

POWER CLOUDS INC.

A Nevada Corporation Listed on the OTC Pink Market
Current Trading Symbol: PWCL.PK

CUSIP Number: 739213 106

Annual Report **For the Twelve Months Ended December 31, 2017 and 2016** **(Unaudited)**

Including Financial Statements and Disclosures
Prescribed by OTC Pink Market for
Alternative Reporting Standards.

Filed on May 16, 2018



1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Power Clouds Inc. (April 24, 2015 – present)
World Assurance Group, Inc. (09/12/2008 – April 23, 2015)

2) Address of the issuer's principal executive offices

Company Headquarters:

Address 1: One World Trade Center, Suite 8500
New York, NY 10007

Phone:

Email: info@powercloudsinc.com

Website(s): www.powercloudsinc.com

3) Security Information

Trading Symbol: Pinksheets: PWCL

Exact title and class of securities outstanding:

Common Stock:

CUSIP: 739213 106

Par or Stated Value: \$0.001

Total shares authorized: 100,000,000 as of: December 31, 2017

Total shares outstanding: 71,476,725 as of: December 31, 2017

Preferred Stock:

Par or Stated Value: \$0.001

Total shares authorized: 50,000,000 as of: December 31, 2017

Total shares outstanding: Series A 0 as of: December 31, 2017

Total shares outstanding: Series B 0 as of: December 31, 2017

Total shares outstanding: Series C 0 as of: December 31, 2017

Total shares outstanding Series D 30,000,000 as of: December 31, 2017

Transfer Agent

Name: **ClearTrust, LLC**
Address 1: 16540 Pointe Village Dr., # 206
Address 2: Lutz, FL 33558
Address 3:
Phone: 813-235-4490
Web: www.cleartrustonline.com

Is the Transfer Agent registered under the Exchange Act?* **Yes**

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

NONE.

Describe any trading suspension orders issued by the SEC in the past 12 months.

NONE.

4) Issuance History

Listed below are any events that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period.

During the twelve months ended December 31, 2017, the Company issued 5,800,000 shares to Gaia Energy as a portion of the consideration for the acquisition of certain third party PV solar assets and 199,627 shares of restricted common stock to two consultants for services rendered. In addition, the Company also cancelled 300,000 shares of common stock issuable for non-performance of contractual commitments.

During the year ended December 31, 2016, the Company issued a total of 12,050,000 shares of restricted common stock, consisting of 4,200,000 shares to Gaia Energy in exchange for the acquisition of certain third party PV solar assets (see Financial Footnote 8 below for more detail on this transaction) and 7,850,000 shares to 5 third parties in exchange for services rendered. During the year ended December 31, 2016, the Company also issued 30,000,000 shares of Series D Convertible Preferred Stock in exchange for the return and cancellation of 30,000,000 shares of restricted common stock from Power Clouds Holdings Pte. Ltd.

During the year ended December 31, 2015, the Company issued a total of 12,487,005 new common shares, consisting of 2,050,000 shares of restricted common stock in exchange for consulting services rendered, 6,500,000 shares of restricted common stock for the acquisition of certain subsidiaries of Power Clouds Pte. Ltd. (See Financial Footnote 10 for more detail), 3,937,005 shares of restricted common stock to Anch Holdings Ltd. as part of the consideration paid on behalf of one of the Company's subsidiaries to purchase an equity interest in another company, and 800,000 shares of restricted common stock to three third party independent contractors as partial consideration for certain consulting services provided.

Each of the above securities offerings or transactions was made by officers and directors of the issuer and was not a registered offering. The offerings relied upon an exemption under Regulation S or Regulation D or Rule 4(2) of the Securities Act of 1933, as amended. The shares in these offerings or transactions were restricted (i.e., not freely tradable), where indicated above; and the certificates evidencing such shares contained a legend (1) stating that the shares have not been registered under the Securities Act of 1933, as amended, and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act of 1933, as amended.

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The Company's financial statements were prepared by our Chief Financial Officer for its twelve months ended December 31, 2017 and 2016, and are attached hereto and incorporated herein as part of the Company's Annual Report, and filed herewith at the end of this Report.

The financial statements requested pursuant to this item were prepared in accordance with US GAAP by persons with sufficient financial skills.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

Power Clouds Inc. develops, owns and operates Utility Scale Solar projects internationally that provide clean energy to national power grids under long term, government supported, fixed price contracts. The Company currently has operational plants in Romania and Italy. The company plans to expand further within Italy and to other worldwide locations in the future. Power Clouds has a core team of experts operating at the international level, with specific expertise in photovoltaic solar parks, and a proven ability to deliver the highest technical and cutting-edge solutions across multiple locations.

The Company currently has eight operating subsidiaries as outlined in the table below:

Subsidiary	Date Acquired / Established	PWCL Ownership	Country of Operation
Power Clouds SRL (Formerly Park Solar Moldoveni)	March 31, 2015	99.5%	Romania
F.R.A.N. Energy Investment SRL (FRAN)	March 31, 2015	99.5%	Romania
Power Clouds (Japan) GK	March 31, 2015	100%	Japan
Power Clouds Europe B.V. ("PCE")	Established August 2016	100%	Netherlands
PC_Italia_01 S.R.L. (formerly Power Clouds (Wind) Italia Srl)	Established June 2015	100% (via PCE)	Italy
PC_Italia_02 S.R.L.	Established August 2016	100% (via PCE)	Italy
Tre Vallie Energia S.r.l.	March 30, 2017	80% (via PC_Italia_01)	Italy
Sant' Angelo Energia S.r.l.	March 30, 2017	100% (via PC_Italia_02)	Italy

B. Date and State (or Jurisdiction) of Incorporation:

Power Clouds Inc. (formerly World Assurance Group, Inc.) (PWCL) was originally incorporated on January 1, 2000 in the State of Colorado.

PWCL was reorganized and incorporated on November 8, 2006 in the State of Nevada.

Effective February 1, 2013, PWCL acquired substantially all of the assets and liabilities of Cellad in exchange for a total of 80 shares of PWCL's Series B preferred stock pursuant to a definitive Contribution Agreement dated January 31, 2013 by and among PWCL, PWCL's wholly owned subsidiary, World Acq, Inc. (which subsequently changed its name to Cellad, Inc.), and Cellad. Although PWCL was the legal acquirer, for accounting purposes Cellad was the accounting acquirer and the transaction was accounted for as a reverse merger.

Effective March 5, 2014, World Payment Solutions, Ltd. ("WPS") acquired a controlling interest in PWCL through the purchase of 80 shares of Series B Convertible Preferred Stock from Cellad pursuant to a Stock Purchase Agreement. On April 23, 2014, these shares were converted into common stock and on July 14, 2014 WPS also converted its Series A and Series C Convertible Preferred Stock, which represented 90% of the total issued and outstanding common stock of PWCL on the date of conversion.

On January 30, 2015, WPS assigned all of its PWCL common shares to Mr. Fabio Galdi, who in turn assigned them to Power Clouds Holdings Pte Ltd ("PCH"), a Singapore company that was controlled by Mr. Galdi at that time. As of December of 2016 PCH changed ownership and control, and is currently owned and controlled by Vincent Browne, PWCL's CEO, acting CFO and Chairman of the Board, through Mr. Browne's dispositive voting and investment control of Growthcap Investments Inc. PCH is currently the majority shareholder of PWCL.

C. the issuer's primary and secondary SIC Codes;

4911; 3674

D. the issuer's fiscal year end date;

December 31st

E. principal products or services, and their markets;

Power Clouds Inc. develops, owns and operates Utility Scale Solar projects internationally that provide clean energy to national power grids under long term, government supported, fixed price contracts. The Company currently has operational solar parks in Romania, Italy. The company plans to expand further within Italy and to other worldwide locations in the future. The Company currently has nine operating subsidiaries: Power Clouds SRL (Formerly Park Solar Moldoveni), F.R.A.N. Energy Investment SRL (FRAN), Power Clouds (Japan) GK, Power Clouds Europe B.V., PC_Italia_01 Srl, PC_Italia_02 Srl, Tre Vallie Energia S.r.l and Sant'Angelo Energia S.r.l.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company leases office space for its operations on a month-to-month basis; its office is located at One World Trade Center, Suite 8500, New York, NY 10007.

The Company's two Romanian subsidiaries, Power Clouds SRL and F.R.A.N. Energy Investment SRL, are together under a three year lease that continues until October 31, 2017; the office is located at Romania, Bucharest Sector 1, Floreasca Street Nr. 218.

Through its Romanian subsidiaries, the Company owns and operates two solar parks with a combined power output of 6.1 MW constructed at Scornicesti and Nucet in Romania that generate an average of 7,100 MWh/yr. The parks occupy approximately 6 hectares of land that is leased on a 25 year term at combined cost of €16,000 per annum.

The Company's Italian subsidiaries lease the land used to house the parks operated by them from local municipalities. The leases are for 20 years with 5 year extension options. Tre Vallie Energia S.r.l. pays annual surface rights of €51,000 per year, whereas the other park, Sant'Angelo Energia S.r.l., paid the land lease for the full term in a single payment when the park was constructed that was subsequently capitalized.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

**Chief Executive Officer, President and Chairman,
Acting Chief Financial Officer and Secretary:
Chief Technology Officer and Director:
Director:**

**Vincent Browne
Roberto Forlani
John Thomas**

Control Persons: **Power Clouds Holdings Pte. Ltd. (controlled by Vincent Browne)
VestCo Corp. (controlled by Vincent Browne)
Telenergia Europe S.r.l. (controlled by Roberto Forlani)
Gaia Energy S.R.L. (controlled by Lorenzo Silvestre)
ANCH Holdings Ltd. (controlled by Sean McVeigh)**

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

No

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

No

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

No

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

No

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Vincent Browne

Ownership: Includes 20,587,571 shares of restricted common stock and 30,000,000 shares of Series D Convertible Preferred Stock held indirectly through Power Clouds Holdings. Ltd., a Singapore company, of which Mr. Browne holds dispositive voting and investment control over through his dispositive voting and investment control of Growthcap Investments Inc., a Delaware company; 6,000,000 shares of restricted common stock indirectly held through VestCo Corp., a Delaware company owned and controlled by Mr. Browne, and 1,250,000 shares of restricted common stock held indirectly through his control of VestCo I Corp.

Address: One World Trade Center, Suite 8500, New York, NY 10007

Roberto Forlani

Ownership: Includes 21,701,784 shares of restricted common stock held indirectly through Telenergia Europe S.r.l., a Romanian corporation owned and controlled by Mr. Roberto Forlani.

Address: Strada Madrigalului 42A, Apartment 4, 2nd room

Gaia Energy S.R.L.:

Ownership: Includes 10,000,000 shares of restricted common stock held by Gaia, which is owned and controlled by Lorenzo Silvestre.

Address: via Ferrovie dello Stato zona A.S.I., 81030 Gricignano di Aversa (Caserta), Italy

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: Tali Durant
Firm: DART Business Services, LLC
Address 1: 16192 Coastal Highway
Address 2: Lewes, DE 19958
Email: tali@dart-services.com

10) I, Vincent Browne, certify that:

1. I have reviewed this Annual Report of Power Clouds Inc.;

2. Based on my knowledge, this disclosure statement 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 disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 16, 2018

/s/ Vincent Browne

Vincent Browne

Chief Executive Officer and acting Chief Financial Officer

**POWER CLOUDS INC.
AND SUBSIDIARIES**

FINANCIAL STATEMENTS

**AS OF AND FOR THE TWELVE MONTHS ENDED
DECEMBER 31, 2017 AND 2016 (Unaudited)**

**POWER CLOUDS INC.
AND SUBSIDIARIES**

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POWER CLOUDS INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
Prepared by Management
(Unaudited)

<u>ASSETS</u>	<u>December 31, 2017</u>	<u>December 31, 2016 (Restated)</u>
Current assets		
Total cash and cash equivalents	130,366	317,045
Accounts receivable	275,111	123,141
Energy incentives earned not invoiced	652,468	116,720
Taxes recoverable	365,485	212,815
Prepaid expenses and vendor deposits	30,521	89,504
Total Current Assets	1,453,951	859,226
Fixed assets		
Land	-	85,500
Plant and machinery - net	5,424,370	5,407,112
Leased assets - net	1,521,364	-
Motor vehicles	-	24,441
Plants under construction - cost	-	2,247,388
Total Fixed Assets	6,945,734	7,764,441
Intangible assets - net		
Present value of contracted income streams	3,768,236	-
Capitalized costs relating to PV plants	1,898,975	-
Prepayments relating to acquisition of PV plants	59,101	978,874
Total Intangible Assets	5,726,312	978,874
Total Assets	\$ 14,125,997	\$ 9,602,541
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
Current Liabilities		
Accounts payable and accrued liabilities	1,061,472	707,817
Promissory notes - related parties	1,700,804	-
Contingent amounts payable under earn out agreements	1,559,820	-
Amounts used under short term lines of credit	71,747	-
Convertible loans - related parties	355,098	486,047
Current portion - senior debt	332,953	348,985
Current portion - capital leases	142,155	-
Current portion - Convertible promissory notes - third parties	31,400	-
Taxes payable	119,144	2,974
Accrued interest	51,907	52,335
Total Current Liabilities	5,426,499	1,598,158
Liabilities greater than 1 year		
Senior secured debt	729,935	1,054,755
Capital leases	1,097,077	-
Promissory notes payable - third parties	509,267	509,400
Convertible promissory notes - third parties	228,700	251,200
Deferred amounts payable for acquisitions	20,998	-
Total Long term debt	2,585,976	1,815,355
Total Liabilities	8,012,476	3,413,513
Stockholders' Equity		
Series D Convertible Preferred stock	30,000	30,000
Net Common stock, \$0.001 par value; 100,000,000 shares authorized, 71,776,725 and 65,477,098 shares issued and outstanding as of December 31, 2017 and December 31, 2016 respectively.	71,778	65,477
Common stock issuable	-	300
Other comprehensive income (loss)	802,309	(182,824)
Additional paid in capital	11,641,231	11,356,147
Accumulated (deficit) surplus	(6,431,795)	(5,080,071)
Total Shareholders' Equity	6,113,523	6,189,026
Total Liabilities and Stockholders' Equity	\$ 14,125,998	\$ 9,602,539

See accompanying notes to the financial statements

POWER CLOUDS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
Prepared by Management
(unaudited)

	For the Twelve Months Ended	
	December 31, 2017	December 31, 2016
Revenues	\$ 2,485,869	\$ 1,375,019
Cost of revenues	(1,265,616)	(1,027,357)
Gross profit	1,263,882	347,662
Operating expenses		
Sales and general administrative	1,009,003	1,229,403
Costs relating to financing	43,200	179,286
Stock compensation costs - non cash	18,887	660,000
Earnings before interest, tax, depreciation and amortization (EBITDA)	149,164	(1,721,027)
Interest costs	(204,860)	(106,614)
Depreciation and amortization	(1,061,779)	(434,027)
Other income	33,000	-
Gain (Loss) on foreign exchange	(35,102)	(1,543)
Loss on disposal of fixed assets	(232,146)	(26,577)
Net (loss) before tax	(1,351,724)	(2,289,787)
Income tax	-	-
Net (loss) after tax	\$ (1,351,724)	\$ (2,289,787)
Weighted average shares outstanding:		
Basic	70,147,661	60,659,254
Fully diluted	100,147,661	90,659,254
<i>Earnings (loss) per share - fully diluted attributable to common stockholders</i>		
Basic	(\$0.02)	(\$0.04)
Fully diluted	(\$0.01)	(\$0.02)

See accompanying notes to the financial statements

POWER CLOUDS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)
Prepared by Management
(Unaudited)

	Preferred Shares		Common stock issued		Common stock issuable		Additional paid-in Capital	Other Comprehensive Income/(Loss)	Accumulated (Deficit)	Total
	Series D	Amount	Shares	Amount	Shares	Amount				
Balance December 31, 2015			84,427,098	\$ 84,427	300,000	\$ 300	\$ 10,332,444	\$ (38,683)	\$ (2,790,284)	\$ 7,588,203
Shares issued as deposit for acquisition of assets			4,200,000	4,200			436,800			441,000
Forgiveness of debt by related party							173,352			173,352
Shares issued to consultants for services			350,000	350			28,505			28,855
Shares issued to management and staff			7,500,000	7,500			652,500			660,000
Exchange of WRMT shares for return of PWCL shares - related party			(1,000,000)	(1,000)			(267,454)			(268,454)
Exchange translation of foreign held assets								(144,143)		(144,143)
Surrender of Common shares for Series D Preferred shares	30,000,000	30,000	(30,000,000)	(30,000)						-
Net loss for the period									(2,289,787)	(2,289,787)
Balance at December 31, 2016	30,000,000	\$30,000	65,477,098	\$ 65,477	300,000	\$ 300	\$11,356,147	\$ (182,826)	\$ (5,080,071)	\$ 6,189,026
Restricted shares issued to consultants for services			300,000	300			27,150			27,450
Restricted shares issued to consultants for services			74,627	75			12,612			12,687
Restricted shares issued to consultants for services			125,000	125			8,625			8,750
Acquisition of Italian operating companies					5,800,000	5,800	516,200			522,000
Stock issuable issued			5,800,000	5,800	(5,800,000)	(5,800)				-
Cancellation of stock issuable					(300,000)	(300)	(29,700)			(30,000)
Consolidation of subsidiary undertakings							(249,803)			(249,803)
Exchange translation of foreign held assets								985,135		985,135
Net loss for the period									(1,351,724)	(1,351,724)
Balance at December 31, 2017	30,000,000	\$30,000	71,776,725	\$ 71,776	-	\$ -	\$ 11,641,231	\$ 802,309	\$ (6,431,795)	\$ 6,113,520

See accompanying notes to the financial statements

POWER CLOUDS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
Prepared by Management
(Unaudited)

	For the Year Ended	
	December 31 2017	December 31 2016
Cash Flows from Operating Activities:		
Net loss	\$ (1,351,724)	\$ (2,289,787)
<i>Adjustments to reconcile net loss to net cash used in operations</i>		
Depreciation	1,061,780	434,027
Restricted common stock issued for services	39,963	28,855
Stock compensation costs (income)	(21,075)	660,000
Loss on sale of fixed assets	232,146	26,577
Write off of prepayments for Italian projects	-	291,928
<i>Changes in assets and liabilities, net of acquisition and disposals:</i>		
Accounts receivable and other short-term receivables	(71,326)	37,867
Accounts payable & accrued liabilities	295,684	56,420
Energy incentives earned not yet received	(364,479)	315,487
Vendor deposits & prepayments	64,283	3,801
Accrued interest	(430)	52,335
Net cash (used in) operating activities	(117,177)	(382,490)
Cash Flows from Investing Activities:		
Additions to plants under construction	-	(118,075)
Project acquisition costs capitalized	-	(609,802)
Cash acquired in acquisitions	83,449	-
Proceeds from sale of fixed assets	2,140,927	45,207
Deposits paid under acquisition contracts	(59,101)	(24,441)
Cash paid for the acquisition of Italian subs	(891,357)	-
Net cash generated from investing activities	1,237,918	(707,111)
Cash Flows From Financing Activities:		
Proceeds of debt - related parties	137,000	-
Payments of debt principal - related parties	(267,949)	(130,939)
Proceeds from debt - senior debt	-	1,506,792
Payments on debt principal - senior debt	(419,730)	(134,452)
Net proceeds from lines of credit	71,747	-
Payments on leased assets - principal	(46,588)	-
Payment on notes payable related to acquisition of Italian parks	(491,802)	-
Net cash (used) provided from financing activities	(1,017,323)	1,241,401
Cash Flows from Foreign Currency Activities:		
Gain (loss) on foreign exchange	(35,102)	1,543
Translation of foreign held assets	(254,995)	93,696
Net cash (used in) provided by foreign currency activities	(290,097)	95,239
Net increase in cash and cash equivalents	(186,679)	247,039
Cash and cash equivalents, beginning of the period	317,045	70,007
Cash and cash equivalents, end of the period	\$ 130,366	\$ 317,045
SUPPLEMENTAL CASH FLOW DISCLOSURE:		
Cash paid for interest	\$ 200,913	\$ 54,279
Cash paid for taxes	\$ -	\$ -

See accompanying notes to the financial statements

POWER CLOUDS INC. AND SUBSIDIARIES
CONSOLIDATED SUPPLEMENTAL STATEMENTS OF CASH FLOWS
Prepared by Management
(Unaudited)

SUPPLEMENTAL DISCLOSURE OF NONCASH ACTIVITIES:

	For the Year Ended	
	December 31 2017	December 31 2016
Restricted shares issued to consultants for services	\$ 48,887	\$ -
Restricted shares issuable cancelled for services	\$ (30,000)	\$ -
Sale of Assets in reduction of Accounts payable	\$ 128,124	\$ -
Mark-to-Market of equity investments	\$ -	\$ 2,466,490
Debt forgiven by related parties posted to APIC	\$ -	\$ 320,783
Shares issued as part of project acquisition prepayments	\$ 522,000	\$ 411,000
Write off of amounts prepaid amounts for acquisitions not capitalized	\$ -	\$ 351,029
 <i><u>Acquisition of Italian operating companies:</u></i>		
Leased assets - net	1,361,271	-
Intangible Assets - capitalized costs relating to PV parks (net)	1,916,845	-
Intangible Assets - discounted contracted future income	3,404,955	-
Accounts Receivable	15,703	-
Tax Receivables	178,949	-
Cash assumed	83,449	-
Government subsidies earned not yet received	169,270	-
Prepayments	5,298	-
Trade Payables	(149,752)	-
Tax Payables	(77,509)	-
Lease ST	(127,196)	-
Lease LT	(1,023,317)	-
Loan notes issued	(1,970,056)	-
Prepaid expenses capitalized	(978,874)	-
Contingent amounts payable under earn-out agreements	(1,395,680)	-
Common shares issued	(522,000)	-
Cash paid	891,357	-
 <i><u>Disposal of Japanese plant and operating companies</u></i>		
Land	85,500	-
Plant under construction	2,247,388	-
Loss on foreign exchange	(32,158)	-
Loss on sale of assets	(195,802)	-
Net cash proceeds from sale	2,104,927	-

See accompanying notes to the financial statements

POWER CLOUDS INC. AND SUBSIDIARIES
Notes to Financial Statements
(Unaudited)

1. Organization and Formation

Power Clouds Inc. (formerly World Assurance Group, Inc.) (“We”, “PWCL” or the “Company”) was incorporated in the State of Colorado on January 1, 2000, then reorganized as a Nevada corporation on November 8, 2006. On September 11, 2008 the corporation changed its name from Asset Realization, Inc. to World Assurance Group, Inc.

On April 24, 2015, the Company changed its name from World Assurance Group, Inc. to Power Clouds Inc.

Change of control of PWCL

Effective March 5, 2014, World Payment Solutions, Ltd. (“WPS”) acquired a controlling interest in PWCL through the purchase of 80 shares of Series B Convertible Preferred Stock from shareholders pursuant to a Stock Purchase Agreement. These 80 shares of Series B Convertible Preferred Stock represented an 80% beneficial ownership interest in PWCL and 80% of the total issued and outstanding common shares on a fully diluted, as-converted basis. As a result of this acquisition, WPS became the majority shareholder of the PWCL.

On April 23, 2014, WPS converted the 80 shares of PWCL Series B Convertible Preferred Stock into a total of 29,802,080 shares of restricted common stock, which represented 80% of the fully diluted common stock of PWCL on the date of conversion.

On January 30, 2015, WPS assigned all of its PWCL shares to Mr. Fabio Galdi, who in turn assigned them to Power Clouds Holdings Pte Ltd (“PCH”), a Singapore company that was controlled by Mr. Galdi at the time. In December of 2016 PCH changed control and is currently owned and controlled by Vincent Browne, PWCL’s CFO and Director, through Mr. Browne’s dispositive voting and investment control of Growthcap Investments Inc. PCH is currently the majority shareholder of PWCL.

Acquisition of certain subsidiaries from Power Clouds Holdings Pte. Ltd. (formerly Power Clouds Pte. Ltd.).

On March 25, 2015 (the “Closing Date”), PWCL acquired a controlling interest in three companies: Power Clouds Japan GK (PCGK), Solar Parc Moldoveni SRL (“SPM”) and F.R.A.N. Energy Investment SRL (“FRAN”), each a subsidiary of Power Clouds Holdings Pte. Ltd. (formerly Power Clouds Pte. Ltd.) a Singapore company, pursuant to an Equity Acquisition and Contribution Agreement, as amended, whereby PWCL contributed 5700 RON to SPM, which represents 95% of the share capital of SPM, and 7600 RON to FRAN, which represents 95% of the share capital of FRAN, and Power Clouds Holdings Pte. Ltd. (formerly Power Clouds Pte. Ltd.) transferred 100% of its capital in PCGK to PWCL. In further consideration for the acquisition of the controlling interest in the three companies, (i) PWCL issued a \$100,000 promissory note to Mr. Forlani, Power Clouds Holdings Pte. Ltd.’s (formerly Power Clouds Pte. Ltd.) CEO and shareholder, accruing no interest and payable in full on March 25, 2016, (ii) Mr. Galdi, PWCL’s Chairman and controlling shareholder at the time, transferred 6,500,000 shares of PWCL common stock owned by Mr. Galdi individually to Mr. Forlani, and (iii) PWCL issued 6,500,000 shares of PWCL common stock to Power Clouds Pte. Ltd. In addition, all intercompany payables were set off against each other with any surplus due to any party after such setoff written off, and Mr. Forlani forgave all debt owed to him by each of the three target companies.

Acquisition of Entity Under Common Control

In July of 2015, PWCL acquired a 95% membership interest in Green Light GK, a Japanese company owned by Power Clouds Holdings Pte. Ltd. (formerly Power Clouds Pte. Ltd), the majority shareholder of PWCL. In 2017 PWCL sold Green Light GK; see Footnote 4 for more details.

Power Clouds Europe B.V.

In August of 2016, the Company incorporated a new wholly owned subsidiary in the Netherlands, Power Clouds Europe B.V. This company was incorporated to ultimately hold the Company’s European operating companies and sub-holding companies as appropriate. It has no direct operating activities as at December 31, 2017.

PC_Italia_01 S.R.L. (Formerly Power Clouds Wind Italia S.R.L.)

In June of 2015, PWCL incorporated a company in Italy, PC_Italia_01 S.R.L. (formerly named Power Clouds Wind Italia S.R.L.). This company was incorporated to acquire Italian special purpose vehicles (SPV’s), power plants and / or other assets located in Italy. As of December 31, 2016 no such acquisitions had been closed. During the quarter ended March 31, 2017, this company completed the acquisition of an SPV in Italy which operates a 1MW PV solar park. (See Footnote 6 for more information).

PC_Italia_02 S.R.L.

In August of 2016, the Company incorporated a new company in Italy, PC_Italia_02 SRL as a wholly owned subsidiary of Power Clouds Europe B.V. This company was incorporated to acquire Italian special purpose vehicles, power plants and / or other assets located in Italy. As of December 31, 2016 no such acquisitions had been closed. During the quarter ended March 31, 2107, this company completed the acquisition of an SPV in Italy which operates a 702KW PV solar park. (See Footnote 6 for more information).

Summary:

Power Clouds Inc. (PWCL) is a holding company that operated through eight operating subsidiaries as of December 31, 2017:

Subsidiary	Date Acquired / Established	PWCL Ownership	Country of Operation
Power Clouds SRL (Formerly Park Solar Moldoveni)	March 31, 2015	99.5%	Romania
F.R.A.N. Energy Investment SRL (FRAN)	March 31, 2015	99.5%	Romania
Power Clouds (Japan) GK	March 31, 2015	100%	Japan
Power Clouds Europe B.V. ("PCE")	Established August 2016	100%	Netherlands
PC_Italia_01 S.R.L. (formerly Power Clouds (Wind) Italia Srl)	Established June 2015	100% (via PCE)	Italy
PC_Italia_02 S.R.L.	Established August 2016	100% (via PCE)	Italy
Tre Vallie Energia S.r.l.	March 30, 2017	80% (via PC_Italia_01)	Italy
Sant'Angelo Energia S.r.l.	March 30, 2017	100% (via PC_Italia_02)	Italy

The Company has elected a calendar accounting period beginning on January 1 and ending on December 31 of each year.

2. Summary of Significant Accounting Policies

Basis of presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Basis of consolidation

The consolidated financial statements for the twelve months ended December 31, 2017 and 2016 include 100% of the assets, liabilities, revenues, expenses and cash flows of Power Clouds Inc. The Company also consolidated the financial statements of its operating subsidiaries: Power Clouds SRL, FRAN Energy Investment SRL, Power Clouds Japan GK, PC_Italia_01 SRL, PC Italia_02 SRL, Power Clouds Europe B.V., Tre Vallie Energia S.R.L. and Sant'Angelo Energia S.R.L. All intercompany accounts and transactions have been eliminated in consolidation. The results of subsidiaries acquired or disposed of during the respective periods are included in the consolidated statements of operations from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make certain estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Estimates are adjusted to reflect actual experience when necessary. Significant estimates and assumptions affect many items in the financial statements. These include estimates of fair value of common stock and related impact to stock-based compensation. Actual results may differ from those estimates and assumptions, and such results may affect income, financial position or cash flows.

Risks and Uncertainties

The Company's operations are subject to significant risk and uncertainties including financial, operational, technological, and regulatory risks including the potential risk of business failure. Also see Footnote 3 regarding going concern matters.

Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a

framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements.

To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

- Level 1 Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
- Level 2 Pricing inputs other than quoted prices in active markets included in Level 1 that are either directly or indirectly observable as of the reporting date.
- Level 3 Pricing inputs that are generally observable inputs and not corroborated by market data.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument. The carrying amount of the Company's financial assets and liabilities, such as cash, prepaid expenses, accounts payable and accrued expenses, approximate their fair value because of the short maturity of those instruments.

Transactions involving related parties cannot be presumed to be carried out on an arm's-length basis, as the requisite conditions of competitive, free-market dealings may not exist. Representations about transactions with related parties, if made, shall not imply that the related party transactions were consummated on terms equivalent to those that prevail in arm's-length transactions unless such representations can be substantiated. It is not however practical to determine the fair value of advances from stockholders, if any, due to their related party nature.

Related parties

The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the Related parties include: (a). affiliates of the Company; (b). entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825-10-15, to be accounted for by the equity method by the investing entity; (c). trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; (d). principal owners of the Company; (e). management of the Company; (f). other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and (g). other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of financial statements is not required in those statements. The disclosures shall include: (a). the nature of the relationship(s) involved; (b). a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; (c). the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and (d). amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

Commitments and contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or un-asserted claims that may result in

such proceedings, the Company evaluates the perceived merits of any legal proceedings or un-asserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time that these matters will have a material adverse effect on the Company's financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows.

Intellectual Property

To date, we do not have any federally registered trademarks. We do not currently have any patents or patent applications in process. Any future patent applications with respect to our technology may not be granted, and, if granted, patents may be challenged or invalidated. In addition, issued patents may not provide us with any competitive advantages and may be challenged by third parties. Our practice is to affix copyright notices on our product literature in order to assert copyright protection for these works.

Income Tax Provision

The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns.

Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date.

The Company adopted the provisions of paragraph 740-10-25-13 of the FASB Accounting Standards Codification. Paragraph 740-10-25-13 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under paragraph 740-10-25-13, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Paragraph 740-10-25-13 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures.

The estimated future tax effects of temporary differences between the tax basis of assets and liabilities are reported in the accompanying balance sheets, as well as tax credit carry-backs and carry-forwards. The Company periodically reviews the recoverability of deferred tax assets recorded on its balance sheets and provides valuation allowances as management deems necessary.

Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In addition, the Company operates within multiple taxing jurisdictions and is subject to audit in these jurisdictions. In management's opinion, adequate provisions for income taxes have been made for all years. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary.

Uncertain Tax Positions

The Company did not take any uncertain tax positions and had no unrecognized tax liabilities or benefits in accordance with the provisions of Section 740-10-25 at December 31, 2017 and 2016.

Revenue Recognition

The Company applies paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

The Company derives its revenues from the generation of green energy from its power plants to the local power grid on long term contracts. In Romania, the Company also holds a license to sell energy directly to end users which is recorded as revenue in line with above policies for end customers.

Persuasive evidence of an arrangement is demonstrated via invoice; service is considered provided when the invoice is raised, or applicable government incentives/subsidies have been earned from the generation of energy from the plants, in line with the customer agreements and delivery of the products or service has taken place.

Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with ASC 718. Under the fair value recognition provisions of this statement, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense on a straight-line basis over the requisite service period, which is the vesting period. The Company elected the modified-prospective method, under which prior periods are not revised for comparative purposes. The valuation provisions of ASC 718 apply to new grants and to grants that were outstanding as of the effective date and subsequently modified.

During the twelve months ended December 31, 2017 and 2016, there were no stock options granted or outstanding.

During the twelve months ended December 31, 2017, no warrants were issued. During the twelve months ended December 31, 2016, warrants to purchase up to a total of 6,640,000 shares of restricted common stock were issued with an exercise price of Twenty Cents (\$0.20) per share, vesting over 3 years and having a 3 year term. Effective December 31, 2016, Vincent Browne, our CFO, and Roberto Forlani, our CEO, each agreed to cancel, effective immediately, all unvested warrants issued to them pursuant to their consulting agreements: See Related Party Transactions FN 15. This resulted in 7,200,000 warrants being cancelled and 600,000 vested warrants remaining issued and outstanding to Mr. Browne, and 5,400,000 warrants being cancelled by Mr. Forlani.

As at December 31, 2017 and 2016, warrants to purchase up to a total of 1,240,000 shares of restricted common stock were issued and outstanding and vested with an exercise price of Twenty Cents (\$0.20) per share, having a term of three years, 600,000 of which end in July of 2018 and the remaining 640,000 of which end in July of 2019. As the exercise price of the warrants is above the market price at December 31, 2017, no beneficial conversion feature cost was recorded against either of these warrants in the current period. No charge has been taken for these warrants in the income statement for the twelve months ended December 31, 2017 or 2016.

Net income (loss) per common share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period to reflect the potential dilution that could occur from common shares issuable through contingent shares issuance arrangement, stock options or warrants.

	For the Twelve Months Ended	
	December 31, 2017	December 31, 2016
Net loss attributable to common stockholders	\$ (1,351,724)	\$ (2,289,787)
Weighted average shares issued		
Basic	70,147,661	60,659,254
Fully diluted	100,147,661	90,659,254
<i>Loss per share - attributable to common stockholders</i>		
Basic	(\$0.02)	(\$0.04)
Fully diluted	(\$0.01)	(\$0.02)

As at December 31, 2017 and 2016, warrants to purchase up to a total of 1,240,000 shares of restricted common stock were issued and outstanding and vested with an exercise price of Twenty Cents (\$0.20) per share, having a term of three

years, 600,000 of which end in July of 2018 and the remaining 640,000 of which end in July of 2019. As the exercise price of the warrants is above the market price at December 31, 2017, no beneficial conversion feature cost was recorded against either of these warrants in the current period. No charge has been taken for these warrants in the income statement for the twelve months ended December 31, 2017 or 2016.

Cash flows reporting

The Company adopted paragraph 230-10-45-24 of the FASB Accounting Standards Codification for cash flows reporting, classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method (“Indirect method”) as defined by paragraph 230-10-45-25 of the FASB Accounting Standards Codification to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments.

The Company reports the reporting currency equivalent of foreign currency cash flows, using the current exchange rate at the time of the cash flows and the effect of exchange rate changes on cash held in foreign currencies is reported as a separate item in the reconciliation of beginning and ending balances of cash and cash equivalents and separately provides information about investing and financing activities not resulting in cash receipts or payments in the period pursuant to paragraph 830-230-45-1 of the FASB Accounting Standards Codification.

Subsequent Events

The Company follows the guidance in Section 855-10-50 of the FASB Accounting Standards Codification for the disclosure of subsequent events. The Company will evaluate subsequent events through the date when the financial statements were issued. Pursuant to ASU 2010-09 of the FASB Accounting Standards Codification, the Company considers its financial statements issued when they are widely distributed to users, such as through filing them with OTC Markets.

Reclassification

Certain amounts from prior periods may have been reclassified to conform to the current period presentation. There is no effect on net loss, cash flows or stockholders’ deficit as a result of these reclassifications.

Recently issued accounting pronouncements

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on its financial condition or the results of its operations.

3. Going Concern

The financial statements for the twelve months ended December 31, 2017 and 2016 have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities in the normal course of our business. As reflected in the accompanying financial statements, we had a net loss of \$1,351,724 and \$1,289,787 for the twelve months ended December 31, 2017 and 2016, respectively.

We had accumulated Power Clouds Inc. stockholder’s equity of \$6,113,523 and \$6,189,026 as at December 31, 2017 and December 31, 2016, respectively, and a working capital deficit of \$3,972,549 and \$738,932 as of December 31, 2017 and December 31, 2016, respectively. As at December 31, 2017 we had \$130,366 of unrestricted cash on hand.

Given the current level of cash resources, receivables and long term supply contracts, management is confident that current operations will continue for the foreseeable future. The Board of Directors of PWCL therefore feels that the Company has the ability to continue as a going concern in the foreseeable future.

As a result, the accompanying financial statements do not include any adjustments related to recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the company be unable to continue as a going concern.

As part of its business plan, the Company requires additional funds to finance construction and acquisition of additional renewable energy plants through debt and/or equity financing. The successful outcome of future financing activities cannot be determined at this time and there is no assurance that even if achieved, the Company will have sufficient funds to execute its intended business plan. There is no guarantee that sufficient or any new funding will be achieved on terms suitable to the business, or at all.

4. Acquisition and Subsequent Disposition of Green Light:

In July of 2015, the Company acquired a 95% membership interest in Green Light GK, a Japanese company owned by Power Clouds Holdings Pte. Ltd.

In March of 2017, Power Cloud Inc., a Nevada corporation (the “Company” or “PWCL”) entered into a definitive Sale Agreement, whereby PWCL’s Japanese subsidiary Green Light GK, agreed to sell its Otaru PV project in Hokkaido province, including the land owned, in exchange for a gross total of JPY511 million (\$4,466,880) including sales taxes. Under the contract Green Light will be responsible for the completion of the plant and connection to the local power grid.

PWCL incurred placement agent fees and expenses as part of this transaction in the amount of JPY86 million that are deducted from the gross proceeds.

PWCL also entered into an agreement to sell its Green Light GK to Nicola Greico as part of the placement agent fees and expenses and this ownership transfer completed on October 18, 2017.

The table below outlines the transaction details for the sale of the Japanese Solar project and operating companies:

	At Closing March 8, 2017		Exchange Gain / (Loss) in period	At Disposal October 18, 2017
	Yen 000's	USD 000's	USD 000's	USD 000's
Proceeds from sale	511,816	\$4,467	\$109	\$4,576
Costs to complete construction	(190,334)	\$(1,661)	\$(41)	\$(1,702)
Placement agent fees & costs	(86,000)	\$(751)	\$(18)	\$(769)
Net cash proceeds	235,482	\$2,055	\$50	\$2,105
Net carrying cost of land and project assets at time of sale	(267,326)	\$(2,333)	\$(82)	\$(2,415)
	13,063	\$114	-	\$114
Loss on sale of asset and related operating companies	(18,780)	\$(164)	\$(32)	\$(196)

5. Series D Convertible Preferred Stock held by Power Clouds Holdings Pte. Ltd.

On October 4, 2016 the Company authorized and issued 30,000,000 shares of Series D Convertible Preferred Stock, \$0.001 par value per share. The Series D Preferred rank pari-passu with the common shares and convert into a total of 30,000,000 common shares. The Series D Preferred vote on an as-converted basis with the common stock. Each share of Series D Preferred shall automatically convert to Common Stock on the earlier of (i) the date on which the Company’s Articles of Incorporation shall have been amended to increase the number of total authorized shares of common stock to 150,000,000 or greater, or (ii) the date on which the Company completes a reverse stock split of its common stock, into that number of fully paid and non-assessable shares of Common Stock as is determined by a factor of at least 3, for a full conversion of all issued and outstanding shares of Series D Preferred into a maximum potential total of thirty million (30,000,000) shares of common stock. The Series D are not redeemable.

On October 4, 2016 a Stock Exchange Agreement was entered into by and among the Company and its majority shareholder, Power Clouds Holdings Pte. Ltd. (“PCH”) whereby PCH returned 30,000,000 shares of PWCL common stock, which were cancelled and returned to the total authorized but unissued shares of common stock, in exchange for 30,000,000 shares of Series D Convertible Preferred Stock. All terms and conditions of the Series D Convertible Preferred Stock are set forth in the Certificate of Designation of Series D Convertible Preferred Stock, attached as an exhibit to the Company’s Quarterly Report filed on November 25, 2016.

The Company did not record a net gain or loss on the cancellation of the common and issuance of the preferred shares of reflecting the net fair value of the shares on the day of the simultaneous return and issuance.

On December 28, 2016, Power Cloud Holdings Pte. Ltd.’s ownership and control was transferred to Growthcap Investments, Inc., a Delaware corporation owned and controlled by Vincent Browne, PWCL’s CEO, acting CFO and Chairman of the Board.

6. Italian PV Solar Park Acquisitions

On March 30, 2017, the Company acquired two operating companies, Tre Valli Energia S.R.L. and Sant'Angelo Energia S.R.L. both based in Italy. Each company is a special purpose vehicle ("SPV") that either owns or operates Solar PV energy parks totalling 1.7MW in installed power. Details of each transaction are set out below.

In association with the acquisition of the Italian subsidiaries we also acquired identifiable intangible assets which are capitalized costs of the solar assets, licenses and permits, the future contracted income streams under governmental incentives fixed purchase rates (Feed-In-Tariffs) and guaranteed consumption of green energy produced by the parks for the next 16 and 14 years, respectively. The Company has made a preliminary valuation of these contracts using the current/expected weighted average cost of capital to acquire the Italian companies. (See Note 8: Intangible Assets).

Purchase allocation to net assets acquired is a preliminary estimate made by management. A preliminary allocation of the purchase price has been made to major categories of assets and liabilities based on available information. The estimate assumes that historical values of net assets acquired were approximately at their fair market value.

The actual allocation of purchase price and the resulting effect on income from operations may differ significantly from the pro-forma amounts included herein. These pro-forma adjustments represent PWCL's preliminary determination of purchase accounting adjustments and are based upon available information and certain assumptions that the Company believes to be reasonable. Consequently, the amount reflected in the pro forma financial statements are subject to change, and the final amounts may differ substantially.

The table below outlines the net assets acquired and consideration given in each transaction:

	Sant'Angelo Energia S.R.L	Tre Valli Energia S.R.L	Total
Leased assets - net	\$1,361,271	-	\$1,361,271
Intangible Assets - capitalized costs relating to PV parks (net)	\$33,251	\$1,916,845	1,950,097
Intangible Assets - discounted contracted future income	\$593,261	\$2,778,443	3,371,704
Accounts Receivable	\$3,617	\$12,086	15,703
Tax Receivables	\$0	\$178,949	178,949
Cash assumed	\$65,669	\$17,780	83,449
Govt Subsidy Receivables	\$79,906	\$89,363	169,270
Prepayments	\$0	\$5,298	5,298
Trade Payables and accruals	(\$13,872)	(\$135,879)	(149,752)
Tax payables	(\$714)	(\$76,795)	(77,509)
Lease ST	(\$127,196)	-	(127,196)
Lease LT	(\$1,023,317)	-	(1,023,317)
Net Assets Acquired	\$971,877	\$4,786,090	\$5,757,967
Consideration paid:			
Cash paid at Closing	891,357	-	891,357
Cash deposit payments made in 2016 capitalized	42,944	494,930	537,874
Loan notes issued	37,576	1,932,480	1,970,056
Contingent amounts payable under earn-out agreements	-	1,395,680	1,395,680
4,800,000 PWCL Common Shares issued 2016	-	441,000	441,000
5,200,000 PWCL Common shares issued at Closing	-	522,000	522,000
Total Consideration	\$971,877	\$4,786,090	\$5,757,967
Excess of purchase price over net assets acquired	-	-	-

Acquisition of Tre Valli Energia S.R.L.:

On March 30 2017, PC Italia 01 S.R.L., a wholly owned subsidiary of Power Clouds Europe B.V., which is, in turn, a wholly owned subsidiary of Power Clouds Inc. ("PWCL" or the "Company") acquired 80% of the share capital of Tre Valli Energia S.R.L., an Italian SPV that owns a 1MW Solar Park in Central Italy.

Tre Valli Energia SRL is a Special Purpose Vehicle ("SPV") that owns and operates a 989kW PV Solar Park in the Abruzzo Region of Italy on municipal land pursuant to the relevant cadastral excerpts issued by the local Italian municipality. The plant has been fully operational for the past 4 years and is entitled to receive incentives from the Italian Government through the "Conto Energia II" that provides fixed purchase rates (Feed-In-Tariffs) and guaranteed consumption of green energy produced by the park for the next 16 years. In addition to the Feed in Tariffs, Tre Vallie has a Power Purchase Agreement (PPA) with a local electricity company that provides additional revenues to the business.

The shares were acquired from Gaia Energy S.R.L. pursuant to a Share Purchase Agreement entered into on July 26,

2016, as amended on March 30, 2017 (the SPA). The aggregate consideration provided by PWCL in exchange for the acquisition consisted of the following: (i) €400,000 (approximately \$430,000) in cash previously already paid to Gaia Energy on or about July 26, 2017 and 4,200,000 shares of PWCL restricted common stock previously issued to Gaia Energy on July 26, 2016, which had a market value of \$441,000 at time of issue, (ii) 5,800,000 shares of PWCL restricted common stock, issued in April of 2017 (the “Shares”) which had a market value of \$522,000 when issued, (iii) the issuance of a €1,300,000 (approximately \$1,395,000) unsecured promissory note, accruing no interest and having a maturity date of December 31, 2017 (the “Note”), (iv) €500,000 (approximately \$537,000) to be paid in cash by PWCL or its subsidiaries by no later than June 30, 2017, and (v) additional earn-out consideration of approximately €1,300,000 (approximately \$1,395,000) based on the net production generated by Tre Valli Energia and delivered into the power grid between April 1, 2017 and March 31 2018.

The full consideration, including the potential earn-out consideration, may all be available to compensate PWCL for certain damages or misrepresentations of Gaia Energy. PWCL paid no finders fees in connection with the acquisition and approximately €60,000 (approximately \$65,000) in legal and due diligence costs.

In determining the consideration to be paid for the purchase, PWCL placed a primary value of €4,497,982 (approximately \$4,786,090) on the acquired assets, based on the original costs of the assets used in the park and a discounted value of the future cash flows from the income to be generated from sale of green energy produced by the park over the next 16 years under the Feed-In-Tariffs. This acquisition should provide value to the Company in the expectation of a profitable ongoing business with meaningful revenues. Additional factors considered in the value determination included the strategic relationship that PWCL has with Gaia Energy in Italy in finding future potential acquisitions, that this is first operational PV acquisition operated by PWCL in Italy, a strategically important region for the Company, and that this also proves the Company’s new revenue model.

Under the terms of the shareholder agreement of Tre Valli Energia S.R.L., even though the Company only owns 80% of the issued share capital, it is entitled to receive 100% of the profits generated by the SPV. In addition, the minority interest parties are not entitled to participate in any dividends, or share in any future sale of the SPV. As such, the Company has not made any calculation for minority interest valuations in the consolidated balance sheet.

The following are the Balance Sheet and Income Statement for Tre Valli Energia S.R.L for the twelve months ended December 31, 2016 and 2015:

TRE VALLI ENERGIA S.R.L
BALANCE SHEET (Unaudited)

	December 31, 2016	December 31, 2015
Accounts receivable	\$ 113,647	\$ 157,565
Cash at bank	248	26,080
Taxes recoverable	171,686	169,518
Prepayments	5,193	73,892
Total current assets	290,774	427,054
Intangible Assets - capitalized costs relating to PV parks (net)	1,935,153	2,085,286
TOTAL ASSETS	2,225,927	2,512,341
Trade payables	53,665	393,732
Tax payables	-	48,899
Total current liabilities	53,665	442,632
Shareholders loan	1,567,265	1,699,525
TOTAL LIABILITIES	1,620,930	2,142,156
Members equity	25,254	26,080
Other comprehensive income	(10,892)	-
Accumulated earnings	590,634	344,105
Total members’ equity	604,997	370,184
TOTAL LIABILITIES & MEMBERS EQUITY	\$ 2,225,927	\$ 2,512,340

TRE VALLI ENERGIA S.R.L
STATEMENT OF OPERATIONS

	December 31, 2016	December 31, 2015
Revenues	\$ 626,178	\$ 588,966
Plant operating costs	(108,891)	(131,485)
EBITDA	517,287	457,481
Depreciation	(103,174)	(106,546)
Other costs	(51,570)	(83,672)
Net income before tax	362,544	267,262
Income taxes	(116,014)	(48,899)
Increase in retained earnings	\$ 246,530	\$ 218,363

Acquisition of Sant'Angelo Energia S.R.L.

On March 30, 2017, PC Italia 02 S.R.L., a wholly owned subsidiary of Power Clouds Europe B.V., which is, in turn, a wholly owned subsidiary of Power Clouds Inc. ("PWCL" or the "Company") acquired 100% of the share capital of Sant'Angelo Energia S.R.L., an Italian Special Purpose Vehicle ("SPV") that owns a 708kW Solar Park in Central Italy. The shares were acquired from KIS - Keep It Simple S.R.L. pursuant to a Share Purchase Agreement entered into on December 21, 2016.

Sant'Angelo Energia S.R.L owns and operates a 708,2kW PV Solar Park in the Marche Region of Italy on a 25 year land lease executed in 2010 and a 25 year surface and easement right agreement executed in 2011. The plant is entitled to receive public incentives from the Italian Government through the "Conto Energia IV" that provides fixed purchase rates (Feed-In-Tariffs) and guaranteed consumption of green energy produced by the park for 20 years. In addition to the Feed in Tariffs, Sant'Angelo has a Power Purchase Agreement (PPA) with a local electricity company that provides additional revenues to the business. The business also owns the land that the park is constructed on.

The aggregate consideration provided by PWCL in exchange for the acquisition consisted of the following: (i) €744,251 (approximately \$799,000) in cash paid at Closing of which €40,000 (approximately \$43,000) held in escrow for 12 months from Closing against certain tax open items and as a hold back for any unexpected costs not found in due diligence, and (ii) deferred consideration of €1,500 (approximately \$37,500) is due to be paid in two equal payments on March 30, 2018 and 2019.

The full consideration is available to compensate PWCL for certain damages or misrepresentations of the Seller. PWCL paid €16,000 (approximately \$124,500) in finders fees, due diligence and legal costs in connection with the acquisition.

In determining the amount of cash to be paid in the transaction, PWCL placed a primary value of €1,851,512 (\$1,954,932), including the assumption of existing leasing debt, on the acquired assets by assessing the original costs of the underlying physical assets present, net working capital and a discounted value of the future cash flows from the income to be generated from the sale of green energy produced by the park over the next 14 years under the Feed-In-Tariffs. This acquisition should provide value in the expectation of a profitable ongoing business with meaningful revenues.

The following are the Balance Sheet and Income Statement for Sant'Angelo Energia S.R.L for the twelve months ended December 31, 2016 and 2015:

SANT'ANGELO ENERGIA S.R.L
BALANCE SHEET
(Unaudited)

	December 31, 2016	December 31, 2015
Accounts receivable	\$ 6,868	\$ 4,347
Cash at bank	28,934	15,213
Income earned not invoiced	57,354	67,372
Taxes recoverable	-	14,126
Prepayments	101,880	120,618
Total current assets	195,037	221,677
Leased assets - net	1,351,095	1,465,025

Intangible assets - capitalized costs relating to PV parks (net)	32,841	35,860
TOTAL ASSETS	\$ 1,546,132	\$ 1,686,702
Trade payables	13,637	58,679
Tax payables	3,802	6,520
Lease ST	124,667	128,742
Total current liabilities	142,107	193,941
Payments due on leases greater than 12 months	1,149,005	1,248,487
TOTAL LIABILITIES	1,291,112	1,442,428
Members equity	105,225	108,665
Other comprehensive income	(4,293)	-
Accumulated earnings	154,087	135,609
Total members' equity	255,020	244,274
TOTAL LIABILITIES & MEMBERS EQUITY	\$ 1,546,132	\$ 1,686,702

SANT'ANGELO ENERGIA S.R.L
STATEMENT OF OPERATIONS

	December 31, 2016	December 31, 2015
Revenues	\$ 276,916	\$ 303,176
Plant operating costs	(51,753)	(57,593)
EBITDA	225,163	245,583
Depreciation	(67,555)	(69,763)
Leasing interest	(56,966)	(61,243)
Net Income before tax	100,642	114,578
Income taxes	(27,522)	(33,686)
Net income after tax	73,120	80,891
Dividends declared	(54,641)	-
To retained earnings	\$ 18,479	\$ 80,891

POWER CLOUDS INC.
UNAUDITED PRO-FORMA CONDENSED COMBINED FINANCIAL INFORMATION
DECEMBER 31, 2016 AND DECEMBER 31, 2015

The following are condensed (unaudited) pro-forma financial information prepared as though the acquisition of the Italian operating companies had occurred as of the beginning of the years ended December 31, 2016 and 2015 and up to acquisition on March 30, 2017.

	Three Months Ended March 31, 2017	Year Ended December 31, 2016	Year Ended December 31, 2015
Revenues	\$ 464,370	\$ 2,329,593	\$ 1,770,172
t/o PWCL	279,251	1,426,499	878,030
t/o Italian operations	185,119	903,094	892,142
EBITDA	23,572	(282,326)	459,585
t/o PWCL	(124,524)	(1,024,776)	(243,480)
t/o Italian operations	148,096	742,450	703,064
Net Income	(282,613)	(1,004,682)	(287,818)
t/o PWCL	(347,232)	(1,440,347)	(635,972)
t/o Italian operations	64,619	435,664	348,154

These pro-forma adjustments represent PWCL's preliminary determination of purchase accounting adjustments and are based upon available information and certain assumptions that the Company believes to be reasonable. Consequently, the

amount reflected in the pro-forma financial statements are subject to change, and the final amounts may differ substantially.

Definitive Agreement Executed for the Acquisition of Liquid Sun S.R.L.

On July 25, 2017, Power Clouds Europe B.V. a wholly owned subsidiary of Power Clouds Inc., and Liquid Sun Srl, an Italian company (the “Seller”) entered into a Preliminary Business Cessation Agreement (the “APA”). Pursuant to the terms of the APA, the Seller agreed to sell to the Purchaser, and the Purchaser agreed to purchase from the Seller, certain assets, agreements and liabilities related to three photovoltaic installations located on three power plants with a total of 2,244.37 KW (2.24MW) of power located in the Budrio and Anagni regions of Italy in exchange for €3,650,000 (approximately \$4,250,000), to be paid on closing.

The closing is subject to Power Clouds closing a third party financing of a minimum sum of \$3,625,000 on acceptable terms. The APA is subject to certain closing conditions, including, among other things, the execution of definitive agreements related to the transfer of the ownership of the assets, agreements and liabilities, the payment of the sales price and the fulfillment of all obligations agreed to, including, but not limited to, any outstanding issues under the operations and maintenance contract having been fully and finally resolved. The APA contemplated that closing will take place by October 15, 2017, which was extended by the parties pursuant to an amendment to the APA to March 30, 2018 with an option to extend monthly for 5 additional months, or until August of 2018 in order to allow both parties to complete the transaction. However, the conditions precedent to closing are such that there can be no assurance that the acquisition will be completed in that time or at all. As at December 31, 2017, PWCL had paid €50,000 (\$59,101) as part of the consideration to extend the closing date under the amendment to the APA.

7. Fixed Assets

As of December 31, 2017, the Company had \$6,945,734 of net fixed assets as outlined in the table below. The assets have been valued based on actual cost of construction. We currently depreciate the plants with a useful life of between 16 and 20 years.

	Land	Plant & Machinery	Motor Vehicles	Plants under construction	Leased Assets	TOTAL
Cost						
January 1, 2017	85,500	6,273,977	24,441	2,247,388	-	8,631,306
Additions	-	-	-	-	1,723,128	1,723,128
Disposals	(85,500)	(107,201)	(24,441)	(2,247,388)	-	(2,464,529)
Foreign exchange translation adjustment	-	686,462	-	-	202,650	889,112
December 31, 2017	-	6,853,238	-	-	1,925,778	8,779,016
Accumulated depreciation						
January 1, 2017	-	(866,865)	(3,517)	-	-	(870,382)
Additions	-	-	-	-	(361,859)	(361,859)
Charge for period	-	(562,003)	3,517	-	(42,556)	(601,042)
December 31, 2017	-	(1,428,867)	-	-	(404,415)	(1,833,283)
Net Book Value						
January 1, 2017	\$85,500	\$5,407,112	\$24,441	\$2,247,388	-	\$7,764,441
December 31, 2017	-	\$5,424,371	-	-	\$1,521,363	\$6,945,734
<i>t/o Romania</i>		<i>\$5,424,371</i>				<i>\$5,424,371</i>
<i>t/o Italy</i>					<i>\$1,521,363</i>	<i>\$1,521,363</i>

In March of 2017, the Company entered into a definitive Sale Agreement to sell the Green Light GK solar project located in Otaru Japan, which closed in October of 2017 (See Footnote 4). As of December 31, 2016, the Company had recorded \$2,247,388 representing the actual construction costs incurred at that date.

On March 30, 2017, the Company acquired two operating companies, Tre Valli Energia S.R.L. and Sant’Angelo Energia S.R.L. both based in Italy. Each company is a special purpose vehicle (“SPV”) that either owns or operates Solar PV energy parks totalling 1.7MW in installed power. (See Footnote 6).

8. Intangible Assets

As of December 31, 2017, the Company had \$5,726,312 of intangible fixed assets as outlined in the table below.

	Prepayments relating to acquisition of PV solar plants	Capitalised costs relating to PV solar plants	Present value of future contracted income streams	Total
As at January 1, 2017	\$ 978,874	\$ -	\$ -	\$ 978,874
Acquisition of Italian operating companies (FN 10)	(978,874)	1,916,308	2,804,625	4,309,138
Amortization charge for period	-	(272,323)	(188,414)	(460,737)
Deposits under definitive agreements	59,101	-	-	59,101
Foreign exchange translation adjustment	-	254,323	584,945	839,936
As at December 31, 2017	59,101	1,898,975	3,738,236	5,726,312

On March 30, 2017, the Company acquired the share capital of two operating subsidiaries in Italy. On completion of the acquisitions, the Company allocated \$1,017,557 of prepaid expenses directly related to the purchase of these assets. (See Footnote 6).

In association with the acquisition of the Italian subsidiaries we also acquired identifiable intangible assets which are capitalized costs of the solar assets, licenses and permits and the future contracted income streams under governmental incentives fixed purchase rates (Feed-In-Tariffs) with guaranteed consumption of green energy produced by the parks for the next 16 and 14 years, respectively. The Company has made a preliminary valuation of these contracts by discounting the future income streams using the actual and/or expected weighted average cost of capital for the acquisitions.

The Company amortizes the intangible assets over the remaining life of the Feed in Tariff periods respectively.

9. Capital Leases

We have acquired equipment through capital lease obligations with an initial value of €1,605,000, primarily for the PV assets used to construct the Sant'Angelo park in Italy. As at December 31, 2017 there was approximately \$1,239,231 remaining on the lease. The lease commenced in 2011, has a term of 18 years and will expire in September 2029. Interest is calculated on the outstanding principal based on EURIBOR 3 months (EUR3M) plus an agreed margin for the lender. The average interest rate based on previous years is approximately 4.5% per annum. This interest amount may vary due to future changes in EUR3M index.

10. Convertible and Unconvertible Promissory Notes

The following table reflects the total debt balances of the Company as of December 31, 2017 and 2016:

	Less than 1 year	Greater than 1 year	Total
Senior Secured Debt	\$ 332,953	\$ 729,935	\$ 1,062,888
Capital leases	142,155	1,097,077	1,239,231
Deferred consideration due for acquisitions – €17,500 due March 30, 2018 and March 30, 2019	20,998	20,998	41,995
Promissory Notes – third parties	31,400	509,267	540,667
Convertible promissory notes - third parties - maturing September 2018	-	228,700	228,700
Total third party debt	\$ 527,505	\$ 2,585,976	\$ 3,113,481
Convertible promissory note – related parties	355,098	-	355,098
Promissory note – related parties - €1,400,000 due within one year	1,679,806	-	1,679,806
Contingent amounts payable under earn out agreements	1,538,822	20,998	1,559,820
Total related party debt	3,573,726	20,998	3,594,724
Total notes payable	\$ 4,101,231	\$ 2,606,974	\$ 6,708,205

No convertible promissory notes were issued during the twelve months ended December 31, 2016.

During the twelve months ended December 31, 2017, the Company issued a \$100,000 convertible promissory note to Vincent Browne, our CEO and Chairman, and a \$100,000 convertible promissory note to VestCo Corp., a company controlled by Mr. Browne, in exchange for \$200,000 cash to be provided to the Company as required for working capital purposes. The notes accrue 10% annual interest and are convertible into shares of restricted common stock at \$0.20 per share, at the noteholder's option, and having a repayment date of the earlier of (i) March 31, 2018, or (ii) the closing date of a third party funding/financing/investment in the Company, or (iii) the date upon which Tre Valli Energia S.R.L. may sold by the Company, whichever is the earliest.

Senior Secured Note:

During the twelve months ended December 31, 2016, the Company guaranteed a 6.5 million RON (equivalent to approximately US\$1,592,500) promissory note issued by one of its subsidiaries, Power Clouds S.R.L., a Romanian company ("Power Clouds Romania") to OTP Bank in Romania, which is secured in first position against the Romanian solar parks and customer contracts held by Power Clouds Romania, accruing interest annually at a rate of ROBOR 3M + 3.3% and having a term of 60 months. 4.75 million RON (\$1.1 million at current exchange rates) is outstanding at December 31, 2017.

Line of Credit

During the year ended December 31, 2017, Power Clouds S.R.L entered into a 300,000 RON (\$77,000) line of credit with OTP Bank. The credit line is a revolving credit facility available for the payment of trade payables up to the agreed limit. The initial term is twelve months which can be renewed at agreement by both parties. Drawn funds accrue interest annually at a rate of ROBOR 3M + 3.3%. The company had used \$71,747 of the facility at December 31, 2017.

Loans from Officer:

As at December 31, 2017, \$137,000 was due under loan notes issued to Mr. Browne, our CEO and Chairman of the Board, and Mr. Browne's company, VestCo Corp., and \$22,880 was due under loan notes issued to Mr. Forlani, our CTO and Board Member. Additionally, PCH has advanced \$207,753 to the Company which amount has not yet been repaid. As of December 31, 2017 this advance from PCH was short term in nature and non-interest bearing.

On December 11, 2017, the Company issued a \$100,000 convertible promissory note to VestCo Corp., a company controlled by Mr. Browne, our CEO and Chairman, in exchange for \$100,000 cash to be provided to the Company, such notes accruing 10% annual interest, convertible into shares of restricted common stock, et the holder option, at \$0.20 per share and having a repayment date of the earlier of (i) March 31, 2018, or (ii) the closing date of a third party funding/financing/investment in the Company, or (iii) the date upon which Tre Valli Energia S.R.L. may sold by the Company, whichever is the earliest.

On November 7, 2017, the Company issued a \$100,000 convertible promissory note to Vincent Browne, our CEO and Chairman, in exchange for \$100,000 cash provided to the Company, such notes accruing 10% annual interest, convertible, at the holder option, into shares of restricted common stock at \$0.20 per share and having a repayment date of the earlier of (i) March 31, 2018, or (ii) the closing date of a third party funding/financing/investment in the Company, or (iii) the date upon which Tre Valli Energia S.R.L. may sold by the Company, whichever is the earliest.

On November 12, 2015, the Company issued to Mr. Forlani a \$75,000 convertible promissory note, accruing 10% annual interest, convertible into shares of restricted common stock at \$0.20 per share and having a 1 year term, which was extended to December 31, 2017 (unless the Professional Consulting Agreement, as described in the Related Parties Footnote 13 below, is terminated, in which case the note is due on such termination date). As of December 31, 2017, this note has been fully repaid by the Company.

On November 12, 2015 the Company entered into a First Amendment to a \$100,000 Promissory Note issued to Mr. Forlani, our CEO, on March 25, 2015, whereby the maturity date of the Note was extended to December 31, 2016 or the termination date of the Professional Consulting Agreement with Mr. Forlani, as described above; the Note shall accrue 10% interest annually commencing January 1, 2016, and the Note is now convertible at any time at the option of Mr. Forlani at \$0.20 per share. This note was extended again to December 31, 2017. As of December 31, 2017, this note has been repaid in full by the Company.

In December 2015, the Company received \$100,000 in cash from Roberto Forlani. As a result, the Company issued to Mr. Forlani a \$100,000 convertible promissory note, accruing 10% annual interest, convertible into shares of restricted common stock at \$0.20 per share and having a 1 year term, which was extended to December of 2017 (unless the

Professional Consulting Agreement, as described in the Related Parties Footnote 13 below, is terminated, in which case the note is due on such termination date).

During the year ended December 31, 2017 the Company repaid \$203,031 to Mr. Forlani representing \$186,120 in principal and interest of \$16,911.

Promissory Notes:

During the year ended December 31, 2017 the Company issued to Gaia Energy S.R.L. (“Gaia”) a €1,300,000 (approximately \$1,395,680) unsecured promissory note, accruing no interest and having a maturity date of December 31, 2017 (the “Note”), and a promissory note for €500,000 (approximately \$536,800) to be paid in cash by PWCL or its subsidiaries by no later than June 30, 2017, as part of the consideration for the acquisition of Tre Valli Energia S.R.L. As part of this transaction, the Company also issued a total of 10 million shares of restricted common stock to Gaia, making Gaia a related party upon the closing of the transaction due to its resulting beneficial ownership of approximately 15% of PWCL’s total issued common stock. (See Footnote 6). During the year ended December 31, 2017 the company paid €400,000 to GAIA. As at December 31, 2017 €1,400,000 is due under the notes. On April 3, 2018 Gaia filed an Arbitration Application with the Arbitration Chamber of Milan, Italy, against PC-Italia-01, requesting the appointment of an arbitrator and demanding the unwinding of the above transaction due to the delay in payment of the remaining amounts due to Gaia. PC-Italia-01 has responded to the claim and does not expect any damages to result as there is no basis for damages. In any event, the Company’s management is in discussions with GAIA to come to a mutually agreeable settlement.

On September 30, 2015, the Company issued a convertible loan note for \$1,000,000 to World Global Assets Pte. Ltd. (WGA), in conjunction with the spin out of WRMT. The note had a three-year term, accrued no interest, and was convertible at a fixed price of \$0.20 per share, subject to certain triggers and restrictions. The Company can repay the note at any time without penalty. As the conversion price was above the market price at the time of issuance, no beneficial conversion cost was recorded. In 2016 a portion of the convertible loan note (\$300,000) was assigned to various third parties and is now convertible at market price, with a floor price of \$0.20 per share and a maturity date of December 31, 2018. Another portion of this note (\$492,000) was assigned to various third parties, is not convertible and includes a maturity date of December 31, 2020. The remainder of the note was forgiven by WGA. As a result of the above assignments and the forgiveness of the remainder of the note by WGA, a related party, we booked a contribution to Additional Paid in Capital of \$173,352 as gain on forgiveness of debt in the year ended December 31, 2016. As at December 31, 2017 \$228,700 and \$509,267 was due under the assigned notes including accrued unpaid interest.

11. Commitments and Contingencies

Litigation

Other than as set forth below, the Company is not currently involved in any litigation that it believes could have a material adverse effect on its financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of the Company or any of its subsidiaries, threatened against or affecting the Company, our common stock, any of our subsidiaries or of our companies or our subsidiaries’ officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect. On April 3, 2018 Gaia filed an Arbitration Application with the Arbitration Chamber of Milan, Italy, against PC-Italia-01, requesting the appointment of an arbitrator and demanding the unwinding of the above transaction due to the delay in payment of the remaining amounts due to Gaia and seeking damages in the amount of no less than €1,200,000 in addition to the amount due under the original contract which the parties have agreed is €2,771,560. PC-Italia-01 has responded to the claim and does not expect any damages to result as there is no basis for damages. In any event, the Company’s management is in discussions with GAIA to come to a mutually agreeable settlement.

In the ordinary course of business, we are from time to time involved in various pending or threatened legal actions. The litigation process is inherently uncertain and it is possible that the resolution of such matters might have a material adverse effect upon our financial condition and/or results of operations. However, in the opinion of our management, other than as set forth herein, matters currently pending or threatened against us are not expected to have a material adverse effect on our financial position or results of operations.

Leases

Our Romanian companies lease the land for the solar parks at a combined annual cost of \$18,000. The leases commenced in 2013 and run for 25 years.

Our Italian SPVs hold surface rights for the land that the parks are constructed on and pay an annual fee of €51,000 (\$53,400) to one of the municipalities for those surface rights. In the other case, the surface right has been paid in full for the duration of the term. Each of the surface rights are for a minimum of 20 years with a 5 year extension option.

12. Shareholder's Equity

Common Stock:

As of December 31, 2017 and 2016, 100,000,000 total shares of common stock, par value \$0.001 per share, were authorized, and 71,476,725 and 66,477,098 shares were issued and outstanding, respectively. There are no special voting or economic rights or privileges. Dividends may be paid on the outstanding shares as declared by our board of directors. Each share of common stock is entitled to one vote.

During the twelve months ended December 31, 2017, the Company issued 5,800,000 shares to Gaia Energy as a portion of the consideration for the acquisition of certain third party PV solar assets (See Financial Footnote 6 below for more detail) and 199,627 shares of restricted common stock to two consultants for services rendered. Additionally, 1,000,000 shares of restricted common stock were returned to, and cancelled by, the Company from World Global Cash Ltd. as part of a stock exchange agreement. (See Footnote 13 for more details).

During the twelve months ended December 31, 2016, the Company issued a total of 12,050,000 shares of restricted common stock in exchange for services rendered, consisting of 4,200,000 shares to Gaia Energy in exchange for the acquisition of certain third party assets and 7,850,000 shares to 5 third parties in exchange for services rendered. During the year ended December 31, 2016, the Company also issued 30,000,000 shares of Series D Convertible Preferred Stock in exchange for the return and cancellation of 30,000,000 shares of restricted common stock from Power Clouds Holdings Pte. Ltd.

Preferred Stock:

As of December 31, 2017 and 2016, 50,000,000 total shares of preferred stock, par value \$0.001, were authorized, and 30,000,000 shares of Series D Convertible Preferred Stock were issued and outstanding. Series A, B and C Preferred Stock have been retired.

On October 4, 2016 the Company authorized and issued 30,000,000 shares of Series D Convertible Preferred Stock, \$0.001 par value per share. The Series D Preferred rank pari passu with the common shares and convert into a total of 30,000,000 common shares. The Series D Preferred vote on an as-converted basis with the common stock. Each share of Series D Preferred shall automatically convert to Common Stock on the earlier of (i) the date on which the Company's Articles of Incorporation shall have been amended to increase the number of total authorized shares of common stock to 150,000,000 or greater, or (ii) the date on which the Company completes a reverse stock split of its common stock, into that number of fully paid and non-assessable shares of Common Stock as is determined by a factor of at least 3, for a full conversion of all issued and outstanding shares of Series D Preferred into a maximum potential total of thirty million (30,000,000) shares of common stock. The Series D are not redeemable.

During the year ended December 31, 2017, no additional preferred stock was issued.

Warrants:

As of December 31, 2017, warrants to purchase up to 1,240,000 shares of restricted common stock were issued and outstanding, exercisable at \$0.20 per share and having a 3 year term, 600,000 of which ends in July of 2018 and the remaining 640,000 ends in July of 2019. As the exercise price of the warrants is above the market price at December 31, 2017, no beneficial conversion feature cost was recorded against either of these warrants in the current period. No charge has been taken for these warrants in the income statement for the twelve months ended December 31, 2017 and 2016.

Effective December 31, 2016, Vincent Browne, our CFO, and Roberto Forlani, our CEO, each agreed to cancel, effective immediately, all unvested warrants issued to them pursuant to their consulting agreements: See Related Party Transactions Footnote 13.

Dividend

The Company's Board of Directors will evaluate on a quarterly basis the amount and timing of future dividends based on the Company's operating results, financial condition, capital requirements and general business conditions. The amount and timing of dividends may vary, and the payment of any dividend does not assure that the Company will be able to pay or will declare dividends in the future.

13. Related Party Transactions

On December 11, 2017, the Company issued a \$100,000 convertible promissory note to VestCo Corp., a company controlled by Mr. Browne, our CEO and Chairman, in exchange for \$100,000 cash lent to the Company, such notes accruing 10% annual interest, convertible into shares of restricted common stock at \$0.20 per share and having a repayment date of the earlier of (i) March 31, 2018, or (ii) the closing date of a third party funding/financing/investment in the Company, or (iii) the date upon which Tre Valli Energia S.R.L. may sold by the Company, whichever is the earliest

On November 7, 2017, the Company issued a \$100,000 convertible promissory note to Vincent Browne, our CEO and Chairman, in exchange for \$100,000 cash lent to the Company, such notes accruing 10% annual interest, convertible into shares of restricted common stock at \$0.20 per share and having a repayment date of the earlier of (i) March 31, 2018, or (ii) the closing date of a third party funding/financing/investment in the Company, or (iii) the date upon which Tre Valli Energia S.R.L. may sold by the Company, whichever is the earliest.

On November 7, 2017, Vincent Browne, our CEO, and Roberto Forlani, our CTO, each executed an amendment to their consulting agreement whereby each reduced their fees to \$120,000 per year.

Effective December 31, 2016, Vincent Browne, our CEO, and Roberto Forlani, our CTO, each agreed to cancel, effective immediately, all unvested warrants issued to them pursuant to their consulting agreements described below. This resulted in 7,200,000 warrants being cancelled and 600,000 vested warrants remaining issued and outstanding to Mr. Browne, and 5,400,000 warrants being cancelled by Mr. Forlani.

In December of 2016, PWCL transferred 1,073,878 shares of WRMT common stock to World Global Cash Pte. Ltd. (WGC), a company owned and controlled by Fabio Galdi, our former CEO and Director and majority shareholder, as part of a stock exchange agreement, pursuant to which 1,000,000 PWCL common shares were returned by WGC to PWCL's total issued and outstanding common stock. As the consideration was entirely in the form of shares of securities, there is no gain and no loss on the transaction which is recorded in Additional Paid in Capital as at December 31, 2016.

On October 4, 2016 a Stock Exchange Agreement was entered into by and among the Company and its majority shareholder, Power Clouds Holdings Pte. Ltd. ("PCH") whereby PCH returned 30,000,000 shares of PWCL common stock, which were cancelled and returned to the total authorized but unissued shares of common stock, in exchange for 30,000,000 shares of Series D Convertible Preferred Stock. At the time of this transaction, PCH was owned and controlled by Fabio Galdi, our former CEO and Director. As of December 31, 2016, PCH is owned and controlled by Vincent Browne, our CFO and Director, through his ownership and control of Growthcap Investments Inc.

In July of 2016, the Company entered into a new Professional Consulting Agreement with VestCo Corp., a company owned and controlled by Mr. Vincent Browne, our CFO and a member of the Company's Board of Directors, which supersedes and replaces the previous Professional Consulting Agreement entered into a year ago with VestCo. The initial term of the Consulting Agreement is three years with automatic renewal for additional three year terms. As consideration for the continuation of Mr. Browne's services, the Company agreed to pay a quarterly base fee of \$45,000, a potential cash bonus of 2% of adjusted annual income, and the extension of the term of his existing warrants to purchase up to a total of 1,800,000 shares of restricted common stock, with 600,000 vested as of July of 2016 and the remaining portion vesting over the next 2 years, exercisable at \$0.20 per share and having a 5 year term from July of 2016. Additionally, as of July of 2016, the Company issued to VestCo warrants to purchase up to a total of 3,000,000 shares of restricted common stock of the Company at an exercise price of \$0.20 per share, with 1,000,000 vesting annually over a period of 3 years and having a 5 year exercise term from issuance. The Company also issued to VestCo additional warrants to purchase up to 1,000,000 shares of restricted common stock of the Company at an exercise price of \$0.20 per share and having a three year term, but which shall only vest at the time that third party financing/investment into the Company reaches a certain target amount. VestCo will also be entitled to receive up to 2,000,000 additional warrants, at a purchase price equal to the market price of the Common Stock at time of each issuance, based on the successful acquisition by the Company, of productive Solar projects over and above those built by the Company, such amount to be calculated based on the amount of actual productivity of such projects.

In December 2016, VestCo cancelled the warrants issuable under this Agreement.

On November 12, 2015, the Company entered into a Professional Consulting Agreement with Mr. Forlani, to be effective as of January 1, 2016, having an initial term of 3 years with automatic renewal for additional 3 year terms thereafter, pursuant to which Mr. Forlani will continue to be the Company's Chief Executive Officer, as well as Chairman of the Company's Board of Directors. As consideration for such services, commencing January 1, 2016 the Company agreed to

pay a quarterly base fee of \$45,000 to Mr. Forlani, a potential cash bonus of 2% of adjusted annual earnings, to be applied at December 31, 2016 and each year thereafter, and warrants to purchase up to a total of 3,000,000 shares of restricted common stock, vesting over 3 years, exercisable at \$0.20 per share and having a 5 year term. Additionally, Mr. Forlani will be entitled to receive warrants to purchase up to 2,000,000 additional shares of common stock, at an exercise price equal to the market price of the common stock at time of each issuance, based on the successful acquisition by the Company, of Solar projects over and above those built by the Company; warrants to purchase up to 400,000 shares of common stock shall be issued for every 50 Mw acquired by the Company. In December 2016, Mr. Forlani cancelled the warrants issuable under this Agreement.

Also on November 12, 2015 the Company entered into a First Amendment to a \$100,000 Promissory Note issued to Mr. Forlani, our CEO, on March 25, 2015, whereby the maturity date of the Note was extended to December 31, 2016 or the termination date of the Professional Consulting Agreement with Mr. Forlani, as described above, the Note shall accrue 10% interest annually commencing January 1, 2016, and the Note is now convertible at any time at the option of Mr. Forlani at \$0.20 per share.

On September 30, 2015, PWCL sold two of its wholly owned subsidiaries, World Global Assets Pte. Ltd. (WGA) and Cellad, to Fabio Galdi, our former executive officer and director and former majority shareholder of PWCL. The Company issued a convertible loan note for \$1,000,000 to WGA as part of the disposition of the space technology business to Fabio Galdi. (See Footnote 10 for more details on this loan note.)

In March of 2015, the Company acquired a controlling interest in three companies: Power Clouds Japan GK (PCGK), Parc Solar Moldoveni SRL (“SPM”) (now called Power Clouds S.R.L.) and F.R.A.N. Energy Investment SRL (“FRAN”), each a subsidiary of Power Clouds Holdings Pte. Ltd. (formerly Power Clouds Pte. Ltd.) a Singapore company owned and controlled at the time of the transaction by Roberto Forlani, our CEO at the time and current CTO. In July of 2015, the Company acquired a 95% interest in another subsidiary of Power Clouds Pte. Ltd., Green Light GK.

There are no family relationships among the Company’s officers and directors.

Other than as set forth above, the Company has not entered into any transactions with our officers, directors, persons nominated for these positions, beneficial owners of 5% or more of its common stock, or family members of these persons wherein the amount involved in the transaction or a series of similar transactions exceeded \$60,000.

The Company’s management is involved in other business activities and may, in the future become involved in other business opportunities. If a specific business opportunity becomes available, such persons may face a conflict in selecting between our business and their other business interests. In the event that a conflict of interest arises at a meeting of our directors, a director who has such a conflict will disclose his interest in a proposed transaction and will abstain from voting for or against the approval of such transaction.

14. Departure Of Certain Officers; Appointment Of Certain Officers.

As of September 29, 2017, Roberto Forlani resigned as Power Clouds’ Chief Executive Officer and Chairman of the Board, and Vincent Browne, Power Clouds’ Chief Financial Officer and Corporate Secretary, was appointed as Chief Executive Officer and Chairman of the Board of Directors. Mr. Browne will also remain the Company’s acting Chief Financial Officer and Corporate Secretary.

Roberto Forlani was appointed as Chief Technology Officer and remains a member of the Board of Directors.

15. Subsequent Events

In accordance with ASC 855, Subsequent Events, we have evaluated subsequent events through November 27, 2017, the date of available issuance of these unaudited financial statements. During this period, we had the following materially recognizable subsequent events.

As of February 6, 2018, John Thomas was elected as a member of the Company’s Board of Directors. Mr. Thomas has served in senior operating and management roles in a variety of corporate and public enterprises for over 35 years. Currently, he is Managing Partner of the Doonbeg Group, which he co-founded in 2013. Doonbeg Group is a merchant bank offering advisory services across a wide spectrum of interests. Prior to co-founding the Doonbeg Group, he was a founding partner of Pfi Hudson Group, a boutique investment bank. Prior to that, Mr. Thomas spent 12 years at the Grundstad Maritime Group, a Norwegian holding company with various maritime assets including product tankers and a cruise line, culminating as CEO and President of the Group. He joined Grundstad from Northrop Corporation, where for 5

years he was responsible for Northrop's corporate counter trade and offset operations worldwide. Before joining Northrop, Mr. Thomas was Owners Representative for West Africa and Resident Managing Director in Nigeria for Farrell Lines, a US Flag shipping company. He began his African experience as a U.S. Peace Corps Volunteer in The Gambia, West Africa and later transferred to Micronesia. Mr. Thomas graduated with a BS in Business Administration from Manhattan College.