SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended September 30, 2016

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

For the transition period from ____________________ to _____________________

Commission File No. 000-55329

CLEARTRONIC, INC.
(Exact name of issuer as specified in its charter)
(Exact name of registrant as specified in its charter)

Florida	**65-0958798**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
8000 North Federal Highway, Suite 100 **Boca Raton, Florida**	**33487**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(561) 939-3300**

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

Securities registered under Section 12(g) of the Exchange Act: **Common stock, par value $0.00001 per share**
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [ ] No [X]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days. Yes [X] No [ ]

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ]	Smaller reporting company [X]

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

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant on March 31, 2016 (based on the closing sale price of $0.061 per share of the registrant's common stock, as reported on the OTCPINK operated by The OTC Markets Group, Inc. on that date) was approximately $6,317,797. The stock price of $0.061 at March 31, 2016, takes into account a one for 3,000 reverse stock split on December 28, 2012. Common stock held by each officer and director and by each person known to the registrant to own five percent or more of the outstanding common stock has been excluded in that those persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes. Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. At September 30, 2016 the registrant had outstanding 203,899,190 shares of common stock, par value $0.00001 per share.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

In light of the risks and uncertainties inherent in all projected operational matters, the inclusion of forward-looking statements in this Form 10-K, should not be regarded as a representation by us or any other person that any of our objectives or plans will be achieved or that any of our operating expectations will be realized. Our revenues and results of operations are difficult to forecast and could differ materially from those projected in the forward-looking statements contained in this Form 10-K, as a result of certain risks and uncertainties including, but not limited to, our business reliance on third parties to provide us with technology, our ability to integrate and manage acquired technology, assets, companies and personnel, changes in market condition, the volatile and intensely competitive environment in the business sectors in which we operate, rapid technological change, and our dependence on key and scarce employees in a competitive market for skilled personnel. These factors should not be considered exhaustive; we undertake no obligation to release publicly the results of any future revisions we may make to forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

PART I

Except for historical information, this report contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such forward-looking statements involve risks and uncertainties, including, among other things, statements regarding our business strategy, future revenues and anticipated costs and expenses. Such forward-looking statements include, among others, those statements including the words "expects," "anticipates," "intends," "believes" and similar language. Our actual results may differ significantly from those projected in the forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in the section "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations." You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this report. We undertake no obligation to publicly release any revisions to the forward-looking statements or reflect events or circumstances taking place after the date of this document.

Item 1. Business.

The Company

We were initially incorporated on November 4, 1999, as Menu Sites, Inc., a Florida corporation. On March 9, 2001, we changed our name to CNE Communications, Inc. On October 1, 2004, we changed our name to CNE Industries, Inc. On March 29, 2005, we changed our name to GlobalTel IP, Inc. On May 9, 2008, we changed our name to Cleartronic, Inc.

All of our operations are conducted through our wholly owned subsidiaries, VoiceInterop, Inc., a Florida corporation, incorporated on November 13, 2007, and ReadyOp Communications, Inc., a Florida corporation, incorporated on September 15, 2014, which facilitate the marketing and sales of *ReadyOp*™ software, discussed below.

Business Overview

We do not currently have sufficient capital to conduct the present or proposed business activities described below. The costs to operate our business are approximately $60,000 per month. In order for us to cover our monthly operating expenses, we must generate revenues of approximately $120,000 per month. Accordingly, in the absence of revenues, we must secure $60,000 in equity or debt capital each month to cover our overhead expenses. In order to remain in business for one year without any revenues, we must secure $720,000 in equity or debt capital. If we are unsuccessful in securing sufficient capital or revenues, we will be unable to continue any business activities. We have not obtained any commitments for additional capital, and we may not be able to obtain any additional capital on terms not unfavorable to us, if at all.

From March 2005 to October 2007, we were primarily engaged in providing telecommunications services to our customers employing Voice over Internet Protocol (VoIP) technology. In October 2007, we sold substantially all of our assets utilized in that business. Prior to 2005, we were a website development company.

We are now a provider of Internet Protocol, or IP, unified group communication solutions. The products used in our solutions include our own proprietary products as well as products from other software and hardware vendors.

We have designed and customized standards based audio and voice collaboration solutions for prospective customers as part of a unified group communication system. We consider all aspects of a potential customer's information technology resources and existing telecommunications network in creating a design best suited for that customer. In 2013, we developed our own proprietary group communication solution and have built and installed four of these solutions as of the filing date of this report. Prior to developing our own solution we used *WAVE* software as the core component. We have designed, built and installed 18 unified group communication solutions as of the filing date of this report, 14 of which utilize *WAVE* software. In November 2013, we discontinued using *WAVE* software as a component in our unified communication solution installations.

Revenues have been generated from the design, construction and installation of the group communication systems. We have also generated revenues from maintenance and support contracts, once a unified group communication solution has been installed and tested. While we no longer sell *WAVE* based systems we will continue to support the installations that we have previously installed. We also sell our proprietary line of Internet Protocol Gateway which we have branded the *AudioMate 360 IP Gateway*, discussed below. These units are currently being sold directly to end-users and by Value Added Resellers ("VARs"). As of the date of this filing, we have approximately 10 active VARs, and we have sold our gateways to more than 1,000 end-users in the United States and 18 foreign countries.

Prior to and subsequent to sales we have made to four airport authorities, we have had discussions with approximately 10 other airport authorities as well as airlines in the United States and abroad to design, build and install voice interoperability solutions. Those discussions have not resulted in any sales.

We have developed an Internet Protocol Gateway which we call the *AudioMate 360 IP Gateway*. The *AudioMate 360 IP Gateway* has been designed to provide an Internet Protocol Gateway to users of unified group communications. The *AudioMate 360 IP Gateway* is available in different configurations which enable it to be used with various types of communications equipment.

Although other devices are available that perform the same or similar functions, we believe that our price for the *AudioMate 360 IP Gateway* is substantially lower than the prices others are presently charging for similar devices. If we are unable to provide the *AudioMate 360 IP Gateway* to our prospective customers at substantially lower prices than others are charging for similar gateways, our business will be materially adversely affected.

We do not have any other products at this time.

Our Agreement with Collabria

In March 2015, the Company amended its Licensing Agreement with Collabria LLC of Tampa, Florida ("Collabria"). The Agreement grants the Company master distribution rights to market, sell and support Collabria's command and control software, trade-named ReadyOp. ReadyOp software is designed for fast, efficient access to information and for communication with multiple persons, groups and agencies. This agreement will remain in effect for an initial term of five years unless either the Company or Collabria sooner terminates the agreement. Upon expiration of the agreement, the Company's only obligation to Collabria shall be the payment of all outstanding obligations to Collabria. In September 2014, the Company formed ReadyOp Communications, Inc. (a Florida corporation), as a wholly owned subsidiary to facilitate the marketing of ReadyOp software. According to the terms of the agreement ReadyOp Communications will pay Collabria a royalty for all ReadyOp software sold. Approximately, 44% of the revenues generated during the year ended September 30, 2016 were generated from our licensing agreement with Collabria. If this agreement is terminated it could have a significant impact on revenues.

Need for Unified Group Communications

Unified group communications and coordination within and between agencies for response actions to incidents and emergencies has been a challenge for many years. The result has been inefficiencies and in some cases the loss of lives, time and money during response activities. Governmental agencies, hospitals and other organizations experience these same interoperability failures.

We believe that Collabria's *ReadyOp™* software is a new approach to communication, coordination and interoperability that is simple, flexible, low-cost and is already in use by many agencies and enterprises in the governmental and private sectors.

Collabria's *ReadyOp™* Software

ReadyOp is a simple, innovative web-based planning and communications platform for efficiently and effectively planning, managing, communicating, and directing activities within a single organization or in a unified command structure. *ReadyOp* is a comprehensive solution with multiple means of communications in a single program, including interoperable communications for radios and other devices. *ReadyOp*'s flexibility supports daily operations, exercises and response activities including multi-agency and multi-location operations. *ReadyOp* is a single platform that provides communications, coordination, collaboration and critical response capabilities for first responders and other organizations.

Communication challenges and coordination failures within and between organizations have been well documented and remain a part of the final report for most every exercise and major incident. This is especially evident when multiple agencies are involved in a response effort. In 2003, Homeland Security Presidential Directive-5 (HSPD-5) created the National Incident Management System (NIMS). NIMS is intended to provide a consistent template for government, private sector, and nongovernment organizations to work together during incidents and emergencies.

NIMS was used to create the Incident Command System (ICS) for first responders. ICS is essentially an organizational chart with assigned roles for responsibilities during incident response. Each role has assigned tasks to be accomplished, the goal being that all persons assuming the various roles complete their assigned tasks. Use of ICS is mandated for all law enforcement, fire and other government agencies at all levels plus seaports, airports, universities and hospitals. *ReadyOp* was initially designed based on the structure of ICS, but has evolved into a full response and communications platform.

Patents and Intellectual Property

If we are able to continue our business activities, our business will be dependent on our intellectual property, some of which we have developed for our software and hardware applications. We do not have any trade secret confidentiality agreements. For projects that are in development, we intend to rely on intellectual property rights afforded by trademark and trade secret laws, as well as confidentiality procedures and licensing arrangements, to establish and protect our rights to our technology and other intellectual property. We cannot foretell if these procedures and arrangements will be adequate in protecting our intellectual property.

We have filed a patent application with the United States Patent and Trademark Office in connection with various configurations of our *AudioMate 360 IP Gateway.* We may file similar patent applications in additional countries. The claims in the patent application relate to various aspects of the *AudioMate 360 IP Gateway.* On March 13, 2012, the United States Patent Office notified us that U.S. Patent number 8,135,001 B1 had been granted for the 34 claims of our patent application for Multi Ad Hoc Interoperable Communicating Networks. It may be that one or more of our claims are not meaningful. Furthermore, the validity of issued patents is frequently challenged by others. One or more patent applications may have been filed by others previous to our filing, which encompass the same or similar claims.

A patent application does not in and of itself grant exclusive rights. A patent application must be reviewed by the Patent Office of each relevant country prior to issuing as a patent and granting exclusive rights.

We do not have any trademarks.

Because of our limited resources, we may be unable to protect a patent, either owned or licensed, or to challenge others who may infringe upon a patent. Because many holders of patents in our industry have substantially greater resources than we do and patent litigation is very expensive, we may not have the resources necessary to successfully challenge the validity of patents held by others or withstand claims of infringement or challenges to any patent we may obtain. Even if we prevail, the cost and management distraction of litigation could have a material adverse affect on us.

Because Internet Protocol Gateways and their related manufacturing processes are covered by a large number of patents and patent applications, infringement actions may be instituted against us if we use or are suspected of using technology, processes or other subject matter that is claimed under patents of others. An adverse outcome in any future patent dispute could subject us to significant liabilities to third parties, require disputed rights to be licensed or require us to cease using the infringed technology.

If trade secrets and other means of protection upon which we rely may not adequately protect us, our intellectual property could become available to others. Although we may rely on trade secrets, copyright law, employee and third-party nondisclosure agreements and other protective measures to protect some of our intellectual property, these measures may not provide meaningful protection to us.

The laws of many foreign countries do not protect intellectual property rights to the same extent as do the laws of the United States, if at all.

Rapid Technological Change Could Render Our Products Obsolete

Our markets are characterized by rapid technological changes, frequent new product introductions and enhancements, uncertain product life cycles, changes in customer requirements, and evolving industry standards. The introduction of new products embodying new technologies and the emergence of new industry standards could render our existing products obsolete. Our future success will depend upon our ability to continue to develop and introduce a variety of new products and product enhancements to address the increasingly sophisticated needs of our customers. We may experience delays in releasing new products and product enhancements in the future. Material delays in introducing new products or product enhancements may cause customers to forego purchases of our products and purchase those of our competitors.

Seasonality of Our Business

We do not anticipate that our business will be affected by seasonal factors.

Impact of Inflation

We are affected by inflation along with the rest of the economy. Specifically, our costs to complete our products could rise if specific components needed incur a rise in cost.

Manufacturing and Suppliers

We have outsourced the manufacturing of our *AudioMate 360 IP Gateway*. This outsourcing has allowed us to:

- Avoid costly capital expenditures for the establishment of manufacturing operations;
- Focus on the design, development, sales and support of our hardware products; and
- Leverage the scale, expertise and purchasing power of specialized contract manufacturers.

Currently, we have arrangements for the production of our gateways with a contract manufacturer in Florida. Our reliance on contract manufacturers involves a number of potential risks, including the absence of adequate capacity, ownership of certain elements of electronic designs, and reduced control over delivery schedules. Our contract manufacturers can provide us with a range of operational and manufacturing services, including component procurement and performing final testing and assembly of our products. We intend to depend on our contract manufacturers to procure components and to maintain adequate manufacturing capacity.

We have also relied on a small number of suppliers for several key components utilized in the assembly of our *AudioMate 360 IP Gateway*. For example, our contract manufacturer has purchased a key component that is essential to the production of our gateways from a single source supplier. We have not identified any alternative suppliers for that component. Our contract manufacturer has maintained relatively low inventories and acquired components only as needed. As a result, our ability to efficiently respond to customer orders, if any, may be constrained by, among other things, the then-current availability or terms and pricing of necessary components. We may be unable to obtain a sufficient quantity of these components in a timely manner to meet the demands of our customers. In addition, we have no control over the prices of these components. Any delays or any disruption of the supply of these components could also materially and adversely affect our operating results.

Competition

The unified group communications industry is extremely competitive. Over the past year, the number of companies entering our industry has increased dramatically. Competitive pricing pressures can negatively impact profit margins, if any. Competitors include Cisco Systems, Inc., Tyco Electronics Ltd., Catalyst Communications Technologies, Inc., Telex, Inc., Federal Signal Corporation and Mutual-Link, Inc. as well as Motorola and its authorized dealers. These and other potential competitors are generally large and well capitalized and have substantially more experience than we do in our industry. Consequently, in order for Cleartronic to be successful in its intended operations, it must be able to compete effectively against its competitors. If Cleartronic cannot effectively compete for whatever reason, we will not be successful.

Sales and Marketing

We have marketed our unified group communication solutions and *AudioMate 360 IP Gateway* through a commissioned sales person. The majority of our sales leads have come through sales persons, VARs and our website. If we are able to continue our business activities, we intend to expand the use of commissioned sales representatives to market and sell the *ReadyOp™* software solution along with our *AudioMate 360 IP Gateway* line of Internet Protocol Gateways. We will continue to use our network of VARs to market our *AudioMate 360 IP Gateway*.

Key Personnel of Cleartronic

Our future financial success depends to a large degree upon the personal efforts of our key personnel. Richard J. Martin, our Chairman and Director, Michael. M. Moore, our Chief Executive Officer and Director, and Larry M. Reid, our President, Chief Financial Officer, Principal Accounting Officer, and Secretary and Director, and their intended designees will play the major roles in securing the services of those persons deemed capable to develop and execute upon our business strategy. While we intend to employ additional executive, development, and technical personnel in order to minimize the critical dependency upon any one person, we may not be successful in attracting and retaining the persons needed.

At present, Cleartronic has two executive officers, Larry M. Reid and Michael M. Moore. In March 2015, the Company entered into a new employment agreement with the Company's CEO, Larry M. Reid (the "Agreement"). Under the Agreement, Mr. Reid agreed to remit 2.0 billion shares of common stock back to the Company in exchange for 200,000 shares of Series C Convertible Preferred stock with a fair value of $252,000.

Unless Cleartronic shall have given Mr. Reid and Mr. Moore written notice at least 30 days prior to the Termination Date, the Agreement shall automatically renew and continue in effect for additional one-year periods, provided, however, that we may, at our election at any time after the expiration of the initial term of the Agreement, give Mr. Reid notice of Termination.

Mr. Reid will be paid a base salary of $8,000 per month. A copy of the employment agreement with Mr. Reid has been previously filed on March 18, 2015 with the SEC as an exhibit to a Form 8-K. See "Item 13. Certain Relationships and Related Transactions and Director Independence."

The Company entered into an employment with Mr. Moore on December 20, 2016 with an effective date of November 28, 2016 The agreement provides a base salary of $16,667 per month. A copy of the employment agreement with Mr. Moore is attached as an exhibit to this Form10-K report.

Adequacy of Working Capital for Cleartronic

We estimate that we will need at least $720,000 to continue operations over the next 12 months. We will apply great efforts to raise through equity or debt offerings what we feel is sufficient working capital for our intended business plan by various means. If we are not able to raise additional capital, we will not be able to continue operations and our business may fail.

The Financial Results for Cleartronic May Be Affected by Factors Outside of Our Control

Our future operating results may vary significantly from quarter to quarter due to a variety of factors, many of which are outside our control. Our anticipated expense levels are based, in part, on our estimates of future revenues and may vary from projections. We may be unable to adjust spending rapidly enough to compensate for any unexpected revenues shortfall. Accordingly, any significant shortfall in revenues in relation to our planned expenditures would materially and adversely affect our business, operating results, and financial condition. Further, we believe that period-to-period comparisons of our operating results are not necessarily a meaningful indication of future performance.

Employees

As of the date of this report, we have five employees, Marc Moore, our Chief Executive Officer and Director, Larry M. Reid, our President, Chief Financial Officer, Principal Accounting Officer, Secretary, and Director, James Concannon, Sales Director VoiceInterop, Inc., John Ohl, Engineering Director ReadyOp Communications, Inc. and Gene Hubbard, Technical Assistant ReadyOp Communications, Inc.

Transfer Agent

Our transfer agent is ClearTrust, LLC, whose address is 16540 Pointe Village Drive, Suite 206, Lutz, Florida 33558, and telephone number is (813) 235-4490.

Company Contact Information

Our principal executive offices are located at 8000 North Federal Highway, Suite 100, Boca Raton, Florida 33487, telephone (561) 939-3300. Our email address is info@cleartronic.com. The Cleartronic Internet website is located at www.cleartronic.com. The information contained in our website shall not constitute part of this report.

Item 1A. Risk Factors.

Not applicable.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

We lease approximately 1,700 square feet for our principal offices in Boca Raton, Florida, from an unaffiliated party at a monthly rental of approximately $3,200. The lease expires on November 30, 2018.

Item 3. Legal Proceedings.

Cleartronic is not engaged in any litigation at the present time, and management is unaware of any claims or complaints that could result in future litigation. Management will seek to minimize disputes with our customers but recognizes the inevitability of legal action in today's business environment as an unfortunate price of conducting business.

Item 4. (Removed and Reserved).

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Our common stock has been traded on the OTCPINK since May 1, 2015, under the symbol "CLRI." Previously, the shares of our common stock were traded on the OTCQB from May 16, 2013 until May 1, 2015.

The following table sets forth, taking into consideration the one for 3,000 reverse split of our common stock which occurred on December 28, 2012, the high and low bid prices for our common stock on the OTCQB and OTCPINK as reported by various market makers. The quotations do not reflect adjustments for retail mark-ups, mark-downs, or commissions and may not necessarily reflect actual transactions.

	High	Low
Fiscal 2015 Quarter Ended:		
December 31, 2014	$0.1499	$0.08
March 31, 2015	$0.1499	$0.08
June 30, 2015	$0.2045	$0.043
September 30, 2015	$0.0699	$0.037
Fiscal 2016 Quarter Ended:		
December 31, 2015	$0.05	$0.18
March 31, 2016	$0.09	$0.03
June 30, 2016	$0.06	$0.015
September 30, 2016	$0.033	$0.009
Fiscal 2017 Quarter Ended:		
December 31, 2016	$0.06	$0.0072

As of September 30, 2016, we were authorized to issue 5,000,000,000 shares of our common stock, of which 203,899,190 shares were outstanding. Our shares of common stock are held by approximately 200 stockholders of record. The number of record holders was determined from the records of our transfer agent and does not include beneficial owners of our common stock whose shares are held in the names of various securities brokers, dealers, and registered clearing agencies. In addition to our authorized common stock, Cleartronic is authorized to issue 200,000,000 shares of preferred stock, par value $0.00001 per share, of which 3,275,030 shares are issued or outstanding. There is no trading market for the shares of our preferred stock.

Dividends

We have not paid or declared any dividends on our common stock, nor do we anticipate paying any cash dividends or other distributions on our common stock in the foreseeable future. Any future dividends will be declared at the discretion of our board of directors and will depend, among other things, on our earnings, if any, our financial requirements for future operations and growth, and other facts as our board of directors may then deem appropriate. See "Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters," for a description of our preferred stock and dividend rights pertaining to the preferred stock.

The Company is obligated to pay dividends on its Series A Convertible Preferred Stock. Each Series A Preferred Holder is entitled to receive cumulative dividends at the rate of 8% of $1.00 per annum for each outstanding share of Series A Preferred then held by such Series A Preferred Holder, on a pro rata basis. The Company has accrued dividends payable to preferred shareholders through September 30, 2016. No cash dividends have been paid to date.

Securities Authorized for Issuance under Equity Compensation Plans

Equity Compensation Plan Information

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)
	(a)	(b)	(c)
Equity compensation plans approved by security holders	-0-	-0-	75,000,000 (1)
Equity compensation plans not approved by security holders	-0-	-0-	1,871,301 (2)
Total	-0-	-0-	76,871,301

(1) Includes shares available for future issuance under the Cleartronic 2011 Equity Incentive Plan.
(2) Includes shares remaining for issuance under the 2009 Consultant Stock Plan.

Recent Sales of Unregistered Securities

On the dates specified below, we have issued unregistered securities to various creditors and investors.

- In March 2015, the Company issued 670,904 shares of Series D Convertible Preferred stock as consideration for the forgiveness of $135,012 in notes payable, $59,608 in accrued interest and $140,832 in accrued dividends. The fair value of the Series D preferred stock was $825,212 resulting in a loss on forgiveness of debt of $489,758.

- In March 2015, the Company entered into a new employment agreement with the Company's CEO, Larry M. Reid. Under the agreement, Mr. Reid agreed to remit 2.0 billion shares of common stock back to the Company in exchange for 200,000 shares of Series C Convertible Preferred stock with a fair value of $252,000 as well as compensation stated in the agreement. The common stock remitted to the Company was recorded as a treasury acquisition for the value of the Series C preferred stock and the net present value of Mr. Reid's salary over a five years using a discount rate of 5%, totaling approximately $627,000. The treasury stock was subsequently retired and recorded to additional paid-in capital.

- In October 2014, a shareholder converted 20,000 shares of Series A Convertible Preferred stock into 2,000,000 shares of common stock.

- In November 2014, a shareholder converted 10,000 shares of Series A Convertible Preferred stock into 1,000,000 shares of common stock.

- In December 2014, a shareholder converted 12,500 shares of Series A Convertible Preferred stock into 1,250,000 shares of common stock.

- In January 2015, a shareholder converted 37,500 shares of Series A Convertible Preferred stock into 3,750,000 shares of common stock.

- In February 2015, a shareholder converted 32,500 shares of Series A Convertible Preferred stock into 3,250,000 shares of common stock.

- In March 2015, a shareholder converted 37,500 shares of Series A Convertible Preferred stock into 3,750,000 shares of common stock.

- In April 2015, a shareholder converted 283,250 shares of Series A Convertible Preferred stock into 28,325,000 shares of common stock.

- In November 2014, the Company issued 2,500,000 shares of common stock to one shareholder for $25,000 in cash.

- In May and June 2015, the Company issued 216,500 shares of common stock to two shareholders for $12,990 in cash.

- In March 2015, the Company amended its Licensing Agreement with Collabria LLC of Tampa, Florida ("Collabria"). The Agreement grants the Company master distribution rights to market, sell and support Collabria's command and control software, trade-named ReadyOp. This agreement will remain in effect for an initial term of five years unless either the Company or Collabria sooner terminates the agreement. The amendment reduces the royalty to be paid on a sale from 80% to 20%. As consideration for entering into the agreement and the reduction of the stated royalty, the Company issued Collabria LLC 25,000,000 shares of restricted common stock valued at $0.08 per share. The licensing rights will be amortized over the life of the agreement.

- In December 2015, a shareholder purchased 250,000 shares of common stock for $5,000 in cash.

- During the year ended September 30, 2016, a Convertible Note holder converted a $10,000 in principal of a Convertible note into 847,458 shares of the Company's common stock.

- During the year ended September 30, 2016, a shareholder, officer and director converted $10,000 of a Note Payable into 500,000 shares of common stock.

- During the year ended September 30, 2016 a Convertible Note holder converted a $25,000 Convertible note and $6,111 of accrued interest into 4,906,565 shares of common stock.

- During the year ended September 30, 2015, a Convertible Note holder converted a $38,000 Convertible note and $1,520 of accrued interest into 1,432 ,859 shares of common stock.

Our unregistered securities were issued in reliance upon an exemption from registration pursuant to Section 4(a)(2) of the Securities Act or Rule 506(c) of Regulation D promulgated under the Securities Act. Each investor took his securities for investment purposes without a view to distribution and had access to information concerning us and our business prospects, as required by the Securities Act. Our securities were sold only to an accredited investor, as defined in the Securities Act, and after a thorough discussion. Finally, our stock transfer agent has been instructed not to transfer any of such securities, unless such securities are registered for resale or there is an exemption with respect to their transfer.

All of the above described investors who received shares of our common stock or preferred stock were provided with access to our filings with the SEC, including the following:

- The information contained in our annual report on Form 10-K under the Exchange Act.
- The information contained in any reports or documents required to be filed by Cleartronic under sections 13(a), 14(a), 14(c), and 15(d) of the Exchange Act since the distribution or filing of the reports specified above.
- A brief description of the securities being offered, and any material changes in our affairs that were not disclosed in the documents furnished.

Purchases of Equity Securities by the Registrant and Affiliated Purchasers

There were no purchases of our equity securities by Cleartronic or any affiliated purchasers during any month within the fiscal year covered by this report.

Item 6. Selected Financial Data.

Not applicable.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

THE FOLLOWING DISCUSSION SHOULD BE READ TOGETHER WITH THE INFORMATION CONTAINED IN THE CONSOLIDATED FINANCIAL STATEMENTS AND RELATED NOTES INCLUDED ELSEWHERE IN THIS ANNUAL REPORT ON FORM 10-K.

The following discussion reflects our plan of operation. This discussion should be read in conjunction with the financial statements which are attached to this report. This discussion contains forward-looking statements, including statements regarding our expected financial position, business and financing plans. These statements involve risks and uncertainties. Our actual results could differ materially from the results described in or implied by these forward-looking statements as a result of various factors, including those discussed below and elsewhere in this report, particularly under the headings "Special Note Regarding Forward-Looking Statements."

Unless the context otherwise suggests, "we," "our," "us," and similar terms, as well as references to "Cleartronic," all refer to Cleartronic, Inc. and our subsidiaries as of the date of this report.

Going Concern

On September 30, 2016, we had current assets of $52,803 and current liabilities of $517,359. Our independent certified public accountants have stated in their report on our audited consolidated financial statements for the fiscal year end that there is a substantial doubt about our ability to continue as a going concern. In the absence of significant revenue and profits, we will be completely dependent on additional debt and equity financing. If we are unable to raise needed funds on acceptable terms, we will not be able to execute our business plan, develop or enhance existing services, take advantage of future opportunities, if any, or respond to competitive pressures or unanticipated requirements. If we do not obtain sufficient capital, we will not be able to continue operations.

As of September 30, 2016, Cleartronic had an accumulated deficit of $14,652,520, which included a net loss of $577,603 reported for the year ended September 30, 2016. Also, during the year ended September 30, 2016, we used net cash of $49,063 for operating activities. These factors raise substantial doubt about our ability to continue as a going concern.

While we are attempting to generate revenues, our cash position may not be significant enough to support our daily operations. Management intends to raise additional funds by way of an offering of our debt or equity securities. Management believes that the actions presently being taken to further implement our business plan and generate revenues provide the opportunity for Cleartronic to continue as a going concern. While we believe in the viability of our strategy to generate revenues and in our ability to raise additional funds, we may not be successful. Our ability to continue as a going concern is dependent upon our capability to further implement our business plan and generate revenues.

Results of Operations

Year Ended September 30, 2016, Compared to Year Ended September 30, 2015.

Revenues. Revenues increased 57% to $544,782 in 2016, from $346,518 during 2015. This increase of approximately $198,000 was primarily due to increased sales of ReadyOp hardware and software generated through our subsidiary ReadyOp Communications, Inc. Revenue from our other subsidiary, VoiceInterop, Inc., increased by approximately 10% to $250,942.

Cost of Revenues and Gross Margins. Cost of revenues increased from $137,973 in 2015, to $179,675 in 2016. Gross margins increased to 67% or $365,017 in 2016 compared with 60% or $208,545 in 2015. The primary reason for the increase in gross margin was due to increased sales of proprietary and ReadyOp software and hardware which generates higher margins than sales of third party hardware and software.

Operating Expenses. Operating expenses decreased approximately 51% in 2016, to $825,156 compared to $1,681,377 during 2015. Operating expenses include selling expenses, administrative expenses, research and development costs and amortization and impairment loss of licensing agreement. This decrease was primarily due to the decrease in amortization and impairment loss of licensing agreement which was offset the recognition of $112,960 in additional selling expenses .

Selling Expenses. Selling expenses increased approximately 300% from $36,975 in 2015, to $149,935 in 2016, primarily due to increased commission expense paid to outside sales consultants. Administrative expenses decreased approximately 2% from $273,495 in 2015, to $267,917 in 2016, primarily due to a decrease in management and investment banking fees paid to outside consultants.

Research and Development Expenses. Research and development expenses increased approximately 274% to $14,636 in 2016, from $3,907 in 2015, due to additional development expense related to expansion of efforts in developing new products.

Amortization Expenses. Amortization expense was $139,668 in 2016 and $200,000 in 2015. The amortization expense incurred in 2016 and 2015 was a result of the licensing agreement entered into in March of 2015 with Collabria LLC to become the master distributor of Collabria's ReadyOp software and hardware. The agreement is being amortized over the 5 year term of the agreement.

Impairment Expense. In March 2015, the Company amended its Licensing Agreement with Collabria, which will remain in effect for an initial term of five years unless either the Company or Collabria sooner terminates the agreement. The amendment reduces the royalty to be paid on a sale from 80% to 20%. As consideration for entering into the agreement and the reduction of the stated royalty, the Company issued Collabria 25,000,000 shares of restricted common stock valued at $.08 per share (Note 6). The Company amortizes this licensing agreement over its remaining life on a straight line basis.

The Company evaluates licensing rights for impairment when an event occurs or circumstances change such that it is reasonably possible that impairment may exist. As of September 30, 2016, management determined that sales of ReadyOp products had failed to meet the projected revenue targets and that the carrying value of the license agreement exceeded the fair value. Accordingly management revised the estimate of undiscounted future cash flows expected to be generated by the licensing agreement and incurred an impairment loss of $253,000 for the year ended September 30, 2016. The Company also recognized an impairment loss of $1,167,000 on the licensing agreement for the year ended September 30, 2015. The Company recorded $139,668 and $200,000 in amortization expense prior to the impairment recognition for the years ended September 30, 2016 and 2015, respectively.

Loss on Conversion of Debt. In March 2015, the Company issue 670,094 shares of Series D Convertible Preferred stock as consideration for the forgiveness of $135,012 in notes payable, $59,608 in accrued interest and $140,832 in accrued dividends. The fair value of the Series D preferred stock was $825,212 resulting in a loss on forgiveness of debt of $489,758. There was no loss on conversion of debt in 2016.

Interest and Other Expense. Interest and other expense decreased slightly from $91,176 in 2015 to $87,102 in 2016. The increase was primarily due to interest expense associated with two short term convertible notes entered into in 2015. The Company also incurred $30,362 of change in fair value of derivative liability associated with the issuance of a convertible note payable in 2016.

Net Loss. Net losses were $577,603 and $2,053,767 for 2016 and 2015, respectively.

Liquidity and Capital Resources

Cash and cash equivalents decreased by $3,053 during the fiscal year ended September 30, 2016, to $3,103. Net cash used in operating activities for the fiscal year ended September 30, 2016, was $49,063 as compared to $155,339 for the fiscal year ended September 30, 2015, due primarily to the loss incurred on conversion of debt in 2015. We funded our operating activities during the most recent fiscal year through financing activities that generated net proceeds of approximately $46,010.

At September 30, 2016, our total liabilities were $652,997, which included $434,360 in accounts payable, $35,347 in accrued expenses, $132,676 in notes payable stockholders, and $50,614 in deferred revenue.

Based on our continued unified communication installations and the development of our *AudioMate 360 IP Gateway*, we have developed a business plan. The business plan calls for us to continue to market and sell unified communications hardware and software directly to enterprise customers. In addition, we intend to market our *AudioMate 360 IP Gateway* both directly to clients and through VARs. Our VARs have introduced us to customers in the past, and we will continue to rely on them to introduce us to additional customers. We intend to market the *ReadyOp*™ software through commissioned sales representatives. We believe these sales will increase the sales of the *AudioMate 360 IP Gateway*. Our business plan further calls for us to seek additional VARs such as consulting firms, equipment manufacturers and communications companies.

We believe that in order to fund our business plan, we will need approximately $720,000 in new equity or debt capital. In the past, in addition to revenues and deferred revenues, we have obtained funds from the private sale of our debt and equity securities. We have also had discussions with several securities broker-dealers with respect to a private or public offering of our securities. Although none of such discussions has resulted in any funding, we intend to continue to have such discussions in the future. We also intend to continue to seek private financing from certain of our existing stockholders and others.

Our current operating expenses are approximately $60,000 per month. In order for us to cover our monthly operating expenses, we must generate approximately $120,000 per month in revenue. Accordingly, in the absence of sufficient revenues, we must raise $60,000 in equity or debt capital each month to cover our overhead expenses. In order to remain in business for one year without any revenues, we must secure $720,000 in equity or debt capital. If we are unsuccessful in securing sufficient capital or revenues, we will be unable to continue our business activities.

Investing Activities

Net cash used in investing activities was $0 for both fiscal years ended September 30, 2016, and 2015.

Financing Activities

- In November 2014, we issued 2,500,000 shares of our common stock to an individual investor for $25,000 in cash.
- In December 2014, we entered into a Securities Purchase Agreement with an institutional investor in connection with the issuance of an 8% convertible promissory note in the amount of $38,000.
- In January and February 2015, we issued two 8 % promissory 1 year notes to a shareholder for $40,000 in cash.
- In May 2015, we entered into a Securities Purchase Agreement with an institutional investor in connection with the issuance of an 8% convertible promissory note in the amount of $43,000.
- In June, 2015 a convertible note holder converted the $38,000 in principal and $1,520 in accrued interest into 1,432,859 shares of common stock.
- In July 2015, we issued 216,500 shares of our common stock to two individual investors for $12,990 in cash.
- In November 2015, we issued an 8% promissory note to a shareholder, office and director for $50,000.
- In November 2015, an investor converted $10,000 of a $43,000 convertible note into 847,458 shares of common stock.

- In November 2015, we paid $33,000 in principal and $14,975 in accrued interest to a convertible note holder.
- In December 2015, we issued 250,000 shares of common stock to one investor for $5,000 cash.
- In December 2015, we issued a 10% convertible note to an investor for $25,000 cash.
- In May 2016, an investor cancelled a subscription agreement to purchase 16,500 shares of common stock for $990.
- In June 2016, a shareholder, officer and director converted $10,000 of a note payable into 500,000 shares of common stock.
- During the year ended September 30, 2016, an investor converted a $25,000 Convertible note and $6,111 in accrued interest into 4,906,565 shares of common stock.

Cash from Financing Activities

Net cash provided by financing activities was $46,010 during fiscal 2016. This included $4,010 from proceeds from the issuance of shares of our common stock, $25,000 from the issuance of convertible notes, $50,000 from the issuance of note payable to a stockholder, and the repayment $33,000 of a convertible. Net cash provided by financing activities was approximately $158,990 during fiscal year 2015. This included proceeds from the issuance of shares, proceeds from convertible notes and proceeds from notes payable stockholders.

Critical Accounting Policies

Our consolidated financial statements and accompanying notes are prepared in accordance with generally accepted accounting principles in the United States. Preparing financial statements requires management to make estimates and assumptions that impact the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management’s application of accounting policies. Critical accounting policies include revenue recognition and impairment of long-lived assets.

Revenue Recognition and Deferred Revenues. Unified group communication solutions consist of three elements to be provided to customers: software licenses and equipment purchased from third-party vendors, proprietary hardware that is manufactured on contract to required specifications and installation and integration of the hardware and software into the cohesive communication source.

The Company's revenue recognition policies are in accordance with Accounting Standards Codification 605-10 “Revenue Recognition” (ASC 605-10). Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the contract price is fixed or determinable, and collectability is reasonably assured. No right of return privileges are granted to customers after shipment. The Company recognizes revenue for the elements separately as the sales of the equipment and software, installation and integration, and support services represent separate earnings processes that are generally specified under separate agreements.

Revenue from the resale of equipment utilized in unified group communication solutions is recognized when shipped. For software licenses, the Company does not provide any services that are considered essential to the functionality of the software, and therefore revenue is recognized upon delivery of the software, provided (1) there is evidence of an arrangement, (2) collection of the fee is considered probable and (3) the fee is fixed and determinable.

The Company also provides support to customers under separate contracts varying from one to five years. The Company’s obligations under its service contracts vary by the length of the contract. In all cases the Company is the primary obligor to provide first level support to the client. If the contract has less than one year of service and support remaining on the contract, it is classified as a current liability; if longer, it is classified as a non-current liability.

Installation and integration services are recognized upon completion.

Inventory. Inventory consists of finished goods to be shipped along with completed circuit boards and parts necessary for final assembly of finished product. All existing inventory is considered current and usable and no reserve for obsolescence was carried for the years ended September 30, 2016 and 2015.

Derivative Instruments The Company evaluates its convertible debt, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with paragraph 810-10-05-4 of the FASB Accounting Standards Codification and paragraph 815-40-25 of the FASB Accounting Standards Codification. The result of this accounting treatment is that the fair value of the embedded derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the Statement of Operations as other income or expense. Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity.

In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument.

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument is expected within 12 months of the balance sheet date. As of September 30, 2016 and 2015 there were no derivative liabilities.

Licensing Agreement The Company amortizes this licensing agreement over its remaining life on a straight line basis. The Company evaluates licensing rights for impairment when an event occurs or circumstances change such that it is reasonably possible that impairment may exist.

Stock-Based Compensation

Effective January 1, 2006, the Company adopted the fair value recognition provisions of Accounting Standards Codification 718-10 “Compensation” (ASC 718-10) using the modified retrospective transition method. ASC 718-10 (formerly SFAS 123R) requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense ratably over the requisite service periods. The Company has estimated the fair value of each award as of the date of grant or assumption using the Black-Scholes option pricing model, which was developed for use in estimating the value of traded options that have no vesting restrictions and that are freely transferable. The Black-Scholes option pricing model considers, among other factors, the expected life of the award and the expected volatility of the Company's stock price. In March 2005, the SEC issued SAB No. 107, Share-Based Payment ("SAB 107"), which provides guidance regarding the interaction of ASC 718-10 and certain SEC rules and regulations. The Company has applied the provisions of SAB 107 in its adoption of ASC 718-10.

The Company accounts for equity instruments issued to parties other than employees for acquiring goods or services under guidance of section 505-50-30 of the FASB Accounting Standards Codification (“FASB ASC Section 505-50-30”). Pursuant to FASB ASC Section 505-50-30, all transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the performance is complete or the date on which it is probable that performance will occur.

Recent Accounting Pronouncements

Recent accounting pronouncements issued by FASB, the AICPA and the SEC, did not, or are not believed by management to have a material impact on the Company's present or future financial statements.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Subsequent Events

In October 2016, the Board of Directors voted to amend the Company's Articles of Incorporation to designate the Series E Convertible Preferred Stock setting forth the rights and preferences of the Series E Convertible Preferred Stock, par value $.00001 per share. Among other things, the Certificate of Designation for the Series E Preferred (i) authorizes ten million (10,000,000) shares of the Corporation's preferred stock to be designated as "Series E Convertible Preferred Stock"; (ii) grants conversion rights to the holders of the Series E Preferred Stock; (iii) provides that each share of Series E Preferred Stock shall be one hundred votes for any election or other vote placed before the shareholders of the Corporation; (iv) provides for anti-dilutive rights; (v) provides for liquidation rights; (vi) establishes the initial price at $1.00 per share; (vii) entitles the holder of the Series C Preferred Stock to receive dividends when, as and if declared by the Board of Directors.

In November 2016, the Board of Directors voted to amend the Company's Articles of Incorporation to designate the Series A and Series E Convertible Preferred Stock setting forth the rights and preferences of the Series A and E Convertible Preferred Stock, par value $.00001 per share. Among other things, the Certificate of Designation for the Series A Preferred (i) provides for liquidation rights. Among other things, the Certificate of Designation of the Series E Preferred Stock; (i) provides that each share of Series E Preferred Stock shall be one hundred votes for any election or other vote placed before the shareholders of the Corporation.

In November 2016, the Board of Directors voted to appoint Richard Martin to the Board of Directors and appointed Mr. Martin as Chairman of the Board of Directors.

In November, 2016, the Board of Directors approved the Asset Purchase Agreement between the Company and Collabria LLC ("Collabria"). Under the terms of the Agreement, the Company acquired all of the intellectual property of Collabria, including its ReadyOp command, control and communication platform trade named ReadyOp (the "ReadyOp Platform"). In addition, the Company acquired Collabria's customer base ("Collabria Client List"). The Company assumed no liabilities of Collabria under this Agreement. The terms of the Agreement called for the Company to issue 3,000,000 (Three million) shares of the registrant's Series E Convertible Preferred stock to Collabria. Shares of the Series E Convertible Preferred have the following conversion rights and provisions: After a period of two (2) years following the date of issuance, each one (1) share of Series E Preferred shall be convertible into one hundred (100) shares of fully paid and non-assessable Common Stock at the sole option of the holder of Series E Preferred.

In November 2016, the Company entered into a subscription agreement with a director whereby the director purchased 525,746 shares of Series A Convertible Preferred stock for $262,873 in cash.

In November 2016, the Company repaid the principal amount of $15,000 of a note payable to a shareholder.

In December 2016, the Board of Directors issued options to purchase Series E Convertible Preferred stock to Richard Martin and Marc Moore in the amount of 500,000 shares each at a strike price of $2.00 per share.

In December 2016, the Board of Directors accepted the resignation of Larry M. Reid as Chief Executive Officer of the corporation and appointed Mr. Reid as Chief Financial Officer. The Board also appointed Marc Moore as Chief Executive Officer.

In December 2016, the Company entered into an employment agreement with Mr. Moore. In addition to other things the agreement calls for the Company to pay Mr. Moore a salary of $200,000 per year. Mr. Moore also agreed to extend the maturity date of a promissory note payable to him from December 31, 2016 to December 31, 2017.

In December 2016, two shareholders extended notes payable to them by the Company from December 31, 2016 to December 31, 2017.

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

Not applicable.

Item 8. Financial Statements and Supplementary Data.

The financial statements and related notes are included as part of this report as indexed in the appendix on page F-1, *et seq*.

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

On August 16, 2016, the practice of Goldstein Schechter Koch P.A. ("GSK"), which was engaged as the independent registered public accounting firm of the Company, was combined with BDO USA, LLP ("BDO") and the professional staff and partners of GSK joined BDO either as employees or partners of BDO. As a result of this transaction, GSK resigned as the Company's independent registered public accounting firm on August 16, 2016 and this resignation was disclosed in the Company's 8-K report filed with the SEC on August 22, 2016.

On September 19, 2016, a majority of the directors of Cleartronic Inc. engaged Liggett and Webb ("Liggett") PA as its independent registered public accounting firm which was reported in the Company's 8-K report filed with the SEC on September 21, 2016.

Item 9A. Controls and Procedures.

See Item 9A(T) below.

Item 9A(T). Controls and Procedures.

Evaluation of Disclosure and Controls and Procedures. We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined) in Exchange Act Rules 13a – 15(c) and 15d – 15(e)). Based upon that evaluation, our chief executive officer and chief financial officer concluded that, as of the end of the period ended September 30, 2016, our disclosure controls and procedures were not effective (1) to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and (2) to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to us, including our Chief Executive and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

The term disclosure controls and procedures means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act (15 U.S.C. 78a, *et seq.*) is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls over financial reporting will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of inherent limitations in all control systems, internal control over financial reporting may not prevent or detect misstatements, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the registrant have been detected. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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

The term internal control over financial reporting is defined as a process designed by, or under the supervision of, the issuer's principal executive and principal financial officers, or persons performing similar functions, and effected by the issuer's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the issuer are being made only in accordance with authorizations of management and directors of the issuer; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the issuer's assets that could have a material effect on the financial statements.

Our management assessed the effectiveness of our internal control over financial reporting as of September 30, 2016. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework issued in 2013.

Changes in Internal Control Over Financial Reporting. There have been no changes in the registrant's internal control over financial reporting through the date of this report or during the period ended September 30, 2016, that materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Independent Registered Accountant's Internal Control Attestation. This report does not include an attestation report of the registrant's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the registrant's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the registrant to provide only management's report in this report.

Remediation plans for material weaknesses over internal controls. Our plans to mitigate material weaknesses in disclosure controls and procedures for future filings will be dependent on our ability to obtain adequate financing to fund development of our financial reporting infrastructure. At this time it is not cost beneficial for us to utilize capital to focus on mitigating financial reporting weaknesses; however, we expect to implement a plan for remediation of these deficiencies when sufficient funding to implement such a plan is available.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The following table sets forth information concerning the directors and executive officers of Cleartronic as of the date of this report:

Name	Age	Position	Director Since
Richard J. Martin	58	Chairman and Director	2016
Michael M. Moore	63	Chief Executive Officer and Director	2015
Larry M. Reid	72	President, Chief Financial Officer, Secretary and Director	1999
Richard Lackey	49	Director	2015

The members of our board of directors are subject to change from time to time by the vote of the stockholders at special or annual meetings to elect directors. Our current board of directors consists of four directors, who have expertise in the business of Cleartronic. Upon receipt of sufficient funds either from revenues or through receipt of funds from debt or sales of our common stock and preferred stock, we intend to seek directors and officers who would be able to assist in the execution of our business plan.

The foregoing notwithstanding, except as otherwise provided in any resolution or resolutions of the board, directors who are elected at an annual meeting of stockholders, and directors elected in the interim to fill vacancies and newly created directorships, will hold office for the term for which elected and until their successors are elected and qualified or until their earlier death, resignation or removal.

Whenever the holders of any class or classes of stock or any series thereof are entitled to elect one or more directors pursuant to any resolution or resolutions of the board, vacancies and newly created directorships of such class or classes or series thereof may generally be filled by a majority of the directors elected by such class or classes or series then in office, by a sole remaining director so elected or by the unanimous written consent or the affirmative vote of a majority of the outstanding shares of such class or classes or series entitled to elect such director or directors. Officers are elected annually by the directors. There are no family relationships among our directors and officers.

We may employ additional management personnel, as our board of directors deems necessary. Cleartronic has not identified or reached an agreement or understanding with any other individuals to serve in management positions, but does not anticipate any problem in employing qualified staff.

A description of the business experience for the directors and executive officers of Cleartronic is set forth below.

Richard J. Martin currently serves as Chairman and Director of Cleartronic, Inc. Prior to joining the Cleartronic team, Martin served as CEO of SMARTLogix, Inc., a petroleum logistics technology company which he founded in 2000. With Martin at the helm for 15 years, SMARTLogix was positioned as the dominant player in the market and was acquired by a private equity firm in 2015. Graduating with an Engineering degree from The University of Buffalo's School of Engineering, Martin was immediately recruited by Exxon to join their Management Development Program where he quickly rose through the ranks. Following a considerable tenure at Exxon, he leaped into entrepreneurship by purchasing a small Exxon distributorship in the Carolinas. As a result of his capable management, Culp Petroleum was transformed into a large southeast regional distribution company. While at Culp, Martin developed and implemented several disruptive technologies that have since become industry standards. Martin sold the petroleum business in 2005 and focused his efforts on his technology ventures including the SMARTank division of SMARTLogix. SMARTank grew substantially and the technology was later sold to a public company in 2011. A proven leader in building companies and incorporating innovations, as well as a current member of several boards driving technology and growth, Martin will prove instrumental in guiding Cleartronic's future.

Michael M. Moore is currently Chief Executive Officer and a Director of Cleartronic, Inc. He was founder and CEO of Collabria, LLC, a private software development company. Prior to founding Collabria in 2008, Moore for 13 years was CEO of DTNet Group and for seven years served as CEO of Payroll Transfers, Inc. He also was an assistant vice president with both Kidder Peabody and Merrill Lynch. Mr. Moore is an honors graduate of the United States Air Force Academy and served as an Air Force Fighter pilot for eight years, flying F-4 and F-16 fighter jets. He is also one of six entrepreneurs profiled in the book; Daring Visionaries, How Entrepreneurs Build Companies, Inspire Allegiance, and Create Wealth.

Larry Reid is the founder of Cleartronic and a co-founder of VoiceInterop. With over thirty years of executive management experience including sales and marketing, operations management, and financial management, from 2001 to 2005 Mr. Reid served as CFO and director of Connectivity, Inc., a manufacturer and distributor of emergency call boxes. He was instrumental in Connectivity's acquisition by CNE Group, Inc., (an American Stock Exchange listed company) and served as Executive Vice President and Director of CNE from 2003 to 2005. Mr. Reid has broad experience in venture start-ups, raising capital, building organizational synergies, creating and developing joint ventures and strategic partnerships, opening new markets, and driving key business initiatives. Early in his professional career in corporate financial management, Mr. Reid was responsible for raising more than $5 million in start-up capital for Ocurest Laboratories, Inc., a company he co-founded to package and distribute over-the-counter eye drops in a new (patented) eye drop dispenser. He forged Ocurest's successful IPO in 1996 and helped lead the company's achieving an estimated 80% market penetration of optical supply retail outlets in the United States.

Richard Lackey is currently founder and chairman of the Global Food Exchange™. His expertise in emergency response management as well as the inefficiencies of markets led him, along with a world-class team of experts, to create the international organization. Mr. Lackey is a serial entrepreneur and a trader with decades of diverse experience. His unique background includes several years in international emergency medical response missions as well as nearly three decades as an active trader and fund manager in the United States and Latin America. Lackey has held eight different securities licenses spanning equity, options and futures markets. He has served as the managing director for five private funds, each of which achieved storied levels of success.

Committees of the Board

We do not currently have an Audit, Executive, Finance, Compensation, or Nominating Committee, or any other committee of the Board of Directors.

Section 16(a) Beneficial Ownership Reporting Compliance

Under Section 16(a) of the Exchange Act, our directors and certain of our officers, and persons holding more than 10 percent of our common stock are required to file forms reporting their beneficial ownership of our common stock and subsequent changes in that ownership with the United States Securities and Exchange Commission. Such persons are also required to furnish Cleartronic with copies of all forms so filed.

Based solely upon a review of copies of such forms filed on Forms 3, 4, and 5, and amendments thereto furnished to us, we believe that as of the date of this report, our executive officers, directors and greater than 10 percent beneficial owners have not complied on a timely basis with all Section 16(a) filing requirements.

Communication with Directors

Stockholders and other interested parties may contact any of our directors by writing to them at Cleartronic, Inc., at 8000 North Federal Highway, Suite 100, Boca Raton, Florida 33487, Attention: Corporate Secretary.

Our board has approved a process for handling letters received by us and addressed to any of our directors. Under that process, the Secretary reviews all such correspondence and regularly forwards to the directors a summary of all such correspondence, together with copies of all such correspondence that, in the opinion of the Secretary, deal with functions of the board or committees thereof or that he otherwise determines requires their attention. Directors may at any time review a log of all correspondence received by us that are addressed to members of the board and request copies of such correspondence.

Conflicts of Interest

With respect to transactions involving real or apparent conflicts of interest, we have not adopted any written policies and procedures.

Code of Ethics for Senior Executive Officers and Senior Financial Officers

We have not adopted a Code of Ethics for Senior Executive Officers and Senior Financial Officers.

Item 11. Executive Compensation.

Summary of Cash and Certain Other Compensation

At present, Cleartronic has two one executive officers, Michael M. Moore and Larry M. Reid. We executed an Employment Agreement with Mr. Reid on March 13, 2015. The Employment Agreement replaces our previously executed Employment Agreement with Mr. Reid. Pursuant to the Employment Agreement (the "Agreement"), Cleartronic and Mr. Reid agreed that for a one year period beginning on March 13, 2015, we employed Mr. Reid to perform services for us both on and offsite. The last day of the one year period shall be the "Termination Date" for purposes of the Agreement. Termination of the agreement can be made by either party without penalty upon 10 days written notice.

Unless Cleartronic shall have given Mr. Reid written notice at least 30 days prior to the Termination Date, the Agreement shall automatically renew and continue in effect for additional one-year periods (and all provisions of this anniversary from such original Termination Date shall thereafter be designated as the "Termination Date" for all purposes under the Agreement, provided, however, that we may, at our election at any time after the expiration of the initial term of the Agreement, give Mr. Reid notice of Termination, in which event he shall continue to receive, as severance pay, six months of his base salary, if any, or the amount due through the next "Termination Date", whichever is less. Mr. Reid may terminate the Agreement without severance pay upon 10 days written notice to the Company. Under the Agreement, Mr. Reid agreed that he shall carry out the strategic plans and policies as established by our business plan. Mr. Reid will advise us from time to time on organization, hiring, mergers, and execution of our business plan.

Mr. Reid is paid in addition to a base salary of $8,000 per month. In addition, Mr. Reid agreed to cancel 2,000,000,000 shares of common stock previously issued to him for conversion of Series C Preferred stock. As additional consideration for the cancellation of the common shares the Company agreed to issue Mr. Reid 200,000 shares of Series C Preferred stock.

Michael M. Moore is the Chief Executive Officer of the Company. We executed an Employment Agreement with Mr. Moore on November 28, 2016. Pursuant to the Employment Agreement (the "Agreement"), Cleartronic and Mr. Reid agreed that for a one year period beginning on November 28, 2016, we employed Mr. Reid to perform services for us both on and offsite. The last day of the one year period shall be the "Termination Date" for purposes of the Agreement. Termination of the agreement can be made by either party without penalty upon 10 days written notice.

Unless Cleartronic shall have given Mr. Moore written notice at least 30 days prior to the Termination Date, the Agreement shall automatically renew and continue in effect for additional one-year periods (and all provisions of this anniversary from such original Termination Date shall thereafter be designated as the "Termination Date" for all purposes under the Agreement, provided, however, that we may, at our election at any time after the expiration of the initial term of the Agreement, give Mr. Moore notice of Termination, in which event he shall continue to receive, as severance pay, six months of his base salary, if any, or the amount due through the next "Termination Date", whichever is less. Mr. Moore may terminate the Agreement without severance pay upon 10 days written notice to the Company. Under the Agreement, Mr. Moore agreed that he shall carry out the strategic plans and policies as established by our business plan. Mr. Moore will advise us from time to time on organization, hiring, mergers, and execution of our business plan.

Mr. Moore is paid in addition to a base salary of $16,667 per month. As additional consideration for entering into the employment agreement Mr. Moore was granted an option to purchase 500,000 shares of the Company's Series E Convertible Preferred stock at an exercise price if $2.00 per share.

Summary Compensation Table

The following table sets forth, for our named executive officers for the two completed fiscal years ended September 30, 2016, and 2015:

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Nonqualified deferred compensation earnings ($)	All Other Compensation ($)	Total ($)
Larry M. Reid (1)	2015	96,000	-0-	-0-	-0-	-0-	-0-	-0-	96,000
	2016	96,000	-0-	-0-	-0-	-0-	-0-	-0-	96,000

(1) Mr. Reid is our president, chief financial officer, principal accounting officer, secretary, and a director.

Outstanding Equity Awards at Fiscal Year-End

The following table provides information for each of our named executive officers as of the end of our last completed fiscal year, September 30, 2016:

	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)
Larry M. Reid (1)	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-

(1) Mr. Reid is our president, chief financial officer, principal accounting officer, secretary, and a director.

Employment Agreements

See "Summary of Cash and Certain Other Compensation," above.

Director Compensation

See "Summary of Cash and Certain Other Compensation," above.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table presents information regarding the beneficial ownership of all shares of our common stock and preferred stock as of the date of this report by:

- Each person who owns beneficially more than five percent of the outstanding shares of our common stock;
- Each person who owns beneficially outstanding shares of our preferred stock;
- Each director;
- Each named executive officer; and
- All directors and officers as a group.

	Shares of Common Stock Beneficially Owned (2)		**Shares of Preferred Stock Beneficially Owned (2)**	
Name of Beneficial Owner (1)	**Number**	**Percent**	**Number**	**Percent**
Larry M. Reid (3)	5,016,325	2.46%	277,586	8.45%
Marc Moore	12,500,000	6.13%	-0-	-0-
Richard Lackey	2,500,000	1.23%	-0-	-0-
Richard J. Martin	-0-	-0-	711,654	31.13%
All directors and officers as a group (one person)	20,016,325	9.82%	989,240	39.58%

(1) Unless otherwise indicated, the address for each of these stockholders is c/o Cleartronic, Inc., at 8000 North Federal Highway, Suite 100, Boca Raton, Florida 33487. Also, unless otherwise indicated, each person named in the table above has the sole voting and investment power with respect to our shares of common stock or preferred stock which he beneficially owns.

(2) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission. As of the date of this report, we have 5,000,000,000 authorized shares of common stock, par value $0.00001 per share, of which 203,899,190 shares were issued and outstanding. As of the date of this report, we have 200,000,000 authorized shares of preferred stock, par value $0.00001 per share, of which 6,800,776 shares were issued and outstanding. Mr. Reid owns one share of our Series B Preferred Stock and 277,585 shares of our Series C Preferred Stock. See below for a description of our preferred stock and voting rights.

(3) Mr. Reid is our president, chief financial officer, principal accounting officer, secretary, and director.

As a result of the stock ownership by Mr. Reid, he is able to influence all matters requiring stockholder approval including the election of directors, merger or consolidation. This concentration of ownership may delay, deter or prevent acts that would result in a change of control, which in turn could reduce the market price of our common stock.

Other than as stated herein, there are no arrangements or understandings, known to us, including any pledge by any person of our securities:

- The operation of which may at a subsequent date result in a change in control of Cleartronic; or
- With respect to the election of directors or other matters.

Preferred Stock

As of the date of this report, we have 200,000,000,000 authorized shares of preferred stock, par value $0.00001 per share, of which 6,800,776 shares were issued and outstanding. There are currently four series of preferred stock designated as follows:

- 1,250,000 shares have been designated as Series A Preferred Stock, 566,496 of which are issued and outstanding;

- 10 shares have been designated as Series B Preferred Stock, one of which is issued and outstanding;
- 50,000,000 shares have been designated as Series C Preferred Stock, 2,563,375 of which are issued and outstanding; and
- 10,000,000 shares of Series D Preferred Stock, 670,904 of which are issued and outstanding.
- 10,000,000 shares of Series E Preferred Stock, 3,000,000 of which are issued and outstanding.

Pursuant to our Articles of Incorporation establishing our preferred stock:

- A holder of shares of the Series A Preferred Stock is entitled to the number of votes equal to the number of shares of the Series A Preferred Stock held by such holder multiplied by one on all matters submitted to a vote of our stockholders. Each one share of our Series A Preferred Stock shall be convertible into 100 shares of our common stock. Each holder of Series A Preferred Stock is entitled to receive cumulative dividends at the rate of 8% of $1.00 per annum on each outstanding share of Series A Preferred Stock then held by such holder, on a pro rata basis.
- A holder of shares of the Series B Preferred Stock is entitled one vote per share on all matters submitted to a vote of our stockholders. If at least one share of Series B Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series B Preferred Stock at any given time, regardless of their number, shall have voting rights equal to two times the sum of the total number of shares of our common stock which are issued and outstanding at the time of voting, plus the total number of shares of any shares of our preferred stock which are issued and outstanding at the time of voting. A holder of shares of the Series B Preferred Stock shall have no conversion rights or rights to dividends.
- A holder of shares of the Series C Preferred Stock is entitled to the number of votes equal to the number of shares of the Series C Preferred Stock held by such holder multiplied by 5 on all matters submitted to a vote of our stockholders. In addition, the holders of our Series C Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion. No dividends have been declared. Finally, each one share of our Series C Preferred Stock shall be convertible into five of shares of our common stock.
- A holder of shares of the Series D Preferred Stock is entitled to the number of votes equal to the number of shares of the Series D Preferred Stock held by such holder multiplied by 5 on all matters submitted to a vote of our stockholders. In addition, the holders of our Series D Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion. No dividends have been declared. Finally, each one share of our Series D Preferred Stock shall be convertible into five of shares of our common stock.
- A holder of shares of the Series E Preferred Stock is entitled to the number of votes equal to the number of shares of the Series E Preferred Stock held by such holder multiplied by 100 on all matters submitted to a vote of our stockholders. In addition, the holders of our Series E Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion. No dividends have been declared. Finally, each one share of our Series E Preferred Stock shall be convertible into 100 one hundred of shares of our common stock.

Item 13. Certain Relationships and Related Transactions and Director Independence.

See "Summary of Cash and Certain Other Compensation," above.

Item 14. Principal Accounting Fees and Services.

Audit Fees

The aggregate fee billed by Liggett and Webb P.A. for professional services rendered for the audit of our annual financial statements for the fiscal year ended September 30, 2016 was $29,000.

The aggregate fee billed by Goldstein Schechter Koch P.A. for professional services rendered for the audit of our annual financial statements for the fiscal year ended September 30, 2015 was $30,000.

Audit Related Fees

The aggregate audit-related fee billed by Liggett and Webb P.A. for professional services rendered for the audit of our annual financial statements for the fiscal year ended September 30, 2016 was $0.

The aggregate audit-related fees billed by Goldstein Schechter Koch P.A. for professional services rendered for the audit of our annual financial statements for the fiscal years ended September 30, 2016 and 2015, were $0 and $26,000, respectively.

Tax Fees

The aggregate tax fee billed by Liggett and Webb P.A. professional services rendered for tax services for the fiscal year ended September 30, 2016 was $0.

The aggregate tax fees billed by Goldstein, Schechter Koch P.A. professional services rendered for tax services for the fiscal years ended September 30, 2016 and 2015, were $1,500 and $1,500, respectively.

All Other Fees

There were no other fees billed by Liggett and Webb P.A. or Goldstein Schechter Koch P.A. for professional services rendered during the fiscal years ended September 30, 2016 and 2015, other than as stated under the captions Audit Fees, Audit-Related Fees, and Tax Fees.

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PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) All financial statements are included in Item 8 of this report.

(b) All financial statement schedules required to be filed by Item 8 of this report and the exhibits contained in this report are included in Item 8 of this report.

(c) The following exhibits are attached to this report:

Exhibit No.	Identification of Exhibit
3.1**	Articles of Incorporation, filed as exhibit 3.01 to the registrant's registration statement on Form SB-2 on July 3, 2006, Commission File Number 333-135585.
3.2**	Articles of Amendment to Articles of Incorporation filed March 12, 2001, filed as exhibit 3.02 to the registrant's registration statement on Form SB-2 on July 3, 2006, Commission File Number 333-135585.
3.3**	Articles of Amendment to Articles of Incorporation filed October 4, 2004, filed as exhibit 3.03 to the registrant's registration statement on Form SB-2 on July 3, 2006, Commission File Number 333-135585.
3.4**	Articles of Amendment to Articles of Incorporation filed March 31, 2005, filed as exhibit 3.04 to the registrant's registration statement on Form SB-2 on July 3, 2006, Commission File Number 333-135585.
3.5**	Articles of Amendment to Articles of Incorporation filed May 9, 2008, filed as exhibit 3.02 to the registrant's registration statement on Form S-1 on May 28, 2008, Commission File Number 333-135585.
3.6**	Articles of Amendment to Articles of Incorporation filed June 28, 2010, filed as exhibit 3.7 to the registrant's Form 10-Q on February 14, 2011, Commission File Number 333-135585.
3.7**	Articles of Amendment to Articles of Incorporation filed May 6, 2011, filed as exhibit 3.1 to the registrant's Form 8-K on May 6, 2011, Commission File Number 333-135585.

3.8**	Articles of Amendment to Articles of Incorporation filed April 19, 2012, filed as exhibit 3.09 to the registrant's Form 10-Q on May 14, 2012, Commission File Number 333-135585.
3.9**	Articles of Amendment to Articles of Incorporation filed September 7, 2012, filed as exhibit 3.1 to the registrant's Form 8-K on September 7, 2012, Commission File Number 333-135585.
3.10**	Articles of Amendment to Articles of Incorporation filed September 19, 2012, filed as exhibit 3.1 to the registrant's Form 8-K on September 19, 2012, Commission File Number 333-135585.
3.11**	Articles of Amendment to Articles of Incorporation filed October 5, 2012, filed as exhibit 3.1 to the registrant's Form 8-K on October 5, 2012, Commission File Number 333-135585.
3.12**	Articles of Amendment to Articles of Incorporation filed December 28, 2013, filed as exhibit 3.12 to the registrant's Form 8-K on January 14, 2014, Commission File Number 333-135585.
3.13**	Bylaws, filed as exhibit 3.05 to the registrant's registration statement on Form SB-2 on July 3, 2006, Commission File Number 333-135585.
3.14**	Amended and Restated Bylaws, filed as exhibit 3.1 to the registrant's Form 8-K on July 26, 2010, Commission File Number 333-135585.
10.1**	Convertible Promissory Note dated November 15, 2011, in the original principal amount of $60,000 issued to Asher Enterprises, Inc., filed as exhibit 10.1 to the registrant's Form 10-Q on May 14, 2012, Commission File Number 333-135585.
10.2**	Convertible Promissory Note dated January 19, 2012, in the original principal amount of $37,500 issued to Asher Enterprises, Inc., filed as exhibit 10.2 to the registrant's Form 10-Q on May 14, 2012, Commission File Number 333-135585.
10.3**	Promissory Note dated June 26, 2012, in the original principal amount of $10,000 issued to Dominic Albi, filed as exhibit 10.3 to the registrant's Form 10-Q on August 20, 2012, Commission File Number 333-135585.
10.4**	Convertible Promissory Note dated August 22, 2012, in the original principal amount of $37,500 issued to Asher Enterprises, Inc., filed as exhibit 4.12 to the registrant's Form 10-K on January 14, 2013, Commission File Number 333-135585.
10.5**	Amendment to Consulting Services Agreement dated October 1, 2008, between Larry M. Reid and the registrant, filed as exhibit 10.7 to the registrant's Form 10-K on December 30, 2011, Commission File Number 333-135585.
10.6**	Employment Agreement dated October 5, 2012, between Larry M. Reid and the registrant, filed as exhibit 10.1 to the registrant's Form 8-K on October 12, 2012, Commission File Number 333-135585.
10.7**	Software License Agreement dated August 15, 2014, between Collabria LLC and the registrant, filed as exhibit 10.11 to the registrant's Form 8-K on August 20, Commission File Number 333-135585.
10.8**	Securities Purchase Agreement dated December 1, 2014, between the registrant and KBM Worldwide, Inc. in connection with the issuance of an 8% convertible promissory note in the amount of $38,000, filed as Exhibit 10.8to the registrant's Form 10-K on January 13, 2015, Commission File Number 000-55329
10.9**	Convertible Promissory Note dated December 1, 2014, in the original principal amount of $38,000 issued to KBM Worldwide, Inc. filed as exhibit 10.9 to the registrant's Form 10-K on January 13, 2015, Commission File Number 000-55329.
10.10**	Lease Agreement dated November 30, 2014, between BGNP Associates, LLC and Cleartronic, Inc, filed as Exhibit 10.10 to the registrant's Form 10-K on January 13, 2015, Commission File Number 000-55329
10.11**	Employment Agreement dated March 13, 2015, between Larry M. Reid and the registrant, filed as Exhibit 10.1 to the registrant's Form 8-K on March 18, 2015, Commission File Number 000-55329
10.12**	Amended Software License Agreement dated March 31, 2015, between Collabria LLC and the registrant, filed as exhibit 10.4 to the registrant's Form 8-K on April 10, 2015, Commission File Number 000-55329

10.13**	Subscription Agreement between registrant and private accredited investor dated March 31, 2015 for purchase of 278,743 shares of Series D Convertible Preferred stock, filed as exhibit 10.1 to the registrant's Form 8-K on April 10, 2015, Commission File Number 000-55329
10.14**	Subscription Agreement between registrant and private accredited investor dated March 31, 2015 for purchase of 270,024 shares of Series D Convertible Preferred stock, filed as exhibit 10.2 to the registrant's Form 8-K on April 10, 2015, Commission File Number 000-55329
10.15**	Subscription Agreement between registrant and private accredited investor dated March 31, 2015 for purchase of 278,743 shares of Series D Convertible Preferred stock, filed as exhibit 10.3 to the registrant's Form 8-K on April 10, 2015, Commission File Number 000-55329
10.16**	Convertible Promissory Note dated May 7, 2015 in the original amount of $43,000 issued to Vis Vires Group Inc.
10.17**	Securities Purchase Agreement dated May 7, 2015 between the registrant and Vis Vires Group Inc. in connection with the Convertible Promissory Note issued on even date.
10.18**	Promissory Note date November 24, 2015 in the original amount of $50,000 issued to Mr. Marc Moore.
10.19**	Convertible Promissory Note dated December 7, 2015 for an amount up to $150,000 issued to JMJ Financial.
10.20**	Asset Purchase Agreement dated November 29, 2016 between the registrant and Collabria LLC. Filed as an exhibit to the registrant's Form 8-K on December 5, 2016.
10.21*	Employment Agreement dated December 20, 2016 between the registrant and Mr. Moore.
31.1*	Certification of Michael M. Moore, Chief Executive Officer of Cleartronic, Inc., pursuant to 18 U.S.C. §1350, as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Larry M. Reid, Chief Financial Officer and Principal Accounting Officer of Cleartronic, Inc., pursuant to 18 U.S.C. §1350, as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Michael M. Moore, Chief Executive Officer of Cleartronic, Inc., pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Larry M. Reid, Chief Financial Officer and Principal Accounting Officer of Cleartronic, Inc., pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002.

* Filed herewith.
** Previously filed.

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CLEARTRONIC, INC.

Date: January 13, 2017

By /s/ Michael M. Moore
Michael M. Moore, Chief Executive Officer

By /s/ Larry M. Reid
Larry M. Reid, Chief Financial Officer and
Principal Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Michael M. Moore	**Chief Executive Officer**	**January 13, 2017**
Michael M. Moore		
/s/Larry M. Reid		
Larry M. Reid	**Chief Financial Officer**	**January 13, 2017**

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Cleartronic, Inc. and Subsidiaries,

We have audited the accompanying consolidated balance sheets of Cleartronic, Inc. and Subsidiaries as of September 30, 2015 and 2014 and the related consolidated statements of operations, stockholders' equity (deficit), and cash flows for each of the years in the two year period ended September 30, 2015. Cleartronic, Inc. and Subsidiaries' management is responsible for these financial statements. Our responsibility is to express an opinion on these 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 audit 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 purposes 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 amount and disclosures in the consolidated 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.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Cleartronic, Inc. and Subsidiaries as of September 30, 2015 and 2014, and the consolidated results of its operations and its consolidated cash flows for each of the years in the two year period ended September 30, 2015 in conformity with accounting principles generally accepted in the United States of America.

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

/s/ Goldstein Schechter Koch P.A.

Hollywood, Florida
January 13, 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of:
Cleartronic, Inc.

We have audited the accompanying consolidated balance sheet of Cleartronic, Inc. and Subsidiaries (the "Company") as of September 30, 2016 and the related consolidated statements of operations, changes in stockholders' deficit and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit 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. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly in all material respects, the financial position of Cleartronic, Inc. and Subsidiaries as of September 30, 2016 and the results of its operations and its cash flows for the year ended September 30, 2016 in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has a net loss of $577,603, a working capital deficiency of $464,556, and an accumulated deficit of $14,652,520. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans concerning these matters are also described in Note 3. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Liggett & Webb, P.A.

LIGGETT & WEBB, P.A.
Certified Public Accountants

Boynton Beach, Florida
January 13, 2017

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CLEARTRONIC, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
SEPTEMBER 30, 2016 AND 2015

ASSETS

	2016	2015
Current assets:		
Cash	$ 3,103	$ 6,156
Accounts receivable, net	24,000	88,442
Inventory	9,585	11,967
Prepaid expenses and other current assets	16,115	1,335
Total current assets	**52,803**	**107,900**
Other assets:		
Other assets	8,656	8,656
Licensing agreement (net of amortization)	240,332	633,000
Total other assets	**248,988**	**641,656**
Total assets	**$ 301,791**	**$ 749,556**

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

	2016	2015
Current liabilities:		
Accounts payable	$ 434,360	$ 414,588
Accrued expenses*	35,347	52,612
Deferred revenue, current portion	47,652	38,967
Convertible note payable, net of discount	-	29,221
Notes payable - stockholders	-	95,001
Total current liabilities*	**517,359**	**630,389**
Long Term Liabilities		
Notes payable - stockholders	132,676	-
Deferred revenue, net of current portion	2,962	3,253
Total long term liabilities	**135,638**	**3,253**
Total liabilities*	**652,997**	**633,642**
Commitments and Contingencies (See Note 8)		
Stockholders' equity (deficit):		
Series A preferred stock - $.00001 par value; 1,250,000 shares authorized, 40,750 shares issued and outstanding	-	-
Series B preferred stock - $.00001 par value; 10 shares authorized, 1 share issued and outstanding	-	-
Series C preferred stock - $.00001 par value; 50,000,000 shares authorized, 2,563,375 and 2,570,655 shares issued and outstanding, respectively	26	26
Series D preferred stock - $.00001 par value; 10,000,000 shares authorized, 670,904 issued and outstanding	7	7
Series E preferred stock - $.00001 par value, 10,000,000 shares authorized, no shares issued or outstanding	-	-
Common stock - $.00001 par value; 5,000,000,000 shares authorized, 203,899,190 and 197,375,267 shares issued and outstanding, respectively	2,039	1,974
Additional paid-in capital	14,299,242	14,188,824
Accumulated Deficit*	(14,652,520)	(14,074,917)
Total stockholders' equity (deficit)*	**(351,206)**	**115,914**
Total liabilities and stockholders' equity (deficit)*	**$ 301,791**	**$ 749,556**

* Prior-period amounts have been revised to reflect an immaterial adjustment of accrued expenses differences and stockholder's equity (deficit) (see Summary of Significant Accounting Policies- Adjustmnet of Prior Period Balances)

The accompanying notes are an integral part of theses consolidated financial statements

CLEARTRONIC, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015

	2016	2015
Revenue	$ 544,782	$ 346,518
Cost of revenue	179,765	137,973
Gross profit	365,017	208,545
Operating expenses:		
Selling expenses	149,935	36,975
Administrative expenses	267,917	273,495
Research and development	14,636	3,907
Amortization of licensing agreement	139,668	200,000
Impairment of licensing agreement	253,000	1,167,000
Total operating expenses	825,156	1,681,377
Loss from operations	(460,139)	(1,472,832)
Other expenses		
Loss on conversion of debt	-	(489,759)
Interest and other expenses	(87,102)	(91,176)
Change in fair value of derivative liability	(30,362)	-
Total other expenses	(117,464)	(580,935)
Net loss	$ (577,603)	$ (2,053,767)
Loss per common share - basic and diluted	$ (0.00)	$ (0.00)
Weighted average number of shares outstanding - basic and diluted	197,897,821	1,092,768,481

The accompanying notes are an integral part of theses consolidated financial statements

CLEARTRONIC, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015

	2016	2015
Net Loss	$ (577,603)	$ (2,053,767)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:		
Loss on forgiveness of debt and accrued expenses	-	489,759
Impairment loss of licensing agreement	253,000	1,167,000
Amortization of license agreement	139,668	200,000
Amortization of notes payable discount	38,779	44,738
Change in fair value of derivative laibility	30,362	-
Provision for bad debt	2,000	
(Increase) decrease in assets:		
Accounts receivable	62,442	(88,442)
Inventory	2,382	4,127
Prepaid expenses and other current assets	(14,780)	(1,335)
Increase (decrease) in liabilities:		
Accounts payable	19,772	27,013
Accrued expenses	(13,479)	57,142
Customer deposits	-	(9,674)
Deferred revenue	8,394	8,100
Net cash (used in) operating activities	(49,063)	(155,339)
Cash Flows From Financing Activities		
Proceeds from issuance of common and preferred stock	5,000	37,990
Cancellation of common stock	(990)	-
Proceeds from convertible notes payable	25,000	81,000
Repayment of convertible note payable	(33,000)	-
Proceeds from notes payable stockholders	50,000	40,000
Net cash provided by financing activities	46,010	158,990
Net Increase (Decrease) in cash	(3,053)	3,651
Cash - Beginning of year	6,156	2,505
Cash - End of year	$ 3,103	$ 6,156
Supplemental cash flow information:		
Cash paid for interest	$ 4,136	$ 5,064
Cash paid for taxes	$ -	$ -

Non-cash financing transactions:

During the year ended September 30, 2016, a Convertible Note holder converted a $10,000 in principal of a Convertible note into 847,458 shares of the Company's common stock.

During the year ended September 30, 2016, a shareholder, officer and director converted $10,000 of a Note Payable into 500,000 shares of the Company's common stock.

During the year ended September 30, 2016, a Convertible Note holder converted a $25,000 Convertible note and $6,111 of accrued interest into 4,906,565 shares of the Company's common stock.

During the year ended September 30, 2016, the Company recorded a debt discount of $25,000 accounted for as a derivative liability.

During the year ended September 30, 2015, the CEO of the Company cancelled 2,000,000,000 shares pf the Company's common stock held by him in exchange for a new employment agreement and 200,000 shares of Series C Preferred Stock.

During theyear ended September 30, 2015, the Company issued 25,000,000 shares of the Company's common stock to Collabria LLC in exchange for a 5 year licensing agreement valued at $2,000,000.

During the year ended September 30, 2015, the Company issued 670,904 shares of Series D Preferred stock in exchange for forgiveness of debt and accrued expenses of $335,452.

During the year ended September 30, 2015, a shareholder converted 433,250 shares of Series A Convertible Preferred stock into

43,325,000 shares of common stock.
During the year ended September 30, 2015, a Convertible Note holder converted a $38,000 Convertible note and $1,520 of accrued interest into 1,432,859 shares of the Company's common stock.

The accompanying notes are an integral part of theses consolidated financial statements

CLEARTRONIC, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015

	Series A Preferred Stock		Series B Preferred Stock		Series C Preferred Stock		Series D Preferred Stock		Series E Preferred Stock		Common Stock	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount
BALANCE AT SEPTEMBER 30, 2014	474,000	$ 5	1	-	2,370,655	24	-	-	-	-	2,124,900,908	$ 21,249
Shares issued for cash	-	-	-	-	-	-	-	-	-	-	2,716,500	27
Common shares in exchange for conversion of Preferred A	(433,250)	(5)	-	-	-	-	-	-	-	-	43,325,000	433
Shares issued for conversion of convertible debt and accrued interest	-	-	-	-	-	-	-	-	-	-	1,432,859	15
Shares issued and cancelled for new employment agreement	-	-	-	-	200,000	2	-	-	-	-	(2,000,000,000)	(20,000)
Shares issued for amended licensing agreement	-	-	-	-	-	-	-	-	-	-	25,000,000	250
Series D Preferred shares issued for cancellation of debt, accrued	-	-	-	-	-	-	670,904	7	-	-	-	-
interest and accrued dividends and recognize loss on issuance	-	-	-	-	-	-	-	-	-	-	-	-
To recognize discounts on convertible notes	-	-	-	-	-	-	-	-	-	-	-	-
Net (loss) for the year ended September 30, 2015	-	-	-	-	-	-	-	-	-	-	-	-
BALANCE AT SEPTEMBER 30, 2015	40,750	$ -	1	-	2,570,655	26	670,904	$ 7	$ -	-	197,375,267	$ 1,974
Shares cancelled in exchange for refund	-	-	-	-	-	-	-	-	-	-	(16,500)	-
Series C Preferred converted to common stock	-	-	-	-	(7,280)	(0)	-	-	-	-	36,400	-
Shares issued for cash	-	-	-	-					-	-	250,000	2
Shares issued for conversion of convertible notes payable and accrued interest	-	-	-	-	-	-	-	-	-	-	5,754,023	58
Shares issued for conversion of note payable stockholder	-	-	-	-	-	-	-	-	-	-	500,000	5
Reclassification of derivative laibility associated with convertible debt	-	-	-	-	-	-	-	-	-	-	-	-
Net (loss) for the year ended												

September 30, 2016	-	-	-	-	-	-	-	-	-	-	-	-
BALANCE AT SEPTEMBER 30, 2016	**40,750**	**$ -**	**1**	**$ -**	**2,563,375**	**$ 26**	**670,904**	**$ 7**	**$ -**	**-**	**203,899,190**	**$ 2,039**

* Prior period amounts have been revised to reflect an immaterial adjustment of accrued expense differences and stockholder's equity (deficit) (see Summary of Significant Accounting Policies - Adjustment of Prior Period Balances)

The accompanying notes are an integral part of theses consolidated financial statements

CLEARTRONIC, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements
September 30, 2016 and 2015

NOTE 1 - ORGANIZATION, AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ORGANIZATION

Cleartronic, Inc. (the “Company”) was incorporated in the state of Florida on November 15, 1999.

The Company, through one of its wholly owned subsidiaries VoiceInterop, Inc., designs, builds and installs unified group communication solutions, including unique hardware and customized software, for public and private enterprises and markets those services and products under the VoiceInterop brand name.

In March 2015, the Company amended its Licensing Agreement with Collabria LLC of Tampa, Florida (”Collabria”). The Agreement grants the Company master distribution rights to market, sell and support Collabria’s command and control software, trade-named ReadyOp. ReadyOp software is designed for fast, efficient access to information and for communication with multiple persons, groups and agencies. This agreement will remain in effect for an initial term of five years unless either the Company or Collabria sooner terminates the agreement. Upon expiration of the agreement, the Company’s only obligation to Collabria shall be the payment of all outstanding obligations to Collabria. In September 2014, the Company formed ReadyOp Communications, Inc. (a Florida corporation), as a wholly owned subsidiary to facilitate the marketing of ReadyOp software. According to the terms of the agreement ReadyOp Communications will pay Collabria a royalty for all ReadyOp software sold.

The Company’s two operating subsidiaries are Voiceinterop, Inc. and ReadyOp Communications, Inc.

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements and accompanying notes have been prepared in conformity with accounting principles generally accepted in the United States of America. The consolidated financial statements include the accounts of Cleartronic, Inc. and its subsidiaries, VoiceInterop, Inc. and ReadyOp Communications, Inc. All intercompany transactions and balances have been eliminated.

USE OF ESTIMATES

In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and operations for the reporting period. Although these estimates are based on management’s knowledge of current events and actions it may undertake in the future, they may ultimately differ from actual results. Significant estimates include the assumptions used in valuation of, equity transactions, valuation of fair value of derivative liability, valuation of deferred tax assets, estimated useful life of licensing agreement, valuation of inventory and allowance for doubtful account.

CASH AND CASH EQUIVALENTS

For financial statement purposes, the Company considers all highly liquid investments purchased with original maturities of three months or less to be cash equivalents. The Company did not own any cash equivalents at September 30, 2016 and 2015.

ACCOUNTS RECEIVABLE

The Company provides an allowance for uncollectible accounts based upon a periodic review and analysis of outstanding accounts receivable balances. Uncollectible receivables are charged to the allowance when deemed uncollectible. Recoveries of accounts previously written off are used to credit the allowance account in the periods in which the recoveries are made.

The Company has an Accounts Receivable Purchase and Security Agreement with Bridgeport Capital Resources of Birmingham, AL. Under the terms of the agreement the Company sells certain acceptable accounts receivable to Bridgeport Capital at a discount to the receivable face value. Discounts can range between 2.25 and 6.25 percent depending on the length of time the receivable remains outstanding.

The Company provided $2,000 and $0 allowances for doubtful accounts for the years ended September 30, 2016 and 2015, respectively.

LICENSING AGREEMENT

In March 2015, the Company amended its Licensing Agreement with Collabria, which will remain in effect for an initial term of five years unless either the Company or Collabria sooner terminates the agreement. The amendment reduces the royalty to be paid on a sale from 80% to 20%. As consideration for entering into the agreement and the reduction of the stated royalty, the Company issued Collabria 25,000,000 shares of restricted common stock valued at $.08 per share (Note 6). The Company amortizes this licensing agreement over its remaining life on a straight line basis.

The Company evaluates licensing rights for impairment when an event occurs or circumstances change such that it is reasonably possible that impairment may exist. As of September 30, 2016, management determined that sales of ReadyOp products had failed to meet the projected revenue targets and that the carrying value of the license agreement exceeded the fair value. Accordingly management revised the estimate of undiscounted future cash flows expected to be generated by the licensing agreement and incurred an impairment loss of $253,000 and $1,167,000 for the years ended September 30, 2016 and 2015, respectively.

The company recorded $139,668 and $200,000 in amortization expense prior to the impairment recognition for the years ended September 30, 2016 and 2015, respectively.

CONCENTRATION OF CREDIT RISK

The Company currently maintains cash balances at one FDIC-insured banking institution. Deposits held in noninterest-bearing transaction accounts are insured up to a maximum of $250,000 at all FDIC-insured institutions. At September 30, 2016 and 2015, the Company had no cash balances above the FDIC-insured limit, respectively.

RESEARCH AND DEVELOPMENT COSTS

The Company expenses research and development costs as incurred. For the years ended September 30, 2016 and 2015, the Company had $14,636 and $3,907, respectively, in research and development costs.

REVENUE RECOGNITION AND DEFERRED REVENUES

Unified group communication solutions consist of three elements to be provided to customers: software licenses and equipment purchased from third-party vendors, proprietary hardware that is manufactured on contract to required specifications and installation and integration of the hardware and software into the cohesive communication source.

The Company's revenue recognition policies are in accordance with Accounting Standards Codification 605-10 "Revenue Recognition" (ASC 605-10). Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the contract price is fixed or determinable, and collectability is reasonably assured. No right of return privileges are granted to customers after shipment. The Company recognizes revenue for the elements separately as the sales of the equipment and software, installation and integration, and support services represent separate earnings processes that are generally specified under separate agreements.

Revenue from the resale of equipment utilized in unified group communication solutions is recognized when shipped. For software licenses, the Company does not provide any services that are considered essential to the functionality of the software, and therefore revenue is recognized upon delivery of the software, provided (1) there is evidence of an arrangement, (2) collection of the fee is considered probable and (3) the fee is fixed and determinable.

The Company also provides support to customers under separate contracts varying from one to five years. The Company's obligations under its service contracts vary by the length of the contract. In all cases the Company is the primary obligor to provide first level support to the client. If the contract has less than one year of service and support remaining on the contract, it is classified as a current liability; if longer, it is classified as a non-current liability.

Installation and integration services are recognized upon completion.

EARNINGS PER SHARE

In accordance with accounting guidance now codified as FASB ASC 260 "Earning per Share", basic income (loss) per common share is calculated using the weighted average number of shares outstanding during the periods reported. Diluted earnings per share include the weighted average effect of all dilutive securities outstanding during the periods presented. Diluted per share loss is the same as basic per share loss when there is a loss from continuing operations.

As of September 30, 2016 and 2015, we had outstanding options and warrants exercisable for an aggregate of 0 and 167 shares of common stock, respectively. As of September 30, 2016 and 2015, we had 40,750 shares of Series A Convertible Preferred stock outstanding convertible into 4,750,000 common shares. As of September 30, 2016 and 2015, we had 2,563,375 and 2,570,655 shares of Series C Convertible Preferred stock outstanding which are convertible into 12,816,875 and 12,853,275 shares of common stock, respectively. As of September 30, 2016 and 2015, we had 670,904 shares of Series D Convertible Preferred stock outstanding which are convertible into 6,709,040 shares of common stock.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company adopted ASC topic 820, "Fair Value Measurements and Disclosures" (ASC 820), "Fair Value Measurements," effective January 1, 2009. ASC 820 defines "fair value" as the price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There was no impact relating to the adoption of ASC 820 to the Company's consolidated financial statements.

ASC 820 also describes three levels of inputs that may be used to measure fair value:

- Level 1: Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities traded in active markets.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Inputs that are generally unobservable. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

Financial instruments consist principally of cash, accounts receivable, prepaid expenses and other current assets, accounts payable, accrued expenses and deferred revenue. The carrying amounts of such financial instruments in the accompanying consolidated balance sheet approximate their fair values due to their relatively short-term nature. The fair value of long-term debt is based on current rates at which the Company could borrow funds with similar remaining maturities. The carrying amounts approximate fair value. It is management's opinion that the Company is not exposed to any significant currency or credit risks arising from these financial instruments.

INVENTORY

Inventory consists of components held for assembly and finished goods held for resale or to be utilized for installation in projects. Inventory is valued at lower of cost or market on a first-in, first-out basis. The Company purchases completed circuit boards at a price that includes component parts and assembly charges. The Company only carries finished goods to be shipped along with completed circuit boards and parts necessary for final assembly of finished product. All existing inventory is considered current and usable and the Company recorded no reserve for obsolete inventory for the years ended September 30, 2016 and 2015.

PROPERTY AND EQUIPMENT

Property and equipment are recorded at cost. For financial statement purposes depreciation of property and equipment is computed using the straight-line method over the estimated useful lives of the asset.

Expenditures for replacements, maintenance and repairs that do not extend the lives of the respective assets are charged to expense as incurred. When assets are retired, sold or otherwise disposed of, their costs and related accumulated depreciation are removed from the accounts and resulting gains or losses are recognized.

As of September 30, 2016 and 2015 all property and equipment had been fully depreciated.

INCOME TAXES

The Company accounts for income taxes in accordance with accounting guidance now codified as FASB ASC Topic 740, "Income Taxes," which requires that the Company recognizes income taxes using the asset and liability method. Under the asset and liability method, deferred tax assets and liabilities are recorded for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases.

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 of a tax rate change on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. The Company records valuation allowance to reduce net deferred tax assets to the amount considered more likely than not to be realized. Changes in estimates of future taxable income can materially change the amount of such valuation allowances.

The Company is required to recognize measure, classify, and disclose in the financial statements uncertain tax positions taken or expected to be taken in the Company's tax returns. Management has determined that the Company does not have any uncertain tax positions and associated unrecognized benefits that materially impact the financial statements or related disclosures. Since tax matters are subject to some degree of uncertainty, there can be no assurance that the Company's tax returns will not be challenged by the taxing authorities and that the Company will not be subject to additional tax penalties, and interest as a result of such challenge. The federal and state income tax returns of the Company for the years ended September 30, 2015, 2014 and 2013 are subject to examination by the IRS and state taxing authorities generally for three years after they were filed. There are no tax examinations currently in process.

STOCK-BASED COMPENSATION

Effective January 1, 2006, the Company adopted the fair value recognition provisions of Accounting Standards Codification 718-10 "Compensation" (ASC 718-10) using the modified retrospective transition method. ASC 718-10 requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense ratably over the requisite service periods. The Company has estimated the fair value of each award as of the date of grant or assumption using the Black-Scholes option pricing model, which was developed for use in estimating the value of traded options that have no vesting restrictions and that are freely transferable. The Black-Scholes option pricing model considers, among other factors, the expected life of the award and the expected volatility of the Company's stock price. In March 2005, the SEC issued SAB No. 107, Share-Based Payment ("SAB 107"), which provides guidance regarding the interaction of ASC 718-10 and certain SEC rules and regulations. The Company has applied the provisions of SAB 107 in its adoption of ASC 718-10.

The Company accounts for equity instruments issued to parties other than employees for acquiring goods or services under guidance of section 505-50-30 of the FASB Accounting Standards Codification ("FASB ASC Section 505-50-30"). Pursuant to FASB ASC Section 505-50-30, all transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the performance is complete or the date on which it is probable that performance will occur.

DERIVATIVE INSTRUMENTS

The Company evaluates its convertible debt, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with paragraph 810-10-05-4 of the FASB Accounting Standards Codification and paragraph 815-40-25 of the FASB Accounting Standards Codification. The result of this accounting treatment is that the fair value of the embedded derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the Statement of Operations as other income or expense. Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date
and then that fair value is reclassified to equity.

In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are accounted for as a single, compound derivative instrument.

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. Equity instruments that are initially classified as equity that become subject to reclassification are reclassified to liability at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument is expected within 12 months of the balance sheet date. As of September 30, 2016 and 2015 there were no derivative liabilities.

ADVERTISING COSTS

Advertising costs are expensed as incurred. The Company had advertising costs of $4,275 during the year ended September 30, 2016 and $987 during the year ended September 30, 2015.

ADJUSTMENT OF PRIOR PERIOD BALANCES

The Company revised its consolidated balance sheet as of October 1, 2014 by recording a reduction in accrued expense of $80,000 and a resulting offset decreasing the Company's accumulated deficit since the effect of the correction relates to years prior to 2015. The consolidated balance sheets for September 30, 2016 and 2015 presented in the accompanying consolidated financial statements reflect this change. The result of this correction did not affect the Company's consolidated statements of operations or cash flows for the years ended September 30, 2016 and 2015. Management made the revisions to the accompanying consolidated financial statements because recording the correction in 2016 would have been material to the consolidated statement of operations for the year ended September 30, 2016.

RECLASSIFCATION

Certain reclassifications have been made to the prior year's data to conform to current year presentation. These reclassifications had no effect on net income (loss).

NOTE 2 -RECENT ACCOUNTING PRONOUNCEMENTS

In February 2016, the FASB issued ASU 2016-02, *Leases*, which will amend current lease accounting to require lessees to recognize (i) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis, and (ii) a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. ASU 2016-02 does not significantly change lease accounting requirements applicable to lessors; however, certain changes were made to align, where necessary, lessor accounting with the lessee accounting model. This standard will be effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. We are currently reviewing the provisions of this ASU to determine if there will be any impact on our results of operations, cash flows or financial condition.

In March 2016, the FASB issued ASU 2016-09, *Compensation – Stock Compensation: Improvements to Employee Share-Based Payment Accounting*, which relates to the accounting for employee share-based payments. This standard addresses several aspects of the accounting for share-based payment award transactions, including: (a) income tax consequences; (b) classification of awards as either equity or liabilities; and (c) classification on the statement of cash flows. This standard will be effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. We are currently reviewing the provisions of this ASU to determine if there will be any impact on our results of operations, cash flows or financial condition.

In April 2016, the FASB issued ASU 2016–10 Revenue from Contract with Customers (Topic 606): identifying Performance Obligations and Licensing " .The amendments in this Update do not change the core principle of the guidance in Topic 606. Rather, the amendments in this Update clarify the following two aspects of Topic 606: identifying performance obligations and the licensing implementation guidance, while retaining the related principles for those areas. Topic 606 includes implementation guidance on (a) contracts with customers to transfer goods and services in exchange for consideration and (b) determining whether an entity's promise to grant a license provides a customer with either a right to use the entity's intellectual property (which is satisfied at a point in time) or a right to access the entity's intellectual property (which is satisfied over time). The amendments in this Update are intended render more detailed implementation guidance with the expectation to reduce the degree of judgement necessary to comply with Topic 606. We are currently reviewing the provisions of this ASU to determine if there will be any impact on our results of operations, cash flows or financial condition.

NOTE 3 -GOING CONCERN

During the years ended September 30, 2016 and 2015, and since inception, the Company has experienced cash flow problems. From time-to-time, the Company has experienced difficulties meeting its obligations as they became due. As reflected in the accompanying consolidated financial statements, the Company incurred net losses from operations of approximately $460,000 for the year ended September 30, 2016 and had working capital deficit of approximately $465,000 for the year ended September 30, 2016. The Company also had an accumulated deficit of approximately $14,653,000 and a stockholders' deficit of approximately $351,000 at September 30, 2016.These matters raise substantial doubt about the Company's ability to continue as a going concern.

The Company believes the agreement with Collabria will allow the Company to generate additional income from the sale of ReadyOp software and will assist in expanding the distribution of the AudioMate AM360 line of IP gateway devices. In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management is currently seeking funding from significant shareholders and outside funding sources sufficient to meet its minimal operating expenses. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations.

The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classifications of liabilities that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 -DEFERRED INCOME TAXES

The Company calculates its deferred tax assets based upon its consolidated net operating loss (NOL) carryovers available to offset future taxable income, net of other tax credit(s) or tax deferred liabilities, if any. No deferred tax assets for the years ended September 30, 2016 and 2015 have been recorded since any available deferred tax assets are fully offset by increases in its valuation allowances. The Company increased its valuation allowance based on its history of consolidated net losses. At September 30, 2016, the Company has an adjusted net operating loss carryforward of approximately $12,118,000 that expire through 2032. Should a cumulative change in the ownership of more than 50% occur within a three-year period, there could be an annual limitation on the use of the net operating loss carryforwards.

Deferred income taxes reflect the tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes plus any available consolidated, net deferred tax credits. Significant components of the Company's net deferred income tax assets at September 30, 2016 and 2015, respectively are as follows:

	2016	2015
Amortization and impairment of licensing agreement	$ 582,500	$ 507,000
Allowance for doubtful account	750	-
Net operating loss carryforward	4,560,033	4,621,000
Net deferred income tax asset	5,143,283	5,128,000
Less: valuation allowance	(5,143,283)	(5,128,000)
Total deferred income tax assets	$ 0.00	$ 0.00

A reconciliation of the Federal and respective State income tax rate as a percentage of income before taxes is as follows:

	2016	2015
Federal statutory income tax rate	32.13%	32.13%
State taxes, net of federal benefit	5.5%	5.5%
Effective rate for deferred tax asset	37.63%	37.63%
Less: Valuation allowance	(37.63%)	(37.63%)
Effective income tax rate	0.0%	0.0%

Management has determined that it is more likely than not that the Company will not use the NOL carryforward and has 100% of valuation allowance against the deferred asset. The reserve is based on historical experience of the Company's operations as it has not recognized net income in its current incarnation and there is no indication of any events or conditions that would show that trend will not continue due to the Company's current expectation of expense requirements.

NOTE 5 -NOTES PAYABLE – STOCKHOLDERS

As of September 30, 2016 and 2015, the Company has unsecured notes payable to stockholders totaling $132,676 and $95,001, respectively. These notes range in interest from 8% to 15% which are payable quarterly. All of these notes mature December 31, 2017.

During the year ended September 30, 2016, the Company issued an unsecured 8% promissory note to a stockholder, officer and director for $50,000

Interest expense on notes payable – stockholders was $14,907 and $12,724 for the years ended September 30, 2016 and 2015, respectively.

NOTE 6 -CONVERTIBLE PROMISSORY NOTES

The Company entered into securities purchase agreements (the "Purchase Agreement") with two investors and issued convertible promissory notes in the amount of $38,000 and $43,000 respectively (the "Notes").The Notes were dated December 1, 2014 and May 7, 2015, bore interest at 8% per annum and mature on September 3, 2015 and February 11, 2016, respectively. The notes are convertible into shares of the Company's common stock at the greater of; (i) the variable conversion price (58% multiplied by the market price) that is equal to the average of the three (3) lowest closing bid prices of the Common Stock during the ten (10) trading day period prior to the date of conversion or (ii) the fixed conversion price of $.00005. The Notes also contain a prepayment option whereby the Company may make payments to the holder based on the length of time the Note has been outstanding, upon three (3) trading days' prior written notice to the holder.

During the first 30 days, the Company may make a payment to the holder equal to 115% of the then outstanding unpaid principal and interest, from days 31 until 60 days, the Company may make a payment to the holder equal to 120% of the then outstanding unpaid principal and interest, from days 61 until 90 days, the Company may make a payment to the holder equal to 125% of the then outstanding unpaid principal and interest, from days 91 until 120 days the Company may make a payment to the holder equal to 130% of the then outstanding unpaid principal and interest, from days 121 until 150 days, the Company may make a payment to the holder equal to 135% of the then outstanding unpaid principal and interest, from days 151 until 180 days, the Company may make a payment to the holder equal to 140% of the then outstanding unpaid principal and interest, after 180 days, the Company has no right of prepay. In the event of default before the maturity dates, the payment is immediately due, in the amount of 22% of the outstanding unpaid principal, along with interest and any penalties.

Beneficial Conversion Feature

In connection with the convertible note entered into in December 2014 and May 2015, the Company determined that a beneficial conversion feature existed on the date the note was issued. The beneficial conversion feature related to this note was valued as the difference between the effective conversion price (computed by dividing the relative fair value allocated to the convertible note by the number of shares the note is convertible into) and the fair value of the common stock multiplied by the number of shares into which the note may be converted.

In accordance with ASC 470 "Debt with Conversion and other Options", the intrinsic value of the beneficial conversion features were recorded as a debt discount with a corresponding amount to additional paid in capital. The debt discount is amortized to interest expense over the life of the instrument. The Company recorded beneficial conversion features related to the December 2014 convertible note financing of $27,500 and a beneficial conversion feature of $31,000 related to the May 2015 note.

In June 2015, the convertible note holder converted the $38,000 December 2014 note of $38,000 in principal and $1,520 in accrued interest into 1,432,859 shares of common stock. Upon conversion, the remaining discount on the notes payable was recognized as interest totaling $15,287.

On November 23, 2015, a convertible note holder converted $10,000 in principal of the $43,000 May 2015 note into 847,458 shares of common stock. On November 27, 2015 the Company repaid the remaining balance of the convertible note along with accrued interest and penalties for a total amount of $47,975. The remaining discount on the convertible note payable was recognized as interest totaling $13,779.

In December 2015, the Company entered into a Convertible Promissory Note with a private investor in the principal sum of $150,000. The note matures on December 6, 2017 and carries a 10% Original Issue Discount and incurs a one-time 12% interest charge on March 6, 2016. The principal sum due to the investor shall be based on the consideration actually paid by the investor plus a 10% original issue discount on the consideration paid as well as any other interest or fees. The Company is only required to repay the amount funded and is not required to repay any unfunded portion of the note. The Company received $22,500, less $2,500 of original issuance discount pursuant to the terms of this convertible note. The note is convertible into shares of the Company's common stock at the greater of; (i) the variable conversion price (60% multiplied by the market price) that is equal to the average of the lowest trading price of the Common Stock during the twenty five (25) trading days prior to the date of conversion (ii) the investor has the right, at any time after 180 days after principal consideration has been paid to convert all or part of the outstanding principal along with interest and any fees into the Company's common stock. The Company may repay the note at any time on or before 90 days from the effective date, after which the Company may not make further payments on the Note prior to the maturity date without written approval from the investor. On the issuance date, the fair value of derivative liability was $62,359. The Company recorded a debt discount of $25,000 and encountered a day-one derivative loss of $37,359.

In February 2016, the Company and noteholder agreed to amend the conversion price. In accordance with the amended convertible promissory note, the note is convertible into shares of the Company's common stock at the greater of; (i) the variable conversion price (60% multiplied by the market price) that is equal to the average of the lowest trading price of the Common Stock during the twenty five (25) trading days prior to the date of conversion or (ii) the fixed conversion price of $.00005 (iii) the investor has the right, at any time after 180 days after principal consideration has been paid to convert all or part of the outstanding principal along with interest and any fees into the Company's common stock. Upon amendment, the Company determined that this convertible note is now considered as a conventional convertible debt and recorded a gain of $6,997 in the change of fair value of derivative liability. The Company reclassified the fair value of $55,362 to equity on the amendment date. In June, August and September 2016, the noteholder converted $25,000 in principal and $6,111 in accrued interest into 4,906,565 shares of common stock. Accordingly, the Company recognized $25,000 of interest expense for the debt discount and $2,500 of interest expense for the original issue discount.

NOTE 7 -EQUITY TRANSACTIONS

Preferred Stock

In June 2010, the Board of Directors voted to amend the Company's Articles of Incorporation in order to authorize the issuance of 200 million shares of Preferred Stock with a par value of $0.00001 per share. Concurrently, the Board designated the preferred stock as Series A Convertible Preferred Stock. Among other things, the Certificate of Designation of Series A Convertible Preferred (i) authorizes 1,250,000 shares of the Corporation's preferred stock to be designated "Series A Convertible Preferred Stock (ii) is convertible into the Company's common stock after two years at a conversion price of $0.01 per share at the holder's option (iii) each holder of Series A Preferred Stock is entitled to receive cumulative dividends, payable quarterly in either cash or equivalent shares of common stock at the rate of 8% of $1.00 per annum on each outstanding share of Series A Preferred then held by such Series A Preferred Holder, on a pro rata basis.

In August 2012, the Board of Directors voted to amend the Company's Articles of Incorporation to designate the Series B Preferred Stock setting forth the rights and preferences of the Series B Preferred Stock. Among other things, the Certificate of Designation (i) authorizes 10 (ten) shares of the Corporations preferred stock to be designated as Series B Preferred Stock; (ii)grants no conversion rights to the holders of the Series B Preferred Stock; (iii) provides the holders of Series B Preferred Stock shall vote with the holders of the Corporation's common stock and any class or series of capital stock of the Corporation hereafter created; and (iv) provides that if at least on share of Series B Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series B Preferred stock at any given time, regardless of their number, shall have voting rights equal to two (2) times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of voting, plus ii)the total number of shares of any Preferred Stocks which are issued and outstanding at the time of voting.

In October 2012, the Board of Directors voted to amend the Company's Articles of Incorporation to designate the Series C and Series D Convertible Preferred Stock setting forth the rights and preferences of the Series C and D Convertible Preferred Stock, par value $.00001 per share. Among other things, the Certificate of Designation for the Series C Preferred (i) authorizes fifty million (50,000,000) shares of the Corporation's preferred stock to be designated as "Series C Convertible Preferred Stock"; (ii) grants conversion rights to the holders of the Series C Preferred Stock; (iii) provides that each share of Series C Preferred Stock shall ten votes for any election or other vote placed before the shareholders of the Corporation; (iv) provides for anti-dilutive rights; (v) provides for liquidation rights; (vi) establishes the initial price at $2.50 per share; (vii) entitles the holder of the Series C Preferred Stock to receive dividends when, as and if declared by the Board of Directors. Among other things, the Certificate of Designation for the Series D Preferred (i) authorizes ten million (10,000,000) shares of the Corporation's preferred stock to be designated as "Series D Convertible Preferred Stock"; (ii) grants conversion rights to the holders of the Series D Preferred Stock; (iii) provides that each share of Series D Preferred Stock shall ten votes for any election or other vote placed before the shareholders of the Corporation; (iv) provides for anti-dilutive rights; (v) provides for liquidation rights; (vi) establishes the initial price at $5.00 per share; (vii) entitles the holder of the Series D Preferred Stock to receive dividends when, as and if declared by the Board of Directors.

Preferred Share Designations

In December 2013, the Board of Directors voted to amend the Company's Articles of Incorporation to change the conversion rights of the Series C and Series D Convertible Preferred Stock. Each share of the Series C and Series D Preferred Stock is convertible into five shares of common stock.

In October 2016, the Board of Directors voted to amend the Company's Articles of Incorporation to designate the Series E Convertible Preferred Stock setting forth the rights and preferences of the Series E Convertible Preferred Stock, par value $.00001 per share. Among other things, the Certificate of Designation for the Series E Preferred (i) authorizes ten million (10,000,000) shares of the Corporation's preferred stock to be designated as "Series E Convertible Preferred Stock"; (ii) grants conversion rights to the holders of the Series E Preferred Stock; (iii) provides that each share of Series E Preferred Stock shall be one hundred votes for any election or other vote placed before the shareholders of the Corporation; (iv) provides for anti-dilutive rights; (v) provides for liquidation rights; (vi) establishes the initial price at $1.00 per share; (vii) entitles the holder of the Series E Preferred Stock to receive dividends when, as and if declared by the Board of Directors.

In March 2015, the Company issued 670,904 shares of Series D Convertible Preferred stock as consideration for the forgiveness of $135,012 in notes payable, $59,608 in accrued interest and $140,832 in accrued dividends. The fair value of the Series D preferred stock was $825,212 resulting in a loss on forgiveness of debt of $489,758.

In March 2015, the Company entered into a new employment agreement with the Company's CEO, Larry M. Reid. Under the agreement, Mr. Reid agreed to remit 2.0 billion shares of common stock back to the Company in exchange for 200,000 shares of Series C Convertible Preferred stock with a fair value of $252,000 as well as compensation stated in the agreement. The common stock remitted to the Company was recorded as a treasury acquisition for the value of the Series C preferred stock and the net present value of Mr. Reid's salary over a five years using a discount rate of 5%, totaling approximately $627,000. The treasury stock was subsequently retired and recorded to additional paid-in capital.

Dividends payable on Series A Convertible Preferred Stock of approximately $3,286 and $3,372 are included in Accrued Expenses as of September 30, 2016 and 2015, respectively.

Common Stock

On September 13, 2012, the Board of Directors voted to increase the Company's authorized shares of common stock to 5,000,000,000 shares and to decrease the par value to $.00001 per share.

Common stock issued for conversion of preferred stock

In October 2014, a shareholder converted 20,000 shares of Series A Convertible Preferred stock into 2,000,000 shares of common stock.

In November 2014, a shareholder converted 10,000 shares of Series A Convertible Preferred stock into 1,000,000 shares of common stock.

In December 2014, a shareholder converted 12,500 shares of Series A Convertible Preferred stock into 1,250,000 shares of common stock.

In January 2015, a shareholder converted 37,500 shares of Series A Convertible Preferred stock into 3,750,000 shares of common stock.

In February 2015, a shareholder converted 32,500 shares of Series A Convertible Preferred stock into 3,250,000 shares of common stock.

In March 2015, a shareholder converted 37,500 shares of Series A Convertible Preferred stock into 3,750,000 shares of common stock.

In April 2015, a shareholder converted 283,250 shares of Series A Convertible Preferred stock into 28,325,000 shares of common stock.

In December 2015, two shareholders converted 7,280 shares of Series C Convertible Preferred stock into 36,400 shares of common stock.

Common stock issued for cash

In November 2014, the Company issued 2,500,000 shares of common stock to one shareholder for $25,000 in cash.

In May and June 2015, the Company issued 216,500 shares of common stock to two shareholders for $12,990 in cash.

In December 2015, a shareholder purchased 250,000 shares of common stock for $5,000 in cash.

In May 2016, an investor cancelled a subscription agreement to purchase 16,500 shares of common stock for $990.

Common Stock Issued for Conversion of Notes and Note Payable

During the year ended September 30, 2016, a Convertible Note holder converted a $10,000 in principal of a Convertible note into 847,458 shares of the Company's common stock.

During the year ended September 30, 2016, a shareholder, officer and director converted $10,000 of a Note Payable into 500,000 shares of common stock.

During the year ended September 30, 2016 a Convertible Note holder converted a $25,000 Convertible note and $6,111 of accrued interest into 4,906,565 shares of common stock.

During the year ended September 30, 2015, a Convertible Note holder converted a $38,000 Convertible note and $1,520 of accrued interest into 1,432,859 shares of common stock.

Common Stock Issued for Licensing Rights

In March 2015, the Company amended its Licensing Agreement with Collabria LLC of Tampa, Florida ("Collabria"). The Agreement grants the Company master distribution rights to market, sell and support Collabria's command and control software, trade-named ReadyOp. This agreement will remain in effect for an initial term of five years unless either the Company or Collabria sooner terminates the agreement. The amendment reduces the royalty to be paid on a sale from 80% to 20%. As consideration for entering into the agreement and the reduction of the stated royalty, the Company issued Collabria LLC 25,000,000 shares of restricted common stock valued at $0.08 per share. The licensing rights will be amortized over the life of the agreement.

Consultant Stock Plans

During the year ended September 30, 2011, the Company adopted the Cleartronic, Inc. 2011 Consultant Stock Plan to assist the Company in obtaining and retaining the services of persons providing consulting services to the Company. In April 2011, the Company filed a registration statement with the Securities and Exchange Commission registering 6,666 shares of the Company's common stock for issuance under the plan.

During the year ended September 30, 2005, the Company adopted the GlobalTel IP, Inc. 2005 Incentive Equity Plan (the "Plan") allocating up to 1,666 shares of the Company's common stock to offer incentives to key employees, contractors, directors and officers.

The following table summarizes information about stock options outstanding at September 30, 2016 and 2015:

	Stock Options		
	Options	Wtd. Avg.	Exercise Price
Outstanding at September 30, 2014	167		$90.00
Granted/Issued	--		--
Exercised	--		--
Expired/Canceled	--		--
Outstanding at September 30, 2015	167		$90.00
Granted/Issued	--		--
Exercised	--		--
Expired/Cancelled	(167)		($90.00)
Outstanding at September, 30 2016	--		--

In October 2010, the 2005 Incentive Equity Plan expired. During the year ended September 30, 2016, the Company granted no options, no options were exercised and 167 options expired or were cancelled.

No outstanding options were held by officers as of September 30, 2016, and September 30, 2015.

NOTE 8 - COMMITMENTS AND CONTINGENCIES

OBLIGATIONS UNDER OPERATING LEASES

The Company leases approximately 1,700 square feet for its principal offices in Boca Raton, Florida at a monthly rental of approximately $3,200. The lease, which provides for annual increases of base rent of 4%, expires on November 30, 2018.

Future lease commitments are as follows for the years ended September 30:

2016	6,400
2017	41,880
2018	43,560
2019	7,260
	$99,100

Rental expense incurred during the years ended September 30, 2016 and 2015 was $42,454 and $43,673, respectively.

MAJOR CUSTOMERS

No customer accounted for more than 10% of the Company's revenues for the year ended September 30, 2016. Approximately 38% of the Company's revenues for the year ended September 30, 2015 were derived from 3 customers. For the year ended September 30, 2016 two customers accounted for approximately 78% of the Company's total outstanding accounts receivable. For the year ended September 30, 2015, three customers accounted for approximately 80% of the Company's total outstanding accounts receivable.

MAJOR SUPPLIER AND SOLE MANUFACTURING SOURCE

During 2014, the Company developed a proprietary interoperable communications solution. The Company relies on no major supplier for its products and services. The Company has contracted with a single local manufacturing facility to provide completed circuit boards used in the assembly of its IP gateway devices. Interruption to the manufacturing source presents additional risk to the Company. The Company believes that other commercial facilities exist at competitive rates to match the resources and capabilities of its existing manufacturing source.

Employment Agreements

Under the terms of an employment agreement effective on November 28, 2016, Mr. Moore as CEO receives an annual salary of $200,000. The term of agreement is for a one-year period beginning on the effective date and shall automatically renew and continue in effect for additional one-year periods.

Under the terms of an employment agreement effective on March 13, 2015, Mr. Reid as CFO receives an annual salary of $96,000. The term of agreement is for a one-year period beginning on the effective date and shall automatically renew and continue in effect for additional one-year periods.

NOTE 9 – RELATED PARTY TRANACTIONS

In November 2014, the Company issued 2,500,000 shares of common stock to one shareholder for $25,000 in cash.

In March 2015, the Company entered into a new employment agreement with the Company's CEO, Larry M. Reid. Under the agreement, Mr. Reid agreed to remit 2.0 billion shares of common stock back to the Company in exchange for 200,000 shares of Series C Convertible Preferred stock with a fair value of $252,000 as well as compensation stated in the agreement. The common stock remitted to the Company was recorded as a treasury acquisition for the value of the Series C preferred stock and the net present value of Mr. Reid's salary over a five years using a discount rate of 5%, totaling approximately $627,000. The treasury stock was subsequently retired and recorded to additional paid-in capital.

As of September 30, 2016 and 2015, the Company has unsecured notes payable to stockholders totaling $132,676 and $95,001, respectively. These notes range in interest from 8% to 15% which are payable quarterly. All of these notes mature December 31, 2017.

During the year ended September 30, 2016, the Company issued an unsecured 8% promissory note to a stockholder, officer and director for $50,000

During the year ended September 30, 2016, a shareholder, officer and director converted $10,000 of a Note Payable into 500,000 shares of common stock

Under the terms of an employment agreement effective on November 28, 2016, Mr. Moore as CEO receives an annual salary of $200,000. The term of agreement is for a one-year period beginning on the effective date and shall automatically renew and continue in effect for additional one-year periods.

Under the terms of an employment agreement effective on March 13, 2015, Mr. Reid as CFO receives an annual salary of $96,000. The term of agreement is for a one-year period beginning on the effective date and shall automatically renew and continue in effect for additional one-year periods.

NOTE 10 - SUBSEQUENT EVENTS

In October 2016, the Board of Directors voted to amend the Company's Articles of Incorporation to designate the Series E Convertible Preferred Stock setting forth the rights and preferences of the Series E Convertible Preferred Stock, par value $.00001 per share. Among other things, the Certificate of Designation for the Series E Preferred (i) authorizes ten million (10,000,000) shares of the Corporation's preferred stock to be designated as "Series E Convertible Preferred Stock"; (ii) grants conversion rights to the holders of the Series E Preferred Stock; (iii) provides that each share of Series E Preferred Stock shall be ten votes for any election or other vote placed before the shareholders of the Corporation; (iv) provides for anti-dilutive rights; (v) provides for liquidation rights; (vi) establishes the initial price at $1.00 per share; (vii) entitles the holder of the Series C Preferred Stock to receive dividends when, as and if declared by the Board of Directors.

In November 2016, the Board of Directors voted to amend the Company's Articles of Incorporation to designate the Series A and Series E Convertible Preferred Stock setting forth the rights and preferences of the Series A and E Convertible Preferred Stock, par value $.00001 per share. Among other things, the Certificate of Designation for the Series A Preferred (i) provides for liquidation rights. Among other things, the Certificate of Designation of the Series E Preferred Stock; (i) provides that each share of Series E Preferred Stock shall be one hundred votes for any election or other vote placed before the shareholders of the Corporation.

In November 2016, the Board of Directors voted to appoint Richard Martin to the Board of Directors and appointed Mr. Martin as Chairman of the Board of Directors.

In November, 2016, the Board of Directors approved the Asset Purchase Agreement between the Company and Collabria LLC ("Collabria"). Under the terms of the Agreement, the Company acquired all of the intellectual property of Collabria, including its ReadyOp command, control and communication platform trade named ReadyOp (the "ReadyOp Platform"). In addition, the Company acquired Collabria's customer base ("Collabria Client List"). The Company assumed no liabilities of Collabria under this Agreement. The terms of the Agreement called for the Company to issue 3,000,000 (Three million) shares of the registrant's Series E Convertible Preferred stock to Collabria. Shares of the Series E Convertible Preferred have the following conversion rights and provisions: After a period of two (2) years following the date of issuance, each one (1) share of Series E Preferred shall be convertible into one hundred (100) shares of fully paid and non-assessable Common Stock at the sole option of the holder of Series E Preferred.

In November 2016, the Company entered into a subscription agreement with a director whereby the director purchased 525,746 shares of Series A Convertible Preferred stock for $262,873 in cash.

In November 2016, the Company repaid the principal amount of $15,000 of a note payable to a shareholder

In December 2016, the Board of Directors issued options to purchase Series E Convertible Preferred stock to Richard Martin and Marc Moore in the amount of 500,000 shares each at a strike price of $2.00 per share.

In December 2016, the Board of Directors accepted the resignation of Larry M. Reid as Chief Executive Officer of the corporation and appointed Mr. Reid as Chief Financial Officer. The Board also appointed Marc Moore as Chief Executive Officer.

The Company entered into an employment with Mr. Moore on December 20, 2016 with an effective date of November 28, 2016 The agreement provides a base salary of $16,667 per month. The term of agreement is for a one-year period beginning on the effective date and shall automatically renew and continue in effect for additional one-year periods.

In December 2016, three shareholders extended notes payable to them by the Company from December 31, 2016 to December 31, 2017.

Exhibit 10.21

EMPLOYMENT AGREEMENT

EMPLOYMENT AGREEMENT entered into December 20, 2016,

BETWEEN: Marc Moore (hereinafter referred to as the " **Employee**");

AND: Cleartronic, Inc. is a corporation duly incorporated under the laws of the State of Florida, which with its affiliated and related entities and subsidiaries are hereinafter referred to as "**CLRI**";

WHEREAS CLRI wishes to retain the services of Employee;

WHEREAS the Employee and CLRI are desirous of entering into an agreement for the Employee's employment, all subject to the terms and conditions set forth in this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby agree as follows:

1. EMPLOYMENT

CLRI hereby employs the Employee and the Employee hereby accepts employment with CLRI upon the terms and subject to the conditions set forth herein.

2. TERM

Unless sooner terminated as provided for in this Agreement, the term of the Employee's employment under this Agreement shall commence on November 28, 2016 and shall continue for one year (the "**Term**").

3. COMPENSATION

The Employee shall receive a salary of $200,000 during the term of this Agreement plus other compensation as set by the CLRI Board of Directors.

4. RETURN OF DOCUMENTS AND PROPERTY

Upon the termination of Employee's employment with CLRI, or at any time upon the request of CLRI, Employee (or his heirs or personal representatives) shall deliver to CLRI (a) all documents and materials (including without limitation, computer files) containing trade secrets or other confidential information relating to the business and affairs of CLRI, and (b) all documents, materials and other property (including, without limitation, computer files) belonging to CLRI, which in either case are in the possession or under the control of Employee (or his heirs or personal representatives).

5. DISCOVERIES AND WORKS

All Discoveries and Works (which includes all intellectual property, trade secrets and other confidential information) made or conceived by Employee during his employment by CLRI, jointly or with others, that relate to the present or anticipated activities of CLRI or any Subsidiary, or are used or usable by CLRI or any Subsidiary shall be owned by CLRI or the respective Subsidiary, as the case may be. Employee shall (a) promptly notify, make full disclosure to, and execute and deliver any documents requested by CLRI or any Subsidiary to evidence or better assure title to Discoveries and Works in CLRI or any Subsidiary, as so requested, (b) renounce any and all claims, including but not limited to, claims of ownership and royalty, with respect to all Discoveries and Works and all other property owned or licensed by CLRI or any Subsidiary, (c) assist CLRI or any Subsidiary in obtaining or maintaining for itself at its own expense American and foreign patents, copyrights, trade secret protection or other protection of any and all Discoveries and Works, and (d) promptly execute, whether during the Term or thereafter, all applications or other endorsements necessary or appropriate to maintain patents and other rights for CLRI or any Subsidiary and to protect the title of CLRI or any Subsidiary thereto, including but not limited to assignments of such patents and other rights. Any Discoveries and Works which, within six (6) months after the Termination Date, are made, disclosed, reduced to a tangible or written form or description, or are reduced to practice by Employee and which pertain to the business carried on or products or services being sold or developed by CLRI or any Subsidiary at any time during the Term shall, as between Employee and CLRI or any Subsidiary be presumed to have been made during Employee's employment pursuant to this Agreement.

6. TERMINATION FOR CAUSE BY CLRI

The Employee's employment under this Agreement may be terminated by CLRI for Cause. In the event that the

Employee's employment under this Agreement shall validly be terminated by CLRI for Cause pursuant to this Section 6, CLRI shall promptly pay accrued but unpaid salary and reimburse or pay any other accrued but unpaid amounts due under this Agreement as of the date of termination, and thereafter CLRI shall have no further obligations under this Agreement. All other benefits the Employee may have under the Employee and/or Group or senior executive benefit bonus and/or stock option plans and programs of CLRI or other contract shall be determined in accordance with the terms and conditions of such plans, programs and contracts. In the event of a termination for Cause, CLRI or any Subsidiary, as the case may be, shall retain all rights that it may have against Employee for any breach of this Agreement or otherwise. "**Cause**" shall mean the Employee has committed a wilful, serious act such as fraud, embezzlement or theft; committed any act against CLRI intending to wrongfully enrich himself at the expense of CLRI or made an unauthorized use or disclosure of secret or confidential information pertaining to CLRI; the Employee has been convicted of a felony or commits an act constituting a felony; the Employee has wilfully engaged in conduct which has caused demonstrable and serious injury, monetary or otherwise, to CLR.

7. CONFIDENTIALITY

During the Term and for a period of three years thereafter, the Employee shall keep secret and retain in strictest confidence, and shall not use for his benefit or for the benefit or others, directly or indirectly, any and all confidential information relating to CLRI of which the Employee shall obtain knowledge by reason of his employment under this Agreement, including, without limitation, trade and business secrets or any other non-public or proprietary information concerning the business, customer lists, financial plans or projections, pricing policies, marketing plans or strategies, business acquisition or divestiture plans, new personnel acquisition plans, technical processes, inventions and other research projects, and except in connection with the performance of his duties under this Agreement, he shall not disclose any such information to anyone outside CLRI, except as required by law (provided prior written notice is given by the Employee to CLRI) or except with the prior written consent of CLRI, unless such information is known generally to the public or the trade through sources other than the unauthorized disclosure by the Employee.

8. NON-COMPETITION AND NON-SOLICITATION

8.1 The Employee acknowledges that CLRI has legitimate business interests in protecting its trade secrets, confidential information, customer relationships, and customer goodwill. For purposes of this Agreement and the Non-Competition provisions herein, the "Business" shall mean CLRI's ReadyOp program, a secure web-based application that integrates multiple databases and a communications platform to support planning, response, command and communications for client organizations.

8.2 The Employee shall not, without the prior written consent of CLRI, at any time during the Term plus a period of twelve (12) months following the Employee's termination for any reason ("Restriction Period"), either individually or in partnership or jointly or in connection with any Person, as principal, agent, consultant, lender, contractor, employer, employee, investor or shareholder, or in any other manner, directly or indirectly, anywhere within in North America or Europe (the "Territory"):

(a) advise, manage, carry on, establish, acquire control of, work for, perform, render, or engage in, any business or service or activity that is similar to or competitive with the Business or any portion of the Business; or

(b) invest in or lend money to, or guarantee the debts or obligations of, any business or service or activity, or any Person engaged in any business or service or activity, that is similar to or competitive with the Business or any portion of the Business; or

(c) Without limiting the effect of the foregoing, competing with or competitive with the Business, includes without limitation, directly or indirectly, engaging in or permitting the solicitation or sale of any products or services of the type included within the meaning of the term Business as of the termination of the Employee's employment with CLRI.

8.3 The Employee shall not during the Restriction Period, without the written consent of CLRI, directly or indirectly (as owner, principal, agent, partner, officer, employee, independent contractor, consultant, stockholder, or otherwise), (i) solicit any Client (as this term is defined below) for a purpose or objective of providing to such Client, or obtaining an engagement from such Client to provide, any services, businesses or products included within the term Business or (ii) solicit for employment or otherwise induce any employee employed by CLRI or any Affiliate at the date of termination of the Employee's employment with CLRI to leave such employ or offer to employ or employ such employee. The term "**Client**" shall mean one or more of the following:

(a) any current or former client or customer of CLRI;

(b) any current client or current customer of CLRI if at any time since the Commencement Date the Employee had contact with such client or customer, or personally solicited such client or customer, or rendered services to such client or customer, or otherwise developed any relationship with such client or customer, or

(c) any former client or former customer of CLRI who was, during the thirty-six (36) months preceding the Termination Date, a client or customer of CLRI, if at any time since the Commencement Date the Employee had contact with such client or customer, or solicited such client or customer, or rendered services to such client or customer, or otherwise developed any relationship with such client or customer.

The Employee acknowledges that the provisions of this Section 7 and 8 are expressly for the benefit of CLRI, that CLRI would be irreparably injured by a violation of the provisions of this Section and that CLRI would have no adequate remedy at law in the event of such violation. Therefore, the Employee acknowledges and agrees that in addition to any other remedies available, injunctive relief, specific performance or any other appropriate equitable remedy (without any bond or other security being required) are appropriate remedies to enforce compliance by the Employee with the provisions of this Section 8. To the extent that any provision of this Section 8 is held to be overbroad, the parties request the Court to "blue pencil" or modify any such overbroad provision to the maximum amount that is enforceable.

9. GENERAL PROVISIONS

9.1 Further Assurances

Each of the parties upon the request of any other party, whether before or after the date hereof, shall do, execute, acknowledge and deliver or cause to be done, executed, acknowledged or delivered all such further acts, deeds, documents, assignments, transfers, conveyances, powers of attorney and assurances as may be reasonably necessary or desirable to effect complete consummation of the transactions contemplated by this Agreement.

9.2 **Successors in Interest**

This Agreement and the provisions hereof shall inure to the benefit of and be binding upon the Parties and their respective successors and assigns.

9.3 **Notices**

Any notice, direction or other instrument required or permitted to be given hereunder shall be in writing and shall be deemed given when addressed as set forth below and actually delivered to such address.:

(a) in the case of
CLRI at:
8000 N. Federal Highway
Suite 100
Boca Raton, FL 33487
Fax: 561.953.5073

(b) in the case of
the Employee at:
Marc Moore
1211 N Westshore Blvd, Suite 401
Tampa, FL 33607

Any party may change his or its address for service by written notice given as aforesaid.

9.4 **Amendments**

This agreement may not be amended except by written instrument duly executed by or on behalf of the Parties.

9.5 **Governing Laws and Exclusive Jurisdiction**

This Agreement shall be governed by and construed in accordance with the laws of the State of Florida. The Parties hereby agree that any litigation directly or indirectly relating to this Agreement must be brought before and determined by a court of competent jurisdiction in Hillsborough County, Florida or in the Federal District Court for the Southern District of Florida and the Parties hereby agree to waive any rights to object to, and hereby agree to submit to, the jurisdiction of such courts.

9.8 **<u>Severability</u>**

Any article, section, subsection or other subdivision of this Agreement or any other provision of this Agreement which is, or becomes, illegal, invalid or unenforceable shall be severed herefrom and shall be ineffective to the extent of such illegality, invalidity or unenforceability and shall not affect or impair the remaining provisions hereof, which provisions shall be severed from any illegal, invalid or unenforceable article, section, subsection or other subdivision of this Agreement or any other provision of this Agreement.

9.9 **<u>Waiver</u>**

No waiver of any of the provisions of this Agreement shall be deemed to constitute a waiver of any other provision (whether or not similar) nor shall such waiver constitute a continuing waiver unless otherwise expressly provided in a written document duly executed by the party to be bound thereby.

9.10 **<u>Attorney's Fees</u>**

If any legal proceeding is necessary to enforce or interpret the terms of this Agreement or to recover damages for breach hereof, the prevailing party shall be entitled to reasonable attorney's fees as well as costs and disbursements in addition to any other relief to which he or it may be entitled.

IN WITNESS WHEREOF, this Agreement has been executed as of the day and year first above written.

Cleartronic, Inc.	**Employee:**
<u>/s/ Larry M. Reid</u>	<u>/s/ Marc Moore</u>
Larry M. Reid CFO	Marc Moore

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael M. Moore, certify that:

1. I have reviewed this Form 10-K, of Cleartronic, Inc.;

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

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

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and Report financial information; and

(b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 13, 2017

/s/ Michael M. Moore
Michael M. Moore, Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Larry M. Reid, certify that:

1. I have reviewed this Form 10-K, of Cleartronic, Inc.;

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

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

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and Report financial information; and

(b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 13, 2017

/s/ Larry M. Reid
Larry M. Reid, Chief Financial Officer and Principal Accounting Officer

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the accompanying Annual Report on Form 10-K, of Cleartronic, Inc. for the fiscal year ending September 30, 2016, I, Michael M. Moore, Chief Executive Officer of Cleartronic, Inc., hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge and belief, that:

1. Such Annual Report on Form 10-K, for the fiscal year ending September 30, 2016, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such Annual Report on Form 10-K, for the fiscal year ending September 30, 2016, fairly presents, in all material respects, the financial condition and results of operations of Cleartronic, Inc.

Date: January 13, 2017

/s/Michael M. Moore
Michael M. Moore, Chief Executive Officer of Cleartronic, Inc.

Exhibit 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the accompanying Annual Report on Form 10-K, of Cleartronic, Inc. for the fiscal year ending September 30, 2016, I, Larry M. Reid, Chief Financial Officer and Principal Accounting Officer of Cleartronic, Inc., hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge and belief, that:

1. Such Annual Report on Form 10-K, for the fiscal year ending September 30, 2016, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such Annual Report on Form 10-K, for the fiscal year ending September 30, 2016, fairly presents, in all material respects, the financial condition and results of operations of Cleartronic, Inc.

Date: January 13, 2017

/s/ Larry M. Reid
Larry M. Reid, Chief Financial Officer and
Principal Accounting Officer of Cleartronic, Inc.