DatChat, Inc.
65 Church Street, 2nd Floor
New Brunswick, NJ 08901
Telephone: (732) 354-4766

$50,000 Minimum Offering Amount (25,000 Shares of Common Stock)
$50,000,000 Maximum Offering Amount (25,000,000 Shares of Common Stock)

We are offering a minimum of $50,000 and a maximum of $50,000,000 of our Common Stock ("Common Stock"). The offering will consist of a minimum of 25,000 and a maximum of 25,000,000 shares of Common Stock at an offering price of $2.00 per share (the "Offered Shares"). If we have not received and accepted subscriptions for the minimum number of Offered Shares at the end of the one hundred fiftieth (150) day following qualification of the offering statement of which this offering circular is a part, subject to the Company's ability to extend the offering for an additional thirty (30) days (the "Extension Period"), this offering will terminate. If we have received and accepted subscriptions for the minimum number of Offered Shares on or before the end of the one hundred fiftieth (150) day following qualification, or the end of the Extension Period, if exercised, then the Company will close on the minimum offering amount (the "Initial Closing") and this offering will continue and terminate on (i) the date which is one hundred fifty (150) days after the Initial Closing or (ii) the date on which the maximum offering amount is sold.

If on the date of the Initial Closing we have sold less than the maximum Offered Shares, then we will hold one or more additional closings for additional sales (each, an "Additional Closing"), up to the maximum number of Offered Shares until such time as the offering is terminated. The Company will consider various factors in determining the timing of any Additional Closings, including amount of proceeds received at the Initial Closing, the level of additional valid subscriptions received after the Initial Closing, and the eligibility of additional investors under applicable laws. For the Initial Closing and each subsequent Additional Closing, proceeds for such closing will be kept in a separate bank account, as agent or trustee for the persons who have the beneficial interests therein, pursuant to Section 15c2-4. Upon each closing, the proceeds collected for such closing will be disbursed to the Company and the associated Offered Shares will be issued to the investors in such Offered Shares. If the offering does not close for any reason, the proceeds for the offering will be promptly returned to investors, without deduction and generally without interest. The agent for the separate bank account will retain 0.25% of funds reconciled and processed in such account as partial compensation for serving as agent. The minimum purchase requirement per investor is 250 Offered Shares ($500); however, we can waive the minimum purchase requirement on a case-by-case basis in our sole discretion.

	Number of Shares	Price to Public	Underwriting Discounts and Commissions (1)	Proceeds to Issuer (2)
Per Share:	1	$ 2.00	$ 0.00	$ 2.00
Total Minimum:	25,000	$ 50,000	$ 0.00	$ 50,000
Total Maximum:	25,000,000	$ 50,000,000	$ 0.00	$ 41,760,500(3)

(1) We do not intend to use commissioned sales agents or underwriters.
(2) Does not include expenses of the offering, including, but not limited to, legal, accounting, printing, marketing, blue sky compliance, transfer agent, and escrow fees.
(3) Assumes all shares sold by selling shareholders hereunder for which the Company will not receive proceeds.

The date of this Offering Circular is February 2, 2017

Generally, no sale may be made to you in this offering if the aggregate purchase price you pay is more than 10% of the greater of your annual income or net worth. Different rules apply to accredited investors and non-natural persons. Before making any representation that your investment does not exceed applicable thresholds, we encourage you to review Rule 251(d)(2)(i)(C) of Regulation A. For general information on investing, we encourage you to refer to www.investor.gov.

An investment in the Offered Shares is subject to certain risks and should be made only by persons or entities able to bear the risk of and to withstand the total loss of their investment. Prospective investors should carefully consider and review the RISK FACTORS beginning on page 3.

THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION DOES NOT PASS UPON THE MERITS OR GIVE ITS APPROVAL TO ANY SECURITIES OFFERED OR THE TERMS OF THE OFFERING, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF ANY OFFERING CIRCULAR OR OTHER SELLING LITERATURE. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR APPLICABLE STATE SECURITIES LAWS, AND THESE SECURITIES ARE OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION. HOWEVER, THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THE SECURITIES OFFERED HEREUNDER ARE EXEMPT FROM REGISTRATION.

THIS OFFERING CIRCULAR CONTAINS ALL OF THE REPRESENTATIONS BY THE COMPANY CONCERNING THIS OFFERING, AND NO PERSON SHALL MAKE DIFFERENT OR BROADER STATEMENTS THAN THOSE CONTAINED HEREIN. INVESTORS ARE CAUTIONED NOT TO RELY UPON ANY INFORMATION NOT EXPRESSLY SET FORTH IN THIS OFFERING CIRCULAR.

This Offering Circular is following the offering circular format described in Part II of Form 1-A.

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DATCHAT, INC.
FINANCIAL STATEMENTS
(UNAUDITED)
June 30, 2016

NOTE 5 – STOCKHOLDERS' EQUITY (continued)

On May 18, 2016, the Company entered into a one-year advisory board agreement with an advisor who has agreed to act as a member of the Company's Advisory Board. The agreement expires on May 18, 2017. In accordance to this advisory board agreement, the Company shall pay the advisor 200,000 shares of the Company's common stock. On May 18, 2016, the Company issued 200,000 shares of its common stock to the consultant. The Company valued these common shares at the fair value of $40,000 or $0.20 per common share based on the sale of common stock in the recent private placement. In connection with the issuance of these common shares, the Company recorded stock-based compensation of $3,333 for the six months ended June 30, 2016 and prepaid expense of $36,667 as of June 30, 2016. The prepaid expense will be amortized over the 12-month term of the consulting agreement.

In February 2016, the Company sold 1,500,000 shares of its common stock at $0.06667 per common share for proceeds of $100,005 to an unrelated party. Between January 2016 and June 2016, the Company sold 1,507,250 shares of its common stock at $0.20 per common share for gross proceeds of $301,450 and net proceeds of $300,200 after legal fees related to the private placement sale.

On June 14, 2016, the Company entered into a one-year advisory board agreement with an advisor who has agreed to act as a member of the Company's Advisory Board. In accordance to this advisory board agreement, the Company shall pay the advisor 200,000 shares of the Company's common stock. On June 14, 2016, the Company issued 200,000 shares of its common stock to the consultant. The Company valued these common shares at the fair value of $40,000 or $0.20 per common share based on the sale of common stock in the recent private placement. In connection with the issuance of these common shares, the Company recorded stock-based compensation of $1,667 for the six months ended June 30, 2016 and prepaid expense of $38,333 as of June 30, 2016. The prepaid expense will be amortized over the 12-month term of the consulting agreement.

NOTE 6 – COMMITMENTS AND CONTINGENCIES

The Company entered into a sublease agreement with an affiliated company on January 1, 2015. The term of the sublease agreement started on January 1, 2015 and ends on December 31, 2016. During fiscal 2016, the Company paid a monthly base rent of $2,217 plus a pro rata share of operating expenses. The base rent was subject to a monthly increase from $2,217 to $2,275 beginning on June 1, 2016. The CEO of the Company is an officer of the affiliated company.

Future minimum rental payments required under this operating lease are as follows:

	Total	**1 year**	**Thereafter**
Operating lease	$ 13,650	$ 13,650	$ -
Total	$ 13,650	$ 13,650	$ -

Rent expense was $16,423 and $15,434 for the six months ended June 30, 2016 and 2015, respectively.

NOTE 7 – SUBSEQUENT EVENTS

In July 2016, the Company sold 62,500 shares of its common stock at $0.20 per common share for gross proceeds of $12,500.

In July 2016, the Company paid back the principal amount of the note to a related party for $4,000.

In August 2016, the Board of Directors of the Company approved to change the name of the Company from Dat Chat, Inc. to DatChat, Inc.

In August 2016, the Board of Directors of the Company approved to authorize shares to issue 20,000,000 shares of preferred stock. Consequently, the authorized capital stock consists of 200,000,000 shares, of which 180,000,000 are shares of common stock and 20,000,000 are shares of preferred stock.

In August 2016, the Company designated 1 share of Series A Preferred Stock, par value $0.0001 per share (the "Series A Preferred Stock") and has a stated value equal to $1.00 as may be adjusted for any stock dividends, combinations or splits. Each one (1) share of the Series A Preferred Stock shall have voting rights equal to (x) the total issued and outstanding Common Stock eligible to vote at the time of the respective vote divided by (y) forty-nine onehundredths (0.49) minus (z) the total issued and outstanding Common Stock eligible to vote at the time of the respective vote. The Series A Preferred Stock does not convert into equity of the Company. The Series A Preferred Stock does not contain any redemption provision.

In October 2016, the Company entered into a promissory note agreement, providing for the issuance of a note in the principal amount of $10,000 to a principal stockholder of the Company. The note is due on December 26, 2016. The annual interest rate for the note is 10%.

In October 2016, the Company entered into a promissory note agreement, providing for the issuance of a note in the principal amount of $2,500. The note is due on December 16, 2016. The annual interest rate for the note is 10%. The lender is the brother of the CEO of the Company.

In November 2016, the Company sold 650,000 shares of its common stock at $0.20 per common share for gross proceeds of $130,000.

INDEX TO FINANCIAL STATEMENTS
For the Year Ended December 31, 2015 and
For the Period from December 4, 2014 (Inception) to December 31, 2014

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Dat Chat, Inc.

We have audited the accompanying balance sheets of Dat Chat, Inc. as of December 31, 2014 and 2015, and the related statements of operations, stockholders' deficit, and cash flows for the period from December 4, 2014 (inception) through December 31, 2014 and the year ended December 31, 2015. Dat Chat, Inc.'s management is responsible for the financial statements. Our responsibility is to express an opinion on the financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

We were not engaged to examine management's assertion about the effectiveness of Dat Chat, Inc.'s internal control over financial reporting as of December 31, 2015 and, accordingly, we do not express an opinion thereon.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Dat Chat, Inc. as of December 31, 2014 and 2015 and the results of its operations and cash flows for the period from December 4, 2014 (inception) through December 31, 2014 and the year ended December 31, 2015, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has incurred operating losses, has incurred negative cash flows from operations and has a working capital deficit. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plan regarding these matters is also described in Note 1 to the financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

D. Brooks and Associates CPA's, P.A.

D. Brooks and Associates CPA's, P.A
West Palm Beach, FL
August 3, 2016

DAT CHAT, INC.
BALANCE SHEETS

	December 31, 2015	December 31, 2014
ASSETS		
CURRENT ASSETS:		
Cash	$ 1,429	$ -
Prepaid expense	31,667	$ -
Total Current Assets	33,096	-
OTHER ASSETS:		
Software development cost, net	134,410	-
Total Assets	$ 167,506	$ -
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	$ 3,622	$ 1,032
Notes payable	10,000	-
Notes payable - related parties	52,500	-
Due to related party	8,260	282
Total Current Liabilities	74,382	1,314
Commitments and Contingencies - (Note 7)		
STOCKHOLDERS' EQUITY (DEFICIT):		
Preferred stock ($0.0001 par value; 1,000,000 shares authorized; No shares issued and outstanding at December 31, 2015 and 2014)	-	-
Common stock ($0.0001 par value; 199,000,000 shares authorized; 12,775,000 and 11,000,000 shares issued and outstanding at December 31, 2015 and 2014, respectively)	1,278	1,100
Additional paid-in capital	354,822	-
Accumulated deficit	(262,976)	(2,414)
Total Stockholders' Equity (Deficit)	93,124	(1,314)
Total Liabilities and Stockholders' Equity (Deficit)	$ 167,506	$ -

See accompanying notes to financial statements.

DAT CHAT, INC.
STATEMENTS OF OPERATIONS

	For the Year Ended December 31, 2015	For the Period from December 4, 2014 (Inception) to December 31, 2014
NET REVENUES	$ -	$ -
OPERATING EXPENSES:		
Compensation	108,655	600
Professional and consulting	37,912	500
General and administrative	110,579	1,314
Total operating expenses	257,146	2,414
OTHER INCOME (EXPENSE)		
Interest expense	(3,420)	-
Interest income	4	-
Total other income (expense)	(3,416)	-
NET LOSS	$ (260,562)	$ (2,414)
NET LOSS PER COMMON SHARE:		
Basic and diluted	$ (0.02)	$ -
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING:		
Basic and diluted	12,145,207	9,035,713

See accompanying notes to financial statements.

DAT CHAT, INC.
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
For the Year Ended December 31, 2015 and For the Period from December 4, 2014 (Inception) to December 31, 2014

	Preferred Stock		Common Stock		Additional Paid-in	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	(Deficit) Equity
Balance, December 4, 2014 (Inception)	-	$ -	-	$ -	$ -	$ -	$ -
Issuance of common stock to founders	-	-	11,000,000	1,100	-	-	1,100
Net loss for the period from December 4, 2014 (inception) to December 31, 2014	-	-	-	-	-	(2,414)	(2,414)
Balance, December 31, 2014	-	-	11,000,000	1,100	-	(2,414)	(1,314)
Sale of common stock	-	-	1,075,000	108	214,892	-	215,000
Issuance of common stock for services	-	-	200,000	20	39,980	-	40,000
Issuance of common stock for software development cost	-	-	500,000	50	99,950	-	100,000
Net loss for the year ended December 31, 2015	-	-	-	-	-	(260,562)	(260,562)
Balance, December 31, 2015	-	$ -	12,775,000	$ 1,278	$ 354,822	$ (262,976)	$ 93,124

See accompanying notes to financial statements.

DAT CHAT, INC.
STATEMENTS OF CASH FLOWS

	For the Year Ended December 31, 2015	For the Period from December 4, 2014 (Inception) to December 31, 2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (260,562)	$ (2,414)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization expense	26,882	-
Stock-based compensation and fees	8,333	1,100
Changes in operating assets and liabilities:		
Accounts payable and accrued expenses	2,590	1,032
NET CASH USED IN OPERATING ACTIVITIES	(222,757)	(282)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capitalized software development cost	(61,292)	-
NET CASH USED IN INVESTING ACTIVITIES	(61,292)	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Advances from a related party	11,066	282
Payments on related party advances	(3,088)	-
Proceeds from notes payable	67,500	-
Repayment of notes payable	(5,000)	-
Proceeds from sale of common stock	215,000	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	285,478	282
NET INCREASE IN CASH	1,429	-
CASH - beginning of period	-	-
CASH - end of period	$ 1,429	$ -
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for:		
Interest	$ -	$ -
Income taxes	$ -	$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Issuance of common stock for future services	$ 31,667	$ -
Issuance of common stock for software development cost	$ 100,000	$ -

See accompanying notes to financial statements.

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

Dat Chat, Inc. (the "Company") was incorporated in the State of Nevada on December 4, 2014 under the name of YssUp, Inc. On March 4, 2015, the Company's corporate name was changed to Dat Chat, Inc. The Company established a fiscal year end of December 31. The Company's principal business is focused on its mobile messaging application that provides a traditional messaging platform, while providing users with complete privacy and control features for their sent messages. The Company's mobile messaging application is called DatChat Messenger which is currently a free messaging application. Once the Company achieves critical mass of users, the Company will offer new features and will charge fees and generate revenues from the added features.

Basis of presentation and going concern

As reflected in the accompanying financial statements, the Company has a net loss and net cash used in operations of $260,562 and $222,757, respectively, for the year ended December 31, 2015. Additionally the Company has a working capital deficit and accumulated deficit of $41,286 and $262,976, respectively, at December 31, 2015 and has no revenues. These circumstances cause substantial doubt about the Company's ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company's ability to further implement its business plan, raise capital, and generate revenues. Currently, management is seeking capital to implement its business plan. Management believes that the actions presently being taken provide the opportunity for the Company to continue as a going concern. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Use of estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and the related disclosures at the date of the financial statements and during the reporting period. Actual results could materially differ from these estimates. Significant estimates include the valuation of deferred tax assets, and the value of stock-based compensation and fees.

Cash and cash equivalents

The Company considers all highly liquid debt instruments and other short-term investments with maturity of three months or less, when purchased, to be cash equivalents. The Company maintains cash and cash equivalent balances at one financial institution that is insured by the Federal Deposit Insurance Corporation. The Company's account at this institution is insured by the Federal Deposit Insurance Corporation ("FDIC") up to $250,000. As of December 31, 2015, the Company has not reached bank balances exceeding the FDIC insurance limit. To reduce its risk associated with the failure of such financial institution, the Company evaluates at least annually the rating of the financial institution in which it holds deposits.

Fair value measurements and fair value of financial instruments

The estimated fair value of certain financial instruments, including cash and accounts payable are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments.

Revenue recognition

The Company will recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the purchase price is fixed or determinable and collectability is reasonably assured. The Company has not recognized any revenues since its inception.

Income taxes

The Company accounts for income taxes pursuant to the provision of ASC 740-10, "Accounting for Income Taxes" ("ASC 740-10"), which requires, among other things, an asset and liability approach to calculating deferred income taxes. The asset and liability approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. A valuation allowance is provided to offset any net deferred tax assets for which management believes it is more likely than not that the net deferred asset will not be realized.

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The Company follows the provision of ASC 740-10 related to Accounting for Uncertain Income Tax Positions. When tax returns are filed, there may be uncertainty about the merits of positions taken or the amount of the position that would be ultimately sustained. In accordance with the guidance of ASC 740-10, the benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions.

Tax positions that meet the more likely than not recognition threshold are measured at the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefit associated with tax positions taken that exceed the amount measured as described above should be reflected as a liability for uncertain tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. The Company believes its tax positions are all more likely than not to be upheld upon examination. As such, the Company has not recorded a liability for uncertain tax benefits.

The Company has adopted ASC 740-10-25, “Definition of Settlement”, which provides guidance on how an entity should determine whether a tax position is effectively settled for the purpose of recognizing previously unrecognized tax benefits and provides that a tax position can be effectively settled upon the completion and examination by a taxing authority without being legally extinguished. For tax positions considered effectively settled, an entity would recognize the full amount of tax benefit, even if the tax position is not considered more likely than not to be sustained based solely on the basis of its technical merits and the statute of limitations remains open. The federal and state income tax returns of the Company are subject to examination by the IRS and state taxing authorities, generally for three years after they are filed.

Stock-based compensation

Stock-based compensation is accounted for based on the requirements of the Share-Based Payment Topic of ASC 718, “Compensation — Stock Compensation” (“ASC 718”), which requires recognition in the consolidated financial statements of the cost of employee and director services received in exchange for an award of equity instruments over the period the employee or director is required to perform the services in exchange for the award (presumptively, the vesting period). ASC 718 also requires measurement of the cost of employee and director services received in exchange for an award based on the grant-date fair value of the award.

Pursuant to ASC Topic 505-50, “Equity Based Payments to Non-employees”, for share-based payments to consultants and other third-parties, compensation expense is determined at the measurement date. The expense is recognized over the vesting period of the award. Until the measurement date is reached, the total amount of compensation expense remains uncertain. The Company initially records compensation expense based on the fair value of the award at the reporting date.

Software development costs

The Company develops software and applications which are being provided to customers for free in order to deliver revenue producing products. Costs incurred to develop internal-use software, including website development costs, during the preliminary project stage are expensed as incurred. Internal-use software development costs are capitalized during the application development stage, which is after: (i) the preliminary project stage is completed; and (ii) management authorizes and commits to funding the project and it is probable the project will be completed and used to perform the function intended. Capitalization ceases at the point the software project is substantially complete and ready for its intended use, and after all substantial testing is completed. Upgrades and enhancements are capitalized if it is probable that those expenditures will result in additional functionality. Amortization is provided for on a straight-line basis over the expected useful life of three years of the internal-use software development costs and related upgrades and enhancements. When existing software is replaced with new software, the unamortized costs of the old software are expensed when the new software is ready for its intended use. During the fiscal year 2015 and 2014, the Company capitalized software development cost of $161,292 and $0 during the application development stage. The Company released its application on July 8, 2016 and consequently, the Company incurred software developments cost which consisted primarily of consulting fees and salaries for software programming services in the amount of $51,525 and $50 during the year ended December 31, 2015 and for the period from December 4, 2014 (inception) to December 31, 2014, respectively.

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of long-lived assets

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable, or at least annually. The Company recognizes an impairment loss when the sum of expected undiscounted future cash flows is less than the carrying amount of the asset. The amount of impairment is measured as the difference between the asset's estimated fair value and its book value. The Company did not record any impairment losses during the year ended December 31, 2015 and for the period from December 4, 2014 (inception) to December 31, 2014.

Net loss per share of common stock

Basic net loss per share is computed by dividing the net loss by the weighted average number of common shares during the period. Diluted net loss per share is computed using the weighted average number of common shares and potentially dilutive securities outstanding during the period. At December 31, 2015 and 2014, the Company did not have any potentially dilutive securities outstanding that may dilute any future earnings per share.

Recent accounting pronouncements

In June 2014, the FASB issued ASU 2014-10, "Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements". ASU 2014-10 eliminates the distinction of a development stage entity and certain related disclosure requirements, including the elimination of inception-to-date information on the statements of operations, cash flows and stockholders' equity. The amendments in ASU 2014-10 will be effective prospectively for annual reporting periods beginning after December 15, 2014, and interim periods within those annual periods, however early adoption is permitted. The Company evaluated and adopted ASU 2014-10 for the annual reporting period ended December 31, 2015 and for the period from December 4, 2014 (inception) to December 31, 2014.

Accounting standards which were not effective until after December 31, 2015 are not expected to have a material impact on the Company's financial position or results of operations.

NOTE 2 – SOFTWARE DEVELOPMENT COST

Software development cost, net consisted of the following:

	Estimated life	December 31, 2015	December 31, 2014
Software development cost (see Note 1)	3 years	$ 161,292	$ -
Less: Accumulated amortization		(26,882)	-
		$ 134,410	$ -

Amortization expense was $26,882 and $0 for the year ended December 31, 2015 and for the period from December 4, 2014 (inception) to December 31, 2014, respectively.

NOTE 3 – RELATED PARTY TRANSACTION

The Company's officer, Mr. Darin Myman, from time to time, provided advances to the Company for working capital purposes. At December 31, 2015 and 2014, the Company had a payable to the officer of $8,260 and $282, respectively. These advances were short-term in nature and non-interest bearing. Between December 4, 2014 (inception) and December 31, 2015, Mr. Myman provided advances to the Company for working capital purposes for a total of $11,348 and the Company repaid $3,088 of these advances.

On May 29, 2015, the Company entered into a promissory note agreement, providing for the issuance of a note in the principal amount of $30,000 to a principal stockholder of the Company. The note was due on July 29, 2015. The annual interest rate for the loan is 10%. The Company defaulted to repay the note when it was due. On February 25, 2016, the Company entered into an extension agreement with the lender to extend the maturity date of the note to December 31, 2016. In accordance to the extension agreement, the Company and the lender agree to increase the amount of the principal amount of the note by $5,000 as penalty for the Company's failure to repay the note on July 29, 2015. In connection with the increase in principal amount of $5,000, the Company recorded interest expense of $5,000 on February 25, 2016.

NOTE 3 – RELATED PARTY TRANSACTION (continued)

On June 26, 2015, the Company entered into a promissory note agreement, providing for the issuance of a promissory note in the principal amount of $15,000 to a principal stockholder of the Company. The note is due on December 26, 2016. The annual interest rate for the loan is 10%.

On September 1, 2015, the Company entered into a promissory note agreement, providing for the issuance of a note in the principal amount of $7,500 to a principal stockholder of the Company. The note is due on December 26, 2016. The annual interest rate for the note is 10%.

On September 29, 2015, the Company entered into a promissory note agreement, providing for the issuance of a note in the principal amount of $5,000 to a principal stockholder of the Company. The note is due on December 26, 2016. The annual interest rate for the note is 10%. The Company repaid the note in full on October 15, 2015. The CEO of the Company is an officer of the affiliated company.

The Company entered into a sublease agreement with an affiliated company on January 1, 2015. The term of the sublease agreement started on January 1, 2015 and ends on December 31, 2016. During fiscal 2015, the Company paid a monthly base rent ranging from $2,158 to $2,217 plus a pro rata share of operating expenses. The base rent was subject to a monthly increase from $2,217 to $2,275 beginning on June 1, 2016. The CEO of the Company is an officer of the affiliated company.

NOTE 4 - NOTES PAYABLE

Notes payable consisted of the following:

	December 31, 2015	December 31, 2014
Notes payable – unrelated party	$ 10,000	$ -
Notes payable – related party (see Note 3)	52,500	-
Total notes payable	$ 62,500	$ -

On September 29, 2015, the Company entered into a promissory note agreement, providing for the issuance of a note in the principal amount of $10,000 to an unrelated party. The note was due on December 26, 2015. The annual interest rate for the note is 24%. The Company defaulted to repay the note when it was due. On June 16, 2016, the Company entered into an extension agreement with the lender to extend the maturity date of the note to December 26, 2016. All other provision of the original note shall prevail.

As of December 31, 2015 and 2014, accrued interest related to these notes amounted to $3,420 and $0, respectively.

NOTE 5 – STOCKHOLDERS' EQUITY (DEFICIT)

Shares Authorized

The authorized capital of the Company consists of 199,000,000 shares of common stock, par value $0.0001 per share and 1,000,000 shares of preferred stock, par value $0.0001 per share.

Common stock

Between December 4, 2014 (inception) and December 31, 2014, the Company issued 11,000,000 shares of its common stock to its founders for services rendered. The Company valued these common shares issued to the founders at par value of $0.0001 per common share. In connection with issuance of these common shares, the Company recorded stock-based compensation of $1,100.

During the year ended December 31, 2015, the Company sold 1,075,000 shares of its common stock at $0.20 per common share for proceeds of $215,000.

On January 5, 2015, the Company issued 500,000 vested shares of its common stock to a programmer for services provided. The Company valued these common shares at the fair value of $0.20 per common share or $100,000 based on the sale of common stock in the recent private placement at $0.20 per common share. In connection with the issuance of these common shares, the Company recorded software development cost of $100,000 for the year ended December 31, 2015.

NOTE 5 – STOCKHOLDERS' EQUITY (DEFICIT) (continued)

On October 15, 2015, the Company entered into a twelve-month consulting agreement with a consultant for providing strategic consulting and business advisory services. Pursuant to the consulting agreement, the Company issued 200,000 shares of the Company's common stock to the consultant. The Company valued these common shares at the fair value of $40,000 or $0.20 per common share based on the sale of common stock in the recent private placement. In connection with the issuance of these common shares, the Company recorded stock-based compensation of $8,333 for the year ended December 31, 2015 and prepaid expense of $31,667 as of December 31, 2015. The prepaid expense will be amortized over the 12-month term of the consulting agreement.

NOTE 6 – INCOME TAXES

The Company has incurred aggregate net operating losses of approximately $253,543 for income tax purposes as of December 31, 2015. The net operating loss carries forward for United States income taxes, which may be available to reduce future years' taxable income. These carry forwards will expire, if not utilized, through 2035. Management believes that the realization of the benefits from these losses appears not more than likely due to the Company's limited operating history and continuing losses for United States income tax purposes. Accordingly, the Company has provided a 100% valuation allowance on the deferred tax asset to reduce the asset to zero. Management will review this valuation allowance periodically and make adjustments as necessary.

The items accounting for the difference between income taxes at the effective statutory rate and the provision for income taxes for the year ended December 31, 2015 and for the period from December 4, 2014 (inception) to December 31, 2014 were as follows:

	Year Ended December 31, 2015	Period from December 4, 2014 (Inception) to December 31, 2014
Income tax benefit at U.S. statutory rate of 34%	$ (88,591)	$ (821)
Income tax benefit - State	(13,028)	(121)
Non-deductible expenses	3,250	429
Change in valuation allowance	98,369	513
Total provision for income tax	$ -	$ -

The Company's approximate net deferred tax asset at December 31, 2015 and 2014 was as follows:

Deferred Tax Asset:	December 31, 2015	December 31, 2014
Net operating loss carryforward	$ 98,882	$ 513
Valuation allowance	(98,882)	(513)
Net deferred tax asset	$ -	$ -

The net operating loss carryforward was $253,543 and $1,314 at December 31, 2015 and 2014, respectively. The Company provided a valuation allowance equal to the deferred income tax asset for the year ended December 31, 2015 and for the period from December 4, 2014 (inception) to December 31, 2014 because it was not known whether future taxable income will be sufficient to utilize the loss carryforward. The increase in the allowance was $98,369 in fiscal 2015. The potential tax benefit arising from the loss carryforward will expire in 2035.

Additionally, the future utilization of the net operating loss carryforward to offset future taxable income may be subject to an annual limitation as a result of ownership changes that could occur in the future. If necessary, the deferred tax assets will be reduced by any carryforward that expires prior to utilization as a result of such limitations, with a corresponding reduction of the valuation allowance.

The Company does not have any uncertain tax positions or events leading to uncertainty in a tax position. The Company's 2014 and 2015 Corporate Income Tax Returns are subject to Internal Revenue Service examination.

NOTE 7 – COMMITMENTS AND CONTINGENCIES

On October 15, 2015, the Company entered into a one-year consulting agreement with a consultant who has agreed to provide general business consulting services to the Company. The agreement expires on October 15, 2016. In consideration of this agreement, on October 15, 2015, the Company issued 200,000 shares of its common stock to the consultant. The Company valued these common shares at the fair value of $0.20 per common share based on the sale of common stock in a private placement at $0.20 per common share (see Note 5).

The Company entered into a sublease agreement with an affiliated company on January 1, 2015. The term of the sublease agreement started on January 1, 2015 and ends on December 31, 2016. During fiscal 2015, the Company paid a monthly base rent ranging from $2,158 to $2,217 plus a pro rata share of operating expenses. The base rent was subject to a monthly increase from $2,217 to $2,275 beginning on June 1, 2016. The CEO of the Company is an officer of the affiliated company.

Future minimum rental payments required under this operating lease are as follows:

	Total	1 year	Thereafter
Operating lease	$ 27,010	$ 27,010	$ -
Total	$ 27,010	$ 27,010	$ -

Rent expense was $29,874 and $0 for the year ended December 31, 2015 and for the period from December 4, 2014 (inception) to December 31, 2014, respectively.

NOTE 8 – SUBSEQUENT EVENTS

On January 5, 2016, the Company entered into a one-year consulting agreement with a consultant who has agreed to provide general business consulting services to the Company. The agreement expires on January 5, 2017. In accordance to this consulting agreement, the Company shall pay the consultant (i) 1,000,000 shares of the Company's common stock; and (ii) cash compensation rate of $50 per hour on hours pre-authorized by the Company. On January 5, 2016, the Company issued 1,000,000 shares of its common stock to the consultant.

On January 12, 2016, the Company entered into a six-month consulting agreement with a consultant who has agreed to provide general business consulting services to the Company. The agreement expires on July 12, 2016. In accordance to this consulting agreement, the Company shall pay the consultant 75,000 shares of the Company's common stock. On January 12, 2016, the Company issued 75,000 shares of its common stock to the consultant.

On January 17, 2016, the Company entered into a promissory note agreement, providing for the issuance of a note in the principal amount of $5,000 to a principal stockholder of the Company. The note is due on December 26, 2016. The annual interest rate for the note is 10%. The Company repaid the note in full on March 7, 2016. The CEO of the Company is an officer of the affiliated company.

On April 5, 2016, the Company entered into a one-year consulting agreement with a consultant who has agreed to provide general business consulting services to the Company. The agreement expires on April 5, 2017. In accordance to this consulting agreement, the Company pays the consultant (i) 1,000,000 shares of the Company's common stock; (ii) cash compensation rate of $50 per hour on hours pre-authorized by the Company. On April 8, 2016, the Company issued 1,000,000 shares of its common stock to the consultant.

On April 28, 2016, the Company entered into a legal consulting agreement with a firm who has agreed to provide legal services to the Company. In accordance to this legal consulting agreement, the Company shall pay the consultant (i) fees for the Regulation A Offering services at a flat fee of $35,000 with a $10,000 retainer due upon execution of this agreement. The remainder of the flat fee shall be paid on the earlier of (a) the abandonment of the Regulation A Offering or (b) with 45 days of the effectiveness of the Offering Statement. (ii) 25,000 shares of restricted common stock upon the execution of the agreement. (iii) $2,500 per month for SEC Services. On April 28, 2016, the Company issued 25,000 shares of its common stock to the legal firm.

On April 1, 2016, the Company entered into an advisory board agreement with an advisor who has agreed to act as a member of the Company's Advisory Board. In accordance to this advisory board agreement, the Company shall pay the advisor 500,000 shares of the Company's common stock. On April 1, 2016, the Company issued 500,000 shares of its common stock to the consultant.

NOTE 8 – SUBSEQUENT EVENTS (continued)

On May 18, 2016, the Company entered into a one-year advisory board agreement with an advisor who has agreed to act as a member of the Company's Advisory Board. The agreement expires on May 18, 2017. In accordance to this advisory board agreement, the Company shall pay the advisor 200,000 shares of the Company's common stock. On May 18, 2016, the Company issued 200,000 shares of its common stock to the consultant.

In February 2016, the Company sold 1,500,000 shares of its common stock at $0.06667 per common share for proceeds of $100,000 to an unrelated party. The Company accounted for such transaction under ASC 505-50-30 "Equity-based payments to Non-employees" and accordingly recorded stock based compensation of $200,000 which is equal to the fair value of shares issued in excess of the purchase price of $100,000. ASB 505-50-30 establishes that share-based payment transactions with nonemployees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The Company has determined that the fair value of the common stock is $0.20 per share which is based on the sale of common stock in the recent private placement.

Between January 2016 and June 2016, the Company sold 1,569,750 shares of its common stock at $0.20 per common share for proceeds of $313,950.

On June 14, 2016, the Company entered into a one-year advisory board agreement with an advisor who has agreed to act as a member of the Company's Advisory Board. In accordance to this advisory board agreement, the Company shall pay the advisor 200,000 shares of the Company's common stock. On June 14, 2016, the Company issued 200,000 shares of its common stock to the consultant.