

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

FORM 10-Q

(Mark One)

Quarterly Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended December 31, 2017

Transition Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number: **000-55329**

Cleartronic, Inc.

(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, Boca Raton, Florida

33487

(Address of principal executive offices)

(Zip Code)

561-939-3300

(Registrant's telephone number, including area code)

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

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 past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes 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 than the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 12(a) of the Exchange Act

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

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 203,899,190 shares as of February 13, 2018.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

CLEARTRONIC, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS		
	December 31, 2017 (unaudited)	September 30, 2017
Current assets:		
Cash	\$ 2,230	\$ 25,994
Accounts receivable, net	77,570	96,495
Inventory	25,424	30,259
Prepaid expenses and other current assets	<u>6,688</u>	<u>10,689</u>
Total current assets	111,912	163,437
Other assets:		
Other assets	8,656	8,656
ReadyOp software platform (net of amortization)	124,971	141,270
ReadyOp customer list (net of amortization)	<u>44,289</u>	<u>56,370</u>
Total other assets	177,916	206,296
Total assets	<u>\$ 289,828</u>	<u>\$ 369,733</u>

LIABILITIES AND STOCKHOLDERS' DEFICIT

Current liabilities:		
Accounts payable	\$ 476,033	\$ 456,734
Accrued expenses	39,458	25,345
Deferred revenue, current portion	321,911	321,320
Notes payable - stockholders, current portion	155,480	16,498
Customer deposits	<u>12,756</u>	<u>22,756</u>
Total current liabilities	1,005,638	842,653
Long Term Liabilities		
Deferred revenue, net of current portion	59,393	64,767
Notes payable - stockholders, net of current portion	<u>-</u>	<u>117,589</u>
Total long term liabilities	<u>59,393</u>	<u>182,356</u>
Total liabilities	<u>1,065,031</u>	<u>1,025,009</u>

Commitments and Contingencies (See Note 7)

Stockholders' deficit:

Series A preferred stock - \$.00001 par value; 1,250,000 shares authorized, 566,496 and 566,496 shares issued and outstanding, respectively.	6	6
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 2,563,575 shares issued and outstanding, respectively	26	26
Series D preferred stock - \$.00001 par value; 10,000,000 shares authorized, 670,904 and 670,904 shares issued and outstanding, respectively.	7	7
Series E preferred stock - \$.00001 par value, 10,000,000 shares authorized, 3,000,000 and 3,000,000 share issued and outstanding, respectively.	30	30
Common stock - \$.00001 par value; 5,000,000,000 shares authorized,		

203,899,190 and 203,899,190 shares issued and outstanding, respectively	2,039	2,039
Additional paid-in capital	14,854,319	14,854,319
Accumulated Deficit	<u>(15,631,630)</u>	<u>(15,511,703)</u>
Total stockholders' deficit	<u>(775,203)</u>	<u>(655,276)</u>
Total liabilities and stockholders' deficit	<u>\$ 289,828</u>	<u>\$ 369,733</u>

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

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

	For three months ended December 31, 2017	For three months ended December 31, 2016
Revenue	\$ 202,758	\$ 100,000
Cost of Revenue	<u>38,571</u>	<u>37,522</u>
Gross Profit	<u>164,187</u>	<u>62,478</u>
Operating Expenses:		
Selling expenses	83,609	60,293
Administrative expenses	117,845	95,653
Amortization and depreciation	28,380	249,792
Research and development	<u>62,957</u>	<u>18,700</u>
Total Operating Expenses	<u>292,791</u>	<u>424,438</u>
Loss from operations	(128,604)	(361,960)
Other Income (Expense)		
Other income	12,095	-
Interest and other expenses	<u>(3,418)</u>	<u>(5,178)</u>
Total Other Income (Expense)	<u>8,677</u>	<u>(5,178)</u>
Net loss	<u>\$ (119,927)</u>	<u>\$ (367,138)</u>
Preferred stock dividends Series A Preferred	<u>(11,423)</u>	<u>(4,394)</u>
Net loss attributable to common shareholders	<u>\$ (131,350)</u>	<u>\$ (371,532)</u>
Loss per common share - basic and diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average number of shares outstanding:		
Basic and diluted	<u>203,899,190</u>	<u>203,899,190</u>

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

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

	For three months ended December 31, 2017	For three months ended December 31, 2016
Net Loss	\$ (119,927)	\$ (367,138)
Adjustments to reconcile net loss to net cash used in operating activities:		
Write-off of license agreement	-	240,332
Amortization of Collabria client list	12,081	4,027
Amortization of ReadyOp software platform	16,299	5,433
<i>(Increase) decrease in assets:</i>		
Accounts receivable	18,926	11,981
Inventory	4,835	(681)
Prepaid expenses and other current assets	4,000	9,103
<i>Increase (decrease) in liabilities:</i>		
Accounts payable	19,301	1,893
Accrued expenses	13,395	19,383
Customer deposits	(10,000)	-
Deferred revenue	<u>(4,783)</u>	<u>45,129</u>
Net Cash Used in Operating Activities	<u>(45,873)</u>	<u>(30,538)</u>
Cash Flows From Financing Activities:		
Proceeds from note payable stockholders	30,000	-
Principal payments on notes payable stockholders	(7,891)	(15,000)
Proceeds from issuance of Convertible Preferred stock	<u>-</u>	<u>262,873</u>
Net Cash Provided by Financing Activities	<u>22,109</u>	<u>247,873</u>
Net Increase (Decrease) in Cash	(23,764)	217,335
Cash - Beginning of Period	<u>25,994</u>	<u>3,103</u>
Cash - End of Period	<u>\$ 2,230</u>	<u>\$ 220,438</u>
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	<u>\$ 791</u>	<u>\$ 1,214</u>
Cash paid for taxes	<u>\$ -</u>	<u>\$ -</u>

NON-CASH FINANCING ACTIVITY

During the three months ended December 31, 2016, the Company acquired the ReadyOp platform and Collabria's client list from Collabria, LLC in exchange for 3,000,000 shares of Series E Convertible Preferred stock with a fair value of \$292,240.

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

CLEARTRONIC, INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
December 31, 2017
(unaudited)

NOTE 1 -ORGANIZATION

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

The Company, through its wholly owned subsidiary 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. VoiceInterop is one of the Company’s operating subsidiaries.

In September 2014, the Company formed ReadyOp Communications, Inc. (a Florida corporation), as a wholly owned subsidiary to facilitate the marketing of ReadyOp software. The Company’s two operating subsidiaries are VoiceInterop, Inc. and ReadyOp Communications, Inc.

In November 2016, the Company cancelled its Licensing Agreement with Collabria LLC of Tampa, Florida (“Collabria”) and acquired all of the intellectual property related to Collabria’s command and control software, trade-named ReadyOp. In addition the Company acquired Collabria’s client list. In exchange for these assets the Company issued Collabria 3,000,000 restricted shares of the Company’s Series E Convertible Preferred stock. The Company assumed none of Collabria’s liabilities.

NOTE 2 -SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

PRINCIPLES OF CONSOLIDATION

The accompanying unaudited interim consolidated financial statements contain the consolidated accounts of Cleartronic, Inc. and its subsidiaries, VoiceInterop, Inc. and ReadyOp Communications, Inc. All material intercompany transactions and balances have been eliminated.

BASIS OF PRESENTATION

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q of Regulation S-K. They may not include all information and footnotes required by United States generally accepted accounting principles for complete financial statements. However, except as disclosed herein, there have been no material changes in the information disclosed in the notes to the financial statements for the year ended September 30, 2017 included in the Company’s Annual Report on Form 10-K filed with the United States Securities and Exchange Commission. The unaudited interim consolidated financial statements should be read in conjunction with those financial statements included in the Form 10-K. In the opinion of management, all adjustments considered necessary for a fair presentation, consisting solely of normal and recurring adjustments have been made. Operating results for the three months ended December 31, 2017 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2018.

USE OF ESTIMATES

In preparing the 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 deferred tax assets, estimated useful life of intangible assets, valuation of inventory and allowance for doubtful accounts.

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 December 31, 2017 and September 30, 2017.

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 provided \$2,000 and \$2,000 allowances for doubtful accounts as of December 31, 2017 and September 30, 2017, respectively.

ASSET ACQUISITION

In November 2016, the Company acquired the ReadyOp software platform and the Collabria customer base from Collabria LLC. In exchange for these assets the Company issued 3,000,000 shares of restricted Series E Convertible Preferred stock valued at \$292,240. This valuation was based on internal calculations and validated by a third party valuation expert. The ReadyOp software platform was valued at \$195,600 to be amortized over three years, amortization expense recognized for the three month period ended December 31, 2017 was \$16,299. The Collabria customer base was valued at \$96,640 to be amortized over two years, amortization expense recognized for three month period ended December 31, 2017 was \$12,081.

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.

RESEARCH AND DEVELOPMENT COSTS

The Company expenses research and development costs as incurred. For the three months ending December 31, 2017 and 2016, the Company had \$62,957 and \$18,700, respectively, in research and development costs from continuing operations.

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 a 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

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. Accordingly, for purposes of dilutive earnings per share, the Company excluded the effect of warrants and options.

As of December 31, 2017 and 2016, we had no options and warrants outstanding. As of December 31, 2017 and 2016, the Company had 566,496 shares of Series A Convertible Preferred stock outstanding, respectively. As of December 31, 2017 and 2016, 40,750 shares of Series A Convertible Preferred stock outstanding are convertible into 4,075,000 shares of common stock and 525,746 shares of Series A Convertible Preferred stock outstanding are convertible after a two-year period from the issuance date. As of December 31, 2017 and 2016, we had 2,563,375 shares of Series C Convertible Preferred stock outstanding which are convertible into 12,816,875 shares of common stock, respectively. As of December 31, 2017 and 2016, we had 670,904 shares of Series D Preferred stock outstanding which are convertible into 3,354,520 shares of common stock. As of December 31, 2017 and 2016, we had 3,000,000 shares of Series E Convertible Preferred stock outstanding. As of December 31, 2017 and 2016, no shares of Series E Convertible Preferred stock outstanding are convertible into shares of common stock. 3,000,000 shares of restricted Series E Convertible Preferred stock outstanding are convertible after a two-year period from the issuance date.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company adopted ASC topic 820, "Fair Value Measurements and Disclosures" (ASC 820), formerly SFAS No. 157 "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 observable. 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 condensed 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.

The Company revalues its derivative liability at every reporting period and recognizes gains or losses in the interim condensed consolidated statement of operations that are attributable to the change in the fair value of the derivative liability. The Company has no other assets or liabilities measured at fair value on a recurring basis.

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's policy is to record a reserve for technological obsolescence or slow-moving inventory items. 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. The Company recorded no reserve for obsolete inventory as of December 31, 2017 and September 30, 2017, respectively.

EQUITY INSTRUMENTS ISSUED TO PARTIES OTHER THAN EMPLOYEES FOR ACQUIRING GOODS OR SERVICES

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 ASC. 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.

ADVERTISING COSTS

Advertising costs are expensed as incurred. The Company had advertising costs of \$1,797 and \$868 during the three months ended December 31, 2017 and 2016, respectively.

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 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

The Company's condensed consolidated financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company believes the Asset Purchase 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 capital funding 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 accompanying condensed consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 - NOTES PAYABLE TO STOCKHOLDERS

As of December 31, 2017 and September 30, 2017, the Company had unsecured notes payable to stockholders totaling \$155,480 and \$134,087, respectively. These notes range in interest from 8% to 15% which are payable quarterly. One note in the amount of \$7,891 matured on December 31, 2017. In February 2018, the Company repaid the principal amount due on the note along with accrued interest. The remaining balance of the notes mature on December 31, 2018.

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

In October 2017, the Company repaid the principal amount of \$7,891 of a note payable to a shareholder.

In October 2017, the Company issued two promissory notes to a shareholder and director in the amount of \$15,000 each. The notes bear 8% interest and mature on December 31, 2018.

Interest expense on the notes payable to stockholders was \$3,418 and \$5,178 for the three months ended December 31, 2017 and 2016, respectively.

NOTE 5 - EQUITY TRANSACTIONS

Preferred Stock Dividends

As of December 31, 2017 and September 30, 2017, the cumulative arrearage of undeclared dividends for Series A Preferred stock totaled \$56,372 and \$44,949, respectively.

Preferred stock issued for cash

In November 2016, the Company sold 525,746 shares of Series A Convertible Preferred stock to a private investor and director for \$262,873 in cash.

Preferred stock issued for acquisition of assets

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 restricted Series E Convertible Preferred stock to Collabria with a fair value of \$292,240. 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.

Amendment to the Articles of Incorporation

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

NOTE 6 - RELATED PARTY TRANSACTIONS

The Company leases its office space from another entity that is also a stockholder. Rent expense paid to the related party was \$11,355 and \$10,839 for the three months ended December 31, 2017 and 2016, respectively.

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 Michael M. Moore as Chief Executive Officer.

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.

In November 2016, the Company sold 525,746 shares of Series A Convertible Preferred stock to a private investor and director 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 October 2017, the Company repaid the principal amount of \$7,891 of a note payable to a shareholder.

In September 2017, the Company issued a promissory note to a shareholder and director in the amount of \$35,000. The note bears interest at 8% per annum and matures on December 31, 2018.

In October 2017, the Company issued two promissory notes to a shareholder and director in the amounts of \$15,000 each. The notes bear interest at 8% per annum and mature on December 31, 2018.

In November 2016, the Company cancelled its Licensing Agreement with Collabria LLC of Tampa, Florida ("Collabria") and acquired all of the intellectual property related to Collabria's command and control software, trade-named ReadyOp. In addition the Company acquired Collabria's client list. In exchange for these assets the Company issued Collabria 3,000,000 shares of the Company's restricted Series E Convertible Preferred stock with a fair value of \$292,240. The Company assumed none of Collabria's liabilities.

NOTE 7 - COMMITMENTS AND CONTINGENCIES

Obligation Under Operating Lease

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. The Company also subleases office space for a satellite office in Tampa, Florida for engineering and support staff. The current sublease is month to month and has a base rent of \$2,000 per month.

Rent expense incurred during the three months ended December 31, 2017 and 2016 was \$11,355 and \$10,839, respectively.

Revenue and Accounts Receivable Concentration

No customer accounted for more than 10% of the Company's revenue for the three months ended December 31, 2017. Approximately 38% of the Company's revenues for the three months ended December 31, 2016 was derived from four customers. As of December 31, 2017 four customers accounted for approximately 60% of the Company's total outstanding accounts receivable. As of December 31, 2016, two customers accounted for approximately 83% 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

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 Michael M. Moore as Chief Executive Officer.

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.

Exclusive Licensing Agreement

On May 5, 2017, the Company entered into an Exclusive Licensing Agreement with Sublicensing Terms (the "Agreement") with the University of Southern Florida Research Foundation, Inc. ("USFRF") relating to an exclusive license of certain patent rights in connection with one of USFRF's U.S. Patent Applications. Both parties recognize that the research and development work provided by the Company was sufficient for USFRF to enter into the Agreement with the Company.

The Agreement is effective April 25, 2017 and continues until the later of the date that no Licensed Patent remains a pending application or an enforceable patent or the date on which the Licensee's obligation to pay royalties expires.

The Company paid USFRF a License Issue Fee of \$3,000 and \$7,253.50 as reimbursement of expenses associated with the filing of the Licensed Patent. The Company agreed to complete the first commercial sale of products to the retail customer on or before January 31, 2019 or USFRF has the right to terminate the agreement. In addition, the Company agreed that it will have made and tested a prototype by August 31, 2018 or USFRF has the right to terminate the agreement. The company agreed to pay USFRF a royalty of 3% for sales of all Licensed Products and Licensed Processes and agreed to pay USFRF minimum royalty payments as follows:

Payment	Year
\$1,000	2019
\$4,000	2020
\$8,000	2021

-and every year thereafter on the same date,
for the life of the agreement until it is terminated.

In the event the Company proposes to sell any Equity Securities, then USFRF will have the right to purchase 5% of the securities issued in such offering on the same terms and conditions are offered to other purchasers in such financing.

NOTE 8 – SUBSEQUENT EVENTS

In February 2018, the Company repaid \$7,891 of principal and \$248 of accrued interest as payment in full of a promissory note to a shareholder that matured on December 31, 2017.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

FORWARD-LOOKING STATEMENTS

The information set forth in this Management's Discussion and Analysis contains certain "forward-looking statements," including, among others (i) expected changes in our revenues and profitability, (ii) prospective business opportunities, and (iii) our strategy for financing our business. Forward-looking statements are statements other than historical information or statements of current condition. Some forward-looking statements may be identified by use of terms such as "believes," "anticipates," "intends," or "expects." These forward-looking statements relate to our plans, objectives, and expectations for future operations. Although we believe that our expectations with respect to the forward-looking statements are based upon reasonable assumptions within the bounds of our knowledge of our business and operations, in light of the risks and uncertainties inherent in all future projections, the inclusion of forward-looking statements in this prospectus should not be regarded as a representation that our objectives or plans will be achieved. In light of the risks and uncertainties, there can be no assurance that actual results, performance, or achievements will not differ materially from any future results, performance, or achievements expressed or implied by such forward-looking statements. The foregoing review of important factors should not be construed as 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 of this prospectus or to reflect the occurrence of unanticipated events.

Overview

Cleartronic, Inc. (the "Company," formerly GlobalTel IP, Inc.) was incorporated in Florida on November 15, 1999. The Company operates through two wholly owned subsidiaries, VoiceInterop, Inc. and ReadyOp Communications, Inc.

VoiceInterop, Inc., designs, builds sells and installs unified group communication solutions for public and private enterprises. VoiceInterop also manufactures and markets a line of IP Gateways under the trade name AudioMate AM360. These gateways are sold direct to enterprises by the Company and indirectly through authorized dealers in North America and a number of foreign countries.

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. As a result of this Agreement the Licensing Agreement between Collabria and the Company was cancelled effective November 30, 2016. The ReadyOp software will be marketed, sold and supported through the Company's subsidiary ReadyOp Communications, Inc.

Results of Operations – Three Months Ended December 31, 2017 and 2016

Revenues

Revenues increased approximately 102% to \$202,758 for the three months ended December 31, 2017 as compared to \$100,000 for the three months ended December 31, 2016. This increase was due to the additional revenue generated by our subsidiary ReadyOp Communications, Inc. Sales of ReadyOp software and hardware amounted to approximately \$180,140 for the three months ended December 31, 2017 compared with \$43,317 in the same period in 2016. This increase was due to a 565% increase in sales of ReadyOp software from \$23,917 to \$159,140 and a 8% increase in sales of ReadyOp hardware from \$19,400 to \$21,000 for the three months ended December 31, 2016 and 2017, respectively. Sales of AudioMate AM360IP gateways and other hardware decreased approximately 83% to \$5,766 from \$34,491 for the three months ended December 31, 2017 and 2016, respectively. Total revenue for VoiceInterop declined approximately 60% to \$22,618 for the three months ended December 31, 2017 as compared to \$56,684 for the three months ended December 31, 2016. This decrease was primarily due to a decline in sales of AudioMate gateways from \$33,534 in the period ended December 31, 2016 to \$2,780 for the period ended December 31, 2017.

Cost of Revenues

Cost of revenues was \$38,571 for the three months ended December 31, 2017 as compared to \$37,522 for the three months ended December 31, 2016, an increase of approximately 3%. This increase was primarily due costs associated with ReadyOp software \$27,546 in the period ended December 31, 2017 to \$4,783 in the period ended December 31, 2016, partially offset by a 73% decrease in costs associated with AM360 IP Gateways from \$30,385 to \$8,088 for the periods ended December 31, 2016 and 2017, respectively.

Operating Expenses

Operating expenses for the three months ended December 31, 2017 were \$292,791 compared to \$424,438 for the three months ended December 31, 2016, a decrease of approximately 31%. The decrease was primarily due to the amortization expense of \$240,332 associated with writing off the Collabria licensing agreement in the three months ended December 31, 2016. Selling expenses increased approximately 39% to \$83,609 in the three months ended December 31, 2017 from \$60,293 in the same period in 2016. This increase was primarily due to marketing personnel salaries associated with ReadyOp sales. Administrative expenses increased approximately 23% to \$117,845 in the three months ended December 31, 2017 from \$95,653 in the same period in 2016. This increase was primarily due to increased administrative salaries along with payroll administration expenses.

Loss from Operations

Loss from operations for the three months ended December 31, 2017 was \$128,604 compared to a loss of \$361,960 for the three months ended December 31, 2016. The decrease in loss from operations in 2017 versus 2016 was primarily due to the amortization expense of \$249,792 associated with writing off of the Collabria licensing agreement in the three month period ended December 31, 2016. Gross margins were approximately 80% for the three months ended December 31, 2017 as compared to 62% for the three months ended December 31, 2016. The increase was primarily due to the higher margins generated from sales of ReadyOp software.

Other Income (Expenses)

Other income increased to \$12,095 during the three months ended December 31, 2017 compared with \$0.00 for the three months ended December 31, 2016. The other income was generated from the fees generated from collecting accounts receivable for a third party. Interest and other expenses decreased approximately 34% to \$3,418 for the three months ended December 31, 2017 as compared with interest and other expenses of \$5,178 in the three months ended December 31, 2016.

Net Loss Attributable to Common Shareholders

Net loss attributable to common shareholders was \$131,350 for the three months ended December 31, 2017 compared to a net loss attributable to common shareholders of \$371,532 for the three months ended December 31, 2016. Net loss per common share was \$0.00 and \$0.00 for the three months ended December 31, 2017 and 2016, respectively.

LIQUIDITY AND CAPITAL RESOURCES

Net cash used in operating activities was \$45,873 for the three month ended December 31, 2017 compared to \$30,538 for the three months ended December 31, 2016. This increase was mainly attributable to the increase in amortization expense and accounts payable.

Net cash provided by financing activities was \$22,109 for the three months ended December 31, 2017 compared to \$247,873 for the three months ended December 31, 2016. This decrease was primarily due to the proceeds from the sale of Preferred stock in the three months ended December 31, 2016 compared to no equity sales in the three months ended December 31, 2017.

Recent loans to the Company by a shareholder and director has given us the ability to operate short term without the need to raise additional capital. We will continue to make a concentrated effort to restructure the company through the issuance of Preferred stock in exchange for cancellation of debt and issuance of stock in lieu of cash paid for services. There can be no assurance that the Company's efforts in this restructure will be successful or that present flow of cash will be sufficient to meet current and future obligations.

We have incurred losses since our inception and continue to require additional capital to fund operations and development. As such, our ability to pay our already incurred obligations is mostly dependent on the Company being able to have substantially increased revenues and raising substantial additional capital through the sale of its equity or debt securities. There can be no assurance that the Company will be successful in accomplishing any of the foregoing.

We believe that in order to fund our business plan, we will need approximately \$864,000 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 \$72,000 per month. In order for us to cover our monthly operating expenses, we must generate approximately \$115,000 per month in revenue. Accordingly, in the absence of sufficient revenues, we must raise \$72,000 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 \$864,000 in equity or debt capital. If we are unsuccessful in securing sufficient capital or revenues, we will be unable to continue our business activities.

Critical Accounting Estimates

See "Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Estimates" in Part II, Item 7 of our Annual Report on Form 10-K for the year ended September 30, 2017 for information regarding our critical accounting estimates

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

An evaluation was conducted by our chief executive officer ("CEO") and chief financial officer ("CFO") of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of December 31, 2017. Based on that evaluation, the CEO and CFO concluded that our controls and procedures were effective as of such date to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 (i) is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms, and (ii) is accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosures.

Management is aware that there is a lack of segregation of duties due to the small number of employees dealing with general administrative and financial matters. However, at this time management has decided that considering the abilities of the employees now involved and the control procedures in place, the risk associated with such lack of segregation is low and the potential benefits of adding employees to clearly segregate duties do not justify the substantial expenses associated with such increases. Management may reevaluate this situation as circumstances dictate.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

There have been no material developments during the quarter ended December 31, 2017 in any material pending legal proceedings to which we are a party or of which any of our property is the subject.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None

Item 3. Defaults upon Senior Securities.

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit Number	Description
3.1	Articles of Incorporation (1)
3.2	Articles of Amendment to Articles of Incorporation, filed March 12, 2001. (1)
3.3	Articles of Amendment to Articles of Incorporation, filed October 4, 2004. (1)
3.4	Articles of Amendment to Articles of Incorporation, filed March 31, 2005. (1)
3.5	Articles of Amendment to Articles of Incorporation, filed May 9, 2008. (2)
3.6	Articles of Amendment to Articles of Incorporation, filed June 28, 2010. (3)
3.7	Articles of Amendment to Articles of Incorporation, filed May 6, 2011. (4)
3.8	Bylaws. (1)
3.9	Articles of Amendment to the Articles of Incorporation, filed April 19, 2012 (5)
3.10	Articles of Amendment to the Articles of Incorporation, filed on September 7, 2012 (6)
3.11	Articles of Amendment to the Articles of Incorporation, filed on September 19, 2012 (7)
3.12	Articles of Amendment to the Articles of Incorporation, filed on October 5, 2012 (8)
31.1	Section 302 Certification by the Corporation's Principal Executive Officer *
31.2	Section 302 Certification by the Corporation's Principal Financial Officer *
32.1	Section 906 Certification by the Corporation's Principal Executive Officer and Principal Financial Officer *

* Filed herewith.

- (1) Filed as an exhibit to the registrant's registration statement on Form SB-2 filed with the Securities and Exchange Commission on July 3, 2006 and hereby incorporated by reference.
- (2) Filed as an exhibit to Amendment No. 6 to the registrant's registration statement on Form S-1 filed with the Securities and Exchange Commission on May 28, 2008, and hereby incorporated by reference
- (3) Filed as an exhibit to the registrant's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on February 14, 2011 and hereby incorporated by reference.
- (4) Filed as an exhibit to the registrant's current report on Form 8-K filed with the Securities and Exchange Commission on May 6, 2011 and hereby incorporated by reference.
- (5) Filed as an exhibit to the registrant's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on May 15, 2012 and hereby incorporated by reference.
- (6) Filed as an exhibit to the registrant's current report on Form 8-K filed with the Securities and Exchange Commission on September 7, 2012 and hereby incorporated by reference.
- (7) Filed as an exhibit to the registrant's current report on Form 8-K filed with the Securities and Exchange Commission on September 19, 2012 and hereby incorporated by reference.
- (8) Filed as an exhibit to the registrant's current report on Form 8-K filed with the Securities and Exchange Commission on October 5, 2012 and hereby incorporated by reference.
- (9) Filed as an Exhibit to the registrant's annual report on Form-10K filed with the Securities and Exchange commission on January 14, 2014 and hereby incorporated by reference.
- (10) Filed as an Exhibit to the registrant's current report on Form 8-K filed with the Securities and Exchange Commission on July 26, 2010 and hereby by reference.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CLEARTRONIC, INC.

Date: February 13, 2018

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

Date: February 13, 2018

By: /s/ Larry M. Reid
Larry M. Reid
Chief Financial Officer

CERTIFICATION

I, Michael M. Moore, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q 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 presented 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 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my 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 my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my 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 involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 13, 2018

/s/ Michael M. Moore

Michael M. Moore, Chief Executive Officer

CERTIFICATION

I, Larry Reid, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q 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 presented 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 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my 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 my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my 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 involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 13, 2018

/s/ Larry M. Reid

Larry M. Reid, Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), the undersigned officer of Cleartronic, Inc. (the "Company"), does hereby certify, to such officer's knowledge, that the Quarterly Report on Form 10-Q for the quarter ended December 31, 2017 of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 13, 2018

/s/ Michael M. Moore

By Michael M. Moore
Chief Executive Officer

/s/ Larry M. Reid

By Larry M. Reid
Chief Financial Officer