable at $0.008 and $0.57 per share, respectively.

Convertible debt and beneficial conversion features: The Company evaluates embedded conversion features within convertible debt under ASC 815 "Derivatives and Hedging" to determine whether the embedded conversion feature(s) should be bifurcated from the host instrument and accounted for as a derivative at fair value with changes in fair value recorded in earnings. If the conversion feature does not require derivative treatment under ASC 815, the instrument is evaluated under ASC 470-20 "Debt with Conversion and Other Options" for consideration of any beneficial conversion features.

Fair Value: As defined in authoritative guidance, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date ("exit price"). To estimate fair value, the Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated or generally unobservable.

The authoritative guidance establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities ("Level 1" measurements) and the lowest priority to unobservable inputs ("Level 3" measurements). The three levels of the fair value hierarchy are as follows:

Level 1 - Observable inputs such as quoted prices in active markets at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Other inputs that are observable, directly or indirectly, such as quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 - Unobservable inputs for which there is little or no market data and which the Company makes its own assumptions about how market participants would price the assets and liabilities.

In instances in which multiple levels of inputs are used to measure fair value, hierarchy classification is based on the lowest level input that is significant to the fair value measurement in its entirety. The assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

Reclassifications: Certain reclassifications have been made to the prior period’s financial statements to conform to the current period’s presentation.

COMEPAY, INC.
NOTES TO CONDENSED CONSOLIDATED
UNAUDITED FINANCIAL STATEMENTS
June 30, 2018

1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Recent Accounting Pronouncements: The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

2. DISCONTINUED OPERATIONS

As a result of transactions completed on September 5, 2017 and September 15, 2017, the Company experienced a change in control and determined to discontinue its former operations and enter into negotiations to acquire operations in a new business segment. As a result, retroactive to June 30, 2017, the Company discontinued all operations associated with the Company's former line of business: research and development of technologies that assist mining companies in extracting greater value from gold and platinum mining.

During the six months ended June 30, 2017, the Company determined to expense its previously capitalized research and development costs in the amount of $188,300 effective December 31, 2016, and concurrently has restated its financial statements to reclassify all liabilities that do not relate to the current and planned operation of the Company as "Liabilities from discontinued operations". Included therein are two non-interest bearing promissory notes between the Company and Maria Gafter (formerly a director of the Company) entered into December 31, 2015 and August 1, 2017, respectively, in the cumulative amount of $22,542 and a convertible promissory note payable to a third party with a current balance of $19,540, including accrued interest at the rate of 10% per annum and convertible into shares of common stock at $0.0025 per share, or in the event of default, at par value, or at a rate of half of the average bid price over the last five trading days, whichever is lower, but in no case for an amount more than a 51% interest in the Company. Total liabilities from discontinued operations at June 30, 2018 and December 31, 2017 were $22,542 and $42,132, respectively. During the third quarter of fiscal 2017, the aforementioned notes and all accrued interest thereon were assigned to third parties. In addition, the notes were renegotiated to provide fixed conversion terms into shares of the Company's common stock at $0.008 (post reverse split) per share. See Note 5 – Convertible Notes.

Further the Company's former management agreed to write off all accrued liabilities to June 30, 2017 effective October 10, 2017 and these amounts were retroactively recorded as a gain in the Company's income statement under "Income (loss) from discontinued operations" up until December 31, 2017. During the current quarter, the Company completed a recapitalization and reverse merger which required the allocation of prior period operations to retained earnings and/or additional paid in capital in order to conform with current period presentation.

During the six months ended June 30, 2018, 2,562,500 shares were issued to settle certain of the aforementioned convertible notes in the amount of $20,500 including interest expenses accrued thereon.

3. ACQUISITION OF COMEPAY GROUP

On March 7, 2018, and effective March 22, 2018, the Company closed a Share Exchange Agreement with Comepay Group Corp., a company incorporated in the Republic of Panama, and Roza Dizhechko, an individual, whereby the Company has acquired a 100% interest in four (4) operating entities (referred to collectively as "Comepay Group") in a two-stage process, for total consideration of 63,000,000 restricted shares of the Company's common stock, inclusive of 3,000,000 shares issued as a finders fee in connection with the transaction. As a result of the completion of this acquisition, Comepay Group is now the Company's wholly-owned subsidiary.

3. ACQUISITION OF COMEPAY GROUP (cont'd)

The aforementioned business combination was accounted for as a reverse acquisition and recapitalization using accounting principles applicable to reverse acquisitions whereby the financial statements subsequent to the date of the transaction are presented as a continuation of Comepay Group and all operations of Comepay, Inc., up to the exchange transaction are allocated to additional paid in capital and/or retained earnings. Under reverse acquisition accounting Comepay (subsidiary) is treated as the accounting parent (acquirer) and the Company (parent) is treated as the accounting subsidiary (acquiree). No goodwill or other intangible assets are recorded. All outstanding shares have been restated to reflect the effect of the business combination. As a result of the aforementioned transactions a total of 1,144,741 shares of the Company's common stock issued and outstanding at December 31, 2017 are reflected as part of the recapitalization transactions impacted March 7, 2018.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed relative to the Parent company operations, at the business combination transaction date:

Cash and bank balance	$ -
Other receivable and deposits	1,402,000
Total identifiable assets	$ 1,402,000
Other payables and accruals	$ 110,078
Amounts due to related parties	157,168
Note payable, related parties	1,402,000
Liabilities from discontinued operation	42,624
Total identifiable liabilities	$ 1,711,870
Net identifiable assets	$ (309,870)

4. REVENUES

Revenues as presented are net of direct costs of sales and intercorporate sales have been eliminated in consolidation. The decline in revenue, net period over period for the three and six months ended June 30, 2018 and 2017 is a direct result of the termination of certain contracts for underperforming payment kiosks in the respective periods, which resulted in a decline in revenues, net, and also a decline in gross profit. Further costs of revenues were increased in the recently complete three months ended June 30, 2018 as compared to the prior comparative period as the Company is expanding its base of agents in anticipation of launching its new Cassetka product line during the final six months of fiscal 2018.

5. LOANS RECIEVABLE AND PREPAID EXPENSES

Loans receivable and prepaid expenses predominantly consist of deposits paid to third party manufacturers and export agents in relation to the Company's new hand held Cassetka units. Additionally, certain short term demand loans made to third parties are included in the total loans receivable and prepaid expenses of $559,872 and $92,211 at June 30, 2018 and December 31, 2017 respectively.

6. ACCOUNTS RECIEVABLE AND ACCOUNTS PAYABLE

Accounts receivable and accounts payable balances as at June 30, 2018 and December 31, 2017 include unsettled contracts at the cut off dates relative to earned income from kiosk payment commissions due from payment partners and related agent commissions payable to the operating agents. Income from commissions and payments to agents generally require 3 days for settlement from the transaction processing date.

7. LOANS PAYABLE

The Company's subsidiaries have secured various loans payable on commercial terms with various unrelated third parties. Loans are generally due within twelve months or are on demand and require minimum quarterly payments of interest and/or a combination of payment of interest and principal.

8. CONVERTIBLE NOTES PAYABLE

Convertible Notes included in Discontinued Liabilities:

The Company has certain Convertible Notes with third parties providing for a fixed conversion feature at $0.008 per share (post reverse split). The beneficial conversion feature associated with these notes was expensed in prior periods. As at June 30, 2018 a total of $22,542 remained due and payable in respect to the aforementioned notes, all of which is non-interest bearing.

A further $20,500 was settled by the issuance of 2,652,500 shares of common stock in the six months ended June 30, 2018. (Ref: Notes 2 and 9).

Convertible notes with a minority shareholder:

On December 11, 2017 the Company and a company controlled by a minority shareholder (the "Lender") entered into a loan treaty (the "Treaty") where under the Lender shall provide loans in the amount of up to Twenty Million US Dollars ($20,000,000). Each loaned amount provided under the Treaty shall have a term of twelve (12) months for repayment and shall be secured by a Promissory Note bearing interest at 8% per annum.

On January 1, 2018 the Company and the Lender entered into certain modifications to the Treaty and underlying promissory note payable in order to provide for fixed conversion terms for amounts outstanding into shares of common stock at a price of $0.57 per share. On the date of the modification, the fair market value of the Company's common stock was $1.70 per share, and as a result the Company has recorded a loss as a result of the beneficial conversion feature which amount was expensed prior to the recapitalization as discussed more fully in Note 3.

An amount totaling $1,402,000 remains due and payable at June 30, 2018 in respect of the notes underlying this Treaty. Interest expenses of $52,287 were accrued to accounts payable during the six months ended June 30, 2018 in respect of the aforementioned convertible notes payable. The funds provided were used as deposits for manufacturing costs related to our fiscal cash register product, the Cassetka.

During the six months ended June 30, 2018, the shareholder advanced a further $193,272 to settle outstanding invoices as they came due, and on June 30, 2018 the Company issued a further convertible promissory note under the terms of the Treaty. The note in the amount of $193,272 has fixed conversion terms whereby the debt may be converted to shares of common stock at a price of $0.57 per share. On the date of the modification, the fair market value of the Company's common stock was $1.75 per share, and as a result the Company has recorded interest expenses as a result of the beneficial conversion feature in the amount of $193,272.

Total amounts payable under the aforementioned loan treaty were $1,595,272 and $1,002,000 as at June 30, 2018 and December 31, 2017 respectively.

9. COMMON STOCK

The Company has authorized a total of 750,000,000 shares of Common Stock, par value $0.001, and 1,000,000 shares of Class A Preferred Stock, par value $0.001. Each share of common stock carries one vote per share in all matters requiring a vote of shareholders. Shares of Class A Preferred Stock have the right to convert to shares of common

9. COMMON STOCK (cont'd)

stock at half the bid price of the Company's common stock on the day preceding the election notice received from any holder of such class. Further, upon liquidation, holders of Class A Preferred Stock are entitled to recover an amount equal to the book value of their shares prior to any distributions to holders of the Company's common stock. Prior to payment of any dividends to holders of the Company's common stock, holders of Class A Preferred Stock shall receive annual dividends of $0.01 per share on an accumulative basis. Other than with reference to matters affecting the attributes of the Class A Preferred Stock, holders of Class A Preferred shares have no voting rights.

On January 23, 2018, the board of directors of the Company and its controlling shareholder, approved a reverse split on the basis of one new share for every 100 issued and outstanding shares. The reverse split became effective March 1, 2018 and has been retroactively applied to all share and per share figures included herein.

During the three months ended March 31, 2018 the Company issued 63,000,000 shares in exchange for the acquisition of certain operating companies based in Russia. (ref: Note 3).

During the six months ended June 30, 2018, 2,562,500 shares were issued to settle certain convertible debt. (ref: Note 2 and 8).

As at June 30, 2018 and December 31, 2017 there were a total of 66,708,00 and 1,144,741 common shares issued and outstanding, including a total of 759 rounding shares issued upon impact of the aforementioned reverse split, and Nil shares of Class A Preferred stock.

10. RELATED PARTY TRANSACTIONS

During the normal course the Company's controlled subsidiaries carry out intercorporate transactions including:

(1) Short term loans; and,
(2) Sales of products and services.

Intercompany transactions are carried out on commercial terms and have been eliminated from the condensed consolidated financial statements.

11. OTHER EVENTS

On October 15th, 2017 the Company entered into a consulting agreement with SD Mitchell & Associates PLC for provision of certain legal and corporate services. The term of the agreement is for a period of one year commencing November 1, 2017 at a rate of $2,500 per month.

On March 1, 2018, in anticipation of the completion of the Share Exchange Agreement more fully described in Note 3 above, the Company expanded its Board of Directors, and concurrently appointed new officers. Mr. Ilya Kaplan, our sole officer and director resigned from all positions, and the following individuals were appointed to fill the vacancies as noted:

Mr. Dmitry Tsatskhin – Chief Executive Officer and Director
Mr. Felix Naff - President and Director
Mr. Dmitry Solomovich – Secretary and Treasurer
Mr. Rasat Ibadov – Chief Operating Officer and Director

12. SUBSEQUENT EVENTS

LOI with Aviatec Holding S.A.

On August 3, 2018, the Company entered into a Letter of Intent ("LOI") to acquire Skytech, LLC ("Skytech"), a limited liability company registered in Russia, Ulyanovsk Region. Skytech is an independent processing company specializing in providing a wide range of processing services, focused on the aviation industry, as well as additional services. Skytech's operational software base is composed of the Wirecard Payment Gateway and TranzAxis platform from Complass Plus.

Skytech has a specialized software platform for the development and support of processing, banking, issuing and other subject systems and applications (operational, retail, accounting, analytical). Skytech has the ability to make changes to these applications, integrate and develop systems for current business tasks, as well as create other derivative products and/or develop stand-alone applications and systems.

Skytech's system has application in the following industries: e-commerce (provision of Internet acquiring services, creation of reports on operations to customers' demand, implementation and adaptation of mobile applications to ensure the receipt of all payment methods), utilities and bills, transport services (buying airline/railway tickets), social sector (multipurpose student card, campus cards, a single information card with available payment function), development and implementation of modern payment methods and tools.

Under the terms of the LOI, Comepay, Inc. will acquire 100% of Skytech from parent corporation Aviatec Holdings S.A. for Four Million (4,000,000) restricted shares of Comepay, Inc. common stock and the assumption of certain debt in the amount of EUR$6,000,000 which debt is expected to be subsequently settled by the issuance of an additional 3,402,865 shares of restricted Comepay common stock.

Currently both parties to the LOI are undertaking a period of due diligence.

Additional Financing under terms of Loan Treaty

Subsequent to June 30, 2018 the Company has received a further $1,891,321 in funding under the terms of a loan treaty with a minority shareholder. A total of US$500,000 has been used to retire certain long term debt, and the remaining funds have been applied to general working capital.

The Company has evaluated subsequent events from the balance sheet date through the date that the financial statements were issued and determined that there are no additional subsequent events to disclose.