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**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, 2018

Commission File Number: 000-53949

Good Gaming, Inc.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation)

45-3917807
(IRS Employer Identification Number)

415 McFarlan Road, Suite 108
Kennett Square, PA 19348
(Address of principal executive offices and Zip Code)

(888) 295-7279
Registrant's telephone number, including area code

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

Securities registered pursuant to Section 12(b) of the Act:

NONE

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 required to file reports pursuant to Section 13 or Section 15(d) of the 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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

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

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.

<p>Large Accelerated Filer <input type="checkbox"/></p> <p>Non-accelerated Filer <i>(Do not check if a smaller reporting company)</i> <input type="checkbox"/></p>	<p><input type="checkbox"/></p> <p><input type="checkbox"/></p>	<p>Accelerated Filer <input type="checkbox"/></p> <p>Smaller Reporting Company <input checked="" type="checkbox"/></p> <p>Emerging Growth Company <input type="checkbox"/></p>
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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

State the aggregate market value of voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of **June 30, 2017: \$ 393,180.**

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: **53,988,755 as of March 12, 2019.**

FORWARD LOOKING STATEMENTS

This Annual Report on Form 10-K contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, all of which are subject to risks and uncertainties. Forward-looking statements can be identified by the use of words such as “expects,” “plans,” “will,” “forecasts,” “projects,” “intends,” “estimates,” and other words of similar meaning. One can identify them by the fact that they do not relate strictly to historical or current facts. These statements are likely to address our growth strategy, financial results and product and development programs. One must carefully consider any such statement and should understand that many factors could cause actual results to differ from our forward looking statements. These factors may include inaccurate assumptions and a broad variety of other risks and uncertainties, including some that are known and some that are not. No forward looking statement can be guaranteed and actual future results may vary materially.

These risks and uncertainties, many of which are beyond our control, include, and are not limited to:

- our growth strategies;
- our anticipated future operations and profitability;
- our future financing capabilities and anticipated need for working capital;
- the anticipated trends in our industry;
- acquisitions of other companies or assets that we might undertake in the future;
- current and future competition.

In addition, factors that could cause or contribute to such differences include, but are not limited to, those discussed in this Annual Report on Form 10-K, and in particular, the risks discussed under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” as well as those discussed in other documents we file with the SEC. We undertake no obligation to revise or publicly release the results of any revisions to these forward-looking statements, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

PART I

ITEM 1. BUSINESS

General

The Company was incorporated on November 3, 2008 under the laws of the State of Nevada, to engage in certain business services. Our goal is to become a leading tournament gaming provider as well as an online destination, targeting over 250 million esports players and participants worldwide that want to compete at the high school or college level. We are a developmental stage business, have generated limited revenues to date and have a history of operating losses.

The Good Gaming platform was established in early 2014 by its founding members who recognized the need that millions of gamers worldwide desired to play games at competitive levels. The founders recognized that there was no structure or organization on a large scale for amateur gamers while professional esports was quickly establishing itself.

Good Gaming is effectively building the business infrastructure for the rapidly growing esports industry, similar to the high school and college athletic industry. Good Gaming is designed to be the gateway for amateur esports athletes to compete at the semi-professional level, improve their gaming skills, and interact with veteran gamers globally in a destination site and social networking framework.

Good Gaming differs from the professional level of the esports industry by focusing on more than 250 million gamers that fall below the professional level but are above the casual level, classified as “amateurs.” Good Gaming distinguishes itself from its direct and indirect competitors by being the first company to offer multi-game, multi-console services at the amateur esports level. The Company is not exclusive to any particular hardware or software vendor.

On May 4, 2016, the Company announced that it had completed its first closed public beta testing of their 2.0 tournament platform to determine the functionality, speed, ease of use, and accuracy of the system and are preparing to enter into full-blown production.

On February 18, 2016, the Company, formerly HDS International Corp., acquired the assets of Good Gaming, Inc. from CMG Holdings Group, Inc. (OTCQB: CMGO). On that date, the Company’s former CEO, Paul Rauner, resigned. The Company appointed Vikram Grover to the positions of CEO and Director of the board of directors (the “Board”). Vikram Grover is a former Wall Street analyst and investment banker with more than 20 years of experience in telecommunications, media and technology. In addition, David Dorwart was elected by the majority shareholders to the Company’s Board. Mr. Dorwart is the Co-Founder and Chairman of Assist Wireless, Inc., a provider of lifeline wireless services to tens of thousands of subscribers primarily in the Midwest.

On June 27, 2017 the Board of Directors of the Company appointed David B. Dorwart as the Company’s Chief Executive Officer. On June 21, 2017, Mr. Dorwart was appointed to serve as the Chairman of the Board of Directors. David B. Dorwart, Chairman and CEO of Good Gaming, Inc., brings over 31 years of start-up entrepreneurship and executive level management to the Company. Mr. Dorwart was a CoFounder and CEO of dPi Teleconnect, a prepaid wireless provider, for 10 years. During his tenure, he grew that company from a start-up to \$75 million in revenues before selling it. Over the last 9 years, he has been involved with several other successful projects including Assist Wireless, Brooklet Energy Distribution, PayGo Distributors and Britton & Associates. He is currently the Chairman and CoFounder of ViaOne Services, a company which specializes in wireless communications and provides intricate multi-faceted services for start-up companies utilizing industry experts. By virtue of the ownership of this Series C Preferred Stock, ViaOne is the Company’s principal stockholder.

On June 27, 2017, the Company also bolstered its Board of Directors with executive level professionals by adding two seasoned individuals who specialize in organization and finance as well as the branding and marketing of established and emerging organizations which are poised to show significant growth.

Domenic Fontana is currently Sr. Vice President of ViaOne Services and a new board member. He is an experienced CPA and financial executive who has worked in progressively more advanced executive roles throughout his career. Having worked at Verizon, Ebay and now ViaOne Services over the last 13 years, he has developed intimate and extensive knowledge of executive level management and the telecommunications industry. He has worked in all aspects of Finance, Accounting, Treasury, and Operations.

Jordan Majkszak Axt, a new board member is a results-producing marketing professional with over 14 years of experience successfully developing marketing and branding strategies. He has been consistently noted by executives, colleagues, and journalists for his specific expertise in bringing products and services online with a comprehensive digital go-to-market strategy. He has previously held executive level positions as Director of Marketing for ProfitPoint Inc. and Clutch Holdings LLC. He is currently Sr. Director of Marketing of ViaOne Services where he develops all marketing and customer acquisition strategies for 14 consumer facing brands.

On July 10, 2017, the Company's Board of Directors elected David Dorwart its CEO. Additionally, the Board of Directors approved Domenic Fontana and Jordan Axt to the Company's Board of Directors.

On August 8, 2017, the board of directors of the Company accepted Vikram Grover's resignation as the Treasurer of the Company and as a member of the Board, effective immediately.

On August 8, 2017, the Board of the Company accepted Barbara Laken's resignation as the Secretary of the Company and as a member on the Board, effective immediately.

On August 9, 2017, the Company announced a strategic review of its business, which prompted improvements to its business model and a reduction in expenses designed to accelerate its move to free cash flow generation.

On August 29, 2017, Eric Brown became the Chief Operating Officer.

In September of 2017, the Company began focusing on its Minecraft server by enhancing the development staff and launched an offering of microtransactions after it saw the opportunity to generate revenue without adding a great deal of overhead. The initial offering of microtransactions exceeded revenue expectations and the Company has continued to expand the Minecraft server offerings. The Company also began pursuing the acquisition of additional Minecraft servers that were already established to begin scaling this effort.

In December of 2017, the Company began exploring potential partnerships with various franchise opportunities related to both LAN centers and Virtual Reality centers. Financial analysis and research on these opportunities is ongoing.

On March 21, 2018, the Company acquired Crypto Strategies Group, Inc. for consideration of \$500. The Company intends to diversify its business and enter into the cryptocurrency market through such acquisition.

On December 12, 2018, the Company dissolved Crypto Strategies Group, Inc.

Technology

In 2016, the Company completed its 2.0 tournament platform and thereafter ran dozens of robotic internal test tournaments and held numerous free-to-play tournaments on large scales with its partner The Syndicate, the owner of the world's longest running online gaming guild that has 1,200 members worldwide. Good Gaming conducted two closed public beta tournaments of hundreds of participants in May 2016 in order to fully vet the system. After making roughly 100 fixes and changes to the system, it now runs smoothly. The system is designed to scale to 512,000 concurrent competitors. The Company has updated the system to handle team tournaments, which will further expand its opportunity to popular titles that have tens of millions of active players and has recently launched titles that have the potential for cross-platform play among Gaming PC, Microsoft Xbox and Sony PlayStation.

In 2017, the Company ran hundreds of tournaments on a regular basis with a dedicated customer base of over 30,000 members. Additionally, the Company expanded its website by offering content relevant to the member base with information relating to game play strategy and game news. This generated nearly 100,000 unique visits per month. In an effort to monetize that traffic, the Company employed the use of Google display advertising and tested a subscription model. After careful evaluation of the Company's strategy, management decided to move away from free tournaments and custom content and focus on growing and monetizing our Minecraft server, which has grown substantially in popularity. This decision was a result of comprehensive competitive analysis and evaluations made in how the esports industry was shifting in its space. Tournaments and custom content are currently suspended while the Company grows revenue and focuses on expanding its efforts with Minecraft. The Company is also aggressively evaluating several business models and acquisition opportunities to resume its previous success as it is related to tournaments.

Business Strategy

In the past, our management team's strategy was to be a full-service company providing best in class tournaments, the best platform on which they are played, and content that is all about the esports world. We have looked at this strategy and have changed the way we view our business.

It's our ambition and strategy to be great at providing a place for amateurs to play. By focusing on what the gaming universe is lacking, it allows us to focus on the promotion of teams, leagues and competition. We will continue with this strategy because over this past year, we have been successful in managing the tournaments. We intend to begin with local servers and expand organically from there. We recognize there are millions of players who desire to compete within the gaming community.

Minecraft is another business strategy. We have a well-established server and will continue to devote resources to developing and acquiring other Minecraft assets. We feel that we have learned how to monetize this and will be able to continue to grow and have it be a meaningful part of our business strategy.

In our evaluation of our current business model, we have decided not to pursue the operation as a tournament platform. We feel there are too many great platforms that allow complete integration via APIs to run our tournaments. These companies have spent and continued spending millions of dollars establishing their platforms. It's what they do very well and they rely on companies such as Good Gaming to run and host tournaments.

We previously developed our own code and have a platform that really is quite good to handle tournaments but needs some improvement to be commercially ready. In fact, it's this platform that we have used up to now to run our Hearthstone tournaments. Although it is functional, the challenge is that it costs too much capital to maintain and improve the platform. At this point, it's an asset we have and we may try to monetize this at some point.

We cannot provide any assurance that our focus on hosting the esports tournaments will be successful and profitable in the future or at all.

Insurance Policies

We do have an insurance policy through Berkley Insurance Company with the Insurance coverage of \$1,000,000.

Employees

We have no employees and five contractors working on the Good Gaming project. This group is made up of programmers, tournament administrators, and social media experts. Pursuant to our Management Services Agreement with ViaOne Services LLC, certain employees of ViaOne are deemed to be consultants of the Company. As the process matures, we plan to hire most of these people and additional staff as full-time employees of the Company.

Offices

Our executive offices are located at 415 McFarlan Rd, Suite 108, Kennett Square, PA 19501. Our telephone number is (888) 295-7279.

ITEM 1A. RISK FACTORS

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

ITEM 1B. UNRESOLVED STAFF COMMENTS

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

ITEM 2. PROPERTIES

The only real or personal property we own are the intellectual property licenses and related assets we've acquired relating to gaming software. We do not currently rent or lease real property.

ITEM 3. LEGAL PROCEEDINGS

HGT Capital LLC ("HGT") has filed a lawsuit against the Company, claiming breach of contract due to a default on a \$50,000 junior loan made by HGT to HDS International Corp., our predecessor, in 2015. The Company has retained counsel to represent it on this matter and responded with affirmative defenses in the Supreme Court of New York. HGT's motion for summary judgment is scheduled for oral argument on May 31, 2018. The Company intends to vigorously contest such action. On September 21, 2018, the Company entered into a modification agreement with HGT with respect to HGT's convertible promissory note. As part of this modification agreement, HGT also agreed to withdraw, with prejudice, the lawsuit that it had filed against the Company and the court has dismissed the case.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

PART II

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

Our common stock commenced trading on the over-the-counter Bulletin Board on October 7, 2009. It currently trades under the symbol "GMER". Following is a table of the high bid price and the low bid price for each quarter during the last two years.

2017	High Bid	Low Bid
First Quarter, Ending March 31	\$ 0.2000	\$ 0.2000
Second Quarter, Ending June 30	\$ 0.2000	\$ 0.1970
Third Quarter, Ending September 30	\$ 0.0760	\$ 0.0760
Fourth Quarter, Ending December 31	\$ 0.0650	\$ 0.0350

2018	High Bid	Low Bid
First Quarter, Ending March 31	\$ 0.2900	\$ 0.0225
Second Quarter, Ending June 30	\$ 0.0400	\$ 0.0100
Third Quarter, Ending September 30	\$ 0.0200	\$ 0.0100
Fourth Quarter, Ending December 31	\$ 0.0438	\$ 0.0055

Holders

As of March 12, 2019, we have 53,988,755 shares of our common stock issued and outstanding held by 52 stockholders of record.

As of March 12, 2019, we had 7,500 shares of Series A Preferred Stock issued and outstanding, 68,997 shares of Series B Preferred Stock issued and outstanding, 1 share of Series C Preferred Stock issued and outstanding, and 0 shares of Series D Preferred Stock issued and outstanding.

Dividends

We have never declared or paid cash dividends. We currently intend to retain all future earnings for the operation and expansion of our business and do not anticipate paying cash dividends on the common stock in the foreseeable future. Any payment of cash dividends in the future will be at the discretion of our Board of Directors and will depend upon our results of operations, earnings, capital requirements, contractual restrictions and other factors deemed relevant by our directors. In addition, our Series D shares have cumulative dividend preference.

Securities Authorized for Issuance Under Equity Compensation Plans

On July 18, 2012, a Registration Statement on Form S-8 (the "Registration Statement") was filed by us together with our 2012 Non-Qualified Stock Option Plan (the "Plan") relating to 30,000,000 shares of our common stock, par value \$0.001 per share, to be offered and sold to accounts of eligible persons. The original plan filed on July 18, 2012 is still valid but the Company will not issue any more securities under the Plan as we have adopted a new plan.

On April 30, 2018, the holder of one (1) share of Series C Preferred Stock of the Company that entitles such holder to vote a majority of the issued and outstanding voting securities of the Company's approved by written consent that the Company adopts the 2018 Stock Incentive Plan (the "2018 Plan") under which the Board may decide at its sole discretion to grant equity awards to certain employees and consultants as set forth in the 2018 Plan. The description of the 2018 Plan does not purport to be complete and is incorporated herein by reference to a current report on form 8-k filed with the Securities and Exchange Commission on May 4, 2018.

Equity Compensation Plan

We do not have any other equity compensation plan at this time.

Penny Stock Regulations and Restrictions on Marketability

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a market price of less than \$5. Securities are registered on certain national securities exchanges or quoted on the NASDAQ system which provides the current price and volume information. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that: (a) contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading, (b) contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation of such duties or other requirements of the securities laws, (c) contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price, (d) contains a toll-free telephone number for inquiries on disciplinary actions, (e) defines significant terms in the disclosure document or in the conduct of trading in penny stocks, and (f) contains such other information and is in such form, including language, type size and format, as the SEC shall require by rule or regulation.

The broker-dealer must also provide, prior to effecting any transaction in a penny stock, the customer with (a) bid and offer quotations for the penny stock, (b) the compensation of the broker-dealer and its salesperson in the transaction, (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock, and (d) a monthly account statement showing the market value of each penny stock held in the customer's account.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement as to transactions involving penny stocks, and a signed and dated copy of a written suitability statement.

These disclosure requirements may have the effect of reducing the trading activity for our common stock. Therefore, stockholders may have difficulty selling their shares of our common stock.

Common Stock

Our Articles of Incorporation authorize us to issue up to 100,000,000 shares of common stock, \$0.001 par value. Each holder of our common stock is entitled to one (1) vote for each share held of record on all voting matters we present for a vote of stockholders, including the election of directors. Holders of common stock have no cumulative voting rights or preemptive rights to purchase or subscribe for any stock or other securities, and there are no conversion rights or redemption or sinking fund provisions with respect to our common stock. All shares of our common stock are entitled to share equally in dividends from sources legally available when, and if, declared by our Board of Directors.

Our Board of Directors is authorized to issue additional shares of common stock not to exceed the amount authorized by the Articles of Incorporation, on such terms and conditions and for such consideration as the Board may deem appropriate without further stockholder action.

In the event of our liquidation or dissolution, all shares of our common stock are entitled to share equally in our assets available for distribution to stockholders. However, the rights, preferences and privileges of the holders of our common stock are subject to, and may be adversely affected by, the rights of the holders of shares of preferred stock that have been issued or shares of preferred stock that our Board of Directors may decide to issue in the future.

Preferred Stock

Our Articles of Incorporation authorize us to issue up to 2,500,350 shares of preferred stock, \$0.001 par value per share. Of the 2,500,000 authorized shares of preferred stock, the total number of shares of Series A Preferred Shares the Corporation shall have the authority to issue is Two-Hundred -Forty-Nine Thousand-Nine-Hundred-Ninety-Nine (249,999), with a stated par value of \$0.001 per share, the total number of shares of Series B Preferred Shares the Company shall have the authority to issue is Two-Hundred Thousand (200,000), with a stated par value of \$0.001 per share, the total number of shares of Series C Preferred Shares the Company shall have the authority to issue is One (1), with a stated par value of \$0.001 per share, and the total number of shares of Series D Preferred Shares the Company shall have the authority to issue is Three Hundred and Fifty (350), with a stated par value of \$0.001 per share. Our Board of Directors is authorized, without further action by the shareholders, to issue shares of preferred stock and to fix the designations, number, rights, preferences, privileges and restrictions thereof, including dividend rights, conversion rights, voting rights, terms of redemption, liquidation preferences and sinking fund terms. We believe that the Board of Directors' power to set the terms of, and our ability to issue, preferred stock will provide flexibility in connection with possible financing or acquisition transactions in the future. The issuance of preferred stock, however, could adversely affect the voting power of holders of common stock and decrease the amount of any liquidation distribution to such holders. The presence of outstanding preferred stock could also have the effect of delaying, deterring or preventing a change in control of our Company.

As of March 12, 2019, we had 7,500 shares of our Series A preferred stock issued and outstanding, 68,997 shares of Series B preferred stock issued and outstanding, 1 share of our Series C Preferred Stock issued and outstanding, and 0 share of our Series D Preferred Stock issued and outstanding.

The 7,500 issued and outstanding shares of Series A Preferred Stock are convertible into shares of common stock at a rate of 20 common stock shares for each Series A Preferred Share. The 69,197 issued and outstanding shares of Series B Preferred Stock are convertible into shares of common stock at a rate of 200 common stock shares for each one Series B Preferred Share. Of the issued and outstanding shares of Series B Preferred Stock, 47,881 shares are owned by Lincoln Acquisition Corporation. If all of our Series A Preferred Stock and Series B Preferred Stock were converted into shares of common stock, the number of issued and outstanding shares of our common stock would increase to 13,949,400 shares.

We had six (6) issued and outstanding shares of Series D Preferred Stock that were convertible into shares of common stock at a rate of 125% of the conversion amount at a price that is the lower of 110% of the volume weighted average prices ("VWAP") of the common stock on the issuance date of the preferred stock, the VWAP of the common stock on the conversion date, or the VWAP of the common stock on the date prior to the conversion date. The shares of Series D Preferred Stock were convertible beginning six months from issuance date of the preferred stock.

On September 21, 2018, RedDiamond modified the agreement with the Company. RedDiamond and the Company agreed that the Preferred Shares were convertible into Common Stock (the "Conversion Shares") at the lower of the Fixed Conversion Price (\$.06) or at the VWAP which were defined as the average of the five (5) lowest closing prices during the 20 days prior to conversion; for the avoidance of doubt, RedDiamond did not waived its right to the 25% Conversion Premium as defined in the COD. The Company had the obligation to redeem 46,531 of the Preferred Shares (which represents 50% of the Preferred Shares Owned by RedDiamond) at 110% of the Stated Value of \$46,531 by making three equal payments of \$17,061 on October 15, 2018, November 15, 2018 and December 15, 2018. On January 10, 2019, RedDiamond converted the six shares of Series D Preferred Stock into common stock of the Company.

Options

We have not issued and do not have outstanding any options to purchase shares of our common stock.

Registration Rights

As of December 31, 2018, there are no other outstanding registration rights or similar agreements.

Convertible Securities

On April 15, 2015, the Company issued a convertible debenture with the principal amount of \$100,000 to HGT Capital, LLC ("HGT"), a non-related party. During the quarter ended June 30, 2015, the Company received the first \$50,000 in payment. The remaining \$50,000 payment would be made at the request of the borrower. No additional payments had been made as of September 30, 2018. On September 21, 2018, the Company entered into a modification agreement with HGT with respect to the convertible promissory note which has a balance of \$107,238. Pursuant to such modification agreement, all defaults were waived and it was agreed that such note will convert to common stock of the Company at a 25% discount to the market price rather than the default rate. HGT also agreed to certain sale restrictions which limit the amount of shares that they can sell in any month for the next three months. HGT also agreed to dismiss, with prejudice, the lawsuit with respect to the convertible debenture that it had filed against the company. On November 29, 2018, the HGT converted \$6,978 of the note into the Company's common stock.

On June 29, 2017, Iconic Holdings, LLC entered into a 10% Convertible Promissory Note with the Company in the principal amount of \$27,000. Upon the execution of this note, the sum of \$9,000 has been remitted and delivered to the Company. On August 14, 2017, Iconic Holdings, LLC remitted and delivered to the Company another \$9,000. The Company is only required to repay the amount funded and the Company is not required to repay any unfunded portion of this Note. As of March 31, 2018 the Company has received a total \$18,000 of the \$27,000 principal amount. On April 16, 2018, the note was fully converted into the Company's common stock.

The Company entered into a Line of Credit agreement (the “LOC”) with ViaOne. This LOC dated as of September 27, 2018 (the “Effective Date”), was entered into by and between the Company and ViaOne Services, LLC (“ViaOne”). The Company had an immediate need for additional capital and has asked ViaOne to make a new loan in an initial amount of \$25,000 on the Effective Date (the “New Loan”). The Company may need additional capital and ViaOne has agreed, pursuant to this LOC, to provide for additional advances, although ViaOne shall have no obligation to any additional loans. Any further New Loans shall be memorialized in a promissory note with substantially the same terms as the New Loan and shall be secured by all of the assets of the Company. On or before the Effective Date, the Company may request in writing to ViaOne that it loan the Company additional sums of up to \$250,000 and within five days of such request(s), ViaOne shall have the right, but no obligation, to make additional loans to the Company and the Company shall in turn immediately issue a note in the amount of such loan. In consideration for making the New Loan, the Company entered into a security agreement whereby ViaOne received a senior security interest in all of the assets of the Company.

Related Party Transactions

On or around April 7, 2016, Silver Linings Management LLC, which is owned by the Company’s CEO, David Dorwart, funded the Company in an amount of \$13,440 in the form of convertible debentures secured by certain high-powered gaming machines purchased from XIDAX. Such note bore an interest rate of 10% per annum payable in cash or kind at the option of the Company, matured on April 1, 2018, and was convertible into Series B Preferred shares at the option of the holder at any time as long as all or part of the convertible debentures was outstanding.

On November 30, 2016, ViaOne purchased a Secured Promissory Note (the “Note”) equal to a maximum initial principal amount of \$150,000 issued by the Company to ViaOne. As additional advances were made by ViaOne to the Company, the principal amount of the Note was increased to \$225,000 and \$363,000 by two amendments dated January 31, 2017 and March 1, 2017, respectively.

On May 5, 2017, ViaOne delivered a default notice to the Company pursuant to Section 6 of the Note Purchase Agreement but had subsequently extended the due date and had increased the funding up to One Million (\$1,000,000) dollars. After giving the Company a fifteen(15)-day notice period to cure the default under the Stock Pledge Agreement dated November 30, 2016 by and among the Company, CMG and ViaOne (the “Pledge Agreement”), ViaOne took possession of the Series C Stock, which was subject of the Pledge Agreement.

The Note as amended, included an unpaid amount of \$363,000, but was increased from time to time due to additional advances provided to the Company by ViaOne in the respective amounts of \$25,000 on May 2, 2017, \$25,000 on May 4, 2017, \$75,000 on May 31, 2017, and \$85,000 on June 30, 2017 (the “Additional Advances”). The Additional Advances increased the total unpaid balance to \$573,000 as of July 1, 2017.

Between July 1, 2017 and September 30, 2017, ViaOne provided additional funding in the form of a short-term loan of \$84,880 to be repaid no later than May 1, 2018 and the loan held its interest at the rate of 12% per annum.

As of December 31, 2017, ViaOne provided additional funding in accordance with the extension of the Note Purchase Agreement on an as-needed basis and would continue to provide funding until one million dollars has been exhausted. As of December 31, 2018, the total amount we owed to ViaOne was \$1,316,484.

On January 8, 2018, the Company executed the fourth amendment (the “Amendment”) the Note which was originally issued to ViaOne on November 30, 2016. The Amendment included a provision, whereby ViaOne would have the opportunity to convert all or part of the Note into common stock of the Company at the Conversion Rate as defined in the following formula:

$$\text{Conversion Rate} = \frac{\text{Conversion Amount} \times 125\%}{\text{Conversion Price}}$$

Conversion Amount means, with respect to the Note, the dollar amount of the Note that is being converted into shares of the Company's common stock. "Conversion Price" means, with respect to the Note, the lower of (i) \$0.05 per share; or (ii) the lower of the VWAP of the common stock on the Trading Day prior to the Conversion Date or the VWAP of the common stock on the Conversion Date, subject to change as set forth in the Amendment. The Note now effectively has the same terms as the Company's Series D Preferred Stock.

On September 27, 2018, the Company and ViaOne entered into a Line of Credit Agreement (the "LOC Agreement"), pursuant to which the Company issued a secured promissory note (the "Promissory Note") with the initial principal amount of \$25,000 to ViaOne in exchange for a loan of \$25,000 (the "Initial Loan Amount"). In accordance with this Agreement, the Company may request ViaOne to provide loans of up to \$250,000, including the Initial Loan Amount, and ViaOne has the right to decide whether it will honor such request. The Initial Loan Amount shall become due on September 30, 2019 (the "Maturity Date") and bears an interest rate of 8.0% per annum. The unpaid principal and interest of the Promissory Note after the Maturity Date shall accrue interest at a rate of 18.0% per annum. The principal amount of the Promissory Note may increase from time to time up to \$250,000 in accordance with the terms and conditions of the Agreement. In connection with the Agreement and Promissory Note, the Company and ViaOne executed a security agreement dated September 27, 2018 whereby the Company granted ViaOne a security interest in all of its assets, including without limitation cash, inventory, account receivables, real property and intellectual properties, to secure the repayment of the loans made pursuant to the LOC Agreement and Promissory Note.

The Company's Chairman and Chief Executive Officer is the Chairman of ViaOne.

Shares Eligible for Future Sale

As of March 12, 2019, we had 53,988,755 shares of our common stock issued and outstanding, a breakdown of which follows:

- 36,733,617 shares are freely tradable without restrictions (commonly referred to as the "public float")
- 17,255,138 shares are currently subject to the restrictions and sale limitations imposed by Rule 144.

From time to time, certain of our stockholders may be eligible to sell some or all of their restricted shares of our common stock by means of ordinary brokerage transactions in the open market pursuant to Rule 144, promulgated under the Securities Act, subject to certain volume restrictions and restrictions on the manner of sale. In general, pursuant to Rule 144, non-affiliate stockholders may sell freely after six months subject only to the current public information requirement. Affiliates may sell after six months subject to the Rule 144 volume, manner of sale, current public information and notice requirements.

The eventual availability for sale of substantial amounts of our common stock under Rule 144 could adversely affect prevailing market prices for our securities and cause you to lose most, if not all, of your investment in our business.

Transfer Agent

Our transfer agent is Action Stock Transfer Corp. with its principal address at 2469 East Fort Union Boulevard, Suite 214, Salt Lake City, Utah 84121. Its telephone number is (801) 274-1088. Its fax number is (801) 274-1099. Investors may reach our transfer agent at info@actionstocktransfer.com.

Recent Sales of Unregistered Securities

On January 8, 2018, Silver Linings Management, LLC converted 15,000 shares of the Company's Series B Preferred Stock into 3,000,000 shares of the Company's common stock.

On January 8, 2018, Britton & Associates converted 5,000 of the Company's Series B Preferred Shares into 1,000,000 shares of the Company's common stock.

On January 9, 2018, ViaOne converted \$200,000 of its convertible note into 8,333,333 shares of the Company's common stock.

On January 12, 2018, SSB Trading converted 10,000 of the Company's Series B Preferred Shares into 2,000,000 shares of the Company's common stock.

On January 12, 2018, CMG Holdings converted 5,605 of the Company's Series B Preferred Shares into 1,211,000 common shares of the Company.

On January 18, 2018, CMG Holdings converted 9,000 of the Company's Series B Preferred Shares into 1,800,000 shares of the Company's common stock.

On January 23, 2018, Iconic converted \$65,155 of its convertible note into 814,438 shares of the Company's common stock.

On January 26, 2018, Michael Tadin converted 5,000 of the Company's Series B Preferred Shares into 1,000,000 shares of the Company's common stock.

On February 9, 2018, Vik Grover converted 8,665 of the Company's Series B Preferred Shares into 1,733,000 shares of common stock of the Company.

On April 16, 2018, Iconic converted \$18,000 of a convertible note into 1,892,828 shares of the Company's common stock.

On April 13, 2018, RedDiamond Partners, Inc. ("RedDiamond") converted 5 shares of Series D Preferred Stock into 555,556 shares of the Company's common stock.

On April 17, 2018, RedDiamond converted 5 shares of Series D Preferred Stock into 609,756 shares of the Company's common stock.

On April 23, 2018, RedDiamond converted 5 shares of Series D Preferred Stock into 806,452 of the Company's common stock.

On May 9, 2018, RedDiamond converted 5 shares of Series D Preferred Stock into 1,020,408 of the Company's common stock.

On May 23, 2018, RedDiamond converted 5 shares of Series D Preferred Stock into 657,895 of the Company's common stock.

On June 19, 2018, RedDiamond converted 5 shares of Series D Preferred Stock into 1,234,756 of the Company's common stock.

On July 9, 2018, RedDiamond converted 5 shares of Series D Preferred Stock into 1,250,000 of the Company's common stock.

On July 24, 2018, RedDiamond converted 5 shares of Series D Preferred Stock into 1,467,391 of the Company's common stock.

On September 25, 2018, RedDiamond converted 6.50 shares of Series D Preferred Stock into 1,450,893 of the Company's common stock.

On October 16, 2018, RedDiamond converted 6.50 shares of Series D Preferred Stock into 1,377,119 of the Company's common stock.

On November 1, 2018, RedDiamond converted 6.34 shares of Series D Preferred Stock into 792,750 of the Company's common stock.

On November 6, 2018, Lincoln Acquisition converted 17,314 shares of Preferred B Stock into 3,462,800 of the Company's common stock.

On November 13, 2018, RedDiamond converted 6 shares of Series D Preferred Stock into 1,027,397 of the Company's common stock.

On November 29, 2018, RedDiamond converted 5 shares of Series D Preferred Stock into 961,538 of the Company's common stock.

On November 29, 2018, HGT converted \$6,978 of a convertible note into 1,655,594 shares of the Company's common stock.

On December 14, 2018, Lincoln Acquisition converted 20,000 shares of Preferred B Stock into 4,000,000 of the Company's common stock.

On December 21, 2018, RedDiamond converted 10 shares of Series D Preferred Stock into 1,811,594 of the Company's common stock.

Purchases of Equity Securities by the Issuer and Affiliated Purchases

During each month within the fourth quarter of the fiscal year ended December 31, 2018, neither we nor any "affiliated purchaser", as that term is defined in Rule 10b-18(a)(3) under the Exchange Act, repurchased any of our common stock or other securities.

ITEM 6. Selected Financial Data

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

ITEM 7. Management's Discussion and Analysis

Our auditors have issued a going concern opinion on the financial statements for the year ended December 31, 2018. This means that our auditors believe there is substantial doubt that we can continue as an ongoing business for the next twelve months from the date of issuance of these financial statements unless we obtain additional capital to pay our bills. This is because we have generated little revenue although revenue is anticipated to grow as we have completed the development of our website, sourced out suppliers for products to sell and sourced out customers to buy our products. Accordingly, we must raise cash from sources other than operations. Our only other source for cash at this time is investments by others in our company and the revenue we generate from the sales of our products. We must raise cash to continue our project and build our operations.

Plan of Operation – Milestones

We are at an early stage of our new business operations. Over the next twelve months, our primary target milestones include:

- 1 Continue to achieve substantial growth within our Minecraft division. This is a profitable cost center for us and we expect the continued growth of our existing server, good-gaming.com as well as the re-launch of our acquired servers minecade.com and olimpocraft.com which we expect will contribute substantially to our profitability. Additionally, we will look to expand this division into other avenues.
- 2 Launch an in-person gaming product. We expect to launch this product in the second quarter of 2018 and anticipate substantial growth by the end of 2019.
- 3 Continue to evaluate opportunities which have synergies to our existing business line.
- 4 Anticipate sustainable financial profitability in 2019.

Limited operating history and need for additional capital

There is limited historical financial information about us upon which to base an evaluation of our performance relating to our new business direction. We have generated little revenue. We cannot guarantee we will be successful in our business operations. Our business is subject to the risks inherent in the establishment of a new business enterprise, including limited capital resources and possible cost overruns due to price and cost increases in services and products.

Results of Operations

December 31, 2018 as compared to December 31, 2017

- **Working Capital**

	December 31, 2018	December 31, 2017
Current Assets	\$ 22,449	\$ 61,737
Current Liabilities	\$ 2,116,954	1,711,488
Working Capital (Deficit)	\$ (2,094,505)	\$ (1,649,751)

- **Operating Revenues**

We have generated \$109,575 in revenue in 2018 and \$38,090 in revenue in the fiscal year of 2017, which reflects an increase of \$71,485 or 100%.

- **Operating Expenses and Net Loss**

Operating expenses for the year ended December 31, 2018 were \$990,445 compared with \$988,225 for the year ended December 31, 2017. The increase of \$2,221 in operating expenses was attributed to an increase in depreciation and amortization of assets in 2017 and contract labor and professional fees for day to day operations.

During the year ended December 31, 2018, the Company recorded a net loss of \$991,693 compared with a net loss of \$1,379,647 for the year ended December 31, 2017. The decrease of \$387,954 in net loss was attributed to the change in value of the Company's derivative liabilities and gain on debt settlement.

- **Liquidity and Capital Resources**

As of December 31, 2018, the Company's cash balance consisted of \$12,449 compared to cash balance of \$61,037 as of December 31, 2017. The decrease in the cash balance was attributed to the financing that we received for day-to-day activities. As of December 31, 2018, the Company had \$501,302 in assets compared to total assets of \$821,897 as at December 31, 2017. The decrease in assets was attributable to the amortization of the assets purchased during the acquisition of Good Gaming, Inc.

As of December 31, 2018, the Company had total liabilities of \$2,116,954 compared with total liabilities of \$1,711,488 as of December 31, 2017. The increase in liabilities was attributable to increase in financing and in derivative liabilities.

As of December 31, 2018, the Company has a working capital deficit of \$2,094,505 compared with a working capital deficit of \$1,649,751 as of December 31, 2017 with the increase in the working capital deficit attributed to an increase in financing the Company received for day to day operating costs.

Cash flow from Operating Activities

During the year ended December 31, 2018, the Company used \$739,684 of cash for operating activities compared to the use of cash in an amount of \$797,107 for operating activities during the year ended December 31, 2017. The decrease of \$57,423 in the use of cash for operating activities was attributed to change in the Fair Value of Derivative Liabilities and Gain on debt settlement.

Cash flow from Investing Activities

During the years ended December 31, 2018, the Company had \$26,250 in cash used in investing activities compared to \$1,552 for the year ended December 31, 2017. The increase of \$24,698 was due to the Company purchasing MineCade, Olimpo, and HardCore servers.

Cash flow from Financing Activities

During the year ended December 31, 2018, the Company received \$739,684 of proceeds from financing activities compared to \$811,796 during the year ended December 31, 2017. The decrease of \$94,450 in proceeds from financing activities was due to the sale of preferred stock.

Going Concern

We have not attained profitable operations and are dependent upon obtaining financing to pursue any extensive acquisitions and activities. For these reasons, our auditors stated in their report on our audited financial statements that they have substantial doubt that we will be able to continue as a going concern for a period of one year from the issuance of these financial statements without further financing.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

Future Financings

We will continue to rely on equity sales of our preferred shares in order to continue to fund our business operations. Issuance of additional shares will result in dilution to existing stockholders.

There is no assurance that we will achieve any additional sales of the equity securities or arrange for debt or other financing to fund our operations and other activities.

Critical Accounting Policies

Our financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare our consolidated financial statements. Management's estimates are based on historical experience, on information from third party professionals, and on various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

Recently Issued Accounting Pronouncements

We have implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and we do not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and
Board of Directors of Good Gaming, Inc.

Opinion on the Financial Statements

We have audited the accompanying balance sheets of Good Gaming, Inc. (the "Company") as of December 31, 2018 and 2017, the related statements of operations, stockholders' deficit, and cash flows for each of the two years in the period ended December 31, 2018, and the related notes (collectively referred to as the "financial statements"). These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

Basis of Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's 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 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 standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to fraud or error. 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 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 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 financial statements. We believe that our audits provide a reasonable basis for our opinion.

Substantial Doubt About the Company's Ability to Continue as a Going Concern

As discussed in Note 1 to the financial statements, the Company's continuing operating losses, working capital deficiency and accumulated deficit raise substantial doubt about its ability to continue as a going concern for a period of one year from the issuance of the financial statements. Management's plans are also described in Note 1. The financial statements do not include adjustments that might result from the outcome of this uncertainty.

/s/ Boyle CPA, LLC

We have served as the Company's auditor since 2016

Bayville, NJ
April 1, 2019

Good Gaming, Inc.
Balance Sheets
(Expressed in U.S. Dollars)

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
ASSETS		
Current Assets		
Cash and Cash Equivalents	\$ 12,449	\$ 61,037
Prepaid expenses- related party	10,000	-
Due from Affiliate	-	700
Total Current Assets	<u>22,449</u>	<u>61,737</u>
Furniture and Equipment, Net	28,853	10,160
Gaming Software, Net	450,000	750,000
TOTAL ASSETS	<u>\$ 501,302</u>	<u>\$ 821,897</u>
LIABILITIES & STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts Payable and Accrued Expenses	\$ 111,973	\$ 105,544
Derivative Liability	574,797	570,643
Notes Payable- related party	13,440	13,440
Convertible Debentures, current	100,260	183,065
Notes Payable - ViaOne Services	1,316,484	838,796
Total Current Liabilities	<u>2,116,954</u>	<u>1,711,488</u>
Total Liabilities	<u>2,116,954</u>	<u>1,711,488</u>
Stockholders' Deficit		
Series A Preferred Stock		
Authorized: 2,000,000 Preferred Shares, With a Par Value of \$0.001 Per Share Issued and Outstanding: 7,500 Shares	8	8
Series B Preferred Stock		
Authorized: 249,999 Preferred Shares, With a Par Value of \$0.001 Per Share Issued and Outstanding: 69,197 and 164,781 Shares, respectively	69	165
Series C Preferred Stock		
Authorized: 1 Preferred Shares, With a Par Value of \$0.001 Per Share Issued and Outstanding: 1 and 1 Shares, respectively	1	1
Series D Preferred Stock		
Authorized: 350 Preferred Shares, With a Par Value of \$0.001 Per Share Issued and Outstanding: 6 and 105 Shares, respectively	1	1
Common Stock		
Authorized: 100,000,000 Common Shares, With a Par Value of \$0.001 Per Share Issued and Outstanding: 49,717,922 and 2,881,424 Shares, respectively	49,718	2,881
Additional Paid-In Capital	4,215,264	3,996,373
Accumulated Deficit	(5,880,713)	(4,889,020)
Total Stockholders' Deficit	<u>(1,615,652)</u>	<u>(889,591)</u>
TOTAL LIABILITIES & DEFICIT	<u>\$ 501,302</u>	<u>\$ 821,897</u>

The accompanying notes are an integral part of these financial statements

Good Gaming, Inc.
Statement of Operations
(Expressed in U.S Dollars)

	For the Years Ended December 31,	
	2018	2017
Revenues	\$ 109,575	\$ 38,090
Cost of Revenues	29,943	83,225
Gross Profit	79,632	(45,135)
Operating Expenses		
General & Administrative	110,323	150,250
Contract Labor	112,963	361,720
Payroll Expense	41,986	23,917
Depreciation and Amortization Expense	307,557	242,816
Professional Fees	417,616	209,522
Total Operating Expenses	990,445	988,225
Operating Loss	(910,813)	(1,033,360)
Other Income (Expense)		
Loss on Stock Conversion	\$ (75,395)	-
Gain in Debt Settlement	40,000	-
Interest Income	-	1,000
Interest Expense	(21,958)	(5,249)
Gain (Loss) on Change in Fair Value of Derivative Liability	(23,527)	(342,038)
Total Other Income (Loss)	(80,880)	(346,287)
Net Loss Before Discontinued Operations	(991,693)	(1,379,647)
Discontinued Operations	-	-
Net Loss	\$ (991,693)	\$ (1,379,647)
Net Loss Per Share, Basic and Diluted	\$ (0.01)	\$ (0.60)
Weighted Average Shares Outstanding	24,158,309	2,301,961

The accompanying notes are an integral part of these financial statements

Good Gaming, Inc.
Statements of Cash Flows
(Expressed in U.S Dollars)

	For the Years Ended December 31,	
	2018	2017
Operating Activities		
Net Loss From Continuing Operations	\$ (991,693)	\$ (1,379,647)
Adjustments To Reconcile Net Loss to		
Net Cash Used In Operating Activities- Continuing Operations		
Depreciation and Amortization	307,557	242,816
Gain on Debt Settlement	(40,000)	-
Change In Fair Value Of Derivative Liability	(23,527)	342,038
Changes in operating assets and liabilities		
Note Receivable	-	10,500
Due from Affiliate	700	(700)
Prepaid Expenses	(10,000)	-
Accounts Payable and Accrued Liabilities	17,279	(12,114)
Net Cash Provided By (Used in) Operating Activities- Continuing Operations	(739,684)	(797,107)
Net Cash Provided By (Used in) Operating Activities- Discontinued Operations	-	-
Investing Activities		
Purchase Of Equipment	(26,250)	(1,552)
Net Cash Provided By (Used in) Investing Activities	(26,250)	(1,552)
Financing Activities		
Proceeds From Convertible Debentures	-	18,000
Proceeds From Sale Of Preferred Stock Series D	105,000	105,000
Repayments of Preferred Stock Series D	(63,241)	-
Due To ViaOne Services	675,587	688,796
Net Cash Provided By (Used In) Financing Activities	717,346	811,796
Change in Cash and Cash Equivalents	(48,588)	13,137
Cash and Cash Equivalents, Beginning Of Year	61,037	47,900
Cash and Cash Equivalents, End Of Year	\$ 12,449	\$ 61,037
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ -	\$ -
Cash paid for taxes	\$ -	\$ -
Non-Cash Investing And Financing Activities		
Common Shares Issued for Conversion Of Debt	\$ 290,134	\$ 293,229
Conversion of Loan to ViaOneDebt Discount Due To Beneficial Conversion Feature	\$ -	\$ -
Shares Issued For Acquisition Of Software	\$ -	\$ -

The accompanying notes are an integral part of these financial statements

Good Gaming, Inc.
Statements of Stockholders' Deficit
(Expressed in U. S. Dollars)

	Preferred Stock								Common Stock		Additional		Total
	Series A		Series B		Series C		Series D		Shares	Amount	Paid-in Capital	Accumulated Deficit	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount					
Balance, December 31, 2016	7,500	\$ 8	161,529	\$ 162	1	\$ 1	-	\$ -	1,999,990	\$ 2,000	\$3,925,738	\$ (3,509,373)	\$ 418,536
Shares issued for conversion of debt	-	-	-	-	-	-	-	-	501,413	501	(33,986)	-	(33,485)
Conversion of common shares to preferred shares	-	-	500	1	-	-	-	-	(70,000)	(70)	69	-	-
Conversion of preferred shares to common shares	-	-	(2,248)	(3)	-	-	-	-	450,021	450	(447)	-	-
Issuance of Series B Shares	-	-	5,000	5	-	-	-	-	-	-	-	-	5
Issuance of Series D Shares	-	-	-	-	-	-	105	1	-	-	104,999	-	105,000
Net Loss for the year	-	-	-	-	-	-	-	-	-	-	-	(1,379,647)	(1,379,647)
Balance, December 31, 2017	7,500	\$ 8	164,781	\$ 165	1	\$ 1	105	\$ 1	2,881,424	2,881	3,996,373	(4,889,020)	(889,591)
Conversion of Series B preferred shares to common shares	-	-	(95,584)	(96)	-	-	-	-	19,116,800	19,117	(19,021)	-	-
Conversion of Series D preferred shares to Common Shares	-	-	-	-	-	-	(160)	(1)	15,023,505	15,024	(155,375)	-	(140,352)
Conversion of Series D preferred shares to Cash	-	-	-	-	-	-	(44)	-	-	-	-	-	-
Conversion of ViaOne Loan to Common Stocks	-	-	-	-	-	-	-	-	8,333,333	8,333	191,667	-	200,000
Conversion of Iconic Note 1 & 2	-	-	-	-	-	-	-	-	2,707,266	2,708	80,448	-	83,156
Conversion of HGT Convertible Note	-	-	-	-	-	-	-	-	1,655,594	1,655	16,173	-	\$ 17,828
Issuance of Series B Shares	-	-	-	-	-	-	-	-	-	-	-	-	-
Issuance of Series D Shares	-	-	-	-	-	-	105	1	-	-	104,999	-	105,000
Net loss for the year	-	-	-	-	-	-	-	-	-	-	-	(991,693)	(991,693)
Balance December 31, 2018	7,500	\$ 8	69,197	\$ 69	1	\$ 1	6	\$ 1	49,717,922	\$49,718	\$4,215,264	\$ (5,880,713)	\$(1,615,652)

The accompanying notes are an integral part of these financial statements

Good Gaming, Inc.
Notes to the Financial Statements
(expressed in U.S. dollars)

1. Nature of Operations and Continuance of Business

Good Gaming, Inc. (Formerly HDS International Corp.) (the “Company”) was incorporated on November 3, 2008 under the laws of the State of Nevada. The Company is a leading tournament gaming platform and online destination targeting over 250 million e-sports players and participants worldwide that want to compete at the high school or college level. A substantial portion of the Company’s activities has involved developing a business plan and establishing contacts and visibility in the marketplace and the Company has not generated any substantial revenue to date. Beginning in 2018, the Company began deriving revenue by providing transaction verification services within the digital currency networks of cryptocurrencies. However, on December 12, 2018, the Company discontinued such transaction verification services by dissolving Crypto Strategies Group, Inc., its wholly-owned subsidiary.

Going Concern

These financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has generated minimal revenues to date and has never paid any dividends and is unlikely to pay dividends or generate significant earnings in the immediate or foreseeable future. As of December 31, 2018, the Company had a working capital deficiency of \$2,094,505 and an accumulated deficit of \$5,880,713. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability to raise equity or debt financing, and the attainment of profitable operations from the Company’s future business. These factors raise substantial doubt regarding the Company’s ability to continue as a going concern for a period of one year from the issuance of these financial statements. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Reverse Stock Split

On February 17, 2017, the Board of Directors of the Company approved a reverse split of its common and preferred shares on a 1 for 1,000 basis. The Articles of Incorporation were amended decreasing the authorized common shares from 2,000,000,000 to 100,000,000 and decreasing the authorized preferred shares from 450,000,000 to 2,250,000. A special meeting of the Company’s shareholders was not required since written consent was obtained by the stockholders who held the majority of the outstanding voting stock. The Reverse Stock Split became effective on June 14, 2017.

All references in this Annual Report regarding the number of preferred and common shares, price per share and weighted average shares of common stock have been adjusted to reflect the Reverse Stock Split on a retroactive basis for all prior periods presented, unless otherwise noted, including reclassifying an amount equal to the reduction in par value of common and preferred stock to additional paid-in capital.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States 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 financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to the fair values of convertible debentures, derivative liability, stock-based compensation, and deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

Certain reclassifications have been made to prior-year amounts to conform to the current period presentation.

Cash Equivalents

The Company considers all highly liquid instruments with maturities of three months or less at the time of issuance to be cash equivalents. Amounts receivable from credit card processors are also considered cash equivalents because they are both short-term and highly liquid in nature.

Intangible Assets

Intangible assets are carried at the purchased cost less accumulated amortization. Amortization is computed over the estimated useful lives of the respective assets.

Impairment of Long-Lived Assets

Long-lived assets and certain identifiable intangible assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Determination of recoverability is based on an estimate of undiscounted future cash flows resulting from the use of the asset and its eventual disposition. Measurement of an impairment loss for long-lived assets and certain identifiable intangible assets that management expects to hold and use is based on the fair value of the asset. Long-lived assets and certain identifiable intangible assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell.

Beneficial Conversion Features

From time to time, the Company may issue convertible notes that may contain an embedded beneficial conversion feature. A beneficial conversion feature exists on the date a convertible note is issued when the fair value of the underlying common stock to which the note is convertible into is in excess of the remaining unallocated proceeds of the note after first considering the allocation of a portion of the note proceeds to the fair value of the warrants, if related warrants have been granted. The intrinsic value of the beneficial conversion feature is recorded as a debt discount with a corresponding amount to additional paid in capital. The debt discount is amortized to interest expense over the life of the note using the effective interest method.

Derivative Liability

From time to time, the Company may issue equity instruments that may contain an embedded derivative instrument which may result in a derivative liability. A derivative liability exists on the date the equity instrument is issued when there is a contingent exercise provision. The derivative liability is recorded at its fair value calculated by using an option pricing model. The fair value of the derivative liability is then calculated on each balance sheet date with the corresponding gains and losses recorded in the statement of operations.

Basic and Diluted Net Loss Per Share

The Company computes net loss per share in accordance with ASC 260, Earnings Per Share, which requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. At December 31, 2018 and December 31, 2017, the Company had 10,000,000 and 8,779,119 potentially dilutive shares from outstanding convertible debentures, respectively.

Income Taxes

Potential benefits of income tax losses are not recognized in the accounts until realization is more likely than not. Pursuant to ASC 740, the Company is required to compute tax asset benefits for net operating losses carried forward. The potential benefits of net operating losses have not been recognized in these financial statements because the Company cannot be assured it is more likely than not it will utilize the net operating losses carried forward in future years. Unrecognized tax positions, if ever recognized in the financial statements, are recorded in the statement of operations as part of the income tax provision. Our policy is to recognize interest and penalties accrued on uncertain tax positions, if any, as part of the income tax provision. The Company has no liability for uncertain tax positions. Unrecognized tax positions, if ever recognized in the financial statements, are recorded in the statement of operations as part of the income tax provision. The Company's policy is to recognize interest and penalties accrued on uncertain tax positions, if any, as part of the income tax provision. The Company has no liability for uncertain tax positions.

On December 22, 2017, tax reform legislation known as the Tax Cuts and Jobs Act (the "U.S. Tax Reform Act") was enacted in the United States. The U.S. Tax Reform Act, among other things, reduced the U.S. corporate income tax rate from 35% to 21% beginning in 2018. On December 22, 2017, the SEC staff issued Staff Accounting Bulletin No. 118 ("SAB 118"), which provides guidance on how to account for the effects of the U.S. Tax Reform Act under ASC 740.

Financial Instruments

ASC 820, "Fair Value Measurements" and ASC 825, Financial Instruments, requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. It establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument is categorized within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. It prioritizes the inputs into three levels that may be used to measure fair value:

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's balance sheet as at December 31, 2018 and 2017 as follows:

Description	Fair Value Measurements at December 31, 2018 Using Fair Value Hierarchy			
	Total	Level 1	Level 2	Level 3
Derivative liability	\$ 574,797	\$ -	\$ -	\$ 574,797
Total	\$ 574,797	\$ -	\$ -	\$ 574,797

Description	Fair Value Measurements at December 31, 2017 Using Fair Value Hierarchy			
	Total	Level 1	Level 2	Level 3
Derivative liability	\$ 570,643	\$ -	\$ -	\$ 570,643
Total	\$ 570,643	\$ -	\$ -	\$ 570,643

The carrying values of all of our other financial instruments, which include accounts payable and accrued liabilities, and amounts due to related parties approximate their current fair values because of their nature and respective maturity dates or durations.

Advertising Expenses

Advertising expenses are included in general and administrative expenses in the Statements of Operations and are expensed as incurred. The Company incurred \$55,838 in advertising and promotion expenses in the year ended December 31, 2018.

Revenue Recognition

The Company recognizes revenues when there is persuasive evidence of an arrangement, the product or service has been provided to the customer, the collection of our fees is reasonably assured and the amount of fees to be paid by the customer is fixed or determinable. Revenues primarily include revenues from microtransactions. Microtransaction revenues are derived from the sale of virtual goods to the Company's players. Proceeds from the sales of virtual goods directly are recognized as revenues when a player uses the virtual goods.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers, which was amended in 2015 and 2016. The new revenue recognition standard relates to revenue from contracts with customers and will supersede nearly all current U.S. GAAP guidance on this topic and eliminate industry-specific guidance.

The underlying principle is to use a five-step analysis of transactions to recognize revenue when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. The standard, as amended, is effective for annual periods beginning December 15, 2017. The Company adopted the ASI on January 1, 2018 and the adoption did not have a material impact on the Company's financial statements and related disclosures.

The Company has implemented all other new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

3. Other Assets

Furniture and fixtures consisted of the following:

	December 31,	
	2018	2017
Computers	\$ 39,226	\$ 14,992
Accumulated Depreciation	(10,373)	(4,832)
	\$ 28,853	\$ 10,160

Depreciation expense for the years ended December 31, 2018 and 2017 was \$7,557 and \$2,816, respectively.

On February 17, 2016, the Company acquired Good Gaming's assets including intellectual property, trademarks, software code, equipment and other from CMG Holdings Group, Inc. The Company valued the software purchased at \$1,200,000. The software has a useful life of 5 years. Amortization for the years ended December 31, 2018 and 2017 was \$300,000 and \$240,000, respectively. During the 4th Quarter of 2018, the Company assessed the useful life of the software and determined that remaining useful life was 1.25 years. As such, the Company prospectively is amortizing the Software through December 31, 2019. The software consisted of the following:

	December 31,	
	2018	2017
Software	\$ 1,200,000	\$ 1,200,000
Accumulated Amortization	(750,000)	(450,000)
	\$ 450,000	\$ 750,000

4. Debt

Convertible Debentures

On April 1, 2015, we entered into a transaction with Iconic whereby Iconic agreed to provide up to \$600,000 through a structured convertible promissory note (the "2015 Iconic Note"), with funds to be received in tranches. The note bears interest of 10% and was due April 1, 2016. The initial proceeds of \$40,000 was received on April 9, 2015, with \$30,000 remitted and delivered to us, \$4,000 retained by Iconic as an original issue discount, and \$6,000 retained by Iconic for legal expenses. On February 17, 2016 as part of a settlement between Iconic and the Company, the 2015 Iconic Note along with a remaining balance of \$8,300 from former JABRO-Asher notes were restructured to a principal amount of \$25,000 with a due date of June 18, 2017 and an interest rate of 0%. Iconic is subject to strict lock-up and leak-out provisions. Additionally, as part of the February 2016 settlement with Iconic, Iconic funded \$100,000 new debentures (the "\$100,000 Convertible Promissory Note") due August 2018 bearing 0% interest with the lender subject to strict lock-up and leak-out provisions. On June 27, 2017, Iconic's \$100,000 Convertible Promissory Note issued on February 18, 2016 was amended to reflect an amendment of the conversion price from \$.10 cents to \$.08 cents per share of common stock. On July 5, 2017, Iconic converted \$15,895 of its \$100,000 Convertible Promissory Note. On July 25, 2017, Iconic converted \$18,950 of its \$100,000 Convertible Promissory Note. On January 23, 2018, Iconic converted \$65,155 of its \$100,000 Convertible Promissory Note. Accordingly, the \$100,000 Convertible Promissory Note issued on February 18, 2016 was fully converted into 1,250,001 shares of the Company's common stock.

On April 15, 2015, the Company issued a convertible debenture with the principal amount of \$100,000 to HGT Capital, LLC (“HGT”), a non-related party. During the quarter ended June 30, 2015, the Company received the first \$50,000 in payment. The remaining \$50,000 payment would be made at the request of the borrower. No additional payments have been made as of September 30, 2018. Under the terms of the debentures, the amount was unsecured and was due on October 16, 2016. The note is currently in default and bears an interest of 22% per annum. It was convertible into shares of common stock any time after the maturity date at a conversion rate of 50% of the average of the five lowest closing bid prices of the Company’s common stock for the thirty trading days ending one trading day prior to the date the conversion notice was sent by the holder to the Company. On September 21, 2018, the Company entered into a modification agreement with HGT with respect to the convertible promissory note which has a balance of \$107,238. Pursuant to such modification agreement, all defaults were waived and it was agreed that such note will convert at a 25% discount to the market rather than the default rate. HGT also agreed to certain sale restrictions which limit the amount of shares that they can sell in any month for the next three months. HGT also agreed to dismiss, with prejudice, the lawsuit that it had filed against the Company.

On June 29, 2017, the Company issued to Iconic a 10% Convertible Promissory Note in the principal amount of \$27,000 (the “2017 Iconic Note”). Upon the execution of such Note, the sum of \$9,000 has been remitted and delivered to the Company. On August 14, 2017, Iconic remitted and delivered to the Company another \$9,000. The Company is only required to repay the amount funded and the Company is not required to repay any unfunded portion of the 2017 Iconic Note. As of March 31, 2018, the Company has received a total \$18,000 of the \$27,000 principal amount. On April 16, 2018, the note was fully converted.

As part of the asset purchase agreement between CMG Holdings Group, Inc. (“CMG Holdings”) and the Company, the Company issued SirenGPS a 0% convertible debenture of \$60,000 that matured in August 2018. The debenture is convertible into the Company’s common stock at a 20% discount to the 20-day moving average of the Company’s common stock after a period of seven months. The debt is subject to strict lock-up and leak-out provisions. SirenGPS has agreed to sell this security to the Company or to an investor of the Company’s choice at face value. Recently, ViaOne Services, LLC, a Texas Limited Liability Corporation (“ViaOne”) purchased this debenture from SirenGPS.

The Company entered into a line of credit agreement (“Line Of Credit”) with ViaOne. This Line of Credit dated as of September 27, 2018 (the “Effective Date”), was entered into by and between the Company and ViaOne. The Company had an immediate need for additional capital and has asked ViaOne to make a new loan(s) in an initial amount of \$25,000 on the Effective Date (the “New Loan”). The Company may need additional capital and ViaOne has agreed pursuant to this Line of Credit to provide for additional advances, although ViaOne shall have no obligation to make any additional loans. Any further New Loans shall be memorialized in a promissory note with substantially the same terms as the New Loan and shall be secured by all of the assets of the Company. On or before the Effective Date, the Company may request in writing to ViaOne that it loan the Company additional sums of up to \$250,000 and within five days of such request(s), ViaOne shall have the right, but not an obligation, to make additional loans to the Company and the Company shall in turn immediately issue a note in the amount of such loan. In consideration for making the New Loan, the Company entered into a security agreement whereby ViaOne received a senior security interest in all of the assets of the Company.

5. Derivative Liabilities

The following inputs and assumptions were used to value the convertible debentures outstanding during the years ended December 31, 2018 and December 31, 2017:

The projected annual volatility for each valuation period was based on the historic volatility of the Company of 381.8% and 431.5% at December 31, 2018 and 2017, respectively. The risk free rate was 2.45% and 1.81% at December 31, 2018 and 2017, respectively. The expected life was one year and the dividend yield was 0% for each year.

A summary of the activity of the derivative liability is shown below:

Balance, December, 2016	\$	228,605
Change in value		342,038
Balance, December 31, 2017		570,643
Change in value		4,154
Balance, December 31, 2018	\$	<u>574,797</u>

6. Common Stock

Equity Transactions for the Year Ended December 31, 2017:

On January 4, 2017, the Hillwinds Ocean Energy converted 70,000 shares of its common stock to 500 shares of Series B Preferred Stock.

On January 5, 2017, Iconic Holdings converted \$6,585 of convertible debt into 65,585 shares of the Company's common stock.

On July 5, 2017, Iconic Holdings converted \$15,895 of convertible debt into 198,688 shares of the Company's common stock.

On July 13, 2017, a shareholder converted 1,000 Series B Preferred Shares into 200,000 shares of the Company's common stock.

On July 25, 2017, Iconic Holdings converted \$18,950 of convertible debt into 236,875 shares of the Company's common stock.

On August 11, 2017, an investor converted 1,250 Series B Shares into 250,000 shares of the Company's common stock.

At December 31, 2017, the Company had 21,891,805 shares of common stock reserved for issuance relating to convertible debentures and Series D preferred stock.

Equity Transactions for the Year Ended December 31, 2018:

On January 8, 2018, Silver Linings Management, LLC converted 15,000 shares of the Company's Series B Preferred Stock into 3,000,000 shares of the Company's common stock.

On January 8, 2018, Britton & Associates converted 5,000 of the Company's Series B Preferred Shares into 1,000,000 shares of the Company's common stock.

On January 9, 2018, ViaOne converted \$200,000 of its convertible note into 8,333,333 shares of the Company's common stock.

On January 12, 2018, SSB Trading converted 10,000 of the Company's Series B Preferred Shares into 2,000,000 shares of the Company's common stock.

On January 12, 2018, CMG Holdings converted 5,605 of the Company's Series B Preferred Shares into 1,211,000 common shares of the Company.

On January 18, 2018, CMG Holdings converted 9,000 of the Company's Series B Preferred Shares into 1,800,000 shares of the Company's common stock.

On January 23, 2018, Iconic converted \$65,155 of its convertible note into 814,438 shares of the Company's common stock.

On January 26, 2018, Michael Tadin converted 5,000 of the Company's Series B Preferred Shares into 1,000,000 shares of the Company's common stock.

On February 9, 2018, Vik Grover converted 8,665 of the Company's Series B Preferred Shares into 1,733,000 shares of common stock of the Company.

On April 16, 2018, Iconic converted \$18,000 of a convertible note into 1,892,828 shares of the Company's common stock.

On April 13, 2018, RedDiamond Partners, Inc. ("RedDiamond") converted 5 shares of Series D Preferred Stock into 555,556 shares of the Company's common stock.

On April 17, 2018, RedDiamond converted 5 shares of Series D Preferred Stock into 609,756 shares of the Company's common stock.

On April 23, 2018, RedDiamond converted 5 shares of Series D Preferred Stock into 806,452 of the Company's common stock.

On May 9, 2018, RedDiamond converted 5 shares of Series D Preferred Stock into 1,020,408 of the Company's common stock.

On May 23, 2018, RedDiamond converted 5 shares of Series D Preferred Stock into 657,895 of the Company's common stock.

On June 19, 2018, RedDiamond converted 5 shares of Series D Preferred Stock into 1,234,756 of the Company's common stock.

On July 9, 2018, RedDiamond converted 5 shares of Series D Preferred Stock into 1,250,000 of the Company's common stock.

On July 24, 2018, RedDiamond converted 5 shares of Series D Preferred Stock into 1,467,391 of the Company's common stock.

On September 25, 2018, RedDiamond converted 6.50 shares of Series D Preferred Stock into 1,450,893 of the Company's common stock.

On October 16, 2018, RedDiamond converted 6.50 shares of Series D Preferred Stock into 1,377,119 of the Company's common stock.

On November 1, 2018, RedDiamond converted 6.34 shares of Series D Preferred Stock into 792,750 of the Company's common stock.

On November 6, 2018, Lincoln Acquisition converted 17,314 shares of Preferred B Stock into 3,462,800 of the Company's common stock.

On November 13, 2018, RedDiamond converted 6 shares of Series D Preferred Stock into 1,027,397 of the Company's common stock.

On November 29, 2018, RedDiamond converted 5 shares of Series D Preferred Stock into 961,538 of the Company's common stock.

On November 29, 2018, HGT converted \$6,978 of a convertible note into 1,655,594 shares of the Company's common stock.

On December 14, 2018, Lincoln Acquisition converted 20,000 shares of Preferred B Stock into 4,000,000 of the Company's common stock.

On December 21, 2018, RedDiamond converted 10 shares of Series D Preferred Stock into 1,811,594 of the Company's common stock.

7. Preferred Stock

Our Articles of Incorporation authorize us to issue up to 2,250,350 shares of preferred stock, \$0.001 par value. Of the 2,250,000 authorized shares of preferred stock, the total number of shares of Series A Preferred Shares the Corporation shall have the authority to issue is Two Hundred Forty Nine thousand Nine Hundred Ninety Nine (249,999), with a stated par value of \$0.001 per share, the total number of shares of Series B Preferred Shares the Corporation shall have the authority to issue is Two Million (2,000,000), with a stated par value of \$0.001 per share and the total number of shares of Series C Preferred Shares the Corporation shall have the authority to issue is One (1), with a stated par value of \$0.001 per share. Our Board of Directors is authorized, without further action by the shareholders, to issue shares of preferred stock and to fix the designations, number, rights, preferences, privileges and restrictions thereof, including dividend rights, conversion rights, voting rights, terms of redemption, liquidation preferences and sinking fund terms. We believe that the Board of Directors' power to set the terms of, and our ability to issue, preferred stock will provide flexibility in connection with possible financing or acquisition transactions in the future. The issuance of preferred stock, however, could adversely affect the voting power of holders of common stock and decrease the amount of any liquidation distribution to such holders. The presence of outstanding preferred stock could also have the effect of delaying, deterring or preventing a change in control of our company.

As of December 31, 2018, we had 7,500 shares of our Series A preferred stock issued and outstanding. As of December 31, 2018, we had 69,197 shares of Series B preferred stock issued and outstanding. As of December 31, 2018, we had 1 shares of Series C Preferred Stock issued and outstanding. At December 31, 2018, we had 6 Share of Series D Preferred Stock issued and outstanding.

The 7,500 issued and outstanding shares of Series A Preferred Stock are convertible into shares of common stock at a rate of 20 common shares for each Series A Preferred Share. The 69,197 issued and outstanding shares of Series B Preferred Stock are convertible into shares of common stock at a rate of 200 common shares for each Series B Preferred Share. If all of our Series A Preferred Stock and Series B Preferred Stock are converted into shares of common stock, the number of issued and outstanding shares of our common stock will increase by 13,989,400 shares.

The 1 issued and outstanding shares of Series C Preferred Stock has voting rights equivalent to 51% of all shares entitled to vote and is held by ViaOne Services LLC, a Company controlled by our CEO.

The 6 issued and outstanding shares of Series D Preferred Stock as of December 31, 2018 are convertible into shares of common stock at a rate of 125% of the conversion amount at a price that is the lower of 110% of the volume weighted average price ("VWAP") of the common stock on the closing date, the VWAP of the common stock on the conversion date or the VWAP of the common stock on the date prior to the conversion date. Series D Preferred Stock is convertible beginning 6 months from the issue date. On September 21, 2018, RedDiamond modified the agreement with the Company. RedDiamond and the Company agreed that the Preferred Shares shall convert into Common Stock (the "Conversion Shares") at the lower of the Fixed Conversion Price (\$.06) or at the VWAP which shall be defined as the average of the five (5) lowest closing prices during the 20 days prior to conversion; for the avoidance of doubt, RedDiamond has not waived its right to the 25% Conversion Premium as defined in the COD. The Company shall have the obligation to redeem 46,531 of the Preferred Shares (which represents 50% of the Preferred Shares owned by RedDiamond) at 110% of the Stated Value of \$46,531 by making three equal payments of \$17,061 on October 15, 2018, November 15, 2018 and December 15, 2018. On December 31, 2018, The Company had 6 shares of Preferred Stocks.

The Series A, Series B, Series C and Series D have a liquidation preference to the common shareholders.

8. Warrant

In connection with the \$100,000 convertible debenture issued to HGT, the Company issued HGT a warrant to purchase 100,000 shares of the Company's common stock at \$1.00 per share. This warrant was not exercised as of December 31, 2018, is exercisable through April 15, 2020 and had a remaining life of 1.29 years as of December 31, 2018. The intrinsic value of the warrant at December 31, 2018 was zero as the exercise price exceeded the closing stock price.

9. Related Party Transactions

On or around April 7, 2016, Silver Linings Management, LLC funded the Company \$13,440 in the form of convertible debentures secured by certain high-powered gaming machines purchased from XIDAX. Such note bears interest at a rate of 10% per annum payable in cash or kind at the option of the Company matures on April 1, 2018, and is convertible into Series B Preferred shares at the option of the holder at any time. On January 08, 2019, Silver Linings Management converted their Series B Preferred share stocks into Common Stocks.

On November 30, 2016, ViaOne purchased a Secured Promissory Note equal to a maximum initial principal amount of \$150,000 issued by the Company to ViaOne. As additional advances were made by ViaOne to the Company, the principal amount of the Note was increased to \$225,000 and \$363,000 by amendments dated January 31, 2017 and March 1, 2017, respectively.

On May 5, 2017, ViaOne delivered a default notice to the Company pursuant to Section 6 of the Note Purchase Agreement but has subsequently extended the due date and has increased the funding up to One Million (\$1,000,000) dollars. After giving the Company a fifteen (15) day notice period to cure the default under the Stock Pledge Agreement, dated November 30, 2016, entered by and among the Company, CMG and ViaOne ("Pledge Agreement"), ViaOne took possession of the Series C Stock, which was subject of the Pledge Agreement.

The Secured Promissory Note as amended increased from time to time due to additional advances provided to the Company by ViaOne.

On September 1, 2017, the Company executed an amended Employee Services Agreement with ViaOne which stipulated that ViaOne would continue providing to the Company services relating to the Company's human resources, marketing, advertising, accounting and financing for a monthly management fee of \$25,000. This agreement was amended on January 1, 2018 to continue until December 31, 2018. The accrued monthly management fees, \$100,000 at December 31, 2017, are convertible by ViaOne into the Company's common stock at a rate of 125% of the accrued fees at a conversion price of (i) \$0.05 per share; or (ii) the volume weighted adjusted price ("VWAP") of the common stock on the 14th day of each month if the 14th of that month is a trading day. In the event the 14th day of a month falls on a Saturday, Sunday, or a trading holiday, the VWAP of the Common Stock will be valued on the last trading day before the 14th day of the month.

On September 27, 2018, the Company and ViaOne, entered into a Line of Credit Agreement (the "LOC Agreement"), pursuant to which the Company issued a secured promissory note with the initial principal amount of \$25,000 to ViaOne in exchange for a loan of \$25,000 (the "Initial Loan Amount"). In accordance with this Agreement, the Company may request ViaOne to provide loans of up to \$250,000, including the Initial Loan Amount, and ViaOne has the right to decide whether it will honor such request. The Initial Loan Amount shall become due on September 30, 2019 (the "Maturity Date") and bears an interest rate of 8.0% per annum. The unpaid principal and interest of the Promissory Note after the Maturity Date shall accrue interest at a rate of 18.0% per annum. The principal amount of the Promissory Note may increase from time to time up to \$250,000 in accordance with the terms and conditions of the Agreement. In connection with the Agreement and Promissory Note, the Company and ViaOne executed a security agreement dated September 27, 2018 whereby the Company granted ViaOne a security interest in all of its assets, including without limitation cash, inventory, account receivables, real property and intellectual properties, to secure the repayment of the loans made pursuant to the Agreement and Promissory Note.

At December 31, 2018, the total amount owed to ViaOne was \$1,316,484.

The Company's Chairman and Chief Executive Officer is the Chairman of ViaOne.

The prepaid expenses are an insurance policy purchased from a related Company.

10. Income Taxes

The Company has a net operating loss carried forward of \$573,775 available to offset taxable income in future years which commence expiring in fiscal 2030.

The U.S. Tax Reform Act amends the Internal Revenue Code to reduce tax rates and modify policies, credits, and deductions for individuals and business. For businesses, the Act reduces the corporate tax rate from a maximum of 35% to a flat 21% rate. The rate reduction is effective on January 1, 2018. As a result of the rate reduction, the Company has reduced the deferred tax asset balance as of December 31, 2017 by \$80,329. As a result of the full valuation allowance on the net deferred tax assets, there was a corresponding adjustment to the valuation allowance for this same amount. Therefore, there is no impact on the Company's 2017 earnings for the law change. In accordance with SAB 118, the Company has determined that there is no deferred tax benefit or expense with respect to the re-measurement of certain deferred tax assets and liabilities due to the full valuation allowance against net deferred tax assets. Additional analysis of the law and the impact to the Company will be performed and any impact will be recorded in the respective quarter in 2018, if applicable

The significant components of deferred income tax assets and liabilities at December 31, 2018 and 2017 are as follows:

	2018	2017
Net Operating Loss Carryforward	\$ 2,598,828	\$ 1,607,135
Valuation allowance	(2,598,828)	(1,607,135)
Net Deferred Tax Asset	\$ -	\$ -

The income tax benefit has been computed by applying the weighted average income tax rates of Canada (federal and provincial statutory rates) and of the United States (federal and state rates) of 21% and 35%, respectively, to a net loss before income taxes calculated for each jurisdiction. The tax effects of significant temporary differences, which comprise future tax assets and liabilities, are as follows:

	2018	2017
Income tax recovery at statutory rate	\$ 217,006	\$ 217,006
U.S. Tax Reform Act	(80,329)	(80,329)
Valuation allowance change	(136,677)	(136,677)
Provision for income taxes	\$ -	\$ -

11. Commitments and Contingencies

HGT had filed a lawsuit against the Company, claiming breach of contract due to a default on a \$50,000 junior loan made by HGT to HDS International Corp., our predecessor, in 2015. The Company retained counsel to represent it on this matter and responded with affirmative defenses in the Supreme Court of New York. Oral argument on HGT's motion for summary judgment was held on May 31, 2018. The Court reserved the decision. On September 21, 2018, the Company entered into a modification agreement with HGT with respect to the convertible promissory note which has a balance of \$107,238. Pursuant to such modification agreement, all defaults were waived and it was agreed that such note will convert at a 25% discount to the market rather than the default rate. HGT also agreed to certain sale prohibitions which limit the amount of shares that they can sell in any month for the next three months. As a result of the modification agreement, HGT withdrew, with prejudice, the lawsuit that it had filed against the Company.

12. Acquisition and Discontinued Operations

On March 21, 2018, the Company announced the acquisition of Crypto Strategies Group, Inc. for consideration of \$500. The Company intended to diversify its business and enter into the cryptocurrency market through such acquisition. As the acquisition was between entities under common control with the Company, the assets and liabilities were recorded at their carrying amount on the date of transfer. On the date of transfer, Crypto Strategies Group, Inc. had no assets or liabilities.

On December 12, 2018, the Company dissolved Crypto Strategies Group, Inc. and the net liabilities were assumed by a related party. The following summarizes the operations of Crypto Strategies Group, Inc.

	December 31,	
	2018	2017
Revenues	\$ 28,261	\$ -
Operating Expenses	44,819	-
Loss from Operations of Discontinued Operations	(16,558)	-
Gain on Disposal	16,558	-
Loss from Discontinued Operations	\$ -	\$ -

13. Subsequent Events

On January 2, 2019, Lincoln Acquisition converted 200 shares of Preferred B Stock into 3,750,000 of the Company's common stock.

On January 9, 2019, RedDiamond converted its remaining six (6) shares of Series D Preferred Stock into 520,833 shares of common stock.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934 (the “Exchange Act”), that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’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.

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2018. Based on the evaluation of these disclosure controls and procedures, and in light of the material weaknesses found in our internal controls over financial reporting, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective until December 31, 2018.

We believe we have applied procedures and processes as necessary to ensure the reliability of our financial reporting regarding this annual report. Accordingly, the Company believes, based on its knowledge, that: (i) this annual 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 they were made, not misleading with respect to the period covered by this report; and (ii) the financial statements, and other financial information included in this annual report, fairly present in all material respects our financial condition, results of operations and cash flows as of and for the periods presented in this annual report.

Management’s Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f). The Company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, the Company conducted an evaluation of the effectiveness of the Company’s internal control over financial reporting as of December 31, 2018 using the criteria established in “*Internal Control - Integrated Framework (2013)*” issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”).

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. In its assessment of the effectiveness of internal control over financial reporting as of December 31, 2018, the Company determined that there were control deficiencies that constituted material weaknesses, as described below.

1. *We do not have an Audit Committee* – While not being legally obligated to have an audit committee, it is the management's view that such a committee, including a financial expert member, is the important entity-level control over the Company's financial statements. Currently, the Board of Directors acts in the capacity of the Audit Committee and does not include a member that is considered to be independent of management to provide the necessary oversight over management's activities.
2. *We did not maintain appropriate cash controls* – Until June 30, 2017, we did not maintain sufficient internal controls over financial reporting for the cash process, including failure to segregate cash handling and accounting functions, and did not require dual signature on our bank accounts. From June 30, 2017 through December 31, 2018, due to the change in corporate officers and board of directors, we have implemented appropriate cash controls and enforced separation of accounting functions to appropriately maintain cash controls.
3. *We implemented appropriate information technology controls* – As of December 31, 2018, we retain copies of all financial data and material agreements. There is a formal procedure or evidence of normal backup of our data or off-site storage of the data in the event of theft, misplacement, or loss due to unmitigated factors.

Accordingly, we have concluded that these control deficiencies resulted in a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis by the Company's internal controls.

As a result of the material weaknesses described above, we did not maintain effective internal control over financial reporting as of December 31, 2018 based on criteria established in Internal Control—Integrated Framework (2013) issued by COSO.

Continuing Remediation Efforts to address deficiencies in Company's Internal Control over Financial Reporting

The Company has engaged in a business of merit and has sufficient personnel available. Our Board of Directors, in particular, has established the following remediation measures in connection with the aforementioned deficiencies:

1. Our Board of Directors has nominated a financial expert on our Board of Directors.
2. We have appointed additional personnel to assist with the preparation of our monthly financial reporting, which includes preparation of the monthly bank reconciliations.

Changes in Internal Control over Financial Reporting

There are no recent changes in internal controls.

ITEM 9B. OTHER INFORMATION DATA

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Our directors shall serve on the Board of Directors until their successors are elected and qualified. Our officers are appointed by our Board of Directors. The following table provides the names, positions and ages of our directors and officers:

Name	Age	Position
David Dorwart	59	CEO, Director
Domenic Fontana	37	CFO, Director
Jordan Axt	37	CMO, Director
Eric Brown	47	COO, Director

We have no knowledge of any arrangements, including any pledge by any person of our securities, the operation of which may at a subsequent date result in a change in our control. We are not, to the best of our knowledge, directly or indirectly owned or controlled by another corporation or foreign government.

David Dorwart, CEO and Director

David Dorwart from January 2011 to the present, is the Chairman of the Board of Assist Wireless, a company based in Fort Worth, Texas that is leading provider of lifeline phone service for individuals and families who qualify for government assistance. They are one of the fastest growing wireless providers in the telecommunications industry targeting the unbanked/underbanked and credit-challenged consumer demographic. In addition, Mr. Dorwart, since 2010, is the President and CEO of Acacia Energy, LLC. A provider of electric service to Customers in the Texas deregulated areas. Acacia Energy provides services to both the residential and small commercial businesses. Also since 2010, David Dorwart has been the CEO of PayGo Distributors, LLC, a distribution company with over 100 Independent Sales Organizations under their management. PayGO focuses on distributing prepaid Electric, Home Phone and Wireless Services to residential Customers within the United States. Since 2009, he has been the CEO of Britton & Associates, a full-service Construction Consulting Firm. They specialize in the resolution of construction claims and construction disputes throughout the United States. From 1999 to 2009, he was the Founder, President & CEO of dPi Teleconnect/dPi Energy, LLC. He graduated from University of Delaware with a B.S. in Business.

Domenic Fontana, CFO and Director

Domenic Fontana is currently Sr. Vice President of ViaOne Services and a new board member. He is an experienced CPA and financial executive who has worked in progressively more advanced executive roles throughout his career. Having worked at Verizon, Ebay and now ViaOne Services over the last 13 years, he has developed intimate and extensive knowledge of executive level management and the telecommunications industry. He has worked in all aspects of Finance, Accounting, Treasury, and Operations.

Jordan Majkszak Axt, CMO and Director

Jordan Majkszak Axt, a new board member, is a results-producing marketing professional with over 14 years of experience successfully developing marketing and branding strategies. He has been consistently noted by executives, colleagues, and journalists for his specific expertise in bringing products and services online with a comprehensive digital go-to-market strategy. He has previously held executive level positions as Director of Marketing for ProfitPoint Inc. and Clutch Holdings LLC. He is currently Sr. Director of Marketing of ViaOne Services where he develops all marketing and customer acquisition strategies for 14 consumer facing brands.

Eric Brown, COO and Director

Eric Brown, Chief Operating Officer of Good Gaming, Inc., was appointed to this role last fall. He brings extensive management experience at various positions in several startup companies in the loyalty rewards and retail electricity space, most recently serving as President of Utility Rewards, LLC. Previously, he worked in investment banking for First Union Capital, Bank of America and River Capital.

Involvement in Certain Legal Proceedings

During the past ten years, David Dorwart, Domenic Fontana, Jordan Majkszak Axt, and Eric Brown have not been the subject of the following events:

A petition under the Federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;

Convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

The subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities;

Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

Engaging in any type of business practice; or

Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

The subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph 3.i in the preceding paragraph or to be associated with persons engaged in any such activity;

Was found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

Was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

Was the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

Any Federal or State securities or commodities law or regulation; or

Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order, or

Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

Was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Audit Committee and Financial Expert

We do not have an audit committee. We have nominated a financial expert.

Audit Committee

We do not have a separately designated audit committee. Accordingly, our board of directors is deemed our audit committee as provided for under the Sarbanes-Oxley Act of 2002.

Code of Ethics

We have adopted a corporate code of ethics. We believe our code of ethics is reasonably designed to deter wrongdoing and promote honest and ethical conduct; provide full, fair, accurate, timely and understandable disclosure in public reports; comply with applicable laws; ensure prompt internal reporting of code violations; and provide accountability for adherence to the code.

Section 16(a) of the Securities Exchange Act of 1934

Section 16(a) of the Securities Exchange Act of 1934 requires our executive officers and directors, and persons who beneficially own more than 10% of our equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and greater than 10% shareholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file. Based on our review of the copies of such forms we received, we believe that during the fiscal year ended December 31, 2017, we have not complied with such filing requirements applicable to our officers and directors. We plan to comply with such filing requirements in the future.

Director Independence

We do not have any independent director.

Family Relationships

There are no family relationships between any of the officers, directors, or consultants.

Conflicts of Interest

Our officers and directors are also officers/directors of ViaOne Services and therefore, will devote time to projects that do not involve us.

Compensation of Directors

The members of our Board of Directors are not compensated for their services as directors. The Board has not implemented a plan to award options to any directors. There are no contractual arrangements with any member of the Board of Directors. We have no director service contracts. We do not currently have any long-term incentive plans that provide compensation intended to serve as incentive for performance.

Indemnification

Under our Articles of Incorporation and Bylaws of the corporation, we may indemnify an officer or director who is made a party to any proceeding, including a lawsuit, because of his position, if he acted in good faith and in a manner, he reasonably believed to be in our best interest. We may advance expenses incurred in defending a proceeding. To the extent that the officer or director is successful on the merits in a proceeding as to which he is to be indemnified, we must indemnify him against all expenses incurred, including attorney's fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or director is judged liable, only by a court order. The indemnification is intended to be to the fullest extent permitted by the laws of the State of Nevada.

Regarding indemnification for liabilities arising under the Securities Act of 1933, which may be permitted to directors or officers under Nevada law, we are informed that, in the opinion of the Securities and Exchange Commission, indemnification is against public policy, as expressed in the Act and is, therefore, unenforceable.

We are not categorized as a "shell company" as that term is defined in Reg. 405 of the Act. A "shell company" is a corporation with no or nominal assets or its assets consist solely of cash, and no or nominal operations.

ITEM 11 EXECUTIVE COMPENSATION

The following tables set forth, for each of the last two completed fiscal years of us, the total compensation awarded to, earned by or paid to any person who was a principal executive officer during the preceding fiscal year and every other highest compensated executive officers earning more than \$100,000 during the last fiscal year (together, the "Named Executive Officers"). The tables set forth below reflect the compensation of the Named Executive Officers.

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
David Dorwart	2017	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2018	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Domenic Fontana	2017	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2018	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Eric Brown	2017	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2018	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Jordan Axt	2017	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
	2018	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-

Narrative Disclosure to Summary Compensation Table

Other than set out below, there are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers. Our directors and executive officers may receive share options at the discretion of our board of directors in the future. We do not have any material bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers, except that share options may be granted at the discretion of our board of directors.

Stock Option Plan

On April 30, 2018, the holder of one (1) share of Series C Preferred Stock of the Company that entitles such holder to vote a majority of the issued and outstanding voting securities of the Company's approved by written consent that the Company adopts the 2018 Stock Incentive Plan (the "2018 Plan") under which the Board may decide at its sole discretion to grant equity awards to certain employees and consultants as set forth in the 2018 Plan. The description of the 2018 Plan does not purport to be complete and is incorporated herein by reference to a current report on form 8-k filed with the Securities and Exchange Commission on May 4, 2018.

Grants of Plan-Based Awards

There were no plan-based awards outstanding as of December 31, 2018.

Outstanding Equity Awards at Fiscal Year End

The following table summarizes outstanding unexercised options, unvested stocks and equity incentive plan awards held by each of our named executive officers, as of December 31, 2018:

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

Name	OPTION AWARDS					STOCK AWARDS				
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Options Exercise Prices (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Been Issued (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Been Issued (\$)	
David Dorwart	0	0	0	-	-	-	-	0	\$ 0	
Domenic Fontana	0	0	0	-	-	-	-	0	\$ 0	
Eric Brown	0	0	0	-	-	-	-	0	\$ 0	
Jordan Axt	0	0	0	-	-	-	-	0	\$ 0	

Compensation of Directors

We do not have any agreements for compensating our directors for their services in their capacity as directors as of December 31, 2018.

Pension, Retirement or Similar Benefit Plans

There are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers. We have no material bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers, except that stock options may be granted at the discretion of the board of directors or a committee thereof. (please advise)

Employment Contracts

As of December 31, 2018, we did not have any employment contracts outstanding.

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

Beneficial Owners

The following table sets forth certain information regarding beneficial ownership of our common stock as of March 25, 2019 (i) each person (or group of affiliated persons) who is known by us to own more than five percent (5%) of the outstanding shares of our common stock, (ii) each director, executive officer and director nominee, and (iii) all of our directors, executive officers and director nominees as a group.

Beneficial ownership is determined in accordance with SEC rules and generally includes voting or investment power with respect to securities. For purposes of this table, a person or group of persons is deemed to have “beneficial ownership” of any shares of common stock that such person has the right to acquire within 60 days of the date of the respective table. For purposes of computing the percentage of outstanding shares of our common stock held by each person or group of persons named above, any shares that such person or persons has the right to acquire within 60 days of the date of the respective table is deemed to be outstanding for such person, but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. The inclusion herein of any shares listed as beneficially owned does not constitute an admission of beneficial ownership.

Unless otherwise noted, the business address of each beneficial owner listed is 415 McFarlan Road, Suite 108, Kennett Square, PA 19348. Except as otherwise indicated, the persons listed below have the sole voting and investment power with respect to all shares of our common stock owned by them, except to the extent that power may be shared with a spouse.

As of March 12, 2019, we had 53,988,755 shares of common stock issued and outstanding.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
David Dorwart(1)	3,869,167	7.17%
Domenic Fontana	0	-
Eric Brown	0	-
Jordan Majkszak Axt	294	*
All officers and directors as a group (four persons)	3,869,461	7.17%

(1) Held through ViaOne, SilverLinings Management, and Britton Associates in the respective amounts of 1,369,167, 1,500,000 and 1,000,000 shares.

ITEM 13 CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

ViaOne, SilverLinings Management, and CMG Holdings each own more than 5% of the company's stock. The shares owned by ViaOne and SilverLinings Management are deemed to be beneficially owned by our CEO, David Dorwart. No other companies, directors or executive officers, nor any person who owned of record or was known to own beneficially more than 5% of our outstanding shares of common stock, nor any associate or affiliate of such persons or companies, have any material interest, direct or indirect, in any transaction that has occurred during the past fiscal year, or in any proposed transaction, which has materially affected or will affect us.

With regard to any future related party transaction, we plan to fully disclose any and all related party transactions in the following manner:

- Disclosing such transactions in reports where required;
- Disclosing in any and all filings with the SEC, where required;
- Obtaining disinterested directors consent; and
- Obtaining shareholder consent where required.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

(1) Audit and Audit Related Fees

The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for our audit of annual financial statements and review of financial statements included our Form 10-Qs or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years was:

FISCAL YEAR ENDED DECEMBER 31,	AMOUNT	PRINCIPAL ACCOUNTING FIRM
2018	\$ 10,000	BOYLE CPA, LLC
2017	\$ 10,000	BOYLE CPA, LLC

(2) Tax Fees

The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning was:

FISCAL YEAR ENDED DECEMBER 31,	AMOUNT	PRINCIPAL ACCOUNTING FIRM
2018	\$ -	BOYLE CPA, LLC
2017	\$ -	BOYLE CPA, LLC

(3) All Other Fees

The aggregate fees billed in each of the last two fiscal years for the products and services provided by the principal accountant, other than the services reported in paragraphs (1), (2), and (3) was:

FISCAL YEAR ENDED DECEMBER 31,	AMOUNT	PRINCIPAL ACCOUNTING FIRM
2018	\$ -	BOYLE CPA, LLC
2017	\$ -	BOYLE CPA, LLC

- (4) Our audit committee’s pre-approval policies and procedures described in paragraph (c)(7)(i) of Rule 2-01 of Regulation S-X were that the audit committee pre-approved all accounting related activities prior to the performance of any services by any accountant or auditor.
- (5) The percentage of hours expended on the principal accountant’s engagement to audit our financial statements for the most recent fiscal year that were attributed to work performed by persons other than the principal accountant’s full time, permanent employees was 0%.

Part IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)(1) List of Financial statements included in Part II hereof

[Balance Sheets, as of December 31, 2018 and 2017](#)
[Statements of Operations for the years ended December 31, 2018 and 2017](#)
[Statements of Cash Flows for the years ended December 31, 2018 and 2017](#)
[Statements of Stockholders’ Equity \(Deficit\) for the years ended December 31, 2018 and 2017](#)
[Notes to the Financial Statements](#)

(a)(2) List of Financial Statement schedules included in Part IV hereof: None.

(a)(3) Exhibits

The following exhibits are included herewith:

Exhibit No.	Description
3.1	Articles of Incorporation of the Company (1)
3.2	Bylaws of the Company (2)
14.1	Code of Ethics (3)
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002+
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002+
32.1	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002+
32.2	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002+
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
+	Filed herewith

*** XBRL (Extensible Business Reporting Language) information is furnished and not filed herewith, is not a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

- (1) Incorporated by reference to Exhibit 3.1 to the Company’s Form 8-K filed on May 4, 2018.
(2) Incorporated by reference to Exhibit 3.2 to the Company’s Form S-1 filed on March 24, 2009.
(3) Incorporated by reference to Exhibit 14.1 to the Company’s Form 10-k filed on March 29, 2011.

ITEM 16. FORM 10-K SUMMARY

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on April 1, 2019.

Good Gaming, Inc.

By: /s/ David Dorwart

David Dorwart
Chief Executive Officer

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David Dorwart</u> David Dorwart	Chief Executive Officer and Chairman of the Board	April 1, 2019
<u>/s/ Domenic Fontana</u> Domenic Fontana	Chief Financial Officer and Director	April 1, 2019
<u>/s/ Jordan Axt</u> Jordan Axt	Chief Marketing Officer and Director	April 1, 2019
<u>/s/ Eric Brown</u> Eric Brown	Chief Operating Officer and Director	April 1, 2019

EXHIBIT 31.1**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, David Dorwart, certify that:

- 1 I have reviewed this annual report on Form 10-K for the year ended December 31, 2018 of Good Gaming, Inc.;
- 2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4 The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under 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 and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5 The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 1, 2019

By: */s/ David Dorwart*

David Dorwart
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Domenic Fontana, certify that:

- 1 I have reviewed this annual report on Form 10-K for the year ended December 31, 2018 of Good Gaming, Inc.;
- 2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4 The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under 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 and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5 The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 1, 2019

By: /s/ Domenic Fontana

Domenic Fontana
Chief Financial and Accounting Officer
(Principal Finance Officer)

EXHIBIT 32.1**CERTIFICATION PURSUANT TO
SECTION 906 OF SARBANES-OXLEY ACT OF 2002**

I, David Dorwart, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The Annual Report on Form 10-K of Good Gaming, Inc. (the "Company") for the year ended December 31, 2018 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (U.S.C. 78m or 78o(d)); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 1, 2019

By: */s/ David Dorwart*

David Dorwart
Chief Executive Officer
(Principal Executive Officer)

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of a separate disclosure document.

EXHIBIT 32.2**CERTIFICATION PURSUANT TO
SECTION 906 OF SARBANES-OXLEY ACT OF 2002**

I, Domenic Fontana, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The Annual Report on Form 10-K of Good Gaming, Inc. (the "Company") for the period ended December 31, 2018 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (U.S.C. 78m or 78o(d)); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 1, 2019

By: /s/ Domenic Fontana

Domenic Fontana
Chief Financial Officer
(Principal Financial and Accounting Officer)

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of a separate disclosure document.
