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

Form 10-K

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

For the Fiscal Year Ended December 31, 2017

OR

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

Commission File Number: 000-53862

IGAMBIT INC.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

11-3363609

*(I.R.S. Employer
Identification No.)*

**1050 W. Jericho Turnpike, Suite A
Smithtown, New York 11787**

(Address of principal executive offices)

(631) 670-6777

(Registrant's telephone number)

(Registrant's former telephone number)

Securities registered under Section 12(b) of the Exchange Act:

Title of Each Class: NONE

**Name of Each Exchange on Which
Registered:**

Securities registered pursuant to Section 12(g) of the Act: Common Stock

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

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

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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. ☐

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. (Check one):

Large
accelerated
filer ☐

Accelerated
filer ☐

Non-accelerated filer ☐

Smaller
reporting
company ☒

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 126-2 of the act): Yes ☐ No ☒

As of June 30, 2017, the aggregate market value of shares held by non-affiliates of the registrant (based upon the closing sale prices of such shares on the OTCQB Market on June 30, 2017) was approximately \$2.911 million. For purposes of calculating the aggregate market value of shares held by non-affiliates, we have assumed that all outstanding shares are held by non-affiliates, except for shares held by each of our executive officers, directors and 5% or greater stockholders. In the case of 5% or greater stockholders, we have not deemed such stockholders to be affiliates unless there are facts and circumstances which would indicate that such stockholders exercise any control over our company, or unless they hold 10% or more of our outstanding common stock. These assumptions should not be deemed to constitute an admission that all executive officers, directors and 5% or greater stockholders are, in fact, affiliates of our company, or that there are not other persons who may be deemed to be affiliates of our company. Further information concerning shareholdings of our officers, directors and principal stockholders is included or incorporated by reference in Part III, Item 12 of this Annual Report on Form 10-K.

As of April 17, 2018 there were 122,290,751 (not including 10 million shares held in treasury) shares of the Registrant's \$0.001 par value common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE: None

iGambit Inc.
FORM 10-K — FOR THE YEAR ENDED DECEMBER 31, 2017

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This annual report on Form 10-K is for the year ended December 31, 2017. The Securities and Exchange Commission (“SEC”) allows us to “incorporate by reference” information that we file with the SEC, which means that we can disclose important information to you by referring you directly to those documents. Information incorporated by reference is considered to be part of this annual report. In addition, information that we file with the SEC in the future will automatically update and supersede information contained in this annual report. In this annual report, “Company,” “we,” “us” and “our” refer to iGambit Inc. and its subsidiaries.

PART I

This Annual Report on Form 10-K includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Company has based these forward-looking statements on the Company's current expectations and projections about future events. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us and the Company's subsidiaries that may cause the Company's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. In many cases, you can identify forward-looking statements by terminology such as "anticipate," "estimate," "believe," "continue," "could," "intend," "may," "plan," "potential," "predict," "should," "will," "expect," "objective," "projection," "forecast," "goal," "guidance," "outlook," "effort," "target" and other similar words. However, the absence of these words does not mean that the statements are not forward-looking. Factors that might cause or contribute to a material difference include, but are not limited to, those discussed elsewhere in this Annual Report, including the section entitled "Risk Factors" and the risks discussed in the Company's other Securities and Exchange Commission filings. The following discussion should be read in conjunction with the Company's audited Consolidated Financial Statements and related Notes thereto included elsewhere in this report.

ITEM 1.

BUSINESS

HISTORY

We were incorporated in the State of Delaware under the name BigVault.com Inc. on April 13, 2000. On April 18, 2000, we merged with BigVault.com, Inc., a New York corporation with which we were affiliated. We survived the merger, and on December 19, 2000 changed our name to bigVAULT Storage Technologies, Inc. At that time we were in the business of providing remote, internet-based storage vaulting services and related ancillary services to end users and resellers (the "Vault Business").

On February 28, 2006 we sold all of our assets to Digi-Data Corporation ("DDC"), an unrelated third party, pursuant to the terms of an Asset Purchase Agreement dated December 21, 2005 (the "APA"), a copy of which is filed herewith as an exhibit. As consideration for our transfer of assets under the APA, DDC paid certain of our liabilities and agreed to make certain quarterly and annual revenue sharing payments to us, as is further described below. Mr. Salerno and Ms. Luqman accepted employment with DDC in senior management positions post closing, and continued to work for DDC until February 2009. As of March 1, 2009 Mr. Salerno and Ms. Luqman returned to their full time management roles with the Company.

On April 5, 2006, we changed our name to iGambit Inc.

On October 1, 2009, we acquired the assets of Jekyll Island Ventures, Inc., a New York corporation doing business as Gotham Photo Company ("Jekyll") through our

wholly owned subsidiary Gotham Innovation Lab, Inc., a New York corporation (“Gotham”).

On November 4, 2015, we consummated the acquisition of Wala, Inc. doing business as ArcMail Technology (ArcMail) in accordance with a Stock Purchase Agreement (the “ArcMail Purchase Agreement”) by and among Wala, Inc. doing business as ArcMail Technologies (“ArcMail”), Rory T. Welch (the “Seller”) and the Company. Pursuant to the Stock Purchase, the total consideration to be paid for the outstanding capital stock of ArcMail is 11,500,000 shares of the Company’s Common stock. 10,500,000 shares of iGambit’s Common stock to the Seller, and/or Seller’s designees at Closing and the Holdback Amount of 1,000,000 shares of the iGambit’s Common stock to be held in Escrow and paid to the Seller on later of (i) the first (1st) anniversary of completion of the first audit of Purchaser after the Closing, or (ii) that date which is twelve (12) months from the Closing, provided that in the event iGambit or the Purchaser has any claims for indemnification against the Seller under the Purchase Agreement, Purchaser shall continue to withhold the portion of the Holdback Amount subject to such claims until the parties fully and finally resolve such claims.

The ArcMail Purchase Agreement was disclosed on the Company’s current report on Form 8-K filed on November 10, 2015.

On November 5, 2015, through our wholly owned subsidiary Gotham Innovation Lab, Inc. (“Gotham”), we completed the sale of certain assets of Gotham to VHT Inc. (“VHT”) in accordance with an Asset Purchase Agreement (the “VHT Purchase Agreement”) by and between Gotham and VHT. Pursuant to the Purchase Agreement the Company received \$600,000 in consideration, \$400,000 of the consideration was received at closing and the remaining \$200,000 portion of the consideration is subject to twelve (12) equal monthly payments beginning January 2016. The sale included certain of the assets of the Gotham, including the Elliman customer agreement, all customer accounts, all vendor agreements and all the intellectual property.

The VHT Purchase Agreement was disclosed on the Company’s current report on Form 8-K filed on November 11, 2015.

On February 14, 2017, we consummated the acquisition of HubCentrix, Inc. (HubCentrix) in accordance with a Stock Exchange Agreement (the “Exchange Agreement”) by and among HubCentrix, Jerry Robinson, Mary-Jo Robinson, Kathleen Shepherd, Edwin Shepherd, Nora Minor, and Sandra Gacio (the “Hub Shareholders”) and the Company. Pursuant to the Exchange Agreement, the total consideration to be paid for the outstanding capital stock of HubCentrix is 15,000,000 shares of the Company’s Common stock. 13,500,00 shares of iGambit’s Common stock to the Hub Shareholders at Closing and the Holdback Amount of 1,500,000 shares of the iGambit’s Common stock to be held restricted and paid to the Seller on later of (i) the first (1st) anniversary of completion of the first audit of Purchaser after the Closing, or (ii) that date which is twelve (12) months from the Closing, provided that in the event the Company has any claims for indemnification against the HubCentrix under the Exchange Agreement, the

Company shall continue to withhold the portion of the Holdback Amount subject to such claims until the parties fully and finally resolve such claims.

The HubCentrix Exchange Agreement was disclosed on the Company's current report on Form 8-K filed on February 15, 2017.

On March 27, 2017 we changed the name of HubCentrix, Inc. to HealthDatix, Inc.

On April 5, 2017, the Company, through its wholly owned subsidiary HealthDatix, Inc. ("HealthDatix") consummated the acquisition of certain assets of the CyberCare Health Network Division from EncounterCare Solutions Inc. (ECSL) in accordance with an Asset Purchase Agreement (the "Agreement") by and among, HealthDatix, ECSL and the Company. Pursuant to the Agreement, ECSL will sell, convey, transfer and assign to HealthDatix certain assets (the "Assets"), and HealthDatix will purchase and accept from the ECSL all right, title and interest in and to the Assets in exchange for sixty million 60,000,000 shares of restricted common stock of iGambit.

The ECSL Agreement was disclosed on the Company's current report on Form 8-K filed on April 6, 2017.

On June 30, 2017, (effective March 31, 2017) we completed the sale of ArcMail to Rory T. Welch, the CEO of ArcMail ("Welch") in accordance with a Stock Purchase Agreement (the "Purchase Agreement") by and between the Company and Welch. Pursuant to the Stock Purchase, the total consideration paid for the outstanding capital stock of ArcMail is remittance of 10,000,000 shares of iGambit common stock previously issued to Welch. As per the Purchase Agreement, the Company's operations of ArcMail ended March 31, 2017 and Welch's operation of the business is effective as of April 1, 2017

The ArcMail Agreement was disclosed on the Company's current report on Form 8-K filed on July 5, 2017.

OUR COMPANY

Introduction

iGambit is a company focused on the medical technology markets. Our primary focus is the expansion of our newly acquired medical technology business HealthDatix Inc.

HealthDatix is an end to end Software-as-a-Service solution that manages, reports, and analyzes critical data, enabling healthcare organizations to deliver positive patient outcomes. HealthDatix provides an opportunity for physicians to identify patients eligible for both "Annual Wellness Visits" (AWV) as well as "Chronic Care Management" both of which are reimbursed by Medicare.

Our WellDatix solution offers a fully-hosted cloud service for healthcare providers to conduct the Medicare Annual Wellness Visit (AWV) program to their

Medicare patients providing the patient with a 5-10 year Personalized Preventive Plan and physician reports that meet all Medicare audit requirements. The AWW is a program that allows a physician to identify those patients that have 2+ chronic conditions that require additional screening and management.

Additionally our CareDatix Chronic Care Management System, encompasses our FDA approved Electronic House Call system and Medicare covered platform, for continuous management of chronic care patients. The CareDatix platform can be tailored for individual care and health management of patients susceptible to chronic illness. The CareDatix platform is also designed to accumulate information from any TeleMedicine or wearable device.

Competitive Comparison

HealthDatix AWW solution is built on a simple and flexible design that gives customers ownership and control over their data and offers a single comprehensive solution for Medicare compliance and data retention. HealthDatix primary competitors include AWW360 and AWWTotal Solutions. Their primary focus is on just the primary care physicians and not operating through a downstream channel program

HealthDatix competes effectively against its primary competitors by providing a simple and scalable application and world-class customer support. HealthDatix's primary competitive differentiation includes:

- Simple User Interface
- Efficient Reporting
 - Proprietary algorithm to generate Medicare required patient and practice reporting
- HIPAA compliant
- Fully automated and easy user data capture
- Channel Program
- First Class Customer Service
 - Support is provided at our U.S. headquarters by an experienced technical team

Future Products and Services

HealthDatix's product strategy is to provide additional products that will support the patients that have been identified through the program to require additional chronic care management with a medical wearable that will allow ease of use for the patient and effective tracking and management by the physician through our developed chronic care management solution.

Customers

HealthDatix operates by bringing on Channel Partners to sell the service to primary care Physicians, ACOs and Managed Care Practices. We currently have 5 Channel Partners with extensive sales arms through established healthcare technology companies.

Expansion Summary

HealthDatix objective is to be a market leader in providing a world class AWW software application as well as expand our offering to current and new channel partners with our new chronic care management and medical wearable technology acquired pursuant to the ECSL transaction.

Employees

We presently have 6 total employees all of which are full-time for operations.

OUR CORPORATE INFORMATION

Our principal offices are located at 1050 W. Jericho Turnpike, Suite A, Smithtown, New York, 11787. Our telephone number is (631) 670-6777 and our fax number is (631) 670-6780. We currently operate two corporate websites that can be found at www.igambit.com, and www.healthdatix.com (the information on the foregoing websites does not form a part of this report).

ITEM 1A. *RISK FACTORS*

Not Required.

ITEM 1B. *UNRESOLVED STAFF COMMENTS*

None.

ITEM 2. *PROPERTIES*

Our corporate executive office is located in Smithtown, New York, where we lease approximately 1000 square feet of office space. Monthly lease payments are approximately \$1,690. The lease is for a term of two (2) years commencing on March 1, 2017 and ending on February 28, 2019. The lease contains annual escalations of 2% of the annual rent.

Our HealthDatix operations are located in St. Petersburg, Florida where we lease where office suites with furniture and equipment in the TecGarage shared coworking incubator office building. Monthly lease payments are \$695 paid on a month to month basis.

Our leased properties are suitable for their respective uses and are, in general, adequate for our present needs. Our properties are subject to various federal, state, and local statutes and ordinances regulating their operations. Management does not believe that compliance with such statutes and ordinances will materially affect our business, financial condition, or results of operations.

ITEM 3. *LEGAL PROCEEDINGS*

From time-to-time, the Company is involved in various civil actions as part of its normal course of business. The Company is not a party to any litigation that is material to

ongoing operations as defined in Item 103 of Regulation S-K as of the period ended December 31, 2017.

ITEM 4. (REMOVED AND RESERVED)

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

MARKET INFORMATION

Effective March 19, 2011 the Company's common stock is quoted on the Over the Counter Bulletin Board, a service maintained by the Financial Industry Regulatory Authority, under the ticker symbol "IGMB".

HOLDERS

As of April 17, 2018, there are 122,290,757 (not including 10 million shares held in treasury stock) shares of our common stock outstanding, held of record by approximately 1800 persons. There are 113,225,914 shares held in reserve. We have 415,000 common stock warrants outstanding and 8,363,000 common stock options outstanding.

As of April 17, 2018, approximately 115,740,757 shares of our common stock are eligible to be sold under Rule 144.

DIVIDENDS

We have never declared or paid any dividends on our common stock. Any determination to pay dividends in the future will be at the discretion of our Board of Directors and will be dependent upon our results of operations, financial condition, capital requirements, contractual restrictions and other factors deemed relevant by the Board of Directors. The Board of Directors is not expected to declare dividends or make any other distributions in the foreseeable future, but instead intends to retain earnings, if any, for use in business operations.

EQUITY COMPENSATION PLAN INFORMATION

We currently do not have an equity compensation plan. In 2006, we adopted the 2006 Long-Term Incentive Plan (the "2006 Plan"). The Plan expired on December 31, 2009. The 2006 Plan provided for the granting of options to purchase up to 10,000,000 shares of common stock. 8,146,900 options have been issued under the plan to date of which 7,157,038 have been exercised and 692,962 have expired to date. There were 296,900 options outstanding under the 2006 Plan on its expiration date of December 31, 2009. All options issued subsequent to this date were not issued pursuant to any plan.

In addition to the 2006 Long Term Incentive Plan, we have issued and outstanding compensatory warrants to two consultants entitling the holders to purchase a

total of 275,000 shares of our common stock at an average exercise price of \$0.94 per share. Warrants to purchase 25,000 shares of common stock vest upon 6 months after the Company engages in an IPO, have an exercise price of \$3.00 per share, and expire 2 years after the Company engages in an IPO. Warrants to purchase 250,000 shares of common stock vest 100,000 shares on issuance (June 1, 2009), and 50,000 shares on each of the following three anniversaries of the date of issuance, have exercise prices ranging from \$0.05 per share to \$1.15 per share, and expire on June 1, 2019. The issuance of the compensatory warrants was not submitted to our shareholders for their approval.

RECENT SALES OF UNREGISTERED SECURITIES

During 2017 we sold securities in transactions not registered under the Securities Act of 1933, as amended (the “Securities Act”).

ITEM 6. *SELECTED FINANCIAL DATA*

Not Required

ITEM 7. *MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS*

CRITICAL ACCOUNTING POLICIES

Our management’s discussion and analysis of our financial condition and results of operations are based on our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of financial statements may require us to make estimates and assumptions that may affect the reported amounts of assets and liabilities and the related disclosures at the date of the financial statements. We do not currently have any estimates or assumptions where the nature of the estimates or assumptions is material due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change or the impact of the estimates and assumptions on financial condition or operating performance is material, except as described below.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries HealthDatix, Inc. All intercompany accounts and transactions have been eliminated.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

Long-Lived Assets

We assess the valuation of components of its property and equipment and other long-lived assets whenever events or circumstances dictate that the carrying value might not be recoverable. We base our evaluation on indicators such as the nature of the assets, the future economic benefit of the assets, any historical or future profitability measurements and other external market conditions or factors that may be present. If such factors indicate that the carrying amount of an asset or asset group may not be recoverable, we determine whether an impairment has occurred by analyzing an estimate of undiscounted future cash flows at the lowest level for which identifiable cash flows exist. If the estimate of undiscounted cash flows during the estimated useful life of the asset is less than the carrying value of the asset, we recognize a loss for the difference between the carrying value of the asset and its estimated fair value, generally measured by the present value of the estimated cash flows.

Revenue Recognition

iGambit is a holding company and has no sources of revenue.

HealthDatix's revenues are derived primarily from its Software as a Service (SaaS) offerings that are rendered to healthcare providers. HealthDatix recognizes revenues when the products or services have been provided or delivered, the fees charged are fixed or determinable, HealthDatix and its customers understand the specific nature and terms of the agreed upon transactions, and collectability is reasonably assured.

Arcmail recognizes revenue from product sales when the following four revenue recognition criteria are met: persuasive evidence of an arrangement exists, an equipment order has been placed with the vendor, the selling price is fixed or determinable, and collectability is reasonably assured. Revenues from maintenance contracts covering multiple future periods are recognized during the current periods and deferred revenue is recorded for future periods and classified as current or noncurrent, depending on the terms of the contracts.

Accounts Receivable

We analyze the collectability of accounts receivable from continuing operations each accounting period and adjust our allowance for doubtful accounts accordingly. A considerable amount of judgment is required in assessing the realization of accounts receivables, including the creditworthiness of each customer, current and historical collection history and the related aging of past due balances. We evaluate specific accounts when we become aware of information indicating that a customer may not be able to meet its financial obligations due to deterioration of its financial condition, lower credit ratings, bankruptcy or other factors affecting the ability to render payment. Allowance for doubtful accounts from discontinued operations was \$0 and \$8,345 at December 31, 2017 and 2016, respectively. Bad debt expense of \$0 and \$63 was charged to discontinued operations for the years ended December 31, 2017 and 2016, respectively.

Goodwill and Intangible Assets

Goodwill represents the excess of liabilities assumed over assets acquired of HealthDatix and the fair market value of the common shares issued by the Company for the acquisition of HealthDatix. In accordance with ASC Topic No. 350 “Intangibles – Goodwill and Other”), the goodwill is not being amortized, but instead will be subject to an annual assessment of impairment by applying a fair-value based test, and will be reviewed more frequently if current events and circumstances indicate a possible impairment. An impairment loss is charged to expense in the period identified. If indicators of impairment are present and future cash flows are not expected to be sufficient to recover the asset’s carrying amount, an impairment loss is charged to expense in the period identified. An impairment expense of \$3,338,095 was recorded during the year ended December 31, 2017 and \$6,263,320 during the year ended December 31, 2016, which is included in discontinued operations.

Stock-Based Compensation

We account for our stock-based awards granted under our employee compensation plan in accordance with ASC Topic No. 718-20, *Awards Classified as Equity*, which requires the measurement of compensation expense for all share-based compensation granted to employees and non-employee directors at fair value on the date of grant and recognition of compensation expense over the related service period for awards expected to vest. We use the Black-Scholes option pricing model to estimate the fair value of our stock options and warrants. The Black-Scholes option pricing model requires the input of highly subjective assumptions including the expected stock price volatility of the Company’s common stock, the risk free interest rate at the date of grant, the expected vesting term of the grant, expected dividends, and an assumption related to forfeitures of such grants. Changes in these subjective input assumptions can materially affect the fair value estimate of the Company’s stock options and warrants.

Options

In 2006, we adopted the 2006 Long-Term Incentive Plan (the "2006 Plan"). Awards granted under the 2006 Plan have a ten-year term and may be incentive stock options, non-qualified stock options or warrants. The awards are granted at an exercise price equal to the fair market value on the date of grant and generally vest over a three or four year period. The Plan expired on December 31, 2009, therefore as of December 31, 2015, there was no unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the 2006 plan.

The 2006 Plan provided for the granting of options to purchase up to 10,000,000 shares of common stock. 8,146,900 options have been issued under the plan to date of which 7,157,038 have been exercised and 692,962 have expired to date. There were 296,900 options outstanding under the 2006 Plan on its expiration date of December 31, 2009. All options issued subsequent to this date were not issued pursuant to any plan.

Stock option activity during the years ended December 31, 2017 and 2016 follows:

			Weighted	Weighted	Weighted Average Remaining
	<u>Options</u>	<u>Weighted</u>	<u>Average</u>	<u>Average</u>	<u>Contractual</u>
	<u>Outstanding</u>	<u>Exercise Price</u>	<u>Grant-Date</u>	<u>Fair Value</u>	<u>Life (Years)</u>
Options outstanding at December 31, 2015	1,718,900	\$ 0.03	\$ 0.13		3.82
Options expired	(296,900)	0.01	--		
Options outstanding at December 31, 2016	1,422,000	0.03	0.13		5.60
Options granted	7,800,000	0.07	--		
Options expired	(759,000)	0.03	--		
Options outstanding at December 31, 2017	8,463,000	\$ 0.07	\$ 0.07		7.41
Options outstanding at December 31, 2017 consist of:					

Date	Number	Number	Exercise	Expiration
Issued	Outstanding	Exercisable	Price	Date
June 9, 2014	213,000	213,000	\$0.03	June 9, 2024
June 6, 2014	250,000	250,000	\$0.05	June 6, 2019
March 24, 2015	200,000	200,000	\$0.01	March 24, 2020
April 6, 2017	600,000	600,000	\$0.03	April 6, 2027
June 6, 2017	700,000	700,000	\$0.07	June 6, 2022
June 6, 2017	6,500,000	6,500,000	\$0.07	June 6, 2027
Total	8,463,000	8,463,000		

Warrants

In addition to our 2006 Long Term Incentive Plan, we have issued and outstanding compensatory warrants to two consultants entitling the holders to purchase a total of 275,000 shares of our common stock at an average exercise price of \$0.94 per share. Warrants to purchase 25,000 shares of common stock vest upon 6 months after the Company engages in an IPO, have an exercise price of \$3.00 per share, and expire 2 years after the Company engages in an IPO. Warrants to purchase 250,000 shares of common stock vest 100,000 shares on issuance (June 1, 2009), and 50,000 shares on each of the following three anniversaries of the date of issuance, have exercise prices ranging from \$0.05 per share to \$1.15 per share, and expire on June 1, 2019. The issuance of the compensatory warrants was not submitted to our shareholders for their approval.

Warrant activity during the years ended December 31, 2017 and 2016 follows:

	<u>Warrants Outstanding</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Grant- Date Fair Value</u>	<u>(1)Weighted Average Remaining Contractual Life (Years)</u>
Warrants outstanding at December 31, 2015	275,000	\$ 0.94	\$ 0.10	3.42
No warrant activity	--	--	--	
Warrants outstanding at December 31, 2016	275,000	\$ 0.94	\$ 0.10	2.42
Warrant granted	125,000	0.40	--	
Warrants outstanding at December 31, 2017	400,000	\$ 0.62	\$ 0.10	3.27

(1) Exclusive of 25,000 warrants expiring 2 years after initial IPO.

Warrants outstanding at December 31, 2017 consist of:

<u>Date Issued</u>	<u>Number Outstanding</u>	<u>Number Exercisable</u>	<u>Exercise Price</u>	<u>Expiration Date</u>
April 1, 2000	25,000	25,000	\$3.00	2 years after IPO
June 1, 2009	100,000	100,000	\$0.50	June 1, 2019
June 1, 2009	50,000	50,000	\$0.65	June 1, 2019
June 1, 2009	50,000	50,000	\$0.85	June 1, 2019
June 1, 2009	50,000	50,000	\$1.15	June 1, 2019
January 1, 2017	50,000	50,000	\$0.25	October 10, 2021
January 1, 2017	50,000	50,000	\$0.50	November 7, 2021
January 5, 2017	25,000	25,000	\$0.50	January 5, 2022
Total	400,000	400,000		

Convertible Debenture

We issued convertible debentures to an individual during the year ended December 31, 2017 and to two individuals during the year ended December 31, 2016.

The debentures are convertible into 75,000 shares of common stock for up to 5 years, at the holders' option, at an exercise price of \$.05 and \$.25, respectively. The debentures mature on the earlier of the closing of a subsequent financing event by the Company resulting in gross proceeds of at least \$10,000,000 or three years from the date of issuance. The debentures bear interest at a rate of 10%. A beneficial conversion feature was not recorded as the fair market value of the Company's common stock was less than the exercise prices at the dates of issuance and through the end of the period. Interest expense on the convertible debentures of \$7,452 was recorded for the year ended December 31, 2017.

Income Taxes

We follow Accounting Standards Codification subtopic 740, *Income Taxes* ("ASC 740") which requires the recognition of deferred tax liabilities and assets for the expected

future tax consequences of events that have been included in the financial statements or tax returns. Under such method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred taxes are classified as current or non-current, depending on the classification of the assets and liabilities to which they relate.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Introduction

iGambit is a company focused on the medical technology markets. Our primary focus is the expansion of our newly acquired medical technology business HealthDatix Inc.

Year Ended December 31, 2017 as Compared to Year Ended December 31, 2016

Assets. At December 31, 2017, we had \$55,080 in current assets and \$3,328,755 in total assets, compared to \$507,932 in current assets and \$510,835 in total assets as of December 31, 2016. There was a decrease in current assets from the disposing of the ArcMail assets, and there was an increase in total assets from intangibles and goodwill as as result of the HubCentrix and CyberCare acquisitions.

Liabilities. At December 31, 2017, we had total liabilities of \$959,780 compared to \$6,380,260 at December 31, 2016. Our total liabilities at December 31, 2017 consisted of current liabilities including accounts payable and accrued expenses of \$348,354, accrued interest on notes payable of \$21,602, amounts due to related parties of \$128,476, deferred revenue of \$9,100, notes payable of \$52,500, convertible debentures of \$333,689 and derivative liability of \$66,059, whereas our total liabilities at December 31, 2016 consisted of current liabilities including accounts payable and accrued expenses of \$356,005, amounts due to related parties of \$508, convertible debentures of \$50,000 and liabilities from discontinued operations of \$5,973,747. We had no long term liabilities for the years ended December 31, 2017 and December 31, 2016, respectively. The decrease in liabilities was primarily due to the sale of ArcMail.

Stockholders' Equity (Deficiency). Our Stockholders' Equity was \$2,368,975 at December 31, 2017 compared to Stockholders' Deficiency of \$(5,869,425) at December 31, 2016. This increase was due to a decrease in accumulated deficit from \$(10,230,631) at December 31, 2016 to \$(9,648,569) at December 31, 2017 resulting from a gain on the sale of ArcMail and from the issuance of Shares.

Net Income (Loss). We had a loss from continuing operations of \$(6,007,474) and \$(451,060) for the years ended December 31, 2017 and December 31, 2016, respectively, and income from discontinued operations of \$6,589,536 compared to a loss from discontinued operations of \$(6,981,181) for the years ended December 31, 2017 and December 31, 2016, respectively.

General and Administrative Expenses. General and Administrative Expenses increased to \$1,813,624 for the year ended December 31, 2017 from \$448,595 for the year ended December 31, 2016. For the year ended December 31, 2017 our General and Administrative Expenses consisted of corporate administrative expenses of \$97,886, legal and accounting fees of \$185,880, payroll expenses of \$709,399, employee benefits expenses of \$55,077 (medical and life insurance), filing fees of \$19,756, financing expense of \$15,000, marketing expense of \$69,048, advertising expense of \$2,517, finder's fees and commissions expense of \$84,475, consulting fees of \$373,136, transfer agent expense of \$14,204, rent expense of \$26,745, research and development expense of \$25,645 and board compensation expense of \$134,856. For the year ended December 31, 2016 our General and Administrative Expenses consisted of corporate administrative expenses of \$90,617, legal and accounting fees of \$115,660, payroll expenses of \$91,155, directors and officers Insurance of \$10,053, employee benefits expenses of \$24,217 (medical and life insurance), filing fees of \$11,779, financing expense of \$10,000, and \$95,114 in marketing and finder's fees. Therefore, the increases from the year ended December 31, 2016 to the year ended December 31, 2017 relate primarily to an increase in payroll, amortization, board compensation, filing fees, transfer agent expenses, consulting expenses and in marketing expenses. In 2018 we anticipate an increase in general administrative expenses associated with the HealthDatix acquisition.

LIQUIDITY AND CAPITAL RESOURCES

General

As reflected in the accompanying consolidated financial statements, at December 31, 2017, we had \$9,449 of cash and stockholders' equity of \$2,368,975. At December 31, 2016, we had \$10,522 of cash and stockholders' deficiency of \$(5,869,425).

Our primary capital requirements in 2018 are likely to rise from the expansion of our HealthDatix operations. It is not possible to quantify those costs at this point in time, in that they depend on HealthDatix's business opportunities and the state of the overall economy. We anticipate raising capital in the private markets to cover any such costs, though there can be no guaranty we will be able to do so on terms we deem to be acceptable. We do not have any plans at this point in time to obtain a line of credit or other loan facility from a commercial bank.

While we believe in the viability of our strategy to improve HealthDatix's sales volume, and in our ability to raise additional funds, there can be no assurances that we will be able to fully effectuate our business plan.

We believe we will continue to increase our cash position and liquidity for the foreseeable future. We believe we have enough capital to fund our present operations.

Cash Flow Activity

Net cash used in operating activities was \$714,623 for the year ended December 31, 2017, compared to net cash used in operating activities of \$274,223 for the year

ended December 31, 2016. Net cash used in continuing operating activities was \$705,407 for the year ended December 31, 2017, compared to \$142,092 for the year ended December 31, 2016. Our primary use of cash flows from continuing operating activities was from net losses of \$6,007,474 and \$451,060 from continuing operations for the years ended December 31, 2017 and 2016, respectively. Additional contributing factors to the change were from depreciation of \$1,138, amortization of \$533,886, impairment expense of \$3,338,095, non-cash interest expense of \$363,766, stock-based compensation expense of \$924,326, loss on extinguishment of debt of \$105,801, change in fair value of derivative liability of \$(158,599), an increase in accounts receivable of \$4,004, a decrease in prepaid expenses of \$69,594, an increase in deposits of \$225, an increase in accounts payable and accrued expenses of \$119,219, , and an increase in deferred revenue of \$9,100. Net cash used in discontinued operating activities was \$9,216 for the year ended December 31, 2017 and net cash used in discontinued operations was \$132,131 for the year ended December 31, 2016. Cash used in discontinued operating activities for the year ended December 31, 2017 consisted of \$9,216 in cash payments applied against accounts receivable that had been included in assets from discontinued operations. Cash used in discontinued operating activities for the year ended December 31, 2016 consisted primarily of changes in assets and liabilities of Arcmail and Gotham.

Cash provided by investing activities was \$2,050 for the year ended December 31, 2017 and cash used in investing activities was \$9,990 for the year ended December 31, 2016. Net cash used in continuing investing activities was \$30,798 for the year ended December 31, 2017 and \$15,000 for the year ended December 31, 2016. For the year ended December 31, 2017 the primary uses of cash from continuing investing activities was from, pre-acquisition loans to subsidiary of \$50,000, loans to deconsolidated subsidiary of \$10,382, and cash acquired from acquisition of subsidiary of \$29,584. For the year ended December 31, 2016 the primary use of cash from continuing investing activities was from an issuance of note receivable of \$15,000. Net cash provided by discontinued investing activities was \$32,848 and \$5,010 for the years ended December 31, 2017 and December 31, 2016, respectively.

Cash provided by financing activities was \$711,500 for the year ended December 31, 2017 compared to \$172,444 for the year ended December 31, 2016. Net cash provided by continuing financing activities was \$735,492 for the year ended December 31, 2017 and \$48,465 for the year ended December 31, 2016. The cash flows provided by continuing financing activities for the year ended December 31, 2017 was from \$469,000 in proceeds from convertible debentures, \$275,000 from proceeds from the sale of common stock, repayments of related party loans of \$(508), and repayment of notes payable of \$(8,000). The cash flows provided by continuing financing activities for the year ended December 31, 2016 was primarily from proceeds from convertible debentures of \$50,000 and repayment of related party loans of \$(1,535). Net cash used in discontinued financing activities was \$23,992 for the year ended December 31, 2017 and net cash provided by discontinued financing activities was \$123,979 for the year ended December 31, 2016.

Plan of Operation and Funding

We expect that working capital requirements will continue to be funded through a combination of our existing funds and further issuances of securities. Our working capital requirements are expected to increase in line with the growth of our business. Existing working capital, further advances and debt instruments, and anticipated cash flow are expected to be adequate to fund our operations over the next twelve months. We have no lines of credit or other bank financing arrangements. Generally, we have financed operations to date through the proceeds of the private placement of equity and debt instruments. In connection with our business plan, management anticipates additional increases in operating expenses and capital expenditures relating to: (i) developmental expenses associated with a start-up business and (ii) marketing expenses. We intend to finance these expenses with further issuances of securities, and debt issuances. Thereafter, we expect we will need to raise additional capital and generate revenues to meet long-term operating requirements. Additional issuances of equity or convertible debt securities will result in dilution to our current shareholders. Further, such securities might have rights, preferences or privileges senior to our common stock. Additional financing may not be available upon acceptable terms, or at all. If adequate funds are not available or are not available on acceptable terms, we may not be able to take advantage of prospective new business endeavors or opportunities, which could significantly and materially restrict our business operations.

OFF BALANCE SHEET ARRANGEMENTS

We have no off balance-sheet arrangements.

ITEM 7A. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK*

Not Required.

ITEM 8. *FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA*

The Financial Statements required by this Item 8 are included in this Report beginning on page F-1, as follows:

Report of Independent Registered Public Accounting Firm	F-1
Consolidated Balance Sheet as of December 31, 2017 and 2016	F-2
Consolidated Statement of Income for the years ended December 31, 2017 and 2016	F-4
Consolidated Statement of Changes in Stockholder's Equity for the years ended December 31, 2017 and 2016	F-5
Consolidated Statement of Cash Flows for the years ended December 31, 2017 and 2016	F-6
Notes to Financial Statements	F-8

ITEM 9. *CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE*

None.

ITEM 9A. *CONTROLS AND PROCEDURES*

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Exchange Act, as of the end of the period covered by this Annual Report on Form 10-K.

Based on this evaluation, our chief executive officer and chief financial officer concluded that, as of December 31, 2017, our disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that information we are required to disclose 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 that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's 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) of the Exchange Act. Our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2017.

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

ITEM 9B. *OTHER INFORMATION*

None.

PART III
ITEM 10. *DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE*
GOVERNANCE

DIRECTORS AND EXECUTIVE OFFICERS

Our board of directors manages our business and affairs. Under our Articles of Incorporation and Bylaws, the Board will consist of not less than one, nor more than seven directors. Currently, our Board consists of three directors.

The names, ages, positions and dates appointed of our current directors and executive officers are set forth below.

Name	Age	Position	Appointed
John Salerno	79	Chief Executive Officer, Chairman of the Board, and Director	March 2009 (appointed Chairman and Director in April 2000)
Elisa Luqman	53	Chief Financial Officer, Executive Vice President, General Counsel, and Director	March 2009 (appointed Director in August 2009)
George G. Dempster	78	Director	January 2001

John Salerno, Chief Executive Officer, President, Chairman of the Board, and Director. Mr. Salerno is a seasoned hands-on executive with over 40 years of experience with public and private computer software and service companies. Mr. Salerno built a multi-million dollar business from a start up, servicing the real estate industry. The business was sold in 1984 and Mr. Salerno provided consulting services to a wide range of clients through 1995. In 1996, along with his daughter and a small group of private accredited investors, he co-founded the Company. Mr. Salerno was President and CEO of the Company from April 1, 2000 until February 28, 2006. After signing contracts with Verizon and Cablevision, the Company sold its assets in 2006 to Digi-Data Corporation. From March 1, 2006 thru February 2009 Mr. Salerno served as President of the Vault Services Division of Digi-Data Corporation. Upon the expiration of his 3 year contract the Vault Services Division was at a revenue run rate of \$12 million annually. As of March 1, 2009, Mr. Salerno returned to his full time management roll at the Company. Mr. Salerno is an ex — US Marine Corps, Crypto/ Communications Officer and has a BS in Mathematics from Fordham University. Mr. Salerno is Elisa Luqman's father.

Mr. Salerno was nominated as a Director because of his intimate knowledge of the Company and its history as a founder. Additionally, Mr. Salerno's mathematical and technical background as a data center manager early in his professional career and later as a software developer offers the board hands on technical experience in both operations and software analysis. Mr. Salerno utilized his experience and contacts to secure the major customers driving the sales that generate the Company's payment stream from DDC. Moreover, Mr. Salerno adds value to Gotham through his 40 plus years serving

the New York Real Estate industry. He is thoroughly familiar with the unique workings of the New York real estate industry and has many contacts within that community that are a benefit to Gotham.

Elisa Luqman, Chief Financial Officer, Executive Vice President, General Counsel, and Director. Ms. Luqman is a computer literate attorney with over 19 years of experience with intellectual property and computer software. Prior to co-founding the Company, Ms. Luqman was president of University Software Corp., a software development company focused on a wide range of student educational and intellectual applications. Ms. Luqman was Chief Operating Officer of the Company, from April 1, 2000 until February 28, 2006. From March 1, 2006 through February 28, 2009 Ms. Luqman was employed as Chief Operating Officer of the Vault Services Division of Digi-Data Corporation, the company that acquired the Company's assets in 2006, and subsequently during her tenure with Digi-Data Corporation she became the in-house general counsel for the entire corporation. In that capacity she was responsible for acquisitions, mergers, patents, and employee contracts, and worked very closely with Digi-Data's outside counsel firms, DLA-Piper, the Law Offices of Sandra T. Carr and the patent firm of Jordan and Hamburg. As of March 1, 2009, Ms. Luqman rejoined the Company in her current capacities. Ms. Luqman received a BA degree in Marketing, a JD in Law, and a MBA Degree in Finance from Hofstra University. Ms. Luqman is a member of the bar in New York and New Jersey. Ms. Luqman is John Salerno's daughter.

Ms. Luqman was nominated as a Director because of her intimate knowledge of the Company and its history as a founder. Additionally, as an attorney, Ms. Luqman's legal background enables her to provide counsel to the Company. Her experience as general counsel to the Company provides her with a unique insight into the Company's contracts with customers and vendors, intellectual property assets and issues, financing transactions and shareholder transactions. Moreover, having been through the merger and acquisition process on both sides of the table, Ms. Luqman offers the Company in-house guidance throughout the acquisition process. That combined with Ms. Luqman's MBA in Finance aids in providing the Board with more efficient analysis of input from outside auditors and legal advisors.

George G. Dempster, Director. Mr. Dempster was Commissioner of Commerce for the State of New York from 1979 to 1983. He served as the Chairman of the Finance Committee for Hofstra University for 25 years from 1976 through 2001, and is currently Chairman Emeritus of the Board of Trustees. Mr. Dempster has been the Chairman of Tran-Leisure Corp. since 1983, and was its CEO from 1983-2002. Tran -Leisure Corp is a diversified holding company with interests ranging from helicopter services to manufacturing. From 1969 to 1973 Mr. Dempster served as the CEO of Cybernetics, a major computer software developer. Mr. Dempster served as a marketing manager for IBM from 1961 to 1968. Mr. Dempster has a BA in business administration from Hofstra University.

Mr. Dempster was nominated as a Director because of his strong administrative, financial and economic background. Having served as Commissioner of Commerce for

the State of New York for 4 years and on the Board of Hofstra University for over 25 years, Mr. Dempster provides the Company with extensive experience in commerce and administration in both the private and public sectors. Moreover, during his tenure at Hofstra University Mr. Dempster was intimately involved in several financing transactions to maintain the University in a solvent and profitable manner. Additionally, having been CEO of a diversified holding company, Mr. Dempster is thoroughly familiar with the merger and acquisition process. He offers years of experience analyzing business, their models and economics, and identifying the appropriate financing vehicles.

COMMITTEES OF THE BOARD

The Board has established an Audit Committee and a Compensation Committee. The Board does not currently have a Nominating Committee. The work typically conducted by a Nominating Committee is conducted by the full Board.

Audit Committee

The Audit Committee consisted of Messrs. Charles, Keefe and Dempster, with Mr. Charles serving as chairman. On September 14, 2016 Mr. Charles resigned from the Board, as disclosed on the Company's current report on Form 8-K filed on September 19, 2016. Our Board is actively seeking a suitable replacement that qualifies as an "audit committee financial expert" as defined under the federal securities laws. The Audit Committee is responsible for monitoring and reviewing our financial statements and internal controls over financial reporting. In addition, they recommend the selection of the independent auditors and consult with management and our independent auditors prior to the presentation of financial statements to stockholders and the filing of our forms 10-Q and 10-K. The Audit Committee has adopted a charter and it is posted on our web site at www.igambit.com.

Compensation Committee

The Compensation Committee consisted of Messrs. Charles, Keefe and Dempster, with Mr. Keefe serving as chairman. On September 14, 2016 Mr. Keefe resigned from the Board, as disclosed on the Company's current report on Form 8-K filed on September 19, 2016. Our Board is actively seeking a suitable replacement. The Compensation Committee is responsible for reviewing and recommending to the Board the compensation and over-all benefits of our executive officers. The Compensation Committee may, but is not required to, consult with outside compensation consultants. The Compensation Committee has adopted a charter and the charter is posted on our web site at www.igambit.com.

COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT.

Based solely upon a review of Forms 3 and 4 and amendments thereto furnished to the Company under Rule 16a-3(e) under the Exchange Act during its most recent fiscal year and Forms 5 and amendments thereto furnished to the Company with respect to its most recent fiscal year, and any written representation to the Company from the reporting

person that no Form 5 is required, no person who, at any time during the fiscal year, was a director, officer, beneficial owner of more than ten percent of the Company's Common Stock, or any other person known to the Company to be subject to section 16 of the Exchange Act with respect to the Company, failed to file on a timely basis, as disclosed in the above Forms, reports required by section 16(a) of the Exchange Act during the most recent fiscal year or prior fiscal years.

CODE OF ETHICS

The Company has adopted a Code of Ethics that applies to its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A copy of the Code of Ethics is attached as an exhibit to this report. A copy of the Code of Ethics is available on the Company's website at www.igambit.com. Any amendments to, or waivers from, the Code of Ethics will be disclosed on the Company's website at www.igambit.com.

ITEM 11. EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth the compensation received by our executive officers, for their service, during the year ended December 31, 2017.

Current Officers Name & Principal Position	Year	Salary (\$)	Bonus (\$)	Stock (\$)	Option Awards (\$)	Non-equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
John Salerno CEO, Chairman & Director	2017	2,885	0	0	152,889	0	0	27,725 (1)	180,615
	2016	37,846	0	0	0	0	0	27,454 (2)	65,300
	2015	46,635	0	0	0	0	0	20,790 (3)	67,425
Elisa Luqman CFO, EVP, GC Director	2017	115,385	0	0	152,889	0	0	0	268,272
	2016	60,459	0	0	0	0	0	0	60,459
	2015	60,577	0	0	0	0	0	0	60,577
Jerry Robinson President HealthDatix	2017	41,250	0	0	0	0	0	8,250 (4)	49,500
Kathleen Shepherd CTO HealthDatix	2017	49,167	0	0	0	0	0	8,250 (5)	57,417
MaryJo Robinson VP Bus.Dev. HealthDatix	2017	41,250	0	0	0	0	0	7,271 (6)	48,521

(1) Includes \$7,737 in health insurance premiums and \$19,988 in life insurance premiums.

- (2) Includes \$3,237 in health insurance premiums and \$24,217 in life insurance premiums.
- (3) Includes \$5,220 in health insurance premiums and \$15,670 in life insurance premiums.
- (4) Includes \$8,250 in health and dental insurance premiums.
- (5) Includes \$ 8,250 in health and dental insurance premiums.
- (6) Includes \$7,271 in health and dental insurance premiums.

Employment Arrangements with Named Executive Officers

Effective April 1, 2017, along with the acquisition HubCentix Inc. we entered into an employment agreement with Jerry Robinson serving as President of HealthDatix Inc. Under the three-year agreement, Mr. Robinson is entitled to (a) a base salary of 75,000 per year, (b) bonuses based upon objectives set by the Company and (b) participation in all benefit programs generally made available to HealthDatix employees. The agreement also contains provisions designed to protect the confidentiality of the Company's confidential information and restricting Mr. Robinson from engaging in certain competitive activities for the greater of 60 months from the date of the agreement or two years following the termination of his employment.

Mr. Robinson an entrepreneur and previous co-founder of HubCentrix, has over 10 years in SaaS cloud technology and is instrumental in bringing innovation and marketing approaches to HealthDatix.

For the 10 years prior to launching HubCehtrix, Mr. Robinson managed his own consulting firm Robinson BrandBuilders. He was also a founding partner of Black Bear Design Group, a breakthrough company that served agencies and direct clients for 10 years. While at Black Bear Design Group he was hired by Lebhar Friedman Publications in New York City as creative director responsible for national and international brands, including Haines, Coke, Microsoft, Revlon and OBI of Germany, to name a few. Jerry was also one of the founding partners of Full House Publications, serving regional and national brands including Equifax, Busch Gardens, TECO, CitiCorp Global Payments, MOSI and The Moorings International. He previously worked as an Art Director for five years at Nissen Advertising.

Mr. Robinson is a graduate of Florida State University.

Effective April 1, 2017, along with the acquisition HubCentix Inc. we entered into an employment agreement with MaryJo (MJ) Robinson serving as Vice President of Business Development of HealthDatix Inc. Under the three-year agreement, Mrs. Robinson is entitled to (a) a base salary of 75,000 per year, (b) bonuses based upon objectives set by the Company and (b) participation in all benefit programs generally made available to HealthDatix employees. The agreement also contains provisions designed to protect the confidentiality of the Company's confidential information and restricting Mrs. Robinson from engaging in certain competitive activities for the greater of 60 months from the date of the agreement or two years following the termination of his employment.

Mrs. Robinson 20 years of experience in major account sales, branch management, district sales management and business ownership has prepared her for her position as VP Business Development. With a focus on personalized health monitoring and healthcare collection analytics she is recruiting channel partners with a client base in the healthcare market, and the ultimate goal of keeping people healthy while increasing their longevity.

Prior to co-founding HubCentrix, Mrs. Robinson was employed by Riso Inc., the global leader in digital-duplicating technology, as a direct sales representative she was awarded: the number one branch sales representative, master status for 100% + quota and the president's club for number one sales representative in the country. Later, as branch manager for Riso Inc., she was responsible for managing direct sales, service and administration operations for the Tampa, Orlando and Ft. Meyers locations. She structured overall branch operations, hired and trained staff and established a team environment focused on customer service and profitability. Her branch was awarded master status for 100% of quota and awarded best branch product demonstration in the country. As a result of recruiting and supporting distributors for DocSTAR, a turnkey electronic imaging system manufactured by BitWise Designs, Inc., she brings a strong understanding of the fundamentals of dealer/manufacturing relationships. She consistently was 125% + of quota while assisting dealers in launching DocSTAR programs which included sell through, open houses, sales training and presentations.

Mrs. Robinson is a graduate of Florida Southern College.

Effective April 1, 2017, along with the acquisition HubCentrix Inc. we entered into an employment agreement with Kathleen Shepherd serving as Chief Technology Officer (CTO) of HealthDatix Inc. Under the three-year agreement, Mrs. Robinson is entitled to (a) a base salary of 75,000 per year, (b) bonuses based upon objectives set by the Company and (b) participation in all benefit programs generally made available to HealthDatix employees. The agreement also contains provisions designed to protect the confidentiality of the Company's confidential information and restricting Mrs. Robinson from engaging in certain competitive activities for the greater of 60 months from the date of the agreement or two years following the termination of his employment.

Mrs. Shepherd experience as business analyst designing and managing office processes makes her well suited to oversee operations. Kathleen has spent the last year developing our WellDatix product.

Prior to co-founding HubCentrix, Mrs. Shepherd was employed as a business analyst, where she oversaw the design, development and installation of numerous software projects for the Palm Beach County government including significant projects for Public Safety, Water Utilities, Community Services, Human Services and Public Affairs. Prior to designing systems, Mrs. Shepherd was in charge of Barnett Brokerage's IT Department, responsible for all the data processing services supporting branch locations.

Mrs. Shepherd is a graduate of Florida State University.

We do not currently have any other employment agreements with our executive officers.

Compensation of the Board of Directors

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END									
OPTION AWARDS						STOCK AWARDS			
Name (a)	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) (d)	Option Exercise Price (\$) (e)	Option Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (g)	Market Value of Units of Stock That Have Not Vested (\$) (h)	Equity Incentive Plan Awards: Number of Units or Shares, Other Rights That Have Not Vested (#) (i)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Other Rights That Have Not Vested (#) (j)
George Dempster	113,000	0	0	\$0.03	06/09/2024	0	0	0	0
George Dempster	100,000	0	0	\$0.03	06/09/2024	0	0	0	0

The following table sets forth the compensation received by our directors, for their service as directors, during the year ended December 31, 2017.

Name	Fees earned or paid in cash (\$)	Stock awards (\$)	Option awards (\$)	Non-equity incentive plan compensation (\$)	Nonqualified deferred compensation earnings (\$)	All other compensation (\$)	Total (\$)
John Salerno (1)	-	-	-	-	-	-	0
Elisa Luqman (1)	-	-	-	-	-	-	0
George G. Dempster	-	-	-	-	-	-	0

(1) These individuals serve as executive officers of the Company, and do not receive any compensation for the services they provide as directors of the Company.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth information known to us, as of April 17, 2018, relating to the beneficial ownership of shares of common stock by: (i) each person who is

known by us to be the beneficial owner of more than 5% of the Company's outstanding common stock; (ii) each director; (iii) each executive officer; and (iv) all executive officers and directors as a group. Under securities laws, a person is considered to be the beneficial owner of securities owned by him (or certain persons whose ownership is attributed to him) or securities that can be acquired by him within 60 days, including upon the exercise of options, warrants or convertible securities. The Company determines a beneficial owner's percentage ownership by assuming that options, warrants and convertible securities that are held by the beneficial owner and which are exercisable within 60 days, have been exercised or converted. The Company believes that all persons named in the table have sole voting and investment power with respect to all shares of common stock shown as being owned by them. Unless otherwise indicated, the address of each beneficial owner in the table set forth below is care of iGambit Inc., 1050 W. Jericho Turnpike, New York, 11787. The percentages in the following table are based upon 132,290,757 shares outstanding as of April 17, 2018.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
EncounterCare Solutions Inc.	9,634,402	7.28
John Salerno, C.E.O., Chairman of the Board, and Director	5,000,000	3.78 %
Elisa Luqman, C.F.O., Executive Vice President, General Counsel and Director	5,685,000,(1)	4.30 %
George G. Dempster, Director	605,000(2)	.04 %
Jerry Robinson President, HealthDatix	3,750,000	2.83
MaryJo Robinson. EVP HealthDatix	3,750,000	2.83
Kathleen Shepherd, CTO	5,250,000(3)	3.97
Executive Officers and Directors as Group:	24,040,000 4)	18.17 %

- 1 Includes 685,000 shares of common stock held by Muhammad Luqman, Ms. Luqman's husband.
- 2 Includes options to purchase 213,000 shares of the common stock at \$0.03 per share.
- 3 Includes 1,500,000 shares of common stock held by Edwin Shepherd, Ms. Shepherd's husband.
- 4 Includes the disclosures in footnotes 1 through 3 above.

ITEM 13. CERTAIN RELATIONSHIPS, RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

RELATED PARTY TRANSACTIONS

Amounts Due to Related Parties

Amounts due to related parties with balances of \$128,476 and \$508 at December 31, 2017 and 2016, respectively, consist of cash advances from an officer/stockholder. These advances do not bear interest and are payable on demand.

Amounts due to related parties with a balance of \$64,509 at December 31, 2016, consists of cash advances from the president of Arcmail, and is presented in liabilities from discontinued operations. These advances do not bear interest and are payable on demand.

BOARD INDEPENDENCE

The Company has elected to use the independence standards of the NYSE AMEX Equities Exchange in its determination of whether the members of its Board are independent. Based on the foregoing, the Company has concluded that Mr. Dempster is independent. The Board has established an Audit Committee and a Compensation Committee. The Board does not currently have a Nominating Committee. The work typically conducted by a Nominating Committee is conducted by the full Board.

ITEM 14. *PRINCIPAL ACCOUNTANT FEES AND SERVICES*

The following table shows what Paritz and Company P.A. for the audit and other services for the year ended December 31, 2017 and December 31, 2016 respectively.

	Year Ended 12/31/ 2017	Year Ended 12/31/2016
Audit Fees	\$ 41,500	\$ 47,500
Audit-Related Fees	---	---
All Tax Fees	---	---
Other Fees	---	---
Total	\$ 41,500	\$ 47,500

Audit Fees — This category includes the audit of the Company’s annual financial statements, review of financial statements included in the Company’s Form 10-Q Quarterly Reports and services that are normally provided by the independent auditors in connection with engagements for those years.

Audit-Related Fees — This category includes assurance and related services by the independent auditor that are reasonably related to the performance of the audit or review of the Company’s financial statements and that are not reported under the caption “Audit Fees.”

Tax Fees — This category includes services rendered by the independent auditor for tax compliance, tax advice, and tax planning.

All Other Fees — This category includes products and services provided by the independent auditor other than the services reported under the captions “Audit Fees,” “Audit-Related Fees,” and “Tax Fees.”

Overview — The Company’s Audit Committee, reviews, and in its sole discretion pre-approves, our independent auditors’ annual engagement letter including proposed fees and all audit and non-audit services provided by the independent auditors. Accordingly, all services described under “Audit Fees,” “Audit-Related Fees,” “Tax

Fees,” and “All Other Fees” were pre-approved by our Company’s Audit Committee. The Audit Committee may not engage the independent auditors to perform the non-audit services proscribed by law or regulation. The Company’s Audit Committee may delegate pre-approval authority to a member of the Board of Directors, and authority delegated in such manner must be reported at the next scheduled meeting of the Board of Directors.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Financial Statements

Report of Independent Registered Public Accounting Firm	F-1
Consolidated Balance Sheet as of December 31, 2017 and 2016	F-2
Consolidated Statement of Income for the years ended December 31, 2017 and 2016	F-4
Consolidated Statement of Changes in Stockholder’s Equity for the years ended December 31, 2017 and 2016	F-5
Consolidated Statement of Cash Flows for the years ended December 31, 2017 and 2016	F-6
Notes to Financial Statements	F-8

(b) Exhibits

Exhibit No.	Description
3.1(i)	Certificate of Incorporation, filed with the Delaware Secretary of State on April 13, 2000 (1)
3.1(ii)	Certificate of Merger, filed with the Delaware Secretary of State on April 18, 2000 (1)
3.1(iii)	Certificate of Amendment Changing Name, filed with the Delaware Secretary of State on December 19, 2000 (1)
3.1(iv)	Certificate of Merger filed with the Delaware Secretary of State on February 17, 2006 (1)
3.1(v)	Certificate of Amendment Changing Name filed with the Delaware Secretary of State on April 5, 2006 (1)
3.1(vi)	Certificate of Amendment Increasing Authorized Common Stock to 75 Million Shares, filed with the Delaware Secretary of State on December 2, 2009 (1)
3.1(vii)	Certificate of Amendment Increasing Authorized Common Stock to 300 Million shares of Common Stock and to create a new class of stock entitled “Preferred Stock, filed with the Delaware Secretary of State on November 24, 2014.
3.2	Bylaws (1)
4.1	Form of Stock Certificate (2)
4.2	Common Stock Purchase Warrant issued to Roetzel & Andress (3)
10.1	iGambit Inc. 2006 Long Term Incentive Plan, Amended 12/31/2006 (1)
10.2	Employment Agreement between Digi-Data Corporation and Mr. Salerno (2)
10.3	Employment Agreement between Digi-Data Corporation and Mrs. Luqman (2)

- 14 Code of Ethics (5)
- 21 Subsidiaries (1)
- 31.1 Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (This exhibit shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed incorporated by reference into any other filing under the Security Act of 1933, as amended, or by the Security Exchange Act of 1934, as amended.)
- 32.2 Certification of the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (This exhibit shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 as amended or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed incorporated by reference into any other filing under the Security Act of 1933, as amended, or by the Security Exchange Act of 1934, as amended.)

- (1) Incorporated by reference to Form 10 filed on December 31, 2009.
- (2) Incorporated by reference to Amendment No. 1 to Form 10 filed on June 11, 2010.
- (3) Filed with initial Form 10-K on June 15, 2010.
- (4) We hereby agree to furnish the SEC with any omitted schedule or exhibit upon request.
- (5) Filed with Form 10-K/A (Amendment No. 1) on September 13, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hauppauge, New York, on April 17, 2018.

iGambit Inc.

April 17, 2018

By: /s/ John Salerno
John Salerno, Chief Executive
Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Annual Report on Form 10-K has been signed by the following persons in the capacities indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ John Salerno John Salerno	Chief Executive Officer and Director	April 17, 2018
/s/ Elisa Luqman Elisa Luqman	Chief Financial Officer, Executive Vice President, General Counsel, Principal Accounting Officer and Director	April 17, 2018

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
iGambit, Inc.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of iGambit, Inc. (the Company) as of December 31, 2017 and 2016, and the related consolidated statements of operation, stockholders' equity, and cash flows for each of the two years in the period ended December 31, 2017, and the related notes (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As described in Note 4 to the consolidated financial statements, the Company has disposed of its operating subsidiary, has an accumulated deficit of \$9,648,569, and a working capital deficit of \$904,700 at December 31, 2017. These factors, among others, raise substantial doubt regarding the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 4 to the accompanying financial statements. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Paritz & Company, P.A.

We have served as the Company's auditor since 2016.

Hackensack, New Jersey
April 17, 2018,

IGAMBIT INC.
CONSOLIDATED BALANCE SHEETS
DECEMBER 31,

	<u>2017</u>	<u>2016</u>
<u>ASSETS</u>		
Current assets		
Cash	\$ 9,449	\$ 10,522
Accounts receivable	6,254	--
Prepaid expenses and other current assets	39,377	108,941
Note receivable	--	15,000
Assets from discontinued operations, net	<u>--</u>	<u>373,469</u>
Total current assets	55,080	507,932
Other assets		
Property and equipment, net	3,845	1,183
Intangible assets, net	3,267,885	--
Deposits	<u>1,945</u>	<u>1,720</u>
	\$ <u>3,328,755</u>	\$ <u>510,835</u>

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)

Current liabilities		
Accounts payable and accrued expenses	\$ 348,354	\$ 356,005
Accrued interest on notes payable	21,602	--
Amounts due to related parties	128,476	508
Deferred revenue	9,100	--
Notes payable	52,500	--
Convertible debentures, net	333,689	50,000
Derivative liability	66,059	--
Liabilities from discontinued operations	<u>--</u>	<u>5,973,747</u>
Total current liabilities	<u>959,780</u>	<u>6,380,260</u>
Stockholders' equity (deficiency)		
Preferred stock, \$.001 par value; authorized - 100,000,000 shares;		

issued and outstanding - 0 shares in 2017 and 2016, respectively	--	--
Common stock, \$.001 par value; authorized - 400,000,000 shares; 126,196,571 and 39,708,990 shares issued and 116,196,571 and 39,708,990 shares outstanding (net of treasury shares) as of December 31, 2017 and 2016, respectively	126,196	39,709
Additional paid-in capital	12,891,348	4,321,497
Accumulated deficit	<u>(9,648,569)</u>	<u>(10,230,631)</u>
	3,368,975	(5,869,425)
Less: Treasury stock; 10,000,000 shares, at cost	<u>(1,000,000)</u>	<u>--</u>
Total stockholders' equity (deficiency)	<u>2,368,975</u>	<u>(5,869,425)</u>
	\$ <u><u>3,328,755</u></u>	\$ <u><u>510,835</u></u>

See accompanying notes to the consolidated financial statements.

IGAMBIT INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
YEARS ENDED DECEMBER 31,

	<u>2017</u>	<u>2016</u>
Sales	\$ 23,166	\$ --
Cost of sales	<u>30,481</u>	<u>--</u>
Gross loss	<u>(7,315)</u>	<u>--</u>
Operating expenses		
General and administrative expenses	1,813,624	448,595
Impairment expense	3,338,095	--
Amortization	<u>533,886</u>	<u>--</u>
Total operating expenses	<u>5,685,605</u>	<u>448,595</u>
Loss from operations	<u>(5,692,920)</u>	<u>(448,595)</u>
Other income (expenses)		
Interest income	--	114
Change in fair value of derivative liability	158,599	--
Loss on extinguishment of debt	(105,801)	--
Interest expense	<u>(367,352)</u>	<u>(2,579)</u>
Total other income (expenses)	<u>(314,554)</u>	<u>(2,465)</u>
Loss from continuing operations	(6,007,474)	(451,060)
Income (loss) from discontinued operations (including gain on disposal of \$6,657,848 for the year ended December 31, 2017)	<u>6,589,536</u>	<u>(6,981,181)</u>
Net income (loss)	\$ <u>582,062</u>	\$ <u>(7,432,241)</u>
Basic and fully diluted income (loss) per common share:		
Continuing operations	\$ (.07)	\$ (.01)
Discontinued operations	\$.08	\$ (.18)
Net income (loss) per common share	<u>\$.01</u>	<u>\$ (.19)</u>
Weighted average common shares outstanding - basic and fully diluted	<u>83,671,048</u>	<u>39,687,747</u>

IGAMBIT INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIENCY)
YEARS ENDED DECEMBER 31, 2017 AND 2016

	<u>Common stock</u>		<u>Additional</u>	<u>Accumulated</u>	<u>Treasury</u>	
	<u>Shares</u>	<u>Amount</u>	<u>Paid-in</u>	<u>Deficit</u>	<u>Stock</u>	<u>Totals</u>
			<u>Capital</u>			
Balances, December 31, 2015	39,683,990	\$ 39,684	\$ 4,320,022	\$ (2,798,390)	\$ --	\$ 1,561,316
Common stock issued for services	25,000	25	1,475	--	--	1,500
Net loss				(7,432,241)		(7,432,241)
Balances, December 31, 2016	39,708,990	39,709	4,321,497	(10,230,631)	--	(5,869,425)
Common stock issued for cash	5,500,000	5,500	269,500	--	--	275,000
Common stock issued for services	2,460,000	2,460	242,840	--	--	245,300
Compensation for vested stock options	--	--	679,026	--	--	679,026
Common stock issued in payment of accounts payable	200,000	200	14,300	--	--	14,500
Warrants issued	--	--	5,822	--	--	5,822
Notes payable and accrued interest converted to common stock	3,327,581	3,327	383,363	--	--	386,690
Common stock issued in business acquisition	15,000,000	15,000	1,035,000	--	--	1,050,000
Common stock issued in asset acquisition	60,000,000	60,000	5,940,000	--	--	6,000,000
Purchase of treasury stock	--	--	--	--	(1,000,000)	(1,000,000)
Net income				582,062		582,062
Balances, December 31, 2017	<u>126,196,571</u>	<u>\$ 126,196</u>	<u>\$ 12,891,348</u>	<u>\$ (9,648,569)</u>	<u>\$ (1,000,000)</u>	<u>\$ 2,368,975</u>

See accompanying notes to the consolidated financial statements.

IGAMBIT INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31,

	<u>2017</u>	<u>2016</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ 582,062	\$ (7,432,241)
(Income) loss from discontinued operations	<u>(6,589,536)</u>	<u>6,981,181</u>
Net loss from continuing operations	(6,007,474)	(451,060)
Adjustments to reconcile net income (loss) to net cash used in operating activities		
Depreciation	1,138	473
Amortization	533,886	--
Impairment expense	3,338,095	--
Non cash interest expense	363,766	--
Stock-based compensation expense	924,326	1,500
Loss on extinguishment of debt	105,801	--
Change in fair value of derivative liability	(158,599)	--
Changes in operating assets and liabilities:		
Accounts receivable	(4,004)	--
Prepaid expenses and other current assets	69,564	119,961
Deposits	(225)	--
Accounts payable and accrued expenses	119,219	187,034
Deferred revenue	<u>9,100</u>	<u>--</u>
Net cash used in continuing operating activities	(705,407)	(142,092)
Net cash used in discontinued operating activities	<u>(9,216)</u>	<u>(132,131)</u>
 NET CASH USED IN OPERATING ACTIVITIES	 <u>(714,623)</u>	 <u>(274,223)</u>
 CASH FLOWS FROM INVESTING ACTIVITIES:		
Preacquisition loans to subsidiary	(50,000)	--
Issuance of note receivable	--	(15,000)
Loans to deconsolidated subsidiary	(10,382)	--
Cash acquired from acquisition of subsidiary	<u>29,584</u>	<u>--</u>
Net cash used in continuing investing activities	(30,798)	(15,000)
Net cash provided by discontinued investing activities	<u>32,848</u>	<u>5,010</u>
 NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	 <u>2,050</u>	 <u>(9,990)</u>

CASH FLOWS FROM FINANCING ACTIVITIES:

Proceeds from issuance of convertible debentures	469,000	50,000
Proceeds from sale of common stock	275,000	--
Repayments of related party loans	(508)	(1,535)
Repayment of notes payable	<u>(8,000)</u>	<u>--</u>
Net cash provided by continuing financing activities	735,492	48,465
Net cash (used in) provided by discontinued financing activities	<u>(23,992)</u>	<u>123,979</u>
 NET CASH PROVIDED BY FINANCING ACTIVITIES	 <u>711,500</u>	 <u>172,444</u>
 NET DECREASE IN CASH	 (1,073)	 (111,769)
 CASH - BEGINNING OF YEAR	 <u>10,522</u>	 <u>122,291</u>
 CASH - END OF YEAR	 \$ <u>9,449</u>	 \$ <u>10,522</u>

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

Cash paid during the year for:

Interest	\$ 3,586	\$ 2,579
----------	----------	----------

Non-cash investing and financing activities:

Debt discount related to derivative liability	\$ 200,000	\$ --
Notes payable converted to common stock	161,000	--
Common stock issued in payment of accrued interest	3,000	--
Common stock issued in payment of accounts payable	14,500	--
Common stock issued for settlement of notes payable	386,690	--
Common stock issued for acquisitions	7,050,000	--
Intangible assets acquired	7,139,866	--
Treasury stock acquired in sale of discontinued operations	1,000,000	--
Warrant issued for convertible debt	5,822	--

See accompanying notes to the consolidated financial statements.

IGAMBIT INC.
Notes to Consolidated Financial Statements
Years Ended December 31, 2017 and 2016

Note 1 - Organization and Basis of Presentation

The consolidated financial statements presented are those of iGambit Inc., (the “Company”) and its wholly-owned subsidiaries, HealthDatix, Inc. (“HealthDatix”), Wala, Inc. doing business as Arcmail Technology (“ArcMail”) and Gotham Innovation Lab Inc. (“Gotham”). The Company was incorporated under the laws of the State of Delaware on April 13, 2000. The Company was originally incorporated as Compusations Inc. under the laws of the State of New York on October 2, 1996. The Company changed its name to BigVault.com Inc. upon changing its state of domicile on April 13, 2000. The Company changed its name again to bigVault Storage Technologies Inc. on December 21, 2000 before changing to iGambit Inc. on April 5, 2006. Gotham was incorporated under the laws of the state of New York on September 23, 2009. The Company is a holding company which seeks out acquisitions of operating companies in technology markets. HealthDatix, Inc. is engaged in the business of streamlining the process of managing information in the document-intensive medical field for customers throughout the United States. ArcMail provides email archive solutions to domestic and international businesses through hardware and software sales, support, and maintenance. Gotham was in the business of providing media technology services to real estate agents and brokers in the New York metropolitan area.

Business Acquisition

On February 14, 2017, the Company acquired Healthdatix, Inc., formerly known as HubCentrix, Inc. in accordance with a stock purchase agreement. Previously, the Company was focused on the technology markets. The Company has tailored its strategy to focus on pursuing specific medical technology strategies and objectives. The acquisition of HealthDatix, provides the Company with its first medical technology, WellDatix, a proprietary platform that enables physicians to identify patients eligible for Annual Wellness Visits which are reimbursed by Medicare. This technology positions the Company to participate in the anticipated accelerated market needs of the physician community throughout the country. Pursuant to the stock purchase agreement, the total consideration paid for the outstanding capital stock of HealthDatix was \$1,050,000 consisting of 15,000,000 shares of iGambit restricted common stock, valued at \$.07 per share. The following table presents the preliminary allocation of the value of the common shares issued for HealthDatix to the acquired identifiable assets, liabilities assumed and goodwill:

	<u>Fair Value</u>
Cash	\$ 29,584
Accounts receivable, net	2,250
Fixed assets	3,800
Software	156,925
Customer contracts	644,846

Notes payable	(60,500)
Loan payable	(65,000)
Goodwill	338,095
Purchase price	<u>\$ 1,050,000</u>

The results of operations of HealthDatix for the period February 14, 2017 to December 31, 2017 have been included in the consolidated statements of operations for the year ended December 31, 2017. The following table presents unaudited pro forma results of operations of the Company and HealthDatix as if the acquisition had occurred at January 1, 2016. The pro forma condensed financial information is presented for informational purposes only. The unaudited pro forma results of operations are not necessarily indicative of results that would have occurred had the acquisition taken place at the beginning of the earliest period presented, or of future results.

	December 31, <u>2017</u>	December 31, <u>2016</u>
Pro forma revenue	\$ 35,516	\$ 67,989
Pro forma gross profit	\$ 5,029	\$ 48,474
Pro forma loss from operations	\$ (2,984,770)	\$ (482,504)
Pro forma net loss	\$ (2,941,208)	\$ (485,269)

On April 5, 2017, the Company, through its wholly-owned subsidiary HealthDatix, Inc. consummated the acquisition of certain assets of the CyberCare Health Network Division from EncounterCare Solutions Inc. (“ECSL”) in accordance with an Asset Purchase Agreement by and among, HealthDatix, Inc., ECSL and the Company. Pursuant to the Agreement, ECSL sold, conveyed, transferred and assigned to HealthDatix, Inc. certain assets, and HealthDatix, Inc. purchased and accepted from ECSL all rights, title and interest in and to the Assets in exchange for 60,000,000 shares of restricted common stock of the Company, valued at \$.10 per share. The following table presents the preliminary allocation of the value of the common shares issued for ECSL to the acquired identifiable assets:

	<u>Fair Value</u>
FDA 510K clearance	\$ 1,396,000
Technology license	1,000,000
In process research and development	604,000
Goodwill	<u>3,000,000</u>
Purchase price	<u>\$ 6,000,000</u>

Note 2 – Discontinued Operations

Sale of Business

Effective October 1, 2016, management decided to dispose of its subsidiary Arcmail and entered into a letter of intent on March 1, 2017 to sell Arcmail in a stock exchange to the CEO of Arcmail. On June 30, 2017, the Company completed the sale of ArcMail to Rory T. Welch, the CEO of Arcmail (“Welch”) in accordance with a Stock Purchase Agreement (the “Purchase Agreement”) by and between the Company and Welch. Pursuant to the Stock Purchase, the total consideration paid for the outstanding capital stock of ArcMail is remittance of 10,000,000 shares of iGambit common stock previously issued to Welch. As per the Purchase Agreement, the Company’s operations of ArcMail ended March 31, 2017 and Welch’s operation of the business was effective as of April 1, 2017. Arcmail’s operating loss for the three months ended March 31, 2017 has been included in loss from discontinued operations in the statements of operations for the year ended December 31, 2017.

On November 5, 2015, pursuant to an asset purchase agreement Gotham sold assets consisting of fixed assets, client and supplier lists, trade names, software, social media accounts and websites, and domain names to VHT, Inc., a Delaware corporation for a purchase price of \$600,000. Gotham received \$400,000 and commencing on January 29, 2016, VHT, Inc. shall pay twelve equal monthly installments of \$16,667 on the last business day of each month (the “Installment Payments” and each, an “Installment Payment”), each Installment Payment to consist of (1) an earn-out payment of \$10,000 (the “Earn-Out Payments” and each, an “Earn-Out Payment”), and (2) an additional payment of \$6,667 (the “Additional Payments” and each, an “Additional Payment”); provided that VHT, Inc. shall only be required to make the Earn-Out Payments for as long as it maintains its relationship with Gotham’s major client, unless it is dissatisfied with VHT, Inc. The terms of the installment payments were fulfilled as of December 31, 2016.

The assets and liabilities of the discontinued operations are presented in the consolidated balance sheets under the captions “Assets from discontinued operations” and “Liabilities from discontinued operations”, respectively. The underlying assets and liabilities of the discontinued operations as of December 31, 2017 and 2016 are presented as follows:

	<u>2017</u>	<u>2016</u>
Assets:		
Cash	\$ --	\$ 17,323
Accounts receivable, net	--	321,033
Inventory	--	1,160
Prepaid expenses	--	15,300
Property and equipment	--	18,653
Total assets	\$ <u>--</u>	\$ <u>373,469</u>
Liabilities:		
Accounts payable and accrued expenses	\$ --	\$ 359,996
Accrued interest on notes payable	--	558,183
Amounts due to related party	--	64,509
Deferred revenue	--	1,092,388

Notes payable	--	3,119,001
Notes payable - other	--	153,404
Note payable - related party	--	626,266
	\$ --	\$ 5,973,747

The components of income (loss) from discontinued operations presented in the consolidated statements of operations for the years ended December 31, 2017 and 2016 are presented as follows:

	<u>2017</u>	<u>2016</u>
Sales	\$ 386,157	\$ 1,990,490
Cost of sales	(29,462)	(179,312)
General and administrative expenses	(327,622)	(1,626,355)
Depreciation and amortization	(4,537)	(463,217)
Gain on disposal of Arcmail	6,657,848	--
Interest expense	(92,848)	(439,467)
Impairment expense	--	(6,263,320)
Income (loss) from discontinued operations	\$ 6,589,536	\$ (6,981,181)

Note 3 – Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, HealthDatix, Inc., Wala, Inc. and Gotham Innovation Lab, Inc. All intercompany accounts and transactions have been eliminated.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

Fair Value Measurements

The Company adopted the provisions of ASC Topic 820, *Fair Value Measurements and Disclosures*, which defines fair value as used in numerous accounting pronouncements, establishes a framework for measuring fair value and expands disclosure of fair value measurements.

The estimated fair value of certain financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and accrued expenses are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments. The carrying amounts of our short- and long-term credit

obligations approximate fair value because the effective yields on these obligations, which include contractual interest rates taken together with other features such as concurrent issuances of warrants and/or embedded conversion options, are comparable to rates of returns for instruments of similar credit risk.

ASC 820 defines fair value as the exchange 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. ASC 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes three levels of inputs that may be used to measure fair value:

Level 1 – quoted prices in active markets for identical assets or liabilities

Level 2 – quoted prices for similar assets and liabilities in active markets or inputs that are observable

Level 3 – inputs that are unobservable (for example cash flow modeling inputs based on assumptions)

The estimated fair value of the derivative liability was calculated using the Black-Scholes option pricing model. The Company uses Level 3 inputs to value its derivative liabilities. The following table provides a reconciliation of the beginning and ending balances for the major classes of assets and liabilities measured at fair value using significant unobservable inputs (Level 3) and reflects gains and losses for the years ended December 31, 2017 and 2016.

	<u>2017</u>	<u>2016</u>
Liabilities:		
Balance of derivative liabilities - beginning of year	\$ --	\$ --
Issued	472,523	--
Converted	(247,865)	--
Change in fair value of derivative liabilities	(158,599)	--
Balance of derivative liabilities - end of year	\$ <u>66,059</u>	\$ <u>--</u>

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in convertible instruments in accordance with ASC 815, *Derivatives and Hedging Activities*.

Applicable GAAP requires companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments according to certain criteria. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract

is not re-measured at fair value under other GAAP with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

The Company accounts for convertible instruments (when it has been determined that the embedded conversion options should not be bifurcated from their host instruments) as follows: The Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their stated date of redemption.

The Company accounts for the conversion of convertible debt when a conversion option has been bifurcated using the general extinguishment standards. The debt and equity linked derivatives are removed at their carrying amounts and the shares issued are measured at their then-current fair value, with any difference recorded as a gain or loss on extinguishment of the two separate accounting liabilities.

Revenue Recognition

iGambit is a holding company and has no sources of revenue.

HealthDatix's revenues are derived primarily from its Software as a Service (SaaS) offerings that are rendered to healthcare providers. HealthDatix recognizes revenues when the products or services have been provided or delivered, the fees charged are fixed or determinable, HealthDatix and its customers understand the specific nature and terms of the agreed upon transactions, and collectability is reasonably assured.

Arcmail recognizes revenue from product sales when the following four revenue recognition criteria are met: persuasive evidence of an arrangement exists, an equipment order has been placed with the vendor, the selling price is fixed or determinable, and collectability is reasonably assured. Revenues from maintenance contracts covering multiple future periods are recognized during the current periods and deferred revenue is recorded for future periods and classified as current or noncurrent, depending on the terms of the contracts.

Gotham's revenues were derived primarily from the sale of products and services rendered to real estate brokers. Gotham recognized revenues when the services or products have been provided or delivered, the fees charged are fixed or determinable, Gotham and its customers understood the specific nature and terms of the agreed upon transactions, and collectability was reasonably assured.

Advertising Costs

The Company expenses advertising costs as incurred. Advertising costs from continuing operations for the years ended December 31, 2017 and 2016 were \$2,517 and \$0, respectively.

Cash and Cash Equivalents

For purposes of reporting cash flows, cash and cash equivalents include checking and money market accounts and any highly liquid debt instruments purchased with a maturity of three months or less.

Accounts Receivable

The Company analyzes the collectability of accounts receivable from continuing operations each accounting period and adjusts its allowance for doubtful accounts accordingly. A considerable amount of judgment is required in assessing the realization of accounts receivables, including the creditworthiness of each customer, current and historical collection history and the related aging of past due balances. The Company evaluates specific accounts when it becomes aware of information indicating that a customer may not be able to meet its financial obligations due to deterioration of its financial condition, lower credit ratings, bankruptcy or other factors affecting the ability to render payment. Allowance for doubtful accounts from discontinued operations was \$0 and \$8,345 at December 31, 2017 and 2016, respectively. Bad debt expense of \$0 and \$63 was charged to discontinued operations for the years ended December 31, 2017 and 2016, respectively.

Inventories

Inventories consisting of finished products are stated at the lower of cost or market and are presented in assets from discontinued operations. Cost is determined on an average cost basis.

Property and equipment and depreciation

Property and equipment are stated at cost. Maintenance and repairs are charged to expense when incurred. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts and any gain or loss is credited or charged to income. Depreciation for both financial reporting and income tax purposes is computed using combinations of the straight line and accelerated methods over the estimated lives of the respective assets as follows:

Office equipment and fixtures	5 - 7 years
Computer hardware	5 years
Computer software	3 years
Development equipment	5 years

Amortization

Intangible assets are amortized using the straight line method over the estimated lives of the respective assets as follows:

Software	5 years
Technology license	5 years
Purchased in process R&D	Indefinite
Customer contracts	10 years

Goodwill

Goodwill represents the excess of assets acquired over liabilities assumed of HealthDatix and the fair market value of the common shares issued by the Company for the acquisition of HealthDatix. In accordance with ASC Topic No. 350 “Intangibles – Goodwill and Other”), the goodwill is not being amortized, but instead will be subject to an annual assessment of impairment by applying a fair-value based test, and will be reviewed more frequently if current events and circumstances indicate a possible impairment. An impairment loss is charged to expense in the period identified. If indicators of impairment are present and future cash flows are not expected to be sufficient to recover the asset’s carrying amount, an impairment loss is charged to expense in the period identified. An impairment expense of \$3,338,095 was recorded during the year ended December 31, 2017 and \$6,263,320 during the year ended December 31, 2016, which is included in discontinued operations.

Long-Lived Assets

The Company assesses the valuation of components of its property and equipment and other long-lived assets whenever events or circumstances dictate that the carrying value might not be recoverable. The Company bases its evaluation on indicators such as the nature of the assets, the future economic benefit of the assets, any historical or future profitability measurements and other external market conditions or factors that may be present. If such factors indicate that the carrying amount of an asset or asset group may not be recoverable, the Company determines whether an impairment has occurred by analyzing an estimate of undiscounted future cash flows at the lowest level for which identifiable cash flows exist. If the estimate of undiscounted cash flows during the estimated useful life of the asset is less than the carrying value of the asset, the Company recognizes a loss for the difference between the carrying value of the asset and its estimated fair value, generally measured by the present value of the estimated cash flows.

Deferred Revenue

Deposits from customers included in discontinued operations are not recognized as revenues, but as liabilities, until the following conditions are met: revenues are realized when cash or claims to cash (receivable) are received in exchange for goods or services or when assets received in such exchange are readily convertible to cash or claim to cash or when such goods/services are transferred. When such income item is earned, the related revenue item is recognized, and the deferred revenue is reduced. To the extent revenues are generated from the Company’s support and maintenance services, the Company recognizes such revenues when services are completed and billed. The Company has received deposits from its various customers that have been recorded as deferred revenue and presented as current liabilities in the amount of \$9,100 and \$0 as of December 31, 2017 and 2016, respectively. The Company has received deposits from its

various customers that have been recorded as deferred revenue and presented as discontinued liabilities in the amount of \$0 and \$1,092,388 as of December 31, 2017 and 2016, respectively.

Stock-Based Compensation

The Company accounts for its stock-based awards granted under its employee compensation plan in accordance with ASC Topic No. 718-20, *Awards Classified as Equity*, which requires the measurement of compensation expense for all share-based compensation granted to employees and non-employee directors at fair value on the date of grant and recognition of compensation expense over the related service period for awards expected to vest. The Company uses the Black-Scholes option pricing model to estimate the fair value of its stock options and warrants. The Black-Scholes option pricing model requires the input of highly subjective assumptions including the expected stock price volatility of the Company's common stock, the risk free interest rate at the date of grant, the expected vesting term of the grant, expected dividends, and an assumption related to forfeitures of such grants. Changes in these subjective input assumptions can materially affect the fair value estimate of the Company's stock options and warrants.

Income Taxes

The Company accounts for income taxes using the asset and liability method in accordance with ASC Topic No. 740, *Income Taxes*. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities, and are measured using the enacted tax rates and laws that are expected to be in effect when the differences are expected to reverse.

The Company applies the provisions of ASC Topic No. 740 for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in the Company's financial statements. In accordance with this provision, tax positions must meet a more-likely-than-not recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position.

Note 4 – Going Concern

The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has disposed of its operating subsidiary, and has an accumulated deficit of \$9,648,569, and a working capital deficit of \$904,700 at December 31, 2017. These factors, among others, raise substantial doubt about the ability of the Company to continue as a going concern for a reasonable period of time. The Company's continuation as a going concern is dependent upon its ability to obtain necessary equity financing and ultimately from generating revenues from its newly acquired subsidiary to continue operations. The Company expects that working capital requirements will continue to be funded through a combination of its existing funds and further issuances of securities. Working capital requirements are expected to

increase in line with the growth of the business. Existing working capital, further advances and debt instruments, and anticipated cash flow are expected to be adequate to fund operations over the next twelve months. The Company has no lines of credit or other bank financing arrangements. The Company has financed operations to date through the proceeds of a private placement of equity and debt instruments. In connection with the Company's business plan, management anticipates additional increases in operating expenses and capital expenditures relating to: (i) developmental expenses associated with a start-up business and (ii) marketing expenses. The Company intends to finance these expenses with further issuances of securities, and debt issuances. Thereafter, the Company expects it will need to raise additional capital and generate revenues to meet long-term operating requirements. Additional issuances of equity or convertible debt securities will result in dilution to current stockholders. Further, such securities might have rights, preferences or privileges senior to common stock. Additional financing may not be available upon acceptable terms, or at all. If adequate funds are not available or are not available on acceptable terms, the Company may not be able to take advantage of prospective new business endeavors or opportunities, which could significantly and materially restrict business operations.

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

Note 5 – Property and Equipment

Property and equipment are carried at cost and consist of the following at December 31, 2017 and December 31, 2016:

<u>Continuing operations:</u>	<u>2017</u>	<u>2016</u>
Office equipment and fixtures	\$ 10,964	\$ 7,164
Less: Accumulated depreciation	<u>7,119</u>	<u>5,981</u>
	<u>\$ 3,845</u>	<u>\$ 1,183</u>
 <u>Discontinued operations:</u>	 <u>2017</u>	 <u>2016</u>
Office equipment and fixtures	\$ --	\$ 131,842
Computer hardware	--	92,200
Computer software	--	77,700
Development equipment	<u>--</u>	<u>35,318</u>
	--	337,060
Less: Accumulated depreciation	<u>--</u>	<u>318,407</u>
	<u>\$ --</u>	<u>\$ 18,653</u>

Depreciation expense of \$1,138 and \$473 was charged to continuing operations for the years ended December 31, 2017 and 2016, respectively.

Depreciation expense of \$4,538 and \$21,381 was charged to discontinued operations for the years ended December 31, 2017 and 2016, respectively.

Note 6 – Intangible Assets

Intangible assets from the acquisitions of HealthDatix and ECSL are carried at cost and consist of the following at December 31, 2017:

		<u>Life</u>
Software	\$ 156,925	5 years
Customer contracts	644,846	10 years
FDA 510K clearance	1,396,000	5 years
Technology license	1,000,000	5 years
In process research and development	604,000	Indefinite
	<u>3,801,771</u>	
Less: Accumulated amortization	<u>533,886</u>	
	<u>\$ 3,267,885</u>	

Amortization expense of \$533,886 was charged to continuing operations for the year ended December 31, 2017.

Note 7 - Earnings (Loss) Per Common Share

The Company calculates net income (loss) per common share in accordance with ASC 260 “*Earnings Per Share*” (“ASC 260”). Basic and diluted net earnings (loss) per common share was determined by dividing net earnings (loss) applicable to common stockholders by the weighted average number of common shares outstanding during the period. The Company’s potentially dilutive shares, which include outstanding common stock options and common stock warrants, have not been included in the computation of diluted net loss per share for the year ended December 31, 2017 as the result would be anti-dilutive.

	<u>Years Ended</u> <u>December 31,</u>	
	<u>2017</u>	<u>2016</u>
Stock options	8,463,000	1,422,000
Stock warrants	<u>400,000</u>	<u>275,000</u>
Total shares excluded from calculation	<u>8,863,000</u>	<u>1,697,000</u>

Note 8 – Stock Based Compensation

Options

In 2006, the Company adopted the 2006 Long-Term Incentive Plan (the "2006 Plan"). Awards granted under the 2006 Plan have a ten-year term and may be incentive stock options, non-qualified stock options or warrants. The awards are granted at an exercise price equal to the fair market value on the date of grant and generally vest over a three or four year period. The Plan expired on December 31, 2009, therefore as of December 31, 2016, there was no unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the 2006 plan.

The 2006 Plan provided for the granting of options to purchase up to 10,000,000 shares of common stock. 8,146,900 options have been issued under the plan to date of which 7,157,038 have been exercised and 692,962 have expired to date. There were 296,900 options outstanding under the 2006 Plan on its expiration date of December 31, 2009. All options issued subsequent to this date were not issued pursuant to any plan.

Stock option activity during the years ended December 31, 2017 and 2016 follows:

	<u>Options Outstanding</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Grant-Date Fair Value</u>	<u>Weighted Average Remaining Contractual Life (Years)</u>
Options outstanding at December 31, 2015	1,718,900	\$ 0.03	\$ 0.13	3.82
Options expired	(296,900)	0.01	--	
Options outstanding at December 31, 2016	1,422,000	0.03	0.13	5.60
Options granted	7,800,000	0.07	--	
Options expired	(759,000)	0.03	--	
Options outstanding at December 31, 2017	<u>8,463,000</u>	<u>\$ 0.07</u>	<u>\$ 0.07</u>	<u>7.41</u>

Options outstanding at December 31, 2017 consist of:

<u>Date Issued</u>	<u>Number Outstanding</u>	<u>Number Exercisable</u>	<u>Exercise Price</u>	<u>Expiration Date</u>
June 9, 2014	213,000	213,000	\$0.03	June 9, 2024
June 6, 2014	250,000	250,000	\$0.05	June 6, 2019
March 24, 2015	200,000	200,000	\$0.01	March 24, 2020
April 6, 2017	600,000	600,000	\$0.03	April 6, 2027
June 6, 2017	700,000	700,000	\$0.07	June 6, 2022
June 6, 2017	<u>6,500,000</u>	<u>6,500,000</u>	<u>\$0.07</u>	<u>June 6, 2027</u>

Total	<u>8,463,000</u>	<u>8,463,000</u>
<u>Warrants</u>		

In addition to our 2006 Long Term Incentive Plan, we have issued and outstanding compensatory warrants to two consultants entitling the holders to purchase a total of 275,000 shares of our common stock at an average exercise price of \$0.94 per share. Warrants to purchase 25,000 shares of common stock vest upon 6 months after the Company engages in an IPO, have an exercise price of \$3.00 per share, and expire 2 years after the Company engages in an IPO. Warrants to purchase 250,000 shares of common stock vest 100,000 shares on issuance (June 1, 2009), and 50,000 shares on each of the following three anniversaries of the date of issuance, have exercise prices ranging from \$0.50 per share to \$1.15 per share, and expire on June 1, 2019. The issuance of the compensatory warrants was not submitted to our shareholders for their approval.

Warrant activity during the years ended December 31, 2017 and 2016 follows:

	<u>Warrants Outstanding</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Grant- Date Fair Value</u>	<u>(1)Weighted Average Remaining Contractual Life (Years)</u>
Warrants outstanding at December 31, 2015	275,000	\$ 0.94	\$ 0.10	3.42
No warrant activity	--	--	--	
Warrants outstanding at December 31, 2016	275,000	\$ 0.94	\$ 0.10	2.42
Warrant granted	125,000	0.40	--	
Warrants outstanding at December 31, 2017	<u>400,000</u>	<u>\$ 0.62</u>	\$ 0.10	3.27

(1) Exclusive of 25,000 warrants expiring 2 years after initial IPO.

Warrants outstanding at December 31, 2017 consist of:

<u>Date Issued</u>	<u>Number Outstanding</u>	<u>Number Exercisable</u>	<u>Exercise Price</u>	<u>Expiration Date</u>
April 1, 2000	25,000	25,000	\$3.00	2 years after IPO
June 1, 2009	100,000	100,000	\$0.50	June 1, 2019
June 1, 2009	50,000	50,000	\$0.65	June 1, 2019
June 1, 2009	50,000	50,000	\$0.85	June 1, 2019
June 1, 2009	50,000	50,000	\$1.15	June 1, 2019
January 1, 2017	50,000	50,000	\$0.25	October 10, 2021
January 1, 2017	50,000	50,000	\$0.50	November 7, 2021
January 5, 2017	25,000	25,000	\$0.50	January 5, 2022
Total	<u>400,000</u>	<u>400,000</u>		

Note 9 – Convertible Debt

Convertible Notes Payable

On April 3, 2017, the Company entered into a Convertible Promissory Note pursuant to which the Company borrowed in the aggregate principal amount of \$125,000. The convertible note is due 12 months after issuance and bears interest at a rate of 12%. The Note is convertible into shares of common stock of the Company 180 days following the date of funding and thereafter. The conversion price shall be subject to a discount of 50%. The conversion price shall be determined on the basis of the lowest VWAP (Volume Weighted Average Price) of the Common Stock during the prior twenty (20) trading day period. The Investor will be limited to convert no more than 4.99% of the issued and outstanding Common Stock at the time of conversion at any one time. At any time during the period beginning on the date of the Note and ending on the date which is 180 days thereafter, the Company may repay the Note by paying an amount equal to the then outstanding amount multiplied by 135%. During the year ended December 31, 2017, the noteholder converted \$86,000 of the principal balance to 2,196,482 shares of common stock. The balance of the note was \$39,000 on December 31, 2017.

On November 28, 2017, the Company issued an 8% convertible note in the aggregate principal amount of \$103,000, convertible into shares of the Company's common stock. The Note, including accrued interest is due September 5, 2018 and is convertible any time after 180 days at the option of the holder into shares of the Company's common stock at 65% of the average stock price of the lowest 3 closing bid prices during the 10 trading day period ending on the latest complete trading day prior to the conversion date.

On October 10, 2017, the Company issued an 8% convertible note in the aggregate principal amount of \$78,000, convertible into shares of the Company's common stock. The Note, including accrued interest is due July 15, 2018 and is convertible any time after 180 days at the option of the holder into shares of the Company's common stock at 65% of the average stock price of the lowest 3 closing bid prices during the 10 trading day period ending on the latest complete trading day prior to the conversion date.

On July 5, 2017, the Company issued an 8% convertible note in the aggregate principal amount of \$63,000, convertible into shares of the Company's common stock. The Note, including accrued interest is due April 15, 2018 and is convertible any time after 180 days at the option of the holder into shares of the Company's common stock at 65% of the average stock price of the lowest 3 closing bid prices during the 10 trading day period ending on the latest complete trading day prior to the conversion date.

On March 30, 2017, the Company issued an 8% convertible note in the aggregate principal amount of \$75,000, convertible into shares of the Company's common stock. The Note, including accrued interest is due January 15, 2018 and is convertible any time after 180 days at the option of the holder into shares of the Company's common stock at 65% of the average stock price of the lowest 3 closing bid prices during the 10 trading day period ending on the latest complete trading day prior to the conversion date. During the year ended December 31, 2017, the noteholder converted the principal balance of the note and accrued interest of \$3,000 to 1,131,099 shares of common stock.

The Company recorded a debt discount related to identified embedded derivatives relating to conversion features and a reset provisions (see Note 10) based fair values as of the inception date of the Notes. The calculated debt discount equaled the face of the 8% note dated March 30, 2017 and was amortized and written down through the date the convertible debt was fully extinguished. The calculated debt discount equaled the face of the 12% note and is being amortized and revalued over the term of the note. Interest expense on the convertible notes of \$338,878 was recorded for the year ended December 31, 2017.

Convertible Debentures

The Company issued convertible debentures to an individual during the year ended December 31, 2017 and to two individuals during the year ended December 31, 2016.

The debentures are convertible into 75,000 shares of common stock for up to 5 years, at the holders' option, at an exercise price of \$.50 and \$.25, respectively. The debentures mature on the earlier of the closing of a subsequent financing event by the Company resulting in gross proceeds of at least \$10,000,000 or three years from the date of issuance. The debentures bear interest at a rate of 10%. A beneficial conversion feature was not recorded as the fair market value of the Company's common stock was less than the exercise prices at the dates of issuance and through the end of the period. Interest expense on the convertible debentures of \$8,782 was recorded for the year ended December 31, 2017.

Note 10 – Derivative Liability

Convertible Note

During the year ended December 31, 2017, the Company issued three convertible notes (see Note 9 above).

The notes are convertible into common stock, at the holders' option, at a discount to the market price of the Company's common stock. The Company has identified embedded derivatives included in the 8% note dated March 30, 2017 and the 12% note relating to the conversion features. The accounting treatment of derivative financial instruments requires that the Company record the fair value of the derivatives as of the inception date of the convertible note and a corresponding debt discount and revalued to fair value as of each subsequent reporting date. This resulted in a fair value of derivative liability of \$472,523, consisting of \$96,839 and \$375,684 for the 8% and 12% notes, respectively in which to the extent of the face value of convertible notes was treated as debt discount and the excess of the derivative over the face value of the note is accounted for as interest expense.

The fair value of the embedded derivatives identified during the year ended December 31, 2017, in the amount of \$96,839, was determined using the Binomial Option Pricing Model based on the following assumptions: (1) dividend yield of 0%; (2) expected volatility of 271.91%, (3) weighted average risk-free interest rate of 1.91%, (4) expected

life of 0.80 years, and (5) estimated fair value of the Company's common stock of \$0.28 per share. The Company recorded interest expense from the excess of the derivative liability over the face amount of the convertible note of \$21,839 during the year ended December 31, 2017. The Company revalued the derivative liability to fair value at each conversion and recorded changes in fair value of the derivative liability of \$14,055 and loss on extinguishment of debt of \$34,951 through December 1, 2017, the date the note was fully converted.

The fair value of the embedded derivatives at December 31, 2017, in the amount of \$375,684, was determined using the Binomial Option Pricing Model based on the following assumptions: (1) dividend yield of 0%; (2) expected volatility of 272.27%, (3) weighted average risk-free interest rate of 1.2%, (4) expected life of 1 year, and (5) estimated fair value of the Company's common stock of \$0.33 per share. The Company recorded interest expense from the excess of the derivative liability over the convertible note of \$250,684 during the year ended December 31, 2017. The Company revalued the derivative liability to fair value at each conversion and at year end and recorded changes in fair value of the derivative liability of \$144,544 and loss on extinguishment of debt of \$70,850.

Based upon ASC 840-15-25 (EITF Issue 00-19, paragraph 11) the Company has adopted a sequencing approach regarding the application of ASC 815-40 to its outstanding convertible notes. Pursuant to the sequencing approach, the Company evaluates its contracts based upon earliest issuance date.

Note 11 – Notes Payable

Notes payable from continuing operations at December 31, 2017 consists of loans to HealthDatix from 3 individuals totaling \$52,500. The loans do not bear interest and there are no specific terms for repayment.

Notes payable at December 31, 2016 are presented in liabilities from discontinued operations and consist of various notes payable in annual installments totaling \$779,750 through September 2019. The notes include interest at 7% and are secured by the assets of ArcMail. The balance due on December 31, 2016 was \$3,119,001.

During the year ended December 31, 2016, Arcmail entered into merchant financing agreements with various lenders for proceeds totaling \$395,583 payable in daily amounts based on various percentages of future collections of accounts receivable, which were assigned to the lenders. The obligations will be satisfied upon total payments of \$504,591 and matured in March 2017. The outstanding balance of notes payable - other was \$153,404 and presented in liabilities from discontinued operations at December 31, 2016.

Note 12 – Stock Transactions

Common Stock Issued

On November 28, 2017, the Board unanimously approved an amendment to the Company's Articles of Incorporation to increase the number of shares of Common Stock which the Company is authorized to issue from Two hundred million (200,000,000) to Four Hundred Million (400,000,000) shares of Common Stock, \$0.001 par value per share (the "Capitalization Amendment"). On November 29, 2017, the Majority Stockholders executed and delivered to the Company a written consent approving the Current Action.

In connection with the convertible notes payable (see Note 9 above) the noteholders converted \$161,000 of principal balance and \$3,000 of accrued interest to 3,327,581 shares of common stock during the year ended December 31, 2017. The stock issued was determined based on the terms of the convertible notes.

The Company sold 500,000 shares of common stock to an investor valued at \$.05 per share on September 29, 2017 for proceeds of \$25,000.

The Company sold 500,000 shares of common stock to an investor valued at \$.05 per share on September 14, 2017 for proceeds of \$25,000.

The Company sold 500,000 shares of common stock to an investor valued at \$.05 per share on August 10, 2017 for proceeds of \$25,000.

The Company issued 250,000 common shares for services, valued at \$.12 per share on August 10, 2017.

The Company issued 50,000 common shares for services, valued at \$.09 per share on July 13, 2017.

The Company sold 500,000 shares of common stock to an investor valued at \$.05 per share on July 5, 2017 for proceeds of \$25,000.

The Company issued 1,500,000 common shares for services, valued at \$.10 per share on June 30, 2017.

The Company issued 200,000 common shares to a vendor in settlement of balances from prior years invoices plus interest, valued at \$.0725 per share on June 6, 2017.

The Company issued 500,000 common shares for services, valued at \$.09 per share on May 30, 2017.

The Company sold 500,000 shares of common stock to an investor valued at \$.05 per share on May 7, 2017 for proceeds of \$25,000.

The Company sold 1 million shares of common stock to an investor valued at \$.05 per share on April 20, 2017 for proceeds of \$50,000.

The Company issued 150,000 common shares to a noteholder for a financing fee, valued at \$.10 per share on April 3, 2017.

In connection with the acquisition of assets from ECSL the Company issued 60,000,000 common shares valued at \$.10 per share to the shareholders of ECSL on April 3, 2017.

In connection with the acquisition of HealthDatix the Company issued 15,000,000 common shares valued at \$.07 per share to the shareholders of HealthDatix on February 14, 2017.

The Company sold 2 million shares of common stock to an investor valued at \$.05 per share on January 27, 2017 for proceeds of \$100,000.

The Company issued 10,000 common shares for services, valued at \$.08 per share on January 5, 2017.

Treasury Stock

In connection with the sale of Arcmail, the CEO of ArcMail remitted 10,000,000 shares of iGambit common stock previously issued to him, valued at \$.10 per share on June 30, 2017.

Note 13 - Income Taxes

The reconciliation between income tax expense computed by applying the federal statutory corporate tax rate and actual income tax expense (benefit) is as follows:

	Years Ended December 31,	
	<u>2017</u>	<u>2016</u>
Statutory U.S. federal income tax rate	(34.0)%	(34.0)%
State income taxes, net of federal income tax benefit	(4.0)%	(4.7)%
Tax effect of expenses that are not deductible for income tax purposes	9.0%	30.8%
Change in Valuation Allowance	<u>29.0%</u>	<u>7.9%</u>
Effective tax rate	<u>(0.0)%</u>	<u>(0.0)%</u>

At December 31, the significant components of the deferred tax assets (liabilities) are summarized below:

	<u>2017</u>	<u>2016</u>
Deferred Tax Assets:		
Net Operating Losses	\$2,329,938	\$1,313,180
Other	<u>377,445</u>	<u>185,670</u>

Total deferred tax assets	<u>2,707,383</u>	<u>1,498,850</u>
Deferred Tax Liabilities:	<u>--</u>	<u>--</u>
Total deferred tax liabilities	<u>--</u>	<u>--</u>
Valuation Allowance	<u>(2,707,383)</u>	<u>(1,498,850)</u>
Net deferred tax assets	\$ <u>--</u>	\$ <u>--</u>

The Company's deferred tax assets and liabilities were remeasured to reflect the reduction in the U.S. corporate income tax rate from 35% to 21%, resulting in a deferred tax expense of \$392,000 for the year ended December 31, 2017 that is still fully valued against as of December 31, 2017. This expense is attributable to the Company being in a net deferred tax asset position at the time of remeasurement. As the Company maintains full valuation allowance, this amount can be seen on the rate reconciliation as an adjustment to deferred tax asset and corresponding valuation allowance.

On December 22, 2017, the Tax Cuts and Jobs Act of 2017 (the "Tax Act") was signed into law making significant changes to the Internal Revenue Code. Changes include, but are not limited to, a federal corporate tax rate decrease from 35% to 21% for tax years beginning after December 31, 2017, the transition of U.S international taxation from a worldwide tax system to a territorial system, and a one-time transition tax on the mandatory deemed repatriation of foreign earnings. We have estimated our provision for income taxes in accordance with the Tax Act and guidance available as of the date of this filing but have kept the full valuation allowance. As a result, we have recorded no income tax expense in the fourth quarter of 2017, the period in which the legislation was enacted.

On December 22, 2017, Staff Accounting Bulletin No. 118 ("SAB 118") was issued to address the application of US GAAP in situations when a registrant does not have the necessary information available, prepared, or analyzed (including computations) in reasonable detail to complete the accounting for certain income tax effects of the Tax Act. The deferred tax expense recorded in connection with the remeasurement of deferred tax assets is a provisional amount and a reasonable estimate at December 31, 2017 based upon the best information currently available. The ultimate impact may differ from these provisional amounts, possibly materially, due to, among other things, additional analysis, changes in interpretations and assumptions the Company has made, additional regulatory guidance that may be issued, and actions the Company may take as a result of the Tax Act. Any subsequent adjustment to these amounts will be recorded to current tax expense in the third quarter of 2018 when the analysis is complete. The accounting is expected to be complete when the 2017 U.S. corporate income tax return is filed in 2018.

As of December 31, 2017, the Company had federal and state net operating loss carryforwards of approximately \$4.8 million and \$5.0 million, which expire at various dates from 2024 through 2038. These net operating loss carryforwards may be used to offset future taxable income and thereby reduce the Company's U.S. federal and state income taxes. The net operating losses may be subject to limitation under Internal

Revenue Code Section 382 should there be a greater than 50% change in ownership as determined under the regulations.

In accordance with ASC 740, a valuation allowance must be established if it is more likely than not that the deferred tax assets will not be realized. This assessment is based upon consideration of available positive and negative evidence, which includes, among other things, the Company's most recent results of operations and expected future profitability. Based on the Company's cumulative losses in recent years, a full valuation allowance against the Company's deferred tax assets as of December 31, 2017 and 2016 has been established as Management believes that the Company will more likely than not realize the benefit of those deferred tax assets. Therefore, no tax provision has been recorded for the years ended December 31, 2017 and 2016.

The Company complies with the provisions of ASC 740-10 in accounting for its uncertain tax positions. ASC 740-10 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under ASC 740-10, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely that not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. Management has determined that the Company has no significant uncertain tax positions requiring recognition under ASC 740-10.

The Company is subject to income tax in the U.S., and certain state jurisdictions. The Company has not been audited by the U.S. Internal Revenue Service, or any states in connection with income taxes. The Company's tax years generally remain open to examination for all federal and state income tax matters until its net operating loss carryforwards are utilized and the applicable statutes of limitation have expired. The federal and state tax authorities can generally reduce a net operating loss (but not create taxable income) for a period outside the statute of limitations in order to determine the correct amount of net operating loss which may be allowed as a deduction against income for a period within the statute of limitations.

The Company recognizes interest and penalties related to unrecognized tax benefits, if incurred, as a component of income tax expense.

Note 14 - Retirement Plan

ArcMail has a defined contribution 401(k) plan, which covers substantially all employees. Under the terms of the Plan, Wala is currently not required to match employee contributions. The Company did not make any employer contributions to the Plan in 2016.

Note 15 – Concentrations and Credit Risk

Sales and Accounts Receivable

HealthDatix had sales to three customers which accounted for approximately 44%, 27%, , and 11%, respectively of HealthDatix's total sales for the year ended December 31, 2017. The three customers accounted for approximately 58%, 26%, and 11% of accounts receivable at December 31, 2017.

One customer accounted for 14% of sales included in discontinued operations for the year ended December 31, 2017.

Cash

Cash is maintained at a major financial institution. Accounts held at U.S. financial institutions are insured by the FDIC up to \$250,000. Cash balances could exceed insured amounts at any given time, however, the Company has not experienced any such losses. The Company did not have any interest-bearing accounts at December 31, 2017 and 2016, respectively.

Note 16 - Related Party Transactions

Note Payable – Related Party

ArcMail issued a promissory note to the president of ArcMail on June 30, 2015 for funds advanced. The note is payable in annual installments of \$155,566 through December 2019 and is presented in liabilities from discontinued operations. The notes include interest at 6% and are subordinated to the notes payable. The balance on the related party note payable was \$626,266 at December 31, 2017.

Amounts Due to Related Parties

Amounts due to related parties with balances of \$128,476 and \$508 at December 31, 2017 and 2016, respectively, do not bear interest and are payable on demand. The Company's former subsidiary, Arcmail owed amounts on a credit card that is guaranteed by the husband of the Company's Executive Vice President, who was held personally responsible by the credit card company for the unpaid balance.

Amounts due to related parties with a balance of \$64,509 at December 31, 2016, consists of cash advances from the president of Arcmail, and is presented in liabilities from discontinued operations. These advances do not bear interest and are payable on demand.

Note 17 – Commitments and Contingencies

Lease Commitment

The Company is obligated under two operating leases for its premises that expire at various times through February 28, 2019.

Total future minimum annual lease payments under the leases for the years ending December 31 are as follows:

2018	\$ 27,598
2019	<u>3,380</u>
	<u>\$ 30,978</u>

Rent expense of \$26,745 and \$19,380 was charged to continuing operations for the years ended December 31, 2017 and 2016, respectively.

Rent expense of \$10,807 and \$43,790 was charged to discontinued operations for the years ended December 31, 2017 and 2016, respectively.

Employment Arrangements With Executive Officers

Effective April 1, 2017, in connection with the acquisition of HealthDatix Inc., the Company entered into employment agreements with Jerry Robinson, MaryJo Robinson, and Kathleen Shepherd each under a three-year term at a base salary of \$75,000 per year, bonuses based upon objectives set by the Company, and participation in all benefit programs generally made available to HealthDatix employees. The employment agreements restrict the executive officers from engaging in certain competitive activities for the greater of 60 months from the date of the agreements or two years following the termination of their respective employment.

Note 18 – Subsequent Events

Common Stock Issued

On February 5, 2018, the Company sold 750,000 shares of common stock at \$.02 per share and issued a warrant to purchase 750,000 shares of common stock at a price of \$.05 per share to an investor for proceeds of \$15,000.

Subsequent to the end of the period through the date of the report, various noteholders converted \$102,000 of principal and \$9,826 of accrued interest to 5,344,180 shares of the Company's common stock.

**CHIEF EXECUTIVE OFFICER CERTIFICATION
PURSUANT TO SECTION 302**

I, John Salerno, certify that:

1. I have reviewed this Annual Report on Form 10-K of iGambit Inc. (the “Registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the Registrant’s disclosure controls and procedures 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 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 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: April 17, 2018

/s/ John Salerno

John Salerno
Chief Executive Officer
(Principal Executive Officer)

**CHIEF FINANCIAL OFFICER CERTIFICATION
PURSUANT TO SECTION 302**

I, Elisa Luqman, certify that:

1. I have reviewed this Annual Report on Form 10-K of iGambit Inc. (the “Registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the Registrant’s disclosure controls and procedures 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 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 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: April 17, 2018

/s/ Elisa Luqman

Elisa Luqman

Chief Financial Officer

(Principal Financial Officer)

CERTIFICATION 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 of iGambit Inc. (the “Company”) on Form 10-K for the twelve months ended December 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, John Salerno, Principal Executive Officer of the Company, 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, that:

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

(2) The information contained in the Report fully presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ John Salerno
John Salerno
Principal Executive Officer

April 17, 2018

CERTIFICATION 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 of iGambit Inc. (the “Company”) on Form 10-K for the twelve months ended December 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Elisa Luqman, Principal Financial Officer of the Company, 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, that:

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

(2) The information contained in the Report fully presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Elisa Luqman
Elisa Luqman
Principal Financial Officer

April 17, 2018