ALTERNET SYSTEMS INC
Form 10-Q
August 14, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

[X] Quarterly report pursuant section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **June 30, 2015**

[ ] Transition report pursuant section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from ________________ to ________________

Commission file number **000-31909**

ALTERNET SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Nevada	**88-0473897**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
2665 S Bayshore Drive Miami FL	**33133**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **786-265-1840**

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 last 90 days.
Yes [X]   No [ ]

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

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

Large accelerated filer [ ]   Accelerated filer [ ]

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

Indicate the number of shares outstanding of each of the registrant s classes of common stock as of the latest practicable date.
<u>108,224,304 as of August 14, 2015</u>

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PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

ALTERNET SYSTEMS INC.

CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2015
UNAUDITED

ALTERNET SYSTEMS INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
As at June 30, 2015 and December 31, 2014

	June 30, 2015 (Unaudited) $	December 31, 2014 $
ASSETS		
Current Assets		
Cash	100,025	74,907
Accounts receivable, net	8,149	8,149
Sale proceeds held in escrow	150,000	300,000
Investment in digital currency	117,240	118,494
Deposits and other assets	8,630	7,000
Total current assets	384,044	508,550
TOTAL ASSETS	**384,044**	**508,550**
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)		
Current liabilities		
Accounts payable and accrued charges	1,760,324	1,790,639
Wages payable	1,037,284	864,268
Accrued payroll taxes	168,756	181,532
Deferred gain on sale	150,000	300,000
Other loans payable, net of beneficial conversion feature	604,223	796,078
Due to related parties	27,045	36,643
Total current liabilities	3,747,632	3,969,160
Stockholders' equity (deficiency)		
Capital stock		
Authorized: 500,000,000 common stock with a par value of $0.00001 and 10,000,000 preferred stock with a par value of $0.00001		
Issued and outstanding: 108,224,295 common stock (2014 99,483,055)	1,083	995
Additional paid-in capital	15,351,463	14,861,372
Private placement subscriptions	505,362	505,362
Share subscription receivable	(375,000)	(375,000)
Accumulated other comprehensive income	(331,318)	(331,373)
Accumulated deficit	(18,515,178)	(18,121,966)
	(3,363,588)	(3,460,610)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)	**384,044**	**508,550**

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

ALTERNET SYSTEMS INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three months ended June 30, 2015 $	Three months ended June 30, 2014 $	Six months ended June 30, 2015 $	Six months ended June 30, 2014 $
REVENUE	-	-	-	-
OPERATING EXPENSES				
Depreciation	-	-	-	2,733
Investor relations	20,000	5,426	20,000	85,935
Management and consulting	151,215	247,674	326,601	470,325
Office and general	10,934	54,612	23,452	89,811
Payroll (recovery)	28,451	(174,262)	57,209	(143,539)
Professional fees	47,590	159,350	74,090	217,895
Rent	7,107	6,655	13,983	13,988
Research and development	-	-	-	500,000
Travel	6,809	29,535	16,611	85,604
	272,106	328,990	531,946	1,322,752
NET LOSS BEFORE OTHER ITEMS	(272,106)	(328,990)	(531,946)	(1,322,752)
OTHER ITEMS				
Interest expense, net	(21,894)	(17,685)	(42,469)	(56,803)
Gain (loss) on foreign exchange	(161)	(266)	290	832
Unrealized gain (loss) on investment	1,320	-	(1,254)	-
	(20,735)	(17,951)	(43,433)	(55,971)
NET LOSS FROM CONTINUING OPERATIONS	(292,841)	(346,941)	(575,379)	(1,378,723)
NON-CONTROLLING INTEREST FROM CONTINUING OPERATIONS	-	-	-	(12,618)
NET LOSS ATTRIBUTABLE TO ALTERNET SYSTEMS INC. FROM CONTINUING OPERATIONS	(292,841)	(346,941)	(575,379)	(1,366,105)
DISCONTINUED OPERATIONS	182,167	70,014	182,167	2,992,537
TOTAL NET AND COMPREHENSIVE INCOME	**(110,674)**	**(276,927)**	**(393,212)**	**1,626,432**

(LOSS) ATTRIBUTABLE TO ALTERNET SYSTEMS INC.	

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

ALTERNET SYSTEMS INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six months ended June 30, 2015 $	2014 $
OPERATING ACTIVITIES		
Net income (loss) attributable to Alternet Systems Inc.	(393,212)	1,626,432
Non-controlling interest	-	(12,618)
Add items not affecting cash		
Depreciation	-	2,733
Interest accrued	42,465	10,036
Shares for services	70,276	245,996
Unrealized loss on investments	1,254	-
Unrealized foreign exchange loss	-	(869)
Deferred compensation	-	123,125
Changes in non-cash working capital:		
Accounts receivable, net	-	(11,370)
Deposits and other assets	(1,630)	3,202
Accounts payable and accrued charges	9,685	431,384
Deferred gain on sale	150,000	
Wages payable	173,016	(810,031)
Accrued payroll taxes	(12,776)	(1,125,255)
Due to related parties	(9,598)	9,507
Net cash provided by (used in) operating activities	(270,520)	492,272
INVESTING ACTIVITIES		
Net cash provided by investing activities	-	-
FINANCING ACTIVITIES		
Proceeds from loans payable	145,583	150,000
Payments on loans payable	-	(1,129,064)
Payments on long term debt	-	(312,667)
Checks issued in excess of bank balance	-	(168)
Net cash provided by (used in) financing activities	145,583	(1,291,899)
EFFECT OF EXCHANGE RATES ON CASH	55	(43)
CASH FLOWS FROM CONTINUING OPERATIONS	(124,882)	(799,670)
CASH FLOWS FROM DISCONTINUED OPERATIONS	150,000	1,062,019
NET INCREASE IN CASH DURING THE PERIOD	25,118	262,349
CASH, BEGINNING OF PERIOD	74,907	-
CASH, END OF PERIOD	**100,025**	**262,349**

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

ALTERNET SYSTEMS INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2015
(Unaudited)

NOTE 1 NATURE OF OPERATIONS AND BASIS OF PRESENTATION

Alternet Systems Inc. focus has evolved into the digital payments and data analytics, micro segmentation and marketing intelligence. The target markets include the mass consumer goods, payments, financial services and telecommunications sectors. Its vision is to be the leading digital commerce solutions provider into global markets, and its mission is to provide innovative solutions that facilitate and expedite commerce, enriching our partners and their customers experience, and improving efficiency. The Company business evolved from a content management platform and into the digital currency technology and financial services.

Alternet Systems Inc., through its subsidiaries (Alternet or the Company), plans to enter the digital currency space and provide end to end security for digital currencies, launch its digital currency bank, fully compliant with government regulations, foreign exchange capabilities, offer micro payment services to the unbanked and global diasporas, and alternative financial services to the retail industry emerging markets. Previously, the Company provided leading edge mobile financial solutions and mobile security and related solutions with the former being offered throughout the Western Hemisphere, but most actively in Central and South America and the Caribbean, and the latter being offered globally. As detailed in Note 8, Discontinued Operations, the Company, pursuant to the ATS Transaction, discontinued providing mobile financial solutions and mobile security.

These condensed consolidated financial statements have been prepared on the basis of a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. At June 30, 2015 the Company had a working capital deficiency of $3,363,588 (December 31, 2014 - $3,460,610). The Company s continued operations are dependent on the successful implementation of its business plan, its ability to obtain additional financing as needed, continued support from creditors, settling its outstanding debts, and ultimately attaining profitable operations. The accompanying condensed consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Interim Financial Statements

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (GAAP) for interim financial information and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X of the Securities and Exchange Commission (the SEC). In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair statement of the results for interim periods have been included. Results for interim periods should not be considered indicative of results for a full year. These interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto contained in the company s Annual Report on Form 10-K for the year ended December 31, 2014, filed with SEC on March 31, 2015. The condensed consolidated financial statements include the accounts of the Company and all of its subsidiaries in which a controlling interest is maintained.

Principles of Consolidation

These condensed consolidated financial statements include the accounts of the following companies:

Alternet Systems Inc.

AI Systems Group, Inc., a wholly owned subsidiary of Alternet
Tekvoice Communications, Inc., a wholly owned subsidiary of Alternet
Alternet Transactions Systems (ATS), Inc., a wholly owned subsidiary of Alternet (formerly a 51% owned subsidiary. See Note 8, Discontinued Operations)
Utiba Guatemala, S.A., a wholly-owned subsidiary of Alternet Transactions Systems Inc.
International Mobile Security, Inc. (IMS), a wholly owned subsidiary of Alternet (formerly a 60% owned subsidiary)
Megatecnica, S.A., a wholly owned subsidiary of International Mobile Security, Inc.
Alternet Financial Solutions, LLC (AFS), wholly-owned subsidiary of Alternet
Alternet Payment Solutions, LLC (APS), wholly-owned subsidiary of Alternet
OneMarket, Inc., a wholly owned subsidiary of Alternet

The minority interests of ATS, IMS, and ATS s and IMS s wholly owned subsidiaries have been deducted from earnings and equity. All significant intercompany transactions and account balances have been eliminated.

ALTERNET SYSTEMS INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2015
(Unaudited)
NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Use of Estimates and Assumptions

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America 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 financial statement date and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to the useful life and recoverability of long-lived assets, fair value of convertible notes payable and derivative liabilities. 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 value 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 estimates and the actual results, future results of operations will be affected.

Revenue Recognition

Up to March 4, 2014, the Company entered into sales arrangements that may have provided for multiple deliverables to a customer. Software sales may have included the sale of a software license, implementation/customization services, and/or ongoing support services.

In order to treat deliverables in a multiple-deliverable arrangement as separate units of accounting, the deliverables must have standalone value upon delivery. If the deliverables have standalone value upon delivery, the Company accounts for each deliverable separately. Licenses, support fees, and hosted services have standalone value as such services are often sold separately. In determining whether implementation/customization services have standalone value, the Company considers the following factors for each agreement: availability of the services from other vendors, the nature of the services, the timing of when the services contract was signed in comparison to the services start date, and the contractual dependence of the customization service on the customer s satisfaction with the implementation/customization services work.

The Company concluded that all of the services included in multiple-deliverable arrangements executed had standalone values when multiple deliverables included in an arrangement are separated into different units of accounting. The arrangement consideration is allocated to the identified separate units based on a relative selling price hierarchy. The Company determines the relative selling price for a deliverable based on its vendor-specific objective evidence of selling price (VSOE), if available, or its best estimate of selling price (BESP), if VSOE is not available. The Company has determined that third-party evidence of selling price (TPE) is not a practical alternative due to differences in its service offerings compared to other parties and the availability of relevant third party pricing information. The amount of revenue allocated to delivered items is limited by contingent revenue, if any.

The Company has not established VSOE for a majority of its revenue due to lack of pricing consistency, the customer specific requests, and other factors. Accordingly, the Company used its BESP to determine the relative selling price.

The Company determined BESP by considering its overall pricing objectives and market conditions. Significant pricing practices taken into consideration include the Company s discounting practices, the size and volume of the Company s transactions, the geographic area where services are sold, its market strategy, historic contractually stated prices and prior relationships, and future service sales with certain customers. The determination of BESP is made through consultation with and approval by the Company s management, taking into consideration the market strategy. As the Company s market strategies evolve, the Company may modify its pricing practices in the future, which could result in changes in selling prices.

Revenue was recognized upon delivery or when services were performed, provided that persuasive evidence of a sales arrangement existed, both title and risk of loss passed to the customer, and collection was reasonably assured. Persuasive evidence of a sales arrangement existed upon execution of a written sales agreement or signed purchase order that constituted a fixed and legally binding commitment between the Company and the buyer. Specifically, revenue from the sale of licenses was recognized when the title of the license transferred to the customer while revenue from implementation/customization services performed was recognized upon successful completion of a User Acceptance Test (UAT). If a successful UAT was never achieved and the sales arrangement was cancelled, the Company recognized any deferred revenue not required to be refunded to the customer.

ALTERNET SYSTEMS INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2015
(Unaudited)
NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue Recognition (continued)

The Company s payment terms vary by client. To reduce credit risk in connection with software license and support sales, the Company may, depending upon the circumstances, require significant deposits prior to delivery. In some circumstances, the Company may require payment in full for its products prior to delivery. For support and hosted services, the Company sold customers service agreements that were recorded as deferred revenue and provided for payment in advance on either an annual or other periodic basis. Revenue for these support services was recognized ratable over the term of the agreement.

Subsequent to March 4, 2014 the Company implemented the criteria outlined in SAB 104 and recognizes revenue when:

- persuasive evidence of an arrangement exists;
- delivery has occurred or services have been rendered;
- the seller s price to the buyer is fixed or determinable; and
- collectability is reasonably assured.

Digital Currency Transactions

The Company enters into transactions that are denominated in digital currency (Ven). These transactions result in digital currency denominated assets and liabilities that are revalued periodically. Upon revaluation, transaction gains and losses are generated and are reported as unrealized gains and losses in investments in the Condensed and Consolidated Statements of Operations. The Company determines fair value as of the balance sheet date based on Level I inputs which consist of quoted prices in active markets. The value of the Company s digital currency is $117,240, net of $7,760 of unrealized losses, as of June 30, 2015. Due to the uncertainty regarding the current and future accounting treatment and tax, legal and regulatory requirements relating to digital currencies or transactions utilizing digital currencies, such accounting, legal, regulatory and tax developments or other requirements may adversely affect us.

Income (Loss) per Share

The Company computes net income (loss) per share in accordance with ASC Topic 260, *Earnings Per Share*. Topic 260 requires presentation of both basic and diluted earnings per share (EPS). Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of common shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period including warrants using the treasury stock method. Diluted EPS excludes all dilutive potential common shares if their effect is anti-dilutive.

At June 30, 2015 and 2014 the Company had no warrants or options outstanding to consider in the income (loss) per share calculations.

ALTERNET SYSTEMS INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2015
(Unaudited)
NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Stock-Based Compensation

The Company accounts for its share-based compensation plans in accordance with the fair value recognition provisions of ASC 718 *Compensation-Stock Compensation*. The Company utilizes the Black-Scholes option pricing model as its method for determining the fair value of stock option grants. ASC 718 requires the fair value of all share-based awards that are expected to vest to be recognized in the statements of operations over the service or vesting period of each award. The Company uses the straight-line method of attributing the value of share-based compensation expense for all stock option grants over the requisite service period.

Reclassification

Certain comparative figures have been reclassified in order to conform to the current year s presentation.

Recent Accounting Pronouncements

In January 2015, the FASB issued ASU No. 2015-01, *Income Statement Extraordinary and Unusual Items (Subtopic 225-20): Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items*. This ASU is effective for annual and interim reporting periods beginning after December 15, 2015. ASU No 2015-01 eliminates the concept of extraordinary items. Management does not anticipate that this accounting pronouncement will have any material future effect on our consolidated financial statements.

In February 2015, the FASB issued ASU No. 2015-20, *Consolidation (Topic 810): Amendments to the Consolidation Analysis*. This ASU is effective for annual and interim reporting periods beginning after December 15, 2015. ASU No 2015-02 amends the analysis required to by a reporting entity to determine if it should consolidate certain types of legal entities. Management does not anticipate that this accounting pronouncement will have any material future effect on our consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, *Interest Imputation of Interest (Subtopic 835-30).* This ASU is effective for annual and interim reporting periods beginning after December 15, 2015. ASU No 2015-03 reduces the complexity in the accounting standard by requiring debt issuance costs to be directly deducted from the carrying amount of the related debt. Management does not anticipate that this accounting pronouncement will have any material future effect on our consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-05, *Intangibles Goodwill and Other Internal-Use Software (Subtopic 350-40): Customer s Accounting for Fees Paid in a Cloud Computing Arrangement.* This ASU is effective for annual and interim reporting periods beginning after December 15, 2015. ASU No 2015-05 provides guidance about whether a cloud computing arrangement includes a software license and how to account for it. Management does not anticipate that this accounting pronouncement will have any material future effect on our consolidated financial statements.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the American Institute of Certified Public Accountants, and the SEC did not, or are not believed by management to, have a material impact on the Company's present or future financial position, results of operations or cash flows.

NOTE 3 FIXED ASSETS

Depreciation expense for the six months ended June 30, 2015 and 2014 was $Nil and $2,733, respectively.

NOTE 4 INTELLECTUAL PROPERTY

On January 25, 2011, the Company signed a Copyright Agreement with a supplier for various intellectual properties of which $100,000 was due upon signing of the agreement.. Management decided to impair the assets at December 31, 2013 as the Company had not been able to derive any revenues from the intellectual properties.

During the year ended December 31, 2014, management sold the intellectual property to a former director of the Company and ATS for relief of the balance owed to the vendors; as such, the Company recorded an adjustment of accounts payable of $68,900.

ALTERNET SYSTEMS INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2015
(Unaudited)
NOTE 5 - CONVERTIBLE DEBENTURE NOTES AND OTHER LOANS PAYABLE

Convertible Debentures

On August 29, 2012, the Company issued a note payable in the amount of $44,438. The note carried interest at the rate of 10% per annum and was due on February 28, 2013. Since the note was not repaid on maturity, the holder was entitled to convert all or any portion of the original principal face value of the note into shares of common stock of the Company at a conversion value of $0.075. The beneficial conversion feature discount resulting from the conversion price being $0.045 below the market price on August 29, 2012 of $0.12 provided a value of $26,663. The debt discount was fully amortized during the year ended December 31, 2013. On February 24, 2015, the Company issued 729,189 shares valued at $54,689 per the terms of the agreement as full repayment of the convertible debenture.

On September 26, 2012, the Company issued a note payable in the amount of $60,000. The note carried interest at the rate of 10% per annum and was due on March 31, 2013. Since the note was not repaid on maturity, the holder was entitled to convert all or any portion of the original principal face value of the note into shares of common stock of the Company at a conversion value of $0.075. The beneficial conversion feature discount resulting from the conversion price being $0.045 below the market price on September 26, 2012 of $0.12 provided a value of $36,000. The debt discount was fully amortized during the year ended December 31, 2013. On February 24, 2015, the Company issued 978,411 shares valued at $73,381 per the terms of the agreement as full repayment of the convertible debenture.

On October 19, 2012, the Company issued a note payable in the amount of $80,000. The note carried interest at the rate of 10% per annum and was due on April 30, 2013. Since the note was not repaid on maturity, the holder was entitled to convert all or any portion of the original principal face value of the note into shares of common stock of the Company at a conversion value of $0.075. The beneficial conversion feature discount resulting from the conversion price being $0.085 below the market price on October 19, 2012 of $0.16 provided a value of $80,000. The debt discount was fully amortized during the year ended December 31, 2013. On February 24, 2015, the Company issued 1,297,827 shares valued at $97,337 per the terms of the agreement as full repayment of the convertible debenture.

On January 25, 2013, the Company issued a note payable in the amount of $80,000. The note carried interest at the rate of 10% per annum and was due on October 22, 2013. Since the note was not repaid on maturity, the holder was entitled to convert all or any portion of the original principal face value of the note into shares of common stock of the Company at a conversion value of $0.075. The beneficial conversion feature discount resulting from the conversion price being $0.055 below the market price on January 25, 2013 of $0.13 provided a value of $58,667. The debt discount was fully amortized during the year ended December 31, 2013. On February 24, 2015, the Company issued 1,277,662 shares valued at $95,825 per the terms of the agreement as full repayment of the convertible debenture.

On April 24, 2013, the Company issued a note payable in the amount of $50,000. The note carried interest at the rate of 10% per annum and was due on October 31, 2013. Since the note was not repaid on maturity, the holder was entitled to convert all or any portion of the original principal face value of the note into shares of common stock of the Company at a conversion value of $0.075. The beneficial conversion feature discount resulting from the conversion price being $0.025 below the market price on April 24, 2013 of $0.10 provided a value of $16,667. The debt discount was fully amortized during the year ended December 31, 2013. On February 24, 2015, the Company issued 782,283 shares valued at $58,671 per the terms of the agreement as full repayment of the convertible debenture.

ALTERNET SYSTEMS INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2015
(Unaudited)
NOTE 5 - CONVERTIBLE DEBENTURE NOTES AND OTHER LOANS PAYABLE (continued)

Other Loans Payable

On January 25, 2011, the Company signed a promissory note whereby the Company agreed to repay a director $20,000 plus interest at 10% per annum on April 25, 2011. This loan was not repaid on its maturity and has since been renewed several times with the unpaid principal and interest being capitalized to the loan balance on each renewal. On July 1, 2013, the director combined this loan with a total unpaid principal and interest balance of $2,864 with two other matured loans and extended the maturity date to December 29, 2013. All other terms remained the same. The combined loan was paid in full on September 22, 2014.

On February 9, 2011, the Company signed a promissory note whereby the Company agreed to repay a director $5,000 plus interest at 10% per annum on May 9, 2011. This loan was not repaid on its maturity and has since been renewed several times with the unpaid principal and interest being capitalized to the loan balance on each renewal. On July 1, 2013, the director combined this loan with a total unpaid principal and interest balance of $6,324 with two other matured loans and extended the maturity date to December 29, 2013. All other terms remained the same. The combined loan was paid in full on September 22, 2014.

On February 11, 2011, the Company signed a promissory note whereby the Company agreed to repay a director $8,988 plus interest at 10% per annum on May 11, 2011. This loan was not repaid on its maturity and has since been renewed several times with the unpaid principal and interest being capitalized to the loan balance on each renewal. On July 1, 2013, the director combined this loan with a total unpaid principal and interest balance of $11,365 with two other matured loans and extended the maturity date to December 29, 2013. All other terms remained the same. The combined loan was paid in full on September 22, 2014.

On July 1, 2013, the above three promissory notes to one director of the Company were combined which capitalized the unpaid principal and interest on the three separate promissory notes totaling $20,553 into one promissory note and extended the maturity date to December 29, 2013. All other terms remained the same. In April 2014, the note was renewed retroactively from December 29, 2013 until December 29, 2014 which included interest of $1,025 being capitalized to the principal. On September 22, 2014, the Company paid the director $23,156 as full repayment of the loan.

On February 1, 2012, the Company signed a promissory note whereby the Company agreed to repay a creditor $200,000 plus interest at 24% per annum on May 1, 2012. On May 1, 2012, the Company signed a new promissory note with the creditor which capitalized the unpaid principal and interest of $211,836 under the previous promissory note and extended the maturity date to September 30, 2012. On October 1, 2012, the Company signed a new promissory note with the creditor which capitalized the unpaid principal and interest of $233,147 under the previous promissory note and extended the maturity date to January 31, 2013. The note was not repaid by January 31, 2013; as a result, $18,856 of unpaid interest was capitalized to the principal resulting in a total principal balance outstanding of $252,003 which is incurring a late payment charge of 0.10% per day on any unpaid balances. On March 6, 2014, the Company paid the creditor $293,480 as full repayment of the loan and realized a gain of $15,794 which was recorded against interest expense.

On October 10, 2012, the Company signed a promissory note whereby the Company agreed to repay a creditor $50,000 plus interest at 10% per annum on April 8, 2013. On April 9, 2013, the Company signed a new promissory note with the creditor which capitalized the unpaid principal and interest of $52,479 under the previous promissory note and extended the maturity date to October 6, 2013. The note was not repaid by October 6, 2013 and continues to accrue interest at the rate of 10% per annum. As of June 30, 2015, the balance owing to this creditor was $64,168 (December 31, 2014 - $61,566) which includes $11,689 (December 31, 2014 - $9,087) of accrued interest.

ALTERNET SYSTEMS INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2015
(Unaudited)
NOTE 5 - CONVERTIBLE DEBENTURE NOTES AND OTHER LOANS PAYABLE (continued)

Other Loans Payable (continued)

On November 19, 2012, the Company signed a promissory note whereby the Company agreed to repay a creditor $100,000 plus interest at 10% per annum on May 18, 2013. The loan was not repaid by its maturity date; as such, a late payment charge is being accrued on the unpaid principal and interest of $104,959. On December 9, 2013, the Company paid the creditor $15,000 towards the late payment charges. On March 6, 2014, the Company paid the creditor $119,059 as full repayment of the loan.

On November 19, 2012, the Company signed a promissory note whereby the Company agreed to repay a creditor $100,000 plus interest at 10% per annum on May 18, 2013. The loan was not repaid by May 18, 2013 and continues to accrue interest at the rate of 10% per annum. On July 24, 2013, the creditor combined this loan with another matured loan and extended the maturity date to January 20, 2014. All other terms remained the same. Refer to the promissory note dated July 24, 2013 for further details. The combined loan was repaid in full on March 6, 2014.

On December 5, 2012, the Company signed a promissory note whereby the Company agreed to repay a creditor $25,000 plus interest at 10% per annum on June 3, 2013. On June 3, 2013, the Company signed a new promissory note with the creditor which capitalized the unpaid principal and interest of $26,240 under the previous promissory note and extended the maturity date to December 1, 2013. The note was not repaid by December 1, 2013 and continues to accrue interest at the rate of 10% per annum. As of June 30, 2015, the balance owing to this creditor was $31,682 (December 31, 2014 - $30,381) which includes $5,442 (December 31, 2014 - $4,141) of accrued interest.

On January 24, 2013, the Company signed a promissory note whereby the Company agreed to repay a creditor $50,000 plus interest at 10% per annum on July 23, 2013. On July 24, 2013, the creditor combined this loan with another matured loan and extended the maturity date to January 20, 2014. All other terms remained the same. Refer to the promissory note dated July 24, 2013 for further details. The combined loan was repaid on March 6, 2014.

On February 8, 2013, the Company signed a promissory note whereby the Company agreed to repay a creditor $100,000 plus interest at 10% per annum on August 7, 2013. This loan was not repaid on its maturity and has since been renewed several times with the unpaid principal and interest being capitalized to the loan balance on each renewal. All other terms remained the same. The loan matures on February 4, 2015. On December 2, 2014, the Company paid the creditor $72,907 of which $9,055 was applied to the accrued interest and $63,852 was applied to the principal outstanding. As of June 30, 2015, the balance owing to this creditor was $48,989 (December 31, 2014- $46,692) which includes $2,678 (December 31, 2014- $381) of accrued interest. The note is past due and continues to accrue interest at the rate of 10% per annum.

On February 28, 2013, the Company signed a promissory note whereby the Company agreed to repay a creditor $50,000 plus interest at 10% per annum on August 27, 2013. This loan was not repaid on its maturity and has since been renewed several times with the unpaid principal and interest being capitalized to the loan balance on each renewal. All other terms remained the same. The loan matures on February 25, 2015. On June 11, 2014, the Company paid the creditor $50,000 of which $1,600 was applied to the accrued interest and $48,400 was applied to the principal outstanding. On December 2, 2014, the Company paid the creditor $7,093 as full repayment of the loan.

On July 24, 2013, the Company signed a new promissory note with a creditor which capitalized the unpaid principal and interest on two separate loans totaling $164,295 under previous promissory notes and extended the maturity date to January 20, 2014. The note was not repaid by January 20, 2014 and continued to accrue interest at the rate of 10% per annum. On March 6, 2014, the Company paid the creditor $174,468 as full repayment of the loan.

ALTERNET SYSTEMS INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2015
(Unaudited)
NOTE 5 - CONVERTIBLE DEBENTURE NOTES AND OTHER LOANS PAYABLE (continued)

Other Loans Payable (continued)

On October 15, 2013, the Company signed a new promissory note with a creditor for a total of $500,000 which was disbursed to the Company in three tranches: Tranche A - $200,000 (received in November 2013); Tranche B - $150,000 (received in December 2013); and Tranche C - $150,000 (received in January 2014). The note had a maturity date of April 15, 2014 and bears interest at 5% per annum. In the event of default, the creditor was able to convert the unpaid principal and interest into common shares of ATS stock as is required in order for the shareholding of the creditor, when added to the 49% shareholding of Utiba, be equal to 52.57% of the entire issued share capital of ATS. On March 6, 2014, the Company was relieved of the full amount of the loan of $505,063 per the terms of the Asset Purchase Agreement.

On July 24, 2014, the Company signed a promissory note whereby the Company agreed to repay a creditor $250,000 plus interest at 24% per annum on January 24, 2015. On January 25, 2015, this loan was renewed with the unpaid principal and interest of $280,411 being capitalized to the loan balance on renewal and the maturity being extended to July 6, 2015. All other terms remained the same. As of June 30, 2015, the balance owing to this creditor was $309,359 (December 31, 2014- $276,466) which includes $28,948 (December 31, 2014- $26,466) of accrued interest. The note is past due and continues to accrue interest at the rate of 10% per annum.

On May 12, 2015, the Company signed a promissory note whereby the Company agreed to repay a creditor $150,000 on September 8, 2015 which includes repayment of $145,583 of principal plus $4,417 of interest calculated at a rate of 10% per annum. As of June 30, 2015, the balance owing to this creditor was $147,578 which includes $1,994 of accrued interest.

NOTE 6 LONG-TERM DEBT

On August 5, 2013, the Company signed a new promissory note with a creditor for a total of $550,000 which was to be disbursed to the Company in three tranches: Tranche A - $100,000 (received in June 2013); Tranche B - $200,000 by August 31, 2013 (received $100,000 in August 2013 and $100,000 in September 2013); and Tranche C - $250,000 by September 30, 2013 (outstanding as it has not yet been received by the Company). The note had a maturity date of December 31, 2015 and bears interest at 10% per annum with 5% per annum being capitalized to the loan and 5% per annum being payable in cash at each disbursements respective anniversary date. In the event of default, the creditor is able to convert the unpaid principal and interest into common shares of ATS at two times the principal amount outstanding with an exercise price being equal to ATS s capital stock and paid in capital for the month immediately prior to the Event of Default divided by the total outstanding shares of ATS of the same month. As of December 31, 2013, the balance on the loan was $312,667 which included $12,667 of accrued interest. On March 6, 2014, the Company paid the creditor $318,084 as full repayment of the loan.

NOTE 7 CAPITAL STOCK

On September 25, 2014 the Company s Shareholders approved amending the Company s Articles of Incorporation to increase its authorized capital stock to 510,000,000 shares of which 500,000,000 shared are common stock and 10,000,000 shares are preferred stock. The Company s Articles were amended effective October 23, 2014.

Common Stock

The Company is authorized to issue up to 500,000,000 shares of the Company s common stock with a par value of $0.00001.

During the six months ended June 30, 2015, the Company:

- issued 3,675,868 common shares valued at $110,276 for legal, accounting, and consulting services rendered; and
- issued 5,065,372 common shares valued at $379,903 for the repayment of convertible debt (see Note 5).

During the year ended December 31, 2014, the Company:

- issued 1,250,000 common shares valued at $125,000 for share subscription;
- issued 2,495,666 common shares valued at $252,717 for legal, consulting, and investor relations services rendered;
- issued 1,000,000 common shares valued at $80,000 for consulting services to be rendered over a twelve month period which were included in deferred compensation (see Note 10); and
- cancelled 1,000,000 common shares valued at $50,000 previously issued for investor relations to be released upon achieving certain benchmarks which were included in deferred compensation (see Note 10).

ALTERNET SYSTEMS INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2015
(Unaudited)
NOTE 7 CAPITAL STOCK (continued)

As of June 30, 2015, the Company had $505,362 (December 31, 2014 - $505,362) in private placement subscriptions which are reported as private placement subscriptions within stockholders deficit.

The shares which were not issued as at June 30, 2015 or 2014 were not used to compute the total weighted average shares outstanding as at June 30, 2015 or 2014, respectively, and were thus not used in the basic net loss per share calculation.

Preferred Stock

The Company is authorized to issue up to 10,000,000 shares of the Company s preferred stock with a par value of $0.00001.

Income (Loss) Per Share

For the three months ended June 30, 2015 and 2014, the Company had a weighted average of 107,247,919 and 96,894,029 common shares outstanding, respectively, resulting in basic and diluted net and comprehensive loss per common share from continuing operations of $(0.00) (June 30, 2014 - $(0.00)), basic and diluted net and comprehensive income (loss) per common share from discontinued operations of $0.00 (June 30, 2014 $0.00), and basic and diluted net and comprehensive loss per common share of $(0.00) (June 30, 2014 - $0.00) .

For the six months ended June 30, 2015 and 2014, the Company had a weighted average of 104,498,006 and 96,569,162 common shares outstanding, respectively, resulting in basic and diluted net and comprehensive loss per common share from continuing operations of $(0.01) (June 30, 2014 - $(0.01)), basic and diluted net and comprehensive income (loss) per common share from discontinued operations of $0.00 (June 30, 2014 $0.03), and basic and diluted net and comprehensive income (loss) per common share of $(0.00) (June 30, 2014 - $0.02) .

Stock Options and Restricted Stock

Effective July 17, 2014, the Company adopted the 2014 Equity Incentive Plan (the Plan) for the purpose of providing the Company with the means to compensate, in the form of common stock of the Company, directors, officer, consultants, advisors, and employees of the Company or any of its subsidiaries. The Plan was approved by the Company s stockholders at a special meeting held on September 25, 2014. The Plan will terminate on July 17, 2024 following which no new Options or Restricted Stock can be granted under the Plan. The Company is authorized to issue a maximum 5,000,000 common shares under the Plan, which will automatically increase each time the Company issues additional shares of common stock for a maximum of 5% of the total outstanding common stock.

As at June 30, 2015, the Company had no outstanding stock options or restricted stock units.

NOTE 8 DISCONTINUED OPERATIONS

On October 15, 2013 and subsequently amended in its entirety on January 6, 2014, the Company, Utiba Pte. Ltd. (Utiba), a non-controlling interest investor in ATS, ATS, and Utiba Guatemala entered into an Asset Purchase Agreement in order to effect the sale by ATS of all of its business and assets to Utiba, as described below (the ATS Transaction). For such transaction to proceed, approval of the Company s shareholder was required, which approval was obtained on February 21, 2014.

Overview of the ATS Transaction and Consideration Payable

1 The sale pursuant to the Asset Purchase Agreement by ATS of substantially all of its business and assets to Utiba (including the assumption by Utiba of certain liabilities related to such business and assets), in consideration for up to $3,100,000 in cash (the "Cash Purchase Price") subject to certain adjustments related to certain net receivables or liabilities, as the case may be, and reduction to the extent of certain tax liabilities of ATS. The amount of $300,000 of the Cash Purchase Price will be held back to cover certain claims that may be made under the indemnification provisions of the Asset Purchase Agreement.

2 The entry by the Company into a non-compete covenant in favor of Utiba and its affiliates in the mobile payment, top up and mobile financial services industry for a period of 36 months, in consideration for a payment in cash on closing of the transactions contemplated by the Asset Purchase Agreement (the Closing) of $2,200,000. The Company recognized the full amount as income in 2014 as it did not intend to compete in this industry in the future.

ALTERNET SYSTEMS INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2015
(Unaudited)
NOTE 8 DISCONTINUED OPERATIONS (continued)

Overview of the ATS Transaction and Consideration Payable (continued)

3 The release by the Company of Utiba from all its obligations under the ATS Shareholders Agreement in consideration for a payment in cash on Closing of $200,000.

4 Upon Closing, Utiba shall transfer its 49% interest in ATS to the Company so that the Company will own 100% of ATS after Closing.

On March 4, 2014, the ATS Transaction closed pursuant to which the Company received $4,928,036 in proceeds. An additional $667,264 was held in escrow to cover certain claims that may be made under the indemnification provisions of the Asset Purchase Agreement. During the year ended December 31, 2014, $367,264 was released. The remaining $300,000 is included in sales proceeds held back and a deferred gain on sale. Proceeds of $150,000 were received in April 2015 with the remaining balance to be received in September 2015[PB1].

During the six months ended June 30, 2015, the Company wrote off $32,167 to discontinued operations for wages payable from ATS s operations prior to the ATS Transaction which were determined not to be owing.

The following table summarizes the financial results of ATS s consolidated discontinued operations for the six months ended June 30, 2015 and 2014:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	**2014**	**2015**	**2014**
	$	$	$	$
Revenue	-	-	-	155,036
Cost of Sales	-	-	-	142,441
Gross Margin	-	-	-	12,595
Operating Expenses (Recovery)	(32,167)	(70,014)	(32,167)	479,252
Net Income (Loss) Before Other Items	32,167	70,014	32,167	(466,657)
Other Items	-	-	-	(12,119)
Non-Compete Income	-	-	-	2,200,000
Shareholder Release Income	-	-	-	200,000
Gain on Disposal of Assets	150,000	-	150,000	867,653
Net Income Before Non-Controlling Interest	182,167	-	182,167	2,788,877
Non-Controlling Interest	-	-	-	(203,660)
Discontinued Operations for Alternet Systems, Inc.	**182,167**	**70,014**	**182,167**	**2,992,537**

The Company did not have any taxes owing on the income earned from the discontinued operation as it had tax losses from prior years which are available to be utilized for tax purposes.

ALTERNET SYSTEMS INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2015
(Unaudited)
NOTE 8 DISCONTINUED OPERATIONS (continued)

The table below details the Company s gain on disposal of assets at June 30, 2015 and 2014:

	Six Months Ended June 30,	
	2015	**2014**
	$	$
Total funds received	150,000	4,928,036
Less: Funds relating to non-compete and shareholder release income	-	(2,400,000)
Net funds received	150,000	2,528,037
Liabilities assumed by the purchaser	-	177,401
Total proceeds	150,000	2,705,438
Assets sold	-	(1,837,785)
Gain on disposal of assets	**150,000**	**867,653**

The following table summarizes the cash flow of ATS s consolidated discontinued operations for the six months ended June 30:

	Six Months Ended June 30,	
	2015	**2014**
	$	$
Operating Activities	-	(494,210)
Investing Activities	150,000	1,630,311
Financing Activities	-	(74,082)
Cash Flows From Discontinued Operations	**150,000**	**1,062,019**

All other Notes to the consolidated financial statements that were impacted by this discontinued operation have been reclassified accordingly.

ALTERNET SYSTEMS INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2015
(Unaudited)

NOTE 9 - RELATED PARTY TRANSACTIONS

As of June 30, 2015, a total of $1,123,798 (December 31, 2014 - $658,663) was payable to directors and officers of the Company of which $976,220 (December 31, 2014 - $658,663) was non-interest bearing and had no specific terms of repayment and $147,578 (December 31, 2014 - $Nil) bears interest at 10% per annum. Of the amount payable, $26,270 (December 31, 2014 - $17,591) was included in accounts payable for expense reimbursements, $957,851 (December 31, 2014 - $639,375) was included in wages payable for accrued fees and capitalized interest, $(7,901) (December 31, 2014 - $1,697) was included in due to related parties, and $147,578 (December 31, 2014 $Nil) was included in other loans.

During the year ended December 31, 2014, a director of the Company and ATS and a director of IMS resigned from the respective Board of Directors. The amounts owing to these two individuals as at December 30, 2014 included $4,800 for accounts payable for expense reimbursements and $160,809 for accrued fees and interest. Additionally, on September 30, 2014, the former director of IMS released the Company of its obligation to pay the director unpaid wages of $115,792.

During the six months ended June 30, 2015, the Company expensed a total of $211,833 (June 30, 2014 - $231,458) in consulting fees and salaries paid to directors and officers of the Company. Of the amounts incurred, $157,667 (June 30, 2014 - $70,417) has been accrued and $54,166 (June 30, 2014 - $161,041) has been paid in cash.

During the year ended December 31, 2014, the Company s discontinued operations wrote off an accounts receivable from a company with a director in common with the Company for $789,565; 6,674,709 Venezuelan bolivar fuerte (VEF) that had been fully allowed for during the year ended December 31, 2013 due to collectability uncertainty caused by the uncertainty of obtaining foreign currency in Venezuela. As of June 30, 2015, the Company owes this company $34,946 (VEF 5,971,438) (December 31, 2014 - $34,946; VEF 5,971,438) which is non-interest bearing, has no specific terms of repayment, and is included in due to related parties.

NOTE 10 - DEFERRED COMPENSATION

On February 15, 2013, the Company signed an investor relations agreement with a consultant to provide investor relations services for a term of one year. Under the agreement, the Company agreed to make monthly payments to the consultant of $5,000 if the Company was able to raise $1,000,000 by May 16, 2013. As the Company did not raise the $1,000,000 by May 16, 2013, the monthly payments of $5,000 did not commence. The Company also agreed to issue to the consultant 700,000 shares of common stock, in four equal tranches of 175,000 each on or before February 20, 2013, May 16, 2013, August 14, 2013, and November 12, 2013. On February 19, 2013, the Company issued 700,000 shares in the name of the consultant valued at $0.15 per share, the closing price of the stock on the issue date, for a total value of $105,000. As of December 31, 2013, all of the shares had been issued to the consultant. The value of the services was being expensed on a straight-line basis over the life of the contract. During the six months ended June 30, 2015, the Company expensed $Nil (June 30, 2014 - $13,125) to investor relations. The contract was expensed in full by February 15, 2014.

In October 2013, the Company signed an investor relations agreement with another consultant to provide investor relations services for a term of one year. Under the agreement, the Company agreed to make two monthly payments to the consultant of $10,000 from the date of signing (paid). The Company also agreed to issue to the consultant 2,000,000 shares of common stock based on certain benchmarks. On November 6, 2013, the Company issued 2,000,000 common shares in the name of the consultant valued at $0.05 per share, the closing price of the stock on the issue date, for a total value of $100,000 of which none have been delivered to the consultant. The 2,000,000 shares will be delivered to the consultant when the benchmarks of the contract have been met. If the contract is terminated and the consultant does not meet the stages of the benchmarks, the Company may cancel any shares not delivered to the consultant. The value of the services was being expensed when the benchmarks are met. As at December 31, 2014, two of the benchmarks were met; as such, the Company issued 1,000,000 common shares to the consultant and expensed $50,000 to investor relations. In April 2014, the Company terminated the contract with the consultant and cancelled the remaining 1,000,000 common shares.

On February 18, 2014, the Company signed a consulting agreement with a consultant to provide strategic business consulting services for a term of one year. Under the agreement, the Company agreed to make monthly payments of $6,500 to the consultant and to issue the consultant 1,000,000 shares of common stock. On June 9, 2014, the Company issued the 1,000,000 common shares in the name of the consultant valued at $0.08 per share, the closing price of the stock on the issue date, for a total value of $80,000. The value of the services was being expensed on a straight-line basis over six months, the term stipulated in the contract. During the six months ended June 30, 2015, the Company expensed $Nil (June 30, 2014 - $60,000) to consulting fees. The contract was expensed in full by August 17, 2014.

ALTERNET SYSTEMS INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2015
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NOTE 10 - DEFERRED COMPENSATION (continued)

The Company recorded the aggregate fair value of the shares issued pursuant to the above agreements as deferred compensation. During the six months ended June 30, 2015, the Company expensed $Nil (six months ended June 30, 2014 -$123,125) relating to the above contracts. The shares issued were all valued at their market price on the date of issuance.

NOTE 11 OPERATING LEASES

The Company leased its office facilities under a one-year lease agreement with a monthly cost of $1,800. The lease expired on March 2015 and was renewed at a monthly rate of $1,872 which expires on February 28, 2016.

Lease expense totaled $11,016 and $10,078 during the six months ended June 30, 2015 and 2014, respectively.

The following is a schedule by fiscal year of future minimum rental payments required under the operating lease agreement:

2015	$11,232
2016	3,744
Total	$14,976

Total minimum lease payments do not include contingent rentals that may be paid under certain leases because of use in excess of specified amounts. Contingent rental payments were not significant for the six months ended June 30, 2015 or 2014.

NOTE 12 SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

	Six months ended June 30,	
	2015	2014
	$	$
Supplemental cash flow disclosures:		
Interest paid	20,575	88,954
Cash paid for income taxes	-	-
Supplemental non-cash disclosures:		
Shares obligated to be issued	-	2,520
Shares issued for deferred compensation	-	80,000
Deferred gain from funds held in escrow	-	667,264
Shares issued for investment in digital currency	-	125,000
Subscription receivable	-	375,000
Cancellation of shares issued for deferred compensation	-	50,000
Shares issued for convertible debt	379,903	-
Shares issued for accounts payable	40,000	-

ALTERNET SYSTEMS INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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NOTE 13 FAIR VALUE

Fair value accounting establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1	Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
Level 2	Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;
Level 3	Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The fair value of the Company s accounts receivable, sale proceeds held in escrow, accounts payable and accrued liabilities, wages payable, accrued taxes, customer deposits, deferred income, other loans payable, and due to related parties approximate their carrying values. The Company s other financial instruments, being cash, are measured at fair value using Level 1 inputs.

NOTE 14 LAWSUIT

In January 2014, the Company received notice of a default judgment in the amount of $39,000 plus interest entered by the State of New York related to an unpaid service agreement entered into on February 11, 2009. The Company has filed a motion to vacate the foreign judgment or in the alternative stay the enforcement. The Company, until receipt of such notice, was unaware of any such demand. No prior notice had been served to the Company or its chief executive. On March 23, 2015, the Supreme Court of the State of New York vacated and set aside the default judgments. As of June 30, 2015, no provision for this claim has been made.

On February 13, 2015 the Company filed a complaint (Complaint) in the Circuit Court for Miami-Dade County, Florida, against Justin Ho and Richard Matotek (Defendants), the previous combined 96% shareholders of Utiba Pte. Ltd., the joint-venture partner of the Company in ATS. The Complaint alleges that the Defendants did not honor their commitment of paying its 49% share of the liabilities held by ATS at closing of the ATS Transaction. The Company alleges that it is owed $1,181,639.

NOTE 15 SUBSEQUENT EVENTS

Events occurring after June 30, 2015 were evaluated through the date this Interim Report was issued, in compliance with FASB ASC Topic 855 Subsequent Events , to ensure that any subsequent events that met the criteria for recognition and/or disclosure in this report have been included

ITEM 2. MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS:

The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward looking statements. Factors that could cause or contribute to such differences include, but are not limited to those discussed below and in our annual report on Form 10-K for the year ended December 31, 2014, filed with the Securities and Exchange Commission on March 31, 2015, particularly in the section entitled "Risk Factors .

Overview

<u>2014</u>

In 2014 Alternet transformed into an accelerator of high growth, the digital currency and the financial technology fields. Our goal is to expand the horizons of individuals and organizations, by providing a growth and networking platform, empowering them to go beyond their expectations and goals

The new vision of Alternet is to accelerate the future of money a digital monetary ecosystem, and providing an exchange that allows for the movement from virtual money to fiat currency

Our new product and service will offer consumers and business s the cost savings and speed associated with the internet while being compliant with anti-money laundering procedures currency in place at US brokerage firms and banks

The technologies behind Bitcoin and the distributed ledger, commonly referred as the Blockchain, will again disrupt the financial and payment industry. As we expand our business, Alternet Systems, Inc. is tactically positioned to take advantage of its public company advantage, complete transparency and disclosure.

In 2014, the Company created Alternet Financial Solutions, LLC (AFS), a wholly owned subsidiary. AFS will provide financial services based on digital asset solutions, these include foreign exchange services and digital currency clearing (including Bitcoin, VEN and other crypto currencies).

The Company also created a wholly owned subsidiary, Alternet Payment Solutions, LLC (“APS”) to specialize in financial services software, multichannel payment solutions, electronic point of sale modernization, near field communication (NFC) point of sale solutions for the mobile financial industry, payment processing and data analytics tools.

In addition, the Company s financial services initiative will focus on bringing to market innovative consumer products, including a multi-asset debit and credit card. This initiative is the first of its kind with dynamic currency conversion from digital to physical currency, digital currency exchange and merchant acquisition solutions. All of these services will include integration of existing digital currencies, including Bitcoin, Ven, Ripple and others. The Company expects to have a global reach, initially launching in Latin America and the Caribbean, with expansion opportunities into Africa and Eastern Europe.

<u>2015 and Beyond</u>

In 2015, the Company and its wholly owned subsidiaries, will start to provide its products and services on a commercial basis. These services will include:

APS will develop and deploy, retail and consumer multichannel payment mechanisms

- Invest in technologies around the Bitcoin distributed Blockchain. These applications are called Sidechains, and can be applied to a wide variety of uses, from title registration, citizens ID, vehicle tag management to logistics, etc.,
- Digital currency payment solutions (debit and secured credit card),
- Modernization of the electronics point of sale legacy infrastructure expanding the useful life of the electronic point of sale, and including new payment functions in the terminals, such as bill payment, electronic top-up and native payments with digital currency at the point of sale. Digital asset exchange, leveraging the new regulations in the United States, and
- Data analytics tools and services for the Telecommunications and Financial Services industries.

In April 2015 APS signed a Partner Agreement with R4 Technologies, LLC (R4) to market and promote R4 s purpose-built cloud platform for microsegment data, insight and engagement to help brands leverage data and automate yield optimization. APS will partner with R4 across Latin America and the Caribbean.

In May 2015 APS signed a Commercial Distribution Software Reseller Agreement with APPI Tecnologia S/A (APPI), a leading information technology company, based in Brazil, specializing in the integration and development of technical solutions and software for the electronic transaction payment industry. APS will promote APPI s unique, innovative, and efficient solutions for the Payments and Services segments in the United States, Canada and the Caribbean.

Results of Operations:

Three and six months ended June 30, 2015 compared to three and six months ended June 30, 2014

The Company s results, on a consolidated basis, reflect its own results consolidated with its subsidiaries. For the remainder of this part, the term Company refers to both the Company and its wholly owned subsidiaries.

Net Sales

For the three and six months ended June 30, 2015 and 2014, the Company had no net sales. This was a result of the Company re-focusing its efforts after the closure of ATS, which was sold on March 4, 2014. All revenue earned by ATS up to March 4, 2014 is included in discontinued operations.

Selling, General and Administrative Expenses

The operating and administrative expenses for the three months ended June 30, 2015 and 2014 totaled $272,106 and $328,990, respectively. The table below details the major changes in administrative expenditures for the three months ended June 30, 2015 and 2014.

Expenses	Increase / Decrease in Expenses	Explanation for Change Three Months Ended June 30, 2015 as Compared to Three Months Ended June 30, 2014
Investor relations	Increase of $14,574	The Company signed a new agreement with an investor relations firm during the current quarter. No significant communication was required during the quarter ended June 30, 2014.
Management and consulting	Decrease of $96,459	The comparative quarter included consulting fees for searching out new business ventures. During the current quarter, the company had a more focused plan and did not require as much consulting services.
Office and general	Decrease of $43,678	Decreased office expenses due to fewer staffing resulting from the sale of ATS. The comparative quarter also included additional marketing and website design relating to the change in business.
Payroll (recovery)	Increase of $202,713	The comparative quarter included a reversal of previously recorded estimated payroll tax penalties
Professional fees	Decrease of $111,760	The comparative quarter included increased legal fees relating to the potential digital currency business and general corporate maintenance.
Travel	Decrease of $22,726	The comparative quarter included an increase due to the need for additional travel for meetings and due diligence on new initiatives being explored by the Company.

The operating and administrative expenses for the six months ended June 30, 2015 and 2014 totaled $531,946 and $1,322,752, respectively. The table below details the major changes in administrative expenditures for the six months ended June 30, 2015 and 2014.

Expenses	Increase / Decrease in Expenses	Explanation for Change Six Months Ended June 30, 2015 as Compared to Six Months Ended June 30, 2014
Investor relations	Decrease of $65,935	The comparative period included significant communication with investors due to the sale of ATS. No significant communication was required during the period ended June 30, 2015.
Research and development	Decrease of $500,000	During the six months ended June 30, 2014, the Company paid a fee of $500,000 in connection with the ability to offer and promote digital currency. No fee was required to be paid during the period ended June 30, 2015.
Management and consulting	Decrease of $143,724	The comparative period included consulting fees for searching out new business ventures. During the current period, the company had a more focused plan and did not require as much consulting services.
Office and general	Decrease of $66,359	Decreased office expenses due to fewer staffing resulting from the sale of ATS. The comparative quarter also included additional marketing and website design relating to the change in business.
Payroll (recovery)	Increase of $200,748	The comparative period included a reversal of previously recorded estimated payroll tax penalties
Professional fees	Decrease of $143,805	During 2014, the Company accrued $45,000 for estimated legal fees in relation to a $5,000 monthly charge for corporate legal services. During the current quarter, it was determined that the legal fees were not owed as the services would not be utilized and the accrual was reversed causing the decrease from the comparative period. Additionally, the comparative period included increased legal fees relating to the potential digital currency business.
Travel	Decrease of $68,993	The comparative period included an increase due to the need for additional travel for meetings and due diligence on new initiatives being explored by the Company.

Interest and Other Expenses

The Company s net interest expense increased to $21,894 for the three months ended June 30, 2015 and decreased to $42,469 for the six months ended June 30, 2014 as compared to $17,685 for the three months ended June 30, 2014 and $56,803 for the six months ended June 30, 2014. The increase in interest during the current quarter is due to the Company receiving additional financing during the current quarter; however, the overall decrease during the six months ended June 30, 2015 was due to the overall decrease in loans outstanding during the period, reflecting the repayment of several loans payable in 2014.

Net Income (Loss)

For the three months ended June 30, 2015, the Company had a net and comprehensive loss attributable to Alternet System, Inc. from continuing operations of $(292,841) or $(0.00) per share and an overall net and comprehensive loss of $(110,674) or $(0.00) per share, a decrease of 15.59% and 60.03% respectively, when compared to the corresponding three months ended June 30, 2014 which had a net and comprehensive loss attributable to Alternet

System, Inc. from continuing operations of $(346,941) or $(0.00) per share and an overall net and comprehensive loss of $(276,927) or $(0.00) per share.

For the six months ended June 30, 2015, the Company had a net and comprehensive loss attributable to Alternet System, Inc. from continuing operations of $(575,379) or $(0.01) per share and an overall net and comprehensive loss of $(393,212) or $(0.00) per share, a decrease of 57.88% and 124.18% respectively, when compared to the corresponding six months ended June 30, 2014 which had a net and comprehensive loss attributable to Alternet System, Inc. from continuing operations of $(1,366,105) or $(0.01) per share and an overall net and comprehensive income of $1,626,432 or $0.02 per share.

The increased losses from continuing operations during the six months ended June 30, 2014 was mostly attributable to an Authority fee the Company was required to pay to be able to promote the Ven digital currency while the overall income was primarily attributable to the sale of ATS s Assets.

Liquidity and Capital Resources

As of June 30, 2015, the Company had $100,025 (December 31, 2014 $74,907) cash in the bank and sale proceeds held in escrow relating to the ATS Transaction of $150,000 (December 31, 2014 $300,000). At June 30, 2015, the Company had a working capital deficiency of $3,363,588 (December 31, 2014 $3,460,610). The Company is in discussion with investment bankers to raise additional capital to fund ongoing operations. The Company s ability to continue as a going concern will be negatively affected if it is unsuccessful.

Accounts payable were $1,760,324 at June 30, 2015 compared to accounts payable of $1,790,639 at December 31, 2014. As at June 30, 2015, the Company s current liabilities were $3,747,632, a reduction of $221,528 from the current liabilities of $3,969,160 at December 31, 2014.

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with the accounting principles generally accepted in the United States of America. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management s application of accounting policies. We believe that understanding the basis and nature of the estimates and assumptions involved with the following aspects of our financial statements is critical to an understanding of our financial statements.

Basis of Presentation and Consolidation

These consolidated financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in United States dollars. These financial statements include the accounts of the Company and its wholly owned and majority owned subsidiaries. Our fiscal year-end is December 31.

The minority interests of ATS up to March 4, 2014, the date the Company gained 100% ownership, IMS up to the date of September 30, 2014, the date the Company gained 100% ownership, and ATS s and IMS s wholly owned subsidiaries have been deducted from earnings and equity. All significant intercompany transactions and account balances have been eliminated.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America 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 financial statement date and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to the useful life and recoverability of long-lived assets, fair value of convertible notes payable and derivative liabilities. 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 value 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 estimates and the actual results, future results of operations will be affected.

Accounts Receivable and Allowance for Doubtful Accounts

Trade accounts receivable are stated at the amount the Company expects to collect. The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. Management considers the following factors when determining the collectability of specific customer accounts: customer credit-worthiness, past transaction history with the customer, current economic industry trends, and changes in customer payment terms. Past due balances over 90 days and other higher risk amounts are reviewed individually for collectability. If the financial condition of the Company s customers were to deteriorate, adversely affecting their ability to make payments, additional allowances would be required. Based on management s assessment, the Company provides for estimated uncollectible amounts through a charge to earnings and a credit to a valuation allowance. Balances that remain outstanding after the Company has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable.

Long-Lived Assets Including Other Acquired Intellectual Property

Management monitors the recoverability of long-lived assets and intangibles based on estimates using factors such as current market value, future asset utilization, and future undiscounted cash flows expected to result from its investment or use of the related assets. The Company s policy is to record any impairment loss in the period when it is determined that the carrying amount of the asset may not be recoverable. Any impairment loss is calculated as the excess of the carrying value over estimated realizable value. The Company did not recognize an impairment charge related to long-lived assets during the six months ended June 30, 2015 and 2014.

Intangible assets deemed to have an indefinite life are not amortized but are subject to impairment tests at each reporting date. The Company assesses the impairment of intangible assets on a quarterly basis or whenever events or changes in circumstances indicate that the fair value is less than its carrying value. If the carrying amount of the intangible asset exceeds its fair value, the intangible asset is considered impaired and the second step of the test is performed to determine the amount of impairment loss, if any. The Company did not recognize an impairment charge related to long-lived assets during the six months ended June 30, 2015 and 2014.

Revenue Recognition

Up to March 4, 2014, the Company entered into sales arrangements that may have provided for multiple deliverables to a customer. Software sales may have included the sale of a software license, implementation/customization services, and/or ongoing support services.

In order to treat deliverables in a multiple-deliverable arrangement as separate units of accounting, the deliverables must have standalone value upon delivery. If the deliverables have standalone value upon delivery, the Company accounts for each deliverable separately. Licenses, support fees, and hosted services have standalone value as such services are often sold separately. In determining whether implementation/customization services have standalone value, the Company considers the following factors for each agreement: availability of the services from other vendors, the nature of the services, the timing of when the services contract was signed in comparison to the services start date, and the contractual dependence of the customization service on the customer s satisfaction with the implementation/customization services work.

The Company concluded that all of the services included in multiple-deliverable arrangements executed had standalone values when multiple deliverables included in an arrangement are separated into different units of accounting. The arrangement consideration is allocated to the identified separate units based on a relative selling price hierarchy. The Company determines the relative selling price for a deliverable based on its vendor-specific objective evidence of selling price (VSOE), if available, or its best estimate of selling price (BESP), if VSOE is not available. The Company has determined that third-party evidence of selling price (TPE) is not a practical alternative due to differences in its service offerings compared to other parties and the availability of relevant third party pricing information. The amount of revenue allocated to delivered items is limited by contingent revenue, if any.

The Company has not established VSOE for a majority of its revenue due to lack of pricing consistency, the customer specific requests, and other factors. Accordingly, the Company used its BESP to determine the relative selling price.

The Company determined BESP by considering its overall pricing objectives and market conditions. Significant pricing practices taken into consideration include the Company s discounting practices, the size and volume of the Company s transactions, the geographic area where services are sold, its market strategy, historic contractually stated prices and prior relationships, and future service sales with certain customers. The determination of BESP is made through consultation with and approval by the Company s management, taking into consideration the market strategy. As the Company s market strategies evolve, the Company may modify its pricing practices in the future, which could result in changes in selling prices.

Revenue was recognized upon delivery or when services were performed, provided that persuasive evidence of a sales arrangement existed, both title and risk of loss passed to the customer, and collection was reasonably assured. Persuasive evidence of a sales arrangement existed upon execution of a written sales agreement or signed purchase order that constituted a fixed and legally binding commitment between the Company and the buyer. Specifically, revenue from the sale of licenses was recognized when the title of the license transferred to the customer while revenue from implementation/customization services performed was recognized upon successful completion of a User Acceptance Test (UAT). If a successful UAT was never achieved and the sales arrangement was cancelled, the Company recognized any deferred revenue not required to be refunded to the customer.

The Company s payment terms vary by client. To reduce credit risk in connection with software license and support sales, the Company may, depending upon the circumstances, require significant deposits prior to delivery. In some circumstances, the Company may require payment in full for its products prior to delivery. For support and hosted services, the Company sold customers service agreements that were recorded as deferred revenue and provided for payment in advance on either an annual or other periodic basis. Revenue for these support services was recognized ratable over the term of the agreement.

Subsequent to March 4, 2014 the Company implemented the criteria outlined in SAB 104 and recognized revenue when:

- persuasive evidence of an arrangement exists;
- delivery has occurred or services have been rendered;
- the seller s price to the buyer is fixed or determinable; and
- collectability is reasonably assured.

Digital Currency Transactions

The Company enters into transactions that are denominated in digital currency (Ven). These transactions result in digital currency denominated assets and liabilities that are revalued periodically. Upon revaluation, transaction gains and losses are generated and are reported as unrealized gains and losses in other gain (loss), net in the Condensed and Consolidated Statements of Operations. The Company determines fair value as of the balance sheet date based on Level I inputs which consist of quoted prices in active markets. The value of the Company s digital currency is $117,240, net of $7,760 of unrealized losses, as of June 30, 2015. Due to the uncertainty regarding the current and future accounting treatment and tax, legal and regulatory requirements relating to digital currencies or transactions utilizing digital currencies, such accounting, legal, regulatory and tax developments or other requirements may adversely affect us.

Debt with Conversion Options

The Company accounts for convertible debentures in accordance with ASC Topic 470-20, *Debt with Conversion and Other Options* , which applies to all convertible debt instruments that have a net settlement feature, which means instruments that by their terms may be settled either wholly or partially in cash upon conversion. Accordingly, the liability and equity components of convertible debt instruments that may be settled wholly or partially in cash upon conversion should be accounted for separately in a manner reflective of their issuer s nonconvertible debt borrowing rate. Conversion features determined to be beneficial to the holder are valued at fair value and recorded to additional paid in capital. Any discount derived from determining the fair value to the debenture conversion features is amortized to interest expense over the life of the debenture. The unamortized costs, if any, upon the conversion of the debentures is expensed to interest immediately.

Foreign Currency Translation

The Company s functional currency and its reporting currency is the United States Dollar. Foreign denominated monetary assets and liabilities are translated to their United States dollar equivalents using foreign exchange rates which prevailed at the balance sheet date. Revenue and expenses are translated at average rates of exchange during the year. Related translation adjustments are reported as a separate component of stockholders equity (deficit), whereas gains or losses resulting from foreign currency transactions are included in the results of operations.

Fair Value of Financial Instruments

The Company has determined the estimated fair value of financial instruments using available market information and appropriate valuation methodologies. The carrying value of the Company s financial instruments, consisting of accounts receivable, checks in excess of bank balances, accounts payable and accrued liabilities, wages payable, accrued payroll taxes, other loans payable, stock-based compensation, warrants, and due to related parties, approximate their fair value due to the relatively short maturity of these instruments.

Income Taxes

The Company accounts for income taxes under a method which requires the Company to recognize deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company s financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial statements carrying amounts and tax basis of assets and liabilities using enacted tax rates. The Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon settlement.

Stock-Based Compensation

The Company accounts for its share-based compensation plans in accordance with the fair value recognition provisions of ASC 718 *Compensation Stock Compensation* . The Company utilizes the Black-Scholes option pricing model as its method for determining the fair value of stock option grants. ASC 718 requires the fair value of all share-based awards that are expected to vest to be recognized in the statements of operations over the service or vesting period of each award. The Company uses the straight-line method of attributing the value of share-based compensation expense for all stock option grants over the requisite service period.

Income (Loss) per Share

The Company computes net earnings (loss) per share in accordance with ASC Topic 260, *Earnings Per Share*. Topic 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the statement of operations. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of common shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period including warrants using the treasury stock method. Diluted EPS excludes all dilutive potential common shares if their effect is anti-dilutive. As the Company has net losses, no common equivalent shares have been included in the computation of diluted net loss per share as the effect would be anti-dilutive.

At June 30, 2015 and 2014 the Company had no warrants or options outstanding to consider in income (loss) per share calculation.

Recent Accounting Pronouncements

In January 2015, the FASB issued ASU No. 2015-01, *Income Statement Extraordinary and Unusual Items (Subtopic 225-20): Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items*. This ASU is effective for annual and interim reporting periods beginning after December 15, 2015. ASU No 2015-01 eliminates the concept of extraordinary items. Management does not anticipate that this accounting pronouncement will have any material future effect on our consolidated financial statements.

In February 2015, the FASB issued ASU No. 2015-20, *Consolidation (Topic 810): Amendments to the Consolidation Analysis*. This ASU is effective for annual and interim reporting periods beginning after December 15, 2015. ASU No 2015-02 amends the analysis required to by a reporting entity to determine if it should consolidate certain types of legal entities. Management does not anticipate that this accounting pronouncement will have any material future effect on our consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, *Interest Imputation of Interest (Subtopic 835-30).* This ASU is effective for annual and interim reporting periods beginning after December 15, 2015. ASU No 2015-03 reduces the complexity in the accounting standard by requiring debt issuance costs to be directly deducted from the carrying amount of the related debt. Management does not anticipate that this accounting pronouncement will have any material future effect on our consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-05, *Intangibles Goodwill and Other Internal-Use Software (Subtopic 350-40): Customer s Accounting for Fees Paid in a Cloud Computing Arrangement.* This ASU is effective for annual and interim reporting periods beginning after December 15, 2015. ASU No 2015-05 provides guidance about whether a cloud computing arrangement includes a software license and how to account for it. Management does not anticipate that this accounting pronouncement will have any material future effect on our consolidated financial statements.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the American Institute of Certified Public Accountants, and the SEC did not, or are not believed by management to, have a material impact on the Company's present or future financial position, results of operations or cash flows.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a smaller reporting company , we are not required to provide the information required by this Item.

Item 4. Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934, as amended (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 president (also our principal executive officer) and our chief financial officer (also our principal financial officer) to allow for timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of June 30, 2015, we carried out an evaluation, under the supervision and with the participation of our president (also our principal executive officer) and our chief financial officer (also our principal financial officer), of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our president (also our principal executive officer) and our chief financial officer (also our principal financial officer) concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report to ensure that information required to be disclosed in our reports that we file under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms.

Changes in Internal Control over Financial Reporting

During the six months ended June 30, 2015, changes in our internal controls over financial reporting consisted in ensuring timely follow-up on pending receipt of invoices from third party providers, primarily those based overseas. While such occurrences are limited, the change to internal controls ensure proper timing of recording expenses.

PART II OTHER INFORMATION

Item 1. Legal Proceedings

Other than as described below, management is not aware of any legal proceedings (either presently engaged in or contemplated) by any government authority or other party involving the Company, its properties or its products.

In January 2014, the Company received notice of a default judgment in the amount of $39,000 plus interest entered by the State of New York related to an unpaid service agreement entered into on February 11, 2009. The Company has filed a motion to vacate the foreign judgment or in the alternative stay the enforcement. The Company, until receipt of such notice, was unaware of any such demand. No prior notice had been served to the Company or its chief executive. On March 23, 2015, the Supreme Court of the State of New York vacated and set aside the default judgments. As of June 30, 2015, no provision for this claim has been made.

On February 13, 2015 the Company filed a complaint (Complaint) in the Circuit Court for Miami-Dade County, Florida, against Justin Ho and Richard Matotek (Defendants), the previous combined 96% shareholders of Utiba Pte. Ltd., the joint-venture partner of the Company in ATS. The Complaint alleges that the Defendants did not honor their commitment of paying its 49% share of the liabilities held by ATS at closing of the ATS Transaction (refer to Part 1 Item 1 *Overview of the ATS Transaction and Consideration Payable).* The Company alleges that it is owed $1,181,639.

Item 2. Unregistered Sales of Equity and Use of Proceeds

During the three months ended June 30, 2015, the Company:

- issued 3,425,868 common shares valued at $102,776 for accounting and consulting services rendered.

In connection with the foregoing, the Company relied upon the exemption from registration provided by Section 4(a)(2) under the Securities Act of 1933, as amended, for transactions not involving a public offering.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

EXHIBIT INDEX

Number	Exhibit Description
31.1	Section 302 Certification of Chief Executive Officer
31.2	Section 302 Certification of Chief Financial Officer
32.1	Section 906 Certification of Chief Executive Officer
32.2	Section 906 Certification of Chief Financial Officer
101.INS	XBRL INSTANCE DOCUMENT
101.SCH	XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT
101.CAL	XBRL TAXONOMY EXTENSION CALCULATION LINKBASE
101.DEF	XBRL TAXONOMY EXTENSION DEFINITION LINKBASE
101.LAB	XBRL TAXONOMY EXTENSION LABELS LINKBASE
101.PRE	XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE

SIGNATURES

Pursuant to the requirements 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.

ALTERNET SYSTEMS INC.

By:*/s/Henryk Dabrowski*
Henryk Dabrowski, President
(Principal Executive Officer)
August 14, 2015

By:*/s/ Michael T. Viadero*
Michael T. Viadero, Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)
August 14, 2015