TEXCOM, INC. AND SUBSIDIARIES

CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited)

As of December 31, 2018
and for the Year Ended December 31, 2018

NOTICE TO READER

The accompanying unaudited consolidated interim financial statements have been prepared by management, and were not reviewed by the Company's independent auditor.

TEXCOM, INC. AND SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS

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TEXCOM, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
AS OF DECEMBER 31, 2018
(UNAUDITED)

Assets		
Current assets:		
Cash and cash equivalents	$	40,566
Accounts receivable		204,094
Prepaid expenses		7,558
Total current assets		252,218
Property and equipment, net		1,800,000
Total assets	$	2,052,218
Liabilities and Equity		
Current liabilities:		
Accounts payable and accrued liabilities	$	266,484
Income Tax payable		0
Deferred interest on long-term debt		207,453
Current portion of long-term debt		8,298,137
Total current liabilities		8,772,074
Other long-term liabilities		25,000
Total liabilities		8,797,074
Commitments and Contingencies		
Equity:		
Series A convertible preferred stock, $0.001 par value, 5,000,000 shares authorized, 0 shares issued and outstanding,		-
Non-designated preferred stock, $1.00 par value, 15,000,000 shares authorized, no shares issued.		-
Common stock, $0.001 par value, 50,000,000 shares authorized, 11,519,569 shares issued and outstanding		11,519
Additional paid-in capital		24,712,129
Accumulated deficit		(31,468,504)
Total equity		(6,744,856)
Total liabilities and equity	$	2,052,218

TEXCOM, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2018
(UNAUDITED)

		For the Year Ended December 31, 2018
Revenues	$	1,700,541
Cost of revenues, excluding royalties, depreciation and amortization		970,939
Depreciation and amortization		600,000
Total cost of revenues		1,570,939
Gross profit		129,602
Selling, general, and administrative expenses		302,097
Operating loss		(172,495)
Other income (expense)		
Interest expense		(550,279)
Loss before income taxes		(722,774)
Income tax expense		35,020
Net loss	$	(687,754)
Net loss per common share, basic and diluted	$	(0.0597)
Weighted average common shares outstanding		11,519,569

See accompanying notes and independent accountant's review report.

TEXCOM, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2018
(UNAUDITED)

Cash flows from operating activities:		
Net loss	$	(687,754)
Depreciation and amortization		600,000
Changes in operating assets and liabilities:		
Accounts receivable		13,430
Prepaid expenses		9,194
Accounts payable and accrued liabilities		130,355
Income tax payable		(70,000)
Net cash provided by operating activities		(4,775)
Cash-flows from financing activities		
Reduction in other long-term liabilities		(25,000)
Net cash used in financing activities		(25,000)
Net change in cash and cash equivalents		(29,775)
Cash and cash equivalents, beginning of period		70,341
Cash and cash equivalents, end of period	$	40,566
Supplemental cash flows information:		
Cash paid for interest	$	550,279
Cash paid for income taxes		34,980

NOTE 1 – DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business and Basis of Presentation

Texcom, Inc. (“Texcom” or the “Company”) was incorporated under the laws of the State of Texas on December 9, 2003. In 2012, the Company converted from a Texas corporation to a Nevada corporation.

The Company was organized to pursue investment opportunities in certain energy related businesses and develop them to their logical and full commercial potential. The Company is a provider of environmental services to the oil and gas industry, currently engaged in the business of disposing of non-hazardous oilfield wastes (“NOW”) generated by exploration and production operations. The Company’s wholly owned subsidiaries, Texcom Bennett Environmental Services (“Bennett”), and Texcom Peak Environmental Services (“Peak”) operate two wells for disposal in Arkansas. Bennett and Peak were acquired in July 2014.

The Company’s twenty percent (20%) interest in Texcom Gulf Disposal, LLC (“TGD”) is accounted for under the equity method.

Use of Estimates and Assumptions

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 the reported amounts of revenues and expenses during the reported periods. Actual results could materially differ from those estimates.

Cash and Cash Equivalents – The Company considers any highly liquid financial instruments purchased with an original maturity of three months or less to be cash equivalents.

Accounts Receivable and Allowance for Doubtful Accounts – Accounts receivable are stated at the amount the Company expects to collect. Accounts receivable represents receivables, net of allowances for doubtful accounts. The allowance for doubtful accounts reflects our best estimate of probable losses inherent in the accounts receivable balance. We determine the allowance based on historical experience and other currently available information. When a specific account is deemed uncollectible, the account is written off against the allowance.

Equity Method of Accounting – Investments in corporate entities over which the Company can exert significant influence (but not control) are accounted for using the equity method. Under the equity method, the investment is recorded initially at cost. Subsequent adjustments are made through recognition in the income statement for the Company’s share of post-acquisition profits and losses and through recognition in stockholders’ equity for other post-acquisition changes in the investee's net assets. Dividends received reduce the investment account. The equity method requires the Company to record its investment in the investee as a one-line asset and to reflect its proportionate share of the investee's net income/loss on one line in the statement of operations.

Property and Equipment – Property and equipment are stated at cost. Depreciation is computed over the estimated useful lives of the related assets using the straight-line method for financial reporting purposes. Assets held for sale are not depreciated.

Expenditures for normal repairs and maintenance are charged to expense as incurred. Significant renewals and improvements are capitalized. The costs and related accumulated depreciation of assets retired or otherwise disposed of are eliminated from the accounts, and any resulting gain or loss is recognized in the year of disposal.

Impairment of Long-Lived Assets – Management reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be realizable or at a minimum annually during the fourth quarter of the year. If an evaluation is required, the estimated future undiscounted cash flows associated with the asset are compared to the asset’s carrying value to determine if an impairment of such asset is necessary. The effect of any impairment would be to expense the difference between the fair value of such asset and its carrying value.

NOTE 1 – DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Asset Retirement Obligations – The Company recognizes the fair value of all liabilities where the Company has an obligation to close or remediate property upon its abandonment or the end of its useful life. The amount recognized as a liability is capitalized as part of the cost of the asset to which it relates and amortized to expense ratably over its useful life. The Company's asset retirement obligations are associated with its oil and gas and industrial wastewater disposal wells.

Income Taxes – The Company uses the asset and liability method in accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and income tax carrying amounts of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company reviews deferred tax assets for a valuation allowance based upon whether it is more likely than not that the deferred tax asset will be fully realized. A valuation allowance, if necessary, is provided against deferred tax assets, based upon management's assessment as to their realization.

Earnings Per Common Share – The Company provides basic and diluted earnings per common share information for each period presented. The basic earnings per common share is computed by dividing the net income available to common stockholders by the weighted average number of common shares outstanding during the reporting period. Diluted earnings per common share is computed by dividing the net income available to common stockholders by the weighted average number of common shares outstanding plus dilutive securities. The dilutive effect of outstanding stock options and warrants is reflected in diluted earnings per share by application of the treasury stock method.

Revenue Recognition – Revenues consist primarily of revenue from waste disposal activities. Revenues from waste disposal activities are recognized when the Company takes delivery of the waste product at its disposal well location.

Subsequent Events – the company evaluated subsequent events through the date these financial statements were issued for disclosure purpose.

NOTE 2 - IMPAIRMENT OF LONG LIVED ASSETS

During the fourth quarter of 2016, the Company impaired its Texcom Peak Environmental Services, LLC assets by $7,405,000 to a value of $3 million, representing the value based on projected cash flow.

NOTE 3 – INVESTMENTS IN AFFILIATES

In 2005, the Company created a wholly owned subsidiary, Texcom Gulf Disposal, LLC ("TGD") to develop an injection well it owned in Texas. In various transactions in 2008 and 2009, the Company transferred 80% of its interest in TGD to Montgomery County Environmental Solutions, LLC ("MCES"), a former related party then an unrelated third party, that agreed to provide the working capital necessary to complete the application for a Class I Industrial Wastewater Disposal Permit ("Disposal Permit"), from the Texas Commission on Environmental Quality, (the "TCEQ"), and construct the surface facilities needed to place the disposal business in commercial operation. MCES together with its shareholders is now an owner of the Company.

The Company does not guarantee any obligations of TGD, but may be obligated to partially fund the operations of TGD in order to maintain its 20% interest. When the controlling interest was transferred to MCES, Texcom began to account for TGD using the equity method rather than consolidating the entity. At that time, Texcom's investment in the net assets of TGD exceeded its share of the net assets recorded in the financial statements of TGD by approximately $612,000. In 2012, TGD received the disposal permit and in September, 2016 has obtained all necessary building permits and the surface facilities are currently under construction. Due to lack of certainty concerning the construction of the facility, the Company elected to value its investment at zero and recorded a loss on impairment of $704,052 in 2014.

NOTE 4 – PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at December 31, 2018.

	Lives	
Disposal wells	5 years	3,000,000
Subtotal		3,000,000
Less: accumulated depreciation		(1,200,000)
Property and equipment, net		$ 1,800,000

Depreciation expense was $600,000 for the year ended December 31, 2018.

NOTE 5 – NOTES PAYABLE

Notes payable to a financial institution consisted of the following at September 30, 2018:

$11,500,000 note payable. All principal is due January 31, 2019.	$ 8,298,137
Less: amounts due within one year	(8,298,137)
Long-term portion of notes payable	$ 0

On July 31, 2014, the Company issued a note to borrow $11,500,000 for the acquisition of Arkansas wells. The note bears interest equal to the 30-day London Interbank Offered Rate ("LIBOR rate") plus 4.5% (5.483% at March 31, 2017) and is secured by all the assets of the Company. Principal on the note was payable in 58 monthly installments of $161,100 plus a final payment of $3,988,854.

On January 31, 2016, the bank amended the loan to eliminate all financial covenants. The amendment required a principal payment of $1,279,410, interest-only payments each month and quarterly principal payments equal to 75% of excess cash flow. The maturity date was extended to January 31, 2017.

On January 31, 2017, the bank amended the loan agreement to extend the maturity date to January 31, 2018. The amendment continued the same terms as the January 31, 2016 amendment, but also added a one-time fee on the maturity date in an amount of $207,453 provided that if the Company reduces the principal balance of the loan by $500,000 before the maturity date, the fee will be reduced to $165,963. The fee of $207,453 has been accrued at December 31, 2017.

On January 31, 2018, the bank amended the loan agreement to extend the maturity date to January 31, 2019. The amendment also extended the maturity date of the $207,453 fee to January 31, 2019. The amendment continued the same terms as the January 31, 2016 amendment, but also added a one-time fee on the maturity date in an amount of $207,453 provided that if the Company reduces the principal balance of the loan by $500,000 before the maturity date, the fee will be reduced to $165,963.

NOTE 6 – OTHER LONG-TERM LIABILITIES

The Company’s asset retirement obligations, totaling $25,000, are related to its expected costs for the plugging of its oil and gas waste disposal injection well.

NOTE 7 – INCOME TAXES

While the Company has significant net operating losses, there is no assurance that it will generate income to utilize these losses.

The Internal Revenue Service completed its exam of the Company’s 2014 income tax returns. The Company paid $34,980 of income tax plus $4,347 of interest to settle the adjustments proposed by the IRS. The company had accrued $70,000 of expense in 2017 to recognize the potential adjustments.

NOTE 8 – EQUITY TRANSACTIONS

Preferred Stock

The Company’s Articles of Incorporation authorize the issuance of 20,000,000 shares of preferred stock with a par value of $0.001 per share. In 2006, the Board of Directors adopted a Statement of Designations Establishing Series A Convertible Preferred Stock (“Preferred”). Initially, 5,000,000 of the 20,000,000 shares authorized have been designated Series A Convertible Preferred Stock, par value $0.001 per share. All of those shares have been converted to common stock.

Common Stock

The Company is authorized to issue up to 50,000,000 shares of common stock. Each share of common stock has a par value of $0.001.

During the year ended December 31, 2018, no shares were issued by the Company.

Warrants

As of December 31, 2018, the company has no outstanding warrants to purchase its common stock.