

REFLECT SCIENTIFIC INC  
Form 10-K  
April 02, 2018

**U. S. Securities and Exchange Commission**

Washington, D. C. 20549

**FORM 10-K**

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

**ACT OF 1934**

For the fiscal year ended December 31, 2017

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE**

**ACT OF 1934**

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

*Commission File No. - 000-31377*

**REFLECT SCIENTIFIC, INC.**

(Name of Registrant in its Charter)

Utah  
(State or Other Jurisdiction of  
incorporation or organization)

87-0642556  
(I.R.S. Employer Identification No.)

1266 South 1380 West

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Orem, Utah 84058

(Address of Principal Executive Offices)

Issuer's Telephone Number: (801) 226-4100

Securities registered under Section 12(b) of the Act: None

Name of Each Exchange on Which Registered: None

Securities registered under Section 12(g) of the Act:

\$0.01 par value common stock

Title of Class

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Yes  No

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

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

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-K is not contained herein, and will not

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be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

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

Large accelerated filer [ ]

Accelerated filer [ ]

Non-accelerated filer [ ]

(Do not check if a smaller reporting company)

Smaller reporting company [X]

Emerging Growth company [ ]

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

Indicate by check mark whether the Issuer is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [ ] No [X]

State Issuer's revenues for its most recent fiscal year: December 31, 2017 - \$1,065,777.

**Aggregate Market Value of Non-Voting Common Stock Held by Non-Affiliates**

There are approximately 29,572,753 shares of common voting stock of the Registrant held by non-affiliates, and based upon the average bid and asked prices of our common stock on June 30, 2017 of \$0.04, as reported by the OTC Bulletin Board of the National Association of Securities Dealers, Inc., the aggregate market value of our common stock held by non-affiliates was approximately \$1,182,910.

**Applicable Only to Registrants Involved in Bankruptcy Proceedings During the Past Five Years**

None; not applicable.

**Outstanding Shares**

As of March 28, 2018, the Registrant had 71,312,086 shares of common stock outstanding.

**Documents Incorporated by Reference**

A description of Documents Incorporated by Reference is contained in Part IV, Item 15, of this Annual Report.

INDEX

PART I

|          |                           |    |
|----------|---------------------------|----|
| Item 1.  | Business                  | 4  |
| Item 1A. | Risk Factors              | 11 |
| Item 1B. | Unresolved Staff Comments | 11 |
| Item 2.  | Properties                | 11 |
| Item 3.  | Legal Proceedings         | 11 |
| Item 4.  | Mine Safety Disclosure    | 11 |

PART II

|          |  |    |
|----------|--|----|
| Item 5.  | Market for Registrant's Common Equity, Related Stockholder Matters And Issuer Purchases of Equity Securities | 11 |
| Item 6.  | Selected Financial Data  | 13 |
| Item 7.  | Management's Discussion and Analysis of Financial Condition and Results of Operations                        | 13 |
| Item 7A  | Quantitative and Qualitative Disclosure about Market Risk  | 16 |
| Item 8.  | Financial Statements and Supplementary Data  | 16 |
| Item 9.  | Changes in and Disagreements with Accountants on Accounting and Financial Disclosure                         | 16 |
| Item 9A. | Controls and Procedures  | 16 |
| Item 9B. | Other Information  | 17 |

PART III

|          |  |    |
|----------|--|----|
| Item 10. | Directors, Executive Officers and Corporate Governance   | 18 |
| Item 11. | Executive Compensation   | 20 |
| Item 12. | Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters | 20 |
| Item 13. | Certain Relationships and Related Transactions, and Director Independence                      | 22 |
| Item 14. | Principal Accounting Fees and Services   | 22 |

PART IV



## Forward-Looking Statements

When used in this Annual Report on Form 10-K, the words or phrases would be, will allow, intends to, will likely result, are expected to, will continue, is anticipated, estimate, project or similar expressions are intended to forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements specifically include, but are not limited to, our expectations regarding strategic business initiatives, our intentions to defend our intellectual property rights, continue our research and development, seek regulatory approvals and plans regarding sales and marketing.

We caution readers not to place undue reliance on the forward-looking statements, which speak only as of the date of this Annual Report, are based on certain assumptions and expectations which may or may not be valid or actually occur and which involve various risks and uncertainties, including but not limited to competitive products and pricing, difficulties in product development, commercialization and technology, changes in the regulation of life science products, or other necessary approvals to sell future products and other risk described elsewhere herein. If and when sales of our new product lines commence, sales may not reach the levels anticipated. As a result, our actual results for future periods could differ materially from those anticipated or projected. All forward-looking statements reflect our present expectation of future events and are subject to a number of important factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements.

Unless otherwise required by applicable law, we do not undertake, and specifically disclaim any obligation, to update any forward-looking statements to reflect occurrences, developments, unanticipated events or circumstances after the date of such statement.

## PART I

### Item 1. Description of Business

#### Business Development

#### History

Reflect Scientific, Inc., a Utah corporation (the Company, we, our, us and words of similar import), was organized under the laws of the State of Utah on November 3, 1999, under the name Cole, Inc. On December 31, 2003, we acquired Reflect Scientific, Inc., a California corporation. We changed our name to Reflect Scientific, Inc. and



succeeded to the business operations of our wholly-owned subsidiary, that involved the manufacture and distribution of unique laboratory consumables and disposables such as filtration and purification products, customized sample handling vials, electronic wiring assemblies, high temperature silicone, graphite and vespel/graphite sealing components for use by original equipment manufacturers ( OEM ) in the chemical analysis industries, primarily in the field of gas/liquid chromatography. See our 8-K Current Report dated December 31, 2003, which was filed with the Securities and Exchange Commission on January 15, 2004, and is incorporated herein by reference. See Part IV, Item 15.

On November 29, 2005, we announced the execution of a Letter of Intent to acquire Cryomastor Corporation, a California corporation ( Cryomastor [sometimes called Cryometrix, its amended name]).

Effective as of April 4, 2006, we entered into a Purchase Agreement (the JMST Agreement ) with JM SciTech, LLC, a limited liability company organized under the laws of the State of Colorado, and doing business as JMST Systems ( JMST ); David Carver, an individual ( Carver ); and Julie Martin, an individual ( Martin ) (JMST, Carver and Martin are sometimes hereinafter referred to collectively as Sellers ). Pursuant to the JMST Agreement, we purchased and JMST sold all right, title and interest in and to the JMST Technology (the JMST Technology ), as described in the JMST Agreement; and Carver conveyed and assigned any rights he had in and to certain patents (the Carver Patents ) and related intellectual assets as described in the JMST Agreement (collectively, including the Carver Patents, referred to herein as the Carver Technology ). JMST had created a line of chemical detection instruments that are used in the pharmaceutical, biotechnology and homeland security markets. The patented technology allows researchers to accurately analyze chemical formulations for their composition and identity. See our 8-K Current Report dated April 4, 2006, which was filed with the Securities and Exchange Commission on April 7, 2006, and is incorporated herein by reference. See Part IV, Item 15.

On June 27, 2006, we completed the acquisition of Cryomastor pursuant to an Agreement and Plan of Merger (the Cryomastor Merger Agreement ), which became our wholly-owned subsidiary; changed its name to Cryometrix, Inc. ; and succeeded to its business operations, which involved the manufacture and sale of ultra low temperature freezer systems powered by liquid nitrogen for use in bio-repositories associated with the biotech and pharmaceutical industries, as well as government facilities, universities and many other diverse applications that require a large number of reliable and energy efficient freezers. See our 8-K Current Report dated June 27,

2006, which was filed with the Securities and Exchange Commission on June 30, 2006, and is incorporated herein by reference. See Part IV, Item 15.

On November 15, 2006, we entered into an Agreement and Plan of Merger (the Image Labs Merger Agreement ) between Image Acquisition Corp., a Georgia corporation and our wholly-owned subsidiary ( Merger Subsidiary ); Smithgall & Associates, Inc., dba Image Labs International, a Georgia corporation ( Image Labs ); and Brian Smithgall ( Smithgall ), the sole shareholder of Image Labs (the Image Labs Shareholder ). Established in 1993 and located in Bozeman, Montana, Image Labs is a manufacturer and developer of factory automation equipment. The primary product lines focus in the areas of automated inspection, measurement and material handling. See our 8-K Current Report dated November 15, 2006, which was filed with the Securities and Exchange Commission on November 21, 2006, and is incorporated herein by reference. See Part IV, Item 15. In February 2010, management made the decision to divest this business.

On November 17, 2006, we entered into an Agreement and Plan of Merger (the The All Temp Merger Agreement ) between our wholly-owned subsidiary, Cryometrix, Inc. ( Merger Subsidiary ); All Temp Engineering Inc., a California corporation ( All Temp ); J F Dain & E L Dain CO-TTEES Dain Family Revocable Trust U/A Dated 12/17/2001 (the Dain Trust ) and Nicholas J. Henneman ( Henneman ), the sole All Temp Shareholders (collectively, the All Temp Shareholders ); and John F. Dain, individually ( Dain ). All Temp was located in San Jose, California and had been providing engineered solutions and services to the cryogenics industry for over 24 years. All Temp served numerous companies in business sectors such as biotech, pharmaceutical, medical devices, research, universities, semiconductor, aerospace, military, and industrial food processing. See our 8-K Current Report dated November 17, 2006, which was filed with the Securities and Exchange Commission on November 22, 2006, and is incorporated herein by reference. See Part IV, Item 15.

On October 31, 2009, the Company completed the contract obligations of All Temp and moved its Cryometrix subsidiary to Montana. The consolidation of the manufacturing operations was made to bring greater efficiencies while at the same time provide cost savings.

On March 2, 2010, the Company sold the assets and certain liabilities of Image Labs and Miralogix to an employee. The time line from the point at which the Company made the decision to sell to the accepting of the offer and closing of the transaction was less than two weeks. The sale was structured such that the Company received no cash from the transaction, while the acquirer took possession of all the assets and assumed all of the liabilities of Image Labs and Miralogix except for those related to accrued payroll and related personnel expenses. Management's decision to divest this subsidiary was based on its strategic plan to refocus its product lines and sales efforts to its proprietary green technologies. A history of operating losses at Image Labs and Miralogix, the potential necessity of additional capital expenditures, and the soft market for its products due to economic conditions, were additional considerations in making that determination. The Company recorded a loss of \$947,941 all of which is reported in the year ended December 31, 2010. In conjunction with the disposal of this business entity, \$99,100 in cash was transferred to the new owners. With the sale of operations in Montana, the Cryometrix subsidiary was moved to and consolidated with the Reflect Scientific operations in Utah.

**Business**

Emerging Growth Company Status

As part of the Jumpstart Startups Act of 2012 ( JOBS ACT ), companies with less than \$1.0 billion in gross revenue can qualify as an emerging growth company. We will qualify as an emerging growth company as defined in the JOBS Act, and, as such, we are eligible to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, (i) not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, (ii) reduced disclosure obligations regarding executive compensation in our periodic and annual reports, (iii) not being required to comply with certain new requirements adopted by the Public Company Accounting Oversight Board, or the PCAOB, and (iv) not being required to obtain stockholder approval of any golden parachute payments not previously approved. We intend to take advantage of the reduced disclosure obligations. Additionally, we qualify as a

Smaller Reporting Company and also have the advantage of not being required to provide the same level of disclosure as larger companies. Section 107 of the JOBS Act also provides that an emerging growth company can take advantage of the extended transition period provided in the Securities Act for complying with new or revised accounting standards. In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to use the extended transition period for complying with new or revised accounting standards under Section 102(b)(2) of the Jobs Act, that allows us to delay the adoption of new or revised accounting standards that have different effective dates for public and private companies until those standards apply to private companies. As a result of this election, our financial statements may not be comparable to companies that comply with public company effective dates.

We could remain an emerging growth company for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our annual gross revenues exceed one billion dollars, (ii) the date that we become a large accelerated filer as defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended, or the Exchange Act, which would occur if the market value of our common units that are held by non-affiliates exceeds \$700.0 million as of the last business day of our most recently completed second fiscal quarter, and (iii) the date on which we have issued more than \$1.0 billion in non-convertible debt during the preceding three-year period. At this time, we expect to remain both a Smaller Reporting Company and Emerging Growth Company for the foreseeable future.

## Overview

Reflect Scientific is engaged in the manufacture and distribution of innovative products targeted at the life science market. Our customers include hospitals and diagnostic laboratories, pharmaceutical and biotech companies, universities, government and private sector research facilities, and chemical and industrial companies.

Our goal is to provide our customers with the best solution for their needs. This philosophy extends into our business strategies and acquisition plans. Through a series of strategic acquisitions, we acquired technology that has enabled us to expand our line of products that take advantage of market needs. Our growing product portfolio includes ultra low temperature freezers and chemical detectors, in addition to supplying OEM products to the life science industry.

Our Visacon brand chemical detectors provide our OEM customers a cost effective detection product that allows them to extend their markets. Detectors use patented optical detection technologies that can be tailored for pharmaceutical, biotechnology or other life science applications. We launched our next generation detector in late 2013 and expected that, due to price and features advantages, detector sales would grow significantly. While sales have been steady, we did not experience the growth that had been anticipated at the time of the product introduction into the marketplace.

Our Cryometrix brand ultra low temperature freezers innovative design enables our customers to save substantially on energy costs related to cryogenic storage. Ultra low temperature freezers are used world-wide for the storage of vaccines, DNA, RNA, proteins and many other biological and chemical samples. There is a growing need for energy efficient, reliable ultra low temperature storage units. Our Cryometrix freezers are targeted to expand into this growing market. The application of this technology for use in refrigerated trailers (commonly called reefers ) used to transport goods which need to be maintained in a cold environment significantly broadens the market for this technology. The utilization of this technology in reefers eliminates the current method of cooling, which utilize engines run on hydrocarbon fuels. The Cryometrix technology is pollutant free and is more cost effective and efficient than the technologies currently used.

## Products

Reflect Scientific designs, develops and sells scientific equipment for the Life Science and Manufacturing industries. Since our wholly owned subsidiary Reflect Scientific's organization in 1991, our focus is and has been on providing value added products, analytic testing supplies and equipment, and stand alone products for the life science and industrial market place. Reflect Scientific's products range from non-mechanical Cryometrix freezers, state of the art detectors, and products and parts for the life science industry to tools and analytical services for industrial manufacturing.

All of Reflect Scientific's products and services are developed with one key factor in mind: Providing a superior cost/benefit to the customer than do competitive products in the same market space. With years of experience in the life science and industrial manufacturing markets, Reflect Scientific has been able to develop not only unique patentable products, but products that we believe offer immediate advantages and cost savings over any other competing and existing products in the market.

We have developed a business model with a focus on intellectual expertise in the design and development of products and solutions for life science and industrial manufacturing industries. We outsource the majority of our manufacturing, allowing us to maintain the flexibility to develop products across multiple lines and industries. Our strength is in developing and providing products which we believe offer immediate and verifiable cost saving solutions.

We have found a number of companies that can manufacture products to our specification, allowing us to focus on our core competencies of development and design, and maintain a flexible corporate structure capable of taking advantage of new opportunities without the large capital investment required to acquire tooling and manufacturing equipment. Our focus on the intellectual expertise, as opposed to manufacturing of products, allows us to develop products along multiple industry lines and to tailor our products to specific needs in a variety of industrial settings. Our products are sold in the biotechnology, pharmaceutical and medical industries, as well as the manufacturing industries, such as automotive.

Cryometrix Freezers

Our Cryometrix ultra low temperature freezers are, we believe, a technological breakthrough that provides energy savings and other critically important benefits to cryo-storage customers in the Life Science related industries. Ultra low temperature freezers are used in multiple industries for the storage of everything from blood to cancer vaccines. These types of freezers are used by hospitals and biotechnology research facilities.

The only ultra low temperature freezers currently available are produced by a limited number of companies and rely on a mechanical process for cooling. Because of inadequacies in the mechanical process, we believe there is wastage of inventory each year because of the problems of proper cooling inherent in the mechanical freezers.

Our freezers incorporate a disruptive technology, as they are based on a complete divergence from the technology currently used in ultra low temperature freezers. Through the advantages of our technology, we believe our freezers solve the current inadequacies and provide immediate cost savings for our clients. Current cryogenic storage equipment falls short of customer expectations in a variety of key performance criteria.

§

High energy usage a growing problem with rising energy costs

§

Inflexible temperature range existing units cannot be easily modified for colder requirements (colder temperatures are an industry trend)

§

Sample inventory is at risk in the event of a power failure

§

Poor temperature uniformity samples in different areas of the freezer can experience wide variations in temperatures which is undesirable from a regulatory standpoint.

Our Cryometrix ultra low temperature freezer uses a patented design and technology which is powered by liquid nitrogen. Through the use of a liquid nitrogen powered freezer system we are able to address the market need for:

§

Low energy requirements

§

Flexible temperature control wide range of usable temperatures

§

Power failures have little effect - uses passive liquid nitrogen technology rather than electrically powered compressors.

§

Uniform temperatures throughout freezer more usable storage volume

§

Much larger storage volume per area of floor space occupied reduced facilities cost

§

Reliable and essentially maintenance free, further lowering cost of ownership

§

Environmental issues related to pollution using the current refrigerated trailer ( reefer ) technology

We believe existing mechanical freezers are outdated and our freezers to be the desired technology to which the industry will move, providing us the opportunity to gain a significant market share in this large market.

The adaptation of the freezer technology to reefers for transporting perishable items opens a significant new market. Trailers can easily be retrofit with the Cryogenix unit, which operates pollutant free, more efficiently, and at a cost savings compared to the diesel powered units currently used. The reefer market is a \$1 billion market. The non-polluting Cryogenix unit provides significant benefits over any other unit currently marketed.

### Detectors

Our chemical detector products serve the analytical instrumentation sector of the Life Sciences market. These optically based chemical detection instruments provide a cost-effective, high-performance alternative for original equipment manufacturers (OEM). One major use for these detectors is the analysis of whole blood for metabolic diseases.

Companies that manufacture beneficial chemicals or biotechnology products are often required to develop a methodology to detect their presence in the environment or in living tissue. Recent market trends have been toward the creation of a dedicated system that is specific for a particular chemical. As the market expands for dedicated instrumentation, certain critical issues arise.

§

Lack of high quality, high performance OEM instrumentation - large instrument manufacturers sell the service/instrument combination only under their own brand name

§

High price points - instrument company structure does not allow value pricing



Our products provide the building blocks to create such a system. Patented technology provides an array of benefits to the OEM customer:

§

High performance instrumentation - meets or exceeds industry standards for chemical detection

§

Technological breakthroughs provide cost-effective detection instrument solutions

§

Versatile configurations allow tailoring to specific customer need without the necessity for expensive custom engineering

§

Certified by various regulatory agencies for sale worldwide

With the expanding focus on the need for detectors we designed a base system that can be tooled for multiple uses, offering flexibility to our customers. We intend to further penetrate the dedicated OEM instrument market through new product development and continued cost reductions in manufacturing to meet price points.

Reflect Scientific is also poised to provide consumables to the same group of customers that purchase detectors. This one stop shopping is very attractive to customers and is unique in the OEM supply industry, further making Reflect Scientific the choice for OEMs.

### Competition

The environment for our products and services is intensely competitive. Although the complexity of the products we produce limits the number of companies we compete with, the companies with competing technology are generally larger and often subsidiaries or divisions of very large multinational companies. Our competitor's size and association with large multinational companies gives them advantages over us in the ability to access potential customers. Many potential customers already purchase products either directly from our competitors or from another subsidiary of these large multinational companies, creating natural inroads to sales that we do not possess.

Given our relative size versus our competitors, we are often required to seek niche markets for our products or focus on selling components to be used in our competitors larger detection units. We believe, however, that our technology and experience in the ultra low freezers and detectors allows us to be competitive in those markets. As our ultra low freezer products are new to the marketplace, the products long term commercial acceptance is still unknown. Most of

our products compete against multiple competitors, with our refrigeration products competing primarily against Thermo Fisher Scientific and Sanyo Corporation.

### Growth Plan

While we will continue to evaluate acquisitions of businesses and technologies to enhance our revenues in the Life Science and green technology markets, our primary focus is on growing our own product lines through increasing market share and the addition of new products to our current offerings.

We seek to expand the applications for our products and equipment into additional markets as we develop brand recognition. We hope to be able to obtain market leverage from our existing products and name recognition as we use our existing offerings and product strengths to position us as a key supplier of automation equipment, inspection equipment and cryogenic storage solutions. This strategic plan will also enable us to further diversify our customer base.

### Manufacturing, Supplies, and Quality Control

Many of our products are manufactured by third party manufactures. By outsourcing our manufacturing we are able to reduce the overall cost of our products. We self manufacture lower volume products that are less labor and parts intensive in our facility in Orem, Utah.

### Regulation and Environmental Compliance

Presently, none of our products are in highly regulated industries.

### Sources and Availability of Raw Materials and Names of Principal Suppliers

Sources and availability of key materials and intermediates continue to remain stable. Where supply is considered a critical success factor for our business, we have certified primary vendors in place and have identified secondary vendors.



Dependence on One or a Few Major Customers

We have three major who represented 54% and 49% of our sales volume in 2017 and 2016, respectively. The company has strong relationships with each of these customers and does not believe this concentration poses a significant risk due to those long-term relationships and the uniqueness of the products they purchase from us.

Need for any Governmental Approval of Principal Products or Services

No products presently being manufactured or sold by us are subject to prior governmental approvals.

Effect of Existing or Probable Governmental Regulations on the Business

We are subject to the Sarbanes-Oxley Act of 2002. This Act creates a strong and independent accounting oversight board to oversee the conduct of auditors of public companies and strengthens auditor independence. It also requires steps to enhance the direct responsibility of senior members of management for financial reporting and for the quality of financial disclosures made by public companies; establishes clear statutory rules to limit, and to expose to public view, possible conflicts of interest affecting securities analysts; creates guidelines for audit committee members appointment, compensation and oversight of the work of public companies auditors; prohibits certain insider trading during pension fund blackout periods; and establishes a federal crime of securities fraud, among other provisions.

Section 14(a) of the Exchange Act requires all companies with securities registered pursuant to Section 12(g) of the Exchange Act to comply with the rules and regulations of the Securities and Exchange Commission regarding proxy solicitations, as outlined in Regulation 14A. Matters submitted to stockholders of our Company at a special or annual meeting thereof or pursuant to a written consent will require our Company to provide our stockholders with the information outlined in Schedules 14A or 14C of Regulation 14; preliminary copies of this information must be submitted to the Securities and Exchange Commission at least 10 days prior to the date that definitive copies of this information are forwarded to our stockholders.

We are also required to file annual reports on Form 10-K and quarterly reports on Form 10-Q with the Securities Exchange Commission on a regular basis, and will be required to timely disclose certain material events (e.g., changes in corporate control; acquisitions or dispositions of a significant amount of assets other than in the ordinary course of business; changes in executive officers and directors; and bankruptcy) in a Current Report on Form 8-K.

**Patents, Trademarks, Licenses, Franchises, Concessions, Royalty Agreements or Labor Contracts, including Duration**

All patents and trademarks relating to acquired technologies have been assigned to us. Where appropriate, we seek patent protection for inventions and developments made by our personnel and incorporated into our products or otherwise falling within our fields of interest.

We protect some of our technology as trade secrets and, where appropriate, we use trademarks or register trademarks used in connection with our products.

Patents have been issued covering the following products:

JMST chemical detectors 4 patents issued

Cryomastor ultra low temperature freezers 2 patents issued

**PATENT INFORMATION**

| <u>Patent number</u> | <u>Title</u>   | <u>Issue</u>  | <u>Filing</u> | <u>Expiration</u> |
|----------------------|--|---------------|---------------|-------------------|
| 7,621,148            | Ultra-low temperature bio-sample storage system  | Nov. 24, 2009 | Aug. 7, 2007  | Nov. 24, 2027     |
| 6,804,976            | High reliability multi-tube thermal exchange structure   | Oct 19, 2004  | Dec 12, 2003  | Dec 12, 2023      |
| 6,530,286            | Method and apparatus for measuring fluid flow  | Mar 11, 2003  | May 9, 2000   | May 9, 2020       |
| 5,969,812            | Spectrophotometer apparatus with dual concentric beams and fiber optic beam splitter                                 | Oct 19, 1999  | Oct 18, 1995  | Oct, 18, 2015 (1) |
| 5,699,156            | Spectrophotometer apparatus with dual light sources and optical paths, fiber optic pick-up and sample cell therefore | Dec 16, 1997  | Nov 23, 1994  | Dec 16, 2014 (1)  |
| 5,694,215            | Optical array and processing electronics and method therefore for use in spectroscopy                                | Dec 2, 1997   | Mar 4, 1996   | Mar 4, 2016       |

(1)

Filings are being made to extend the life of this patent. As of the date of this report there has been no determination as to whether the application for extension will be granted.

Royalty agreements were executed with JMST and Cryometrix as a condition of the companies' acquisition of the patents and technology related to the detectors. Under the terms of the royalty agreements:

JMST David Carver will receive a royalty payment on gross revenues related to revenues derived from the Carver Patents or Carver Technology. Such payments are due on revenue in excess of \$500,000 derived from products under the Carver Patents or Carver Technology. The royalty payment is 2.5% on the revenue in excess of \$500,000 and is payable quarterly. Payments are to be made in the common stock of Reflect Scientific, not to exceed 500,000 shares in total. New products developed from the Carver Technology are subject to a royalty of 3% of gross revenues in excess of \$100,000, with an additional 2% if gross revenues exceed \$600,000. Royalties will also be paid in our common stock annually. Common stock will be valued at \$3.00 per share for these purposes. Royalty payments are only due for years where there are valid Carver Patents. To date no royalties have been earned or paid under this agreement.

**Research and Development Costs During the Last Two Fiscal Years**

During the year ended December 31, 2017, we expended \$46,696 for research and development. During the year ended December 31, 2016, we expended \$70,801 for research and development. The majority of the research and development on our products is performed by independent contractors who have been enhancing technologies, primarily on the reefer unit and the detectors. We expect research and development cost to increase in the future with the development work required to commercialize our Cryometrix freezers.

## **Employees**

As of March 28, 2018, subsequent to the balance sheet date, we had 6 full-time and 3 part-time employees. None of our employees are represented under a collective bargaining agreement. We believe our relations with our employees to be good.

## **Reports to Security Holders**

You may read and copy any materials that we file with the Securities and Exchange Commission at the Securities and Exchange Commission's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may also find all of the reports that we have filed electronically with the Securities and Exchange Commission at their Internet site [www.sec.gov](http://www.sec.gov).

**Item 1A. Risk Factors**

Not applicable for Registrant.

**Item 1B. Unresolved Staff Comments**

None. Not applicable.

**Item 2. Description of Property**

Reflect Scientific conducts all of its business operations from one facility, located in Orem, UT. This is a combination warehouse, manufacturing and office facility with 6,000 square feet of space; we lease this facility at \$3,480 per month to the end of the lease term on November 30, 2020.

**Item 3. Legal Proceedings**

None.

**Item 4. Mine Safety Disclosure**

Not applicable.

**PART II**



**Item 5. Market for Common Equity and Related Stockholder Matters and Registrant Purchases of Equity Securities.****Market Information**

Since July 6, 2005, our common stock has been listed under the symbol RSCF on the OTCBB. Prior to July 6, 2005, our stock traded under the symbol COLH since its initial listing on May 24, 2001. The following table represents the high and low per share bid information for our common stock for each quarterly period in fiscal 2017, 2016 and 2015. Such high and low bid information reflects inter-dealer quotes, without retail mark-up, mark-down or commissions and may not represent actual transactions.

|                            | <u>2017</u> |            | <u>2016</u> |            | <u>2015</u> |            |
|----------------------------|-------------|------------|-------------|------------|-------------|------------|
|                            | <u>High</u> | <u>Low</u> | <u>High</u> | <u>Low</u> | <u>High</u> | <u>Low</u> |
| Quarter ended December 31  | \$ 0.06     | \$ 0.04    | \$ 0.07     | \$ 0.04    | \$ 0.11     | \$ 0.04    |
| Quarter ended September 30 | \$ 0.06     | \$ 0.04    | \$ 0.08     | \$ 0.05    | \$ 0.15     | \$ 0.07    |
| Quarter ended June 30      | \$ 0.05     | \$ 0.04    | \$ 0.07     | \$ 0.04    | \$ 0.20     | \$ 0.08    |
| Quarter ended March 31     | \$ 0.07     | \$ 0.04    | \$ 0.06     | \$ 0.04    | \$ 0.17     | \$ 0.10    |

As of March 30, 2018, there were 71,312,086 shares of our common stock outstanding. On March 29, 2018, the high and low bid price for our common stock was \$0.05 and \$0.05, respectively.

 **Holders**

The number of record holders of our common stock as of March 28, 2018, was approximately 149; this number does not include an indeterminate number of stockholders whose shares may be held by brokers in street name.

 **Dividends**

We have not declared any cash dividends with respect to our common stock, and do not intend to declare dividends in the foreseeable future. Our future dividend policy cannot be ascertained with any certainty. There are no material restrictions limiting, or that are likely to limit, our ability to pay dividends on our securities.



**Securities Authorized for Issuance under Equity Compensation Plans**

| Plan Category  | Number of Securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans excluding securities reflected in column (a) |
|--|---|---|---|
|  | (a)   | (b)   | (c)   |
| Equity compensation plans approved by security holders     | -   | -   | 12,000,000  |
| Equity compensation plans not approved by security holders | -   | -   | None  |
| Total  | -   | -   | 12,000,000  |

**Recent Sales of Unregistered Securities**

We issued all of these securities to persons who were accredited investors or sophisticated investors as those terms are defined in Regulation D of the Securities and Exchange Commission; and each such investor had prior access to all material information about us. We believe that the offer and sale of these securities were exempt from the registration requirements of the Securities Act, pursuant to Sections 4(2) and 4(6) thereof, and Rule 506 of Regulation D of the Securities and Exchange Commission. Sales to accredited investors are preempted from state regulation.

In October 2017, the board approved the issuance of 4,000,000 shares of restricted common stock to its President/CEO.

In December 2017 the board approved the issuance of 1,911,000 shares of restricted common stock. Of the shares granted, 281,000 were issued to an Officer and Directors of the Company, 500,000 shares to employees, and 1,130,000 were issued to consultants. All of the shares approved for issuance by the board were issued in December 2017.

In June 2016 the board approved the issuance of 3,356,750 shares of restricted common stock to its President/CEO.

In December 2016, the board approved the issuance of 1,085,822 shares of restricted common stock. Of the shares granted, 281,000 were issued to an Officer and Directors of the Company, 225,000 shares to employees and 579,822 were issued to consultants. All of the 2016 share grants were issued on December 9, 2016.

### **Use of Proceeds of Registered Securities**

There were no proceeds received during the calendar year ended December 31, 2017 and 2016, from the sale of registered securities.

### **Issuance of Equity Securities by Us**

In October 2017, the board approved the issuance of 4,000,000 shares of restricted common stock to its President/CEO.

In December 2017 the board approved the issuance of 100,000 shares of restricted common stock to a Director, Tom Tait.

In December 2017 the board approved the issuance of 100,000 shares of restricted common stock to a Director, Bill Moon.

In December 2017 the board approved the issuance of 81,000 shares of restricted common stock to the CFO, Keith Merrell.

In June 2016, the board approved the issuance of 3,356,750 shares of restricted common stock to its President/CEO.

In December 2016 the board approved the issuance of 100,000 shares of restricted common stock to a Director, Tom Tait.

In December 2016 the board approved the issuance of 100,000 shares of restricted common stock to a Director, Bill Moon.

In December 2016 the board approved the issuance of 81,000 shares of restricted common stock to the CFO, Keith Merrell.

#### **Item 6. Select Financial Data**

We are not required to provide information under this item.

#### **Item 7. Management's Discussion and Analysis or Plan of Operation**

This periodic report contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the Plan of Operations provided below, including information regarding the Company's financial condition, results of operations, business strategies, operating efficiencies or synergies, competitive positions, growth opportunities, and the plans and objectives of management. The statements made as part of the Plan of Operations that are not historical facts are hereby identified as "forward-looking statements."

The following discussion and analysis provides information which management believes is relevant to an assessment and understanding of our results of operations and financial condition. The discussion should be read in conjunction with the financial statements and notes included in this report as Part II, Item 8.

#### **Critical Accounting Policies and Estimates**

Reflect Scientific's accounting policies are more fully described in Note 2 of the consolidated financial statements. As discussed in Note 2, the preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions about the future events that affect the amounts reported in the consolidated financial statements and the accompanying notes. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from these estimates under different assumptions or conditions. Reflect Scientific believes that the following addresses Reflect Scientific's most critical accounting policies. There have been no significant changes during the year ended December 31, 2017.

**REVENUE RECOGNITION:** Revenue is only recognized on product sales once the product has been shipped to the customers, persuasive evidence of an agreement exists, the price is fixed or determinable, and collectability is

reasonably assured.

**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 the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**CASH:** The Company considers all deposit accounts and investment accounts with an original maturity of 90 days or less to be cash equivalents.

**ACCOUNTS RECEIVABLE:** The Company writes off trade receivables when deemed uncollectible. The Company estimates allowance for doubtful accounts based on the aged receivable balances and historical losses. The Company charges off uncollectible accounts when management determines there is no possibility of collecting the related receivable. The Company considers accounts receivable to be past due or delinquent based on contractual terms, which is generally net 30 days.

The Company charged \$236 and \$0 to bad debt expense for the years ended December 31, 2017 and 2016, respectively. The Company has historically experienced minimal bad debts. The allowance for doubtful accounts balance of \$4,000 at December 31, 2016 was reviewed and it was deemed that no adjustment to the provision was required at December 31, 2017. Management feels this to be an adequate reserve based on the experience seen over multiple years.

The Company maintains an allowance for doubtful accounts to provide for losses arising from customers' inability to make required payments. If there is deterioration of our customers' credit worthiness and/or there is an increase in the length of time that the receivables are past due greater than the historical assumptions used, additional allowances may be required.

**FIXED ASSETS:** Fixed assets are stated at cost. Expenditure for minor repairs, maintenance, and replacement parts which do not increase the useful lives of the assets are charged to expense as incurred. All major additions and improvements are capitalized.





Depreciation is computed using the straight-line method. The lives over which the fixed assets are depreciated range from 5 to 7 years, except for computer equipment, which is depreciated over a 3 year life.

**INVENTORY:** Inventories are stated at the lower of cost or market value based upon the average cost inventory method. The Company's inventory consists of parts for scientific vial kits, refrigerant gases, components for the imaging and inspection systems which it builds, and other scientific items.

**INCOME TAXES:** We account for income taxes in accordance with Statement of Financial Accounting Standards Board Accounting Codification (ASC) 740, Income Taxes. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets will be reflected on the balance sheet when it is determined that it is more likely than not that the asset will be realized.

**STOCK BASED COMPENSATION:** The Company applies the provisions of FASB ASC Topic 718 Stock Based Compensation which requires companies to measure all employee stock-based compensation awards using a fair value method and record such expense in their financial statements.

### Overview

During the year ended December 31, 2017 revenue decreased by 10.3% compared to the year ended December 31, 2016. The decrease resulted from a \$105,148 reduction in the sale of our ultra-cold freezers, combined with decreases in sales of some of our specialty lab products. While there can be no assurance that freezer sales will increase in future periods, it is encouraging that the marketplace has embraced our disruptive technology, and our installed operating base continues to increase. Historically, the core business of the company has been the sale of specialty laboratory supplies. Orders of those supplies slightly declined in 2017 as compared to 2016. We are working to attract new distributors to build sales of these specialty items to historical levels.

The Company focused its resources during 2017 to the marketing of our ultra-cold freezers. Increasing sales of the ultra-low temperature freezers and commercialization of the refrigerated trailer will provide opportunity for the Company to expand sales in the higher margin technology markets.

The Company has been proactive in making those business decisions which it believes will enable it to carry out its business plan. Significant cost reduction measures have been implemented, unprofitable subsidiaries divested, facilities consolidated and personnel reductions made. However, we are still generating operating losses and we cannot assure that financing will be made available at acceptable rates to allow the execution of our business plan. If we are unable to secure adequate financing, our ability to proceed with and implement our business plan will be negatively impacted.

Financial Position

The table below presents a summary of our consolidated balance sheets at December 31, 2017 and 2016:

|                                     | <b><u>SUMMARY OF BALANCE SHEET INFORMATION</u></b> |              |              |
|-------------------------------------|--|--------------|--------------|
|                                     | Year ended   | Year ended   | Increase     |
|                                     | Dec. 31, 2017                                      | Dec 31, 2016 | (Decrease)   |
| Cash                                | \$ 235,858   | \$ 263,964   | \$ ( 28,106) |
| Total current assets                | 516,745  | 567,455      | (50,710)     |
| Total assets                        | 579,845  | 630,555      | (50,710)     |
| Total current liabilities           | 124,419  | 59,068       | 65,351       |
| Accumulated deficit                 | (20,051,184)                                       | (19,648,995) | (402,189)    |
| Total stockholders equity (deficit) | \$ 579,845   | \$ 571,487   | \$ 8,358     |

We had \$235,858 in cash as of December 31, 2017, a decrease of \$28,106 from December 31, 2016. We had working capital of \$392,326 at December 31, 2017, compared to working capital of \$508,387 at December 31, 2016.

Contractual Obligations

The Company leases office/warehouse space in Utah. In addition, it has a lease on a vehicle. The following summarizes future minimum lease payments under the operating leases at December 31, 2017:

| Year Ending         | Minimum Lease Payments |                   |              |
|---------------------|------------------------|-------------------|--------------|
|                     | <u>Building</u>        | <u>Automobile</u> | <u>Total</u> |
| <u>December 31,</u> |                        |                   |              |
| 2018                | \$ 41,864              | \$ 7,548          | \$ 49,412    |
| 2019                | 43,121                 | 7,548             | 50,669       |
| 2020                | 40,612                 | 7,548             | 48,160       |
| 2021                | -                      | 3,774             | 3,774        |
| Total               | \$ 125,597             | \$ 26,418         | \$152,015    |

Results of OperationsDecember 31, 2017 and 2016

The following table summarizes revenue, cost of goods sold, and operating expenses for the years ended December 31, 2016 and 2015:

|                                    | Year Ended<br>December 31,<br>2017 | Year Ended<br>December 31,<br>2016 | Increase<br>(Decrease) |
|------------------------------------|------------------------------------|------------------------------------|------------------------|
| Revenue                            | \$ 1,065,777                       | \$ 1,188,610                       | \$ (122,833)           |
| Cost of Goods Sold                 | 405,935                            | 376,064                            | 29,871                 |
| Gross Profit                       | 659,842                            | 812,546                            | (152,704)              |
| Salaries and wages                 | 656,959                            | 618,103                            | 38,856                 |
| Rent expense                       | 29,892                             | 34,250                             | (4,358)                |
| Research and development expense   | 46,696                             | 70,801                             | (24,105)               |
| General and administrative expense | 328,484                            | 340,994                            | (12,510)               |
| Total operating expenses           | 1,062,031                          | 1,064,148                          | (2,116)                |
| Profit (loss) from operations      | (402,189)                          | (251,602)                          | (150,587)              |
| Interest expense                   | -                                  | (314)                              | 314                    |

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|                   |              |              |             |
|-------------------|--------------|--------------|-------------|
| Other income      | -            | 35,720       | (35,720)    |
| Net income (loss) | \$ (402,189) | \$ (216,196) | \$(185,993) |

Total revenue in 2017 decreased 10.3% to \$1,065,777 from revenue of \$1,188,610 in 2016. Revenue of \$139,352 was from ultra-low temperature freezers accounts in 2017, compared with revenue of \$244,500 from freezer sales in 2016. We continue to work to increase sales of these freezer units, as well as working to develop marketing strategies to expand distribution channels of our specialty laboratory products.

Our cost of goods sold increased by \$29,871 in the period ending December 31, 2017, as compared to December 31, 2016. Gross sales margin was 62% in 2017 compared to 68% in 2016. Our gross margin percent is influenced by the sales mix, with the ultra-low temperature freezers carrying significantly higher margins than the more generic lab supplies. We are working to further increase gross margins through working with current vendors to obtain more favorable costing or identifying and qualifying new vendors who offer more favorable pricing without compromising quality.

The salaries and wages increase of \$38,856 in 2017 compared to 2016 is the net result of salary changes, personnel additions, and an increase in stock-based compensation. Our plan is to continue to use outside contractors where practical to enable us to minimize our number of employees.

General and administrative expenses decreased \$12,510 for 2017 as compared to 2016. Expense levels going forward are expected to approximate the 2017 levels.

Other income decreased to \$0 in 2017 compared to \$35,720 in 2016. The other income recognized in 2016 was an insurance settlement for product damaged during shipment.

We had a net loss of \$402,189 in 2017, an increase of \$185,993 over the \$216,196 loss realized in 2016.

### Seasonality and Cyclicity

We do not believe our business is cyclical.

### Liquidity and Capital Resources

Our cash resources at December 31, 2017, were \$235,858, with accounts receivable of \$122,435 and inventory of \$155,352, net of reserves. Our working capital at December 31, 2017 was \$392,326. This compares to working capital of \$508,387 at December 31, 2016.

In 2017, net cash required to fund operating activities was \$28,106 as compared to net cash provided by operations of \$18,727 in 2016. We anticipate that in 2018, with the benefit of continued cost reductions and increased revenue, we will continue to generate positive cash from operating activities. We continue working to enhance our on-line ordering system to increase sales, develop the market for our ultra-low temperature freezers, work with current vendors to obtain more favorable pricing, and locate new vendors to provide opportunities to further reduce our cost of goods.

We will continue to focus our efforts on our core business activities while pursuing capital resources and evaluating potential future acquisitions which fit within and enhance our core business.

### **Off-Balance Sheet Arrangements**

We lease office and warehouse space under a non-cancelable operating lease in Utah, which expires November 30, 2020. Future minimum lease payments under the operating lease at December 31, 2017 are \$125,597 for this facility.

In addition, at December 31, 2017 we have one automobile lease which expires July 7, 2021 with future minimum lease payments of \$26,418.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Not applicable to Registrant.

**Item 8. Financial Statements**

The financial statements of the Company are set forth immediately following the signature page to this Form 10-K.

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

We had no disagreements on accounting and financial disclosures with our accounting firm during the reporting periods covered by this Annual Report.

**Item 9A. Controls and Procedures**

As of the end of the period covered by this Annual Report, we conducted an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief/Principal Financial Officer, of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ( Exchange Act ). Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that information required to be disclosed is recorded, processed, summarized and reported within the specified periods and is accumulated and communicated to management, including our President and Principal Financial Officer, to allow for timely decisions regarding required disclosure of material information required to be included in our periodic Securities and Exchange Commission reports. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are not effective due to the material weakness in the Company s internal control discussed below. It should be noted that the design of any



system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

### **Management's Annual Report on Internal Control over Financial Reporting.**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes of accounting principles generally accepted in the United States.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our internal control over financial reporting as of December 31, 2017. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ( COSO ) in Internal Control - Integrated Framework

(2013). Based on this evaluation, our management concluded that, as of December 31, 2017, our internal control over financial reporting was not effective.

### **Inherent Limitations over Internal Controls**

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations, including the possibility of human error and circumvention by collusion or overriding of controls. Accordingly, even an effective internal control system may not prevent or detect material misstatements on a timely basis. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

### **Changes in internal control over financial reporting**

We have made no change in our internal control over financial reporting during the last fiscal year that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.



**Attestation Report of the Registered Public Accounting Firm**

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

**Item 9B. Other Information**

None; not applicable.

**PART III****Item 10. Directors, Executive Officers, Promoters and Control Persons; Compliance with Section 16(a) of the Exchange Act****Identification of Directors and Executive Officers**

The following table sets forth the names of all of our current directors and executive officers. These persons will serve until the next annual meeting of the stockholders or until their successors are elected or appointed and qualified, or their prior resignation or termination.

| <b>Name</b>      | <b>Positions Held</b>                  | <b>Date of Election or Designation</b> | <b>Date of Termination or Resignation</b> |
|------------------|--|--|---|
| Kim Boyce        | President & Director                   | 12/2003                                | *   |
| Tom Tait         | Vice President, Secretary and Director | 01/2005                                | *   |
| William G. Moon  | Director                               | 04/2011                                | *   |
| Keith L. Merrell | Chief Financial Officer & Treasurer    | 10/2009                                | *   |

\* These persons presently serve in the capacities indicated.

**Business Experience****Kim Boyce - CEO, Director**

Mr. Boyce, 64, is the founder of Reflect Scientific and serves as President, Chief Executive Officer and Chairman of our Board of Directors. Mr. Boyce has over thirty years of experience in manufacturing, sales, distribution and management of scientific products related to companies in the chemical analysis, semiconductor fabrication and optics industries. His responsibilities have included serving as a Western Regional Sales Manager, OEM Special Accounts Manager, Plant Operations Manager and various other senior management positions within these industries.

**Thomas Tait - Vice President, Secretary, Director**

Mr. Tait, 62, serves as Vice President. Mr. Tait brings experience with accelerated product development, lean process management tools, strategic market analysis, and acquisition integration. Mr. Tait joined us from Danaher Company where he was a Business Manager over a \$120 million in sales product line. Prior assignments have included General Manager of HyperQuan Inc., Product Manager J&W Scientific and Project Manager Varian Inc. He also co-founded ChiraTech Inc, a high technology Company that was sold to Thermo Electron Corporation. Mr. Tait holds an MBA in Technology Management from the University of Phoenix and a BS in Chemistry from Clarkson University. He also holds patents in Optics and MEMS technologies.

**William G. Moon, Director**

Mr. Moon, 69, has over 30 years experience in startup and engineering related companies. His leadership experience includes assisting in the formation of what became the world's largest disk drive company, Quantum Corporation, with over 10,000 employees. He was Principal Engineer and Vice President of Engineering for over twenty years, during which time he co-designed numerous standard-setting disk drives. During that time, he was a co-founder of a wholly owned Quantum subsidiary, Plus Development, and was key in the invention of the Hardcard, the first hard drive on a plug-in card. He helped create a partnership with Panasonic for the world's first totally automated disk drive assembly plant in Japan, producing over 100 million disk drives. Prior to that, Mr. Moon designed memory products at Hewlett Packard Labs in their Disk Memory Division. Over the past five years Mr. Moon has served as technical advisor to several companies and has sat on several boards.

**Keith Merrell - Chief Financial Officer / Treasurer**

Mr. Merrell, 72, serves as our Chief Financial Officer, Treasurer and General Manager. Mr. Merrell draws on over 40 years of accounting experience to manage all of our accounting functions and to interface with our independent public accountants. He spent two years in the field of public accounting, and served as Chief Financial Officer or Controller of five companies prior to joining us. His business career also includes extensive experience in management, sales and marketing, consulting, and merger and acquisition work. He

graduated from Arizona State University with a B.S. degree in Accounting.

We believe that, based on education and experience all of our directors are qualified to serve.

### **Significant Employees**

There are no employees who are not executive officers who are expected to make a significant contribution to our Company's business.

### **Family Relationships**

There are no family relationships between our officers and directors.

### **Involvement in Certain Legal Proceedings**

During the past five years, no director, person nominated to become a director, executive officer, promoter or control person of our Company:

(1) was a general partner or executive officer of any business against which any bankruptcy petition was filed, either at the time of the bankruptcy or two years prior to that time;

(2) was convicted in a criminal proceeding or named subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);

(3) was subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; or

(4) was found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

### **Compliance with Section 16(a) of the Exchange Act**

Section 16(a) of the Exchange Act requires that our executive officers and directors and persons who beneficially own more than 10% of our common stock, file initial reports of stock ownership and reports of changes in stock ownership with the Securities and Exchange Commission. Officers, directors, and greater than 10% owners are required by applicable regulations to furnish our Company with copies of all Section 16(a) forms that they file.

Based solely on a review of the copies of such forms furnished to us or written representations from certain persons, we believe that during our calendar year ended December 31, 2017, all filing requirements applicable to our officers, directors and 10% stockholders were met by such persons.

### **Code of Ethics**

We have adopted a Code of Ethics that applies to all of our directors and executive officers serving in any capacity for our Company, including our principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions, which Code of Ethics was attached to our Form 10-K annual Report for the year ended December 31, 2003. See Part IV, Item 15.

### **Nominating Committee**

We have not established a Nominating and Corporate Governance Committee because we believe that the three members currently comprising our Board of Directors are able to effectively manage the issues normally considered by a Nominating and Corporate Governance Committee.



**Audit Committee**

Due to the size and status of our Company we have no Audit Committee, and are not required to have an audit committee. We do not believe the lack of an Audit Committee will have any adverse effect on our financial statements, based upon our current operations. We will assess whether an audit committee may be necessary in the future.

**Item 11. Executive Compensation**

The following table sets forth the aggregate compensation paid by us for services rendered during the periods indicated:

## SUMMARY COMPENSATION TABLE

| Name and Year<br>Principal<br>Position | Salary<br>(\$) | <b>Bonus</b><br>(\$) | Stock<br>Awards<br>(\$) | Option<br>Awards<br>(\$) | Non-Equity<br>Incentive<br>Plan Com-<br>pensation(\$) | Nonqualified<br>Deferred<br>Compensation<br>(\$) | All Other<br>Compensation(\$)<br>(i) | Total<br>Earnings<br>(\$) |
|--|----------------|----------------------|-------------------------|--------------------------|---|--|--------------------------------------|---------------------------|
| (a)                                    | (b)            | (c)                  | (d)                     | (e)                      | (f)   | (g)  | (h)                                  | (j)                       |
| Kim Boyce<br>CEO &<br>Director         | 12/31/17       | \$102,200            | -                       | 225,000                  | -   | -  | -                                    | \$327,200                 |
|  | 12/31/16       | \$102,200            | -                       | 201,405                  | -   | -  | -                                    | \$303,605                 |
|  | 12/31/15       | \$100,000            | -                       | 225,000                  | -   | -  | -                                    | \$325,000                 |
| Tom Tait<br>VP &<br>Director           | 12/31/17       | \$47,640             | -                       | 6,672                    | -   | -  | -                                    | \$54,312                  |
|  | 12/31/16       | \$47,640             | -                       | 6,000                    | -   | -  | -                                    | \$53,640                  |
|  | 12/31/15       | \$50,735             | -                       | 5,560                    | -   | -  | -                                    | \$56,295                  |
| Keith<br>Merrell,<br>CFO               | 12/31/17       | \$ 9,000             | -                       | 2,560                    | -   | -  | -                                    | \$11,560                  |
|  | 12/31/16       | \$ 9,000             | -                       | 4,860                    | -   | -  | -                                    | \$13,860                  |

12/31/15 \$14,000 - 2,133 - - - \$16,133

### Outstanding Equity Awards

At December 31, 2017, there are no outstanding equity awards.

### Compensation of Directors

| Name | Fees Earned or Paid in Cash (\$) | Stock Awards (\$) | Option Awards (\$) | Non-Equity Incentive Plan Compensation (\$) | Nonqualified Deferred Compensation Earnings (\$) | All Other Compensation (\$) | Total (\$) |
|------|----------------------------------|-------------------|--------------------|---|--|-----------------------------|------------|
| (a)  | (b)                              | (c)               | (d)                | (e)   | (f)  | (g)                         | (h)        |
| None | None                             | None              | None               | None  | None   | None                        | None       |

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

#### Security Ownership of Certain Beneficial Owners

The following table sets forth, as of March 15, 2018, the names, addresses and number of shares of common stock beneficially owned by all persons known to the management of Reflect Scientific to be beneficial owners of more than 5% of the outstanding shares of common stock, and the names and number of shares beneficially owned by all directors of Reflect Scientific and all executive officers and directors of Reflect Scientific as a group (except as indicated, each beneficial owner listed exercises sole voting power and sole dispositive power over the shares beneficially owned).



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For purposes of this table, information as to the beneficial ownership of shares of common stock is determined in accordance with the rules of the Securities and Exchange Commission and includes general voting power and/or investment power with respect to securities. Except as otherwise indicated, all shares of our common stock are beneficially owned, and sole investment and voting power is held, by the person named. For purposes of this table, a person or group of persons is deemed to have "beneficial ownership" of any shares of common stock, which such person has the right to acquire within 60 days after the date hereof. The inclusion herein of such shares listed beneficially owned does not constitute an admission of beneficial ownership.

All percentages are calculated based upon a total number of 71,312,086 shares of common stock outstanding as of March 15, 2017, plus, in the case of the individual or entity for which the calculation is made, that number of options or warrants owned by such individual or entity that are currently exercisable or exercisable within 60 days.

| <u>Title of Class</u>         | <u>Name and Address of Beneficial Owner</u>   | Amount and<br>Nature of<br>Beneficial Owner | Percentage of<br>Outstanding<br>Common stock |
|-------------------------------|---|---|--|
| <u>Principal Shareholders</u> |   |   |  |
| Common Stock                  | Kim Boyce<br><br>1270 South 1380 West<br><br>Orem, Utah 84058                           | 40,000,000                                  | 56.09%                                       |
| <u>Officers and Directors</u> |   |   |  |
| Common Stock                  | Kim Boyce   | 40,000,000                                  | 56.09%                                       |
| Common Stock                  | Tom Tait  | 700,000                                     | 0.98%  |
| Common Stock                  | Keith Merrell   | 339,333                                     | 0.48%  |
| Common Stock                  | William Moon.   | 700,000                                     | 0.98%  |
|                               | All directors and executive officers<br>of the Company as a group (Five<br>individuals) | 41,739,333                                  | 58.53%                                       |

### Changes in Control

There are no current or planned transactions that would or are expected to result in a change of control of our Company.

### Securities Authorized for Issuance under Equity Compensation Plans

| Plan Category  | Number of Securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans excluding securities reflected in column (a) |
|--|---|---|---|
|  | (a)   | (b)   | (c)   |
| Equity compensation plans approved by security holders     | -   | -   | 12,000,000  |
| Equity compensation plans not approved by security holders | -   | -   | None  |
| Total  | -   | -   | 12,000,000  |

### **Item 13. Certain Relationships and Related Transactions**

#### **Transactions with Related Persons**

In October 2017 the Board of Directors approved the issuance of 4,000,000 shares of restricted common stock to the President/CEO. In December 2017 the Board of Directors approved the issuance of 281,000 shares of restricted common stock to officers and directors. These shares were for compensation. These shares were recorded at the trading price at the time of approval, for an average of \$0.05 per share, resulting in \$231,888 recorded in salaries and wages.

In June 2016, the Board of Directors approved the issuance of 3,365,750 shares of restricted common stock, valued at \$201,945, to the President/CEO. In December 2016 the Board of Directors approved the issuance of 281,000 shares of restricted common stock to officers and directors.

#### **Parents of the Issuer**

None; however Kim Boyce, our President and a director, may be deemed to be our Parent by virtue of his substantial shareholdings in our Company.

#### **Transactions with Promoters and Control Persons**

There were no material transactions, or series of similar transactions, during our Company's last five fiscal years, or any currently proposed transactions, or series of similar transactions, to which we or any of our subsidiaries was or is to be a party, in which the amount involved exceeded \$120,000 and in which any promoter or founder of ours or any member of the immediate family of any of the foregoing persons, had an interest.

### **Item 14. Principal Accounting Fees and Services**

The following is a summary of the fees billed to us by our principal accountants during the fiscal years ended December 31, 2017 and 2016:

| <b>Fee Category</b> | <b>2017</b>      | <b>2016</b>      |
|---------------------|------------------|------------------|
| Audit Fees          | \$ 30,000        | \$ 32,250        |
| Audit-related Fees  | \$ 0             | \$ 0             |
| Tax Fees            | \$ 1,850         | \$ 1,625         |
| All Other Fees      | \$ 0             | \$ 0             |
| <b>Total Fees</b>   | <b>\$ 31,850</b> | <b>\$ 33,875</b> |

Audit Fees - Consists of fees for professional services rendered by our principal accountants for the audit of our annual financial statements and review of the financial statements included in our Forms 10-Q or services that are normally provided by our principal accountants in connection with statutory and regulatory filings or engagements.

Audit-related Fees - Consists of fees for assurance and related services by our principal accountants that are reasonably related to the performance of the audit or review of our financial statements and are not reported under Audit fees.

Tax Fees - Consists of fees for professional services rendered by our principal accountants for tax compliance, tax advice and tax planning.

All Other Fees - Consists of fees for products and services provided by our principal accountants, other than the services reported under Audit fees, Audit-related fees, and Tax fees above.

#### **Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors**

We do not have an Audit Committee; therefore, there is no Audit Committee policy in this regard. However, we do require approval in advance of the performance of professional services to be provided to us by our principal accountant. Additionally, all services rendered by our principal accountant are performed pursuant to a written engagement letter between us and the principal accountant.

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The Board of Directors has received from our auditors the matters required to be discussed by PCAOB Auditing Standard No. 16 (Communications with Audit Committees).

### Item 15. Exhibits

#### **Exhibits**

| Exhibit No. | Title of Document                                  | Location if other than attached hereto      |
|-------------|--|---|
| <u>3.1</u>  | Articles of Incorporation                          | 10-SB Registration Statement*               |
| <u>3.2</u>  | Articles of Amendment to Articles of Incorporation | 10-SB Registration Statement*               |
| <u>3.3</u>  | By-Laws  | 10-SB Registration Statement*               |
| <u>3.4</u>  | Articles of Amendment to Articles of Incorporation | 8-K Current Report dated December 31, 2003* |
| <u>3.5</u>  | Articles of Amendment to Articles of Incorporation | 8-K Current Report dated December 31, 2003* |
| <u>3.6</u>  | Articles of Amendment                              | September 30, 2004 10-QSB Quarterly Report* |
| <u>3.7</u>  | By-Laws Amendment                                  | September 30, 2004 10-QSB Quarterly Report* |
| <u>4.1</u>  | Debenture  | 8-K Current Report dated June 29, 2008*     |
| <u>4.2</u>  | Form of Purchasers Warrant                         | 8-K Current Report dated June 29, 2008*     |
| <u>4.3</u>  | Registration Rights Agreement                      | 8-K Current Report dated June 29, 2008*     |
| <u>4.4</u>  | Form of Placement Agreement                        | 8-K Current Report dated June 29, 2008*     |
| <u>10.1</u> | Securities Purchase Agreement                      | 8-K Current Report dated June 29, 2008*     |
| <u>10.2</u> | Placement Agent Agreement                          | 8-K Current Report dated June 29, 2008*     |
| <u>10.3</u> | JMST Purchase Agreement                            | 8-k Current Report dated April 4, 2006*     |
| <u>10.4</u> | Cryomastor Merger Agreement                        | 8-K Current Report dated April 19, 2006*    |
| <u>10.5</u> | Image Labs Merger Agreement                        | 8-K Current Report dated November 15, 2006* |
| <u>10.6</u> | All Temp Merger Agreement                          | 8-K Current Report dated November 17, 2006* |
|             | <u>Debenture Settlement</u>                        | 8-K Current Report dated August 17, 2010    |
| <u>14</u>   | Code of Ethics                                     | December 31, 2003 10-K Annual Report*       |
| <u>21</u>   | Subsidiaries of the Company                        | December 31, 2006 10-K Annual Report*       |
| <u>31.1</u> | 302 Certification of Kim Boyce                     | This Filing                                 |
| <u>31.2</u> | 302 Certification of Keith Merrell                 | This Filing                                 |
| <u>32</u>   | 906 Certifications                                 | This Filing                                 |

\* Previously filed with the Securities and Exchange Commission in the form indicated and incorporated by reference

#### **Additional Exhibits Incorporated by Reference**

|   |  |  |
|---|--|--|
| * | <u>Reflect California Reorganization</u> | 8-K Current Report dated December 31, 2003 |
| * | <u>JMST Acquisition</u>                  | 8-K Current Report dated April 4, 2006     |
| * | <u>Cryomastor Reorganization</u>         | 8-K Current Report dated June 27, 2006     |

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- \* Image Labs Merger Agreement Signing 8-K Current Report dated November 15, 2006
  - \* All Temp Merger Agreement Signing 8-K Current Report dated November 17, 2006
  - \* All Temp Merger Agreement Closing 8-KA Current Report dated November 17, 2006
  - \* Image Labs Merger Agreement Closing 8-KA Current Report dated November 15, 2006
  - \* Debenture Placement 8-K Current Reported dated June 29, 2007
- \* Previously filed and incorporated by reference.

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Securities Exchange Act, the Company caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

**REFLECT SCIENTIFIC, INC.**

*Date: 04/02/2018*

*By: /s/Kim Boyce  
Kim Boyce, Chief Executive Officer and  
Director*

*Date: 04/02/2018*

*By: /s/Keith Merrell  
Keith Merrell, Chief Financial Officer  
(Principal Accounting Officer)*

In accordance with the Securities Exchange Act, this Report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated:

**REFLECT SCIENTIFIC, INC.**

*Date: 04/02/2018*

*By: /s/Kim Boyce  
Kim Boyce, CEO and Director*

*Date: 04/02/2018*

*By: /s/Tom Tait  
Tom Tait, Vice President and Director*

*Date: 04/02/2018*

*By: /s/William Moon  
William Moon, Director*





**REFLECT SCIENTIFIC, INC. AND SUBSIDIARIES**

**CONSOLIDATED FINANCIAL STATEMENTS**

**December 31, 2017 and 2016**



## CONTENTS

|   |         |
|---|---------|
| Report of Independent Registered Public Accounting Firm   | 27      |
| Consolidated Balance Sheets                               | 28 - 29 |
| Consolidated Statements of Operations                     | 30      |
| Consolidated Statements of Shareholders' Equity (Deficit) | 31      |
| Consolidated Statements of Cash Flows                     | 32      |
| Notes to the Consolidated Financial Statements            | 59      |





[Sadler Gibb letterhead]

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of Reflect Scientific, Inc.:

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Reflect Scientific, Inc. and subsidiaries ( the Company ) as of December 31, 2017 and 2016, and the related consolidated statements of operations, shareholders equity, and cash flows for each of the years in the two-year period ended December 31, 2017 and the related notes (collectively referred to as the financial statements ). In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

**Explanatory Paragraph Regarding Going Concern**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has suffered recurring losses from operations and has an accumulated deficit, which raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ( PCAOB ) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the

effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

*/s/ Sadler, Gibb & Associates, LLC*

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

Salt Lake City, UT

April 2, 2018

**REFLECT SCIENTIFIC, INC. AND SUBSIDIARIES**

Consolidated Balance Sheets

ASSETS

|                          | December 31,<br>2017 | December 31,<br>2016 |
|--------------------------|----------------------|----------------------|
| <b>CURRENT ASSETS</b>    |                      |                      |
| Cash                     | \$ 235,858           | \$ 263,964           |
| Accounts receivable, net | 122,435              | 73,424               |
| Inventory, net           | 155,352              | 226,967              |
| Prepaid assets           | 3,100                | 3,100                |
| Total Current Assets     | 516,745              | 567,455              |
| <b>FIXED ASSETS, NET</b> | -                    | -                    |
| <b>OTHER ASSETS</b>      |                      |                      |
| Intangible assets, net   | -                    | -                    |
| Goodwill                 | 60,000               | 60,000               |
| Deposits                 | 3,100                | 3,100                |
| Total Other Assets       | 63,100               | 63,100               |
| <b>TOTAL ASSETS</b>      | <b>\$ 579,845</b>    | <b>\$ 630,555</b>    |



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

**REFLECT SCIENTIFIC, INC. AND SUBSIDIARIES**

## Consolidated Balance Sheets (Continued)

LIABILITIES AND SHAREHOLDERS EQUITY

|  | December 31,<br>2017 | December 31,<br>2016 |
|--|----------------------|----------------------|
| <b>CURRENT LIABILITIES</b>   |                      |                      |
| Accounts payable   | \$ 53,507            | \$ 58,968            |
| Customer deposits  | 70,812               | -                    |
| Income taxes payable   | 100                  | 100                  |
| Total Current Liabilities  | 124,419              | 59,068               |
| Total Liabilities  | 124,419              | 59,068               |
| Commitments and contingencies  | -                    | -                    |
| <b>SHAREHOLDERS EQUITY</b>   |                      |                      |
| Preferred stock, \$0.01 par value, authorized 5,000,000 shares;<br>no shares issued and outstanding  | -                    | -                    |
| Common stock, \$0.01 par value, authorized 100,000,000<br>shares; 71,312,086 and 65,401,086 shares issued and<br>outstanding, respectively | 713,120              | 654,010              |
| Additional paid in capital   | 19,793,490           | 19,566,472           |
| Accumulated deficit  | (20,051,184)         | (19,648,995)         |
| Total Shareholders Equity  | 455,426              | 571,487              |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b>   | <b>\$ 579,845</b>    | <b>\$ 630,555</b>    |

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

**REFLECT SCIENTIFIC, INC. AND SUBSIDIARIES**

## Consolidated Statements of Operations

|  |    | For the Years Ended  |            |
|--|----|----------------------|------------|
|  |    | December 31,<br>2017 | 2016       |
| REVENUES   | \$ | 1,065,777\$          | 1,188,610  |
| COST OF GOODS SOLD   |    | 405,935              | 376,064    |
| GROSS PROFIT   |    | 659,842              | 812,546    |
| OPERATING EXPENSES   |    |                      |            |
| Salaries and wages   |    | 656,959              | 618,103    |
| Rent expense   |    | 29,892               | 34,250     |
| Research and development expense                                   |    | 46,696               | 70,801     |
| General and administrative expense                                 |    | 328,484              | 340,994    |
| Total Operating Expenses   |    | 1,062,031            | 1,064,148  |
| OPERATING LOSS   |    | (402,189)            | (251,602)  |
| OTHER INCOME (EXPENSE)   |    |                      |            |
| Other income   |    | -                    | 35,720     |
| Interest expense   |    | -                    | (314)      |
| Total Other Income (Expenses)                                      |    | -                    | 35,406     |
| NET LOSS BEFORE INCOME TAX EXPENSE                                 |    | (402,189)            | (216,196)  |
| Income tax expense   |    | -                    | -          |
| NET LOSS   | \$ | (402,189)\$          | (216,196)  |
| NET LOSS PER SHARE BASIC AND DILUTED                               | \$ | (0.01)\$             | (0.00)     |
| WEIGHTED AVERAGE NUMBER OF SHARES<br>OUTSTANDING BASIC AND DILUTED |    | 66,326,382           | 62,964,438 |

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

**REFLECT SCIENTIFIC, INC. AND SUBSIDIARIES**

## Consolidated Statements of Shareholders' Equity

Common Stock

|   | Shares     | Amount     | Additional<br>Paid-In<br>Capital | Accumulated Deficit | Total      |
|---|------------|------------|----------------------------------|---------------------|------------|
| Balance, December 31, 2015                    | 60,958,514 | 609,584    | 19,377,911                       | (19,432,799)        | 554,696    |
| Stock-based compensation                      | 3,862,750  | 38,628     | 159,570                          | -                   | 198,198    |
| Common stock issued for consulting services   | 579,822    | 5,798      | 28,991                           | -                   | 34,789     |
| Net loss for the year ended December 31, 2016 |            |            |                                  | (216,196)           | (216,196)  |
| Balance, December 31, 2016                    | 65,401,086 | 654,010    | 19,566,472                       | (19,648,995)        | 571,487    |
| Stock-based compensation                      | 4,781,000  | 47,810     | 184,078                          | -                   | 231,888    |
| Common stock issued for consulting services   | 1,130,000  | 11,300     | 42,940                           | -                   | 54,240     |
| Net loss for the year ended December 31, 2017 |            |            |                                  | (402,189)           | (402,189)  |
| Balance, December 31, 2017                    | 71,312,086 | \$ 713,120 | \$ 19,793,490                    | \$ (20,051,184)     | \$ 455,426 |

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

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**REFLECT SCIENTIFIC, INC. AND SUBSIDIARIES**

Consolidated Statements of Cash Flows





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|  | For the Years Ended |                      |
|--|---------------------|----------------------|
|  | 2017                | December 31,<br>2016 |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                              |                     |                      |
| Net loss   | \$ (402,189)        | \$ (216,196)         |
| Adjustments to reconcile net loss to net cash from operating activities: |                     |                      |
| Amortization   | -                   | 5,316                |
| Stock based compensation   | 231,888             | 198,198              |
| Common stock issued for consulting services                              | 54,240              | 34,789               |
| Changes in operating assets and liabilities:                             |                     |                      |
| Accounts receivable  | (49,011)            | 62,938               |
| Inventory  | 71,615              | (20,558)             |
| Accounts payable and accrued expenses                                    | (5,461)             | (25,379)             |
| Customer deposits  | 70,812              | (57,835)             |
| Net Cash from Operating Activities                                       | (28,106)            | (18,727)             |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                              |                     |                      |
| Net Cash from Investing Activities                                       | -                   | -                    |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                              |                     |                      |
| Payments on short-term lines of credit                                   | -                   | (9,396)              |
| Net Cash from Financing Activities                                       | -                   | (9,396)              |
| <b>NET CHANGE IN CASH</b>  | <b>(28,106)</b>     | <b>(28,123)</b>      |
| <b>CASH AT BEGINNING OF PERIOD</b>                                       | <b>263,964</b>      | <b>292,087</b>       |
| <b>CASH AT END OF PERIOD</b>   | <b>\$ 235,858</b>   | <b>\$ 263,964</b>    |
| <b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>                               |                     |                      |
| Cash Paid For:   |                     |                      |
| Interest   | \$ -                | \$ 314               |
| Income taxes   | \$ -                | \$ -                 |

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

**REFLECT SCIENTIFIC, INC. AND SUBSIDIARIES**

Notes to the Consolidated Financial Statements

December 31, 2017 and 2016

NOTE 1 -

**ORGANIZATION AND DESCRIPTION OF BUSINESS**

Cole, Inc. (the Company) was incorporated under the laws of the State of Utah on November 3, 1999. The Company was organized to engage in any lawful activity for which corporations may be organized under the Utah Revised Business Corporation Act. On December 30, 2003 the Company changed its name to Reflect Scientific, Inc. Reflect has two wholly owned subsidiaries, Cryometrix and Julie Martin Scientific Technology, which are described below.

Reflect Scientific

Reflect Scientific designs, develops and sells scientific equipment for the Life Science and Manufacturing industries. The Company's business activities include the manufacture and distribution of unique laboratory consumables and disposables such as filtration and purification products, customized sample handling vials, electronic wiring assemblies, high temperature silicone, graphite and vespel/graphite sealing components for use by original equipment manufacturers ( OEM ) in the chemical analysis industries, primarily in the field of gas/liquid chromatography.

The Company's chemical detector products serve the analytical instrumentation sector of the Life Sciences market. These optically based chemical detection instruments provide a cost-effective, high-performance alternative for original equipment manufacturers (OEM). One major use for these detectors is the analysis of whole blood for metabolic diseases.

Cryometrix

The Company's Cryometrix ultra low temperature freezers have technologies that provide energy savings and other critically important benefits to cryo-storage customers in the Life Science related industries. Ultra low temperature freezers are used in multiple industries for the storage of everything from blood to cancer vaccines. These types of freezers are used by companies such as hospitals and biotechnology research facilities. The adaptation of the freezer technology to refrigeration systems used on trailers ( reefers ) for transporting perishable items opens a significant new market. Trailers can easily be retrofit with the Cryogenix unit, which provides pollutant free and more efficient operations at a cost savings compared to the diesel powered units currently used.

Julie Martin Scientific Technology ( JMST )

The Company manufactures and sells a line of chemical detectors which have broad application in research facilities and laboratories. The detectors have a price advantage over competitive products, making them affordable for use in laboratories at educational institutions. The sale of chemical detectors also generates follow on sales of consumable supplies.

NOTE 2 -

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Accounting Method

The Company's financial statements are prepared in accordance with accounting principles generally accepted in the United States of America.

b. Revenue Recognition

Revenue is only recognized on product sales once the product has been shipped to the customer, persuasive evidence of an agreement exists, the price is fixed or determinable, and collectability is reasonably assured. The Company sells its products in both the US and internationally through direct sales and independent distributors. Special orders require that the customer make a 50% payment before work is done on the product. The payment received is accounted for as a customer deposit until the terms have been met for revenue recognition, at which time the deposit is applied to the invoice.

c. 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 the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

d. Cash

The Company considers all deposit accounts and investment accounts with an original maturity of 90 days or less to be cash equivalents.

e. Accounts Receivable

The Company maintains an allowance for doubtful accounts to provide for losses arising from customers' inability to make required payments. If there is deterioration of our customers' credit worthiness and/or there is an increase in the length of time that the receivables are past due greater than the historical assumptions used, additional allowances may be required. The Company estimates allowance for doubtful accounts based on the aged receivable balances and historical losses. The Company charges off uncollectible accounts when management determines there is no possibility of collecting the related receivable. The Company considers accounts receivable to be past due or delinquent based on contractual terms, which is generally net 30 days.

The Company charged \$236 and \$0, respectively, to bad debt expense for the years ended December 31, 2017 and 2016. As the Company has historically experienced minimal bad debts, management feels the allowance for doubtful accounts balance of \$4,000 at December 31, 2017 to be an adequate reserve based on the experience seen over multiple years.

f. Fixed Assets

Fixed assets are stated at cost. Expenditure for minor repairs, maintenance, and replacement parts which do not increase the useful lives of the assets are charged to expense as incurred. All major additions and improvements are capitalized. Depreciation is computed using the straight-line method. The lives over which the fixed assets are depreciated range from 5 to 7 years, except for computer equipment, which is depreciated over a 3 year life.

g. Inventory

Inventories are stated at the lower of cost or market value based upon the average cost inventory method. The Company's inventory consists of parts for scientific vial kits, refrigerant gases, components for the imaging and inspection systems which it builds, and other scientific items. An allowance is recorded when it is determined that the amount owing is at high risk. The Company recorded \$62,038 and \$10,152 as additions to the inventory allowance for the years 2017 and 2016, respectively.

h. Advertising Expense

The Company follows the policy of charging the costs of advertising to expense as incurred. The Company recognized \$14,646 and \$3,461 of advertising expense during the years ended December 31, 2017, and 2016, respectively.

i. Newly Issued Accounting Pronouncements

In August 2017, the Financial Accounting Standards Board ( FASB ) issued ASU No. 2017-12, Derivatives and Hedging (Topic 815). The new standard amends the hedge accounting recognition and presentation requirements in ASC 815. This ASU is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the timing of adopting the new guidance as well as the impact it may have on its consolidated financial statements.

In October 2016, the FASB issued Accounting Standards Update ( ASU ) 2016-16, Income Taxes (Topic 740); *Intra-Entity Transfers of Assets Other Than Inventory*. This ASU requires entities to recognize the income tax consequences of many intercompany asset transfers at the transaction date. The seller and buyer will immediately recognize the current and deferred income tax consequences of an intercompany transfer of an asset other than inventory. The tax consequences

were previously deferred until the asset is sold to a third part or recovered through use. This guidance will become effective on January 1, 2018.

The Company has reviewed all other FASB-issued ASU accounting pronouncements and interpretations thereof that have effective dates during the period reported and in future periods. The Company has carefully considered the new pronouncements that alter previous GAAP and does not believe that any new or modified principles will have a material impact on the company's reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of the Company's financial management and certain standards are under consideration.

#### j. Earnings per Share

The computation of basic earnings per share of common stock is based on the weighted average number of shares outstanding during the period. Diluted EPS is computed by dividing net earnings by the weighted-average number of common shares and dilutive common stock equivalents during the period. Common stock equivalents are not used in calculating dilutive EPS when their inclusion would be anti-dilutive. At December 31, 2017 and 2016, the Company had no common stock equivalents.

#### k. Shipping and Handling Fees and Costs

The Company records all shipping and handling costs as operating costs. Freight paid on outgoing shipments in 2017 and 2016 was \$28,355 and \$37,411, respectively, and is recorded in general and administrative expense.

#### l. Income Taxes

Deferred taxes are provided on an asset and liability approach whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The Company's policy is to recognize potential interest and penalties accrued related to unrecognized tax benefits within income tax expense. For the years ended December 31, 2017 and 2016, it did not recognize any interest or

penalties in its Statement of Operations, nor did it have any interest or penalties accrued in its Balance Sheet at December 31, 2017 and 2016 relating to unrecognized benefits.

m. Principles of consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries, which include Cryometrix (previously Cryomastor). All subsidiaries are wholly owned. All material intercompany accounts and transactions are eliminated in consolidation.

n. Research and development expense

The Company accounts for research and development costs in accordance with the Financial Accounting Standards Board's Accounting Standard Codification Topic 730 "Research and Development". Under ASC 730, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and development costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company-sponsored research and development costs related to both present and future products are expensed in the period incurred. The Company had \$46,696 and \$70,801 in research and product development for the years ended December 31, 2017 and 2016, respectively.

o. Stock-Based Compensation

The Company applies the provisions of FASB ASC Topic 718 "Stock Based Compensation" which requires companies to measure all employee stock-based compensation awards using a fair value method and record such expense in their



financial statements. The Company recorded \$231,888 and \$198,197 in stock compensation expense for the years ended December 31, 2017 and 2016.

p. Intangible Assets

Intangible assets include trademarks, trade secrets, patents, customer lists and goodwill acquired through acquisition of subsidiaries. The patents have been registered with the United States Patent and Trademarks Office. The costs of obtaining patents are capitalized as incurred. Intangibles, except for goodwill, are amortized over their estimated useful lives. The Company regularly evaluates whether events or circumstances have occurred that indicate possible impairment and relies on a number of factors, including operating results, business plans, economic projections, and anticipated future cash flows. The Company uses an estimate of the future undiscounted net cash flows of the related asset or asset group over the remaining life in measuring whether the assets are recoverable. Measurement of the amount of impairment, if any, is based upon the difference between the asset's carrying value and estimated fair value. Fair value is determined through various valuation techniques, including cost-based, market and income approaches as considered necessary. Accordingly, the Company recorded no impairment of long-lived assets during the years ended December 31, 2017 and 2016.

q. Goodwill

Goodwill represents the excess of purchase price of an acquisition over the fair value of net assets acquired. Goodwill is not amortized but instead is tested for impairment, at a reporting unit level, annually and when events and circumstances warrant an evaluation. The Company evaluates goodwill on an annual basis, as of the end of the fourth quarter, and whenever events and changes in circumstances indicate that there may be a potential impairment. In making this assessment, management relies on a number of factors, including operating results, business plans, economic projections, anticipated future cash flows, business trends and market conditions. Accordingly, the Company recorded no impairment of goodwill for the years ended December 31, 2017 and 2016.

NOTE 3 GOING CONCERN

The Company continues to accumulate significant operating losses and has an accumulated deficit of \$20,051,184 at December 31, 2017. These factors raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the issuance of these financial statements. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Management has taken a number of actions to reduce expenses. Management is seeking additional funding through the capital markets to facilitate the settlement of the remaining debentures, as well as to provide operating capital for its operations. However, there is no assurance that additional funding will be available on acceptable terms, if at all.

## NOTE 4 -

## FIXED ASSETS

Fixed assets and related depreciation for the period are as follows:

|                               | December 31, | December 31, |
|-------------------------------|--------------|--------------|
|                               | 2017         | 2016         |
| Machinery and equipment       | \$ 132,002   | \$ 132,002   |
| Furniture and fixtures        | 2,697        | 2,697        |
| Computer and office equipment | 2,390        | 2,390        |
| Leasehold improvements        | 10,164       | 10,164       |
| Accumulated depreciation      | (147,253)    | (147,253)    |
| <br>Total Fixed Assets        | <br>\$ -     | <br>\$ -     |

Depreciation expense for the years ended December 31, 2017, and 2016, was \$-0- and \$-0-, respectively.

## NOTE 5 -

## INVENTORIES

Inventory consisted of the following at December 31, 2017 and 2016:

|                      | December 31, |          | December 31, |          |
|----------------------|--------------|----------|--------------|----------|
|                      | 2017         |          | 2016         |          |
| Finished goods       | \$           | 241,691  | \$           | 249,619  |
| Inventory allowance  |              | (86,339) |              | (22,652) |
| Total Inventory, net | \$           | 155,352  | \$           | 226,967  |

## NOTE 6 -

## COMMITMENTS AND CONTINGENCIES

Operating Lease Obligations

The Company leases its office and warehouse space under a non-cancelable lease agreement accounted for as operating leases. The Company also leases an automobile under a similar non-cancelable lease agreement, which is also accounted for as an operating lease.

**Building Lease - Orem, Utah:** The Company leases a manufacturing and office facility with 6,000 square feet of space. We lease this facility at \$3,480 per month on a lease with an expiration date of November 30, 2020.

Rent expense was \$29,892 and \$34,250 for the years ended December 31, 2017, and 2016, respectively.

**Automobile Lease** The Company currently leases one vehicle with a monthly lease payment of \$629 per month. The automobile lease will expire on July 7, 2021.

Automobile lease expense was \$6,263 and \$7,490 for the years ended December 31, 2017, and 2016, respectively.

Minimum rental payments under the non-cancelable operating leases are as follows:

| Years ending        |  |    | Amount  |
|---------------------|--|----|---------|
| <u>December 31,</u> |  |    |         |
| 2018                |  | \$ | 49,412  |
| 2019                |  |    | 50,669  |
| 2020                |  |    | 48,159  |
| 2021                |  |    | 3,774   |
|                     |  | \$ | 152,014 |

#### NOTE 7 PREFERRED STOCK

In November 2004 the Company amended its Articles of Incorporation so as to authorize 5,000,000 shares of preferred stock. Of this total, 750,000 shares have been designated as Series A Convertible Preferred Stock . As of December 31, 2017and 2016, no shares of the preferred stock are issued and outstanding.

#### Dividends

The holders of the Series A Preferred Stock would be entitled to dividends at the rate of 8 percent per year of the liquidation preference of \$1.00 per share, payable annually, if and when declared by the board of directors. Dividends are not cumulative and the board of directors is under no obligation to declare dividends.

Convertibility

Upon the potential approval by the Board of Directors, Series A Preferred Stock may be convertible into the Company's common stock by dividing \$1.00 plus any unpaid dividends by 50% of the five day average closing bid price of the common shares.

NOTE 8 -

COMMON STOCK TRANSACTIONS

During the years ended December 31, 2017 and 2016, the following stock transactions occurred:

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During 2017, the Board of Directors approved the issuance of 4,000,000 shares of restricted common stock, valued at \$194,400, to the President/CEO.

During 2017, the Board of Directors approved the issuance of 100,000 shares of restricted common stock, valued at \$4,800 to a Director of the Company.

During 2017, the Board of Directors approved the issuance of 100,000 shares of restricted common stock, valued at \$4,800 to a Director of the Company.

During 2017, the Board of Directors approved the issuance of 81,000 shares of restricted common stock, valued at \$3,888 to the CFO of the Company.

During 2017, the Board of Directors approved the issuance of 500,000 shares of restricted common stock, valued at \$24,000, to employees and 1,130,000 shares of restricted common stock, valued at \$54,240, to consultants for services rendered.

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During 2016, the Board of Directors approved the issuance of 3,356,750 shares of restricted common stock, valued at \$201,495, to the President/CEO.

During 2016, the Board of Directors approved the issuance of 100,000 shares of restricted common stock, valued at \$6,000 to a Director of the Company.

During 2016, the Board of Directors approved the issuance of 100,000 shares of restricted common stock, valued at \$6,000 to a Director of the Company.

During 2016, the Board of Directors approved the issuance of 81,000 shares of restricted common stock, valued at \$4,860 to the CFO of the Company.

During 2016, the Board of Directors approved the issuance of 225,000 shares of restricted common stock, valued at \$13,500, to employees and 579,822 shares of restricted common stock, valued at \$34,789, to consultants for services rendered.

NOTE 9 -

### CONCENTRATIONS OF RISK

#### Cash in Excess of Federally Insured Amount

The Company, at December 31, 2017 and 2016, and at times during those years, had cash balances that exceed the federally insured limits of \$250,000 per depositor per banking institution. The Company has not experienced any losses in these accounts and believes it is not exposed to any significant credit risk with respect to its cash balances.

#### Sales and Accounts Receivable

The Company has three major customers who represent a significant portion of revenue. These three customers represented 54% and 49% of total sales revenue for the year ended December 31, 2017 and 2016, respectively. At December 31, 2017 and 2016, accounts receivable balances from these customers represent 64% and 46% respectively, of the total receivables. The Company has strong relationships with each of these customers and does not believe this



concentration poses a significant risk due to those long-term relationships and uniqueness of the products they purchase from the Company.

NOTE 10 -

LINE OF CREDIT

The Company has a credit line with a commercial bank of \$100,000 secured by its inventory and accounts receivable bearing a variable interest rate, which was 5.50% as of the balance sheet date, and automatically renews so long as the Company is in compliance with the loan covenants. As of December 31, 2017, there was no balance due on that line of credit. The line automatically renews on April 1 of each year and the \$100,000 credit amount was available at December 31, 2017.

The Company has an additional credit line with a different commercial bank of \$50,000 secured by its inventory and accounts receivable bearing a fixed interest rate, which was 7.75% as of the balance sheet date, and automatically renews so long as the Company is in compliance with the loan covenants. As of December 31, 2017, there was no balance due on that line of credit. The line automatically renews on June 7 of each year.

NOTE 11 COMMON STOCK OPTIONS

On December 31, 2007, the Company's Board of Directors approved an equity plan. The equity plan known as the 2007 Equity Incentive Plan (the Plan) reserves up to 6,000,000 shares of the Company's authorized common stock for issuance to officers, directors, employees and consultants under the terms of the Plan. On December 31, 2009, the Company's board of directors amended the Plan to authorize 12,000,000 shares. The Plan permits the Board of Directors to issue stock options and restricted stock. At December 31, 2017 there were no options outstanding. The plan has a current expiration date of December 30, 2019.

NOTE 12 INTANGIBLE ASSETS

Definite lived intangible assets are stated at cost and amortized using the straight-line method. The remaining lives over which the intangible assets will be amortized is approximately 2 years, at which time the intangible assets will become fully amortized.

Intangible assets and related amortization and impairment for the period are as follows:



December 31, 2017

|                | Cost         | Accumulated<br>Amortization | Net Book Value |
|----------------|--------------|-----------------------------|----------------|
| Patents        | \$ 1,403,045 | \$ (1,403,045)              | \$ -           |
| Customer lists | 414,532      | (414,532)                   | -              |
| Totals         | \$ 1,817,577 | \$ (1,817,577)              | \$ -           |

December 31, 2016

|                | Cost         | Accumulated<br>Amortization | Net Book Value |
|----------------|--------------|-----------------------------|----------------|
| Patents        | \$ 1,403,045 | \$ (1,403,045)              | \$ -           |
| Customer lists | 414,532      | (414,532)                   | -              |
| Totals         | \$ 1,817,577 | \$ (1,817,577)              | \$ -           |

Amortization expense for the years ended December 31, 2017, and 2016, was \$0 and \$5,316, respectively.

## NOTE 13 ROYALTIES

A royalty agreement was executed with JMST as a condition of the Company's acquisitions during 2006. Terms of the royalty agreement are as follows:

JMST David Carver will receive a royalty payment on gross revenues related to revenues derived from the Carver Patents or Carver Technology. Such payments are due on revenue in excess of \$500,000 derived from products under the Carver Patents or Carver Technology. The royalty payment is 2.5% on the revenue in excess of \$500,000 and is payable quarterly. Payments are to be made in Reflect Scientific's common stock not to exceed 500,000 shares in total. New products developed from the Carver Technology are subject to a royalty of 3% of gross revenues in excess of \$100,000, with an additional 2% if gross revenues exceed \$600,000. Royalties will also be paid in our common stock annually. Common stock will be valued at \$3.00 per share for these purposes. Royalty payments are only due for years where there are valid Carver Patents.

As sales did not reach or exceed the triggering threshold, no royalty payments were made under the royalty agreement during 2017 and 2016.

## NOTE 14 INCOME TAXES

The provision (benefit) for income taxes for the years ended December 31, 2017 and 2016 consist of the following:

|                     | 2017      | 2016     |
|---------------------|-----------|----------|
| Federal:            |           |          |
| Current             | \$ -      | \$ -     |
| Deferred            | (126,443) | (26,093) |
| State:              |           |          |
| Current             | -         | -        |
| Deferred            | (10,838)  | (807)    |
| Valuation allowance | 137,281   | 26,900   |
|                     | \$ -      | \$ -     |

Net deferred tax assets consist of the following components as of December 31, 2017 and 2016:

| 2017 | 2016 |
|------|------|
|------|------|

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Deferred tax assets (liabilities):

|                                    |    |             |    |             |
|------------------------------------|----|-------------|----|-------------|
| NOL Carryover                      | \$ | 2,509,214   | \$ | 2,364,962   |
| Stock Based Compensation           |    | 240,015     |    | 158,854     |
| Depreciation and Amortization      |    | (481,815)   |    | (355,962)   |
| Inventory Reserves                 |    | 18,490      |    | (3,800)     |
| R&D Tax Credits                    |    | (23,323)    |    | (39,667)    |
| Debenture Interest Payable         |    | (474,381)   |    | (474,381)   |
| Other Reserves                     |    | 13,060      |    | 13,973      |
| Valuation Allowance                |    | (1,801,260) |    | (1,663,979) |
| Net deferred tax asset (liability) | \$ | -           | \$ | -           |

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The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate to pretax income from continuing operations for the years ended December 31, 2017 and 2016 due to the following:

|                               |    | 2017      |    | 2016     |
|-------------------------------|----|-----------|----|----------|
| Tax at statutory rate:        | \$ | (140,766) | \$ | (75,669) |
| Effects of:                   |    |           |    |          |
| Meals and Entertainment       |    | (3,485)   |    | (3,506)  |
| Stock-Based Compensation      |    | (81,161)  |    | (69,369) |
| Depreciation and Amortization |    | 125,853   |    | 125,853  |
| Inventory Reserve             |    | (22,290)  |    | (3,553)  |
| R & D Tax Credits             |    | (16,344)  |    | -        |
| Other, net                    |    | 913       |    | (656)    |
| Change in Valuation Allowance |    | 137,281   |    | 26,900   |
|                               | \$ |           | -  | \$       |
|                               |    |           |    | -        |

At December 31, 2017, the Company had net operating loss carryforwards of approximately \$7,169,183 that may be offset against future income from the year 2017 through 2037.

No tax benefit has been reported in the December 31, 2017 consolidated financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

#### NOTE 15 RELATED PARTY TRANSACTIONS

##### Stock Issuances

In October 2017 the Board of Directors approved the issuance of 4,000,000 shares of restricted common stock to the President/CEO. In December 2017 the Board of Directors approved the issuance of 281,000 shares of restricted common stock to officers and directors. These shares were for compensation. These shares were recorded at the trading price at the time of approval, for an average of \$0.05 per share, resulting in \$231,888 recorded as stock-based compensation expense.

In June 2016, the Board of Directors approved the issuance of 3,365,750 shares of restricted common stock, valued at \$201,945, to the President/CEO. In December 2016 the Board of Directors approved the issuance of 281,000 shares of restricted common stock to officers and directors.

NOTE 16 SUBSEQUENT EVENTS

None.