UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended June 30, 2019

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from _________ to _________

Commission file number: 333-201391

XSPORT GLOBAL, INC.
(Exact name of registrant as specified in its charter)

Wyoming	**80-0873491**
(State or other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
1800 Camden Road, #107-196 **Charlotte, NC**	**28203**
(Address of Principal Executive Offices)	(Zip Code)

(980) 875-4199
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of exchange on which registered
None	N/A	N/A

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer," "accelerated filer," a "smaller reporting company" and an "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer	☐
Non-accelerated filer	Smaller reporting company	☑
	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 7(a)(2)(B) of the Securities Act: ☐

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

As of September 24, 2019, there were 110,867,402 shares of the registrant's common stock outstanding.

XSPORT GLOBAL, INC. AND SUBSIDIARIES
FORM 10-Q
FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 2019
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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

XSPORT GLOBAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	June 30, 2019	September 30, 2018
ASSETS		
Current assets		
Cash	$ 147,702	$ 87,595
Accounts receivable, net	443,163	384,390
Prepaid expenses	32,128	20,900
Total current assets	622,993	492,885
Property and equipment, net	34,186	42,872
Intangible assets, net	117,154	128,647
Total assets	$ 774,333	$ 664,404
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Line of credit	$ 68,310	$ 98,310
Accounts payable and accrued liabilities	2,791,516	2,143,930
Accrued compensation to related parties	341,918	341,507
Current portion of long-term note payable	7,392	7,463
Notes payable - related parties	126,943	120,959
Current portion of convertible notes payable, net	512,041	146,816
Current portion of convertible notes payable - related parties	93,176	111,746
Derivative liability	290,472	-
Total current liabilities	4,231,768	2,970,731
Long-term note payable, net	12,016	19,067
Long-term convertible notes payable, net	404,864	398,424
Long-term convertible notes payable, related party, net	15,000	15,000
Total long-term liabilities	431,880	432,491
Total liabilities	4,663,648	3,403,222
Commitments and contingencies (note 16)		
Stockholders' deficit		
Preferred stock, 10,000,0000 shares authorized; par value $0.001; no shares issued or outstanding	-	-
Common stock, 5,000,000,0000 shares authorized; par value $0.001; 52,432,303 and 37,206,807 shares issued and outstanding as of June 30, 2019 and September 30, 2018, respectively	52,432	37,207
Additional paid-in capital	9,090,964	7,712,414
Accumulated deficit	(13,032,711)	(10,488,439)
Total stockholders' deficit	(3,889,315)	(2,738,818)
Total liabilities and stockholders' deficit	$ 774,333	$ 664,404

The accompanying footnotes are in integral part of these unaudited condensed consolidated financial statements.

XSPORT GLOBAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended June 30, 2019	For the Three Months Ended June 30, 2018	For the Nine Months Ended June 30, 2019	For the Nine Months Ended June 30, 2018
Revenue, net	$ 645,850	$ -	$ 1,814,158	$ -
Cost of revenue	401,570	-	1,100,637	
Gross profit	244,280	-	713,521	
Operating expenses:				
Research and development	-	6,905	16,170	61,380
General and administrative	1,045,100	349,672	2,496,875	783,618
Total operating expenses	1,045,100	356,577	2,513,045	844,998
Loss from operations	(800,820)	(356,577)	(1,799,524)	(844,998)
Other expense:				
Interest expense	208,338	9,495	589,695	26,713
Loss on settlement	18,968	-	18,968	-
Change in fair value of derivative liability	10,240	-	10,240	-
	237,546	9,495	618,903	26,713
Net loss	(1,038,366)	(366,072)	(2,418,427)	(871,711)
Deemed dividend for warrant down round feature	(93,257)	-	(125,845)	-
Net loss applicable to common stockholders	$ (1,131,623)	$ (366,072)	$ (2,544,272)	$ (871,711)
Net loss per common share - common stockholders - basic and diluted	$ (0.02)	$ (0.01)	$ (0.06)	$ (0.03)
Weighted average shares outstanding - basic and diluted	45,634,158	30,386,388	41,219,946	30,040,980

The accompanying footnotes are in integral part of these unaudited condensed consolidated financial statements.

XSPORT GLOBAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT
For the Three and Nine Months Ended June 30, 2019
(Unaudited)

	Common Stock Shares	Common Stock Amount	Additional paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
Balance, September 30, 2018	37,206,807	$ 37,207	$ 7,712,414	$ (10,488,439)	$ (2,738,818)
Common stock issued for cash	333,334	333	24,667	-	25,000
Shares issued for deferred wages of related parties	1,883,359	1,883	134,927	-	136,810
Stock based compensation - related parties	4,896,967	4,898	295,416	-	300,314
Shares issued for third-party services	4,543,333	4,543	272,064	-	276,607
Beneficial conversion feature on convertible debt	-	-	355,193	-	355,193
Shares issued for conversion of debt	917,192	917	24,083	-	25,000
Shares issued for settlement	2,651,311	2,651	116,748		119,399
Warrants issued with convertible debt recorded as debt discount	-	-	29,607	-	29,607
Deemed dividend	-	-	125,845	(125,845)	-
Net loss	-	-	-	(2,418,427)	(2,418,427)
Balance, June 30, 2019	52,432,303	$ 52,432	$ 9,090,964	$ (13,032,711)	$ (3,889,315)
Balance, March 31, 2019	42,954,578	$ 42,955	8,404,163	$ (11,901,088)	$ (3,453,970)
Shares issued for deferred wages of related parties	643,667	644	43,190	-	43,834
Stock based compensation - related parties	972,222	972	40,859	-	41,831
Shares issued for third-party services	4,293,333	4,293	238,164	-	242,457
Beneficial conversion feature on convertible debt	-	-	130,500	-	130,500
Shares issued for conversion of debt	917,192	917	24,083	-	25,000
Shares issued for settlement	2,651,311	2,651	116,748		119,399
Deemed dividend	-	-	93,257	(93,257)	-
Net loss	-	-	-	(1,038,366)	(1,038,366)
Balance, June 30, 2019	52,432,303	$ 52,432	$ 9,090,964	$ (13,032,711)	$ (3,889,315)

The accompanying footnotes are in integral part of these unaudited condensed consolidated financial statements.

XSPORT GLOBAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT
For the Three and Nine Months Ended June 30, 2018
(Unaudited)

	Common Stock Shares	Common Stock Amount	Additional paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
Balance, September 30, 2017	28,908,989	$ 28,909	$ 7,017,971	$ (9,336,112)	$ (2,289,232)
Common stock issued for cash	3,414,444	3,414	316,620	-	320,034
Stock based compensation	3,316,707	3,317	262,464	-	265,781
Net loss	-	-	-	(871,711)	(871,711)
Balance, June 30, 2018	35,640,140	$ 35,640	$ 7,597,055	$ (10,207,823)	$ (2,575,128)
Balance, March 31, 2018	29,990,046	$ 29,990	$ 7,148,242	$ (9,841,751)	$ (2,663,519)
Common stock issued for cash	2,333,387	2,333	197,701	-	200,034
Stock based compensation	3,316,707	3,317	251,112	-	254,429
Net loss	-	-	-	(366,072)	(366,072)
Balance, June 30, 2018	35,640,140	$ 35,640	$ 7,597,055	$ (10,207,823)	$ (2,575,128)

XSPORT GLOBAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended June 30, 2019	For the Nine Months Ended June 30, 2018
Cash flows used in operating activities:		
Net loss	$ (2,418,427)	$ (871,711)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	12,483	1,170
Amortization of intangible assets	11,493	-
Amortization of debt discount and derivative liability recognition	520,466	9,166
Change in fair value of derivative liability	10,240	-
Shares issued for third-party services	276,607	-
Stock-based compensation - related parties	300,314	158,906
Loss on settement	18,968	-
Accrued interest	23,247	17,527
Changes in operating assets and liabilities:		
Accounts receivable	(58,773)	-
Prepaid expenses	(11,228)	(15,900)
Accounts payable and accrued liabilities	748,016	293,938
Accrued compensation to related parties	137,221	11,232
Net cash used in operating activities	(429,373)	(395,672)
Cash flows from investing activities:		
Purchase of property and equipment	(3,797)	-
Net cash used in investing activities	(3,797)	-
Cash flows from financing activities:		
Proceeds from convertible notes payable, net	505,400	-
Payments on convertible notes payable, related parties	-	(41,909)
Payments on notes payable	(7,123)	-
Payment on line of credit	(30,000)	-
Proceeds from sale of common stock	25,000	320,034
Net cash provided by financing activities	493,277	278,125
Increase (decrease) in cash	60,107	(117,547)
Cash – beginning of period	87,595	186,881
Cash – end of period	$ 147,702	$ 69,334
Supplementary cash flow information:		
Interest paid	$ 8,409	$ -
Income taxes paid	$ -	$ -
Non-cash investing and financing activities:		
Shares issued for accrued compensation of related parties	$ 136,810	$ -
Shares issued for conversion of debt	$ 25,000	$ -
Shares issued for settlement	$ 119,399	$ -
Accounts payable and accrued expenses settled for common stock - related parties	$ -	$ 106,875
Beneficial conversion feature on convertible notes	$ 355,193	$ -
Warrants issue in connection with debt recorded as debt discount	$ 29,607	$ -
Deemed dividend for warrant down round feature	$ 125,845	$ -

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

XSPORT GLOBAL, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 - NATURE OF THE ORGANIZATION AND BASIS OF PRESENTATION

XSport Global, Inc. and Subsidiary (the "Company", "XSport" "us," "our" or "we"), formerly known as TeleHealthCare, Inc. ("TeleHealthCare"), was incorporated under the laws of the State of Wyoming on December 10, 2012. Prior to the reverse merger described below, TeleHealthCare developed platforms in the telehealth industry.

On September 11, 2017, TeleHealthCare executed an Agreement and Plan of Merger (the "Merger Agreement") with XSport Global, Inc., a North Carolina corporation, and HT Acquisition Corp., a Wyoming corporation and wholly-owned subsidiary of XSport Global, Inc. (the "Acquisition") whereby the Acquisition was merged with and into the Company (the "Merger") in consideration for 52,500,000 newly-issued shares of Common Stock of the Company (the "Merger Shares") (17,500,000 shares post-reverse split). As a result of the Merger, XSport became a wholly-owned subsidiary of TeleHealthCare, and following the consummation of the Merger and giving effect to the retirement of approximately 15,666,666 shares (leaving approximately 7,957,666 post-split shares remaining prior to the Merger), and the sale of approximately 3,451,322 post-split shares at the Merger to accredited investors, the stockholders of XSport became beneficial owners of approximately 61% of our issued and outstanding common stock. Certain assets and liabilities of the original TeleHealthCare were then spun off, including assets and liabilities associated with CarePanda, with the Company assuming approximately $195,000 of remaining liabilities and changing the name of the newly merged company to XSport Global, Inc.

As a result of the Merger, the 17,325,000 post-split newly-issued shares were issued to the pre-existing XSport shareholders for all of the outstanding capital stock of XSport. XSport assumed net liabilities totaling $194,632, with the remaining assets and liabilities assumed by MD Capital Advisors, Inc., a Company owned by TeleHealthCare's former CEO, in a split-off agreement. For accounting purposes, XSport was deemed to be the accounting acquirer in the transaction and, consequently, the transaction was treated as a recapitalization of the Company. Accordingly, XSport's assets, liabilities and results of operations became the historical consolidated financial statements of the Company and the Company's assets, liabilities and results of operations was consolidated with XSport effective as of the date of the Merger. No step-up in basis or intangible assets or goodwill was recorded in this transaction.

On August 28, 2017, our Board of Directors approved a reverse stock split of our issued and authorized shares of common on the basis of three (3) shares for one (1) new share. Our shareholders approved the reverse split through a special meeting held on November 2, 2017. FINRA effected the reverse stock split in July 2018. Our authorized common stock remained unchanged with 500,000,000 shares of common stock. No fractional shares were issued in connection with the reverse stock split. Additionally, the Board of Directors and shareholders approved the authorization of 10,000,0000 shares of blank check preferred stock with a par value of $0.001 per share. All share or per share information included in these consolidated financial statements gives effect to the reverse split.

On March 22, 2018, the Board of Directors and Majority Shareholders approved an amendment to our Articles of Incorporation to change our name to XSport Global, Inc.

As a result of the Merger with XSport Global, our business plan has shifted to mobile applications for athletes of all ages and all skill levels, designed to engage and improve cognitive abilities. We are focused on developing a unique, industry-leading iOS and Android cognitive training mobile device application platform called XSport Global that we believe is differentiated from other players in the cognitive training space with a primary focus on the youth sports markets.

XSport Global, Inc.

HeadTrainer, Inc. was incorporated in the state of North Carolina on May 13, 2014. It subsequently changed its original name of Head Trainer, Inc. to HeadTrainer, Inc, then subsequently to XSport Global, Inc.

XSport Global (formerly known as HeadTrainer, Inc.) was established to create, develop, promote, market, produce, and distribute online/mobile application cognitive training tools initially intended for the youth, millennial and adult sports markets. The Corporation initially intends to outsource product manufacturing, distribution and the majority of its marketing efforts. The Corporation may work in conjunction with other organizations that provide computer programming, graphic design, and marketing expertise, and/or accomplish these same tasks in-house.

Shift Now Acquisition

On August 28, 2018, the Company entered into a stock purchase agreement (the “Agreement”) whereby the Company agreed to acquire all of the outstanding capital stock of Shift Now, Inc., a North Carolina corporation (“Shift Now”). The purchase price consisted of 700,000 shares of our common stock, par value $0.001 per share, with a value of $0.075 per share totaling $52,500, (of which 250,000 shares are contingent on meeting future performance targets) and two convertible promissory notes for $30,000.

Also, on August 28, 2018, the Company entered into an employment agreement (the “Employment Agreement”) with Kristi Griggs, the former principal shareholder of Shift Now (the “Employee”) to serve as Executive Vice President of the Company’s Shift Now Division (See note 7). Additionally, as additional consideration, the Company shall issue the Employee 150,000 shares of Common Stock at the 12-month anniversary of execution of the Employment Agreement. These shares have not yet been issued. Employee shall receive an additional 150,000 shares of Common Stock upon the 24-month anniversary of the Employment Agreement.

Shift Now is a full-service strategic, creative and digital marketing agency.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles (“GAAP”) for interim financial statements, instructions to Form 10-Q and Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted. These unaudited condensed consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in our annual report on Form 10-K for the year ended September 30, 2018. In management's opinion, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation to make our financial statements not misleading have been included. The results of operations for the interim periods are not necessarily indicative of the results to be expected for the full year, or any other period.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Company’s unaudited consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). The Company has a September 30 year-end.

Basis of Consolidation

The consolidated financial statements include the accounts of XSport Global, Inc. and its wholly-owned subsidiaries HeadTrainer, Inc. and Shift Now, Inc. All significant intercompany transactions have been eliminated in consolidation.

Business Segments

The Company has two business segments. XSport Global is focused on the development and sale software applications through subscriptions to end users. Shift Now provides marketing services to businesses.

Use of Estimates

The preparation of unaudited consolidated financial statements in accordance with United States GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the unaudited condensed consolidated financial statements and the reported amounts of revenue and expenses in the reporting period. The Company regularly evaluates estimates and assumptions related to useful life and recoverability of long-lived assets, valuation of shares for services and assets, deferred income tax asset valuations and loss contingencies. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

Cash

For purposes of the statement of cash flows, the Company considers all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents. There is no restricted cash or cash equivalents.

Revenue Recognition

The Company recognizes revenue in accordance with ASC 606 "Revenue from Contracts with Customers". The standard outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. In applying the revenue recognition model to contracts with customers, an entity: (1) identifies the contract(s) with a customer; (2) identifies the performance obligations in the contract(s); (3) determines the transaction price; (4) allocates the transaction price to the performance obligations in the contract(s); and (5) recognizes revenue when (or as) the entity satisfies a performance obligation.

XSport

XSport recognizes revenue from the sale of its software application thorough subscriptions received from end users. XSport had no revenues from its application during the three and nine months ended June 30, 2019 and 2018.

Shift Now

Shift Now recognizes service revenue when the service is completed under ASC Topic 606. The Company records project revenue and expenses as net revenue for projects where the Company receives payments from customers and has limited credit risk (acts as an agent versus principal).

Accounts Receivable

Accounts receivable are reported at their outstanding unpaid principal balances net of allowances for uncollectible accounts. The Company provides for allowances for uncollectible receivables based on management's estimate of uncollectible amounts considering age, collection history, and any other factors considered appropriate. The Company writes off accounts receivable against the allowance for doubtful accounts when a balance is determined to be uncollectible. As of June 30, 2019 and September 30, 2018, the Company's allowance for doubtful accounts was $10,000 and $10,000, respectively.

Property and Equipment

Property and equipment consists of computer equipment, and furniture and fixtures, and is recorded at cost, less accumulated depreciation. Property and equipment is depreciated on a straight-line basis over its estimated life of three to seven years. We assess the impairment of long-lived assets on an ongoing basis and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Our impairment review process is based upon an estimate of future undiscounted cash flows. Factors we consider that could trigger an impairment review include significant underperformance relative to expected historical or projected future operating results and significant negative industry or economic trends. Based on our analysis, there have been no impairment charges recorded during the nine months ended June 30, 2019 and 2018.

Intangible Assets

The Company periodically reviews the carrying value of intangible assets to determine whether impairment may exist. Intangible assets are assessed annually, or when certain triggering events occur, for impairment using fair value measurement techniques. These events could include a significant change in the business climate, legal factors, a decline in operating performance, competition, sale or disposition of a significant portion of the business, or other factors. Specifically, an impairment test is used to identify potential impairment by comparing the fair value of a reporting unit with its carrying amount. The Company uses level 3 inputs and a discounted cash flow methodology, along to estimate the fair value of a reporting unit. A discounted cash flow analysis requires one to make various judgmental assumptions including assumptions about future cash flows, growth rates, and discount rates. The assumptions about future cash flows and growth rates are based on the Company's budget and long-term plans. Discount rate assumptions are based on an assessment of the risk inherent in the respective reporting units.

Convertible Notes Payable and Derivative Liability

The Company had convertible notes outstanding at June 30, 2019 with default payment provisions (default provisions that required payment ranging from 150% to 200% of the outstanding principal amount plus accrued interest). The Company determined that the default provision is an embedded component that qualifies as a derivative which should be bifurcated from the convertible notes and separately accounted for in accordance with FASB ASC 815, "Derivatives and Hedging". ASC 815 –15–25–42 establishes criteria to determine whether puts are closely and clearly related to a debt host should the debt contain a substantial premium or default provision (one that is greater than 10% of the principal resulting from puts that require payoff for more than 110% of principal amount outstanding). The embedded derivative is recorded at fair value on the date of issuance and marked-to-market at each balance sheet date with the change in the fair value recorded as income or expense in the statement of operations."

Income Taxes

The Company accounts for income taxes using the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax reporting purposes and for operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply in the years in which these temporary differences are expected to be recovered or settled. A valuation allowance is established to reduce net deferred tax assets to the amount expected to be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in results of operations in the period that includes the enactment date. The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being recognized. Changes in recognition and measurement are reflected in the period in which the change in judgment occurs. Interest and penalties related to unrecognized tax benefits are included in income tax expense.

The Tax Cuts and Jobs Act (the Act) was enacted on December 22, 2017. The Act reduces the US federal corporate tax rate from 35% to 21% and required the Company to re-measure certain deferred tax assets and liabilities based on the rates at which they are anticipated to reverse in the future, which is generally 21%. The Company has reflected the aspects of the Act as it relates our calculations as of September 30, 2018.

Fair value

Financial instruments consist principally of cash, accounts receivable, accounts payable and accrued liabilities, line of credit, notes payable, convertible notes payable, and derivative liability. Except for the derivative liability (see table below), the recorded values of all financial instruments approximate their current fair values because of their nature and respective relatively short maturity dates or durations.

The Company measures and discloses the estimated fair value of financial assets and liabilities using the fair value hierarchy prescribed by US GAAP. The fair value hierarchy has three levels, which are based on reliable available inputs of observable data. The hierarchy requires the use of observable market data when available. The three-level hierarchy is defined as follows:

- Level 1 - Valuation is based upon unadjusted quoted market prices for identical assets or liabilities in accessible active markets.
- Level 2 - Valuation is based upon quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; or valuations based on models where the significant inputs are observable in the market.
- Level 3 - Valuation is based on models where significant inputs are not observable. The unobservable inputs reflect a company's own assumptions about the inputs that market participants would use.

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial statement. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Our derivative liabilities have been valued as Level 3 instruments.

	Level 1	**Level 2**	**Level 3**	**Total**
Fair value of convertible note derivative liability – June 30, 2019	$ –	$ –	$ 290,472	$ 290,472

The fair value of the derivative liability was based on the default provisions of the convertible notes. The Company recorded derivative liabilities of $290,472 related to our convertible notes during the nine months ended June 30, 2019.

Research and development expenses

Research and development expenses are expensed as incurred and are primarily comprised of product development.

Warrants

The Company has issued warrants in connection with financing arrangements. Warrants that do not qualify to be recorded as permanent equity are recorded as liabilities at their fair value using the Black- Scholes option pricing model. The relative fair value of the warrants, using the Black-Scholes model, is recorded in additional paid-in capital and as a debt discount. For warrants issued for services, the relative fair value is recorded in additional paid-in capital and stock-based compensation. For warrants with down round provisions, a deemed dividend is recorded for the change in fair value of the warrants when the down round provision is triggered.

Share-based Compensation

The Company measures the cost of awards of equity instruments based on the grant date fair value of the awards. That cost is recognized on a straight-line basis over the period during which the employee is required to provide service in exchange for the entire award. The fair value of stock options on the date of grant is calculated using the Black-Scholes option pricing model, based on key assumptions such as the fair value of common stock, expected volatility and expected term. The Company's estimates of these important assumptions are primarily based on third-party valuations, historical data, peer company data and the judgment of management regarding future trends and other factors.

Equity Instruments Issued for Services

Issuances of the Company's common stock for services is measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The measurement date for the fair value of the equity instruments issued to employees and board members is determined at the earlier of (i) the date at which a commitment for performance to earn the equity instruments is reached (a "performance commitment" which would include a penalty considered to be of a magnitude that is a sufficiently large disincentive for nonperformance) or (ii) the date at which performance is complete. When it is appropriate for the Company to recognize the cost of a transaction during financial reporting periods prior to the measurement date, for purposes of recognition of costs during those periods, the equity instrument is measured at the then-current fair values at each of those financial reporting dates. Based on the applicable guidance, the Company records the compensation cost but treats forfeitable unvested shares as unissued until the shares vest.

Advertising Costs

The Company expenses the costs of advertising when the advertisements are first aired or displayed. All other advertising and promotional costs are expensed in the period incurred. Total advertising expense for the period ended June 30, 2019 and 2018 was $0 and $0, respectively. The Company's mobile device application was inactive and not sold during the three and nine months ended June 30, 2019 and 2018.

Earnings (Loss) Per Share ("EPS")

Basic EPS is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding. Diluted EPS includes the effect from potential issuance of common stock, such as stock issuable pursuant to the exercise of stock options and warrants and the assumed conversion of convertible notes.

The following table summarizes the securities that were excluded from the diluted per share calculation because the effect of including these potential shares was antidilutive even though the exercise price could be less than the average market price of the common shares:

	Three and Nine Months Ended June 30,	
	2019	**2018**
Convertible notes	53,446,854	4,298,984
Warrants	5,503,930	1,263,989
Potentially dilutive securities	58,950,784	5,562,973

Recent Accounting Pronouncements

On May 10, 2017, the Financial Accounting Standards Board ("FASB") issued an Accounting Standards Update ("ASU") 2017-09 "Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting", which provides guidance to clarify when to account for a change to the terms or conditions of a share-based payment award as a modification. Under the new guidance, modification accounting is required only if the fair value, the vesting conditions, or the classification of the award (as equity or liability) changes as a result of the change in terms or conditions. The guidance is effective prospectively for all companies for annual periods beginning on or after December 15, 2017. Early adoption is permitted. The Company determined that the adoption of this ASU had no material impact on its financial position or results of operations.

In March 2016, the FASB issued ASU 2016-09, Compensation - Stock Compensation (Topic 718): Improvement to Employee Share-Based Payment Accounting. The new standard contains several amendments that will simplify the accounting for employee share-based payment transactions, including the accounting for income taxes, forfeitures, statutory tax withholding requirements, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The changes in the new standard eliminate the accounting for excess tax benefits to be recognized in additional paid-in capital and tax deficiencies recognized either in the income tax provision or in additional paid-in capital. The ASU is effective for annual reporting periods beginning after December 15, 2017, and interim periods within annual reporting periods beginning after December 15, 2018. The Company determined that the adoption of this ASU had no material impact on its financial position or results of operations.

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-02, "Leases (Topic 842)." ASU 2016-02 requires that a lessee recognize the assets and liabilities that arise from operating leases. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. In transition, lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. This amendment will be effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The FASB issued ASU No. 2018-10 "Codification Improvements to Topic 842, Leases" and ASU No. 2018-11 "Leases (Topic 842) Targeted Improvements" in July 2018, and ASU No. 2018-20 "Leases (Topic 842) - Narrow Scope Improvements for Lessors" in December 2018. ASU 2018-10 and ASU 2018-20 provide certain amendments that affect narrow aspects of the guidance issued in ASU 2016-02. ASU 2018-11 allows all entities adopting ASU 2016-02 to choose an additional (and optional) transition method of adoption, under which an entity initially applies the new leases standard at the adoption date and recognizes a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. The Company will adopt this guidance beginning with its first quarter ended December 31, 2019. Management does not expect to have a material impact upon adoption.

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

NOTE 3 - LIQUIDITY, UNCERTAINTIES AND GOING CONCERN

The Company is subject to a number of risks similar to those of early stage companies, including dependence on key individuals, the difficulties inherent in the development of a commercial market, the potential need to obtain additional capital necessary to fund the development of its products, and competition from larger companies.

These unaudited condensed consolidated financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has a working capital deficiency of approximately $3.6 million, has incurred a loss since inception resulting in an accumulated deficit of approximately $13.0 million as of June 30, 2019, and further losses are anticipated in the development of its business raising substantial doubt about the Company's ability to continue as a going concern. The ability to continue as a going concern is dependent upon the Company generating profitable operations in the future and/or obtaining the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management intends to finance operating costs over the next twelve months from the date of the issuance of these unaudited condensed consolidated financial statements with existing cash on hand and loans from directors and/or the private placement of common stock. There is, however, no assurance that the Company will be able to raise any additional capital through any type of offering on terms acceptable to the Company and cash on hand will not be sufficient for the next twelve months from the issuance of these financial statements.

NOTE 4 – PROPERTY AND EQUIPMENT, NET

The Company's property and equipment, net consists of the following:

	June 30, 2019	September 30, 2018
Computer equipment	$ 18,099	$ 14,302
Autos	37,308	37,308
	55,407	51,610
Less: accumulated depreciation	(21,221)	(8,738)
	$ 34,186	$ 42,872

Depreciation expense was $12,483 and $1,170 for the nine months ended June 30, 2019 and 2018, respectively.

NOTE 5 – INTANGIBLE ASSETS, NET

The Company's intangible assets, net consist of the following:

	June 30, 2019	September 30, 2018
Trade name and trademarks	$ 10,000	$ 10,000
Customer base	119,924	119,924
	129,924	129,924
Less: accumulated amortization	(12,770)	(1,277)
	$ 117,154	$ 128,647

The intangible assets have an estimated useful life ranging from 5 to 9 years.

Total amortization expense related to the intangible assets during the nine months ended June 30, 2019 was $11,493, resulting in an unamortized balance of $117,154 as of June 30, 2019.

NOTE 6 – ACQUISITION

Shift Now, Inc.

On August 28, 2018, the Company entered into a stock purchase agreement to acquire all of the outstanding capital stock of Shift Now for a total purchase price of $82,500. The purchase price included 700,000 shares of our common stock with a value of $52,500 and a convertible promissory note for $30,000. 250,000 shares of the 700,000 shares are contingent on future performance targets.

The total purchase price for Shift Now was allocated as follows:

Intangible assets	$	129,924
Cash		123,625
Current assets		306,125
Note receivable – related party		3,183
Property and equipment		44,259
Line of credit		(98,310)
Note payable		(30,000)
Current liabilities		(396,306)
Total net assets acquired	$	82,500
The purchase price consists of the following:		
Convertible notes payable – related party	$	30,000
Common Stock		52,500
Total purchase price	$	82,500

Amortization of the intangible assets are deductible for tax purposes.

Intangible assets consist of customer base totaling $119,924 and trade name and trademarks totaling $10,000, with an estimated remaining useful life of 9 years and 5 years, respectively.

Proforma Information

The accompanying unaudited condensed consolidated financial statements include the results of operations of Shift Now for the nine months ended June 30, 2019, of which Shift Now contributed approximately $1,814,000 of revenue and a net loss of approximately $96,000.

The following unaudited pro forma information presents the unaudited condensed consolidated results of the Company's operations and the results of the acquisition of Shift Now had it been consummated on October 1, 2017. Such unaudited pro forma information is based on historical unaudited financial information with respect to the Shift Now acquisition and does not include operational or other charges which might have been affected by the Company, including any pro forma adjustments for amortization of intangible assets which approximates $1,277 per month. The unaudited pro forma information for the nine months ended June 30, 2018 presented below is for illustrative purposes only and is not necessarily indicative of the results which would have been achieved or results which may be achieved in the future:

	Three Months Ended June 30, 2018	Nine Months Ended June 30, 2018
Net revenue	$ 517,594	$ 2,028,095
Cost of revenues	288,165	1,586,598
Operating expenses	621,560	1,655,949
Net loss	$ (401,326)	$ (941,166)
Net loss per share – basic and diluted	$ (0.01)	$ (0.03)

NOTE 7- RELATED PARTIES

In June 2014, the Company entered into an agreement with HIP, LLC ("HIP"), a company owned by the Company's former Chairman, Mr. Maurice Durschlag. Per the agreement, in exchange for the intellectual property consisting of certain patents and trademarks, the Company is to pay HIP periodic royalty payments equal to 1.75% of the revenue derived from the sale of any product incorporating the intellectual property. There was no material revenue from these products since the Company's inception. This agreement was voided on November 30, 2018.

On July 24, 2015, the Company entered into a separation agreement and release of liability (the 'Separation Agreement") with the Company's former Chief Executive Officer (the "former CEO") whereby the Company agreed to pay the former CEO a severance payment of $150,000, plus repay a $50,000 unsecured promissory note, on or before December 31, 2017, or within 10 days of the Company receiving $700,000 in cash proceeds from the issuance of debt or equity securities. Additionally, the Company agreed to pay the former CEO a royalty of 0.5% of the Company's gross revenue recognized from June 15, 2015 through January 25, 2018 payable on a quarterly basis. There were no material revenues during this period. The former CEO had initiated legal action against the Company and it received a judgement to collect the unpaid severance payment, promissory note, and royalties. On June 22, 2018, the Company paid $41,909 to the former CEO towards these amounts due, and an additional $25,000, $12,500 and $1,500 in January 2019, $1,500 in February 2019, and $1,500 in March 2019. On June 17, 2019, the Company entered into a Settlement Agreement and Release of All Claims, whereby the Company agreed to settle all outstanding amounts due, including the severance payment of $150,000 and accrued interest on the unsecured promissory note of $7,635, for $60,000 and 2,651,311 shares of common stock, resulting in a loss on settlement of $18,968 for the three and nine months ended June 30, 2019. No liability remains related to this settlement as of June 30, 2019.

On February 1, 2015, the Company entered into an Employment Agreement with one of the Company's founders, Mr. Maurice Durschlag, to serve as Chairman of the Board of Directors (the "Former Chairman and current Director and CMO"). As of June 30, 2019 and September 30, 2018, a total of $27,750, remains accrued for this agreement and is included in accrued compensation to related parties on the accompanying balance sheet.

On September 15, 2017, we entered into an amended employment agreement with Mr. Maurice Durschlag as our CMO. Under the terms of the employment agreement, Mr. Durschlag is considered an "At Will" employee and shall receive annual compensation of $120,000 per year. As of June 30, 2019 and September 30, 2018, a total of $107,601 and $87,750 respectively, remains accrued for this agreement and is included in accrued compensation to related parties on the accompanying balance sheet. On September 1, 2018, the Board of Directors approved a resolution to increase the annual compensation under this agreement to $180,000 per year, allow an annual bonus of in the form of stock up to 1% of the total number of shares issued by the Company on last day of each calendar year, extend the term of the agreement through December 31, 2020, modify the stock compensation to 500,000 shares earned in increments of 125,000 per quarter commencing October 1, 2018, and modify the purchase price for the optional deferment of salary from $0.0227 to $0.0681 due the 3 for 1 reverse stock split. During the nine months ended June 30, 2019, the Company issued at total of 881,056 shares of the Company's common stock with a value of $63,975 in payment for unpaid salary under the agreement.

On September 15, 2017, we entered into an amended employment agreement with Mr. Robert Finigan as our former Chairman and CEO. Under the terms of the employment agreement, Mr. Finigan is considered an "At Will" employee and shall receive annual compensation of $150,000 per year and be immediately vested in the Company's health and benefits package. Mr. Finigan was also granted 1,000,000 shares of the Company's common stock (333,333 post-reverse stock split), with a fair value of $22,700, that vests as to 41,667 shares on each of October 1, 2017, January 1, 2018, April 1, 2018, July 1, 2018, October 1, 2018, January 1, 2019, April 1, 2019 and July 1, 2019. Mr. Finigan also may defer up to 50% of his annual salary to purchase an equivalent number of shares in the Company based upon a purchase price of $0.0227 per share. Mr. Finigan is also entitled to reimbursement of business expenses and customary provisions for vacation, sick time and holidays. Determinations with regard to bonus or option grants are made by the Board of Directors. As of June 30, 2019 and September 30, 2018, a total of $53,075 and $42,327, respectively, remains accrued for this agreement and is included in accrued compensation to related parties on the accompanying balance sheet. In June 2018, the Company granted Mr. Finigan 1,263,989 shares and 871,880 shares of common stock for unpaid wages as Chairman and CEO, as well as 241,667 shares for incentives and director services. On September 1, 2018, the Board of Directors approved a resolution to increase the annual compensation under this agreement to $200,000 per year, allow an annual bonus of in the form of stock up to 1% of the total number of shares issued by the Company on last day of each calendar year, extend the term of the agreement through December 31, 2020, modify the stock compensation to 500,000 shares earned in increments of 125,000 per quarter commencing October 1, 2018, and modify the purchase price for the optional deferment of salary from $0.0227 to $0.0681 due the 3 for 1 reverse stock split. During the nine months ended June 30, 2019, the Company issued a total of 1,002,303 shares of the Company's common stock with a value of $72,836 in payment for unpaid salary under the agreement. On May 16, 2019, Robert Finigan resigned as Chief Executive Officer (Principal Executive Officer), Principal Financial Officer and as Chairman of the Board of Directors of the Company.

On August 28, 2018, the Company entered into an employment agreement (the "Employment Agreement") with Kristi Griggs, the former principal shareholder of Shift Now (the "Employee") to serve as Executive Vice President of the Company's Shift Now Division. The Employment Agreement provides that upon consummation of the Merger, Employee shall be entitled to receive a salary of $100,000 per year plus a bonus of 5% of net revenue of clients managed by Employee or 1.5% of total gross revenues of Shift Now to be paid on the last pay period of the month for the prior month's activity. Additionally, as additional consideration, the Company shall issue the Employee 150,000 shares of Common Stock at the 12-month anniversary of execution of the Employment Agreement. These shares have not yet been issued. Employee shall receive an additional 150,000 shares of Common Stock upon the 24-month anniversary of the Employment Agreement. The Employee may receive severance of the greater of six months' salary or $50,000 upon termination of the Employment Agreement and shall be entitled to retain all equity ownership earned as of the date of termination.

In February, 2019, the Company entered an Employment Agreement with its new President and CEO. The Employment Agreement has a two-year term, includes annual compensation of $180,000 per year, the issuance of 5,000,000 shares of the Company's common stock of which 2,000,000 shares vest immediately, with the remainder vesting equally over 12 months. The total unpaid balance under this agreement was $51,000 as of June 30, 2019.

On March 18, 2019, the Company entered an Employment Agreement for the position of Vice President of Business Development. The Employment Agreement has a two-year term, includes annual compensation of $120,000 per year contingent on the successful capital raise of more than $500,000, and the issuance of 2,000,000 shares of the Company's common stock of which 200,000 shares vest immediately, with the remainder vesting equally over 8 quarters of the Employment Agreement. The total unpaid balance under this agreement was $3,000 as of June 30, 2019.

As of June 30, 2019 and September 30, 2018 an additional $99,492 and $46,806, respectively, was accrued for other employees and employer taxes which is included in accrued compensation to related parties on the accompanying unaudited condensed balance sheet.

NOTE 8 – ACCOUNTS PAYABLE, ACCRUED LIABILITIES AND ADJUSTMENT

Accounts payable and accrued liabilities are as:

	June 30, 2019	September 30, 2018
Accounts payable	$ 1,070,674	$ 611,840
Accrued consulting and brand endorsement fees	1,511,666	1,361,666
Accrued other	209,176	170,424
	$ 2,791,516	$ 2,143,930

NOTE 9 – LINE OF CREDIT, NOTES PAYABLE RELATED PARTIES AND NON-RELATED PARTY

Note payable

The Company has a note payable dated January 2017 to a finance company for the finance of an automobile. The note bears interest at 3.25% per and calls for 60 monthly payments of $685 per month through March 2022. Total balance of the note is $19,408 as of June 30, 2019, with current maturities of $7,392 and long-term maturities of $12,016.

Line of Credit

The Company has a $100,000 line of credit with a bank with a balance of $68,310 and $98,310 as of June 30, 2019 and September 30, 2018, respectively. The line bears interest at prime rate (5.50% as of June 30, 2019), or a minimum of 4.5%, is collateralized by substantially all assets of the Company, and matured on May 15, 2019. This line of credit is currently in default.

Notes payable – related parties

Current related party notes payable are as follows at June 30, 2019 and September 30, 2018, respectively:

	June 30, 2019	September 30, 2018
Notes payable, shareholder, 0% interest, unsecured, due upon demand. On May 18, 2016, the noteholder converted the note to an 8% unsecured promissory note due August 1, 2016. This note is in default as of June 30, 2019.	$ 100,000	$ 100,000
Notes payable, shareholder, 0% interest, unsecured, due upon demand	2,000	2,000
	102,000	102,000
Accrued interest	24,943	18,959
	$ 126,943	$ 120,959

Interest expense related to these notes for the nine months ended June 30, 2019 and 2018 was $5,984 and $5,984, respectively.

NOTE 10 – CONVERTIBLE NOTES PAYABLE

Convertible notes payable are as follows at June 30, 2019 and September 30, 2018, respectively:

	June 30, 2019	September 30, 2018
Convertible note payable, including interest at 10%, due December 31, 2016, convertible at $1.47 per share. This note is in default as of June 30, 2019 and continues to accrue interest at 10%.	$ 100,000	$ 100,000
Convertible notes payable dated May 5, 2017, including interest at 10%, due May 5, 2018. On June 28,2019, this note was converted in full for 40,000 shares of the Company's common stock.	-	10,000
Four convertible denture notes payable dated in August and September 2017, including interest at 0% (12% after an event of default) due in August and September of 2020, convertible at any time into shares of the Company's common stock at $0.0615 per share. The Company recorded a debt discount of $25,756 for the beneficial conversion feature upon issuance, with an unamortized balance of $10,136 and $16,576 as of June 30, 2019 and September 30, 2018, respectively. A total of $200,000 of these notes were assumed in the Merger, with $40,000 received in cash subsequent the Merger. These debentures went into default subsequent to June 30, 2019.	229,864	223,424
Three convertible denture notes payable dated in August and September 2018, including interest at 0% (12% after an event of default) due in August and September of 2021, convertible at any time into shares of the Company's common stock at $0.075 per share.	175,000	175,000
Convertible note payable dated December 14, 2018, with principal of $57,000, interest at 8%, due December 14, 2019, convertible after 180 days into shares of the Company's common stock at $0.25 per share, an original issue debt discount of $7,000 and a beneficial conversion feature of $50,000, with an unamortized balance of $2,911 and $27,649, respectively, as of June 30, 2019. The terms of the note include a reduced conversion price at a 25% discount the price of the issuance of subsequent common stock equivalents, resulting in a conversion price of $0.012 per share as of June 30, 2019, due to the June 14, 2019 issuance of the note below. In June 2019, the noteholder converted $15,000 of this note for 877,192 shares of the Company's common stock. This note is currently in default which created a derivative liability with a balance of $8,895 as of June 30, 2019.	11,440	-
Convertible note payable dated December 17, 2018, with principal of $165,000, interest at 18%, due December 17, 2019, convertible at any time into shares of the Company's common stock at a price equal to 65% of the lowest one day trading price during the prior 20 day trading period , with an original issue debt discount of $15,000, and a $24,344 debt discount related to the relative fair value of the warrants issued with the note, and a $70,656 debt discount related to the beneficial conversion feature. The total debt discount was expensed in full as this note is in default as of June 30, 2019. Additionally, the Company recorded a derivative liability with a balance of $55,000, which was transferred to the balance of the note in March 2019, with no derivative liability remaining related to this note as of June 30, 2019. The note includes anti-dilution provisions which may impact the conversion price in the future.	165,000	-
On January 3, 2019, the Company entered into convertible note payable for $53,000, including an original issue discount of $8,300, resulting in net proceeds of $44,700, with interest at 8%, due January 3, 2020, convertible after 180 days at a price of 65% of the average of the lowest two trading prices of the Company's common stock during the 15 trading days prior to conversion, with a $27,006 debt discount, and derivative liability related to the beneficial conversion feature with a balance of $27,534 as of June 30, 2019. The unamortized balance of the original issue discount and beneficial conversion features was $4,252 and $13,836, respectively, as of June 30, 2019. This note is currently in default.	34,912	-

On February 15, 2019, the Company entered into convertible note payable for $75,000, including original issue debt discount of $15,000, resulting in net proceeds of $60,000, with interest at 10%, due October 15, 2020, convertible at any time at a price of 60% of the lowest trading price of the Company's common stock during the 20 trading days prior to conversion, with a $57,356 debt discount related to the beneficial conversion feature and a $2,644 debt discount related to the value of the 37,500 warrants issued with the note (see Note 13). Additionally, the Company recorded a derivative liability due to the default provision with a balance of $72,316 as of June 30, 2019. The unamortized balance of the original issue discount, beneficial conversion feature and warrants was $6,667, $20,767 and $957, respectively as of June 30, 2019. This note is currently in default.	46,609	-
On February 19, 2019, the Company entered into convertible note payable for $43,000, including original issue debt discount of $7,300, resulting in net proceeds of $35,700, with interest at 8%, due February 19, 2020, convertible after 180 days at a price of 60% of the lowest trading price of the Company's common stock during the 20 trading days prior to conversion, with a $21,689 debt discount related to the beneficial conversion feature. Additionally, the Company recorded a derivative liability due to the default provision with a balance of $22,118 as of June 30, 2019. The unamortized balance of the original issue debt discount and beneficial conversion feature was $4,680 and $13,904, respectively, as of June 30, 019. This note is currently in default.	24,416	-
On February 26, 2019, the Company entered into convertible note payable for $62,500, including original issue debt discount of $13,200, resulting in net proceeds of $49,300, with interest at 10%, due November 21, 2019, convertible at any time at a price of 60% of the lowest trading price of the Company's common stock during the 20 trading days prior to conversion, with a $46,681 debt discount related to the beneficial conversion feature and a $2,619 debt discount related to the value of the 37,500 warrants issued with the note (see Note 13). Additionally, the Company recorded a derivative liability due to the default provision with a balance of $60,008 as of June 30, 2019. The unamortized balance of the original issue debt discount, beneficial conversion feature and warrants was $7,226, $21,767, and $1,221 as of June 30, 2019. This note is currently in default.	32,286	-
On June 6, 2019, the Company entered into convertible note payable for $48,000, including original issue debt discount of $7,800, resulting in net proceeds of $40,200, with interest at 8%, due January 6, 2020, convertible after 180 days at a price of 60% of the lowest trading price of the Company's common stock during the 20 trading days prior to conversion, with a $24,126 debt discount related to the beneficial conversion feature. Additionally, the Company recorded a derivative liability due to the default provision with a balance of $24,126 as of June 30, 2019. The unamortized balance of the original issue debt discount and beneficial conversion feature was $7,287 and $22,544, respectively, as of June 30, 2019. This note is currently in default.	18,169	-
On June 14, 2019, the Company entered into convertible note payable for $150,000, including original issue debt discount of $19,500, resulting in net proceeds of $130,500, with interest at 12%, due June 14, 2020, convertible at any time at a price of 55% of the lowest trading price of the Company's common stock during the 20 trading days prior to conversion, with a $130,500 debt discount related to the beneficial conversion feature. Additionally, the Company recorded a derivative liability and a charge to interest expense of $75,395 as of June 30, 2019 due to the default provision. The unamortized balance of the original issue debt discount and beneficial conversion feature was $18,645 and $124,795, respectively, as of June 30, 019. This note is currently in default.	6,560	-
	844,256	508,424
Accrued interest	72,649	36,816
	916,905	545,240
Less current portion	(512,041)	(146,816))
Long-term convertible notes payable, net	$ 404,864	$ 398,424

Interest expense related to these notes for the nine months ended June 30, 2019 and 2018 was $35,833 and $8,544, respectively. Amortization of the debt discounts and non-cash interest was $520,466 and $9,166 for the nine months ended June 30, 2019 and 2018, respectively, and included in interest expense for each period on the accompanying unaudited consolidated statement of operations.

NOTE 11 – CONVERTIBLE NOTES PAYABLE – RELATED PARTIES

Convertible notes payable to related parties are as follow at June 30, 2019 and 2018, respectively:

	June 30, 2019	September 30, 2018
Convertible note payable to brother of former CEO, including interest at 10%, due December 31, 2016, convertible at $1.47 per share. This note is in default as of June 30, 2019 and continues to accrue interest at 10%.	$ 50,000	$ 50,000
Convertible note payable to former CEO, including interest at 10%, due December 31, 2017, convertible at $1.47 per share. The Company paid $41,909 towards this note in June 2018 and $16,500 towards principal ($8,091) and interest ($8,409) during the nine months ended June 30, 2019. The remaining accrued interest of $7,635 was settled on June 17, 2019 (See Note 7).	-	8,091
Convertible notes payable, with a shareholder, dated May 5, 2017, including interest at 10%, due May 5, 2018, convertible into shares of the Company's common stock at $0.0681 per share. This note is currently in default.	5,000	5,000
Convertible notes payable, with a shareholder as part of the purchase price of Shift Now, Inc., dated August 10, 2018, including interest at 5%, convertible into shares of the Company's common stock at $0.075 per share on August 10, 2019. 50% of the principal and interest are due on August 19, 2019, with the balance due August 19, 2020.	30,000	30,000
	85,000	93,091
Accrued interest	23,176	33,655
	108,176	126,746
Less current portion	(93,176)	(111,746)
Long-term convertible notes payable, related parties	$ 15,000	$ 15,000

Interest expense related to these notes for the nine months ended June 30, 2019 and 2018 was $4,443 and $7,874, respectively.

NOTE 12 – COMMON STOCK

On May 13, 2014, the Company filed its Articles of Incorporation with the State of North Carolina Secretary of State giving it the authority to issue 10,000,000 common shares, with no par value. On February 3, 2016, the majority voting common shareholders approved the amendment of the Company's articles of incorporation in order to increase its authorized common stock from 10,000,000 shares to 25,000,000 shares.

On September 11, 2017, TeleHealthCare executed an Agreement and Plan of Merger (the "Merger Agreement") with HeadTrainer, Inc., a North Carolina corporation, and HT Acquisition Corp., a Wyoming corporation and wholly-owned subsidiary of HeadTrainer, Inc. (the "Acquisition") whereby the Acquisition was merged with and into the Company (the "Merger") in consideration for 52,500,000 newly-issued shares of Common Stock of the Company (the "Merger Shares") (17,500,000 shares post-reverse stock split). As a result of the Merger, HeadTrainer became a wholly-owned subsidiary of TeleHealthCare, and following the consummation of the Merger and giving effect to the retirement of approximately 47,000,000 shares (15,666,667 shares post-reverse stock split) (leaving approximately 24,000,000 shares remaining prior to the Merger or 8,000,000 shares post-reverse stock split), and the sale of approximately 10,000,000 shares (3,333,333 shares post-reverse stock split) at the Merger to accredited investors, the stockholders of HeadTrainer, Inc. became beneficial owners of approximately 61% of our issued and outstanding common stock. Certain assets and liabilities of the original TeleHealthCare were then spun off, including assets and liabilities associated with CarePanda, with the Company assuming approximately $195,000 of remaining liabilities and changing the name of the newly merged company to HeadTrainer, Inc. All TeleHealthCare stock options or warrants expired by September 30, 2017. Warrants to purchase an aggregate of 1,500,000 shares of common stock (500,000 shares post-reverse stock split) remain from HeadTrainer, with a total of 2,625,000 HeadTrainer stock options cancelled (875,000 post-reverse stock split).

As a result of the Merger, each HeadTrainer shareholder received approximately 2.53 newly issued shares of TeleHealthCare for every 1 common share of HeadTrainer owned.

Concurrent with Merger, our Board of Directors approved an amendment to our Articles of Incorporation (the "Amendment") to (i) change our name to HeadTrainer, Inc.; (ii) to increase the number of our authorized shares of capital stock to 510,000,000 shares, of which 500,000,000 shares shall be common stock and 10,000,000 shares shall be blank check preferred stock; and (iii) to provide that the Company may take action without a meeting on the written consent of the holders of a majority of the shares entitled to vote at such meeting.

On March 22, 2018, the Board of Directors and Majority Shareholders approved an amendment to our Articles of Incorporation to change our name to XSport Global, Inc.

On August 2, 2019, the Board of Directors amended our Articles of Incorporation to increase the Company's authorized shares of common stock from 500,000,000 shares to 5,000,000,000 shares.

Transactions during the nine months ended June 30, 2018 (all shares are post-reverse stock split):

On October 2, 2017, the Company received proceeds of $60,000 from an accredited investor for the sale of 881,057 shares of the Company's common stock at a price of $0.068 per share.

On January 10, 2018, the Company received aggregate proceeds of $60,000 from two investors for the sale of a total of 200,000 shares of the Company's common stock at a price of $0.30 per share.

In April and May 2018, the Company received aggregate proceeds of $50,030 from two investors for the sale of a total of 333,334 shares of the Company's common stock at a price of $0.15 per share.

In June 2018, the Company received aggregate proceeds of $150,004 from two investors for the sale of a total of 2,000,053 shares of the Company's common stock at a price of $0.075 per share.

During the nine months ended June 30, 2018, the Company's CEO was granted 333,333 shares of restricted common stock as part of future compensation and vested in 125,000 of those shares at $0.0681 per share, with a total value of $8,513 for services pursuant to his employment agreement dated September 15, 2017. These shares have not yet been issued, however, the compensation expense has been recognized. No unvested shares or unrecognized compensation remained as of June 30, 2019.

During the nine months ended June 30, 2018, the Company's Chief Marketing Officer was granted 333,333 shares of restricted common stock as part of future compensation and vested in 125,000 of those shares at $0.0681 per share, with a total value of $8,513 for services pursuant to his employment agreement dated September 15, 2017. These shares have not yet been issued, however, the compensation expense has been recognized. No unvested shares or unrecognized compensation remained as of June 30, 2019.

In June 2018, the Company granted the Company's Chief Marketing Officer an aggregate of 3,316,707 shares of the Company's common stock for services with an aggregate fair value of approximately $248,000, of which $106,875 was credited against accrued payroll due.

Transactions during the nine months ended June 30, 2019 (all shares are post-reverse stock split):

In October 2018, the Company issued 324,749 and 271,094 shares of the Company's common stock the Company's former CEO and current CMO, respectively, at a price of $0.075 per share for payment of deferred wages.

In October 2018, the Company received proceeds of $25,000 from an accredited investor for the sale of 333,334 shares of the Company's common stock at a price of $0.075 per share, under a subscription agreement for 666,667 shares for $50,000.

In January 2019, the Company issued 338,868 and 304,981 shares of the Company's common stock the Company's former CEO and the Company's current CMO, respectively, at a price of $0.075 per share for payment of deferred wages.

In January 2019, the Company issued 125,000 and 125,000 shares of the Company's common stock the Company's former CEO and the Company's current CMO, respectively, at a price of $0.075 per share for incentive payments of under their employment contracts.

In January 2019, the Company issued 582,489 and 388,327 shares of the Company's common stock the Company's former CEO and current CMO, respectively, at a price of $0.075 per share for payment of bonus shares under their employment contracts.

In February 2019, the Company issued 250,000 shares to a consultant for services at a price of $0.075 per share.

Effective March 31, 2019, the Company issued 125,000 and 125,000 shares of the Company's common stock the Company's former CEO and current CMO, respectively, at a price of $0.075 per share for incentive payments of under their employment contracts.

Effective March 31, 2019, the Company issued 2,221,918 shares to our current CEO at a price of $0.075 per share that became vested under his employment agreements.

Effective March 31, 2019, the Company issued 232,011 shares to an employees at a price of $0.075 per share that became vested under his employment agreements.

In April 2019, the Company issued 338,686 and 304,981 shares of the Company's common stock the Company's former CEO and current CMO, respectively, at a price of $0.0681 per share for payment of deferred wages.

On May 13, 2019, the Company issued 3,560,000 shares of the Company's common stock to a consultant as a deposit for future capital raising services at a price of $0.0679 per share.

In May 2019, the Company issued 877,192 shares of the Company's common stock to a noteholder for the conversion of a portion of a note payable totaling $15,000 at a price of $0.0171 per share.

In May 2019, the Company issued 40,000 shares of the Company' common stock to a noteholder for the conversion of a note payable totaling $10,000 at a price of $0.25 per share.

In June 2019, the Company issued 2,651,311 shares of the Company's common stock to the Company's former CEO for settlement of amounts due (See Note 7).

Effective June 30, 2019, the Company issued 750,000 shares to our current CEO at a price of $0.045 per share that became vested under his employment agreement.

Effective June 30, 2019, the Company issued 222,222 shares to an employee at a price of $0.045 per share that became vested under his employment agreement.

In June 2019, the Company issued an aggregate of 733,333 shares of the Company's common stock to third parties for services at a price of $0.022 per share.

NOTE 13 - STOCK OPTIONS AND WARRANTS

As of June 30, 2019, the Company had no outstanding stock options.

Warrants for Common Stock

A summary of warrant activity as of June 30, 2019 is presented below:

	Number Outstanding	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding at October 1, 2017	1,263,988	$ 0.21	6.09	$ –
Granted	–	–	–	–
Exercised	–	–	–	–
Canceled/forfeited/expired	–	–	–	–
Warrants vested and exercisable at September 30, 2018	1,263,988	0.21	5.09	–
Granted	4,239,942	0.02	4.58	–
Exercised	–	–	–	–
Canceled/forfeited/expired	–	–	–	–
Outstanding at March 31, 2018	5,503,930	0.06	4.57	–
Warrants vested and exercisable at June 30, 2019	5,503,930	$ 0.06	4.57	$ –

On April 21, 2016, the Company issued a warrant for 1,895,983 shares of common stock (631,994 shares post-reverse split) to NUWA Consulting Group pursuant to their agreement to purchase common stock. The warrants have a 5-year term and exercise price of $0.21. The Company valued the warrant using the Black-Scholes option pricing model with the following assumptions: dividend yield of zero, expected term of 5 years, risk free rate 1.93 percent, and annualized volatility of 274%. These warrants were not converted in the Merger and remain outstanding.

On May 18, 2016, the Company issued a warrant for 1,895,983 shares of common stock (631,994 shares post-reverse split) under a Debt Restructure and Conversion Agreement with a consultant. The warrants have a 10-year term and an exercise price of $0.21 The Company valued the warrant using the Black-Scholes option pricing model with the following assumptions: dividend yield of zero, contractual term of 10 years, risk free rate of 2.45 percent, and annualized volatility of 277%. These warrants were not converted in the Merger and remain outstanding.

On December 17, 2018, the Company issued a warrant for 372,754 shares of common stock in connection with a convertible note payable. The warrants have a 5-year term and an exercise price of $0.50 per share. The warrant includes an anti-dilution provision whereby the exercise price adjusts to the price included in the issuance of any common stock purchase warrant, option or similar security with a more favorable price during the term of the warrant. The Company valued the warrant at a relative fair value of approximately $24,000 using the Black-Scholes option pricing model with the following assumptions: dividend yield of zero, expected term of 5 years, risk free rate 2.69 percent, and annualized volatility of 247%.

On February 6, 2019, the Company issued a warrant for 37,500 shares of common stock in connection with a convertible note payable. The warrants have a 5-year term and an exercise price of $0.50 per share. The Company valued the warrant at a relative fair value of approximately $3,000 using the Black-Scholes option pricing model with the following assumptions: dividend yield of zero, expected term of 5 years, risk free rate 2.45 percent, and annualized volatility of 247%. The warrant includes an anti-dilution provision whereby the exercise price adjusts to the price included in the issuance of any common stock purchase warrant, option or similar security with a more favorable price during the term of the warrant (currently at $0.016), along with an adjustment to the number of warrant shares related to the aggregate exercise price which adjusted the number shares under the warrant to 1,171,875.

In connection with financing referenced above, the placement agent received of a warrant to purchase 3,750 shares of common stock (117,188 shares after anti-dilution provision above) with terms substantially similar under an Engagement Agency Agreement dated December 7, 2018.

On February 26, 2019, the Company issued a warrant for 37,500 shares of common stock in connection with a convertible note payable. The warrants have a 5-year term and an exercise price of $1.00 per share. The Company valued the warrant at a relative fair value of approximately $3,000 using the Black-Scholes option pricing model with the following assumptions: dividend yield of zero, expected term of 5 years, risk free rate 2.49 percent, and annualized volatility of 241%. The warrant includes an anti-dilution provision whereby the exercise price adjusts to the price included in the issuance of any common stock purchase warrant, option or similar security with a more favorable price during the term of the warrant (currently at $0.16), along with an adjustment to the number of warrant shares related to the aggregate exercise price which would adjusted the number of shares under the warrant to 2,343,750.

In connection with financing referenced above, the placement agent received of a warrant to purchase 3,750 shares of common stock (234,375 shares after anti-dilution provision above) with terms substantially similar under an Engagement Agency Agreement dated December 7, 2018.

The down round anti-dilution provision in the above warrants issued on February 6, 2019 and February 26, 2019 created a deemed dividend to common stockholders of $125,845 which is reflected on the accompanying condensed consolidated statements of operations and stockholders' deficit.

During the nine months ended June 30, 2019, the Company has issued a total of 454,629 warrants with a weighted average term of 5 years and a weighted average exercise price of $0.55. The down round feature of certain warrants created the issuance of an additional 3,784,688 warrants during the period. There were 5,503,930 outstanding at June 30, 2019, with a weighted average exercise price of $0.06, weighted average remaining term of 4.6 years and weighted average intrinsic value of $0.005 per warrant. No warrants were exercised, forfeited or cancelled during the period.

NOTE 14 – CONCENTRATIONS

Significant Customers

As of June 30, 2019, the Company had accounts receivable balances comprising 28%, 20% and 11% of total accounts receivable from three customers.

As of September 30, 2018, the company had accounts receivable balances comprising 28%, 16% and 11% of total accounts receivable from three customers.

During the nine months ended June 30, 2019, the Company had revenues comprising 28%, 18% and 16% of total revenues from three customers.

NOTE 15 – OPERATING LEASE

The Company entered into a lease agreement for office space in August 2017 for a total monthly rental of $1,995 and a term of 24 months.

The Company's subsidiary, Shift Now, entered into a lease for office space in November 8, 2017 for a total monthly rental of $2,500 per month through December 31, 2018. Shift Now renewed this lease through December 31, 2019 at $2,500 per month.

NOTE 16 – COMMITMENTS AND CONTINGENCIES

The Company has endorsement agreements with spokespeople to serve as the Company's brand ambassadors entered in January 2015, providing for cash compensation of $100,000 annually. The agreements have a ten-year term and provide for one-year extensions by agreement of both parties. The future compensation to brand ambassadors is approximately $1,150,000, to be earned during the period from April 1, 2019 to December 31, 2024. In addition, the Company will pay royalties to each spokesperson of .5% per month for all gross subscription revenue received by the Company for US subscriptions and 0.25% per month for all gross product subscription revenue received by the Company for all non-US subscriptions. Accrued royalties under these agreements were not material as of June 30, 2019 or September 30, 2018 as the Company had no product sales. Total accrued expense under these agreements was $600,000 and $450,000 respectively, as of June 30, 2019 and September 30, 2018, respectively.

The Company has endorsement agreements with athletes with dates all expiring in 2017, providing for cash compensation of amounts ranging from $50,000 annually to $150,000 annually. The future compensation to athletes is $0 as of June 30, 2019. In addition, the Company agreed to pay royalties of .5% of revenues from subscribers that identify the selected athlete as their favorite athlete. Accrued royalties under these agreements were not material as of June 30, 2019 as the Company had no product revenues during through June 30, 2019. Total accrued expense related to these agreements was $775,000 as of June 30, 2019, and September 30, 2018. All agreements were expired as of September 30, 2017.

In addition to the royalties to be paid for products sales to brand ambassadors and athletes, the Company is to pay royalties the former CEO and to the Company's Founder as disclosed in Related Party footnote, however there have been no material product sales through June 30, 2019.

The Company is to pay commissions to Apple and Google in consideration for services as the Company's agent and commissionaire for sales of licensed applications to end-users in the amount of 30% of all purchase prices payable to each end-user. The Company's application was inactive during the nine months ended June 30, 2019 and 2018.

On August 28, 2018, the Company entered into a Stock Purchase Agreement with Shift Now (see note 6), which includes the issuance of 125,000 incentive shares of common stock based on gross revenue targets of $500,000 during the 12 months following the closing of the acquisition, which were met but not yet issued, plus an additional 125,000 shares of common stock base on gross revenue targets of $500,000 during the following 12 months.

NOTE 17 - BUSINESS SEGMENT INFORMATION

As of June 30, 2019, the Company had two operating segments, XSport and Shift Now.

The Company's reportable segments are distinguished by types of service, customers and methods used to provide their services. The operating results of these business segments are regularly reviewed by the Company's chief operating decision maker.

The accounting policies of each of the segments are the same as those described in the Summary of Significant Accounting Policies in Note 2. The Company evaluates performance based primarily on income (loss) from operations.

Operating results for the business segments of the Company were as follows:

	XSport	Shift Now	Total
Three months ended June 30, 2019			
Net sales	$ -	$ 645,850	$ 645,850
Loss from operations	$ (790,322)	$ (10,498)	$ (800,820)
Three months ended June 30, 2018			
Net sales	$ -	$ -	$ -
Income (loss) from operations	$ (356,577)	$ -	$ (356,577)
Nine months ended June 30, 2019			
Net sales	$ -	$ 1,814,158	$ 1,814,158
Loss from operations	$ (1,725,868)	$ (73,656)	$ (1,799,524)
Nine months ended June 30, 2018			
Net sales	$ -	$ -	$ -
Income (loss) from operations	$ (844,998)	$ -	$ (844,998)
Total Assets			
June 30, 2019	$ 248,302	$ 526,031	$ 774,333
September 30, 2018	$ 283,485	$ 380,919	$ 664,404

NOTE 18 – SUBSEQUENT EVENTS

In July and August 2019, the Company issued an aggregate of 58,435,099 shares of the Company's common stock to noteholders for the conversion of convertible notes payable totaling $167,745 at prices ranging from $0.001 to $0.014.

On August 22, 2019, the Company entered into convertible note payable for $33,000, including original issue debt discount of $3,000, resulting in net proceeds of $30,000, with interest at 8%, due August 22, 2020, convertible after 180 days at a price of 60% of the lowest trading price of the Company's common stock during the 20 trading days prior to conversion.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q includes a number of forward-looking statements that reflect management's current views with respect to future events and financial performance. Forward-looking statements are projections in respect of future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates." "predicts," "potential" or "continue" or the negative of these terms or other comparable terminology. Those statements include statements regarding the intent, belief or current expectations of us and members of our management team, as well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risk and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled "Risk Factors" set forth in our Annual Report on Form 10-K for the fiscal year ended September 30, 2018, as filed with the Securities & Exchange Commission ("SEC") on January 30, 2019, any of which may cause our company's or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. These risks include, by way of example and without limitation:

- our ability to successfully commercialize and our products and services on a large enough scale to generate profitable operations;
- relationships with our sponsored athletes;
- the retention and availability of key personnel;
- general economic and business conditions;
- substantial doubt about our ability to continue as a going concern;
- our need to raise additional funds in the future;
- our ability to successfully recruit and retain qualified personnel in order to continue our operations;
- our ability to successfully implement our business plan;
- our ability to successfully acquire, develop or commercialize new products and equipment;
- our ability to successfully acquire and integrate other businesses;
- intellectual property claims brought by third parties; and
- ability to successfully demonstrate scientific improvement and claims in identified cognitive areas.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, or performance. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Readers are urged to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the SEC. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in the future operating results over time except as required by law. We believe that our assumptions are based upon reasonable data derived from and known about our business and operations. No assurances are made that actual results of operations or the results of our future activities will not differ materially from our assumptions.

Corporate History and Overview

XSport Global, Inc., formerly known as HeadTrainer, Inc. ("HeadTrainer"), was incorporated on December 10, 2012, under the laws of the State of Wyoming. XSport Global is a leading youth and collegiate sports technology and media holding company focused on developing disruptive sports-centric technologies and related media projects around the world, where sports industries and players are highly regarded. We seek to help athletes achieve their full potential through cognitive training, careers, genetics, recruiting and more. Our flagship company, HeadTrainer, was established to create, develop, promote, market, produce, and distribute online/mobile application cognitive training tools initially intended for the youth, millennial, and adult sports markets. The mobile platform was designed and developed in careful coordination with a team of professionals from the fields of science and medicine, and world-class athletes from a variety of sports.

On August 28, 2017, our Board of Directors approved a reverse stock split of our issued and authorized shares of common on the basis of three (3) shares for one (1) new share. Our shareholders approved the reverse split through a special meeting held on November 2, 2017. FINRA effected the reverse stock split in July 2018. Our authorized common stock remained unchanged with 500,000,000 shares of common stock. No fractional shares were issued in connection with the reverse stock split. Additionally, the Board of Directors and shareholders approved the authorization of 10,000,0000 shares of blank check preferred stock with a par value of $0.001 per share. All share or per share information included in this Form 10-Q gives effect to the reverse split.

On August 2, 2019, the Board of Directors amended our Articles of Incorporation to increase the Company's authorized shares of common stock from 500,000,000 shares to 5,000,000,000 shares.

The Company was considered a shell company until February 8, 2016 when its former Chief Executive Officer acquired the majority of voting control of the Company and adopted the business of TeleHealthCare. On September 11, 2017, TeleHealthCare executed an Agreement and Plan of Merger (the "Merger Agreement") with HeadTrainer, Inc., a North Carolina corporation, and HT Acquisition Corp., a Wyoming corporation and wholly-owned subsidiary of HeadTrainer, Inc. (the "Acquisition") whereby the Acquisition was merged with and into the Company (the "Merger") in consideration for 52,500,000 (17,500,000 post-split) newly-issued shares of Common Stock of the Company (the "Merger Shares"). As a result of the Merger, HeadTrainer became a wholly-owned subsidiary of TeleHealthCare, and following the consummation of the Merger and giving effect to the retirement of approximately 15,666,666 post-split shares (leaving approximately 7,957,666 post-split shares remaining prior to the Merger), and the sale of approximately 3,451,322 post-split shares at the Merger to accredited investors, the stockholders of HeadTrainer, Inc. became beneficial owners of approximately 61% of our issued and outstanding common stock. As a result of the Merger, the 52,500,000 (17,500,000 post-split) newly-issued shares were issued to the pre-existing HeadTrainer shareholders for all the outstanding shares of HeadTrainer common stock. HeadTrainer assumed net liabilities totaling $194,632, with the remaining assets and liabilities assumed by MD Capital Advisors, Inc., a Company owned by TeleHealthCare's former CEO, in a Split-Off Agreement. At the effective time of the Merger, our Board of Directors and officers were reconstituted by the resignation of Derek Cahill and the appointment of Bob Finigan, Maurice Durschlag and Jay Bilas. Subsequently, on October 16, 2017, Mr. Jay Bilas resigned from our Board of Directors.

At the Merger, our Board of Directors approved an amendment to our Articles of Incorporation (the "Amendment") to (i) change our name to HeadTrainer, Inc.; (ii) to increase the number of our authorized shares of capital stock to 510,000,000 shares, of which 500,000,000 shares shall be common stock and 10,000,000 shares shall be blank check preferred stock; and (iii) to provide that the Company may take action without a meeting on the written consent of the holders of a majority of the shares entitled to vote at such meeting.

On March 22, 2018, the Board of Directors and Majority Shareholders approved an amendment to our Articles of Incorporation to change our name to XSport Global, Inc. Our business plan has shifted to mobile applications for athletes of all ages and all skill levels, designed to engage and improve cognitive abilities. We are focused on developing a unique, industry-leading iOS and Android cognitive training mobile device application platform called HeadTrainer that we believe is differentiated from other players in the cognitive training space with a primary focus on the youth sports markets.

On August 28, 2018, the Company acquired all of the outstanding capital stock (the "Shares") of Shift Now, Inc., a North Carolina corporation ("Shift Now"). The purchase price for the Shares was 700,000 shares of our Common Stock and $30,000 consisting of two promissory notes for $15,000 each (the "Notes"). The first promissory note for $15,000 was to be delivered at closing and due within 12 months of the closing. The second promissory note for $15,000 was to be delivered to the Seller no later than the 12-month anniversary of the closing and due within 12 months after issuance. Also, on August 28, 2018, the Company entered into an employment agreement (the "Employment Agreement") with Kristi Griggs, the former principal shareholder of Shift Now, (the "Employee") to serve as Executive Vice President of the Company's Shift Now subsidiary. The Employment Agreement provides that, upon consummation of the Merger, the Employee shall be entitled to receive a salary of $100,000 per year plus a bonus of 5% of net revenue of clients managed by Employee or 1.5% of total gross revenues of Shift Now to be paid on the last pay period of the month for the prior month's activity. Additionally, the Company shall issue to the Employee 150,000 shares of Common Stock at the 12-month anniversary of execution of the Employment Agreement. These shares have not yet been issued. Employee shall receive an additional 150,000 shares of Common Stock upon the 24-month anniversary of the Employment Agreement. The Employee may receive severance of the greater of nine months' salary or $50,000 upon termination of the Employment Agreement and shall be entitled to retain all equity ownership earned as of the date of termination.

On May 16, 2019, Robert Finigan resigned as Chief Executive Officer (Principal Executive Officer), Principal Financial Officer and as Chairman of the Board of Directors of the Company. On June 11, 2019, Ray Mariorenzi, a Member of the Board of Directors and the Company's President, was appointed to serve as the Company's Chief Executive Officer.

Our business plan is to develop mobile applications for athletes of all ages and all skill levels, designed to engage and improve cognitive abilities. We are focused on developing a unique, industry-leading iOS and Android cognitive training mobile device application platform called XSport Global that we believe is differentiated from other players in the cognitive training space with a primary focus on the youth sports markets.

Results of Operations

Comparison of the Three Months Ended June 30, 2019 and June 30, 2018

A comparison of the Company's operating results for the three months ended June 30, 2019 and 2018 are as follows:

	Three Months Ended June 30, 2019	Three Months Ended June 30, 2018
Revenue, net	$ 646,850	$ -
Gross profit	244,280	-
Operating expenses	1,045,100	356,577
Operating loss	(800,820)	(356,577)
Other expense	(237,546)	(9,495)
Net loss	$ (1,038,366)	$ (366,072)

Revenues, net

Revenues increased by $646,850 from the three months ended June 30, 2018 as a result of our August 28, 2018 acquisition of Shift Now, Inc.

Gross profit

Gross profit increased by $244,280 from the three months ended June 30, 2018 as a result of our acquisition of Shift Now, Inc.

Operating expenses

Operating expenses for the three months ended June 30, 2109 and 2018 were $1,045,100 and 356,577, respectively. The increase of $688,523 in operating expenses is due primarily to our August 28, 2018 acquisition of Shift Now, Inc., an increase of approximately $222,000 related to professional and filing fees, an increase of approximately $70,000 in payroll expenses for the three months ended June 30, 2019.

Operating loss

Loss from operations for the three months ended June 30, 2019 and 2018 was $800,820 and $356,577, respectively. The increase in operating loss is primarily due primarily to our August 28, 2018 acquisition of Shift Now, Inc, and an increase in general and administrative expenses for the three months ended June 30, 2019.

Other expense

Other expense for the three months ended June 30 2019 and 2018 was $237,546 and $9,495, respectively. The increase was due primarily to higher interest expense and non-cash amortization debt discounts related to increased debt balances.

Comparison of the Nine Months Ended June 30, 2019 and June 30, 2018

A comparison of the Company's operating results for the nine months ended June 30, 2019 and 2018 are as follows:

	Nine months Ended June 30, 2019	Nine months Ended June 30, 2018
Revenue, net	$ 1,814,158	$ -
Gross profit	713,521	-
Operating expenses	2,513,045	844,998
Operating loss	(1,799,524)	(844,998)
Other expense	(618,903)	(26,713)
Net loss	$ (2,418,427)	$ (871,711)

Revenues, net

Revenues for the nine months ended June 30, 2019 increased by $1,814,158 from the prior year as a result of our August 28, 2018 acquisition of Shift Now, Inc.

Gross profit

Gross profit for the nine months ended June 30, 2019 increased by $713,521 as a result of our acquisition of Shift Now, Inc.

Operating expenses

Operating expenses for the nine months ended June 30, 2019 and 2018 were $2,513,045 and $844,998, respectively. The increase of $1,668,047 was due primarily to our August 28, 2018 acquisition of Shift Now, Inc. and an increase of approximately $130,000 related to XSport payroll expenses, an increase of approximately $277,000 in share based compensation to consultants, an increase of approximately $141,000 in shares based compensation to related parties, and an increase of approximately $225,000 in professional and filing fee for the nine months ended June 30, 2019.

Operating loss

Loss from operations for the nine months ended June 30, 2019 and 2018 was $2,418,427 and 871,711, respectively. The increase of $1,546,716 was primarily due primarily to our August 28, 2018 acquisition of Shift Now, Inc. and an increase in general and administrative expenses related to XSport operating expenses, including an increase of approximately $277,000 in stock-based compensation to consultants.

Other expense

Other expense for the nine months ended June 30 2019 and 2018 was $618,903 and $26,713, respectively. The increase was due primarily to higher interest expense and non-cash amortization debt discounts related to increased debt balances.

Liquidity, Financial Condition and Capital Resources

As of June 30, 2019, we had cash on hand of $147,702 and a working capital deficiency of $3,608,775, as compared to cash on hand of $87,595 and a working capital deficiency of $2,477,846 as of September 30, 2018. The increase in working capital deficiency is mainly due to an increase in accounts payable and accrued expenses, as well as new convertible debt issued, and the related increase in derivative liability, during the nine months ended June 30, 2019.

Line of Credit

The Company has a $100,000 line of credit with a bank with a balance of $68,310 and $98,310 as of June 30, 2019 and September 30, 2018, respectively. The line bears interest at prime rate, or a minimum of 5.5%, and matured on May 15, 2019. The line of credit is currently in default and the Company is working on refinancing options.

Notes Payable – Related Parties

As of June 30, 2019, the Company had notes payable to related parties totaling $126,943, including accrued interest of $24,943. The notes are unsecured and bear interest at 8% and are all in default as of June 30, 2019.

Convertible Notes Payable

As of June 30, 2019, The Company had convertible notes payable to related parties totaling $108,176, including accrued interest of $23,176. The convertible notes bear interest ranging from 5% to 10% and are convertible in shares of the Company's common stock at prices ranging from $0.0681 to $1.47 per share. A total of $55,000 of these notes are currently in default.

As of June 30, 2019, The Company had convertible notes payable to third-parties totaling $916,905, including accrued interest of $72,649. The convertible notes bear interest at rates ranging from 0% to 24% and are convertible in shares of the Company's common stock at prices ranging from $0.010 to $1.47 per share. A total of $573,500 of these notes are currently in default.

Common Stock Financing

In October 2018, the Company received proceeds of $25,000 from an accredited investor for the sale of 333,334 shares of the Company's common stock at a price of $0.075 per share, under a subscription agreement for 666,667 shares for $50,000.

Debt Financing

During the nine months ended June 30, 2019, the Company received an aggregate of $505,400 from the issuance of convertible notes payable.

Going Concern

The unaudited condensed consolidated financial statements contained in this quarterly report on Form 10-Q have been prepared assuming that the Company will continue as a going concern. The Company has accumulated losses from inception through the period ended June 30, 2019 of approximately $13 million, as well as negative cash flows from operating activities. Presently, the Company does not have sufficient cash resources to meet its plans in the twelve months following the issuance of these financial statements. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management is in the process of evaluating various financing alternatives in order to finance the continued development of the product and services, as well as other general and administrative expenses to support growth of its agency service offerings and future business development efforts. These alternatives include raising funds through public or private equity markets and either through institutional or retail investors. Although there is no assurance that the Company will be successful with its fund-raising initiatives, management believes that the Company will be able to secure the necessary financing as a result of ongoing financing discussions with third party investors and existing shareholders.

The unaudited condensed consolidated financial statements do not include any adjustments that may be necessary should the Company be unable to continue as a going concern. The Company's continuation as a going concern is dependent on its ability to obtain additional financing as may be required and ultimately to attain profitability. If the Company raises additional funds through the issuance of equity, the percentage ownership of current shareholders could be reduced, and such securities might have rights, preferences or privileges senior to the rights, preferences and privileges of the Company's common stock. Additional financing may not be available upon acceptable terms, or at all. If adequate funds are not available or are not available on acceptable terms, the Company may not be able to take advantage of prospective business endeavors or opportunities, which could significantly and materially restrict its future plans for developing its business and achieving commercial revenues. Management believes its current cash on hand will not be sufficient for the next twelve months from the issuance of this report.

Working Capital Deficiency

	June 30, 2019	September 30, 2018
Current assets	$ 622,993	$ 492,885
Current liabilities	4,231,768	2,970,731
Working capital deficiency	$ (3,608,775)	$ (2,477,846)

The increase in current assets is mainly due to an increase in cash of $60,107 and accounts receivable of $58,773 for the nine months ended June 30, 2019. The increase in current liabilities is primarily due to an increase in accounts payable and accrued expenses, as well as the issuance of new convertible debt and the related derivative liability during the nine months ended June 30, 2019.

Cash Flows

	Nine months Ended June 30,	
	2019	2018
Net cash used in operating activities	$ (429,373)	$ (395,672)
Net cash used in investing activities	(3,797)	-
Net cash provided by financing activities	493,277	278,125
Increase (decrease) in cash	$ 60,107	$ (117,547)

Operating Activities

Net cash used in operating activities was $429,373 for the nine months ended June 30, 2019, primarily due to the net loss of $2,418,427, partially offset by non-cash expenses related to amortization of debt discounts, stock-based compensation to third-parties and related parties, an increase in accounts payable and accrued liabilities and accrued compensation to related parties.

Net cash used in operating activities was $395,672 for the nine months ended June 30, 2018, primarily due to the net loss of $871,711, partially offset by stock-based compensation to related parties and an increase in accounts payable and accrued liabilities.

Investing Activities

Net Cash used in operating activity of $3,797 for the nine months ended June 30, 2019 was for the purchase of equipment.

Financing Activities

For the nine months ended June 30, 2019, net cash provided by financing activities was $493,277, of which $25,000 was received from the sale of common stock and $505,400 was received from the issuance of convertible debt.

For the nine months ended June 30, 2018, net cash provided by financing activities was $278,125 of which $320,034 was from the sale of the Company's common stock.

Future Financing

We will require additional funds to implement our growth strategy for our business. In addition, while we have received capital from various private placements of equity and convertible debt that have enabled us to fund our operations, these funds have been largely utilized, and additional funds are needed for other corporate operational and working capital purposes. However, not including funds needed to fund the growth of the Company or to pay down existing debt and trade payables, we anticipate that we will need to raise additional capital to cover all of our operational expenses over the next 12 months from the issuance of this report. These funds may be raised through equity financing, debt financing, or other sources, which may result in further dilution in the equity ownership of our shares. There can be no assurance that additional financing will be available to us when needed or, if available, that such financing can be obtained on commercially reasonable terms. If we are not able to obtain the additional necessary financing on a timely basis, or if we are unable to generate significant revenues from operations, we will not be able to meet our other obligations as they become due, and we will be forced to scale down or perhaps even cease our operations.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.

Effects of Inflation

We do not believe that inflation has had a material impact on our business, revenues or operating results during the periods presented.

Critical Accounting Policies and Estimates

Our significant accounting policies are more fully described in the notes to our condensed consolidated financial statements included herein for the quarter ended June 30, 2019 and in the notes to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2018.

Recently Adopted Accounting Pronouncements

Our recently adopted accounting pronouncements are more fully described in Note 2 to our unaudited condensed consolidated financial statements included herein for the quarter ended June 30, 2019.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable. As a smaller reporting company, we are not required to provide the information required by this Item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer (who is our Principal Executive Officer) and our Chief Financial Officer and Treasurer (who is our Principal Financial Officer and Principal Accounting Officer), of the effectiveness of the design of our disclosure controls and procedures (as defined by Exchange Act Rules 13a-15(e) or 15d-15(e)) as of June 30, 2019 pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were not effective as of June 30, 2019 in ensuring that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. This conclusion is based on findings that constituted material weaknesses. A material weakness is a deficiency, or a combination of control deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company's interim financial statements will not be prevented or detected on a timely basis.

In performing the above-referenced assessment, management identified the following deficiencies in the design or operation of our internal controls and procedures, which management considers to be material weaknesses:

(i) *Lack of Formal Policies and Procedures.* We utilize a third-party independent contractor for the preparation of our financial statements. Although the financial statements and footnotes are reviewed by our management, we do not have a formal policy to review significant accounting transactions and the accounting treatment of such transactions. The third-party independent contractor is not involved in the day to day operations of the Company and may not be provided information from management on a timely basis to allow for adequate reporting/consideration of certain transactions.

(ii) *Audit Committee and Financial Expert*. We do not have a formal audit committee with a financial expert, and thus we lack the board oversight role within the financial reporting process.

(iii) *Insufficient Resources.* We have insufficient quantity of dedicated resources and experienced personnel involved in reviewing and designing internal controls. As a result, a material misstatement of the interim and annual financial statements could occur and not be prevented or detected on a timely basis.

(iv) *Entity Level Risk Assessment.* We did not perform an entity level risk assessment to evaluate the implication of relevant risks on financial reporting, including the impact of potential fraud related risks and the risks related to non-routine transactions, if any, on internal control over financial reporting. Lack of an entity-level risk assessment constituted an internal control design deficiency which resulted in more than a remote likelihood that a material error would not have been prevented or detected, and constituted a material weakness.

Our management feels the weaknesses identified above have not had any material effect on our financial results. However, we are currently reviewing our disclosure controls and procedures related to these material weaknesses, and expect to implement changes in the near term, as resources permit, in order to address these material weaknesses. Our management will continue to monitor and evaluate the effectiveness of our internal controls and procedures and our internal controls over financial reporting on an ongoing basis, and is committed to taking further action and implementing additional enhancements or improvements, as necessary and as funds permit.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. 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. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended June 30, 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we are a party to, or otherwise involved in, legal proceedings arising in the normal and ordinary course of business. Although our management cannot predict the ultimate outcome of these legal proceedings with certainty, it believes that the ultimate resolution of our legal proceedings, including any amounts we may be required to pay, will not have a material effect on our unaudited condensed consolidated financial statements. As of the date of this report, other than below, we are not aware of any other proceeding, threatened or pending, against us which, if determined adversely, would have a material effect on our business, results of operations, cash flows or financial position.

On July 24, 2015, the Company entered into a separation agreement and release of liability (the 'Separation Agreement") with the Company's former Chief Executive Officer (the "former CEO") whereby the Company agreed to pay the former CEO a severance payment of $150,000, plus repay a $50,000 unsecured promissory note, on or before December 31, 2017, or within 10 days of the Company receiving $700,000 in cash proceeds from the issuance of debt or equity securities. Additionally, the Company agreed to pay the former CEO a royalty of 0.5% of the Company's gross revenue recognized from June 15, 2015 through January 25, 2018 payable on a quarterly basis. There were no material revenues during this period. The former CEO had initiated legal action against the Company and it received a judgement to collect the unpaid severance payment, promissory note, and royalties. On June 22, 2018, the Company paid $41,909 to the former CEO towards these amounts due, and an additional $25,000, $12,500 and $1,500 in January 2019, $1,500 in February 2019, and $1,500 in March 2019. On June 17, 2019, the Company entered into a Settlement Agreement and Release of All Claims, whereby the Company agreed to settle all outstanding amounts due, including the severance payment of $150,000 and accrued interest on the unsecured promissory note of $7,635, for $60,000 and 2,653,311 shares of common stock, resulting in a loss on settlement of $18,968 for the three and nine months ended June 30, 2019. No liability remains related to this settlement as of June 30, 2019.

ITEM 1A. RISK FACTORS

As a smaller reporting company, we are not required to provide the information required by this Item. We note, however, that an investment in our common stock involves a number of very significant risks. Investors should carefully consider the risk factors included in the "Risk Factors" section of our Annual Report on Form 10-K for our fiscal year ended September 30, 2018, as filed with SEC on January 30, 2019, in addition to other information contained in such Annual Report and in this Quarterly Report on Form 10-Q, in evaluating the Company and our business before purchasing shares of our common stock. The Company's business, operating results and financial condition could be adversely affected due to any of those risks.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

In October 2018, the Company received proceeds of $25,000 from an accredited investor for the sale of 333,334 shares of the Company's common stock at a price of $0.075 per share.

In May 2019, the Company issued 877,192 shares of the Company's common stock to a noteholder for the conversion of a portion of a note payable totaling $15,000 at a price of $0.0171 per share.

In May 2019, the Company issued 40,000 shares of the Company' common stock to a noteholder for the conversion of a note payable totaling $10,000 at a price of $0.25 per share.

In June 2019, the Company issued 2,651,311 shares of the Company's common stock to the Company's former CEO for settlement of amounts due totaling $119,399 at a price of $0.45 per share.

The securities referred to above were offered and sold without registration under the Securities Act of 1933, as amended (the "Securities Act") in reliance on the exemptions provided by Section 4(a)(2) of the Securities Act as provided in Rule 506(b) of Regulation D promulgated thereunder.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit No.	Description
2.1	Agreement and Plan of Merger by and among TeleHealthCare, Inc., HeadTrainer, Inc. and HT Acquisition (1)
3.1	Amended and Restated Articles of Incorporation (2)
3.2	Articles of Amendment to Articles of Incorporation (3)
3.3	Bylaws (4)
4.1	Form of Series A Convertible Debenture (5)
4.2	Specimen Stock Certificate (6)
4.3	Registration Rights Agreement with Triton Funds LP, dated August 28, 2018 (7)
10.1	Form of Subscription Agreement for Series A Convertible Debenture (8)
10.2	Form of Subscription Agreement for Common Stock (9)
10.3	Employment Agreement, by and between the Company and Robert Finigan, dated September 15, 2017 (10)
10.4	Employment Agreement, by and between the Company and Maurice Durschlag, dated September 15, 2017 (11)
10.5	Purchase Agreement with Triton Funds LP, dated August 28, 2018 (12)
10.6	Amendment to Equity Purchase Agreement with Triton Funds LP, entered into on January 7, 2019 (13)
10.7	Employment Agreement, by and between the Company and Kristi Griggs, effective August 28, 2018 (14)
10.8	Convertible Promissory Note, by and between the Company and Kristi Greeson Griggs, dated August 10, 2018 (15)
10.9	Stock Purchase Agreement, by and between the Company and Kristi Griggs, dated August 28, 2018 (16)
10.10	Form of 8% Convertible Promissory Note (17)
10.11	Form of Securities Purchase Agreement (18)
10.12	Form of 10% Convertible Promissory Note (19)
10.13	Form of Common Stock Purchase Warrant (20)
10.14	Form of Convertible Promissory Note (21)
10.15	Form of Securities Purchase Agreement (22)
14.1	Code of Ethics (23)
21.1	Subsidiaries of the Company *
31.1*	Certification of Chief Executive Officer required under Rule 13a-14(a)/15d-14(a) under the Exchange Act *
31.2*	Certification of Principal Financial Officer required under Rule 13a-14(a)/15d-14(a) under the Exchange Act *
31.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *
32.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *

* Filed herewith.

(1) Incorporated herein by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K, filed with the SEC on September 15, 2017.

(2) Incorporated herein by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1, filed with the SEC on December 13, 2018.

(3) Incorporated herein by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1, filed with the SEC on December 13, 2018.

(4) Incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1, filed with the SEC on April 3, 2015.

(5) Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the SEC on September 15, 2017.

(6) Incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form 8-A, filed with the SEC on July 27, 2018.

(7) Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form on 8-K, filed with the Securities Commission on September 4, 2018.

(8) Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on September 15, 2017.

(9) Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on September 15, 2017.

(10) Incorporated herein by reference to Exhibit 10.3 to the Company's Registration Statement on Form S-1, filed with the SEC on December 13, 2018.

(11) Incorporated herein by reference to Exhibit 10.4 to the Company's Registration Statement on Form S-1, filed with the SEC on December 13, 2018.

(12) Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form on 8-K, filed with the Securities Commission on September 4, 2018.

(13) Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form on 8-K, filed with the Securities Commission on January 22, 2019.

(14) Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on September 6, 2018.

(15) Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on September 6, 2018.

(16) Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K, filed with the SEC on September 6, 2018.

(17) Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on December 27, 2018.

(18) Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on December 27, 2018.

(19) Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K, filed with the SEC on December 27, 2018.

(20) Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K, filed with the SEC on December 27, 2018.

(21) Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on January 16, 2019.

(22) Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on January 16, 2019.

(23) Incorporated by reference to Exhibit 14.1 to the Company's Registration Statement on Form S-1, filed with the SEC on April 3, 2015.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

XSPORT GLOBAL, INC.

By: *<u>/s/ Ray Mariorenzi</u>*
Ray Mariorenzi
Chief Executive Officer
(Principal Executive Officer)
Date: September 24, 2019

By: *<u>/s/ Ray Mariorenzi</u>*
Ray Mariorenzi
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)
Date: September 24, 2019

Exhibit 31.1

XSPORT GLOBAL, INC.
CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Ray Mariorenzi, certify that:

1. I have reviewed this quarterly report on Form 10-Q of XSport Global, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and have:
   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its unaudited consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: *<u>/s/ Ray Mariorenzi</u>*
Ray Mariorenzi
Chief Executive Officer
(Principal Executive Officer)
Date: September 24, 2019

Exhibit 31.2

XSPORT GLOBAL, INC.
CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Ray Mariorenzi, certify that:

1. I have reviewed this quarterly report on Form 10-Q of XSport Global, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and have:
   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its unaudited consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: */s/ Ray Mariorenzi*
Ray Mariorenzi
Principal Accounting Officer
Date: September 24, 2019

Exhibit 32.1

XSPORT GLOBAL, INC.
CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2019 of XSport Global, Inc. (the "Company") as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, in the capacity and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

By: */s/ Ray Mariorenzi*
Ray Mariorenzi
Chief Executive Officer
(Principal Executive Officer)
Date: September 24, 2019

Exhibit 32.2

XSPORT GLOBAL, INC.
CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2019 of XSport Global, Inc. (the "Company") as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, in the capacity and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

By: *<u>/s/ Ray Mariorenzi</u>*
Ray Mariorenzi
Principal Accounting Officer
Date: September 24, 2019